

BY-LAWS

Times Change Women's Employment Service Inc.

August 2024

BE IT ENACTED that By-law Number 2 of the Times Change Women's Employment Service Inc. be repealed and the following by-law relating generally to the transaction of business and affairs of Times Change Women's Employment Service Inc. be adopted in its stead.

BY-LAW NUMBER 4

A by-law relating generally to the transaction of the affairs of

Times Change Women's Employment Service Inc.

ARTICLE I

INTERPRETATION

1.01 Definitions

In this By-law and all other By-laws and special resolutions of the Corporation, unless the context otherwise requires:

"**Act**" means the Corporations Act of Ontario, and any Act that may be substituted therefore, as from time to time amended;

"**Board**" means the Board of Directors of the Corporation;

"**By-laws**" means this By-law and all other By-laws of the Corporation from time to time in force and effect;

"**Corporation**" means the corporation incorporated as a corporation without share capital under the Act by Letters Patent dated the 15th day of September, 1975 and named Times Change Women's Employment Service Inc.;

"**Letters Patent**" means the letters patent incorporating the corporation as from time to time amended and supplemented by Supplementary Letters Patent;

"**Meeting of Members**" includes an annual meeting of members and a special meeting of members;

words importing the singular number include the plural and vice versa;

words importing the feminine gender include a gender; and all genders

words importing persons include individuals, corporations, partnerships, trust and unincorporated organizations.

ARTICLE II

ADMINISTRATION

2.01 Head Office

The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

2.02 Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

2.03 Execution of Documents

Deeds, transfers, licenses, contracts and other instruments on behalf of the Corporation shall be signed by any two of the following officers: President/Chair, Vice President, Secretary, and Treasurer; and any of the said signors shall affix the seal of the Corporation to such instruments as require same.

Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

2.04 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

2.05 Financial Year

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

2.06 Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so

appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

2.07 Deposit of Securities for Safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE III

DIRECTORS

3.01 Powers

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

3.02 Borrowing

The Directors may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation, or

From time to time the Directors may authorize any Director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed, or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

3.03 Number and Election of Directors

The affairs of the Corporation shall be managed by a Board of ten (10) Directors and no less than three (3), each of whom at the time of her term of office shall be a member of the Corporation. Each Director shall be elected to hold office for a period of two years. Terms shall be staggered and no more than three (3) may vacate their position simultaneously. The election may be by a show of hands unless a ballot be demanded by any member.

3.04 Qualification

No person shall be qualified as a Director unless she is eighteen (18) or more years of age and is at the time of her election and throughout her term of office a member of the Corporation, provided that a person who is not a member of the Corporation may be a Director if she is otherwise qualified and if she becomes a member of the Corporation within ten (10) days after her election, subject to the provisions of the Act.

3.05 Nominations

The Board of Directors will strike a Nominations Committee annually, charged with the responsibility of recruiting new Board members and proposing a list of candidates to the membership for election at the Annual General Meeting.

The Nominations Committee will interview all potential nominees for the open positions on the Board and use equity criteria in developing its slate of nominees to be presented to the general membership at the Annual General Meeting.

3.07 Vacation of Office

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) if a receiving order is made against her or if she makes an assignment under the Bankruptcy Act;
- b) if an order is made declaring her to be a mentally incompetent person or incapable of managing her affairs;
- c) if she ceases to be qualified as provided in Section 3.04;
- d) if she shall be removed from office by disqualification or by resolution of the members as provided in Section 3.10; or
- e) if by notice in writing to the Corporation she resigns her office and such resignation, if not effective immediately, becomes effective in accordance with its terms.
- g) No more than three (3) directors shall vacate their position simultaneously barring unforeseen circumstances.

3.08 Vacancies

Vacancies on the Board may be filled for the remainder of its term of office either by the members at a general meeting of members called for the purpose or by the Board if the remaining Directors constitute a quorum. If the number of Directors is increased in accordance

with the Act, a vacancy or vacancies on the Board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

3.09 Quorum, Call of Meetings

50% of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. Directors' meetings may be formally called by the President/Chair or Vice-President, or by the Secretary on direction in writing *or electronically* at the request of two Directors. Notice of such meetings shall be given to each Director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President/Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and no notice need be sent of such regular meeting. A Directors' meeting may also be held, without notice, immediately following the Annual General Meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

3.10 Errors in Notice

No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

3.11 Voting

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall be entitled to a deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President her duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

3.12 Removal of Directors

A Director who misses any three (3) meetings of the Board during a twelve month period shall be disqualified from her office, unless one or more of the absences is excused by the Board.

The members may, by resolution passed by at least a majority of the votes cast thereon at a general meeting of members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of her term of office and may, by majority vote at that meeting, elect any person in her stead for the remainder of her term.

3.13 Interest of Directors in Contracts

Subject to the provisions of the Act, no Director shall be disqualified by her office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested be liable to be avoided nor shall any Director so contracting or being so interested be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

3.14 Declaration of Interest

It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.

3.15 Remuneration of Directors

The Directors of the Corporation shall not receive remuneration for their services to the Corporation as Directors, except they shall be entitled to be paid for their travel and other expenses properly incurred by them in attending meetings of the Board of Directors.

3.16 Executive Committee

Whenever the Board consists of more than six (6) Directors, the Board may elect from its number an Executive Committee consisting of not less than three (3), which Committee shall have power to fix its quorum at not less than a majority of its members and may exercise all the powers of the Board, subject to any restrictions imposed from time to time by the Board.

3.17 Other Committees

The Board may, by resolution, create one or more other committees which may, but need not, include members of the Board. Unless otherwise provided, the President/Chair shall be a member ex officio of all committees. Other committees created by the Board may be given written terms of reference by the Board.

ARTICLE IV

OFFICERS

4.01 Officers of the Corporation

The Board must elect from among its members a President/Chair. From time to time the Board shall appoint a Secretary and may appoint a Vice-President and a Treasurer and such other officers as the Board may determine. One person may hold more than one office except the President/Chair may not hold the offices of Secretary, Vice-President or Treasurer.

4.02 Duties of President/Chair and Vice-President

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board. The President/Chair shall also be charged with the general management and

supervision of the affairs, subject to the authority of the Board, of the business and affairs of the Corporation. The President/Chair with the Secretary or other officer appointed by the Board for the purpose shall sign all By-laws. During the absence or inability of the President/Chair, her duties and powers may be exercised by the Vice-President or such other Director as the Board may appoint for the purpose.

4.03 Duties of Secretary

The Secretary shall be ex officio clerk of the Board. She shall record all facts and minutes of all proceedings in the books kept for that purpose. She shall give all notices required to be given to members and to Directors. She shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which she shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and she shall perform such other duties as may from time to time be determined by the Board. If the Secretary is absent from a meeting of the Board, the Board shall appoint a replacement clerk of the Board who shall record all facts and minutes of that meeting.

4.04 Duties of Treasurer

The Treasurer, or person performing the usual duties of a Treasurer, shall oversee the full and accurate accounts, kept by the bookkeeper on the staff, of all receipts and disbursements of the Corporation in proper books of account, and shall oversee deposit of all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board. She shall oversee the disbursement of the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required of her, an account of all the transactions as Treasurer, and of the financial position of the Corporation. She shall also perform such other duties as may from time to time be determined by the Board.

4.05 Other Officers

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires them.

4.06 Agents and Attorneys

The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

ARTICLE V

PROTECTION OF DIRECTORS AND OFFICERS

5.01 Indemnity

Every Director and officer of the Corporation and her heirs, executors and administrators and estate and effects may from time to time and at all times be indemnified and saved harmless out of the funds of by the Corporation from and against:

- (a) all costs, charges and expenses whatsoever that she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her in or about the execution of the duties of her office; and
- (b) all other costs, charges and expenses that she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by her own willful neglect or default.

5.02 Validity of Actions

The acts of a Director or an officer are valid notwithstanding any defect that may afterwards be discovered in her appointment or qualification.

5.03 Directors' Reliance

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

5.04 Limitation of Liability

No Director of the Board shall be liable for the acts, receipts, neglects or defaults of any other Director or employee, or for joining in any receipt of other act for conformity, or for any loss, damage or expense happening to the Board through the insufficiency or deficiency of any security in or upon which any of the monies of the Board shall be invested, or for any loss or damage arising from the bankruptcy, insolvency of tortuous act of any person with whom any of the monies, securities or effects of the Board shall be deposited, or for any loss occasioned by any loss, damage or misfortune whatever which shall happen in the execution of the duties of office or in relation thereto unless the same are occasioned by that person's own willful neglect or default. The Board shall obtain liability insurance which reflects the foregoing, and it shall be in full force and effect at all times.

ARTICLE VI

MEMBERS

6.01 Membership

The membership shall consist of the applicants (aged 18 years of age or older) for incorporation of the Corporation and such individuals as are admitted as members by resolution by the Board. Each member shall be promptly informed by the Secretary of her admission as a member.

Each member shall be entitled to one vote on each question arising at any special or general or Annual General Meeting of the members.

6.02 Term of Membership

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon her death or when she ceases to be a member by resignation or failure to renew membership annually or otherwise in accordance with the By-laws of the Corporation.

6.03 Resignation

Members may resign by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation.

6.04 Removal

Upon thirty (30) days' notice in writing to a member of the Corporation, the Board may pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. Any such member may re-apply for membership in the Corporation.

6.05 Dues

There shall be dues or fees payable by members as shall from time to time be fixed by the Board, which vote shall become effective only when confirmed by a vote of the members at the Annual General Meeting

The Secretary shall notify the members of the dues or fees at any time payable by them, and if any are not paid within thirty (30) days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by the Board.

ARTICLE VII

MEETINGS OF MEMBERS

7.01 Annual General Meeting and Other Meetings Of Members

The Annual General Meeting or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board or the President/Chair or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice or advertisement of members' meetings, Annual General or general, shall be required, but notice of the time and place of every such meeting shall be given to each member of record on the day on

which notice is given not less than ten (10) days before the day fixed for the holding of such meeting.

Any member may at any time, in writing, waive notice of any such meeting, and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of any member, Director or officer shall be her last address recorded on the books of the Corporation.

7.02 Adjournments

Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present.

7.03 Chairperson, Secretary and Scrutineers

The President, or in her absence, a Vice-President who is a Director of the Corporation shall be Chairperson of any meeting of members. If no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairperson. If the Secretary of the Corporation is absent, the Chairperson shall appoint some person, who need not be a member, to act as Secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the Chairperson with the consent of the meeting.

7.04 Quorum of Members

A quorum for the transaction of business at any meeting of members shall consist of not less than eight (8) members present in person.

7.05 Voting Members

- a) Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote. No member shall be entitled to vote at meetings of the Corporation unless she has paid all dues or fees, if any, then payable by her.
- b) Any member is entitled to vote by proxy, as provided for in the Act. Members may vote by mail, phone or electronic means.

7.06 Votes to Govern

- a) At all meetings of members every question shall be decided by a majority of the votes of the members present unless otherwise required by the By-laws of the Corporation, or by law.
- b) Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote and unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes of the Corporation

shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

- c) The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn that question shall be decided by a majority of votes given by the members present and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

ARTICLE VIII

NOTICES

8.01 Notice

Whenever under the provisions of the By-laws of the Corporation, notice is required to be given, such notice may be given either personally or electronically or telephoned or mailed to the officer or Director or member at her address as it appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent four (4) days after the time when the same was deposited in a post office or public letter-box as aforesaid.

The Secretary may change the address on the Corporation's books of any member, Director, officer or auditor in accordance with any information believed by her to be reliable.

8.02 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8:03 Waiver of Notice

Any member, Director, officer or auditor may waive any notice required to be given to her under any provision of the Act, the Letters Patent, the By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE IX

AUDITORS

9.01 Auditors

The members shall at each Annual Meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next Annual Meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

ARTICLE X

10.01

These By-laws shall remain in force unless amended by the membership at a duly constituted meeting of Times Change Women’s Employment Service Inc. Amendments to the By-laws require a majority. Notice of motion of By-law amendment must be mailed to the membership ten (10) days in advance of the membership meeting at which the amendment is being considered.

10.02 Rules of Order

Where the By-laws are silent, procedural issues shall be settled in accordance with Robert’s Rules of Order.

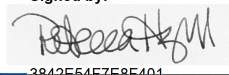
ARTICLE XI


EFFECTIVE DATE

11.01 Effective Date

This By-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the Board of Directors and sealed with the corporate seal this 27 day of April, 2017

Signed by:

3842E54F7E8F401...
PRESIDENT/CHAIR

Signed by:

B4472844C32046C...
SECRETARY

CONFIRMED by special resolution of the members the 21 day of May, 2017