



## Certificate of Incorporation

*Canada Not-for-profit Corporations Act*

## Certificat de constitution

*Loi canadienne sur les organisations à but non  
lucratif*

WE Charity Foundation

Corporate name / Dénomination de l'organisation

1060450-0

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

2018-01-29

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



**Form 4001**  
**Articles of Incorporation**  
*Canada Not-for-profit Corporations*  
*Act (NFP Act)*

**Formulaire 4001**  
**Statuts constitutifs**  
*Loi canadienne sur les*  
*organisations à but non lucratif*  
*(Loi BNL)*

- 1 Corporate name  
Dénomination de l'organisation  
**WE Charity Foundation**
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- 2 The province or territory in Canada where the registered office is situated  
La province ou le territoire au Canada où est maintenu le siège  
**ON**
- 
- 3 Minimum and maximum number of directors  
Nombres minimal et maximal d'administrateurs  
**Min. 3     Max. 30**
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- 4 Statement of the purpose of the corporation  
Déclaration d'intention de l'organisation  
**See attached schedule / Voir l'annexe ci-jointe**
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- 5 Restrictions on the activities that the corporation may carry on, if any  
Limites imposées aux activités de l'organisation, le cas échéant  
**None**
- 
- 6 The classes, or regional or other groups, of members that the corporation is authorized to establish  
Les catégories, groupes régionaux ou autres groupes de membres que l'organisation est autorisée à établir  
**See attached schedule / Voir l'annexe ci-jointe**
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- 7 Statement regarding the distribution of property remaining on liquidation  
Déclaration relative à la répartition du reliquat des biens lors de la liquidation  
**See attached schedule / Voir l'annexe ci-jointe**
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- 8 Additional provisions, if any  
Dispositions supplémentaires, le cas échéant  
**See attached schedule / Voir l'annexe ci-jointe**
- 
- 9 **Declaration:** I hereby certify that I am an incorporator of the corporation.  
**Déclaration :** J'atteste que je suis un fondateur de l'organisation.

Name(s) - Nom(s)

Original Signed by - Original signé par

**Victor Li**

**Victor Li**

**Victor Li**

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).

La personne qui fait une déclaration fautive ou trompeuse, ou qui aide une personne à faire une telle déclaration, commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois ou l'une de ces peines (paragraphe 262(2) de la Loi BNL).

You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la Loi BNL. Il est à noter que la Loi BNL et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

## **Schedule / Annexe**

### **Purpose Of Corporation / Déclaration d'intention de l'organisation**

1. To promote the efficiency and effectiveness of other registered charities by providing and maintaining facilities to house the operations of other registered charities, including WE Charity.
2. 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 qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada).

**Schedule / Annexe**  
**Classes of Members / Catégories de membres**

There shall be the following two (2) classes of membership in the Corporation:

1. Founding Members; and
2. Ordinary Members.

**VOTING**

The voting rights of each class of Members shall be as follows:

1. Each Founding Member shall be entitled to one (1) vote on all matters brought before the Members.
2. Except as provided in the Act, each Ordinary Member shall be entitled to one (1) vote on all matters brought before the Members; provided however, that so long as there shall be at least one Founding Member in office, then the Ordinary Members shall not be entitled to vote on the matters listed below and the Founding Members shall be the sole class of members entitled to vote on:
  - (a) any amendments to the By-Laws of the Corporation;
  - (b) any amendments to the Articles of the Corporation;
  - (c) the admission of additional Founding Members or Ordinary Members; and
  - (d) the election and removal of the Appointed Directors.
3. The Founding Members may remove any Ordinary Member with or without cause.
4. The Ordinary Members may remove any Ordinary Member with or without cause by Special Resolution, provided that:
  - (a) any Ordinary Member being considered for removal may not cast a ballot on the motion; and
  - (b) the consent of the Founding Members shall first be obtained if the Ordinary Member being considered for removal:
    - (i) is a Director elected by the Founding Members; or
    - (ii) was admitted as an Ordinary Member by the Founding Members.
5. The Founding Members or the Ordinary Members of the Corporation are not entitled to vote separately as a class upon a proposal to amend the articles or By-Laws to:

(a) effect an exchange, reclassification or cancellation of all or part of the memberships of their respective classes; or

(b) create a new class of members having rights equal or superior to those of either class.

## **Schedule / Annexe**

### **Distribution of Property on Liquidation / Répartition du reliquat des biens lors de la liquidation**

It is specially provided that in the event of dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to WE Charity, if then a registered charity; otherwise to one or more qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada).

**Schedule / Annexe**  
**Additional Provisions / Dispositions supplémentaires**

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.

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.