

BY- LAW NO. 1

Being a general by-law relating to the business and affairs of

THE CANADIAN DEAFBLIND ASSOCIATION

(herein referred to as the “Association”)

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

TABLE OF CONTENTS

	Page
Interpretation	3
Head Office	3
Membership	3
Meetings of Members	4
Directors	6
Meetings of Directors	7
Officers	8
Executive Committee	9
Nominating Committee	10
Other Committees	11
Indemnification of Directors and Officers	11
Chapters	11
General	12

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

INTERPRETATION

- 1.01 In this and all other by-laws of the Association,
- a. "Act" shall mean The Canada Corporations Act, as amended from time to time;
 - b. "Board" shall mean the Board of Directors of the Association;
 - c. Any other word or term contained in this and in any other by-law of the Association which is defined in the Act shall have the meaning given thereto in the Act;
 - d. Where the context so requires, the singular shall include the plural; the plural shall include the singular; and the word "person" shall include firms and corporations.

HEAD OFFICE

- 2.01 The head office of the Association shall be at such place in Canada as the directors may determine.
- 2.02 The Association may establish such other offices elsewhere within Canada as the Board may deem desirable.

MEMBERSHIP

- 3.01 Membership shall be limited to persons interested in furthering the objects of the Association and shall consist of anyone who is in good standing as a member on the books of the Association. Paid employees of either National or a Chapter shall be Associate Members of the Association.
- 3.02 The members of the Association shall be divided into five categories of membership as follows:
- a. Full Individuals who support the objectives of the Association, who have paid the full membership fee to the Association, who are entitled to voting privileges, and who are entitled to receive the Association's Newsletter/Bulletin.
 - b. Associate Individuals who support the objectives of the Association, who have paid the associate membership fee to the Association, who are not entitled to voting privileges, but who are entitled to receive the Association's Newsletter/Bulletin.
 - c. Corporate Corporations (whether non-profit or otherwise) or unincorporated associations which support the objectives of the Association, which paid the full membership fee to the Association, which are entitled to voting privileges through a representative designated by proxy, and which are entitled to receive the Association's Newsletter/Bulletin.
- Family A family who supports the objectives of the Association, who have paid the family membership fee to the Association, who are entitled to one vote

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

by one member of adult members of the family, and who are entitled to receive the Association's Newsletter/Bulletin.

- e. Lifetime The Board of Directors may confer a lifetime membership on any person who, in the opinion of the Board, has made a significant contribution to the Association. A lifetime member shall have voting privileges and receive the Association's Newsletter/Bulletin, but shall pay no membership fees.
- 3.03 Membership fees shall be determined from time to time by resolution of the Board. Non-payment of fees shall be considered voluntary withdrawal of membership.
- 3.04 Any member may withdraw from the Association by delivering to the Association a written resignation.
- 3.05 Any member may be required to resign by a vote of three-quarters of the members present or represented by proxy at an annual or special general meeting of members.

MEETINGS OF MEMBERS

- 4.01 Annual Meeting The annual meeting of the members shall be held in Canada on such day in each year and at such time as the directors may by resolution determine.
- 4.02 Special Meetings Special meetings of the members may be convened at any time by order of the President or of the Board to be held in Canada.
- 4.03 Notice of Special Business Notice of special business to be considered at either an annual meeting or a special meeting shall contain enough information to allow a member to make a reasoned decision.
- 4.04 Entitlement to Vote Only those members in good standing on the books of the Association, thirty days prior to any annual or special meeting, shall be entitled to vote at any such meeting.
- 4.05 Notice At least thirty days' prior written notice shall be given of any annual or special general meeting of members to each member in good standing on the books of the Association.
- 4.06 Quorum A quorum for the transaction of business at any meeting of members shall be twenty-five members in good standing on the books of the Association represented in person or by proxy. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of the business.

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

- 4.07 Any five members shall have the right to requisition a meeting of members and the directors shall thereafter call the meeting.
- 4.08 Voting Each member present at a meeting who is entitled to vote, whether in person or by proxy, shall have the right to exercise one vote. Every question submitted to any meeting of members may be decided in the first instance by a show of hands, if the decision be unanimous; otherwise, the question shall be decided by the majority on a poll of the votes entitled to be cast at such meeting except where the Act or these by-laws otherwise provide.
- In case of an equality of votes on a poll, the chair shall not have any casting vote in addition to the vote to which he/she may be entitled as a member.
- At a meeting, unless a poll is demanded, a declaration by the chair that a resolution has been carried or carried unanimously or by a particular majority or lost, shall be conclusive evidence of the fact.
- 4.09 Procedure In the absence of the President, the members present entitled to vote shall choose another director as chair and, if no director be present, or if all the directors decline to take the chair, then the members present shall choose one of their number to be chair.
- If at any meeting a poll is demanded on the election of a chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, it shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment, as the chair directs.
- The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn at any time prior to the taking of the poll.
- 4.10 Proxies At any meeting of members a proxy appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him/her the same voting rights that the member appointing him/her would be entitled to exercise if present at the meeting. There shall be a reminder of proxy rights in the notice of meeting. A proxy must be a member. An instrument appointing a proxy shall be in writing and may be in the following form or in any other form acceptable to the Chair:
- “The undersigned hereby appoints as proxy to attend and act at the meeting of the members of the Canadian Deafblind Association to be held on _____20___ and at any adjournment or adjournments thereof with the same power as if the undersigned were present at the meeting or adjournment or adjournments thereof”.

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

Dated: _____

Signature: _____

DIRECTORS

- 5.01 Number The affairs of the association shall be managed by a Board of Directors made up of one representative from each Chapter plus an equal number of members at large each of whom shall be a member of the Association.
- 5.02 Directors at large shall be elected by the members. A director who is eligible for election may be re-elected. Each Chapter shall be entitled to appoint a person to serve on the Board.
- 5.03 Term of Office The term of office of a director shall cease at the close of the second annual meeting of members following his/her election, PROVIDED THAT if no directors are elected at such annual meeting a director shall continue in office until his/her successor is elected or appointed.
- 5.04 The office of the director shall be automatically vacated;
- a. if a director resigns his/her office by delivering a written letter of resignation to the President of the Association;
- b. if an order is made declaring a director to be a mentally incompetent person or incapable of managing his/her affairs;
- c. if a director becomes bankrupt;
- d. if a director ceases to be a member of the Association;
- d. on the death of a director, or if, at a special general meeting of the members, a special resolution is passed by three-quarters of the members present or represented by proxy at the meeting that a director be removed from office.
- 5.05 If any vacancy shall occur for any reason in the office of director, the Board may, at its discretion, by resolution fill the vacancy with a member of the Association until the next annual meeting. If the vacancy occurs in the office of director nominated by a Chapter, the Chapter who nominated the director shall nominate a replacement to be affirmed by the Board.
- 5.06 The directors shall not receive any remuneration for their services but by resolution of the Board, expenses for their attendance at any meeting of the Board may be allowed, provided that nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.
- 5.07 No employee of the Association shall be a director or officer of the Association.

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

MEETINGS OF DIRECTORS

- 6.01 The Board shall meet at least once a year and as often as necessary.
- 6.02 Quorum One-half of the total number of directors plus one present, either in person or by conference telephone, shall constitute a quorum at any meeting of directors.
- 6.03 Place of Meeting Meetings of the Board may be held at any place in Canada as the directors may from time to time determine.
- 6.04 Notice A meeting of directors may be convened on at least fourteen days' notice by the President or any two directors or by the Secretary on the direction or authorization of the President or any two directors. The notice may be in writing and delivered or mailed or sent by facsimile or e-mail, or may be given by telephone, and need not specify the purpose of business to be transacted at the meeting. A meeting of the Board may be held and duly constituted at any time without notice if all the directors are present or, if any absent, those absent have waived notice or signified their consent in writing to the meeting being held in their absence.
- 6.05 Participation by Telephone or Other Communication Facility
- If all directors consent, a director may participate in a meeting of directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in the meeting by that means is deemed, for the purposes of the Act, to be present at the meeting. Meetings, including committee meetings, shall not proceed unless the communication/intervention needs of all members are in place.
- 6.06 Voting Questions arising from the meeting of directors shall be decided by a majority of votes. Each director shall have one vote. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.
- 6.07 Conflict of Interest A director or officer who is party to a material contract or proposed material contract with the Association or is a director or an officer of or has a material interest in any person who is a party to a material contract with the Association, shall disclose, in writing, the nature and extent of that interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or members for approval even if the contract is one that in the ordinary course of the Association's business would not require approval by the

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

Board or members, and a director interested in a contract so referred to the Board shall not vote on any resolution to approve it.

OFFICERS

- 7.01 Appointment The Board shall annually, or as often as may be required, appoint a President, two Vice-Presidents, and a Secretary-Treasurer, each of whom shall be a director and a different person.
- 7.02 Term of Office The term of office of an officer shall cease at the first meeting of directors following the next annual meeting of members following his/her appointment.
- 7.03 Remuneration The officers of the Association shall not receive any remuneration for their services but by resolution of the Board, expenses of their attendance at any meeting of the Board may be allowed providing that nothing herein contained shall be construed to preclude any officer from serving the Association in any other capacity and receiving compensation thereof.
- 7.04 Powers and Duties
- a. *President* The President shall preside at all meetings of the members of the Board. He/She shall be the chief executive officer and be charged with the general supervision, subject to the authority of the Board, of the business and affairs of the Association.
- b. *Vice-President Administration*
The Vice-President Administration shall:
i) in the absence of the President, perform the duties of the President;
ii) be responsible under the direction of the Board for overseeing the administration of the Association;
iii) be responsible under direction of the Board for overseeing budgets and fundraising policy; and
iv) assume other responsibilities in accordance with assignments delegated to him/her by the Board or the President.
- c. *Vice-President Special Projects*
The Vice-President Special Projects shall:
i) be responsible to the President and thereby to the Board on all issues and actions in the areas of special projects;
ii) act as liaison with other organizations, associations and agencies serving the deafblind, and
iii) assume the responsibility for special assignments from the President and the Board.
- d. *Secretary* The Secretary shall give, or cause to be given, all notices

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

required to be given for all meetings of the Board, all committees of directors , if any, and all meetings of members; he/she shall attend all meetings of directors, committees and members and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings; he/she shall have charge of the corporate seal and the corporate records which the Association is required to prepare and maintain by the provisions of the Act.

- e. *Treasurer* The Treasurer shall keep or cause to be kept full and accurate books of accounts in which shall be recorded all receipts and disbursements of the Association and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association; he/she shall render to the Board at the meetings thereof, or whenever required of him/her, an account of all his/her transactions as Treasurer and of the financial position of the Association; and he/she shall perform such other duties as may from time to time be prescribed by the Board.
- f. *Past President* The Past President, so long as he/she is a member in good standing of the Association and not otherwise a member of the Board or executive committee, shall be an ex-officio member of the Board and executive committee.
- g. *Other Officers* The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

7.05 Vacancies

The office of President, Vice-President Administration, Vice-President Special Projects, Secretary, Treasurer, or any other office, shall automatically be vacated

- a) if an officer resigns his/her office by delivering a written letter of resignation to the President of the Association;
- b) if an order is made declaring an officer to be a mentally incompetent person or incapable of managing his/her affairs;
- c) if an officer becomes bankrupt;
- d) on the death of an officer;
- e) if at the meeting of the directors a resolution is passed by the majority of the directors that an officer be removed from office.

EXECUTIVE COMMITTEE

- 8.01 There shall be an Executive Committee of the Association which shall consist of the following officers: President, Vice-President Administration, Vice-President Special Projects, Secretary, and Treasurer.

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

- 8.02 The Executive Committee shall be responsible for the day-to-day administration of the affairs of the Association in accordance with policies and directions approved by the Board.
- 8.03 Any Executive Committee member may be removed by a majority vote of the Board of Directors.
- 8.04 Meetings of the Executive Committee shall be held at any time and place to be determined by the members of the Executive Committee provided that fourteen days' notice of any meeting be sent, in writing, to each member of the committee. A majority of the members of the Executive Committee present either in person or by conference telephone, shall constitute a quorum at any meeting of the Executive Committee.

NOMINATING COMMITTEE

- 9.01 The President, with approval of the Board, shall appoint a nominating committee at the meeting of the Board, following the annual meeting of the Association, effective for the ensuing year.
- 9.02 Duties:
- a) Determine which Director-at-Large positions will be vacant as of the annual meeting.
 - b) Submit to the Board the proposed call for nominations form and eligibility and qualifications statements for mailing to Chapters no later than 90 days prior to the annual meeting.
 - c) Sixty (60) days prior to the annual meeting, request nominations for candidates for vacant Director-at-Large positions from Chapters to be postmarked no later than 30 days prior to the annual meeting.
 - d) Determine that candidates meet the eligibility requirements and qualifications for the office for which nominated.
 - e) Seek qualified nominees to be presented from the annual meeting floor in the event no nominations are received for Director-at-Large.
 - f) Place the name of each candidate for Director-at-Large on the ballot in alphabetical order.
- 9.03 The nominating committee shall ascertain that those who have been nominated are willing to serve, if elected to office, and shall ensure that at least one name is put forward for each vacant position by making its own nominations for any positions for which no names have been received by the closing date.
- 9.04 Nominations received by the nominating committee at any time shall be disclosed by the nominating committee to any director or member upon request and any nominee shall be free to withdraw in favour of another.
- 9.05 The nominating committee shall submit its report setting forth the nominees for

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

election as directors and their qualifications to the Board fourteen days in advance of the annual meeting of the Association.

OTHER COMMITTEES

- 10.01 The Board may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Association and shall prescribe the duties of any sub committees.
- 10.02 Such committee members shall receive no remuneration and may be removed by a majority vote of the Board of directors.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 11.01 Each director and officer of the Association, former director or officer of the Association, or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a member or creditor, and his/her heirs and legal representatives, shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a director or officer of the Association of body corporate.

CHAPTERS

- 12.01 Where numbers warrant, the membership of the Association shall be divided into Chapters representing one or more provinces or territories to carry out the objectives of the Association. The Board shall by resolution officially recognize a Chapter and its right to use the name "The Canadian Deafblind Association" along with its Chapter name.
- 12.02 Each Chapter shall:
- a) appoint a Chapter executive committee or a Chapter Board of directors for such Chapter to attend to the day-to-day affairs of the Chapter, and including, but not limited to, the establishment of local or district branches;
 - b) follow and conform to this by-law or its own by-law which must be approved by the Board.
 - c) maintain proper financial records and submit an annual financial report to the Board for the year ending March 31 by no later than June 30 of each year.
 - d) issue official receipts under the Association's registration number;
 - e) provide periodic reports to the Board on Chapter activities and forward copies of all Chapter meeting minutes, and
 - f) use common letterheads, logos and other public relations materials and procedures as prescribed by the Board.

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

- 12.03 Each Chapter shall be entitled to appoint one person to serve as a director on the Board. That person shall be a voting member in good standing and shall not be a paid employee of any CDBA Chapter nor of CDBA National.
- 12.04 The Board may, by resolution, revoke the official recognition of a Chapter if the Chapter fails to adhere to the above directions or if the Chapter acts in a manner contrary to the objectives of the Association.

GENERAL

- 13.01 Notices A notice required by the Act to be sent to a member of director of the Association shall be sent in the manner and within such period of time as may be set out in the Act or in this by-law.
- 13.02 Computation of Time In computing the date when notice must be given under any provision of the Act of this by-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.
- 13.03 Omissions and Errors The accidental omission to give a notice to any member, director, officer or auditor or the non-receipts of any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon, unless otherwise provided in the Act.
- 13.04 Cheques, Drafts and Notes All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Association, as the Board may from time to time designate.
- 13.05 Banking The banking business of the Association or any part thereof shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution, and all such banking business, or any part thereof, shall be transacted on behalf of the Association by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, but without restricting the generality of the foregoing, the operation of the accounts of the Association, the making, signing, drawing, accepting, endorsing,

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money, the giving of receipts for and orders relating to any property of the Association the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on behalf of the Association to facilitate such banking business.

13.06 Corporate Seal

The Association shall have a seal, the impression of which is stamped in the margin hereof. Such seal may be used in the execution of any instrument of the Association whenever so authorized by a resolution of the directors.

13.07 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Association may be signed by the President and the Vice-President, and all contracts, documents or instruments, in writing, so signed shall be binding upon the Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer, employee or member on behalf of the Association either to sign contracts, documents, or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The terms "contract, document or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities and all other paper writings.

13.08 Fiscal Year

The fiscal year of the Association shall terminate on March 31 in each year or on such other date as the Directors may from time to time by resolution determine.

13.09 Auditors

The members at each annual meeting shall appoint an auditor to audit the accounts of the Association for report to the members who shall hold office until the next annual meeting. The Directors may fill any

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

- 14 -

temporary vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

13.10 Amendments

The by-laws of the corporation may be repealed or amended by a by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two - thirds of the members provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

13.11 Repeal

Effective as of the date of enactment hereof, By-Law 1 of the Association which was enacted on June 04, 1993 is hereby repealed and replaced

ENACTED this 29th day of August, 2011

President: *Carolyn Monaco*

Secretary: *Betty Lusioneck*

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*

Amended Bylaws

- *Sanctioned by CDBA National Board of Directors, August 29, 2011*
- *Approved by CDBA National Annual General Meeting, October 28, 2011*