

CORPORATE TRANSITION UNDER THE NEW LEGISLATION

Over the last year, the Board of Directors of CBWOQ has been working with legal counsel, Carters Professional Corporation, to prepare to transition over to the new *Not-for-Profit Corporations Act, 2010* (Ontario) (“ONCA”) that became law on October 19, 2021. This transition process involves adopting articles of amendment and a new ONCA-compliant by-law. These documents will help CBWOQ to become ONCA-compliant before the pending transition deadline to do so of October 18, 2024.

While assessing the need for compliance under ONCA, the Board, has taken this opportunity to carry out a significant governance review to ensure that CBWOQ corporate documents properly reflect the applicable corporate law as a not-for-profit corporation, best governance practices, as well as CBWOQ’s current operations and its desired go-forward organizational structure.

The draft ONCA documentation included here is as follows:

- 1) Executive Summary of the draft ONCA documents**
- 2) Draft Articles of Amendment for CBWOQ**
- 3) Draft Restated Articles of Incorporation for CBWOQ**
- 4) Draft General Operating By-Law #5 for CBWOQ**
- 5) Notice of the Annual and Special Meeting of Members**
- 6) Revised Members Resolutions**
- 7) Board Resolutions Regarding Articles of Amendment and GOB #5**

To assist Members with understanding the ONCA process and documentation, the Board will host an **Informal Information Session via zoom on April 29, 2024 at 7:00 p.m. EDT**. The call-in details for that zoom meeting are included below.

In providing these ONCA draft documents, the executive summary, the resolutions and holding the Informal Information Session, we hope that the Members of CBWOQ will be better informed and able to confidently vote on these new corporate documents at this year’s **Annual and Special Meeting of Members on May 4, 2024, which will be conducted in two sessions at approximately 11:00 a.m. and at 3:15 p.m. EDT** (“Member’s Meeting”).

Please note that to be eligible to vote, **members must register to attend by April 23rd**. Registration is available online at www.baptistwomen.com or via mail-in using the registration form published in the 2024 Jan/Feb and March/April issues *live* magazine.

To make the Member’s Meeting as efficient as possible, the Board asks that any questions regarding the ONCA transition process and/or the draft ONCA documents be submitted in writing to cbwoqexec@baptist.ca prior to the May 4, 2024 Member’s Meeting.

During the Member's Meeting, there will be a brief overview of the key provisions in the Articles of Amendment and the new General Operating By-law, as well as an opportunity for Members to ask questions about these documents. Members are encouraged to review the draft ONCA documents in their entirety prior to the Member's Meeting.

OTHER BUSINESS TO BE CONDUCTED AT THE MEMBER'S MEETING

At law, a not-for-profit corporation must call an annual meeting of members within the required time frames to present its financial statements to its Members and for Members to appoint an auditor for the coming year and to elect Directors for its Board. This business will be conducted at the Members Meeting on May 4, 2024.

The following documentation is included here for the information of CBWOQ Members:

- 1) Annual Report**
- 2) 2023 Audited Financial Statements**
- 3) Nominations Report**

To make the Member's Meeting as efficient as possible, any questions Members may have regarding these documents can be addressed at the Informal Information Session and/or submitted in writing to cbwoqexec@baptist.ca prior to the May 4, 2024 Member's Meeting.

Members are encouraged to review the documents in their entirety prior to the Member's Meeting.

PROXY VOTING

Members unable to attend the Member's Meeting on May 4, 2024 in-person or via zoom may submit a proxy by completing and signing the form below and returning it to cbwoqexec@baptist.ca before **11:00 a.m. EDT on May 2, 2024**.

- 1) Proxy**

ZOOM INVITATION DETAILS FOR INFORMAL INFORMATION SESSION April 29, 2024 at 7:00 p.m. EDT.

ZOOM MEETING INSTRUCTIONS:

Go to <https://zoom.us/join>; enter Meeting ID number below into Meeting ID window.

Meeting ID: 867 8417 2032

Passcode: 181745

ZOOM INVITATION DETAILS FOR MEMBER'S MEETING MAY 4, 2024, which will be conducted in two sessions starting at approximately 11:00 a.m. and at 3:15 p.m. EDT will be provided upon registration.