

BYLAW NO. 1

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

**Alliance for Equality of Blind Canadians /
L'Alliance pour l'égalité des personnes aveugles du Canada**

(the “Corporation”)

Adopted April 27, 2013 at Toronto, Ontario
Revised April 27, 2014 at Ottawa, Ontario (Rev. 2)
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1 Definitions

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

“**Act**” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the *Act*, and any statute or regulations that may be substituted, as amended from time to time;

“**Active Member**” means a Lifetime Member or any individual who has paid their annual membership dues to the Corporation and who is a citizen or permanent resident of Canada;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**Blind**” refers to an individual with no vision or light perception;

“**Board**” means the board of directors of the Corporation and “**Director**” means a member of the Board;

“**By-law**” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

“**Deaf-Blind**” means an individual who is deaf or hard of hearing and Blind or Partially Sighted;

“**Lifetime Member**” means an Active Member who has become an active member for life (subject to ongoing current compliance with any qualifications required be an Active Member) by making a one-time payment of ten times the annual membership fee to the applicable body.

“**Meeting of Members**” includes an annual meeting or special meeting of members entitled to vote at a meeting of members;

“**Ordinary Resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“**Partially Sighted**” refers to an individual with a visual acuity of 20/60 or less (as measured on the Snellan eye chart) in their better eye with best correction, or whose visual field measures less than twenty degrees;

“**Regulations**” means the regulations made under the *Act*, as amended, restated or in effect from time to time; and

“**Special Business**” (at a meeting of members) includes all matters except consideration of the financial statements, public accountant’s report, election of directors and re-appointment of the incumbent public accountant;

“**Special Resolution**” means a resolution that is required to be passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2 Interpretation

- 2.1 In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "**person**" includes an individual, body corporate, partnership, trust and unincorporated organization.
- 2.2 Where documentation is required to be ‘in writing’, ‘written’, or ‘signed’, such writing or signature may be handwritten or a facsimile, or sent via a known or recognized email address of the person(s) involved.
- 2.3 Other than as specified above, words and expressions defined in the *Act* have the same meanings when used in these by-laws.

3 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

4 Execution of Documents

- 4.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President of the Corporation.
- 4.2 In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.
- 4.3 Any person authorized to sign any document may affix the corporate seal (if any) to the document.

- 4.4 Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
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5 Financial Year-End

The financial year end of the Corporation shall be determined by the Board.

6 Public Accountant

- 6.1 For the purposes of this bylaw, a “public accountant” is a person who:
- a) is a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province;
 - b) meets any qualifications under an enactment of a province for performing any duty that the person is required to perform under sections 188 to 191 of the *Act*; and
 - c) is independent of the corporation, its affiliates, or the directors or officers of the corporation or its affiliates, as provided for in s. 180(2) of the *Act*.
- 6.2 The members of the Corporation shall, by ordinary resolution, at each annual meeting, appoint a public accountant to hold office until the close of the next annual meeting.
- 6.3 The Board shall immediately fill a vacancy in the office of public accountant if such should occur.
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7 Banking Arrangements

- 7.1 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution.
- 7.2 The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.
- 7.3 Designations, appointments and authorizations adopted by the Board pursuant to this section are not, unless the Board otherwise states, binding or applicable to Chapters, Divisions, or Affiliates.

8 Borrowing Powers

- 8.1 If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:
- a) borrow money on the credit of the corporation;
 - b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
 - c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.
- 8.2 Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.
- 8.3 Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.
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9 Annual Financial Statements

- 9.1 The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the *Act* or a copy of a publication of the Corporation reproducing the information contained in the documents.
- 9.2 Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge.
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10 Membership Conditions

- 10.1 Subject to the articles, there shall be one class of members in the Corporation: Active Members.
- 10.2 Membership as an Active Member in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who meet the criteria for status as an Active Member and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.

- 10.3 The majority of the Active Members of the Corporation shall be Blind, Deaf-Blind or Partially Sighted.
- 10.4 Each Active Member shall be entitled:
- a) To receive notice of, attend and cast one vote on every question brought to the membership for consideration at meetings of the members of the Corporation, subject to bylaws 10.6 and 17, below;
 - b) To serve on committees of the organization;
 - c) To belong to one or more Affiliates, Chapters or Divisions;
 - d) To participate and vote in meetings of Affiliates, Chapters or Divisions to which the member belongs; and,
 - e) To speak in meetings of Affiliates, Chapters or Divisions.
- 10.5 Collectively:
- a) The membership is the supreme authority of the Corporation;
 - b) The membership is the final authority on all matters of policy; and,
 - c) All membership decisions shall be made after opportunity has been afforded for full and fair discussion at a membership meeting.
- 10.6 Notwithstanding s. 9.4(c) above, no person may vote at a membership meeting of the Corporation unless s/he has paid membership dues more than 45 days prior to the date of commencement of the membership meeting.
- 10.7 Any member may resign their membership at any time by providing written notice to the Secretary of the Corporation.
- 10.8 Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the Active Members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

11 Provincial or Territorial Affiliates

- 11.1 The Corporation may create up to 13 provincial or territorial Affiliates as follows:
- a) Each province or territory may only have one provincial or territorial affiliate.
 - b) The majority of the officers of the Affiliate, including at a minimum the President and Vice-President, must be Blind, Deaf-Blind or Partially Sighted.
 - c) Each Affiliate must submit a written constitution and by-laws to the President and the Secretary of the Corporation. The constitution and by-laws must set forth the structure of the Affiliate, the authority of its officers, and the basic procedures it will follow. The Affiliate may not become an Affiliate of the corporation until the constitution and

by-laws are approved by the Corporation's Board of Directors and the membership of the Affiliate itself.

- d) The constitution must contain provisions incorporating these by-laws and the Articles of Incorporation of the Corporation.
- e) The proposed Affiliate must submit the names and addresses of its officers to the President and the Secretary of the Corporation.
- f) The Affiliate must submit the names and addresses of its members to the Secretary of the Corporation.
- g) The Board has the power to create such other procedures as may be required from time to time with respect to the information which Affiliates are required to supply, review applications for Affiliate status or approve such applications as the need arises.

11.2 Each Affiliate has the following rights:

- a) To use the Corporation's name, logo, charitable number and other materials prepared by the Corporation for public education, membership development and fund-raising purposes; and
- b) To distribute and copy any membership development, and other materials produced by the Corporation for distribution to members, potential members or members of the general public.

11.3 Each Affiliate has the following responsibilities:

- a) To follow and abide by the provisions of the Corporation's Articles of Incorporation and these by-laws;
- b) To abide by and take concrete actions to enforce the resolutions, policies and procedures adopted by the Corporation's membership and its Board of Directors;
- c) To present an accounting of all of its receipts and expenditures to the Corporation as requested by the Board.

11.4 A General convention of the membership of an Affiliate or of the elected delegates of the membership of that Affiliate must be held and its principal executive officers must be elected at least once every two years.

12 Chapters

12.1 The Corporation or any Affiliate may create Chapters, provided that the following conditions are met:

- a) The majority of Active Members of each Chapter must be Blind, Deaf-Blind or Partially Sighted.
- b) The majority of the officers of the Chapter, including at a minimum the President and Vice-President, must be Blind, Deaf-Blind or Partially Sighted.
- c) Each Chapter must submit a written constitution and by-laws to the President and the Secretary of the Corporation. The constitution and by-laws must set forth the structure of the Chapter, the authority of its officers, and the basic procedures it will follow. The

Chapter may not become a Chapter of the corporation until the constitution and by-laws are approved by the Corporation's Board of Directors and the membership of the Chapter itself.

- d) The constitution must contain provisions incorporating these by-laws and the Articles of Incorporation of the Corporation.
- e) The proposed Chapter must submit the names and addresses of its officers to the President and the Secretary of the Corporation and, if applicable, to the President and the Secretary of the regional Affiliate.
- f) The Chapter must submit the names and addresses of its members to the Secretary of the Corporation and, if applicable, to the Secretary of the regional Affiliate.
- g) The Board has the power to create such other procedures as may be required from time to time with respect to the information which Chapters are required to supply, review applications for Chapter status or approve such applications as the need arises.

12.2 Each Chapter has the following rights:

- a) To use the Corporation's name, logo, charitable number and other materials prepared by the Corporation for public education, membership development and fund-raising purposes; and
- b) To distribute and copy any membership development, and other materials produced by the Corporation for distribution to members, potential members or members of the general public.

12.3 Each Chapter has the following responsibilities:

- a) To follow and abide by the provisions of the Corporation's Articles of Incorporation and these by-laws;
- b) To abide by and take concrete actions to enforce the resolutions, policies and procedures adopted by the Corporation's membership and its Board of Directors;
- c) To present an accounting of all of its receipts and expenditures to the Corporation as requested by the Board.

13 Divisions

13.1 The Corporation may create Divisions, provided that the following conditions are met:

- a) Each Division must submit a written constitution and by-laws to the President and the Secretary of the Corporation. The constitution and by-laws must set forth the structure of the Division, the authority of its officers, and the basic procedures it will follow. The Division may not become a Division of the Corporation until the constitution and by-laws are approved by the Corporation's Board of Directors and the membership of the Division itself.
- d) The constitution must contain provisions incorporating these by-laws and the Articles of Incorporation of the Corporation.
- e) The proposed Division must submit the names and addresses of its officers to the President and the Secretary of the Corporation.

- f) The Division must submit the names and addresses of its members to the Secretary of the Corporation.
- g) The Board has the power to create such other procedures as may be required from time to time with respect to the information which Divisions are required to supply, review applications for Division status or approve such applications as the need arises.

13.2 Each Division has the following rights:

- a) To use the Corporation's name, logo, charitable number and other materials prepared by the Corporation for public education, membership development and fund-raising purposes; and
- b) To distribute and copy any membership development, and other materials produced by the Corporation for distribution to members, potential members or members of the general public.

13.3 Each Division has the following responsibilities:

- a) To follow and abide by the provisions of the Corporation's Articles of Incorporation and these by-laws;
- b) To abide by and take concrete actions to enforce the resolutions, policies and procedures adopted by the Corporation's membership and its Board of Directors;
- c) To present an accounting of all of its receipts and expenditures to the Corporation as requested by the Board.

14 Use of Name and Marks

- 14.1 The name of the Corporation, any variant thereof, and any corporate logos, copyrights, patents, industrial designs or trademarks which have been registered as at May, 2005, are the property of the Corporation.
 - 14.2 The Corporation is authorized to register such further copyrights, patents, trademarks and industrial designs from time to time which may come into existence in the future.
 - 14.3 Any affiliate, division or chapter which ceases to be part of the Corporation (for whatever reason) shall forthwith forfeit the right to use the name of the Corporation, any variation thereof, or any logos, copyrights, trademarks, patents or industrial designs belonging to the Corporation as at the date that the chapter, division or provincial or territorial affiliate ceases to belong to the Corporation.
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15 Notice of Members Meeting

- 15.1 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- 15.2 Notice of a meeting of members at which Special Business is to be transacted shall:
- a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
 - b) state the text of any Special Resolution to be submitted to the meeting.
- 15.3 Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.
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16 Members Calling a Members' Meeting

- 16.1 Pursuant to Section 167 of the *Act*, the Board shall call a special meeting of members on written requisition of members carrying not less than 5% of the voting rights.
- 16.2 If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
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17 Absentee Voting at Members' Meetings

- 17.1 The Board shall determine, prior to each meeting of members, which methods of voting will be available and the applicable procedures for the purposes of the meeting.
- 17.2 Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

- 17.3 Pursuant to section 171(1) (Absentee Voting) of the *Act*, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- 17.4 Pursuant to Section 171(1) of the *Act* and Section 74 of the *Regulations* a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - i) at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
 - d) if a form of proxy is created by a person other than the member, the form of proxy shall
 - i) indicate, in bold-face type,
 - A) the meeting at which it is to be used,
 - B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C) instructions on the manner in which the member may appoint the proxyholder,
 - ii) contain a designated blank space for the date of the signature,

- iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
 - f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
 - g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting shall contain a specific statement to that effect.

17.5 No individual may be a proxyholder for more than five members of the Corporation.

18 Membership Dues

18.1 The membership year for the Corporation shall end on December 31st.

18.2 If a member fails to pay their membership dues prior to the expiration of the membership year then the member shall be in default and automatically cease to be a member of the Corporation.

- 18.3 An individual may become a Lifetime member upon the payment of ten times the annual membership fee to the applicable body.
- 18.4 The Board of Directors shall determine the annual dues to be paid by active members and dues paid on or after October 1st shall entitle an individual to all the rights and privileges of an Active Member from the date of payment until December 31st of the succeeding year.
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19 Discipline

- 19.1 The board shall have authority, subject to these by-laws, to reprimand, suspend or expel any member, Chapter, Division, or Affiliate from the Corporation for any one or more of the following grounds:
- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
 - b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
 - c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- 19.2 A member, Chapter, Division, or Affiliate may be reprimanded, suspended or expelled only if, after reasonable attempts have been made to resolve the issue through negotiation:
- a) at least five directors vote in favour of the proposed action to be taken; and,
 - b) the member, Chapter, Division or Affiliate is given an opportunity to address the Board of Directors in a fair and open process to defend their position and their actions before the final decision is made.
- 19.3 Any decision to reprimand, suspend or expel a member, Chapter, Division or Affiliate takes effect immediately after the decision is made.
- 19.4 Any member, Chapter, Division or Affiliate may ask that their reprimand, suspension or expulsion be reviewed at the next membership meeting.
- 19.5 The membership may expunge a reprimand, suspension or expulsion of a member, Chapter, Division or Affiliate from the Corporation's records by majority vote at a membership meeting.
- 19.6 The Board of Directors is empowered to design whatever procedures are necessary to ensure that the provisions of this bylaw are administered reasonably and fairly in all membership discipline matters.
- 19.7 Resolution 2001-10 (“Disciplinary Procedural Code”) is incorporated by reference into these By-laws.
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20 Proposals

- 20.1 A member entitled to vote at an annual meeting of members may:
- a) submit to the Corporation notice of any matter that the member proposes to raise at the meeting; and
 - b) discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.
- 20.2 The Corporation shall include the proposal in the notice of meeting, provided that it has been provided to the Corporation between 90 and 150 days before the anniversary of the previous annual meeting of members and, in any event, at least 60 days prior the meeting.
- 20.3 The proposal, except in the case of a proposed bylaw amendment, shall not exceed 250 words.
- 20.4 If so requested by the member who submits a proposal, the Corporation shall include in the notice of meeting a statement in support of the proposal by the member and the name and address of the member. The statement and the proposal shall together not exceed 500 words.
- 20.5 A member entitled to vote at an annual meeting of members may make a proposal to make, amend or repeal a by-law, but must provide this proposal to the Secretary of the Corporation no less than 45 days prior to the meeting for it to be included.
- 20.6 Subject to the *Regulations* under the *Act*, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.
- 20.7 The member who submitted the proposal need not pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.
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21 Attendance at Members' Meetings

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the *Act*, articles and by-laws are entitled to cast a vote at the meeting.

22 Chair at Members' Meetings

In the event that the President and the Vice-President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

23 Quorum at Members' Meetings

- 23.1 A quorum at any meeting of the members (unless a greater number of members are required to be present by the *Act*) shall be ten percent of the members entitled to vote at the meeting present.
 - 23.2 If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
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24 Votes to Govern at Members' Meetings

- 24.1 At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the *Act*, be determined by a majority of the votes cast on the questions.
- 24.2 The by-laws of the Corporation not embodied in the letters patent may be amended by [a special resolution approved by an affirmative vote of at least two-thirds \(2/3\) of the ~~members at a membership meeting~~ votes cast on the question \(by any means including in person or by proxy\).](#)
- 24.3 [The Chair of a members' meeting is permitted to vote on all questions that come before the assembly, including appeals \(also known as "challenges to the Chair"\), but is not permitted a second or determinative vote on any question.](#)
- 24.4 In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, including votes cast by persons present and by proxy, the question fails.

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25 Members' Meetings Held Electronically

If the directors or members of the Corporation call a meeting of members pursuant to the *Act*, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the *Act* and the *Regulations*, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

26 National Board

- 26.1 The function of the Board of Directors is to act as the governing body of the Corporation between membership meetings of the Corporation.
- 26.2 The Board members shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of her/his duties.
- 26.3 The following powers are assigned to the Board of Directors:
- a) To make policies when necessary and not in conflict with the resolutions adopted by the membership passed at a membership meeting;
 - b) To serve as a credentials committee;
 - c) To address any organizational problems presented to it by any member, chapter, Provincial or territorial affiliate, or division;
 - d) To decide appeals regarding the validity of elections in chapters, provincial or territorial affiliates, or divisions;
 - e) To adjudicate upon the validity of credentials of voters when questions regarding the validity of such credentials arise;
 - f) Under the leadership of the President and the Treasurer, to manage the assets, business affairs and other property of the Corporation;
 - g) To appoint such agents and engage such employees as it shall deem necessary from time-to-time. Such persons shall have such authority and perform such duties in exchange for such salaries and benefits as prescribed by the Board of Directors at the time of such appointment.
 - h) The Board of Directors may delegate the functions in clause G above to the President or any other officer from time-to-time;
 - i) To authorize expenditures on behalf of the Corporation from time-to-time which may be delegated by resolution to an officer or officers of the Corporation;
 - j) To take such steps as they may deem necessary to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation;
 - k) To form committees, to appoint the chairperson of each committee and to determine the duties, and responsibilities required of each of the committees;
 - l) To administer such other 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 to exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

27 National Board: Number and Qualifications of Directors

27.1 The board shall consist of the number of directors specified in the articles; however, the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

27.2 Directors must:

- a) be an individual who is Blind, Deaf-Blind or Partially Sighted;
- b) be and remain an Active Member of the Corporation;
- c) be over 18 years of age;
- d) not have been declared incapable by a court in Canada or elsewhere; ~~and~~;
- e) not have the status of a bankrupt;

; and,

- f) not be an officer of an Affiliate, Division, or Chapter, unless they also hold an officer position on the national board (as those are defined in Article 29.1 of these bylaws).

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27.3 No servants, employees or agents of the Corporation may serve as directors of the Corporation.

28 National Board: Election of Directors

28.1 Nominations for the election of Directors shall ordinarily be closed at 5pm local time the day prior to the election of Directors, except that:

a) in the event that there are no candidates for a particular position as of 5pm local time the day prior to the election of Directors, nominations for that position shall remain open until the time of the election of that position; and,

b) in the event that a candidate nominated for election is unsuccessful in the election for his or her position on the board, he or she may be re-nominated from the floor for another position on the board.

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28.2 The Directors will be elected into their respective offices for a two-year term, subject to the cycle specified below, by a majority vote of the active members during a membership meeting.

28.3 Any current director who wishes to run for any other office shall resign from their current office upon acceptance of the nomination for another position on the board.

28.4 The President, 2nd Vice-President, Secretary, and one ~~Director Without Portfolio~~ additional director shall be elected during odd numbered years.

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28.5 The 1st Vice-President, Treasurer, and one ~~Director Without Portfolio~~ additional director shall be elected during even numbered years.

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29 National Board: Officers

29.1 The officers of the Corporation shall be:

- a) President;
- b) 1st Vice-President;
- c) 2nd Vice-President;
- d) Treasurer; and,
- e) Secretary; ~~and,~~

~~f) Director Without Portfolio (2)~~

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29.2 Officers must be Directors, and are elected into office by the membership directly.

29.3 The same person may temporarily hold any two offices between membership meetings of the Corporation. However, if a director holds two offices, the director is only entitled to one vote at meetings of the Board of Directors.

29.4 The duties and powers of the President, who shall be the Chief Executive Officer of the Corporation, are as follows:

- a) To preside at all meetings of the Corporation and of the Board of Directors;
- b) To ensure that membership resolutions are carried into effect;
- c) To ensure that orders and resolutions of the Board of Directors are carried into effect provided that they do not conflict with membership resolutions;
- d) To have the primary responsibility for managing the affairs of the Corporation, including authorizing expenditures from the Corporation's treasury in accordance with the resolutions passed by the membership and the Board of Directors;
- e) To coordinate all activities of the Corporation, including the work of other officers and of committees;
- f) To hire, supervise, discipline and dismiss staff members, servants, agents and employees of the Corporation in consultation with the Board of Directors;
- g) To determine, in consultation with the Board of Directors, the number and compensation of staff, servants and agents of the Corporation; and,
- h) To take all administrative actions necessary and proper to put into effect the programs and accomplish the purposes of the Corporation.

29.5 The 1st Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be delegated to him/her by the president or the Board of Directors.

29.6 The 2nd Vice-President shall perform such duties and responsibilities as may be delegated to him/her by the President, the 1st Vice-President, or the Board of Directors. He shall assume the duties of the President if both the President and 1st Vice-President are absent, suspended, or expelled.

- 29.7 The Treasurer shall have custody of the funds and securities of the Corporation In addition:
- a) S/he will keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the president or the Board of Directors from time-to-time.
 - b) S/he shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.
 - c) The treasurer may delegate any of these responsibilities in this by-law to any employees, agents or servants of the Corporation while still assuming overall liability and responsibility for their work; and
 - d) S/he shall also perform such other duties as may from time to time be directed by the President or the Board of Directors.

- 29.8 The Secretary has the following duties and powers:
- a) To attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.
 - b) To give or cause to be given notice of all meetings of the members and of the Board of Directors;
 - c) To be custodian of the seal of the Corporation which s/he shall deliver only when authorized by the president or the Board of Directors and to such person or persons as may be named by the president or Board of Directors; and
 - d) S/he shall perform such other duties as may be prescribed by the Board of Directors or the President.

- 29.9 The President or Board of Directors may assign duties to the directors ~~without portfolio~~ as required. @

30 National Board: Meetings and Conducting Business

- 30.1 Meetings of the board may be called by the President, Vice-President, or any two (2) directors at any time, provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting.
- 30.2 There shall be at least one meeting per year of the Board of Directors.

- 30.3 No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.
- 30.4 If a majority of the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director or directors may participate in a meeting of the board or of a committee of the board by means of such telephone conference or other communications facilities as permit all persons participating in the meeting to hear each other, and a director or directors participating in such a meeting by such means are deemed to be present at the meeting.
- 30.5 A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors.
- 30.6 A resolution circulated by electronic mail which is approved by all of the directors who are entitled to vote on it is as valid as if it was passed at a meeting of directors.
- 30.7 A meeting of the Board of Directors may take place without written notice during or immediately following a membership meeting of the Corporation or in any other circumstances if all board members consent.
- 30.8 No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the *Act* that is to be dealt with at the meeting.
- 30.9 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the question fails.
- 30.10 All board meetings of the Corporation are presumed to be open board meetings except as prescribed by law.
- 30.11 The Board of Directors may establish procedures on the following issues:
- a) Attendance of members at face-to-face board meetings;
 - b) The remuneration of members attending face-to-face board meetings;
 - c) Membership participation at board meetings held by conference call;
 - d) Such other matters that may arise from time to time, which may affect the administration of this bylaw.
- 30.12 Members who attend meetings of the Board of Directors may not vote or speak on any motions unless they are invited to do so by the board members present at the meeting.
- 30.13 [A quorum at any meeting of the board shall be five members of the board.](#)



31 National Board: Committees

- 31.1 The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the *Act*, with such powers as the board shall see fit.
 - 31.2 Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make.
 - 31.3 Any committee member may be removed by resolution of the board of directors.
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32 National Board: Removal and Departure of Directors

- 32.1 The office of director shall be automatically vacated in the event that:
 - a) A director resigns from his or her office by delivering a written resignation to the Secretary and the President of the Corporation;
 - b) A special meeting of the members is called and an ordinary resolution is passed that he or she be removed from office;
 - c) The director fails to remain an Active Member of the Corporation;
 - d) The director is suspended or expelled pursuant to the Disciplinary provisions in these by-laws;
 - e) The director is declared incapable by a court in Canada or elsewhere;~~or;~~
 - f) The director gains the status of bankrupt;or,
 - g) a director (who does not hold an office on the national board, as defined in Article 29.1 of these bylaws) becomes, through election or otherwise, an officer of an Affiliate, Division, or Chapter.
- 32.2 A retiring director shall remain in office until either:
 - a) The dissolution or adjournment of the membership meeting at which her/his retirement is accepted and his/her successor is elected;
 - b) The director resigns his/her position; or
 - c) If the director leaves office for any reason as prescribed in bylaw 32.1 above.
- 32.3 If a vacancy on the Board of Directors shall occur for any reason, the Board of Directors may fill the vacancy by majority vote with an otherwise qualified person until the next membership meeting, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members.

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33 National Board: Liability and Indemnification

- 33.1 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time-to-time

and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a) All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his office or in respect of any such liability;
- b) All other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

33.2 The Board of Directors may purchase liability insurance to cover any acts or omissions of themselves or the Corporation's servants, agents or employees.

34 Method of Giving Any Notice

34.1 Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the *Act*, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

34.2 A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

- 34.3 The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable.
- 34.4 The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- 34.5 The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.
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35 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

36 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

37 Rules and Regulations

The President and the Board of Directors may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next membership meeting of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

38 Issues of Process and Procedure

Issues of process shall be resolved in accordance with "Robert's Rules of Order".

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation and confirmed by the members of the Corporation by special resolution on the 27th day of April, 2013, and amended by the members of the Corporation by special resolution on the 27th day of April, 2014, and amended by the members of the Corporation by special resolution on the 2nd and 3rd days of May, 2015.

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Dated as of the ~~27th~~3rd day of ~~April~~May, ~~2014~~2015.

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~~Anthony Tibbs~~Darlene Wournell (President)

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