



Certificate of Incorporation

Canada Not-for-profit Corporations Act

Certificat de constitution

*Loi canadienne sur les organisations à but non
lucratif*

B'NAI BRITH NATIONAL ORGANIZATION OF CANADA

Corporate name / Dénomination de l'organisation

938975-0

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les organisations à but non lucratif*.

Virginie Ethier

Director / Directeur

2015-11-19

Date of Incorporation (YYYY-MM-DD)
Date de constitution (AAAA-MM-JJ)



Canada Not-for-profit Corporations Act (NFP Act)

Form 4001

Articles of Incorporation

1 Corporate name

B'NAI BRITH NATIONAL ORGANIZATION OF CANADA

2 The province or territory in Canada where the registered office is situated

Ontario

3 Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number

Maximum number

4 Statement of the purpose of the corporation

The purpose of the corporation is to receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to charitable organizations that are also registered charities under the Income Tax Act (Canada).

5 Restrictions on the activities that the corporation may carry on, if any

None

Form 4001
Articles of Incorporation

6 The classes, or regional or other groups, of members that the corporation is authorized to establish

See attached Schedule 1.

7 Statement regarding the distribution of property remaining on liquidation


Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of the Income Tax Act (Canada).

8 Additional provisions, if any

See attached Schedule 2.

9 Declaration

I hereby certify that I am an incorporator of the corporation.

<i>Print name(s)</i>	<i>Signature(s)</i>
Henry Schnurbach	

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

B'NAI BRITH NATIONAL ORGANIZATION OF CANADA

SCHEDULE 1

FORM 4001– ARTICLES INCORPORATION

The Corporation is authorized to establish two classes of Members: Class A Members and Class B Members. Each Class A Member is entitled to receive notice of and attend all meetings of Members and shall be entitled to one (1) vote in the following matters:

- (i) amendments to the Articles;
- (ii) matters relating to membership conditions and rights as specified in subsection 199(1) of the CNCA;
- (iii) amalgamation in accordance with sections 204 or 207 of the CNCA;
- (iv) continuance in accordance with subsection 212(4) or section 213 of the CNCA;
- (v) an extraordinary sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of its activities in accordance with section 214 of the CNCA; and
- (vi) election of Directors representing Class A Members.

Each Class B Member shall be entitled to receive notice of and attend all meetings of Members and each Class B Member is entitled to one (1) vote at such meetings, except meetings at which only Members of another class are entitled to vote separately as a class.

B'NAI BRITH NATIONAL ORGANIZATION OF CANADA

SCHEDULE 2

FORM 4001– ARTICLES INCORPORATION

- (a) Any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.
- (b) The Corporation shall be carried on without the purpose of gain for its Members, and any profits or other accretions to the Corporation shall be used in furtherance of its purposes.
- (c) Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties.
- (d) The Board of Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual meeting of Members, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting of Members.