



Kanesatake Health Center Inc.
Board of Directors

RESOLUTION NO. 011-1213

Kanesatake, Quebec
February 11, 2013

Quorum Required: 5

The Board of Directors of the Kanesatake Health Center Inc. does hereby resolve:
New Not-for-profit Corporations Act

WHEREAS, The property and business of the Corporation shall be 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 Gelin, Clarence Simon, and two vacant; and,

WHEREAS, the Canada Not-for profit Corporations Act (NFP Act) came into force on October 17, 2011 replacing the legislation currently governing our corporation; and,

WHEREAS, the new Canada Not-for-profit Corporations Act (NFP Act) establishes 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 creating 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, at a duly convened Board of Directors meeting on November 9, 2012 the Board of Directors agreed to enter into an agreement with Simon Management Services to update the by-laws for the Corporation according to the new NFP Act; and,

WHEREAS, the Board of Directors finalized the Articles of Continuance and the amended by-laws that regulate the activities and affairs of the Corporation; and,

WHEREAS, the Articles of Continuance and the amended by-laws must be confirmed by the membership at a members' meeting by special resolution;

THEREFORE BE IT RESOLVED THAT, the Articles of Continuance and the amended by-laws are accepted by the Board, and will be confirmed by the membership at a members' meeting by special resolution; and,

BE IT FURTHER RESOLVED THAT, the Board of Directors will hold focus groups with the membership on the new by-laws before they are approved by the membership; and

BE IT FURTHER RESOLVED THAT, the new by-laws once approved by the membership will require a final approval by the federal Minister of Industry prior to implementation.

President: <u>Serge Simon</u>	Vice-President: <u>Myrna Gabriel</u>
Treasurer: <u>N. Gelin</u>	Secretary: <u>Marie Josée Martin</u>
Board Member: <u>Clarence Simon</u>	Board Member: _____
Board Member: _____	