

**SPECIAL RESOLUTIONS OF THE MEMBERS
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 20th 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 made available to the Members (“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”);

AND WHEREAS the Board of Directors of the Corporation earlier approved the Articles of Amendment subject to approval by a special resolution (two-thirds vote) of the Members at a special meeting duly called for this purpose;

ON A MOTION DULY MADE, seconded and carried;

BE IT RESOLVED BY SPECIAL RESOLUTION (TWO-THIRDS VOTE) THAT:

1. The Articles of Amendment are approved;
2. In the event that it is necessary to make any minor amendments to the Articles of Amendment, any two Directors or Officers of the Corporation are hereby authorized to make such minor amendments subject to first obtaining advice from legal counsel for the Corporation; and
3. Any two Directors or Officers of the Corporation are hereby authorized to sign the Articles of Amendment and Restated Articles of Incorporation 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.

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”);

AND WHEREAS the Board of Directors has earlier approved GOB No. 5, subject to approval by a special resolution (two-thirds vote) of the Members at a meeting duly called for this purpose;

ON A MOTION DULY MADE, seconded and carried;

BE IT RESOLVED BY SPECIAL RESOLUTION (TWO-THIRDS VOTE) 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, then subject to first obtaining any necessary advice from legal counsel for the Corporation, any two Directors and Officers of the Corporation are 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 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.

DETERMINATION OF THE NUMBER OF DIRECTORS

WHEREAS Section 7.02 of GOB No. 5 states that, subject to the Articles, the precise number of Directors on the Board shall be determined from time to time by the Members by Special Resolution or, if the Special Resolution empowers the Directors to determine the number of the Directors, by resolution of the Board;

AND WHEREAS the Members wish to empower the Directors to determine the number of Directors each year by resolution;

ON A MOTION DULY MADE, seconded and carried;

BE IT RESOLVED BY SPECIAL RESOLUTION (TWO-THIRDS VOTE) THAT, in accordance with the Articles and GOB #5, the Board of Directors are empowered to determine the number of Directors each year by resolution.

DATED the ____ day of _____, 2024