



Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

*Loi canadienne sur les organisations à but non
lucratif*

Focus Humanitarian Assistance Canada
Focus Assistance Humanitaire Canada

Corporate name / Dénomination de l'organisation

117542-4

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

2014-08-05

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

Focus Humanitarian Assistance Canada
Focus Assistance Humanitaire Canada

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

3 - Corporation number

1 1 7 5 4 2 - 4

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

5

Maximum number

10

6 - Statement of the purpose of the corporation

See attached Schedule A.

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

There are no restrictions.

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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. Each member is entitled to receive notice of and to attend (in person or by proxy) and be heard at all meeting of the corporation and shall have one vote each at all such meetings.

9 - Statement regarding the distribution of property remaining on liquidation

In the event of liquidation, dissolution or winding-up of the Corporation, all of its remaining assets after payment of its liabilities shall be distributed to one or more "qualified donees" as defined in the Income Tax Act (Canada), each of which is (a) a "registered charity" as defined in the Income Tax (Canada) or (b) a charitable organization outside Canada. Such distribution shall be determined by His Highness Shah Karim Al-Husseini Aga Khan, the Imam of the Shia Imami Ismaili Muslims, or of any successive Imam of the Shia Imami Ismaili Muslims, appointed by his predecessor (provided that during any period in which any successor Imam has not attained his majority under the laws of Canada, the person (or persons) specifically appointed in writing by his predecessor to assist the Imam during his minority may exercise the right of approval hereinbefore described), hereinafter referred to as "the Imam".

10 - Additional provisions, if any

- (a) The corporation shall carry on its activities without pecuniary gain to its members, and any profits or other 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 services.
- (c) The directors are authorized to 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 the number of directors elected or appointed at the last annual 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: Karim Haji, Executive Officer

Phone Number: (416) 423-7988 ext. 204

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).

FORM 4031 – ARTICLES OF CONTINUANCE (TRANSITION)

**FOCUS HUMANITARIAN ASSISTANCE CANADA
FOCUS ASSISTANCE HUMANITAIRE CANADA**

SCHEDULE A

8. Statement of the purpose of the corporation

The Corporation is organized and shall be operated in any part of the world exclusively for charitable purposes including, but not limited to the provision of emergency humanitarian relief without regard to race, religion, creed, sex, age or country of origin of the recipient in the event of natural disasters such as flood, earthquake, fire, famine, hurricane, typhoon or drought, civil unrest, military conflict or other man-made, natural, or physical catastrophe causing distress, illness, injury, starvation, homelessness, dislocation or other suffering. The Corporation shall have the right to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for such purposes, including, but not limited to the provision of medical, surgical and clinical care and treatment; the provision and distribution of medicines, drugs, and medical, surgical and pharmaceutical appliances and equipment; the provision of clothing, food, blankets and temporary shelters and housing; the provision of reconstruction of facilities for sanitation, hygiene, water and energy; training of emergency volunteers and any other lawful act or activities related to the foregoing objectives. The Corporation aims to protect life, health and belongings and to ensure respect for the human beings through promotion of mutual understanding, friendship, co-operation and lasting peace among all peoples. Therefore, in the Corporation's endeavour to relieve human suffering, it shall not take sides in hostilities and disputes, or engage at any time in controversies of political, racial, religious or ideological nature.

For the limited purposes of emergency humanitarian relief described above, the Corporation shall have the power to perform any one or more of the following:

1. to prevent and relieve human suffering and sickness, in particular (but without limitation to) through support of all forms of medical, surgical and clinical care and treatment of patients suffering from disease, sickness, illness, accident or injury, and by the award of grants and loans for all forms of emergency humanitarian relief.
2. to provide all forms of assistance for the rescue, evacuation, resettlement and rehabilitation of refugees and internally or externally displaced persons, including provision for them of transport, food, shelter, medical care, education, training and all other forms of assistance for the regularisation of their immigration and/or residency status in the countries of their residence and/or resettlement leading to an improvement in the quality of their lives.
3. to assist in the provision and construction of temporary and/or permanent low cost housing and/or shelter for refugees, internally or externally displaced persons, the poor and the needy.
4. to provide all forms of training and education for the resettlement and rehabilitation of refugees and internally or externally displaced persons for their harmonious integration into the societies in which they reside and/or resettle.

5. to provide all forms of assistance for the promotion of the unity of families and their harmonious integration into the societies in which they reside and/or resettle, and in particular (but without limitation) through support for the physical, emotional, intellectual and cultural well being of the young persons, the elderly and women having need of such support by reason of their age, infirmity or disablement, poverty or social or economic circumstances.
6. to directly or indirectly provide and/or collaborate in providing all forms of assistance that promote, facilitate, enable to lead to training of human resources and establishment of projects, programmes, organisations and institutions for all forms of emergency humanitarian relief.
7. to do all such things as are incidental or conducive to the attainment of the emergency humanitarian relief objects and in particular (but only to the extent to which the same may be lawfully be exercised by the society having exclusively charitable objects):
 - (a) to carry out research into the development and application of new techniques in education, hygiene and such other related fields as may be deemed appropriate by the Board of the Corporation and to publish results of such research;
 - (b) to employ and remunerate teachers, research workers, doctors, surgeons, anaesthetists, medical, surgical and pharmaceutical officers, nurses and attendants and such other people for the purposes aforesaid and to acquire, purchase, provide and supply all such medicines, drugs, medical, surgical and pharmaceutical appliances, apparatus, equipment, instruments, preparations, restoratives and things as may be required for the purposes aforesaid or any of them;
 - (c) to prepare, provide and supply preventive and curative medical and surgical aid, treatment and relief and all remedies and medicinal requisites to all persons suffering disease, sickness, illness, accident or injury;
 - (d) to support directly or indirectly medical establishments and facilities and to assist in the co-ordination of the activities thereof;
 - (e) to purchase, take on lease or in exchange, hire or otherwise acquire or take possession of and to hold, manage, develop, dispose or deal with any real or personal property or other forms of infrastructure wherever situate to promote the objects of the Corporation and to construct, erect, alter, improve, demolish and maintain any building or infrastructure which may from time to time be required to promote the objects of the Corporation;
 - (f) to use, apply, give, devote, accumulate or distribute from time to time all or part of the fund or funds of the Corporation and/or income therefrom for charitable purposes to or for any "qualified donees" described in the *Income Tax Act of Canada* which in the judgement of the Board of Directors of the Corporation will promote the objects of the Corporation;
 - (g) to use, apply, give, devote, accumulate or distribute from time to time all or part of the fund or funds of the Corporation and/or income therefrom for charitable purposes by such means as may from time to time seem expedient to the Board

of Directors of the Corporation, and to establish and maintain charitable activities, agencies or institutions and to aid any such activities, agencies or institutions already established;

- (h) to invest any funds of the Corporation, not immediately required for any of its objects, in such manner or on such security as may from time to time be determined, subject nevertheless to such conditions (if any) and such amounts (if any as may for the time being be imposed or required by law);
- (i) to promote and incorporate or join in the promotion and incorporation of any charitable company with limited or unlimited liability for the purpose of carrying out any object or exercising any power which the Corporation itself could carry out or exercise and to subscribe for take, purchase or otherwise acquire and hold shares or other interests in or securities of any such company and to lend money to any such company on such terms as may be thought fit;
- (j) to prepare, edit, print, publish, issue, acquire and circulate or distribute books, papers, periodicals and other literary materials and films and mechanical and other models and equipment and to establish, form and maintain exhibitions and collections and displays of literature, statistics, exhibits and information relating to the provision of humanitarian, medical, surgical and other related forms of relief; to disseminate any such information as aforesaid and encourage interest in and support for the objects of the Corporation by the reading of papers, film exhibitions, radio or television broadcasting, information centres, public meetings, conferences, the issue of leaflets or personal written appeals or otherwise;
- (k) to grant pensions to any person or persons who may be or have been officers or servants in any capacity of the Corporation or the dependants of any such persons, and make payments towards insurance or superannuation in respect of such persons or their dependants, and subscribe or guarantee money for charitable objects;
- (l) to establish, maintain, control and manage branches of the Corporation as may seem expedient to the Directors of the Corporation, and from time to time determine the constitution, rights, privileges, obligations and duties of such branches, and when thought fit, dissolve and modify the same;
- (m) to sell, let, manage, lease, dispose of, or turn to account all or any of the property or assets of the Corporation in furtherance of its objects;
- (n) to undertake, execute and perform any charitable trusts which may lawfully be undertaken by the Corporation and may be conducive to its objects;
- (o) to establish and support or aid in the establishment and support of any charitable associations or institutions and to raise, subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Corporation or calculated to further its objects;
- (p) to solicit, receive and accept financial assistance, donations, endowments, gifts (both inter vivos and testamentary), devises, bequests and loans of money,

rents, hereditaments and other property whatsoever, real or personal, and subject or not to any specific charitable trusts or conditions;

- (q) to enter into partnership or into any agreement for co-operation, joint venture or otherwise, with any other charity, non-profit organisation, society and national and international private and/or governmental agencies carrying on or engaged in or about to carry on or engage in any activity capable of being conducted so as directly or indirectly to further the objects of the Corporation; and
- (r) to do all such other lawful and charitable things for the purposes of attaining the above objects or any of them.