



**Kanesatake Health Center Inc.**  
**Board of Directors**

**RESOLUTION NO. 001-1415**

Kanesatake, Quebec  
April 3, 2013

**Quorum Required: 5**

The Board of Directors of the Kanesatake Health Center Inc. does hereby resolve:

**Special Resolution of Members**

**WHEREAS**, The property and business of the Corporation is managed by a board of directors consisting of (7) members; and,

**WHEREAS**, The current members of the board are Serge Simon, Marie Josée Martin, Myrna Gabriel, Nathalie Gelinas, Louise Godbout, John Canatonquin, and one vacant; and,

**WHEREAS**, the Canada Not-for-profit Corporations Act (NFP Act) established a new set of rules for federally incorporated not-for-profit corporations in Canada. These new rules will replace Part II of the Canada Corporations Act (old Act), the law that has governed federal corporations; and,

**WHEREAS**, the corporation must replace its by-laws with new charter documents by submitting articles of continuance to obtain a Certificate of Continuance and filing new by-laws. The articles and by-laws must comply with the NFP Act. These charter documents set out the primary rules governing the corporation; and,

**WHEREAS**, the Certificate of Continuance is the same as a Certificate of Incorporation, and because the corporation is already incorporated we cannot incorporate again under the NFP Act instead it "continues" into the new Act and is issued a Certificate of Continuance which is essentially the continuance of the corporation; and,

**WHEREAS**, it is considered to be in the best interest of the Corporation that it be continued under the Canada Not-for-profit Corporations Act (NFP ACT) pursuant to section 297 of the NFP Act; and,

**THEREFORE BE IT RESOLVED:** that a Special Members Meeting will be held on April 15, 2014 for the members to vote on the continuance and the by-laws.

**THEREFORE BE IT FURTHER RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. The directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Scheduled A, are approved;
3. The general operating by-law of the Corporation (as amended) is repealed effective on the date that the Corporation continues under the NFP Act and new general by-law No. 1 which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date.
4. Any one officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the director, which are necessary or desirable for the implementation of this resolution.

**President:**

*Yves Gauthier*

**Vice-President:**

*Myrna Gabriel*

**Treasurer:**

*N. Gauthier*

**Secretary:**

**Board Member:**

*Steve Seman*

**Board Member:**

*[Signature]*

**Board Member:**

*Louis Sabatini*

