

Final Deadline for Federal Not-for-Profit Corporations: Do You Have Your Certificate of Continuance under the *Canada Not-for-profit Corporations Act*?

If your federal not-for-profit corporation has not yet received a certificate of continuance under the *Canada Not-for-profit Corporations Act* ("CNCA"), immediate steps should be taken to ensure that it gets one before July 31, 2017.

As a reminder, the CNCA came into force in October of 2011 and all federal not-for-profit corporations then in existence were required to transition from the *Canada Corporations Act* ("CCA") to the CNCA. Transition was effected by the filing of an application for continuance. Technically, every CCA corporation had three years to make the transition, that is, continuance was required by October of 2014. Following the three year transition period, Corporations Canada, the federal government department responsible for CCA and CNCA corporations, began the lengthy process of weeding through the over 25,000 federal not-for-profit corporations and identifying those which did not take the necessary steps to convert. Almost 10,000 not-for-profit corporations which were inactive and/or derelict in filing their annual returns were then dissolved. Registered charities were generally not dissolved given that dissolution would negatively impact their charitable status.

Finally, the time has come for Corporations Canada to dissolve the approximately 3,000 remaining CCA corporations, whether or not they are registered charities. On February 13, 2017, Corporations Canada issued "Notice – July 31, 2017: Last chance for not-for-profits to transition". According to this Notice, if a CCA corporation has not continued under the CNCA by July 31, 2017, it will be dissolved. Importantly, Corporations Canada advises that if your federal not-for-profit corporation has filed an application for continuance but has not received its certificate of continuance, it has not been continued yet and will be dissolved by the July deadline.

Although not the preferred route, even if your corporation is or has already been dissolved, there is a process in place to apply for revival of its corporate status and, if applicable, charitable reregistration.

We would be pleased to answer any questions about the continuance, dissolution or revival of your federal not-for-profit corporation. For more information, please contact Linda Godel at 416-643-8809 or lgodel@torkinmanes.com.



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