

**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**

Cultural Human Resources Council

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

**3 - Corporation number**

3 | 0 | 7 | 5 | 3 | 4 | - | 6

**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

6

Maximum number

20

**6 - Statement of the purpose of the corporation**

To promote the provision of human resources and to coordinate, develop and implement human resource strategies in the cultural sector in Canada.

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

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

There is one class of members: regular members.  
Regular members are entitled to receive notice of and to attend all meetings of the members of the Corporation and have one vote at each such meeting.

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

In the event of the dissolution or the winding-up of the Council, all its remaining assets, after payment of its liabilities, shall be distributed to one or more registered charitable organizations in Canada which in the opinion of the Board of Directors of the Council have similar objects to the Council and are eligible donees as described in the Income Tax Act i.e. a registered charity:

- that is not subject to a suspension of tax-receipting privileges;
- that is not subject to a security certificate under Charities Registration Act;
- that has no unpaid liabilities under the Act or Excise Tax Act;
- that has filed all of its information returns;
- of which more than 50% of Directors deal at arm's length with Directors of charity.

**10 - Additional provisions, if any**

Non-profit clause:  
CHRC shall be carried on without the purpose of gain for its members, and any profits or other accretions to CHRC shall be used in furtherance of its purposes.

Remuneration of directors clause:  
The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director. This does not preclude any Director from serving the Council as an Officer or in any other capacity and receiving compensation for same. Directors may be reimbursed for reasonable expenses incurred in the performance of their Director duties.  
See Appendix A for additional provisions.

**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 Hornsby Phone Number: 506-453-4660

**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).**

## Articles of Continuance - Appendix A

### (Form 4031 – 10 – additional provisions continued)

#### Remuneration of Directors:

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director. This does not preclude any Director from serving the Council as an Officer or in any other capacity and receiving compensation for same. Directors may be reimbursed for reasonable expenses incurred in the performance of their Director duties.

#### Borrowing powers :

The Board may from time to time:

- (a) borrow money on the credit of the Council
- (b) limit or increase the amount to be borrowed
- (c) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Council
- (d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Council, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Council, and
- (e) delegate the powers conferred on the Directors under this section to such Officer or Officers of the Council and to such extent and in such manner as the Directors shall determine.