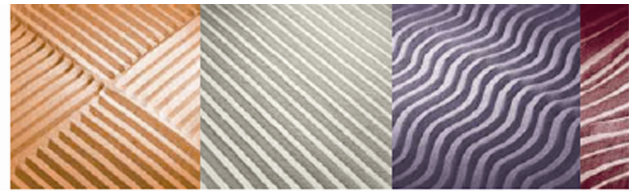


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COMMUNIQUÉ FOR THE HEALTH INDUSTRY

BILL C-4: FUTURE CHANGES FOR FEDERALLY INCORPORATED NOT-FOR-PROFIT CORPORATIONS

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The matters discussed in this Communiqué impact federally incorporated organizations. The greater majority of healthcare organizations are provincially incorporated and will not be impacted by these changes.

The first substantial change to the existing federal non-share corporation legislation since 1917, Bill C-4 *An Act respecting Not-For-Profit Corporations and Certain Other Corporations* (CNCA) received royal assent on June 23, 2009. Once in force, the Act will replace the existing *Canada Corporations Act* (CCA). Industry Canada has indicated that it will likely be 12 to 24 months before the CNCA is in force. This Act will not affect provincially incorporated corporations.

When the statute comes into force, all federal corporations incorporated under the existing CCA will have three years from that date to continue the corporation under the new CNCA. If a corporation does not continue under the CNCA within the three year period it can be dissolved. Corporations incorporated by Special Act of Parliament can also elect to be continued under the CNCA, but there is no requirement to do so. Continuing corporations will have the ability to make some amendments to their structure on the continuance.

Because the Act is not yet in force, no immediate action is required. Prior to the Act coming into force, Miller Thomson will be holding seminars to educate our clients about the new rules and the process to be followed to continue under the new Act, and will provide packages with all of the necessary legal documentation. In addition to advising generally about the changes, we will be available for individual consultation on how the changes will affect the governance structure and by-laws of your organization.

Miller Thomson will be monitoring this legislation and will keep our clients apprised of updates and the time to take action. In the meantime, please contact us if you have any specific questions or concerns.

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Our National Health Industry Group is dedicated to providing comprehensive and integrated legal services to health industry clients. For more information about our group, visit our website at www.millerthomson.com or contact one of our regional contacts:

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