

By-Law No. 2

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

Angels 4 Warmth, Inc.

(the non-profit corporation)

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BE IN ENACTED as a by-law of the non-profit Corporation as follows;

SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the non-profit 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 non-profit Corporation;

c. "board" means the board of directors of the non-profit corporation. "director" means a member of the non-profit Corporation board.

d. "by-law" means this by-law and any other by-laws of the non-profit 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. E.g. annual

elections in February of each year.

f. "ordinary resolution" means a resolution passed by a majority (e.g. more than 50%) of the votes cast on a resolution.

g. "proposal" means a proposal submitted by a member of the non-profit Corporation that meets the requirements of Section 163 (Shareholder Proposals) of the Act;

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

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

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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 in 1.01 above, words and expression defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

There is no need deemed for a corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations (such as cheques) and other instruments in writing requiring execution by the non-Profit Corporation, Angels 4 Warmth, Inc. 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 the person or persons by whom a particular document or type of document shall be executed. 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. In the case of a cheque being issued to a signing officer the recipient cannot be the author of the cheque.

1.05 Financial Year End

The financial year of the non-profit Corporation shall be determined by the Board of Directors. This date has traditionally been December 31 of each year.

1.06 Banking Arrangements

The banking business of the non-profit Corporation shall be transacted at such bank, trust company, credit union or other firm or corporation carrying on a banking business in Canada 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 non-profit Corporation and/or other persons as the board of directors may by resolution from time to time, designate, direct or authorize.

1.07 Annual Financial Statements

The Non-Profit 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 give an auditory Report at the February meeting each year. They will be advised at that time that the annual financial statements and documents provided in subsection 172(1) are available to any member on request.

Section 2 - Membership - Matters Requiring Special Resolution

2.01 Membership Conditions

Subject to these articles, there shall be one class of members in the non-Profit Corporation. Membership in the Corporation shall be available only to those individuals interested in furthering the Angels 4 Warmth, Inc.'s purposes. They are to attend meetings, leave their names, addresses, and phone numbers as well as email addresses. They are allowed to take yarn/ quilting materials in the understanding they will return completed items to be distributed to the agencies the Angels 4 Warmth, Inc. supports. Each member will be advised at a monthly meeting of any issues which will come to their attention at the monthly meetings and will be allowed to vote.

2.02 Notice of Meetings of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting. Changes between meetings would be relayed 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.

2.03 Absentee Voting by Mail Ballot There will be no absentee voting arranged for.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues There will be no membership dues but reliance on member donations.

3.02 Termination of Membership

A membership in the Corporation is terminated when;

- a. The member dies.
- b. A member fails to maintain the qualifications for membership described in Section 2.01 of these by-laws.
- c. the member resigns by delivering a written resignation to the President of the non-profit corporation, or failing that, an oral Resignation in front of witnesses.
- d. The member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles in the by-laws;
- e. The non-profit corporation is liquidated or dissolved under the act. Subject to these articles, upon any termination of membership, the rights of the member including any rights in the property of the Corporation, automatically cease to exist. i.e. any yarn or materials owed by the Angels 4 Warmth, Inc should be returned.

3.03 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 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, said president, or other such 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 Boards decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present All meetings are open to anyone who aligns with the Angels 4 Warmth charter and by-laws and intentions of the Angels 4 Warmth, Inc.

4.02 Chair of the Meeting

In the event that the Present is absent, then the Vice-President shall chair the meeting. If neither are available, then the Past President will chair the meetings. Anyone on the Board can chair a meeting. If there is no one on the board to chair the meeting, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members is 10% of the membership, not including the Board. 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.

4.04 Votes to Govern

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

SECTION 5 - DIRECTORS

5.02 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of the members and at each succeeding annual meeting at which an election of directors is required. Angels 4 Warmth, Inc. will have annual elections at the February meeting. The Directors shall be elected to hold office for a term expiring not later than the close of the annual meeting of members following the election. Elections are for President, Vice-President, Treasurer and Secretary. Voluntary/traditional positions on the Board are Past President, Public Relations/Deliveries, Publicity, Public Speaking and Members at Large as appointed by the President.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Board Meetings

Meetings of the Board may be called by the President of the Angels 4 Warmth, Inc, the Vice President, or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the non-profit Corporation not less than 7 days before the time when the meeting is to be held by telephonic, electronic or other communication facility at the director's recorded address in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and no one objects to the holding of the meeting, or if those absent 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.

6.03 Regular Board 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.

6.04 Votes to Govern

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.

6.05 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 may seem 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.

SECTION 7 - OFFICERS

7.01 - Description of Offices

Unless otherwise specified by the Board which may, subject to the Act modify, restricts 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. **President** of the Angels 4 Warmth, Inc. - If elected, the President shall be the chief executive officer of the non-profit 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, including obtaining of grants. The President, 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. The President will be a designated signator for cheques drawn on the Angels 4 Warmth, Inc. Account.

b) **Vice-President** The vice-president, if elected shall be a director. If the President is absent or refuses to act, the vice-president, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-President shall have other duties and powers as the board may specify. E.g. In charge of procurement of the yarn needed by members. ensuring supplies are available as needed. and stored in a secure manner between meetings. Vice-President also ensures donations regularly gathered from drop off locations. The Vice-President shall be a signator for cheques drawn on the Angels 4 Warmth, Inc. account.

c) **Treasurer** - If elected the treasurer shall have such powers and duties as the board may specify. The treasurer will deposit any monies received by the Angels 4 Warmth, Inc. through donations, grants and fund-raising. The treasurer will keep records of outgoing expenditures, ensuring guidelines of the annual budget are met. These financial transactions will be reported at monthly meetings as well as an annual financial report which will be given orally at the annual general meeting. The

financial report will be made available to any member requesting it. The annual financial report will be reported to the Information Services Corporation within their time guideline. The Treasurer will be a signator for cheques drawn on the Angels 4 Warmth, Inc. account.

d) The Secretary, if elected, shall attend and be the secretary of all meeting of the Board, members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporations 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, and members of committees. The Secretary shall be the custodian of all records, documents and other instruments belonging to the non-profit Corporation. This includes lists of the board, members, recipients of items turned in by members, forms for recording what is delivered to each organization, address labels for each organization. The secretary also ensures that signs for sorting completed items are available and displayed at each meeting. The Secretary registers all Board members yearly with the Information Services Corporation. The Secretary can be the signator for cheques drawn on the Angels 4 Warmth, Inc. account.

e) Past President - Considered a Member at Large. The Past President is the Corporate historian. The Past President can be one of the signatores on the cheques drawn on the Angels 4 Warmth, Inc. account. In the absence of the President and Vice-President, the Past President can chair meetings. The Past President assumes any duties assigned by the President.

f) Deliveries -

- One Board Member at Large in charge of contacting all recipient agencies on a monthly basis to determine their requests. That Board Member will direct volunteers at the end of each meeting as to the needs of the organization making requests. The results of these deliveries will be compiled into a report to be delivered at each monthly meeting.

- One Board Member at Large in charge of supervising volunteers gathering items to be delivered to each agency meeting the criteria of Angels 4 Warmth, Inc.

g) Public Relations -

One member at large to be available for public speaking requests should the President not be available or as support for the President at said functions.

h) Publicity - Member at Large to publicize any needs of the Non-Profit such as dates and times of meetings, need for yarn and quilting materials, etc. taking advantage free publicity where ever available. The holder of this position will work closely with the President, Vice-President in charge of yarn, and Member at Large in charge of quilting materials.

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.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, for cause, any officer of the non-profit corporation . Until 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, by resolution, appoint a person to fill such vacancy.

SECTION 8 - NOTICES

8.01 - Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent or delivered). Other than notice of a meeting of members or a meeting of the board of directors, 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. The notice will be sent to such person by telephonic or electronic communication facility at the such person's recorded address for that purpose.

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 communications company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director or officer or member of a committee of the board in accordance with any information believed to the secretary to be reliable. The declaration by the secretary that the 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 non profit Corporation to any notice or other document to be given by the non Profit corporation may be written, stamped, type-written or printed.

8.02 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.

8.03 Omissions and Errors

The accidental omission to give any public notice to any member, director, officer, member of a committee of the board, or the non-receipt of any notice by any 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 9 - DISPUTE RESOLUTION

9.01 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 Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the non-profit Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the non-Profit 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 alternatives 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 non-profit Corporation) appoints one mediator and the two mediators so 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. In the case of mediators being appointed, every effort will be made to obtain a mediator working pro bono.

b) The number of mediators may be reduced from three to one or two upon agreement by all 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 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 non-Profit Corporation is situated or as otherwise agreed upon by the parties to the dispute. Every effort will be made to obtain the services of an arbitrator willing to work pro bono. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be do 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.

d) All costs of the mediators appointed in accordance with this section shall be borne equally by all parties to the dispute or 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. This is in the case that mediators and arbitrators who will work pro bono are not available.

SECTION 10 - EFFECTIVE DATE

10.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to by By- Law No 2 of the

Angels 4 Warmth, Inc, a non- profit Corporation, as enacted by the directors of the Non-Profit Corporation by resolution on the _____ day of _____, 2016 and confirmed by the members of the non-profit Corporation b the special resolution on the _____ day of _____ 2016.

Dated as of the _____ day of _____ 2016

President Angels 4 Warmth, Inc.

Vice - President Angels 4 Warmth, Inc.

