



Industry
Canada

Industrie
Canada

Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

*Loi canadienne sur les organisations à but non
lucratif*

FREE THE CHILDREN

Corporate name / Dénomination de l'organisation

335640-0

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*.

Marcie Girouard

Director / Directeur

2013-11-29

Date of Continuance (YYYY-MM-DD)
Date de prorogation (AAAA-MM-JJ)

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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

KIDS CAN FREE THE CHILDREN

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

FREE THE CHILDREN

3 - Corporation number

3 3 5 6 4 0 - 0

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

Maximum number

6 - Statement of the purpose of the corporation

The objects of the Corporation are:

- (a) to establish and promote programs and activities that reduce the exploitation of children throughout the world and that relieve the conditions of exploited children; and
- (b) to establish and promote programs and activities that will provide education, leadership and citizenship training to children in Canada, to better equip them to participate more fully as youth, representatives, as volunteers and as responsible citizens on a local, national and international level.

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

None

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

See Schedule 1

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 donees within the meaning of subsection 248(1) of the Income Tax Act (Canada) from time to time.

10 - Additional provisions, if any

See Schedule 2

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: John Gaiher

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 1
Articles of Continuance

FREE THE CHILDREN

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

The corporation is authorized to establish two (2) classes of members, being Voting Members and Founding Members, as follows:

1. Voting Members shall be entitled to receive notice of, attend and vote at all meetings of members and each such Voting Member shall be entitled to one (1) vote at such meetings, except for meetings at which only members of another class are entitled to vote separately as a class.
2. Founding Members shall be entitled to receive notice of, attend and vote at all meetings of members and each such Founding Member shall be entitled to one (1) vote at such meetings, except for meetings at which only members of another class are entitled to vote separately as a class.

SCHEDULE 2
Articles of Continuance

FREE THE CHILDREN

10. Additional Provisions

1. 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.
2. 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.
3. The members of the Corporation are not entitled to vote separately as a class upon a proposal to amend the articles to:
 - (a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class; or
 - (b) create a new class of members having rights equal or superior to those of the class.

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

FORM 4002

INITIAL REGISTERED OFFICE ADDRESS AND FIRST BOARD OF DIRECTORS

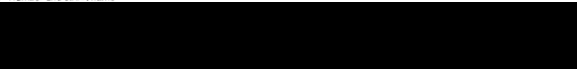
(To be filed with articles of incorporation, continuance (transition), amalgamation, or continuance (import))

1 - Corporate name

FREE THE CHILDREN

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

Number and street name



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

First and last name

Address (cannot be a post office box)

Michelle Douglas



Chris Besse



Mary-Eileen Donovan



Charlotte Empey



Dr. John Gaither



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:



Print name: John Gaither

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

1 - Corporate Name

FREE THE CHILDREN

3 - Directors of the corporation

First and last name

Address (cannot be a post office box)

Graham Moysey

Adrian Horwood

Gerry Connelly

Richard Rousseau

Andrew Black

Kannan Arasaratnam

Linda Rosler

Susanne Boyce

**Additional address
Optional**

Most corporations do not need to provide an additional address. An additional address is only useful if you want Corporations Canada to send annual return reminder notices to an address that is different than the corporation's registered office address (e.g., when another person files the annual returns on behalf of the corporation).

1 - Corporate Name

FREE THE CHILDREN

2 - Corporation number, if available

3 3 5 6 4 0 0

3 - Additional address

To the attention of

N/A

Number and street name

City

Province or Territory

Postal code

BY-LAW NO. 1

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

**FREE THE CHILDREN
(the "Corporation")**

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

SECTION 1 - GENERAL

1.01 Definitions

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

- (a) "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;
- (b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "board" means the board of directors of the Corporation and "director" means a member of the board;
- (d) "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;
- (e) "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;
- (f) "member" means any member of the Corporation, and includes a Voting Member and a Founding Member;
- (g) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (h) "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- (i) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

1.02 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.

1.03 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.

1.04 Execution of Documents

Unless otherwise determined by the board, 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.

1.05 Financial Year

Unless changed by resolution of the board, the financial year end of the Corporation shall be March 31.

1.06 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 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 may by resolution from time to time designate, direct or authorize.

1.07 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 of the Corporation; 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.

1.08 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish or send a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Classes and Conditions of Membership

Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation in the manner set out herein.

Subject to the articles, there shall be two (2) classes of members in the Corporation, namely, Voting Members and Founding Members. The following conditions of membership shall apply.

Voting Members

- (a) The Voting Members are such individuals or corporations whose application for admission as a voting member has received (i) the approval of a majority of the votes cast by directors of the Corporation at a meeting of the directors of the Corporation, (ii) the approval of a majority of the votes cast by members, if any, at a special meeting of members and (iii) the unanimous approval of the Founding Members, if any.
- (b) As set out in the articles, each Voting Member is entitled to receive notice of, attend and vote at all meetings of members and each such Voting Member shall be entitled to one (1) vote at such meetings.

Founding Members

- (a) The Founding Members are such other individuals whose application for admission as a founding member has received (i) the approval of a majority of the votes cast by directors of the Corporation at a meeting of the directors of the Corporation, (ii) the approval of a majority of the votes cast by members, if any, at a special meeting of members and (iii) the unanimous approval of the Founding Members, if any.

- (b) Subject to the Act and the articles, each Founding Member is entitled to receive notice of, attend and vote at all meetings of members and each such Founding Member shall be entitled to one (1) vote at such meeting.

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)(e), (h), (l) or (m).

2.02 Consultation Right

The directors of the Corporation shall be required to consult with the Founding Members, if any, at least 30 days prior to making any decision, taking any action or entering into any agreement, or authorizing any such decision, action or agreement, that would result in a fundamental change in the direction of the objectives of the Corporation, provided that the Founding Members may by written agreement waive their rights under this Section 2.02.

2.03 Membership Transferability

A membership is not transferable. 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.

2.04 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.

Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

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.

2.05 Absentee Voting at Members' Meeting by Proxy

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 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 Regulations. If the form of proxy is not created by the member, it shall be as approved by resolution of the board and in accordance with the Regulations.

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 this method of voting by members not in attendance at a meeting of members.

SECTION 3 - MEMBERSHIP DUES AND TERMINATION

3.01 Membership Dues

There shall be no dues payable by members for membership in the Corporation unless otherwise directed by resolution of the board.

3.02 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 secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (d) for Voting Members only, if at a special meeting of members, a resolution is passed to remove the Voting Member by either (i) the unanimous approval of the Founding Members; or (ii) the approval of at least two-thirds (2/3) of the votes cast by members, provided that in either case the Voting Member shall be given notice of the meeting at which such resolution is to be voted upon and granted an opportunity to be heard at such meeting;
- (e) the member's term of membership expires (if any); or
- (f) the Corporation is liquidated or dissolved under the Act.

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

SECTION 4 - MEETINGS OF MEMBERS

4.01 Annual Meeting

The board shall call an annual meeting of the members not later than 15 months after holding the preceding annual meeting but no later than 6 months after the end of the Corporation's preceding financial year.

4.02 Special Meetings

The board may call a special meeting of the members at any time. The board shall call a special meeting of members (a) 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 or (b) on written requisition of any Founding Member.

4.03 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members shall be held at the head office of the Corporation or at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.04 Persons Entitled to be Present

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.

4.05 Chair of the Meeting

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.

4.06 Quorum

Two members (including at least one Founding Member, if any) present in person or by proxy at a meeting will constitute a quorum, unless there is only one member in which case one member shall constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions herein with regard to notice shall apply to such adjournment.

4.07 Votes to Govern

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.

4.08 Participation by Electronic Means

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.

4.09 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.10 Written Resolutions

Subject to section 166, a resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members.

SECTION 5 - DIRECTORS

5.01 Number of Directors

The board shall consist of the number of directors specified in the articles. 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 special resolution.

5.02 Qualifications of Directors

Each director of the Corporation shall be an individual who:

- (a) is 18 years of age or older;
- (b) has not been declared incapable by a court in Canada or in another country;
- (c) does not have the status of a bankrupt; and

- (d) is not an ineligible individual as defined by the *Income Tax Act* (Canada).

5.03 Election and Term of Office

Subject to the articles, directors shall be elected by the members by ordinary resolution at each annual meeting of the members at which an election of directors is required. Directors shall be elected to hold office for a term of three (3) years or until their successors are elected.

5.04 Resignation

A director may resign his or her office by delivering a written resignation to the secretary of the Corporation. The resignation becomes effective at the time it is delivered to the Corporation or at the time specified in the resignation, whichever is later.

5.05 Removal

The members may, by ordinary resolution, passed at a special meeting of members, remove any director from office before the expiration of the director's term and shall elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed.

5.06 Filling Vacancies

Subject to the Act and the articles, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from removal of a director by the members, an increase in the number or the minimum or maximum number of directors, or from a failure of the members to elect the number of directors required to be elected at any meeting of members. If there is not a quorum of the board, or if the vacancy has arisen from a removal by the members or a failure of the members to elect the number of directors required to be elected at any meeting of members, the board shall forthwith call a special meeting of members to fill the vacancy. If the board fails to call such meeting or if there are no directors then in office, any member may call the meeting. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

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. There shall be at least one (1) meeting of the board per year.

6.02 Place of Directors' Meetings

Meetings of the board may be held at any place within Canada or at any place outside of Canada as determined by the board.

6.03 Notice of Meeting

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 this by-law to every director of the

Corporation not less than 48 hours before the time when the meeting is to be held if given other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. 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.

6.04 Quorum

A majority of the number of directors in office, from time to time, but no less than two (2) directors, shall constitute a quorum for meetings of the board.

6.05 Regular Meetings

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.

6.06 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.

6.07 Written Resolutions

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or a committee of directors.

6.08 Participation by Electronic Means

A director may, in accordance with the Regulations, if any, and if at least 50% the directors of the corporation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

6.09 Observers

The board shall have the authority but not the obligation to authorize such observers (including, but not limited to, members of the advisory committees) as the board, in its sole discretion,

determines, which observers shall be entitled to attend and observe meetings of the board but, for greater certainty, shall not have any of the powers of the directors set forth herein. Observers may be excluded from all or any part of any meeting, as determined by the board. Observers shall not be subject to the qualifications set forth in paragraph 5.02.

SECTION 7 - COMMITTEES

7.01 Committees

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.

7.02 Executive Committee

The board may establish an executive committee comprised of such board members as the board may from time to time determine. The executive committee shall exercise such powers as are authorized by the board. Subject to the By-laws and any resolution of the board, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard. Subject to the Act, paragraphs 6.02 to 6.06 hereof shall apply to the executive committee. Any executive committee member may be removed by resolution of the board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reimbursement of reasonable expenses incurred in the exercise of their duty.

7.03 Advisory Committees

The board shall have the authority but not the obligation to constitute such advisory committees as the board in its sole discretion determines, which advisory committees shall be composed of such persons as the board shall appoint who, for greater certainty, need not be directors of the Corporation and shall provide advice to the board. The board shall not delegate any of its powers to any such advisory committees and such advisory committees shall not have the authority to bind the Corporation.

SECTION 8 - OFFICERS

8.01 Appointment

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.

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. A person who is an ineligible individual as defined by the *Income Tax Act* (Canada) may not be an officer of the Corporation.

8.02 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) **Chairperson of the Board** - The chairperson of the board shall be a director, and shall, when present, and except as otherwise provided in the By-laws, preside at all meetings of the board, committees of directors, if any, and members.
- (b) **Vice Chairperson of the Board** - The board of directors may from time to time appoint a vice chairperson. The vice chairperson of the board, if any, shall, be a director and shall, in the absence or disability of the chairperson, perform the duties and exercise the powers of the chairperson and shall perform such other duties as shall from time to time be imposed upon him or her by chairperson or by the board.
- (c) **Executive Director**- The board may from time to time appoint an executive director and may delegate to that person full power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The executive director shall not be a director of the Corporation. The executive director shall supervise the day to day operations and administration of the Corporation. The executive director shall conform to all lawful orders given by the board of the Corporation and shall at all reasonable times give to the directors of any of them all information they may require regarding the affairs of the Corporation.
- (d) **Chief Financial Officer** - The board may from time to time appoint a chief financial officer. The chief financial officer, if any, shall have the custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, deposit all monies and other valuable effects in the name and to the credit of the Corporation as may be ordered by the board, cause the funds of the Corporation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements, render to the executive director and the board, at its regular meeting or when the board so requires, an account of the Corporation and shall have such powers and perform such other duties as shall from time to time be imposed upon him or her by the board.
- (e) **Senior Organizational Advisor**- The board may from time to time appoint one or more senior organizational advisors. The senior organizational advisors, if any, shall assist with the development and implementation of the Corporation's strategy, programs, fundraising activities and related matters. The senior organizational advisors shall also perform such other duties as may from time to time be appointed or imposed on them by the board.

- (f) **Treasurer**- The board may from time to time appoint a treasurer. The treasurer, if any, shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the executive director and directors at the regular meetings of the board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed or imposed upon him or her by the board.
- (g) **Secretary** - The board may from time to time appoint a secretary. The secretary, if any, may be empowered by the board, upon resolution of the board, to carry out the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the Members and of the board of directors, and shall perform such other duties as may be prescribed by the board or executive director, under whose supervision the secretary shall be. The secretary shall be custodian of the seal of the Corporation, which the secretary shall deliver only when authorized by a resolution of the board to do so and to such person or persons as may be named in the resolution.

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.

8.03 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 resignation, which resignation shall be effective at the time the written resignation is received by the executive director of the Corporation or at the time specified in the resignation, whichever is later,
- (b) the officer's successor being appointed,
- (c) such officer ceasing to be a director, if such is a necessary qualification of appointment,
- (d) such officer becoming an ineligible individual as defined by the *Income Tax Act* (Canada), or

- (e) 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.

8.04 Remuneration

Remuneration for the executive director and such other agents and employees, who are not directors, as the board may determine appropriate, shall be fixed by the board 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. In the event that the members reject such remuneration, then the remuneration of the executive director shall cease to be payable from the date of such meeting of members.

Remuneration for all other officers, agents and employees shall be determined by the executive director.

SECTION 9 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.01 Indemnity of Directors and Officers

Subject to the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

The Corporation shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. 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.

9.02 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding

Section as the board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a director or an officer of the Corporation; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

9.03 Conflicts of Interest

Pursuant to section 141 of the Act, a director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of board meetings, the nature and extent of any interest that the director has in any material contract or material transaction, whether made or proposed, with the Corporation if the director:

- (a) is a party to the contract or transaction;
- (b) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

The director who has made a disclosure shall not vote on any resolution to approve such contract or transaction except as provided by the Act.

SECTION 10 - NOTICES

10.01 Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members, 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.

10.02 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.

10.03 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.

SECTION 11 - BY-LAWS AND EFFECTIVE DATE

11.01 By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by special resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

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 because such by-law amendments or repeals are only effective when confirmed by members.

11.02 Repeal

General Operating By-law No. 2 is hereby repealed and replaced by the General Operating By-law herein effective immediately upon the issuance of the Certificate of Continuance under the Act.

CERTIFIED to be By-Law No.1 of the Corporation, as enacted and confirmed by special resolution the members of the Corporation on the 24th day of September, 2013

Date: September 27, 2013


Name: John Galtner

Title: Director


Name: Linda Roiser

Title: Director



C A N A D A

LETTERS PATENT

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

KIDS CAN FREE THE CHILDREN

THEREFORE the Minister of Industry 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 - March 19, 1997

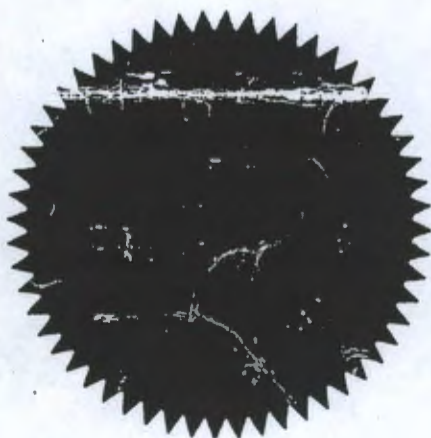
GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

RECORDED 16th April, 1997

File Number: 335640-0

Deputy Registrar General of Canada



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

TO: The Minister of Industry Canada

I

The undersigned hereby apply to the Minister of Industry Canada 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:

KIDS CAN FREE THE CHILDREN

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 is incorporated under the laws of 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 policy grounds objectionable.

II

The applicants are individuals of the full age of eighteen (18) years with power under the law to contract. The name, the address and the occupation of each of the applicants is as follows:

1. [REDACTED] Phelan Scarlon, [REDACTED]
[REDACTED]
2. Irene Zion, [REDACTED]
3. Fredrick P. Kielburger, [REDACTED]
[REDACTED]

The said applicants will be the first directors of the Corporation.

III

The objects of the Corporation are:

- (a) to establish and promote programs and activities that reduce the exploitation of children throughout the world and that relieve the conditions of exploited children; and
- (b) to establish and promote programs and activities that will provide education, leadership and citizenship training to children in Canada, to better equip them to participate more fully as youth representatives, as volunteers and as responsible citizens on a local, national and international level.

For the attainment of the above objects and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the *Canada Corporations Act* or any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law relating to charities, and in particular, without limiting the generality of the foregoing:

- (a) to accumulate from time to time part of the fund or funds of the Corporation and income therefrom subject to any statutes or laws from time to time applicable;
- (b) to invest and reinvest the funds of the Corporation in such manner as determined by the directors, and in making such investments, the directors shall not be limited to investments authorised by law for trustees, provided such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest;
- (c) to acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same or any part thereof, as may be considered advisable; and
- (d) to acquire by purchase, lease, devise, gift, or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Corporation or for carrying on its charitable undertaking, and when no longer so necessary, to sell, dispose of and convey the same or any part thereof.

IV

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

V

The place within Canada where the head office of the Corporation is to be situated is: The Municipality of York, Ontario.

VI

It is specifically 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 charitable organisations in Canada that are registered under the *Income Tax Act of Canada*.

VII

In accordance with Section 65 of the *Canada Corporations Act*, it is provided that, when authorised by by-law duly passed by the board of directors and sanctioned by two-thirds (2/3) of the votes cast by the members at a special meeting of the members duly called for considering the by-law, the directors of the Corporation may, from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation; and
- (d) pledge or sell such debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein 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.

VIII

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

IX

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 Thornhill, in the Province of Ontario, this 14th da, of
March, 1997.

[REDACTED]
Reverend Minister Solicitor

[REDACTED]
Irene Zion

[REDACTED]
Fredrick P. Kielburger