

ARTICLES OF AMENDMENT
OF
THE BAPTIST WOMEN'S MISSIONARY SOCIETY OF ONTARIO AND QUEBEC

Corporation Name:

The corporation will have: an English name

New Corporation Name (Proposed): Canadian Baptist Women of Ontario and Quebec

Nuans Report Reference Number 122166720 Nuans Report Date March 8, 2024

Number of Directors:

Minimum Number of Directors 9, Maximum Number of Directors 12

Purposes and Provisions:

Is the corporation a charity or does it intend to operate as a charity? Yes

Does the corporation have consent from the Public Guardian and Trustee not to include an "After Acquired" clause? Yes

Description of Changes to Purposes:

1. To delete in their entirety the historic preambles set out in the Letters Patent issued on March 20, 1974.

2. To add the following overarching purpose to the existing purposes of the Corporation set out in the Letters Patent issued on March 20, 1974:

"The purpose of the Corporation is to advance religion, specifically the Gospel of Jesus Christ and related truths of the Holy Bible, all in accordance with the Core Values of the Canadian Baptists of Ontario and Quebec, as amended from time to time, by doing the following:"

3. To add the words "spiritual development" after the word "study," and before the words "and service", as well as to change the word "Churches" to "churches", in purpose (a) set out in the Letters Patent issued on March 20, 1974.

4. To change the word "the" to "our" before the word "churches" in purpose (b) set out in the Letters Patent issued on March 20, 1974.

5. To delete in its entirety purpose (c) from the Letters Patent issued on March 20, 1974 and replace with the following:

"(c) To participate in the evangelization of Canada through the discipleship of women towards faith-based missional living, ministry initiatives and leadership development, and of those areas overseas in which Canadian Baptist Ministries has work;"

6. To change the word “Churches” to “churches” in purpose (d) set out in the Letters Patent issued on March 20, 1974.

7. To delete in its entirety purpose (e) from the Letters Patent issued on March 20, 1974 and replace with the following:

“(e) To support and maintain missions, together with missionaries and their work, and the training and sending out of mission workers both at home and abroad;”

8. To add the following purpose to the existing purposes of the Corporation set out in the Letters Patent issued on March 20, 1974:

“(f) To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom to further the charitable purposes of the Corporation and to make gifts to qualified donees with similar charitable purposes;”

9. To remove the words “Subject to the Mortmain and Charitable Uses Act and The Charitable Gifts Act, to” at the beginning of purpose (f) set out in the Letters Patent issued on March 20, 1974, replace the word “to” with “To” before the word “accept,” and rename this purpose to be purpose (g).

10. To remove the word “objects;” after the word “above” at the end of purpose (g) set out in the Letters Patent issued on March 20, 1974 and replace with the word “purposes.”, and rename this purpose to be purpose (h).

Description of Changes to Special Provisions:

1. To delete in their entirety all of the special provisions set out in the Letters Patent dated March 20, 1974, and replace them with the following special provisions:

The special provisions are:

a. Commercial purposes, if any, set out in the articles are intended to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities.

b. The corporation shall be subject to the Charities Accounting Act.

c. No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the Charities Accounting Act, or with court approval or an order made under section 13 of the Charities Accounting Act.

d. To invest the funds of the corporation pursuant to the Trustee Act.

e. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either those Crowns or a municipality in Canada.

f. Notwithstanding the mandatory dissolution clause required by the Ontario Not-for-profit Corporations Act, any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed or disposed of to one or more charities that are registered as such under the Income Tax Act (Canada), as amended from time to time, or equivalent designation under such legislation, and which have similar purposes and hold core values similar to the Core Values of the Canadian Baptists of Ontario and Quebec in place at the time of dissolution, provided that any special or restricted purposes trust funds held by the corporation shall be transferred to one or more new trustee(s) that are charities in Canada that are registered as such under the Income Tax Act (Canada) and have been appointed by the directors of the corporation to be applied in accordance with the applicable terms of trust.

g. The corporation is authorized to establish one (1) class of Members. Each Member shall be entitled to receive notice of, attend and cast one (1) vote at all meetings of Members of the corporation.

h. Any by-law, amendment or repeal of a by-law shall require confirmation by Special Resolution of the Members.

DATED the _____ day of _____, 2024