



Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

*Loi canadienne sur les organisations à but non
lucratif*

SIERRA CLUB CANADA

Corporate name / Dénomination de l'organisation

281634-2

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*.

Marcie Girouard

Director / Directeur

2013-12-03

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
SIERRA CLUB CANADA	

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

3	Corporation number	4	The province or territory in Canada where the registered office is situated
2, 8, 1, 6, 3, 4, -, 2		Ontario	

5	Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)				
<table style="width: 100%; border: none;"> <tr> <td style="border: none;">Minimum number</td> <td style="border: 1px solid black; width: 40px; text-align: center;">3</td> <td style="border: none;">Maximum number</td> <td style="border: 1px solid black; width: 40px; text-align: center;">12</td> </tr> </table>		Minimum number	3	Maximum number	12
Minimum number	3	Maximum number	12		

6	Statement of the purpose of the corporation
<p>The objects of the Corporation are:</p> <ul style="list-style-type: none"> (a) to explore, enjoy and protect the wild places of the earth; (b) to practice and promote the responsible use of the earth's ecosystem and resources; (c) to educate and enlist humanity to protect and restore the quality of the natural and human environment; (d) to use lawful means to carry out these objectives; (e) to develop, and to facilitate actions that reflect these policies including fundraising and the expression of these policies at the national and international level; and (f) to facilitate communication among other societies or corporations that have similar purposes. 	

7	Restrictions on the activities that the corporation may carry on, if any
None	

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Form 4031

Articles of Continuance (transition)

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

See Schedule A Incorporated into and forming part of these Articles

Statement regarding the distribution of property remaining on liquidation

It is specifically provided that in the event of dissolution or winding up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of Income Tax Act (Canada) that are carrying on similar activities.

Additional provisions, if any

See Schedule B Incorporated into and forming part of these Articles

Declaration

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

Signature Carl Bickerdike

Print name CARL BICKERDIKE

Phone number (514) 944-7152

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 \$8,000 or to imprisonment for a term of not more than six months or to both (subsection 362(2) of the NFP Act).

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Schedule A to Form 4031

Annexed to Articles of Continuance (transition)

SIERRA CLUB CANADA

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

- (a) **Class A Members.** Class A members shall be entitled to notice of, attend and vote at all meetings of the members of the Corporation and shall be entitled to two hundred votes at all meetings of the members related to by-law amendments, but otherwise entitled to a single vote at any members' meeting on all other matters.
- (b) **Class B Members.** Class B members shall be entitled to notice of and to attend and vote at meetings of the members of the Corporation and shall be entitled to one vote at all meetings of the members of the Corporation.

Schedule B to Form 4031

Annexed to Articles of Continuance (transition)

SIERRA CLUB CANADA

10. Additional provisions

- (a) The Corporation shall be carried on without the purpose of gain for its members, and any profits or accretions to the corporation shall be used in furtherance of its purposes.
- (b) 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 performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.
- (c) The 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 of the number of directors elected at the previous annual meeting of members.