



Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

*Loi canadienne sur les organisations à but non
lucratif*

FRIENDS OF H.M.C.S. HAIDA

Corporate name / Dénomination de l'organisation

241692-1

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 211 of the *Canada Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée, dont les statuts de prorogation sont joints, a été prorogée en vertu de l'article 211 de la *Loi canadienne sur les organisations à but non lucratif*.

Virginie Ethier

Director / Directeur

2014-09-26

Date of Continuance (YYYY-MM-DD)
Date de prorogation (AAAA-MM-JJ)



**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

FRIENDS OF H.M.C.S. HAIDA

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

3 - Corporation number

2 4 1 6 9 2 - 1

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

Ontario

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

Minimum number

3

Maximum number

20

6 - Statement of the purpose of the corporation

See Schedule 1 attached.

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

None.



**Canada Not-for-profit Corporations Act (NFP Act)
Form 4031
Articles of Continuance (transition)**

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

The Corporation is authorized to establish two classes of members, Class A members and Class B members.
Class A members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.
Except as otherwise provided by the Canada Not-for-profit Corporations Act, S.C. 2009, c.23, Class B members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

9 - Statement regarding the distribution of property remaining on liquidation


Any property remaining on liquidation of the Corporation after the discharge of its liabilities, shall be distributed to qualified donees under the Income Tax Act (Canada) with purposes that are consistent with those of the Corporation.

10 - Additional provisions, if any

See Schedule 1 attached.

11 - Declaration

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

Signature: 

Print name: Richard Bialachowski Phone Number: 905-662-6001

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).

Schedule 1

Statement of the Purpose of the Corporation

The objects of the Corporation are:

1. to assist in the preservation, restoration and maintenance of H.M.C.S. HAIDA as a maritime museum, naval memorial and national historic site;
2. to promote the use of H.M.C.S. HAIDA, and other naval ships and vessels and naval and maritime craft, relics and artifacts of historical interest and significance for educational purpose;
3. to promote public interest in Canadian Naval History;
4. to promote and support the education and training of Canadian youth in matters pertaining to ships and the sea;
5. to preserve and perpetuate Canadian Naval Traditions;
6. to do all such things as are incidental and conducive to the above objects and, for the further attainment of the above objects, to receive and maintain a fund or funds and to apply from time to time, all or part thereof and the income therefrom for charitable and educational purposes within Canada;
7. to solicit, accept, receive, acquire by purchase, lease, agreement, grant, donation, legacy, gift, bequest or otherwise, any kind of real or personal property, to enter into and carry out agreements, undertakings, and conditions in connection therewith and to hold such real or personal property or interest therein necessary for the actual use and occupation of the Corporation, or for carrying on its charitable undertaking, and when no longer necessary, to sell, dispose of, and convey the same or any part thereof; and
8. to acquire rights, privileges, licences, permits and concessions necessary or desirable

Additional provisions

1. The board of directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members.
2. The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.
3. Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit for his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.