

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

Purposes:

The corporation is a charity and intends to operate as a charity.

The purposes of the corporation are:

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:

- (a) To unite women, teens, and children of our churches in prayer, study, spiritual development and service for the advancement of the Kingdom of God at home and abroad;
- (b) To help promote missionary information in our churches;
- (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;
- (d) To keep before the people in our churches the claims of missionary service as a life work;
- (e) To support and maintain missions, together with missionaries and their work, and for the training and sending out of mission workers, both at home and abroad;
- (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;
- (g) To accept, receive and take by devise, bequest or gift and to hold, possess and enjoy, for the aforesaid purposes of the Corporation, donations, gifts, grants, devises and bequests of real and personal property of all kinds and upon such terms and conditions as the donor or donors of any such property may prescribe; and
- (h) To engage in any other similar activities and in general to undertake all kinds of activities of a character connected with or incidental to any of the above purposes.

Special Provisions:

Because the corporation is operating as a charity, the following special provisions will be included in the restated articles. In addition, the corporation chooses to restate the following additional special provisions.

The special provisions are:

- a. Commercial purposes, if any, included in the articles are intended only 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 a 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 of those Crowns or a municipality in Canada.

Additional special provisions are:

- 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.

Required Statement:

The corporation confirms the following:

These Restated Articles of Incorporation correctly set out, without any changes, the corresponding provisions of the Articles of Incorporation as amended and supersede the original Articles of Incorporation and any amendments made to them.

DATED the _____ day of _____, 2024