

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
THE BAPTIST WOMEN’S MISSIONARY SOCIETY OF ONTARIO AND QUEBEC  
o/a Canadian Baptist Women of Ontario and Quebec  
(an Ontario corporation)  
(the “Corporation”)**

**ARTICLES OF AMENDMENT AND RESTATED ARTICLES OF INCORPORATION**

**WHEREAS** the Corporation was granted Letters Patent by the Government of Ontario under Part III of the *Corporations Act* (Ontario) (“OCA”) on the 20<sup>th</sup> day of March, 1974;

**AND WHEREAS** as a result of the Ontario *Not-for-Profit Corporations Act, 2010* (“ONCA”) being proclaimed into force and replacing the OCA, the Corporation intends to complete its ONCA transition through the inclusion of required corporate provisions within an application for Articles of Amendment, including a corporate name change to “Canadian Baptist Women of Ontario and Quebec” and certain amendments to its current charitable purposes, a copy of which application has been earlier circulated to the Directors (“Articles of Amendment”);

**AND WHEREAS** the Corporation intends to consolidate the Letters Patent, as amended by the Articles of Amendment, within “Restated Articles of Incorporation”, a copy of which has also been earlier circulated to the Directors (“Restated Articles”);

**ON A MOTION DULY MADE**, seconded, and carried;

**BE IT RESOLVED THAT:**

1. The Articles of Amendment and Restated Articles are approved;
2. In the event that it is necessary to make any minor amendments to the Articles of Amendment and/or Restated Articles, any two Directors and Officers of the Corporation are authorized to make such minor amendments subject to first obtaining advice from legal counsel for the Corporation; and
3. Any two Directors and Officers of the Corporation are authorized to sign the Articles of Amendment and Restated Articles on the Corporation’s behalf, and to submit the same to the Ontario Ministry of Public and Business Service Delivery, the Canada Revenue Agency, Charities Directorate, and such other governmental authorities as may be necessary for approval and/or to complete filing requirements;

provided that the Articles of Amendment are subject to approval by a special resolution (two-thirds vote) of the Members at a meeting duly called for this purpose.

**ADOPTION OF GENERAL OPERATING BY-LAW NO. 5**

**WHEREAS** the ONCA has been proclaimed in force replacing Part III of the OCA;

**AND WHEREAS** the Corporation intends to adopt a new general operating by-law reflective of its own governance practices as well as the applicable requirements of the ONCA, a copy of which has been earlier circulated to the Directors (“GOB No. 5”);

**ON A MOTION DULY MADE**, seconded, and carried;

**BE IT RESOLVED THAT:**

1. GOB No. 5 is approved;
2. In the event that minor amendments are required to be made to the provisions contained within GOB No. 5 as set out above, subject to first obtaining any necessary advice from legal counsel for the Corporation, any two Directors and Officers of the Corporation are hereby authorized to make such minor amendments as may be necessary to GOB No. 5; and
3. Any two Directors and Officers of the Corporation are hereby authorized to sign the said GOB No. 5 on behalf of the Corporation and to submit the same to such governmental authorities as may be necessary for approval and/or to complete filing requirements;

provided that GOB No. 5 is subject to confirmation by a special resolution (two-thirds vote) of the Members at a meeting duly called for this purpose.

DATED the 8th day of April, 2024