

**~~BY-LAW NO. 1~~**

**~~A by-law relating generally to the conduct of the affairs of  
CANADIAN DEAFBLIND ASSOCIATION  
(herein referred to as the “Corporation”)~~**

---

**BY-LAWS**

**CANADIAN DEAFBLIND ASSOCIATION--NATIONAL**

## **Table of Contents**

1.	DEFINITIONS AND INTERPRETATIONS .....	1
2.	HEAD OFFICE.....	1
3.	MEMBERSHIP.....	1
4.	MEETINGS OF MEMBERS.....	3
5.	DIRECTORS .....	5
6.	MEETINGS OF DIRECTORS .....	6
7.	OFFICERS.....	7
8.	EXECUTIVE COMMITTEE .....	9
9.	NOMINATING COMMITTEE.....	9
10.	OTHER COMMITTEES .....	10
11.	INDEMNIFICATION OF DIRECTORS AND OFFICERS .....	10
12.	CHAPTERS .....	11
13.	GENERAL.....	12

## PREAMBLE

These By-Laws were generated to establish the conduct of the affairs of the Canadian Deafblind Association.

### 1. DEFINITIONS AND INTERPRETATIONS

#### 1.1 Definitions ~~In this and all other by-laws of the Corporation,~~

- a. “Act” shall mean The Canada Not-for-Profit Corporations Act (NFP), as amended from time to time ( <https://ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs05005.html> ).
- b. **“Corporation” shall mean the Canadian Deafblind Association—National.**
- c. “Board” shall mean the Board of Directors of the Corporation.
- d. **“Chapter” shall mean a branch of the Corporation representing one or more provinces or territories to carry out the objectives of the Corporation.**
- e. **“AGM” shall mean the Annual General Meeting of the Corporation.**

#### 1.2 Interpretations

**Old 1.1 a & b moved to new 1.1 a & c**

- a. Any other word or term contained in this and in any other by-law of the Corporation which is defined in the Act shall have the meaning given thereto in the Act.
- b. 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.

### 2. HEAD OFFICE

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

### 3. MEMBERSHIP

- 3.1 Membership shall be limited to persons interested in furthering the ~~objects~~ **objectives** of the Corporation and shall consist of anyone who is in good standing as a member on the books of the Corporation. Paid employees **or individuals working under contract on behalf** of either ~~National~~ **the Corporation** or a Chapter **and their immediate families** shall be Associate Members of the Corporation.

3.2 The members of the Corporation shall be divided into five categories of membership as follows:

- a. ~~Full~~ **Individual** Individuals who support the objectives of the Corporation, who have paid the full membership fee to the Corporation, who are entitled to voting privileges, and who are entitled to receive the Corporation's e-newsletter and "Intervention" magazine.
- b. **Associate** Individuals who support the objectives of the Corporation, who have paid the associate membership fee to the Corporation, who are not entitled to voting privileges, but who are entitled to receive the Corporation's e-newsletter and "Intervention" magazine. **Paid employees and/or individuals working under contract for either the Corporation or a Chapter and their immediate family members shall be Associate Members of the Corporation.**
- c. **Corporate** Agencies (whether non-profit or otherwise) or unincorporated associations which support the objectives of the Corporation, which paid the full membership fee to the Corporation, which are entitled to voting privileges through a representative designated by proxy, and which are entitled to receive the Corporation's e-newsletter and "Intervention" magazine.
- d. **Family** A family who supports the objectives of the Corporation, who have paid the family membership fee to the Corporation, who are entitled to one vote by one member of adult members of the family, and who are entitled to receive the Corporation's e-newsletter and "Intervention" magazine.
- 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 Corporation. A lifetime member shall have voting privileges and receive the Corporation's e-newsletter and "Intervention" magazine but shall pay no membership fees. ~~The same entitlements will also be received for this membership in a Chapter, where applicable.~~ **Any CDBA Chapter can make a recommendation and must obtain approval from the Corporation to confer a lifetime membership to a person in their respective Chapter.**

**3.3 Members of the Corporation will be affiliated with the provincial Chapter in which they reside. If a member's residence is in a province that does not have a Chapter, that member may affiliate with one near-by Chapter in another province upon consultation and approval of the Corporation and the Chapter.**

3.4 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.

- 3.5 Any member may withdraw from the Corporation by delivering to the Corporation a written resignation.
- 3.6 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.

#### 4. MEETINGS OF MEMBERS

- 4.1 Annual General 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 but shall be no later than six (6) months after the end of the fiscal year (March 31st).

- 4.2 Special Meetings Special meetings of the members **shall be held in Canada** and may be convened at any time by order of the President or of the Board ~~to be held in Canada.~~

- 4.3 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.

~~Old 4.4 moved to 4.9 Entitlement to Vote Only those members in good standing on the books of the Corporation, thirty days prior to any annual or special meeting, shall be entitled to vote at any such meeting.~~

- 4.4 Notice of Meetings Prior ~~written~~ notice shall be given of **the AGM** ~~any annual or special general meeting~~ of members to each member in good standing on the books of the Corporation **using one or more of the following methods:** ~~not more than 60 days and not less than 21 days before the meeting. Audited financials for the previous fiscal year shall be available on the website of the Corporation.~~

- a. by mail, courier, ~~or personal delivery,~~ telephonic **telephone, electronic or other communication facility** to each member entitled to vote at the meeting during a period of 21 to 60 days before the meeting;

**"old b." combined with "a." above** ~~by telephonic, electronic or other communication facility to each member entitled to vote at the meeting during a period of 21 to 60 days before the meeting;~~

- b. by affixing the notice, no later than 30 days before the meeting, to a notice board/website where information about the Corporation's activities is regularly posted in a location that is frequented by members;
- c. at least once in a publication or e-newsletter of the Corporation that is sent to all its members during the period of 21 to 60 days before the day on which the meeting is to be held.

- 4.5 Computation of Time** In computing the date when notice must be given under any provision of the Act of ~~this~~ **these** by-laws 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.
- 4.6 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.
- 4.7 Meeting Request by Members** Any five (5) members shall have the right to requisition a meeting of members and the directors shall thereafter call the meeting.
- 4.8 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.
- 4.9 Entitlement to Vote** Only those members in good standing on the books of the Corporation, thirty days prior to any annual or special meeting, shall be entitled to vote at any such meeting.
- 4.10 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 Corporation represented in person or by proxy. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of the business.
- 4.11 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”.

Dated: \_\_\_\_\_

Signature: \_\_\_\_\_

- 4.12 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.

## **5. DIRECTORS**

- 5.1 Number** The affairs of the Corporation shall be managed by a Board of Directors made up of one representative from each Chapter plus an equal number of Directors-at-Large each of whom shall be a member of the Corporation.

- 5.2 Election** 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.

- 5.3 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.

- 5.4 Ceasing to be a Director** 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 Corporation;
- b. ~~if an order is made declaring a director to be a mentally incompetent person or~~ **a director is** incapable of managing his/her affairs;

- ~~old c removed if a director becomes bankrupt;~~
- c. if a director ceases to be a member of the Corporation; ~~and~~
  - d. on the death of a director; and **separate the current “e” into two it**
  - e. ~~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.
- 5.5 If any vacancy shall occur for any reason in the office of **a** director, the Board may, at its discretion, by resolution fill the vacancy with a member of the Corporation until the next annual meeting. If the vacancy occurs in the office of a director nominated by a Chapter, the Chapter who nominated the director shall nominate a replacement to be affirmed by the Board.
- 5.6 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 Corporation in any other capacity and receiving compensation, therefore.
- 5.7 No **paid** employee **and/or individuals working under contract on behalf of either** of the Corporation **or a Chapter and their immediate family members** shall be a director or officer of the Corporation.

## 6. MEETINGS OF DIRECTORS

- 6.1 **Frequency** The Board shall meet at least five times (5) a year and as often as necessary.
- 6.2 **Quorum** One-half of the total number of directors plus one present, either in person or ~~conference telephone~~ **other communication facilities**, shall constitute a quorum at any meeting of directors.
- 6.3 **Place of Meeting** Meetings of the Board may be held at any place in Canada as the directors may from time to time determine.
- 6.4 **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.
- 6.5 **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.

- 6.6 Voting** Questions arising from the meeting of directors shall be decided by a majority of votes. Each director, **with the exception of the chair**, shall have one vote. In case of an equality of votes, the chair **shall cast the deciding vote.**  
~~of the meeting shall not have a second or casting vote.~~

- 6.7 Conflict of Interest** A director or officer who is party to a material contract or proposed material contract with the Corporation 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 Corporation, 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 Corporation's business would not require approval by the Board or members, and a director interested in a contract so referred to the Board shall not vote on any resolution to approve it.

## **7. OFFICERS**

- 7.1 Appointment **Election of Officers**** The Board shall annually, or as often as may be required, ~~appoint~~ **elect** a President, Vice-President, Secretary and Treasurer, each of whom shall be a director and a different person. **Upon consensus of the Board, the office of the Secretary and Treasurer may be combined as one office with the title of Secretary/Treasurer. If there is a competition for any of these offices, a vote among the Board will be conducted to determine who will hold the position.**

- 7.2 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.

- 7.3 Remuneration** The officers of the Corporation 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 Corporation in any other capacity and receiving compensation thereof.

**7.4 Powers and Duties**

**a. *The President shall:***

- i) ~~shall~~** preside at all meetings of the members of the Board; **and**
- ii) ~~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 Corporation.

**b. *The Vice-President 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 Corporation;~~

~~iii) be responsible under direction of the Board for overseeing budgets and fundraising policy; and~~

~~iv) be responsible to the President and thereby to the Board on all issues and actions in the areas of special projects.~~

**c. *The Secretary Shall:***

i) give, or cause to be given, all notices required to be given for all meetings of the Board, all **meetings of** committees of Directors, if any, and all meetings of members;

ii) enter, or cause to be entered, into books kept for that purpose, minutes of all proceedings at such meetings;

iii) have charge of the corporate seal and the corporate records which the Corporation is required to prepare; and

iv) maintain by the provisions of the Act.

**d. *The Treasurer shall:***

i) keep, or cause to be kept, full and accurate books of accounts in which shall be recorded all receipts and disbursements of the Corporation 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 Corporation;

ii) render to the Board at the meetings thereof, or whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; and

iii) perform such other duties as may from time to time be prescribed by the Board.

**e. *Other Officers:***

i) The duties of all other officers of the Corporation 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.

**7.5 Vacancies** The office of President, Vice-President, 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 Corporation;
- b. ~~if an order is made declaring a director to be a mentally incompetent person or~~ **a director is** incapable of managing his/her affairs;  
~~old c. removed if an officer becomes bankrupt;~~
- c. on the death of an officer; and
- d. if at the meeting of the directors a resolution is passed by the majority of the directors that an officer be removed from office.

## **8. EXECUTIVE COMMITTEE**

**8.1** There shall be an Executive Committee of the Corporation which shall consist of the following officers: President, Vice-President, Secretary, and Treasurer.

**8.2** The Executive Committee shall be responsible for the day-to-day administration of the affairs of the Corporation in accordance with policies and directions approved by the Board.

**8.3** Any Executive Committee member may be removed by a majority vote of the Board of Directors.

**8.4** 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 **other communication facilities** ~~conference telephone~~, shall constitute a quorum at any meeting of the Executive Committee. **A meeting of the Executive Committee may be held and duly constituted at any time without notice if all the Committee 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.**

## **9. NOMINATING COMMITTEE**

**9.1** The President, with approval of the Board, shall **have the option to** appoint a nominating committee. ~~at the meeting of the Board, following the annual meeting of the Corporation, effective for the ensuing year.~~

**9.2** 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.
- 9.3 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.
- 9.4 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.
- 9.5 The nominating committee shall submit its report setting forth the nominees for election as directors and their qualifications to the Board fourteen days in advance of the annual meeting of the Corporation.

## 10. OTHER COMMITTEES

- 10.1 **Standing Committees will be appointed annually. Example of those Committees could include but not limited to--Financial Sustainability, Governance, Education & Awareness, Communications & Publications, “Lend-a-Hand” Charity Golf Tournament, etc.....**
- 10.2 The Board may from time to time **appoint ad hoc** ~~constitute such~~ committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties of any **such** ~~sub~~ committee.
- 10.3 ~~Such~~ **Committee** members shall receive no remuneration and may be removed by a majority vote of the Board of Directors.

## 11. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 11.1 Each director and officer of the Corporation, former director or officer of the Corporation, or a person who acts or acted at the Corporation’s request as a

director or officer of a body corporate of which the Corporation 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 Corporation or body corporate.

## 12. CHAPTERS

12.1 Where numbers warrant, the membership of the Corporation shall be divided into Chapters representing one or more provinces or territories to carry out the objectives of the Corporation. 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.

12.2 Each Chapter shall:

- a. ~~Appoint~~ **Elect** 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. **In the absence of a Chapter Board of Directors, an executive committee, in consultation with the Corporation, shall be appointed;**
- b. follow and conform to ~~this~~ **these** by-laws ~~and or its own~~ **the Chapter's** by-laws which must be approved by the ~~Board~~ **Corporation**;
- c. maintain proper financial records and submit an annual financial report to the ~~Board~~ **Corporation** for the year ending March 31 **within 30 days following the Chapter AGM** ~~by no later than June 30 of each year;~~
- d. ~~issue official receipts under the Corporation's registered number,~~ **donations to unregistered Chapters shall have the Corporation issue official receipts under the Corporation's registration number;**
- e. provide periodic reports to the ~~Board~~ **Corporation** on Chapter activities and forward copies of all Chapter meeting minutes;
- f. **provide a copy of the Chapter AGM minutes to the Corporation within 30 days following the Chapter AGM.**
- g. **shall** use common **branding within** letterheads, logos, **websites, social media** and other public relations materials ~~and procedures~~ as prescribed by the ~~Board~~ **Corporation**; and.

12.3 Each Chapter shall be entitled to appoint ~~one person~~ **a voting member in good standing** to serve as a director on the **Corporation's** Board. That ~~person~~ **appointee** ~~shall be a voting member in good standing and~~ shall not be a paid employee **or an individual working under contract on behalf** of the Corporation ~~nor or~~ any Chapter of the Corporation **nor shall they be an immediate family member, thereof.**

12.4 The ~~Board~~ **Corporation** 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 Corporation.

### 13. **GENERAL MOVE 3.1 TO 3.4 TO MEETING OF MEMBERS**

**Moved and combined with 4.5** ~~Notice~~ ~~Notice to a member or director of the Corporation shall be sent using one or more of the following:~~

- a. **old 13.1 a. moved to 4.4 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 meeting;~~
- b. **old 13.1 b. combined with 4.4 a.** ~~by telephonic, electronic or other communication facility to each member entitled to vote at the meeting during a period of 21 to 60 days before the meeting;~~
- c. **old 13.1 c. moved to 4.4 b.** ~~by affixing the notice, no later than 30 days before the meeting, to a notice board/website where information about the Corporation's activities is regularly posted in a location that is frequented by members; and~~
- d. **old 13.1 d. moved to 4.4 c.** ~~at least once in a publication or e-newsletter of the Corporation that is sent to all its members during the period of 21 to 60 days before the day on which the meeting is to be held.~~

**old 13.2 Moved to 4.5** ~~Computation of Time~~ ~~In computing the date when notice must be given under any provision of the Act of this **these** by laws 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.~~

**old 13.3 moved to 4.6** ~~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.~~

13.1 **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 Corporation, as the Board may from time to time designate.

- 13.2 Banking** The banking business of the Corporation 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 Corporation 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 Corporation, the making, signing, drawing, accepting, endorsing, 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 Corporation; 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 Corporation to facilitate such banking business.
- 13.3 Corporate Seal** The Corporation 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 Corporation whenever so authorized by a resolution of the directors.
- 13.4 Execution of Instruments** Contracts, documents or instruments in writing requiring the signature of the Corporation 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 Corporation 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 Corporation 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~~ **these** by-laws 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.
- 13.5 Fiscal Year** The fiscal year of the Corporation shall terminate on March 31 in each year or on such other date as the Directors may from time to time by resolution determine.
- 13.6 Auditors** The members at each annual meeting shall appoint an auditor to audit the accounts of the Corporation for report to the members who shall hold office until the next annual meeting. The Directors may fill any temporary vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.



**13.7 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~~. **The changes will become effective when** sanctioned by an affirmative vote of ~~at least two-thirds~~ **a majority** of the members **present at the Corporation's AGM.**

**13.8 Date of repeals and/or amendments** Effective as of the date of enactment hereof, **the** By-Laws ~~1~~ of the Corporation which ~~was~~ **were** enacted on ~~June 04, 1993~~ September 27, 2014 ~~is~~ **are** hereby repealed and replaced.

~~ENACTED this 27th day of September 2014 in Mississauga, Ontario~~

~~President: Carolyn Monaco~~

~~Secretary: J. Allan Matheis~~

By-Laws repealed and/or amended by the Board of Directors: June 29, 2021

By-Laws approved by membership at AGM/meeting: Date here

President: Name here Signature:

Secretary: Name here Signature:

**Footer to be updated**