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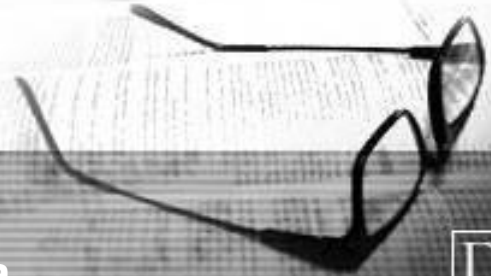
***Canada Not-for-profit Corporations Act Webinar Series***

# **Session 1: How to Continue under the new Act**

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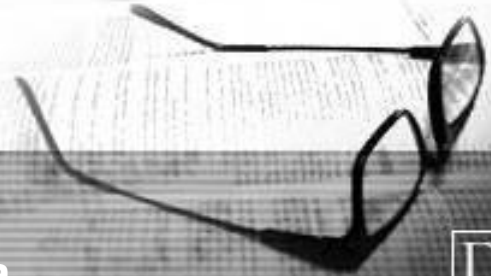
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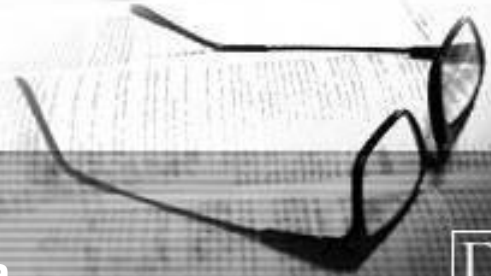
# Overview

1. What is Continuance?
2. Why is Continuance Important?
3. Overview of the CNCA
4. The Continuance Process
5. Question Period



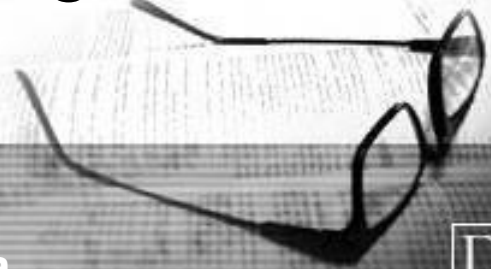
# What is Continuance?

- Federal non-share capital corporations (charities and non-profit organizations) are governed by *Canada Corporations Act (CCA)*
- CCA is being replaced by the new *Canada Not-for-profit Corporations Act (CNCA)*
- Must actively switch over (continue) to new Act by October 17, 2014



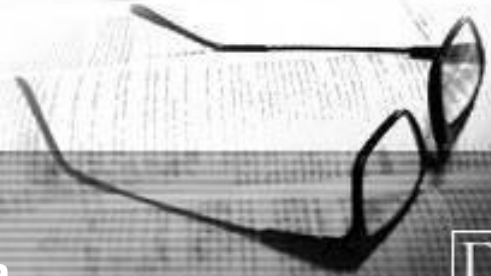
# Why is Continuance Important?

- CCA corporations that do not switch over to new CNCA will be dissolved
- If a corporation is a charity, dissolution will also lead to losing its charity status
- A good opportunity to make changes



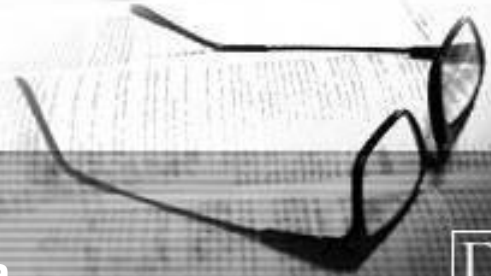
# Overview of the CNCA

- Major structural changes
  - More elaborate requirements
  - Default rules
- Major substantive changes
  - “Soliciting” status
  - No more completely non-voting members
  - No more *ex officio* directors



# The Continuance Process

1. Governing documents and by-laws
  - Gather
  - Review
  - Identify issues
  - Amend



# The Continuance Process

## 2. Form 4031: Articles of Continuance

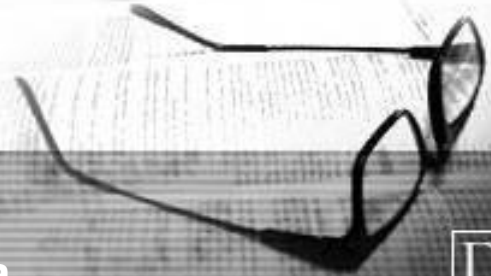
- Replaces the Letters Patent as governing document
- Opportunity to change name, objects, and all other provisions of the corporation
- Charities beware



# The Continuance Process

## 3. Getting members' approval

- Prepare a special resolution
- Call a meeting according to the current by-laws (give proper notice, etc.)
- Have members vote

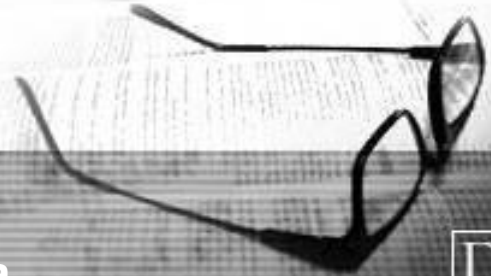




# The Continuance Process

## 4. Filing

- Form 4031
- Form 4002
- By-laws



# Questions

# For More Information

Visit our website ([www.drache.ca](http://www.drache.ca)) and sign up for our Charity Insights newsletter

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