



Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

Loi canadienne sur les organisations à but non lucratif

CANADIAN LAWYERS ABROAD -
AVOCATS CANADIENS À L'ETRANGER

Corporate name / Dénomination de l'organisation

428442-9

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

2014-09-17

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

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

3 - Corporation number

4 2 8 4 4 2 - 9

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

Maximum number

6 - Statement of the purpose of the corporation

- (1) Advance the education of law students by running student chapters and offering student internships and fellowships that will help to advance the students understanding of good governance, rule of law and human rights issues in a non-political manner; and
- (2) To educate international non-governmental organizations (NGOs) on transparency and accountability by providing pro bono lawyers to work on projects with them that CLA-ACE will retain control of. The projects will increase transparency, and facilitate dissemination of legal knowledge to the general public.

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

None.

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

The Corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all 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 discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

10 - Additional provisions, if any

1. 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.
2. Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.
3. The directors may appoint one or more 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 may not exceed one third of the number of directors elected at the previous annual general meeting of members.

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: Brittany Twiss

Phone Number: 647-880-2160

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).