



Certificate of Incorporation

Canada Not-for-profit Corporations Act

Certificat de constitution

*Loi canadienne sur les organisations à but non
lucratif*

The Globe and Mail Foundation

Corporate name / Dénomination de l'organisation

1069845-8

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

2018-03-23

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
The Globe and Mail Foundation
-
- 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. 20
-
- 4 Statement of the purpose of the corporation
Déclaration d'intention de l'organisation
See attached schedule / Voir l'annexe ci-jointe
-
- 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
-
- 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
-
- 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

Phillip Crawley

Phillip Crawley

Phillip Crawley

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 advance education and inform knowledge, public discourse and citizen participation around the most pressing issues of our time by:
 - (a) convening events, seminars and forums open to the public featuring presentations and discussions by various subject matter experts and opportunities to exchange ideas and perspectives.
 - (b) working with formal educational institutions to connect journalists with academic researchers to facilitate the presentation of academic work in forms more easily accessible to a broader public audience.
 - (c) conducting in-depth, independent research and journalism on issues relevant to our time and making the results work available to the public.

2. To promote and maintain efficiency, high standards of practice and excellence in journalism and the news industry for the benefit of the public by:
 - (a) offering training programs for, and providing funds for the training of, individuals engaged in journalism and the news industry.
 - (b) providing publicly available scholarships, bursaries, awards, internships or other forms of financial assistance to persons pursuing the study of journalism and 21st century fact based story telling in elementary, secondary, or post-secondary education.

3. 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 other registered charities or qualified donees under the Income Tax Act (Canada).

4. To undertake activities ancillary and incidental to the attainment of the foregoing charitable purposes.

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. Each Ordinary Member shall be entitled to one (1) vote on all matters brought before the Members.
3. The Founding Members may remove any Founding Member with or without cause by Special Resolution.
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 is a Director elected by the Founding Members.
5. The Founding Members or the Ordinary Members of the Corporation are 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 one or more qualified donees as defined in section 149.1(1) of the Income Tax Act (Canada), with similar purposes as the Corporation.

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.

The Directors shall serve as such 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.