

Canada Not-for-profit Corporations Act (NFP Act)

Form 4031

Articles of Continuance (transition)

To be used only for a continuance from the Canada Corporations Act, Part II.

1 Current name of the corporation

Kanesatake Health Center Inc.

2 If a change of name is requested, indicate proposed corporate name

3 Corporation number

4 3 7 7 3 3 - 8

4 The province or territory in Canada where the registered office is situated

Quebec

5 Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number

3

Maximum number

5

6 Statement of the purpose of the corporation

The delivery of universally accessible health and wellness programs and services which include education, support, prevention, intervention and primary care as well as Health Canada mandatory programs to all segments of the community of Kanesatake. The health and wellness programs include but are not restricted to addictions, children, chronic diseases, communicable disease, community health and nursing support services, environmental health, capacity development, e-health, non-insured health benefits, family support and any other future wellness programs.

7 Restrictions on the activities that the corporation may carry on, if any

None

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**8 The classes, or regional or other groups, of members that the corporation is authorized to establish**

The corporation has only one class of members, and that is voting members.

**9 Statement regarding the distribution of property remaining on liquidation**

It is specifically provided that in the event of dissolution or winding-up of the Corporation, all of its remaining assets after payment of its liabilities shall be transferred to the Mohawk Council of Kanesatake for the benefit of the health and wellness of the Mohawks of Kanesatake.

It is also specifically provided that if the Corporation becomes a registered charity, and in the event of dissolution or winding-up of the Corporation, after payment of its liabilities, all of the Corporation's remaining assets shall be distributed to one or more eligible donees as defined under the provisions of the Income Tax Act, and which serve the Mohawks of Kanesatake.

**10 Additional provisions, if any**

1. The corporation shall be carried on without the purpose of gain for its members, and any profits or other additions to the corporation shall only be used to further its purposes (as stated in # 6).
2. Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that the director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

**11 Declaration**

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature

*Marie-Josée Martin*

Print name

Marie-Josée Martin

Phone number

450 479-1959

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Canada Not-for-profit Corporations Act (NFP Act)  
FORM 4002

INITIAL REGISTERED OFFICE ADDRESS AND FIRST BOARD OF DIRECTORS

(To be filed with articles of incorporation, continuance (transition), amalgamation, or continuance (import))

**1 - Corporate name**

Kanesatake Health Center Inc.

**2 - Complete address of the registered office (cannot be a post office box)**

Number and street name  
12 Joseph Swan

City Province or Territory Postal code  
Kanesatake Quebec J0N 1E0

**3 - Directors of the corporation (if space available is insufficient, complete attached schedule)**

First and last name	Address (cannot be a post office box)
Marie-Josée Martin	244 B Ste-Germaine Kanesatake QC J0N 1E0
Myrna Gabriel	61, 1st Avenue, Terrasse Raymond, Kanesatake, Que. J0N 1E0
Nathalie Gélinas	7 Joseph Swan Kanesatake (QC) J0N 1E0
Louise Godbout	224 A Rue St Michel OKA, Quebec J0N 1E0
vacant	

**4 - Declaration**  
I hereby certify that I am an incorporator of the new corporation, or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the NFP Act.

Signature: Marie-Josée Martin  
Print name: Marie-Josée Martin Phone Number: 450-479-1959

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).



**Kanesatake Health Center Inc.**

**BY-LAW No. 1**

**A by-law relating generally to the conduct  
of the affairs of**

**Kanesatake Health Center Inc.  
(the Corporation)**

**BE IT ENACTED** as a By-Law No. 1 of the Corporation the following sections:

**Section 1 – Those By-laws Requiring Two-Thirds Vote of Members:**

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws and requires a two-thirds majority.

**1. Membership Conditions**

Subject to the articles, there shall be one class of members in the corporation. Membership in the corporation shall consist of the registered Kanesatake community members domiciled and resident within the areas of service of the Kanesatake Health Center, and who have reached the age of majority. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

## **2. Notice of Members Meeting**

Notices of meetings of members must be provided in accordance with the by-laws to the following persons:

- each member entitled to vote;
- each director; and
- the public accountant of the corporation

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held;
- or by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

## **3. Absentee Voting**

Absentee voting such as by proxy is not permitted under any circumstances.

## **Section 2 – Those By-Laws Requiring a Majority Vote of Members**

### **1. Termination of Membership**

Membership in the corporation is terminated when a member moves away and resides outside the areas of service of the Kanesatake Health Center.

### **2. Annual Financial Statements to Members**

Notification will be sent out to members 21-60 days before the annual members' meeting that the annual financial statements of the corporation are posted on the Kanesatake Health Center website and available at the Kanesatake Health Center.

### **3. Electronic Participation**

Participation in members' meetings by electronic means is not permitted. In addition, the holding of a meeting by electronic means is also not permitted.

### **4. Quorum for Members' Meetings**

Quorum for members' meetings is set at 25 members. If quorum is present at the opening of the meeting, business may proceed, even if quorum is not present throughout the meeting.

### **5. Chair for Members' Meetings**

The Board of Directors may decide to contract an outside chair for a members' meeting so the board members may fully participate in the meeting discussions. If the Board of Directors does not appoint an outside chair, then the Chairperson or Vice-Chair of the Board would chair the meeting. Failing that, one of the members of the corporation present at the meeting may chair for the meeting.

### **6. Voting at Members' Meeting**

Voting at members' meeting is by show of hands; however, if requested by a member, voting can take place by secret ballot.

### **7. Attendance of Directors at Members' Meetings**

Due to the nature of their responsibilities for managing the business of the corporation, the Board of Directors is required to be present at annual and special members' meetings.

### **8. Directors of the Corporation**

A director of the corporation must meet all of the following qualifications to be elected to the board:

- be at least 18 years old
- not have been declared incapable by a court in Canada or in another country
- be an individual (i.e., a corporation cannot be a director)
- not be in bankrupt status
- have some knowledge of financial statements

- be in good standing in the community
- able to act in good faith and in best interests of the corporation
- have a good understanding of community needs and perspectives
- not have a criminal record
- consent to a criminal background check
- not currently an elected member of the Mohawk Council of Kanesatake
- not currently an employee of the Kanesatake Health Center
- willing to sign an Oath of Office.
- Registered band member

**9. Composition of Board**

The Board of Directors of the Corporation shall be composed of a maximum of 5 Directors and a minimum of 3. Directors are elected by a majority of the votes cast at an annual meeting of the members. There are no appointments.

**10. Term of Office for Directors**

The term of office for Directors on the Board of Directors is three years. The terms of office of directors are staggered to permit continuity of board operations. Two directors will be elected for a term of three years at the first meeting of the members following the acceptance of the continuance. Three directors will then be elected at the next annual meeting for a term of three years.

**11. Quorum for Directors' Meetings**

The majority of directors on the board constitute the quorum for Director' meetings.

**12. Replacement of Directors**

In the absence of a director who has left the board, the Board of Directors may appoint a replacement director until the next annual members' meeting.

**13. Loans**

The Corporation shall not lend any of its assets to any member of the Board of Directors. If any such loan be made, the officers and members of the Board of Directors who make such loans, or assent thereto, shall be jointly and severally liable for repayment or return thereof.

**14. Disclosure**

The Corporation shall provide information on its operations to all its members.

**15. By-Laws**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. However, a by-law that requires a special resolution of the members according to the NFP Act can only become effective when confirmed by the members.

**16. NFP Act**

All other by-laws for the corporation will be applied according to the sections of the NFP Act. The NFP Act will serve as a reference document for the purposes of dispute or clarification.

**17. Effective Date of By-Law No. 1**

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 3<sup>RD</sup> day of APRIL, 2014 and confirmed by the members of the Corporation by special resolution on the 15<sup>TH</sup> day of APRIL, 2014.

Dated as of the 24<sup>th</sup> day of APRIL, 2014.

*Wayne Bousquet Nelson*  
[Name of director/officer]