

## Notation

Green is for additions to new articles over and above what was expressed in the old articles and bylaws.

Red is for deletions from present bylaws and articles. Some deletions take into account that some provisions are already specified in the new Not for Profit Act.

Blue is for notes, if any.

Bold headings are those that form part of Form 4031.

Numberings not found in bold headings are the numberings found in the present articles and bylaws.

## **Form 4031 Articles of Continuance (Transition)**

### **1) Current Name of the Corporation**

Green Coalition - -Coalition Verte

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

### **3) Corporation Number**

260512-1

### **4) The province or territory in Canada where the registered office is situated**

Quebec

### **5) Minimum and maximum number of directors**

Minimum number 11                      Maximum number 17

### **6) Statement of the purpose of the corporation**

The Objectives of the Coalition are:

a) To promote the conservation, protection and restoration of the environment and to promote the wise use of green and blue spaces;

b) To group together, organize, and educate individuals and groups of individuals who have an interest in the promotion of the conservation, protection and restoration of the environment;

c) To acquire and to assist individuals, organizations, municipalities or other governments to acquire green or blue spaces for purposes of conservation; to manage and maintain; and to assist others in the management and maintenance of such spaces;

d) Through education and direct action to initiate, encourage, assist and promote all efforts and attitudes in the population that enhance the environment;

e) To foster understanding and commitment to positive environmental action by individuals, groups, businesses, institutions and governments;

f) To assist in and support the creation of a worldwide environmental establishment which is unencumbered by conventional political boundaries;

g) To create or support programs to control and discourage the use of substances noxious to the environment and to encourage research and education for the use of benign alternatives.

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

None

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

6. Categories of members shall include: A) Individual Members; B) Member Groups; C) Member Chapters; D) Associate member Groups; E) Nation members.

7. Individual members shall automatically be granted full membership in a local chapter of the Coalition and shall have the right to one vote at general meetings of that chapter. The same member may also be a member of a group that is a group member of the Coalition.

8. Each Member Group can participate at the general meetings of the Coalition and has the right to cast the following number of votes at the general meetings: A) one [1] vote from any group with 10 to 49 members inclusive; B) two [2] votes from any group with 50 to 99 members inclusive; C) three [3] votes from any group with 100 or more members.

9. Chapters shall consist of groupings of individual members established by the Coalition (A) in designated geographic areas or (B) for specific purposes or goals-with or without consideration for geographic boundaries and shall have all the rights of member groups.

Each individual member of a chapter shall have the right to vote to elect delegates for their chapter. Each chapter can participate at the general meetings of the Coalition and through its elected delegate(s) and has the right to cast the following number of votes at the general meetings: Has the right to cast the following number of votes at the general meetings: A) one

[1] vote from any chapter with 10 to 49 members inclusive; B) two [2] votes from any chapter with 50 to 99 members inclusive; C) three [3] votes from any chapter with 100 or more members.

10. Associate member groups may send non-voting delegates to the general meetings of the Coalition in accordance with the following schedule: A) one [1] delegate from any associate member group with 10 to 49 members inclusive; B) two [2] delegates from any associate member group with 50 to 99 members inclusive; C) three [3] delegates from any associate member group with 100 or more members.

11. Each nation member can participate at the general meetings of the Coalition and has the right to cast three [3] votes.

20. A Any member may attend **the annual general meeting and other meetings of the Coalition** but only representatives and delegates vote at annual and other general meetings of the Coalition **as described in articles 8, 9, 10 and 11 of section “B”**. Individual members vote only at chapter meetings **as described in articles 7 and 9 of section “B”**.

### **9) Statement regarding the distribution of property remaining on liquidation**

In the event of dissolution or liquidation of the Coalition, and following the satisfaction of all debts owing by the Coalition, notwithstanding any statutory or other provisions to the contrary, the remaining assets shall be distributed to one or more non-profit organizations which, in the opinion of the Board will assist in the continued attainment of the objectives of the Coalition.

### **10) Additional provisions, if any**

3. By-laws of the Coalition shall be approved by resolution adopted by more than two thirds [2/3rds] of **a quorum of (the) members as defined in item #19 of the bylaws (present)** at a special general or annual meeting of the Coalition.

4. Passage of by-law amendments **proposed by a member** requires a two thirds [2/3rds] majority vote of **a quorum of members as defined in item #19 of the bylaws (of those in attendance and voting)** at the annual meeting.

5. Passage of by-law amendments **proposed by the board of directors** requires a two thirds [2/3rds] majority vote of **a quorum of members as defined in item #19 of the bylaws (of those in attendance and voting)** at the annual meeting or special general meeting.

13. The Board of directors, through a resolution adopted by two-thirds [2/3rds] of **a quorum of members as defined in item #19 of the bylaws** of its members, can suspend a member.

6. (In conformity with article 65 of the Law on Canadian Corporations the Board of Directors can, if so authorized by) Item #6 in the bylaws in Section “G” Finances requires a resolution adopted by the board of directors and by a quorum as defined in Section “C” General Meetings, item #19 minimum of two-thirds [2/3rds] of the members and delegates attending at a special general meeting or an annual general meeting.

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 general 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

Additional Provisions

Signature

Print Name Al Hayek

Phone number (514) 487-7685