**LRWC Articles of Continuation**

**Canada Not-for-Profit Corporations Act (NFP Act) Form 4031**

March 12, 2014

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**1 - Current name of the corporation**

Lawyers’ Rights Watch Canada

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

N/A

**3 - Corporation number**

377212-8-M

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

BC

**5 - Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)**

3

**6 - Statement of the purpose of the corporation (Character limit – this wording will fit)**

* To provide support internationally to lawyers and other human rights defenders whose rights, freedoms, or independence are threatened as a result of their human rights advocacy
* To promote and protect the rights of lawyers and other human rights defenders to engage in independent advocacy
* To preserve and enhance the rule of law
* To encourage governments and other institutions to respect fair trial rights including the rights of lawyers to engage in independent advocacy
* To encourage ratification, implementation and enforcement of international human rights treaties that impact on legal advocacy rights, the integrity of legal systems and fair trial rights
* To encourage constitutional and legislative amendments necessary for conformity with international human rights standards relevant to lawyers, judges and human rights defenders; the integrity of legal systems; fair trial rights.
* To provide research, education and public legal analyses with respect to the above
* To work with other human rights organizations to achieve these purposes

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

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.

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.

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

Membership Classes and Conditions

a) Class A voting membership shall be available to persons who have applied for Class A membership in the form prescribed by the Board and have been accepted by the Board for Class A voting membership in the Corporation.

b)Class B non-voting membership shall be available to persons who have applied for Class B non-voting membership in the form prescribed by the Board and have been accepted by the Board for Class B non-voting membership in 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**

“The non-voting members shall not be entitled to vote separately as a class or group on an amendment, or proposal to make an amendment, to:

(a) effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or

(b) create a new class or group of members having rights equal or superior to those of the non-voting members.”

“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**