

## Certificate of Continuance

*Canada Not-for-profit Corporations Act*

## Certificat de prorogation

*Loi canadienne sur les organisations à but non  
lucratif*

HUMAN CONCERN INTERNATIONAL (HCI)

Corporate name / Dénomination de l'organisation

209514-9

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

2014-10-14

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**

HUMAN CONCERN INTERNATIONAL (HCI)

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

**3 - Corporation number**

2 , 0 , 9 , 5 , 1 , 4 , — , 9

**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

7

Maximum number

11

**6 - Statement of the purpose of the corporation**

See Schedule "A"

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

None.

**Canada Not-for-profit Corporations Act (NFP Act)**  
**Form 4031**  
**Articles of Continuance (transition)**

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

The Corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of 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**

(a) 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.

(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 duties. Subject to any other regulatory approvals, a director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

**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: \_\_\_\_\_

TALLIM BACCUS

Phone Number: \_\_\_\_\_

**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).

## SCHEDULE "A"

- a) To extend help to refugees and afflicted people;
- b) To receive gifts, legacies, bequests, grants and other donations, in cash and kind, to be used exclusively for the purposes of HCI;
- c) To provide medical services for refugees and afflicted people;
- d) To provide educational facilities for refugees and afflicted people ;
- e) To print, publish and distribute literature that highlight conditions of refugees and afflicted people;
- f) To carry out work for the relief of poverty and physical needs; and in particular, but without limiting the generality of the foregoing, for the relief of suffering out of famine, earthquake pestilence, war or any other large scale emergency, or due to inadequacy of group or national, social or economic resources, in Canada or elsewhere, so far as such object constitutes a legally charitable object ;
- g) To carry on informational and advisory programme to bring an awareness of hunger and general poverty of refugees and afflicted people to Canadians, and to raise funds to teach the hungry to feed themselves and generally promote projects to make the poorer and afflicted communities in underdeveloped areas and/or countries self-supporting;
- h) For the charitable purposes of HCI or in the course of the execution of any charitable trusts undertaken by it, to purchase, take on leases, or in exchange, hire or otherwise acquire any real or personal property and rights or privileges which HCI may think necessary or convenient for the promotion of its charitable objects, and to construct, maintain an alter any building or erection, necessary or convenient for the work of HCI;
- i) To co-operate with other societies and organisations, whether incorporated or not, which have aims and objectives similar, in whole or in part, to the aims and objectives of HCI;
- j) To do any and all activities which shall be lawful, for HCI to carry out and any of the foregoing aims and objectives or any other objectives beneficial to HCI.

Canada Not-for-profit Corporations Act (NFP Act)  
FORM 4002

INITIAL REGISTERED OFFICE ADDRESS AND FIRST BOARD OF DIRECTORS

(To be filed with articles of incorporation, continuance (transition), amalgamation, or continuance (import))

1 - Corporate name

HUMAN CONCERN INTERNATIONAL (HCI)

2 - Complete address of the registered office (cannot be a post office box)

Number and street name

[REDACTED]

City

Province or Territory

Postal code

[REDACTED]

[REDACTED]

[REDACTED]

3 - Directors of the corporation (if space available is insufficient, complete attached schedule)

First and last name

Address (cannot be a post office box)

TALLIM BACCHUS

[REDACTED]  
[REDACTED]  
[REDACTED]

MOKHTAR ASMI

[REDACTED]  
[REDACTED]  
[REDACTED]

BAIDAR CHAUDHRY

[REDACTED]  
[REDACTED]  
[REDACTED]

SOFIA YAQUB

[REDACTED]  
[REDACTED]  
[REDACTED]

FATMA EL-MEHELMY

[REDACTED]  
[REDACTED]  
[REDACTED]

4 - Declaration

I hereby certify that I am an incorporator of the new corporation, or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the NFP Act.

Signature:

[REDACTED]

Print name:

TALLIM BACCHUS

Phone Number:

[REDACTED]

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).

**Schedule**  
**(Item 3 of Form 4002)**  
**Directors of the corporation**  
 To be used if space on form is insufficient

<b>1 - Corporate Name</b>
HUMAN CONCERN INTERNATIONAL (HCI)

3 - Directors of the corporation	
First and last name	Address (cannot be a post office box)
ISMAIL MUKRI	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>
MOKHTAR ALJANE	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>
FAROOQUI BAKSH	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>
AYESHA KHAN	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>
HUSSEIN AMERY	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>
RCNY ROSELLI	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>

A by-law relating generally to the conduct  
of the affairs of

**HUMAN CONCERN INTERNATIONAL (HCI)**

(the "Corporation")

**BE IT ENACTED** as a by-law of the Corporation as follows:

**1. Definition**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **2. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **3. Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

## **4. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **5. Financial Year**

The financial year end of the Corporation shall be March 31 in each year.

## **6. Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## **7. Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c. give a guarantee on behalf and



- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

#### **8. Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

#### **9. Membership Conditions**

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(c), (h), (l) or (m).

#### **10. Membership Transferability**

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

#### **11. Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **12. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

## **13. Absentee Voting at Members' Meetings**

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
  - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d. if a form of proxy is created by a person other than the member, the form of proxy shall
  - i. indicate, in bold-face type,
    1. the meeting at which it is to be used,
    2. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
    3. instructions on the manner in which the member may appoint the proxyholder,
  - ii. contain a designated blank space for the date of the signature,

- iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
- iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
- v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
- vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

#### **14. Membership Dues**

There shall be no dues payable by members for membership in the corporation.

#### **15. Termination of Membership**

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;

- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires;
- f. the member fails to attend three (3) successive annual meetings of the members; or
- g. the Corporation is liquidated or dissolved under the Act.

#### **16. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

#### **17. Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

#### **18. Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

#### **19. Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

#### **20. Place of Members' Meeting**

Meetings of the members will be held at the registered office of the corporation.

#### **21. Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

#### **22. Chair of Members' Meetings**

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **23. Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be twenty-five percent (25%) of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### **24. Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **25. Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication

facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

## **26. Members' Meeting Held Entirely by Electronic Means**

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

## **27. Number of Directors and Qualification**

The board shall consist of the number of directors specified in the articles who shall all serve without remuneration. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates. No more than 50% of the Board members may be related persons, as that term is defined in the Income Tax Act (Canada), as amended, and in no event shall there be more than two family members on the Board of Directors at any one time. "Family members" shall be defined as father, son, brother, grandson, grandfather and members of the respective opposite (female) gender. In addition to any other requirements under the Act and Regulations, Directors shall be qualified members of the Corporation and no undischarged bankrupt shall be elected or appointed a director.

## **28. Term of Office of Directors**

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. No individual shall be elected, re-elected or otherwise permitted to continue as director for a term exceeding 4 consecutive years without an interruption of at least 2 consecutive years. A director automatically ceases to the position of director when:

- a. the director dies;
- b. at a meeting of members, a resolution is passed by two-thirds (2/3) of the voting members present to remove the director from office;
- c. the director ceases to qualify for election as a director,
- d. the director is charged with a criminal offence,
- e. the director sends or delivers a written resignation to the secretary of the Corporation;  
or,
- f. the director fails to attend three (3) successive meetings of the board of directors without reasonable excuse accepted by resolution of the directors.

### **29. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

### **30. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 2 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **31. Regular Meetings of the Board of Directors**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **32. Quorum and Votes to Govern at Meetings of the Board of Directors**

Subject to any higher number as may be required by the Act or the Articles, **two-thirds (2/3) of the directors**, then in office shall constitute a quorum at any meeting of directors, and despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **33. Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

#### **34. Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person. The Board shall meet no later than 30 days following an annual general meeting or following any resignation or removal of an officer, in order to appoint new or replacement officer(s).

#### **35. Description of Offices**

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.
- f. Executive Director. - The board may employ an Executive Director who shall manage the day-to-day operations of the organization under the guidance of the board and in accordance with policies, programs and budgets approved by the board and/or the members. The Executive Director shall perform such other duties as are assigned. The Executive Director shall function as the Chief Operating Officer of the Corporation and may, within the policies of the board, engage other employees to perform duties and implement activities of the Corporation. Additionally, the



Executive Director may recommend to the board nominees to act as representative members for regions. The Executive Director may attend all meetings of the board with permission of the Board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### 36. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy. Other than a non-board member officer employed by the Corporation under a contract of employment or as an independent contractor, no individual shall be appointed to or permitted to hold one or more offices exceeding 4 consecutive years in office without an interruption of at least 2 consecutive years.

### 37. Method of Giving Any Notice

Any notice (which term includes any communication or document), **other than notice of a meeting of members or a meeting of the board of directors**, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **38. Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

#### **39. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **40. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

#### **41. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute.
- d. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

#### **42. Special Provisions - Exercise Of "Due Diligence" And Other Legislative Requirements**

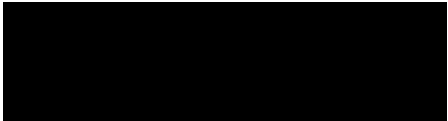
As a substantial portion of the Corporation's activities occur in areas where there are significant operational risks coupled with the requirements of both Canadian and International (United Nations) legislation involving Anti-Terrorism, the Board shall direct that procedures are put in place to ensure that "great due diligence" is observed in all of the Corporation's transactions and that a donor tracking and accounting system ensures all that donations are used properly and for legitimate purposes.

#### **43. By-laws and Effective Date**

The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

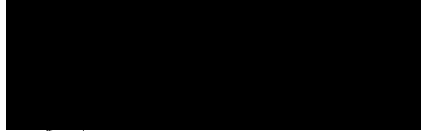
This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

APPROVED BY THE DIRECTORS AND MEMBERS AT A SPECIAL MEETING ON SEPTEMBER 27, 2014 AND  
EFFECTIVE AS OF OCTOBER 14, 2014.



DIRECTOR

MOKHTAR ASME



DIRECTOR

TALLIM BACCUS.



Consumer and  
Corporate Affairs Canada  
Canada  
Corporations Act

Consommation  
et Corporations Canada  
Loi sur les  
corporations canadiennes

C A N A D A

LETTERS PATENT

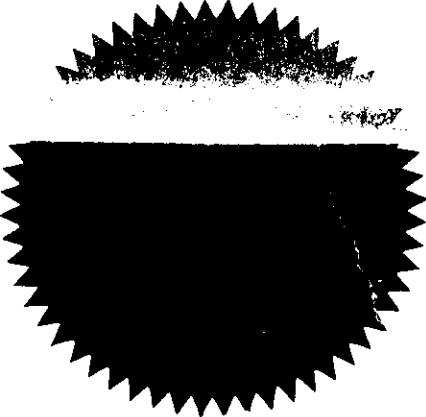
WHEREAS an application has been filed to incorporate a corporation under the name

HUMAN CONCERN INTERNATIONAL (HCI)

THEREFORE the Minister of Consumer and Corporate Affairs by virtue of the powers vested in him by the Canada Corporations Act, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - October 17, 1986

GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs.



*Frederick H. Sparling*

for the Minister of Consumer and  
Corporate Affairs

RECORDED 28th October, 1986

Film 563 Document 120

*David A. Kirchmayer*  
Deputy Registrar General of Canada

Canada

APPLICATION FOR INCORPORATION OF A CORPORATION  
WITHOUT SHARE CAPITAL  
UNDER PART II OF THE CANADA CORPORATIONS ACT

The Minister  
Consumer and Corporate Affairs of Canada  
Place du Portage, Hull, P.Q.

I The undersigned hereby apply to the Minister of Consumer and Corporate Affairs for the grant of a charter by letters patent under the provisions of Part II of the Canada Corporations Act constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of HUMAN CONCERN INTERNATIONAL (HCI).

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or any province thereof or so nearly resembles the same as to be calculated to deceive, and that it is not a name which is otherwise on public grounds objectionable.

II The applicants are individuals of the full age of twenty-one years with power under law to contract. The name, place of residence and calling of each of the applicants are as follows:

Abu Nazir, [REDACTED].  
- [REDACTED].  
Sulaiman A. Khan, [REDACTED].  
- [REDACTED].  
Ahmed Malek, [REDACTED].  
- [REDACTED].

The said Abu Nazir, Sulaiman A. Khan and Ahmed Malek will be the first directors of the Corporation.

III The aims and objectives of HCI shall be:-

- a). To extend help to refugees and afflicted people;
- b) To receive gifts, legacies, bequests, grants and other donations, in cash and kind, to be used exclusively for the purposes of HCI;

- c) To provide medical services for refugees and afflicted people;
- d) To provide educational facilities for refugees and afflicted people;
- e) To print, publish and distribute literature that highlight conditions of refugees and afflicted people;
- f) To carry out work for the relief of poverty and physical needs; and in particular, but without limiting the generality of the foregoing, for the relief of suffering out of famine, earthquake, pestilence, war or any other large scale emergency, or due to inadequacy of group or national, social or economic resources, in Canada or elsewhere, so far as such object constitutes a legally charitable object;
- g) To carry on informational and advisory programme to bring an awareness of hunger and general poverty of refugees and afflicted people to Canadians, and to raise funds to teach the hungry to feed themselves and generally promote projects to make the poorer and afflicted communities in underdeveloped areas and/or countries self-supporting;
- h) For the charitable purposes of HCI or in the course of the execution of any charitable trusts undertaken by it, to purchase, take on leases or in exchange, hire or otherwise acquire any real or personal property and rights or privileges which HCI may think necessary or convenient for the promotion of its charitable objects, and to construct, maintain and alter any building or erection, necessary or convenient for the work of HCI;
- i) To co-operate with other societies and organisations, whether incorporated or not, which have aims and objectives similar, in whole or in part, to the aims and objectives of HCI;
- j) To do any and all activities which shall be lawful, for HCI to carry out any of the foregoing aims and objectives or any other objectives beneficial to HCI.

IV The operations of the Corporation may be carried on throughout Canada and elsewhere.

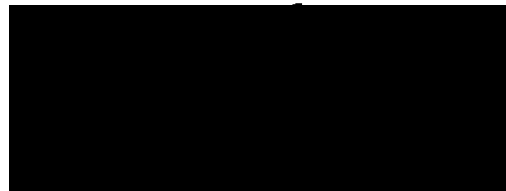
V The head office of the Corporation is to be situated in Ottawa, Ontario.

VI It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada, which have the same or nearly the same objectives as this Corporation.

VII The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

VIII The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

DATED at the City of Ottawa in the Province of Ontario,  
this 9<sup>th</sup> day of October, 1986.



Signature of Applicants



BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of

**HUMAN CONCERN INTERNATIONAL**

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Eleven	-	Effective Date

BE IT ENACTED as a by-law of the Corporation as follows:

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## SECTION ONE INTERPRETATION

1.01 Definitions. - In the by-laws of the Corporation, unless the context suggests otherwise:

"Act" means the Canada Corporations Act, or its substitute, as amended;

"appoint" includes "elect" and vice versa;

"board" means the board of directors of the Corporation;

"by-laws" means this by-law and all other by-laws of the Corporation;

"cheque" includes a draft;

"Corporation" means the corporation without share capital incorporated under the Act by Letters Patent dated October 17, 1986;

"letters patent" means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

"meeting of members" includes an annual meeting of members and a special meeting of members; and "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"member" means any person admitted to membership in the Corporation in accordance with Section Eight of this by-law; and,

"recorded address" means the person's latest address as recorded in the records of the Corporation.

In the by-laws of the Corporation, unless the context suggests otherwise, words in the plural include the singular and vice versa. References to "person" include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

SECTION TWO  
AFFAIRS OF THE CORPORATION

2.01 Head Office. - The head office of the Corporation shall be in the [REDACTED] Canada.

2.02 Corporate Seal. - Until changed by the board, the corporate seal of the Corporation shall be in the form impressed in the margin of this by-law.

2.03 Financial Year. - Until changed by the board, the financial year of the Corporation shall commence on the 1<sup>st</sup> day April and end on the 31<sup>st</sup> day of March of the following calendar year.

2.04 Execution of Instruments. - Contracts, documents or any other instruments in writing may be signed on behalf of the Corporation by any two officers. The board has the power to appoint by resolution an officer or officers to sign specific contracts, documents or instruments in writing. When required, any signing officer may affix the corporate seal to any instrument.

2.05 Banking Arrangements. - The Corporation shall deal with whichever banks, trust companies or other organizations the board of directors determine.

2.06 Voting Rights in Other Bodies Corporate. - The signing officers of the Corporation under section 2.04 may execute and deliver proxies and arrange for the issuance of voting certificates attaching to any securities held by the Corporation. In addition, the board may direct the manner in which and the persons by whom any particular voting rights may or shall be exercised.

2.07 Auditors. - The voting members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at each annual meeting. The auditor shall hold office until the next annual meeting. The directors may fill any casual vacancy in the office of the auditor. The auditor may not be an officer, director or employee of the Corporation without the consent of all members. The remuneration of the auditor shall be fixed by the members or by the board of directors, if they are authorized to do so by the members.

2.08 Minutes. - The minutes of the board and the minutes of the executive committee shall be available to the regular members of the Corporation for review. Each member may obtain a copy of such minutes upon the payment of a reasonable fee for copying which fee shall be determined by the directors.

2.09 Amendment of By-laws. - Unless otherwise provided by the Act, any existing bylaw of the Corporation not in the letters patent may be repealed or amended by by-law passed by a majority of the directors and confirmed by at least **two-thirds** of the members present at a duly constituted meeting called for the purpose of considering the by-law, provided that the repeal or amendment shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

2.10 Rules and Regulations. - The board may establish rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation. Such rules and regulations shall be in force only until the next annual

meeting of the members of the Corporation. If at the annual meeting of members the rules and regulations are not confirmed by the members, they shall then cease to have any force or effect.

### SECTION THREE BORROWING AND SECURITY

3.01 Borrowing Power. - Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the letters patent, the board may from time to time on behalf of the Corporation, without authorization from the members:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the Act, give directly or indirectly financial assistance to any person by means of a loan, guarantee or otherwise on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) create a security interest in any property of the Corporation to secure any evidences of indebtedness or guarantee or any present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

3.02 Delegation. - The board may delegate to a committee of the board, a director or an officer of the Corporation, all or any of the powers conferred on the board by section 3.01 or by the Act.

### SECTION FOUR DIRECTORS

4.01 First Directors. - The current directors of the Corporation prior to the coming in force of this By-Law shall be the first directors of the Corporation under this By-Law. The term of office for such first directors shall be until the next annual or special meeting of members.

At the next annual or special meeting of members, a minimum of 4 directors shall be elected to two-year terms and a minimum of 3 directors shall be elected to one-year terms.

4.02 Number of Directors. - Until changed by by-law, the board shall consist of a minimum of seven (7) and a maximum of 11 (eleven) directors with the number to be fixed by Board resolution.

4.03 Qualification. - To qualify for election, directors must be individuals, at least eighteen (18) years of age, with power under law to contract. A director must be a member.

4.04 Election and Term. - Directors originally elected by the voting members shall be replaced upon the expiry of the director's term in office by the voting members at each annual meeting of members. After the next general annual or special meeting of

members held after the coming into force of this By-Law, and unless otherwise specified in these by-laws, all directors elected by the voting members shall be elected for a term of two (2) years. No individual shall be elected or permitted to continue as director for a term exceeding 4 consecutive years without an interruption of at least 2 consecutive years.

**4.05 Removal of Director.** - The members may by resolution passed at a meeting of members specially called for such purpose remove any director from office. The vacancy created by such a removal may either be filled at the same meeting or later filled by a majority vote of the board.

**4.06 Vacation of Office.** - A director automatically ceases to hold office when:

- (a) the director dies;
- (b) at a meeting of members, a resolution is passed by two-thirds (2/3) of the voting members present to remove the director from office;
- (c) the director ceases to qualify for election as a director,
- (d) the director is charged with a criminal offence,
- (e) the director sends or delivers a written resignation to the secretary of the Corporation; or,
- (f) the director fails to attend three (3) successive meetings of the board of directors without reasonable excuse accepted by resolution of the directors.

**4.07 Vacancies.** - A quorum of the board may, by majority vote, appoint a qualified individual to fill a vacancy on the board. In the absence of a quorum of the board, or if the vacancy has arisen from a failure by the members to elect the minimum number of directors, the board shall immediately call a special meeting of members to fill the vacancy. A director elected in accordance with the provisions of this section shall serve for the remainder of the person's term that the director was elected to replace.

**4.08 Action by the Board.** - The board shall manage the business and affairs of the Corporation. The powers given to the Corporation by its letters patent or otherwise may be exercised by the board at any meeting (subject to section 4.09) at which a quorum is present. Where there is a vacancy on the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office,

**4.09 Meeting by Telephone.** - If all the directors of the Corporation consent, a director may participate in a meeting of the board or of a committee of the board by a telephone conference or other communications facility, provided that the means used allows all persons participating in the meeting to hear each other. A director participating in such a meeting is deemed to be present at the meeting and shall be counted as part of the quorum. The chairperson shall ensure that the votes of any director(s) participating by telephone are counted and recorded with those of members participating in person.

Directors participating by telephone or other communications facility shall ensure that persons not entitled to participate in a Directors meeting are not allowed to overhear or record the electronic communications used to participate in a Directors meeting.

Consent to such a meeting shall be effective whether given before or after the meeting to which it relates.

**4.10 Place of Meetings.** - Meetings of the board may be held at any place in Canada.

4.11 Calling of Meetings. - Meetings of the board shall be held at whatever time and place the board determines, but in any event, not less than three (3) times each year.

4.12 Notice of Meeting. - Notice (other than by mail) of the time and place of each meeting of the board shall be given in the manner provided in Section Ten to each director not less than forty-eight (48) hours before the time that the meeting is to be held.

Notice by mail shall be sent at least fourteen (14) days prior to the time that the meeting is to be held. Notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, a proposal to:

- (a) fill a vacancy among the directors or in the office of the auditor;
- (b) approve any annual financial statements; or
- (c) adopt, amend or repeal by-laws.

4.13 First Meeting of New Board. - Provided a quorum of directors is present, each newly elected board may, without notice, hold its first meeting immediately following the meeting of members at which it is elected.

4.14 Adjourned Meeting. - Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.15 Regular Meetings. - The board may fix a specific day each month to hold regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director immediately after being passed, but no other notice shall be required for a regular meeting except where the Act requires the meeting's purpose or its business to be specified.

4.16 Chairperson. - The chairperson of any meeting of the board shall be the President, or in the President's absence, the Vice-President. If neither the President nor the Vice-President is present, the directors present shall choose one of their number to chair the meeting.

4.17 Quorum. - A quorum for the transaction of business at any meeting of the board shall consist of two-thirds of the total number of directors.

4.18 Votes to Govern. - At all meetings of the board every question shall be decided by a majority of votes. Each director shall have the right to exercise one vote. In case of an equality of votes the chairperson of the meeting shall be entitled to a second vote.

4.19 Remuneration and Expenses. - The directors shall serve without remuneration for their services. No director shall directly or indirectly receive any profit from his or her position. The directors shall only be reimbursed for travelling and other expenses properly incurred by them in the performance of their duties. Nothing in these by-laws shall preclude any director from serving the Corporation in any other capacity and receiving reasonable remuneration for his or her services.

4.20 Exercise Of "Due Diligence" And Other Legislative Requirements. As a substantial portion of the Corporation's activities occur in areas where there are significant operational risks coupled with the requirements of both Canadian and



International (United Nations) legislation involving Anti-Terrorism, the Board shall direct that procedures are put in place to ensure that "great due diligence" is observed in all of the Corporation's transactions and that a donor tracking and accounting system ensures all that donations are used properly and for legitimate purposes.

## SECTION FIVE COMMITTEES

5.01 Committees of the Board. - The board may appoint one or more committees of the board. Committees may be delegated any of the powers of the board (subject to any regulations imposed from time to time by the board) except those powers that pertain to items which, under the Act, a committee of the board has no authority to exercise. The board may, by resolution, remove a committee member and shall fill the vacancy created by such a removal by appointment.

5.02 Action by Committees. - The powers of a committee of the board may be exercised at any meeting at which a quorum is present. A resolution in writing, signed by all committee members entitled to vote on the resolution at a meeting of the board, is as valid as if it had been passed at a meeting of the board.

5.03 Advisory Bodies. - The board may appoint advisory bodies as required.

5.04 Quorum. - A quorum for the transaction of business at any meeting of a committee of the board, including the executive committee (if any), shall consist of a majority of members of the committee.

5.05 Notice of Meeting. - Board committee meetings shall be held at whatever time and place is determined by the members of the committee. Meetings may be held at any place in or outside Canada. Notice (other than by mail) of the time and place of each meeting shall be given in the manner provided in Section Ten to each member of the committee not less than seven (7) days before the time that the meeting is to be held. Notice by mail shall be sent at least fourteen (14) days prior to the time that the meeting is to be held. The notice does not have to specify the purpose of the meeting.

5.06 Procedure. - Unless otherwise determined by the board, each committee and advisory body has the power to elect its chairperson and to regulate its procedure.

## SECTION SIX OFFICERS

6.01 Appointment. - The board shall appoint by resolution of the board of directors a president, a vice-president, a secretary, a treasurer and whatever other officers the board may by by-law determine. Officers shall be appointed at the first meeting of the board following the annual meeting of members. The board may specify the duties of any officers so appointed. The board may also delegate to any officers so appointed the power to manage the business and affairs of the Corporation, in accordance with this by-law and subject to the Act. Subject to sections 6.02 and 6.03, officers need not be directors, nor members. One person may hold more than one office.

6.02 President. - The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The President shall have whatever other powers and duties the board specifies. The President shall be a director of the Corporation.

6.03 Vice-President. - The Vice-President shall, during the absence or disability of the president, have the powers and duties of that office. The Vice-President shall have whatever other powers and duties the board specifies. The Vice-President shall be a director of the Corporation.

6.04 Secretary. - The Secretary shall attend and be the secretary of all meetings of the board, members and committees. The Secretary shall record all votes and minutes of all proceedings. When asked, the Secretary shall give notice of meetings to members, directors, officers, auditors and committee members. The Secretary shall be the custodian of the Corporation's seal and of all books, records and instruments belonging to the Corporation, unless some other officer or agent has been appointed for any of these purposes. The Secretary shall have whatever other powers and duties the board or the president specifies. The Secretary may delegate the responsibility to attend and record votes and minutes of committee meetings.

6.05 Treasurer. - The Treasurer shall keep proper accounting records of the financial activities of the Corporation and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. When required, the Treasurer shall give to the board an account of all of his or her transactions and a statement of the financial position of the Corporation. The Treasurer shall have whatever other powers and duties the board specifies.

6.06 Executive Director. - The Board may employ an Executive Director who shall manage the day-to-day operations of the organization under the guidance of the board and in accordance with policies, programs and budgets approved by the board and/or the members. The Executive Director shall perform such other duties as are assigned. The Executive Director shall function as the Chief Operating Officer of the Corporation and may, within the policies of the board, engage other employees to perform duties and implement activities of the Corporation. Additionally, the Executive Director may recommend to the board nominees to act as representative members for regions. The Executive Director may attend all meetings of the board with permission of the Board.

6.07 Powers and Duties of Officers. - All other officers shall have whatever powers and duties the board specifies or the terms of their engagement require. The board may, subject to the Act, vary, add to or limit the powers and duties of any officer. The board shall maintain written policies outlining the powers and duties of officers.

6.08 Term of Office. - The board, in its discretion, may remove any officer of the Corporation. Otherwise, each officer appointed by the board shall hold office until either the officer's successor is appointed or the officer resigns. Other than a non-board member officer employed by the Corporation under a contract of employment or as an independent contractor, no individual shall be appointed to or permitted to hold one or more offices exceeding 4 consecutive years in office without an interruption of at least 2 consecutive years.

6.09 Agents and Attorneys. - The board may appoint agents or attorneys for the Corporation in or outside Canada. The board may give to such agents and attorneys whatever powers it determines are necessary.

6.10 Remuneration. - A reasonable remuneration for all officers, agents, employees, attorneys and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in absence of such confirmation by members, then the remuneration to such officers, agents, employees and committee members shall cease to be payable from the date of such meeting of members.

SECTION SEVEN  
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Limitation of Liability. - Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for any other matter permitted or performed by the director or officer in executing the duties of his or her office. However, nothing in these by-laws shall relieve any director or officer from the duty to act in accordance with the Act and the regulations, or from any liability arising from a breach of such a duty.

7.02 Indemnity. - Subject to the Act, the Corporation shall indemnify a director or officer; a former director or officer; or a person who acts or acted at the Corporation's request as a director or officer of another corporation of which the Corporation is or was a shareholder or creditor; and the person's heirs and legal representatives, against all expenses reasonably incurred by the director or officer in respect of any action or proceeding to which the officer or director is made a party by reason of being or having been a director or officer of the Corporation if:

- (a) the director or officer acted honestly and in good faith with a view to the best interests of the Corporation; and,
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that his or her conduct was lawful.

Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

## SECTION EIGHT MEMBERS

8.01 Members. - Subject to the letters patent, membership in the Corporation shall be limited to the existing members at the time of coming into force of this By-Law and individuals residing in Canada desiring to further the objects of the Corporation. Potential members must submit an application for admission. The board has the sole power to grant or deny membership in the Corporation to any potential member.

8.02 Classes of Members. - There shall be two classes of members: Charter members and Regular members

8.03 Qualifications and Rights. - The current members and those individuals who were involved in the founding of the Corporation, as confirmed by resolution of the Board after the coming into force of this By-Law, shall be accorded Charter membership in the Corporation and shall be admitted as members without further action on their part. Any other person who has complied with the requirements of section 8.01 may be admitted to Regular membership. Each member shall be entitled to receive notice of and to attend all meetings of members and shall be entitled to one vote on any vote taken at any meeting of members.

8.04 Term of Membership. - The interest of a member in the Corporation ceases to exist upon death or when the member ceases to be a member.

8.05 Membership Fees. - The board may determine the amount of membership fees, if any, which will be assessed. Membership fees are payable by members annually. In the event that fees become payable, a notice of the fees payable shall be sent to each member by the secretary promptly before the due date.

8.06 Resignation. - Members may resign at any time by delivering to the Corporation and giving to the secretary a written resignation. The effective date of a member's resignation shall be as stated on the written resignation. A member shall remain liable for payment of any sum which became payable by the member to the Corporation prior to the member's resignation.

8.07 Termination for Non-payment. - If membership fees are levied by the directors, the membership of any member who is in arrears may be terminated by the board if the arrears of fees are not paid within a designated time. If the arrears are not paid by the designated time, the board may pass a resolution authorizing the removal of the member from the register of members of the Corporation. Any member that is so removed shall cease to be a member of the Corporation. Any such member may re-apply for membership in the Corporation.

8.08 Removal. - Upon thirty days' notice in writing to a member of the Corporation, a member may be required to resign by a vote of two-thirds of the voting members. The member must first be given an opportunity to be heard. Any member that is so removed shall cease to be a member of the Corporation.

## SECTION NINE MEETINGS OF MEMBERS

9.01 Annual Meetings. - The annual meeting of members shall be held at whatever time in each year and, subject to section 9.03, at whatever place the board or the president determines. At every annual meeting of the members, in addition to any other business transacted, the report of the auditors, the financial statements and the report of the directors shall be presented and auditors shall be appointed for the following year.

9.02 Special Meetings. - The board shall call a special meeting of members on written requisition of not less than one-third (1/3) of the voting members. The board or president has the power to call a special meeting of members at any time.

9.03 Place of Meetings. - Meetings of members shall be held at the registered office of the Corporation or at any other place in the Greater Toronto Area that the board determines.

9.04 Notice of Meetings. - Notice of the time and place of each meeting of members shall be given in the manner provided in Section Ten not less than fourteen (14) days before the date of the meeting to each director, to the auditor, and to each member.

Notice of any meeting of members where special business will be transacted shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgment and shall state the text of any special resolution to be submitted to the meeting.

9.05 List of Members Entitled to Notice. - For every meeting of members, the Corporation shall prepare a list of members entitled to receive notice of the meeting.

The list shall be available for examination by any member during usual business hours at the registered office of the Corporation and at the meeting for which the list was prepared. Only those members entered in the register of members of the Corporation as of the day prior to the day on which notice of the meeting is given, are entitled to receive notice.

9.06 Chairperson and Secretary. - The chairperson of any meeting of members shall be the president, or in the president's absence, the vice-president. If neither the president nor the vice-president is present within 15 minutes from the time fixed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson. If the secretary of the Corporation is absent, the chairperson shall appoint a member to act as secretary of the meeting.

9.07 Persons Entitled to be Present. The only persons entitled to be present at a meeting of members shall be those members entitled to vote, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

9.08 Quorum. - A quorum for the transaction of business at any meeting of members shall be at least fifty percent of all the Corporation's members of record present in person or represented by proxy. If a quorum is present at the opening of any meeting of

members, the members present may proceed with the meeting even if a quorum is not present throughout the meeting.

If a quorum is not present at the opening of any meeting of members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.

9.09 Right to Vote. - Each voting member present at a meeting shall have the right to exercise one vote.

9.10 Votes to Govern. - At any meeting of members every question shall, unless otherwise provided by the Act, the letters patent or the by-laws, be determined by a majority of votes. In case of an equality of votes, the chairperson of the meeting shall be entitled to a second vote.

9.11 Show of Hands. - Any question at a meeting of members shall be decided by a show of hands. Whenever a vote by show of hands is taken, a declaration by the chairperson of the meeting that the vote has been carried or not carried and an entry in the minutes of the meeting to that effect shall be sufficient proof of the result.

9.12 Ballots. - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken, the chairperson may require a ballot. Alternatively, any person who is present and entitled to vote on the question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in whatever manner the chairperson directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

9.13 Adjournment. - The chairperson at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall again be given.

## SECTION TEN NOTICES

- 10.01 Method of Giving Notices. - Any notice shall be sufficiently given if:
- (a) delivered personally to the person to whom it is to be given;
  - (b) delivered to his or her recorded address;
  - (c) mailed to his or her recorded address by prepaid ordinary or air mail; or,
  - (d) sent to his or her recorded address by any means of prepaid transmitted or recorded communication,
  - (e) transmitted by electronic means such as e-mail or facsimile
  - (f) where the Corporation has more than 100 members, sent by notice published in a local newspaper circulating in a community where the majority of the members reside,
  - (g) sent by notice published in a regular newsletter sent to all members individually.

A notice delivered personally to either the person or the person's recorded address shall be deemed to have been given when it is delivered. Mailed notice shall be deemed to have been given when deposited in a post office or public letter box. Notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency. The secretary may change the recorded address of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed to be reliable.

10.02 Computation of Time. - In computing the date when notice must be given, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

10.03 Undelivered Notices. - If any notice given to a member pursuant to section 10.01 is returned on three consecutive occasions because the member cannot be found, the Corporation shall not be required to give any further notices to the member until the member informs the Corporation in writing of his or her new address.

10.04 Omissions and Errors. - No error or omission in giving notice shall invalidate any action taken at any meeting held pursuant to such notice.

10.05 Waiver of Notice. - Any member or other person may at any time waive his or her right to notice. Any such waiver shall be in writing except a waiver of notice of a meeting of members, the board or a committee of the board which may be given in any manner.



SECTION ELEVEN  
EFFECTIVE DATE

11.01 Effective Date. - This by-law shall come into force when confirmed by the members in accordance with the Act.

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PASSED by the board the 16th day of SEPTEMBER, 2006.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

CONFIRMED by the members the 16th day of SEPTEMBER, 2006.

  
\_\_\_\_\_  
Secretary

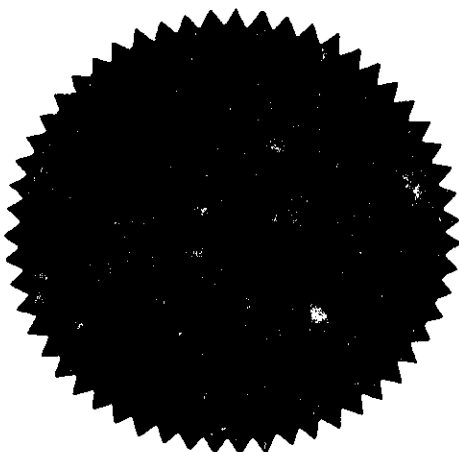
No. 50237562

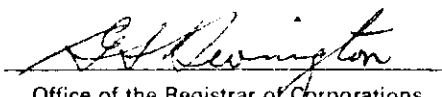
# CERTIFICATE

I HEREBY CERTIFY that AFGHANISTAN RELIEF FUND ALBERTA SOCIETY,  
incorporated on the eleventh day of February,  
1980, has this day, pursuant to the provisions  
of The Companies Act, changed its name to  
HUMAN CONCERN RELIEF FUND SOCIETY-CALGARY.

GIVEN UNDER HIS SEAL OF OFFICE AT EDMONTON, ALBERTA

THIS twenty-fifth DAY OF November A.D. 1981.



  
Office of the Registrar of Corporations

**Alberta**  
CONSUMER AND  
CORPORATE AFFAIRS

No. 50237562

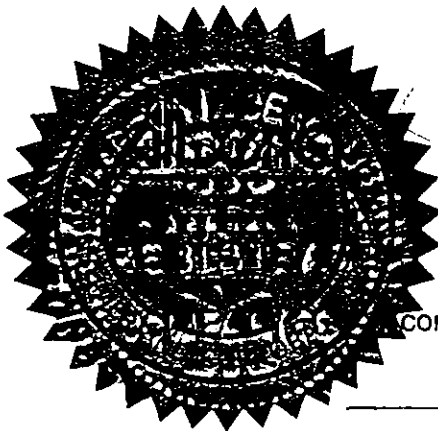
# CERTIFICATE of INCORPORATION

I HEREBY CERTIFY THAT

— AFGHANISTAN RELIEF FUND ALBERTA SOCIETY —

IS THIS DAY INCORPORATED UNDER THE SOCIETIES ACT OF THE PROVINCE OF ALBERTA

GIVEN UNDER MY HAND AND SEAL OF OFFICE AT EDMONTON, ALBERTA,

THIS eleventh DAY OF February A.D. 19 80.

*[Signature]*  
Registrar of Companies

COMMISSIONER FOR OATHS IN AND FOR  
THE PROVINCE OF ALBERTA

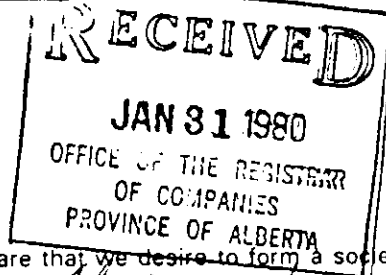
**Alberta**

W. A. R. 218  
CONSUMER AND  
CORPORATE AFFAIRS

MY COMMISSION EXPIRES Dec 3/80

## THE SOCIETIES ACT APPLICATION

CONSUMER AND  
CORPORATE AFFAIRS  
Companies Branch



REGISTERED  
FEB 11 1980  
THE REGISTRAR OF COMPANIES  
PROVINCE OF ALBERTA

WE, the undersigned, hereby declare that we desire to form a society under The Societies Act, R.S.A. 1970, and that:

1. — The name of the society is — *Afghanistan Relief Fund Alberta Soc.*
2. — The objects of the society are — *I*
  - (a) To provide for the recreation of the members and to promote and afford opportunity for friendly and social activities.
  - (b) To acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings for social and community purposes.
  - (c) To encourage and promote amateur games and exercises.
  - (d) To provide a meeting place for the consideration and discussion of questions affecting the interests of the community.
  - (e) To carry on a literary and debating club for the discussion of topics of general interest, and to encourage the practice of public speaking among its members.
  - (f) To procure the delivery of lectures on social, educational, political, economic and other subjects, and to give and arrange musical and dramatic entertainments.
  - (g) To establish and maintain a library and reading room.
  - (h) To provide all necessary equipment and furniture for carrying on its various objects.
  - (i) To provide a centre and suitable meeting place for the various activities of the community.
  - (j) Generally to encourage and foster and develop among its members a recognition of the importance of agriculture in the national life.
  - (k) To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the society.
  - (l) *TO ADVISE / ASSIST MEN, WOMEN & CHILDREN OF ANY NATION WHO ARE IN DISTRESS OR HOMELESS, STARVING & DYING. IN GENERAL TO GIVE AID TO OUR FELLOW MAN.*

3. — The operations of the society are to be chiefly carried on in *MAJOR CITIES* in the Province of Alberta.  
DATED this *26th* day of *JANUARY* 19 *80*.

NAME (SIGNATURE)	ADDRESS	OCCUPATION
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<i>KHALID A. BAASIT</i>		
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<i>Abdulhamid</i>		
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<i>MUHAMMAD Q. SYED</i>		
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<i>TARIQ AMIN</i>		
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NAME (WITNESS)	ADDRESS	OCCUPATION
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CONSUMER AND  
CORPORATE AFFAIRS  
Companies Branch

JAN 31 1980  
OFFICE OF THE REGISTRAR  
OF COMPANIES  
PROVINCE OF ALBERTA

## THE SOCIETIES ACT BY-LAWS

REGISTERED

FEB 11 1980

THE REGISTRAR OF COMPANIES  
PROVINCE OF ALBERTA

The Name of the Society is

*Afghanistan Relief Fund Alberta Assoc.*

### MEMBERSHIP

1. — Membership fee, if any, in the society shall be determined, from time to time, by the members at a general meeting. Any person residing in Alberta, and being of the full age of 18 years, may become a member by a favourable vote passed by a majority of the members at a regular meeting of the society, and upon payment of the fee. Such voting shall be by ballot, unless the meeting by resolution otherwise decides. Any person under the age of 18 years may in the same manner become a member upon payment of half of the said fee.

2. — Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any member upon a two-thirds vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

### PRESIDENT

3. — The President shall be ex-officio a member of all Committees. He shall, when present, preside at all meetings of the society and of the Board. In his absence the Vice-President shall preside at any such meetings, and in the absence of both a chairman may be elected by the meeting to preside thereat.

### BOARD OF DIRECTORS

4. — Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.

5. — The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the instructions of any two members thereof provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by ten days' notice in writing mailed to each member or by three days' notice by telegram or telephone. Any four members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

### SECRETARY

6. — It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He shall have charge of the Seal of the society which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.

7. — The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the society, such monies to be promptly turned over to the Treasurer for deposit in a chartered Bank as hereinafter required.

### TREASURER

8. — The Treasurer shall receive all monies paid to the society and shall be responsible for the deposit of same in whatever Bank the Board may order. He shall properly account for the funds of the society and keep such books as may be directed. He shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited as hereinafter set forth of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The office of the Secretary and Treasurer may be filled by

## AUDITING

9. — The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting to the society. The fiscal year of the society in each year shall be December 31<sup>st</sup>  
(Month, Day)

10. — The books and records of the society may be inspected by any member of the society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

## MEETINGS

11. — This society shall hold an annual meeting on or before JANUARY 7<sup>th</sup> in each year, of which meeting due notice shall be given to all members. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and three directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the society.

12. — Meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail eight days previous to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt by him of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered in the mail eight days previous to the meeting.

13. — 4 Members in good standing shall constitute a quorum at any meeting.

## VOTING

14. — Any member who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

## REMUNERATION

15. — Unless authorized at any meeting and after notice of same shall have been given no officer or member of the association shall receive any remuneration for his services.

## BORROWING POWERS

16. — For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of an extraordinary resolution of the society.

## BY-LAWS

17. — The By-Laws may be rescinded, altered or added to by an "Extraordinary Resolution" passed by a majority of not less than three-fourths of such members entitled to vote as are present in person, at a general meeting of which one month's written notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

DATED this 26 day of JANUARY 19 80

NAME (SIGNATURE)

ADDRESS

OCCUPATION

KHALID A. BAASIT

Abdulhamid Abdulrahim

MUHAMMAD Q. SYED

TARIQ AMIN

RANDOLPH

WITNESS:

NAME (SIGNATURE)

ADDRESS

OCCUPATION