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BY-LAW NO. 1

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

THE CANADIAN COUNCIL OF THE BLIND

(the “Corporation”)

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

SECTION 1 - General

##  Definitions

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

1. **“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;
2. **“Articles”** means the original or restated articles of incorporation, letters patent, articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
3. **“Blind”** means any individual who is blind, vision impaired, or deafblind, as defined or determined by appropriate federal and/or provincial authorities in Canada;
4. **“Board”** means the board of directors of the Corporation;
5. **“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;
6. **“Chapter”** means any association of members that has received written approval and recognition as a Chapter, whether divisional, cross-divisional, or national by the Corporation, and has agreed in writing to adhere to and be bound by such guidelines and conditions as may be established from time to time by the board;
7. **“Class A Active Member”** has the meaning given to it in section 5.02 (a);
8. **“Class B Associate Member”** has the meaning given to it in section 5.02 (b);
9. **“Director”** means an individual elected or appointed (to fill a vacancy until the next election) to the Board;
10. **“Division”** means a territory of not less than one (1) province in Canada that has received written approval and recognition as a Division by the Corporation, and which has agreed in writing to adhere to and be bound by such guidelines and conditions as may be established from time to time by the Board; however a Division shall have a minimum of two (2) Chapters. The Northwest Territories, the Yukon and Nunavut shall be included within a Division or Divisions to be determined by the Board.
11. **“Executive Committee”** means a committee of the Board more particularly described in section 11 of this by-law.
12. **“Executive Director”** means the Executive Director, employed by the Corporation to manage the affairs of the Corporation on a day-to-day basis.
13. **“Member”** means those defined in section 5 of this by-law;
14. **“Meeting of Members”** includes an annual meeting or a special meeting of members at the chapter, division or annual meeting of the Corporation; “special meeting of members” includes a meeting of any classes of members and a special meeting of all members entitled to vote at all meetings of members;
15. **“Ordinary Resolution”** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
16. **“Proposal”** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
17. **“Regulations”** mean the regulations under the Act, as amended, restated or in effect from time to time;
18. **“Sighted”** means any individual who is not Blind, as defined in the By-law; and
19. **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

##  Interpretation

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. Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in this By-law.

##  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.

# SECTION 2 – Objectives

##  Articles

The purposes of the Corporation are expressed in the Articles which may be expanded upon from time to time by the Board and Members provided the purposes are consistent with the Act, the rules and regulations affecting charities, and Articles of Amendment are approved in accordance with the Act, and filed pursuant to the Act.

# SECTION 3 – Organization

##  Structure

The organization of the Corporation shall be as follows:

1. The Corporation shall consist of Members, a Board, Executive Committee, Officers, Divisions and Chapters;
2. The governing documents shall include the Act, the Articles, the By-laws and resolutions by the Board, as amended from time to time;
3. The resolutions by the Board may specify a committee structure with guidelines and procedures that may make recommendations to the Board to assist the governance of the Corporation;
4. Unless stated otherwise, the conduct of all meetings of the Corporation shall be conducted pursuant to the Modern Edition of Robert’s Rules of Order, as amended, to the extent such rules of order are not inconsistent with the Act, the Articles, these By-laws, or any special rules of order adopted by the Board.

# SECTION 4 - Registered Office

##  Ottawa, Ontario

Until changed in accordance with the Act, the registered office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

# SECTION 5 – Members

##  Membership – Classes and Admission

Subject to the Articles, there shall be two classes of members in the Corporation, namely, Class A Active Members and Class B Associate Members. The Board may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of Membership shall apply:

##  Membership Conditions

1. Class A Active Members

I. Class A Active Membership shall be available to any individual who is a resident of Canada, is at least 18 years of age and who has applied and been accepted by a Chapter or by the Board for Class A Active membership in the Corporation.

II. The term of membership of a Class A Active Member shall be annual, subject to renewal in accordance with the policies of the Corporation.

III. As set out in the Articles, each Class A Active Member is entitled to notice of meetings, and to attend and vote at all meetings of the membership of the Corporation and each such Class A Active Member shall be entitled to one (1) vote at such meetings.

IV. The Board may from time to time, designate any Class A Active Member as an honorary Class A Active Member, in accordance with the policies of the Corporation. From time to time at the discretion of the Board, an individual who has provided exceptional service to the blind community at large may be designated as an Honourary Class A Active Member in accordance with the policies of the Corporation.

1. Class B Associate Members

I. Class B Associate membership shall be available to any individual who is a resident of Canada, is at least 18 years of age and who has applied and been accepted by the Board for Class B Associate membership of the Corporation.

II. In accordance with the Articles, but subject to the Act, Class B Associate Members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

III. Class B Associate Members may attend the annual meeting or any special Meeting of the Members, and any meetings held by such Member’s particular Division or Chapter.

##   Special Resolution

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution 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), (I) or (m).

##  Notice of Meeting of Members

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 ordinary 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.

Pursuant to subsection 197(1) (Fundamental Changes) 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.

##  Absentee Voting by Telephone Ballot

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a Meeting of Members may vote by telephone ballot if the Corporation has a system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification, and
2. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
3. gives 72 hours of voting time total, the final 4 hours of which shall follow the adjournment of the meeting.

Pursuant to subsection 197(1) (Fundamental Changes) 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.

# SECTION 6 - MEMBERS’ MEETINGS, TERMINATION AND DISCIPLINE

##  Meetings and Voting Rights

1. As set out in the Articles and in Section 5.01(a)(III) above, each Class A Active Member is entitled to attend all meetings of the membership of the Corporation, including the annual meeting or any special Meeting of the Members, and any meetings held by such Member’s particular Division or Chapter. Any other individual may be admitted only on the invitation of the chair of the meeting or by resolution of the Class A Active Members.
2. Only Class A Active Members are entitled to vote at the annual meeting or special Meetings of the Members.
3. Subject to the Act, Class B Associate Members are not entitled to vote at any Meeting of Members.
4. In the event that the President of the Corporation and 1st, 2nd and 3rd Vice-Presidents of the Corporation are absent, the Class A Active Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
5. A quorum at any Meeting of Members (unless a greater number of members are required to be present by the Act) shall be 15 Class A Active Members that are entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Class A Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, by telephonic and/or by other electronic means (excluding e-mail).
6. 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 question by the Members entitled to vote on such question. In case of an equality of votes either on a show of hands or on a ballot or on the results of voting, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.
7. As set out in the Articles and in Section 5.02 (a)(III) above each Class A Active Member is entitled to one (1) vote at any and all meetings of the membership of the Corporation, the annual meeting or any special Meeting of the Members, and any meetings held by such Member’s particular Division or Chapter; in all cases pursuant to rules and regulations prescribed from time to time by the Board.
8. Notwithstanding Sections 6.01(b) and (g) above, but subject to the Act, no Class A Active Member shall be entitled to vote at any Meeting of Members unless all fees and dues have been paid at least three months (90 days) prior to the date set for such meeting.
9. Notwithstanding Sections 6.01(a) to (g) above, the total number of votes from Sighted Members must not exceed forty(40%) percent of the total votes of the Members. In the event the number of Sighted Members entitled to vote at a particular meeting exceeds or for whatever reason cannot meet the limitations established herein, the vote of the Sighted Members shall be fractionalized in proportion to the number of Blind Members entitled to vote at such meeting in order to conform to the said limitation and restriction.

##  Membership Dues

The Board may, from time to time, establish rules and procedures for renewal of annual membership.

##  Termination of Membership

A membership in the Corporation is terminated when:

1. the member dies;
2. the Member fails to maintain any qualifications for membership described in these By-laws;
3. the Member resigns by delivering a written resignation to the President of the Corporation in which case such resignation shall be effective on the date specified in the resignation or the date the resignation is received by the President of the Corporation, whichever is earlier;
4. the Member is expelled in accordance with Section 6.04 below or is otherwise terminated in accordance with the Articles or By-laws;
5. the Member’s term of membership expires and the Member has not renewed his or her membership within the time period set out in this By-law; or
6. the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

##  Discipline of Members

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

1. violating any provision of the Articles, By-laws, or policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
3. 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.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide a twenty (20) calendar day notice of suspension or expulsion to the member, and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) calendar day period. In the event that no written submissions are received by the President, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within further twenty (20) calendar days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

The provisions of Section 18 (Dispute Resolution) of this By-law do not apply to this section 6.04.

# SECTION 7 - ANNUAL AND SPECIAL MEETINGS

##  Annual Meetings

The Annual Meeting of the Members shall be held each year within six months of the end fiscal year pursuant to the Act. Such meeting to be held at a location in Canada, on a date and time determined by the board. The purpose of the meeting is to hear and act upon reports of the year’s work of the Corporation, to receive the financial statements of the Corporation, to appoint the public accountant for the ensuing financial year, and to elect Directors, if applicable.

##  Special Meetings

Special Meetings of the Members may be called at any time under authority of a resolution of the Board. Special meetings shall be called by the Board upon receiving a written request to do so signed by at least fifteen percent (15%) of the Class A Active Members.

##  Agenda

Upon approval of a two-thirds majority of the votes cast by the Class A Active Members, items not circulated on the agenda may be added to the agenda at the meeting prior to the time that such agenda is approved.

##  Attendance of Class A Active Members

Any Class A Active Member may attend Meetings of Members at his or her own expense but cannot speak to any issue unless recognized by the Chair of the meeting.

##  Quorum

Fifteen (15) total Class A Members must be present for there to be quorum.

##  Consultations

In recognition of the Councils commitment to face to face communications, at its discretion, and with specific regard to financial availability, the Board shall, from time to time, hold a national consultation to discuss matters of particular significance to the Council. This consultation will comprise members of the Board and one or a maximum of two representative(s) from each division, on an equal basis.

##  Circulation of Minutes

The minutes of Meetings of Members will be posted on the national website for download, and available, in either electronic or hard copy format, from the national office upon request within sixty (60) days of the conclusion of the meeting. The minutes of the Meetings of Members will be circulated to all Class A Members prior to the meeting at which they will be approved.

# SECTION 8 - BOARD OF DIRECTORS

##  Composition of Board of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Class A Active Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board. At least two (2) Directors shall not be Officers or employees of the Corporation or its affiliates. A minimum of seventy percent (70%) of the Board shall be comprised of eligible Blind individuals.

##  Qualifications of Directors

In addition to the qualifications for Directors set out in the Act, Directors must have been a Class A Active Member for no less than one year, and continue as a Class A Active Member throughout their term of office.

##  Election of Directors and Term of Office

Directors shall be elected by the Class A Active Members at each annual Meeting of Members at which an election of directors is required. Subject to the Act, the Articles and the By-laws, the election of directors shall be conducted pursuant to such rules, regulations and election procedures prescribed by the Board from time to time. Directors shall be elected to hold office until the third annual meeting after such Director is elected, at which time, each such Director shall retire as a Director, but if qualified, shall be eligible for re-election. No Director elected after this By-law is confirmed by the Members, may be elected for more than two (2) consecutive terms, unless such Director shall be elected as President or becomes Past President, in which case such individual may be elected for as many terms as necessary to allow such individual to complete his or her term as President or Past President. After 2 terms the President will not be eligible for re-election. If no one is qualified to assume the role of President, the President may be asked to remain as Acting President on an annual basis.

##  Nominations

No nominations for election as a Director may be made from the floor at any Meeting of Members. A nominating committee shall be struck, the members of which shall all be Class A Active Members, and shall not be employees of the corporation, to receive and consider nominations, and prepare a slate by election for recommendation to the board. All Class A Active members are eligible to be nominated for election as a Director.

##  Vacancies

In accordance with and subject to the Act and the Articles, the Board may fill a vacancy in the Board, except a vacancy resulting from a change in the number of Directors listed in the Articles, or from a failure of the Members to elect the required number of Directors provided for in the Articles. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the required number of Directors provided for in the Articles, the Board shall forthwith call a special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

##  Retiring Director

A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which the retirement is accepted and his or her successor is elected.

##  Automatically Vacated

The office of a Director shall be automatically vacated:

1. If at a special Meeting of Members, an Ordinary Resolution is passed by the Class A Active Members present at such meeting, either in person or electronically, that he or she be removed from office;
2. If a Director has resigned his or her office by delivering a written resignation to the Secretary for the Corporation;
3. If a Director is declared incapable by a court in Canada or in another country;
4. If a Director becomes bankrupt;
5. On death; or
6. If the Director no longer fulfils all of the qualifications to be a Director set out in Section 8.02, as determined in the sole discretion of the Board.

In the case of a vacated position all effort will be made to replace the Director with a Class A Active Member from the same Division.

##  Duties of Directors and Officers

1. Every Director and officer of the Corporation in exercising their powers and discharging their duties shall
	* 1. act honestly and in good faith with a view to the best interests of the corporation;
		2. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
		3. abide by the decisions of the Board made by majority vote at meetings of the Board, and not obstruct the decision of the majority of the Board, whether the director voted for or against the matter put forward for a vote of the Board.
2. Every Director and officer of the Corporation shall comply with the Act, the Regulations, the Articles, the By-laws, and all policies, procedures, rules and regulations of the Corporation.

# SECTION 9 - POWERS OF THE BOARD

##  General

Pursuant to the Act, and in accordance with these By-laws the Board does not engage in the day-to-day tasks of management and administration of the Corporation. All such tasks shall be delegated by the Board to the Executive Director, or his designate, through the President, to whom the Executive Director reports. Such tasks include, but are not limited to, the administration of the affairs of the Corporation, in all matters: make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, and generally, may exercise all such other powers including those noted below and do all such others acts and items as the Corporation by its charter or otherwise is authorized to exercise and do.

##  Policy

The Board has the power to set, by resolution, policy for the Corporation in all matters pertaining to the mission and goals of the Corporation.

##  Authorize Expenditures

The Board has the power to authorize expenditures on behalf of the Corporation from time to time and may delegate this power, by resolution, to the Executive Director or an officer or officers of the Corporation.

##  Trust Arrangements

The Board has the power, in consultation with the Executive Director or his designate to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board may prescribe.

##  Borrowing Powers

The Board may, without authorization of the Members,

1. borrow money on the credit of the Corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
3. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

##  Gifts

The Board has the power to take such steps as it deems requisite 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 purposes of the Corporation.

##  Employees - Agents

The Board may appoint such agents and engage and pay such employees as it deems necessary from time to time and such persons shall have the authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. This authority may be delegated to the Executive Committee and the Executive Director in the course of normal business activities.

##  Remuneration of Employees

Remuneration for all officers, agents, and employees and committee members shall be fixed by the Board by resolution. This authority may be delegated to the Executive Committee in the normal course of business activities.

##  Public Accountant

The Board has the power to recommend to the Members at the annual Meeting of Members, the appointment of a public accountant to audit the accounts of the Corporation for the ensuing year and to prepare the annual audited financial statement for presentation to the Members of the Corporation at the annual Meeting of Members. The Board may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the Board upon recommendation by the Executive Committee.

##  Annual Financial Statements

In lieu of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, the Board may publish a notice to the Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office, by email, or by prepaid mail.

##  Books and Records

The Board shall see that all necessary books and records of the Corporation required by the Act or the By-laws are regularly and properly kept.

##  Rules and Regulations

The Board may prescribe such rules and regulations consistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.

##  Outstanding Service

The Board may from time to time establish awards for outstanding service to the Corporation and/or to the blindness community.

# SECTION 10 - DIRECTORS’ MEETINGS

## 10.01 Meetings

The Board shall meet at least twice a year at the call of the President, and a further meeting concurrent with the annual Meeting of Members provided that at least forty-eight (48) hours’ notice in writing or by email is sent to each Director including the agenda for business to be conducted.

Each Director has one (1) vote on all matters, with the exception of the chair of the meeting. The chair of the meeting is not entitled to vote at any meetings of the Board, except in the event of a tie vote, in which case the chair of the meeting may cast the deciding vote.

##  Quorum

A majority of Directors in office shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be entitled to exercise all or any authorities, powers and discretions by or under the Act and the By-laws.

##  Forum

Directors and other eligible persons may participate in a meeting of the Board by means of a telephone conference or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and a person participating in such meeting by such means is deemed to be present at the meeting. The Chair of any meeting held by telephone conference or other communications facilities shall take a roll call at the commencement of the meeting by calling out the name of each person participating and making a list of all present or deemed to be present in order to determine whether there is a quorum of persons present at any such meeting.

# SECTION 11 - EXECUTIVE COMMITTEE

## 11.01 Composition

The Executive Committee of the Corporation shall consist of the President of the Board, 1st Vice-President,2nd Vice-President, 3rd Vice-President and Past President. In the event, the President is re-elected, the Past President shall continue in office.

##  Term

The members of the Executive Committee shall be appointed from the currently elected directors for a term of three (3) years or until the expiry of their term as a director.

##  Supervision

The Executive Committee shall supervise the operations of the Corporation in accordance with policies adopted by the Board. It shall report on its activities to the Board and between meetings of the Board may deal with any matter on behalf of the Board except:

1. The determination of dues and fees of Members;
2. The enactment of By-laws; and
3. Those matters that conflict with duties of other committees established by the Board.

##  Meetings

The Executive Committee shall normally meet four times a year, either in person or by teleconference, of which at least two meetings shall coincide with the meetings of the Board. Additional Executive Committee meetings may be held at the call of the President with at least 48 hours’ notice.

##  Quorum

A quorum for meetings of the Executive Committee shall consist of three (3) voting Members of the Executive Committee.

##  Vacancy

Any vacancy or vacancies on the Executive Committee, however caused, may, so long as a quorum of the Executive Committee remains in office, be filled by the Executive Committee, and such appointment shall be ratified at the next meeting of the Board, otherwise such vacancy or vacancies may be filled at the next Board meeting.

# SECTION 12 - INDEMNITIES TO DIRECTORS AND OFFICERS

##  Indemnity

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Corporation’s request as a director or officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or such other entity.

##  Advance of Costs

The Corporation shall advance moneys to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 12.01. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 12.03.

##  Limitation

The Corporation shall not indemnify an individual under Section 12.03 unless

(a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation’s request, and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual’s conduct was lawful.

##  Additional Circumstances

The Corporation shall also indemnify an individual referred to in Section 12.02 in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

# SECTION 13 - OFFICERS

## 13.01 Officers

The officers of the Corporation shall be the President, 1st Vice-President, 2nd Vice-President and 3rd Vice-President.

## Eligibility Requirements

1. All Officers must be Directors at the time of his or her election or appointment as an officer, and must remain a Director throughout his or her term as an Officer.
2. In order to be eligible for President, the candidate must have completed a minimum of two (2) full terms on the Board and held the office of 1st, 2nd or 3rd Vice-President for at least one (1) full term.
3. In order to be eligible for the positions of 1st, 2nd or 3rd Vice-President, the candidates must have completed a minimum of one (1) full term on the Board.

## Election and Appointment of Officers

1. The President shall be elected by the Class A Active Members at an annual Meeting of the Members.
2. Officers other than the President shall be appointed by resolution of the Board from among their number at the first meeting of the Board to be held within 30 days following the annual Meeting of Members.

##  Term

Subject to section 13.02(a), the officers of the Corporation shall hold office for three (3) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by the Board at any time for cause.

# SECTION 14 - DUTIES OF OFFICERS

## 14.01 President

The President shall preside at all meetings of the Corporation, the Executive Committee, and the Board. The President has a vote at the Executive Committee. The President (or his or her designate) shall be an ex-officio, non-voting member of all the committees of the Corporation including all Divisions and Chapters. The President shall represent the Corporation at various public functions, ensure that the Directors are aware of all policy guidelines of the Corporation and the decisions of committees, and monitor the performance of committees. The President shall also have such particular duties, functions and responsibilities as may be assigned to him or her from time to time by the Board.

In the case of a temporary absence of the President, of up to (60) sixty days, the President may at his or her own discretion, choose to designate a Director to perform the duties and exercise the powers of the President and to perform such other duties as shall be imposed upon them by the Board. In the event of a permanent vacancy in the office of the President, for any reason, the Board shall appoint a successor to fill the position until the next annual Meeting of the Members.

## Vice-Presidents

1. The Vice-President (Finance/Treasurer)

The Vice-President (Finance / Treasurer) shall keep or cause to be kept proper accounting records in compliance with the Act and shall be responsible for the depositing of money, the safe-keeping of securities and the disbursements of the funds of the Corporation; he or she shall render to the Board whenever required an account of all his or her transactions as Vice-President (Finance / Treasurer) and of the financial position of the Corporation and he or she shall have such other powers and duties as the Board or the President may specify. The Executive Director shall perform any of the duties of the Vice-President (Finance / Treasurer) delegated to him or her, from time to time, by the Board, the President or the Vice-President (Finance / Treasurer).

1. The Vice-President (Administration/Secretary) shall generally be responsible for the corporate administrative affairs of the Corporation. The corporate administrative duties shall be carried out by the Executive Director under the general supervision of the Vice-President (Administration/Secretary). The corporate duties, including attendance either personally or by a designate at all meetings of the Corporation to record all votes and minutes of all proceedings in the books to be kept for that purpose, the giving or causing to be given notice of all Meetings of the Members and of the Board, and the performance of such other duties as may be specifically prescribed by the Board or the President.

The Vice-President (Administration/Secretary) shall be the custodian of the corporate seal of the Corporation, which shall be delivered only when authorized by a resolution of the Board to do so and in such person or persons as may be named in the resolution; except that he or she may deliver to the Executive Director at any time without resolution.

1. The Vice-President (Programs) shall be responsible for those programs of the Corporation which have been approved by the Board to ensure proper implementation and monitoring. The duties for programs shall be carried out by the Executive Director under the general supervision of the Vice-President (Programs). He or she shall render an annual report to the Board at the regular meeting of the Board, or whenever it may require it, a statement on the status of the programs and recommendations to change, modify or alter the programs.

## 14.03 Past President

a) The role of the Immediate Past President is to provide continuity to the Council and historical context where relevant to current issues. The Immediate Past President acts as an advisor to the current President and the Board of Directors. **She/he may be appointed to a committee(s) as a voting member, but shall not be a voting member of the Board.** The Immediate Past President may also be assigned other appropriate duties by the Board at its discretion from time to time.

b) Term of office: The Immediate Past President shall serve in his/her capacity until the election of a successor to the current President.

# SECTION 15 - COMMITTEES

## 15.01 Appointments

The Board, upon recommendation by the President, may appoint committees whose members shall hold office at the pleasure of the Board. The Board shall determine the duties of such committees.

# SECTION 16 - EXECUTION OF DOCUMENTS

## 16.01 Contracts

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the President and the Executive Director of the Corporation and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The corporate seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid.

# SECTION 17 – GENERAL PROVISIONS

## Method of Giving Any Notice

(a) Method of Delivery. Subject to sections 5.04 and 10.01 above, any notice (which term includes any communication or document) 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:

(i) 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); or

(ii) if mailed to such person at such person’s recorded address by prepaid ordinary or air mail; or

(iii) if sent to such person by telephonic, electronic or other communication facility at such person’s recorded address for that purpose; or

(iv) if provided in the form of an electronic document in accordance with Part 17 of the Act.

1. Time of Delivery. 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. 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. 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. 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.

## Address

Every Member shall furnish to the Corporation the address of his/her usual residence or place of business or an address to which all notices intended for the Member shall be mailed or sent.

# SECTION 18 - FISCAL YEAR

## Fiscal Year

Unless otherwise determined by the Board, the fiscal year end of the Corporation shall be December 31st of each year.

# SECTION 19 - DISPUTE RESOLUTION

## Mediation and Arbitration

This Section 19 does not apply to the discipline of Members set out in Section 6.04 above.

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in section 19.02 of this by-law.

##  Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings in good faith between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
4. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

# SECTION 20 - AMENDMENTS

The Articles may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

# SECTION 21 – BY-LAWS AND EFFECTIVE DATE

Subject to the Act and the Articles, the Board may, by Ordinary Resolution, make, amend or repeal any By-laws that regulate the activities and affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the Ordinary Resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

# SECTION 22 – GENERAL MATTERS

## 22.01 Validity and Enforceability

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.

## 22.02 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.

**ENACTED** by the Board as of the 24th day of September 2020.



 President Secretary

**CONFIRMED** by the Members as of the 17th day of February, 2021.

 Secretary