

BY-LAW NO. 1

A by-law relating to the conduct of the affairs of BPW Brampton (hereinafter called the Corporation).

BE IT ENACTED as a by-law of the Corporation as follows:

1. Head Office

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

2. Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation. Susanne Balpataky of Speigel, Nicholls – Fox in possession of seal.

3. Membership

(a) General Membership

Membership in this Corporation shall be limited to business and professional women, and membership shall be unlimited in number.

(b) Application for Membership

- (i) Every applicant for membership shall apply to the Chairperson of the Membership Committee on a form provided by the Corporation and shall give the full name, address, and occupation of the applicant together with such other

information as the Board of Directors may from time to time determine. The form shall be signed by the applicant and shall be accompanied by the membership fee and initiation fee.

- (ii) Membership may be granted or denied to an applicant by a majority vote of the Board of Directors at a meeting of the Board of Directors. In considering any application for membership, the Board of Directors may consider the applicant's character and reputation and the availability of memberships within the class of membership for which the applicant is eligible.

(c) Classes of Membership

There shall be four classes of membership in the Corporation, namely: ACTIVE, ASSOCIATE, HONOURARY AND STUDENT.

- (i) An ACTIVE MEMBER shall be one who, at the time of admittance to this class, is now, has been within the last two years, or will be within the next two years, engaged in remunerative employment. At least (75%) of the total membership of the Corporation shall consist of ACTIVE MEMBERS.
- (ii) AN ASSOCIATE MEMBER or RETIREE shall be one who does not meet the requirement of an active member at the time of acceptance to membership in this class. AN ASSOCIATE MEMBER shall be reclassified as an ACTIVE MEMBER upon becoming engaged in remunerative employment.
- (iii) AN HONOURARY MEMBER is one who is granted such status by way of resolution passed by a two-thirds vote any general meetings of members. The position of HONOURARY MEMBER shall be in recognition of the individual's contribution to improving the economic, political, employment and social conditions of women.

(iv) A STUDENT MEMBER is a person who spends at least 60% or more of her time in studies at a post-secondary educational institution. A STUDENT MEMBER shall be reclassified as an ACTIVE MEMBER upon becoming engaged in remunerative employment.

(d) Each member who paid all dues and fees payable by her, with the exception of HONOURARY MEMBERS shall have the right to vote. Only ACTIVE and or ASSOCIATE MEMBERS may hold the office of President or Vice-President or be named as delegates, alternates, or proxies at Conventions or Conference which the Corporation attends.

(e) Termination of Membership

Membership in the Corporation shall terminate:

- (i) upon acceptance by the Board of Directors of the written resignation of a member; or
- (ii) upon the expulsion of a member.

The membership of the Corporation, by way of a special resolution passed by at least two-thirds of the votes cast at a special meeting duly called for that purpose, shall have the power to reprimand, suspend or expel any member:

- (i) who willfully infringes any rule or by-law of the Corporation;
- (ii) whose conduct is prejudicial to the interests of the Corporation, but no member shall be reprimanded, suspended, or expelled without first being given an opportunity to attend before a special meeting of members to explain her conduct. For greater certainty, conduct prejudicial to the interests of the Corporation shall include conduct for which the member has been found guilty of an offence under the

Criminal Code; and acts, speech or conduct which, in the opinion of the Board of Directors, is harmful to the Corporation or interests of the Corporation.

Written notice of the meeting called for the purpose set out in section (ii) shall be given to all members at least fourteen (14) days prior to the scheduled meeting date, setting out the reasons or causes for the proposed reprimand, suspension, or expulsion of the member.

4. Dues

(a) (i) The annual dues payable by members shall include the Canadian Federation of Business and Professional Women's Clubs ("CFBPWC") fee, the International Federation of Business and Professional Women ("IFBPW") fee, the Business and Professional Women's Clubs of Ontario (the "Provincial Organization") fee, travel assessments levied by the CFBPWC and Provincial Organization and the Corporation's operating expenses. The amount of the annual dues shall be determined by a majority of votes cast at the March meeting and becomes effective on May 1 of each year.

(ii) All new members and returning members after a 5 year leave of absence accepted into the membership of the Corporation and shall receive a name tag and pertinent information relating to the Corporation. The amount of the initiation fee payable in each fiscal year shall be determined by a majority of votes cast at the March meeting of members.

(b) (i) Annual dues are due on or before May 1 of each year. New members admitted from May 1 to December 31 shall pay the full amount of the annual dues. New members admitted from January 1 to April 30 shall pay one-half of the amount of the annual dues payable in the previous calendar year. STUDENT members shall pay one half (1/2) of the Corporation's annual dues or such other amount as

determined by the Board of Directors.

(iii) Annual dues which are not remitted on or before May 1, shall be subject to a service charge. The amount of the service charge for the next fiscal year shall be determined by a majority of votes cast at the March meeting of members.

(c) The amount owed by the Corporation in respect of the IFBPW, CFBPWC and Provincial Organization fees is due and payable in accordance with the respective deadlines for payment of these organizations. These amount shall be remitted by the Treasurer of the Corporation, together with the names and addresses of those individuals for whom fees are being paid, in the prescribed form (the Form 100). Thereafter, the Corporation shall file Report Forms to report changes, if any, in the names and addresses of the members, deletions or additions in the Corporation's membership, together with the remittances of fees for new and renewing members.

5. Fiscal Year

The fiscal year of the Corporation shall terminate on the 30th day of April in each year.

6. Board of Directors

(a) The affairs of the Corporation shall be managed by a Board of Directors, each of whom shall be a member in good standing of the Corporation at the time of her election or appointment, when she takes office, and throughout her term of office. Each director shall also be elected as an officer of the Corporation at the time of her election as a director or as the chair of the Standing Committee for which such person stood for election.

(b) The Board of Directors of the Corporation shall be comprised of the Officers of the Corporation and the Chairpersons of the Standing Committees. The

Officers shall consist of: The Immediate Past President, the President, the First Vice President, the Second Vice President, the Recording Secretary, the Corresponding Secretary, and the Treasurer.

There shall be the following Standing Committees:

- (i) Membership;
- (ii) Programs and Projects; and
- (iii) Publicity and Public Relations.

There shall be the following Non-Standing Committees:

- (i) By-Laws and Resolutions;
 - (ii) Personal Development;
 - (iii) Public Affairs;
 - (iv) International Affairs; and
 - (v) Nominations (the job of the Past President)
- (c) The Chairpersons of the Standing Committees shall be elected as directors of the Corporation by the members in the normal election process.
- (d) The Chairpersons of the Non-Standing Committees:
- (i) Shall be appointed or, in the event that there is more than one eligible candidate who has consented to stand for office as a chairperson of a Non-Standing Committee, shall be appointed by the Board of Directors following each Annual General Meeting;
 - (ii) Shall be entitled to attend meetings of the Board of Directors when their committee responsibilities require them to discuss business which

the Board of Directors as from time to time requested by the Board of Directors; and

(iii) Are not required to be members of the Board of Directors of the Corporation.

(e) The Directors shall receive no remuneration for acting as such.

7. Authority of Board of Directors

(a) The Directors of the Corporation shall administer the affairs of the Corporation 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 thereafter provided, generally may exercise all such other powers and all such other acts and things as the Corporation is by its Letters Patents or otherwise authorized to exercise and do.

(b) Without in any way derogating from the foregoing, the Directors are expressly empowered , from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and / or other property, moveable or immovable, real or personal, or any rights or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

8. Execution of Documents

(a) Deeds, transfers, mortgages, charges, licences, contracts, and engagements on behalf of the Corporation shall be signed by the President or, in the absence of the President, by the First Vice-President, together with either the Recording

Secretary or Treasurer. The seal of the Corporation shall be affixed to such instruments as require same.

- (b) When authorized by a majority vote of the Board of Directors, Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President or First Vice President, together with either the Recording Secretary or Treasurer.
- (c) Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, either the Board of Directors may, at any time, or by the resolution of the members passed at a General, Special or Annual Meeting, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation or shall be executed.
- (d) When executing on behalf of the Corporation, signing Officers of the Corporation shall affix their signatures and the titles of their offices.

9. Removal of Directors

The members of the Corporation may remove any Director before the expiration of her term of office by a resolution passed by at least two-thirds (2/3) of the votes cast at a general or special meeting and may, by a majority of the votes cast at the meeting, elect another member in her stead for the remainder of her term. Notice specifying the intention to pass such a resolution must have been previously given as specified in these By-Laws.

10. Absenteeism of Directors

Any Director who is absent for three (3) consecutive Board Meetings without just cause shall be considered to have relinquished her directorship and her resignation as a Director shall be given to the Board of Directors.

11. Liability of Directors

Every director and officer of the Corporation and her heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (i) all costs, charges and expenses whatsoever which 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 things whatsoever, made, done or permitted her, in or about execution of the duties of her office; and (see Club Liability Insurance Policy).
- (ii) All other costs, charges, and expenses that she sustains or incurs in or about or in relation to the affair thereof, except such costs, charges or expenses as are occasioned by her own willful neglect or default.

12. Duties of Officers

- (a) All Officers shall keep a permanent record of their work, and within one month of relinquishing office, shall turn it over to their successors.
- (b) The President shall function as Chairperson at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged

with the general management and supervision of the affairs and operations of the Corporation. The President shall be an ex-officio member of all committees.

- (c) The First Vice President shall exercise all the duties and powers of the President in her absence. The Second Vice-President shall exercise all the duties and powers of the President in the absence of the President and the First Vice-President. The First and Second Vice-President shall be ex-officio members of all committees.
- (d) The Recording Secretary shall make full and accurate minutes of all meetings of the members and of the Board of Directors. Paper contracts and other documents of the Corporation which she shall deliver up to her successor or to such person or persons as may be named in a resolution duly passed by the Board of Directors to this effect. (She shall perform such other duties as may, from time to time, be determined by the President).
- (e) The Corresponding Secretary shall accept mail on behalf of the Membership for general distribution to the appropriate Committee Member for execution.
- (f) The Treasurer shall:
 - (i) receive and promptly deposit all monies in the name of and to the credit of the Corporation in such financial institution(s) as selected by her and ratified by the Board of Directors;
 - (ii) collect dues payable by the members of the Corporation;
 - (iii) remit to the CFBPWC and to BPW Ontario the Report Forms together with the dues payable to those organizations;

- (iv) disburse the Corporation's funds by cheque, electronic banking or how she sees fit drawn on the Corporation's bank account under the direction of the Board of Directors and obtain receipts and discharges therefore;
- (v) keep full and accurate accounts in a permanent file of all money received by or expended on behalf of the Corporation and shall give a report of all her transactions as Treasurer at each meeting of the Board of Directors and to the membership at each monthly information meeting;
- (vi) be responsible for all books of account and financial records of the Corporation
- (vii) turn over to her successor, within fourteen (14) days of vacating office, all the books, records and documents referred to in this section;
- (viii) shall prepare, together with the President and Vice Presidents, and submit a Budget to the Board of Directors for recommendation to the members, who shall have final approval; and
- (ix) shall perform such other duties as may, from time to time, be determined by the President.

13. Duties of Standing Committees

- (a) It shall be the duty of the Membership Committee:
 - (i) to expand the memberships of the Corporation; and

- (ii) to consider and recommend to the Board of Directors the action to be taken with respect to all applications for membership, resignation, and re-instatements; and
- (b) It shall be the duty of the Programs' Committee:
 - (i) to develop a program for the year consistent with the Corporation's mandate as set forth in its Letters Patent;
 - (ii) to arrange for speakers to attend at monthly meetings or members; and
 - (iii) to integrate the topics and issues dealt with by other committees into programs.
- (c) It shall be the duty of the Publicity and Public Relations Committee:
 - (i) to disseminate information as to the objectives, program of the Corporation;
 - (ii) to publicize the Corporation's activities both before and after scheduled events; and
 - (iii) to keep members informed of the Corporation's programs, and other events.

14. Duties of Non-Standing Committees

- (a) It shall be the duty of the By-Laws Resolutions Committee:
 - (i) to receive from the members of the Corporation and consider possible topics for resolutions to be dealt with the Provincial Conference and Biennial Convention; to prepare proposed resolutions and present them to the Board or to members at large in the proper form, and to forward copies of the Corporation's resolutions to the appropriate individuals by

the required due dates for presentation at the Provincial Conference and Biennial Convention.

- (ii) to review the Corporation's By-Laws at least once every three years, to accept and prepare proposed amendments and present them to the members of the Corporation in the proper form and to forward accepted amendments to the proper individuals for approval.
- (b) In order to adequately coordinate the work of the Corporation with the work of the CFBPWC and BPW Ontario at least one member of the Corporation shall be appointed as Chairperson of each of the following committees; International Affairs, Personal Development and Public Affairs.

It shall be the duty of International Affairs Committee;

- (i) to attend to matters relating to the IFBPW and to International Affairs;
 - (ii) to increase the knowledge of the Corporation's members as to the work of the United Nations.
- (c) It shall be the duty of the Personal Development Committee:
- (i) to inform the members of the Corporation of matters pertaining to education, self-development, and the use of leisure time;
 - (ii) to propose studies and projects which may be undertaken by the Corporation.

- (d) It shall be the duty of the Public Affairs Committee:

- (i) to keep the Corporation informed of conditions relating to women's employment in Canada, the Province, and the local community;
- (ii) to keep the Corporation informed of existing and proposed legislation of interest to business and professional women;
- (iii) to encourage women to participate in the business of government at all levels;
- (iv) to recognize the contribution that women make in public life;
- (e) The duties of the Nominations Committee are set forth in paragraph 16 of these By-Laws.

15. Ad Hoc Committees

Other ad hoc committees may be appointed by the Board of Directors, as required. When the purpose for which these committees have been appointed, have accomplished, these committees shall be dissolved by the Board of Directors.

16. Nominations for Elections to Office

- (a) The Immediate Past President of the Corporation shall chair the Nomination Committee and shall appoint two (2) members to form the said Committee. The duty of the Committee shall be to receive nominations for elected positions.
- (b) By the March general Meeting, the Nomination Committee shall notify all members, in writing, of those individuals who are and who are not eligible for re-election and shall ask for nominations. Nominations must be in the

hands of the Nomination Committee at least one (1) month before the date of the Annual General Meeting.

- (c) The Nomination Committee shall forward to each member a complete list of all eligible nominees who have consented to stand for office, with notice of meeting of the Annual General Meeting.
- (d) The Nominations Committee shall report the nominations received for office at the Annual General Meeting. Nominations may also be made from the floor. Members of the Nomination Committee, upon becoming a candidate for election to office, shall resign as members of the Nominations Committee.

17. Election Criteria

- (a) Directors, officers, and Standing Committee Chairpersons shall be Elected by ballot at the Annual General Meeting and shall be in office for a period of one (1) year.
- (b) The candidate receiving the majority of votes shall be declared elected. In the case of a tie vote, a second ballot shall be taken. If the second ballot results in a tie vote, the presiding officer shall cast the deciding vote.
- (c) No member shall hold the same office for more than two (2) years consecutive terms. Twelve (12) months shall be considered a term in deciding eligibility for re-election.

18. Vacancies in Office

Vacancies in office may be filled by the Board of Directors so long as a quorum of Directors remains in the office. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of Members to fill the vacancy.

19. Vacancy Terms

A member who has been appointed by the Board of Directors to complete another Director's unexpired term of office is eligible for election for two (2) additional full terms in the same office.

20. Board Meetings

(a) Directors' meetings may be formally called by the President or by any three (3) Directors. Notice of such meetings shall be delivered, telephoned or electronically to each Director not less than one (1) day before the meeting is to take place or shall be mailed to each Director not less than seven (7) days before the meeting is to take place. The statement of the President, a Vice President or the Recording Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

(b) The Board may appoint a day or days in month or months for regular meetings at an hour to be named. No notice of such regular meeting need to be sent. A Directors' meeting may also be held, without notice, immediately following the Annual General Meeting of the Corporation. A quorum of the Board of Directors may consider or transact any business, either special or general, at any meeting of the Board.

(c) No formal notice of any meeting of Directors shall be necessary if all the Directors are present, or if those absent have signified their consent to the

meeting being held in their absence.

21. Board Quorum

A quorum for the transaction of business at a Board of Directors' meeting shall be a majority of the Board with no less than two of the President, First Vice President, and Second Vice President in attendance. Except as otherwise required by law, the Board of Directors may hold its meetings at such places as it may, from time to time, determine.

22. Errors in Notice – Board of Directors

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

23. Voting – Board of Directors

Every question arising at any meeting of the Board shall be decided by a majority of votes duly cast on the question. In the case of a tie vote, the Chairperson shall have the deciding vote. The declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes has been made shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The Board should decide in advance of the vote to show number of Yes, number of No's and Absentia of Vote.

24. Meetings of Members

There shall be a minimum of eight (8) informational meetings of members once in a given month from September through June at such place and on such dates and times as the Board of Directors may determine. No monthly notice of such information meeting need be sent. The Board shall, however, give notice to each member at least once a year of the schedule of the informational meetings.

25. Special Meetings

- (a) Special meetings of members may be called by a request made in writing to the directors, by at least one-tenth of the members entitled to vote at the meeting proposed to be held. Notice of the time and place of special meetings and annual general meetings shall be given to each member by sending the notice in the manner prescribed by section 37 of these By-Laws not less than fourteen (14) days prior to the date fixed for the holding of the meeting. Notice of a special meeting must state the business to be transacted at such meeting and no business other than that stated in the notice shall be transacted at such meeting.
- (b) The Board of Directors may at any time call a special meeting of the members of the Corporation. Notice of the time and place of such meeting shall be given to each member by sending the notice in the manner prescribed by section 37 of these By-Laws not less than fourteen (14) days prior to the date fixed for the holding of the meeting. Notice of special meeting must state the business to be transacted at such meeting and no business other than that stated in the notice shall be transacted at such meeting.

26. Errors in Notice – Meetings of Members

No error or omission in giving notice of any annual, special, or general meeting of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member may, at any time, waive notice of any such meetings and may ratify, approve, or confirm any or all proceedings taken thereat. For the purpose of sending notice to any member of any meeting, the address used shall be the last address recorded on the books of the Corporation by the Corresponding Secretary.

27. Annual Meetings

The annual general meeting of the Corporation shall be held in May of each year, at which time the report of the Directors, the financial statement and the report of the auditor shall be presented. At the annual general meeting, the Board of Directors shall be elected. In addition, any other business may be transacted for which notice has been given.

28. Quorum

One third (1/3) of the members of the Corporation shall constitute a quorum at any general meeting of members. One half (1/2) of the members of the Corporation shall constitute a quorum at an Annual General Meeting or at any special meeting of members.

29. Auditors

At the annual general meeting of the Corporation, an accredited firm of auditors shall be appointed for the ensuing year. The remuneration of an auditor appointed by the members shall be fixed by the members.

30. Voting Rights of Members

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, at all general meetings, each member who is entitled to vote shall be entitled to one (1) vote cast in person or by proxy. At all Annual or Special Meetings, each member who is entitled to vote shall be entitled to cast one vote in person or by proxy. Such proxy must be a member of the Corporation otherwise entitled to vote and, before voting, must produce and deposit with the Recording Secretary a proxy executed by the member she is representing. No member shall be entitled to vote at meetings of the Corporation unless she has paid all dues for fees payable by her.

31. Procedure

At all general meetings, unless otherwise herein provided, a majority vote of Members shall prevail. In the case of an equality of votes at any meeting, the Chairperson shall be entitled to the deciding vote.

32. Conferences

The President, or member as appointed by the President, shall be the first delegate to represent the Corporation at all Conventions and Conferences. Any additional delegates shall be proposed by the Board of Directors and ratified by the membership.

33. Cheques, etc.

- (a) All cheques, bills of exchange or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such 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. Any two (2) such Officers or agents may 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.

- (b) Any two (2) 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 any one of such Officers may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and releaser or verification slips.

34. Borrowing

The Board of Directors may, from time to time, when authorized by a resolution of the Members passed at the Special, General or Annual Meeting:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal Property of the Corporation, including book debts and unpaid calls, rights, powers, franchises, and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; or
- (d) vary or modify such arrangements, terms, and conditions and to give additional securities for any monies borrowed or remaining due by the Corporation, and to manage, transact and settle the borrowing of

money by the Corporation.

35. Amendments to the By-Laws

(a) The By-Laws of the Corporation may be made, amended, or repealed at the

Annual General Meeting, or at any general or special meeting of members

By a two-thirds (2/3) majority of votes cast provided that notice of the proposed by-law, its amendment or repeal has been sent to all members not less than fourteen (14) days before the meeting.

(b) Notwithstanding section (a) hereof, the By-Laws of the Corporation may be made, amended, or repealed at any general meeting without notice of the proposed by-law, its amendments or repeal provided that the vote in respect thereof is unanimous.

36. Notice of Corporation Affairs

Whenever notice is required to be given under the provisions of the By-Laws of the Corporation, such notice may be given, either personally, electronically or through a secure BPW website.

37. Interpretation

In this By-Law and in all other By-Laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and reference to persons shall include firms and corporations.

ENACTED this 18th day of October 2018.

WITNESS the Corporate seal of the Corporation.

President

Secretary

The foregoing By-Laws is hereby passed by the Board of Directors of the Corporation pursuant to the Corporations Act as evidenced by the respective signatures hereto of all the directors.

Dated this 18th day of October 2018
