

BRaille LITERACY CANADA / LITTÉRATIE BRAILLE CANADA

GENERAL BY-LAWS

By-laws relating generally to the conduct of the affairs of the Corporation

PREAMBLE

Braille Literacy Canada / Littératie braille Canada represents issues pertaining to both English and French braille in Canada. As such, every reasonable effort shall be made, wherever possible, to provide documents pertinent to the Corporation in both of Canada's official languages

1. INTERPRETATION

1.1 DEFINITIONS

In these By-laws, unless the context otherwise specifies or requires:

- a. **“Act”** means the Canada Not-for-profit Corporations Act (S.C. 2009, c.23) as from time to time amended and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- b. **“Annual Meeting”** means the annual meeting of the Members;
- c. **“Articles”** means the articles of continuance, amendment, amalgamation, reorganization, arrangement or revival of the Corporation, as applicable;
- d. **“By-law”** means any by-law of the Corporation from time to time in force and effect;
- e. **“Committee”** means a committee or, where the context permits, a subcommittee of the Board;
- f. **“contracts, documents and instruments in writing”** includes, but is not limited to, 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, stocks, bonds, debentures or other securities and all paper writings;
- g. **“Corporation”** means Braille Literacy Canada / Littératie braille Canada, a body corporate incorporated or continued under the Act;
- h. **“Directors”** means the directors of the Corporation from time to time and **“Director”** means any one of them;
- i. **“entity”** means a body corporate (which includes a company or other organization with legal personality wherever or however incorporated), a partnership, a trust, a joint venture or an incorporated association or organization;
- j. **“Executive Committee”** has the meaning assigned to it in subsection 5.8(a);
- k. **“Governing Documents”** means the Act, the Regulations, the Articles and the By-laws;
- l. **“Members”** means the members of the Corporation from time to time and **“Member”** means any one of them;

- m. **"Officers"** means the individuals elected or appointed as the officers of the Corporation from time to time and includes, the President, the Vice-President, the Secretary, the Treasurer, the Past-President, and any other individual who performs functions for the Corporation similar to those normally performed by an individual occupying any of those offices, and **"Officer"** means any one of them;
- n. **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;
- o. **"Past-President"** means the immediate past president of the Corporation;
- p. **"person"** means an individual or an entity;
- q. **"President"** means the president of the Corporation;
- r. **"Public Accountant"** means the public accountant appointed for the Corporation under section 10.2;
- s. **"Regulations"** means the regulations made under the Act as from time to time amended and every regulation that may be substituted for them and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions in the new regulation or regulations;
- t. **"Secretary"** means the secretary of the Corporation;
- u. **"Special Meeting"** means a special meeting of the Members;
- v. **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- w. **"Treasurer"** means the treasurer of the Corporation; and
- x. **"Vice-President"** means the vice-president of the Corporation.

1.2 INTERPRETATION

These By-laws shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- a. in the case of any inconsistency between these By-laws and the Act or the Regulations, the Act or the Regulations, as the case may be, shall prevail, unless the Act or the Regulations permit the By-laws to override the Act or the Regulations, as the case may be;
- b. all terms which are contained, but not defined, in the By-laws and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;
- c. words importing the singular number only shall include the plural and vice versa and words in one gender shall include all genders;
- d. the headings used in these By-laws and the division of these By-laws into sections and subsections are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of these By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- e. references to an Article or section refer to the applicable Article or section in these By-laws unless otherwise provided.

2. GENERAL

2.1 REGISTERED OFFICE

- a. The registered office of the Corporation shall be in the province in Canada specified in the Articles.
- b. The Members may, by Special Resolution, amend the Articles to change the province in which the Corporation's registered office is situated.
- c. The place of the registered office of the Corporation within the province specified in the Articles may be changed from time to time by Ordinary Resolution of the Directors.

2.2 SEAL

The seal, if any, shall be such as the Directors may approve from time to time by Ordinary Resolution.

2.3 BOOKS AND RECORDS

The Corporation shall prepare and maintain, at its registered office address or at any other place in Canada designated by Ordinary Resolution of the Directors, all records required by the By-laws or by any applicable statute or law, including, without limitation, the Act and the Regulations.

2.4 EXECUTION OF DOCUMENTS

- a. Subject to subsection 138(2) of the Act and any policies established by Ordinary Resolution of the Directors from time to time regarding the authorization and execution of contracts, documents and instruments in writing:
 - i. contracts, documents and any instruments in writing requiring the signature of the Corporation may be signed by any two (2) Directors and Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality; and
 - ii. the Directors shall have the power from time to time by Ordinary Resolution to appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- b. The seal of the Corporation, if any, may be affixed to any instruments in writing signed in accordance with this section 2.4 or by any Officer or Officers appointed by resolution of the Directors.

2.5 CHEQUES, DRAFTS, NOTES, ETC.

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, and in such manner as the Directors may from time to time designate by resolution.

2.6 ELECTRONIC SIGNATURES

The signature of any individual authorized to sign on behalf of the Corporation may, if specifically authorized by policy, or Ordinary Resolution, of the Directors, be written, printed, stamped, engraved or electronically or mechanically reproduced.

3. MEMBERSHIP

3.1 ENTITLEMENT AND RIGHTS

- a. The Members shall be those Canadian citizens and permanent residents of Canada interested in the furtherance of the purposes of the Corporation who have applied, paid the applicable membership fee and been accepted as Members by Ordinary Resolution of the Directors or in such other manner as may be determined by the Directors from time to time.
- b. Each Member shall be entitled to receive notice of, attend, participate and vote at all meetings of the Members.
- c. Each Member that is an entity shall appoint two representatives to represent the Member and speak on its behalf at meetings of the Members.
- d. A representative appointed by a Member in accordance with subsection 3.1(c) serves at the pleasure of the Member who appointed him or her and, subject to subsection 3.1(e), may be replaced at any time and from time to time by such Member.
- e. Notwithstanding subsection 3.1(d), a person who is a representative appointed by a Member in accordance with subsection 3.1(c) who is elected to the Board of Directors in their capacity as an entity representative may only be substituted by way of an election at a meeting of the Members.

3.2 RESIGNATION

- a. Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation.
- b. A resignation shall be effective at the time it is sent to the Secretary of the Corporation or the time specified in the resignation, whichever is later.
- c. A Member shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Corporation prior to acceptance of the Member's resignation by the Directors.

3.3 TERMINATION

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- a. when the Member dies or in the case of a Member that is an entity, when the Member is dissolved;
- b. when the Member resigns;
- c. when the Member's term of membership expires (if any);
- d. when the Member is expelled or the Member's membership is terminated in accordance with the Articles or By-laws; or
- e. when the Corporation is liquidated and dissolved under the Act.

3.4 DISCIPLINARY MATTERS

A Member's membership may be terminated by a Special Resolution passed by the Members at a Special Meeting, where the Member, or in the case of a Member which is an entity, a representative of the Member has:

- a. breached any of the provisions of the Articles, By-laws, or any written policies of the Corporation; or
- b. carried out any conduct which the Directors determine is detrimental to the Corporation; or
- c. for any other reason that the Directors, in their sole discretion, determine is reasonable having regard to the purposes of the Corporation;
- d. provided that the Member whose membership is subject to termination shall be granted the opportunity to be heard at such meeting.

3.5 MEMBERSHIP FEES

- a. The Directors shall, from time to time, by Ordinary Resolution establish membership fees (subject to confirmation by a resolution passed by at least 70% of the Members in attendance at a meeting at which quorum is present), the period for which the fees apply and the date when fees are due and payable.
- b. The Corporation shall notify the Members in writing of the membership fees payable by them and the date by which they must be paid.
- c. If a Member does not pay its membership fees within three (3) calendar months of the due date set by the Directors, the Member shall thereupon cease to be a Member of the Corporation.

4. MEETINGS OF MEMBERS

4.1 ANNUAL MEETINGS

- a. The Annual Meeting shall be held not later than fifteen (15) months after the holding of the preceding Annual Meeting and not later than six (6) months after the end of the Corporation's financial year.
- b. At every Annual Meeting, the following annual business shall be conducted:
 - i. the financial statements and the report of the Public Accountant shall be presented to the Members;
 - ii. the Members shall, by Ordinary Resolution, elect the Directors to be elected at such meeting; and
 - iii. the Members shall, by Ordinary Resolution, appoint the Public Accountant for the ensuing year.
- c. The Members may consider and transact special business at an Annual Meeting subject to subsection 4.4(d).

4.2 SPECIAL MEETINGS

Special Meetings may be convened by the Directors at any date and time including in conjunction with an Annual Meeting, to consider any special business of the Corporation.

4.3 PLACE AND TIME OF MEETINGS

Meetings of the Members shall be held at the head office of the Corporation or such other place in Canada and on such day and at such time as the Directors, by Ordinary Resolution, may determine.

4.4 NOTICE

- a. Notice of the date, time and place of a meeting of the Members shall be given to each Member entitled to vote at the meeting by the following means:
 - i. by mail, courier or personal delivery to each Member entitled to vote at the meeting, at least twenty-one (21) and not more than sixty (60) days before the day on which the meeting is to be held; or
 - ii. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, at least twenty-one (21) and not more than thirty-five (35) days before the day on which the meeting is to be held;exclusive of the day on which notice is delivered or sent but inclusive of the day for which the notice is given.
- b. In addition, notice for each Annual Meeting shall comply with section 10.3.
- c. The Corporation shall send the Public Accountant and the Directors notice of the time and place of any meeting of Members at least twenty-one (21) and not more than sixty (60) days before the meeting.
- d. Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting.
- e. Notice of each meeting of Members shall remind the Member that the Member has the right to vote by proxy.
- f. Meetings of Members may be held at any time without notice if all the Members are present and waive notice or if all of the absent Members waive notice before or after the date of such meeting.

4.5 QUORUM

- a. A quorum for the transaction of business at any meeting of the Members (unless a greater number of Members and/or proxies are required to be present by the Act or by the Articles or any By-law) shall be 20% of the Members entitled to vote at such meeting, whether present in person or represented by proxy.
- b. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- c. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 4.4 with regard to notice shall apply to such adjournment.

4.6 CHAIR OF MEETINGS

- a. The President, or in the President's absence, the Vice-President, shall be the chair at all meetings of the Members.
- b. If the President or the Vice-President are not present within fifteen (15) minutes from the time fixed for holding a meeting of the Members, the Members who are present and entitled to vote shall choose another Director as the chair of the meeting.

- c. If no Director is present at a meeting of the Members or if all the Directors present decline to take the chair, then the Members who are present and entitled to vote shall choose one (1) of their number to be the chair of the meeting.

4.7 PERSONS ENTITLED TO BE PRESENT

- a. The only persons entitled to attend meetings of the Members shall be the Members, the Public Accountant and the Directors.
- b. Any other person may attend a meeting of the Members if invited by an Ordinary Resolution of the Members or the Directors or by a unanimous resolution of the Executive Committee and shall be able to speak at the meeting with the consent of a majority of the Members but shall not be entitled to vote thereat.

4.8 ADJOURNMENT

- a. Any meeting of Members may be adjourned from time to time by the chair of the meeting, with the consent of the Members at the meeting, to a fixed time and place.
- b. Subject to subsection 4.5(c), notice of any adjourned meeting of Members is not required to be given if the time and place of the adjourned meeting is announced at the original meeting and the adjourned meeting is held within thirty-one (31) days of the original meeting.
- c. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at such meeting.
- d. The Members who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- e. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment.
- f. (f) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

4.9 VOTING

- a. Each Member or, in the case of an entity, each representative of an entity appointed pursuant to subsection 3.1(c), shall be entitled to one (1) vote on each question put to the Members at all meetings of Members.
- b. Every question submitted to the Members at any meeting shall be decided by a majority of votes given unless otherwise required by the Governing Documents or by law.
- c. At all meetings of the Members, every question shall be determined on a voice vote by a majority of votes unless otherwise specifically provided for by the Act or by the By-laws.
- d. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- e. No Member shall be entitled in person, by proxy or by mail ballot to vote at meetings of Members unless the Member has paid all dues or fees, if any, then payable by the Member.
- f. Unless a Member demands a ballot, each motion presented at a meeting of the Members shall be voted upon by a voice vote.
- g. A Member may demand a vote by ballot either before or after any vote by a voice vote.
- h. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot.

- i. A vote by ballot shall be taken in such manner as the chair of the meeting shall direct and the result of the vote by ballot shall be the decision of the Members upon the question.
- j. A declaration by the chair of the meeting that the vote upon the question has been carried or carried unanimously or by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

4.10 PROXIES

Members not in attendance at a meeting of Members may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements of the Act and the Regulations.

4.11 WRITTEN RESOLUTIONS

Subject to the Act:

- a. a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and
- b. a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of Members.

4.12 ELECTRONIC PARTICIPATION AND MEETINGS

A meeting of the Members may be held entirely, or a person may participate in a meeting of the Members, by means of such telephonic, electronic or other communication facility in compliance with the Act and the Regulations.

5. DIRECTORS

5.1 DUTIES

- a. Subject to the Governing Documents, the Directors shall manage or supervise the management of the activities and affairs of the Corporation.
- b. The Directors may prescribe such rules and regulations and adopt such policies not inconsistent with the Governing Documents relating to the management and operation of the Corporation and other matters provided for in the Governing Documents as may be deemed expedient, provided that such rules, regulations and policies shall have force and effect only until the next Annual Meeting when they shall be confirmed and in default of confirmation at such Annual Meeting shall at and from that time cease to have force and effect.

5.2 NUMBER

- a. Subject to the Articles, there shall be a minimum of five (5) and maximum of sixteen (16) Directors.
- b. If the Articles provide for a minimum and maximum number of Directors, the Directors may, from time to time, by Ordinary Resolution fix and change the number of Directors within the minimum and maximum numbers set out in the Articles.
- c. At least two (2) of the Directors must not be Officers or employees of the Corporation or its affiliates as defined in the Act.

5.3 QUALIFICATIONS

A Director:

- a. must be an individual;
- b. must be at least eighteen (18) years old;
- c. may not have been declared incapable by a court in Canada or in another country;
- d. may not have the status of a bankrupt;
- e. must be a Member; and
- f. may not be an ineligible individual as defined in the Income Tax Act (Canada).

5.4 ELECTION AND TERM

- a. The Directors shall appoint a committee comprised of:
 - i. the Past President or if the Past President is unavailable to serve, another member of the Board of Directors who shall not be eligible for inclusion on the slate of candidates; and
 - ii. at least two (2) additional Members, or in the case of Members which are entities, representatives of the Members)

(for the purposes of this section 5.4, the “**Nominations Committee**”)

- b. The Nominations Committee shall, in accordance with the following principles, prepare a list of candidates for nomination as Directors and Officers at the Annual Meeting:
 - i. Each of the following entities are, subject to their otherwise remaining members in good standing, entitled to have nominated one person, who shall be a designated representative of the entity, to the Board of Directors:
 - A. The Canadian National Institute for the Blind / L’institut national Canadien pour les aveugles (CNIB)
 - B. L’Institut Nazareth et Louis Braille (INLB); and
 - C. The Canadian Council of the Blind (CCB).
 - ii. The nominees shall, to the greatest extent possible, be representative of the following groups:

- A. braille users;
 - B. braille producers;
 - C. braille transcribers and proofreaders;
 - D. educators;
 - E. parents of blind children who are braille users; and
 - F. stakeholders concerned with issues relating to French braille.
- iii. A minimum of four and a maximum of nine nominees shall be representatives of entities as described in sections 1.1 and 5.4(b)(i);
 - iv. At least 25% of Directors must be braille users.
- c. Any Member may submit to the Nominations Committee the name of one (1) or more candidates for nomination as Directors and Officers.
 - d. Nominations for election as Directors and Officers may also be made from the floor at the Annual Meeting.
 - e. If a Director or Officer candidate holds both a personal membership and is also an appointed representative for one or more entities, the nominee shall clearly indicate, prior to their election, in which capacity they are to be elected.
 - f. The candidates receiving the majority of the votes cast shall be elected as Directors and Officers to hold office for a two (2) year term.
 - g. A Director's term of office shall commence at the conclusion of the meeting at which he or she is elected and shall terminate on the later of the conclusion of the second Annual Meeting following his or her election and the date that his or her successor is elected.
 - h. An individual who is elected or appointed to hold office as a Director must consent in writing to be a Director prior to or within ten (10) days of his or her election or appointment; provided that a written consent is not required if an individual was at the meeting at which he or she is elected or appointed and did not refuse to hold office at that meeting.
 - i. A director shall be eligible for re-election or re-appointment, as the case may be, to the same position for a maximum of three (3) consecutive terms and thereafter is not eligible for re-election or re-appointment to that same position until a period of twelve (12) months has elapsed from the end of such three (3) consecutive terms.
 - j. Notwithstanding subsection 5.4(i), a Director who has been elected as an Officer may complete his or her term of office.

5.5 VACANCIES

A Director ceases to hold office:

- a. if the Director ceases to meet the qualifications for being a Director as set out in section 5.3;
- b. if the Director dies;
- c. if the Director resigns (such resignation to be effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later); or

- d. if, at a Special Meeting duly called for that purpose, the Members, by Ordinary Resolution, remove the Director before the expiration of the Director's term of office, provided that prior to approving such resolution the Corporation shall provide the affected Director with an opportunity to place any objection to such removal before the Members.

A Director who has resigned or who is the subject of removal is not entitled to submit to the Corporation a written statement giving reason for resigning or for opposing his or her removal or replacement.

5.6 FILLING VACANCIES

- a. A vacancy among the Directors shall be filled as follows:
 - i. (if the vacancy occurs as a result of the removal of any Director by the Members in accordance with subsection 5.5(d), the Members may fill such vacancy at such Special Meeting but if they fail to do so, then the vacancy shall be filled in accordance with paragraph 5.6(a)(iii);
 - ii. if there is not a quorum of Directors in office or if the vacancy occurs as a result of:
 - A. an increase in the number, or the minimum or maximum number, of Directors provided for in the Articles; or
 - B. a failure to elect the number, or minimum number, of Directors provided for in the Articles;

the Directors shall without delay call a Special Meeting to fill the vacancy;
 - iii. any other vacancy among the Directors may be filled by the Directors then in office.
- b. If the Directors in office fail to call a Special Meeting pursuant to paragraph 5.6(a)(ii), or if there are no Directors then in office, the Special Meeting may be called by any Member.
- c. A Director elected or appointed to fill a vacancy among the Directors pursuant to this section 5.6 shall hold office for the remainder of his or her predecessor's term.

5.7 REMUNERATION OF DIRECTORS

- a. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director.
- b. Notwithstanding paragraph 5.7(a), a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

5.8 COMMITTEE OF DIRECTORS

- a. The Directors may, from time to time, appoint from their number a committee of Directors (the "**Executive Committee**") and, subject to the Act, delegate to the Executive Committee any of the powers of the Directors except for the following:
 - i. submitting to the Members questions or matters requiring their approval;
 - ii. (filling a vacancy among the Directors or in the office of the Public Accountant or appointing additional Directors;
 - iii. issuing debt obligations except as authorized by the Directors;
 - iv. approving financial statements;
 - v. adopting, amending or repealing By-laws; and

- vi. establishing contributions to be made, or dues to be paid, by the Members.
- b. Subject to the By-laws and any resolution of the Directors, the Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- c. Subject to the Act, the provisions of sections 6.1 to 6.10 inclusive shall apply to the Executive Committee, provided that a meeting of the Executive Committee may be held without notice in the case of an emergency as determined by the President.
- d. Every Director shall be entitled to attend and speak, but not vote, at all meetings of the Executive Committee, however, only the Directors on the Executive Committee shall be entitled to notice of meetings of the Executive Committee and shall be counted for the purpose of calculating quorum at meetings.
- e. The Executive Committee may be disbanded and any member of the Executive Committee may be removed by Ordinary Resolution of the Directors.
- f. The members of the Executive Committee shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.

5.9 COMMITTEES

The Board may from time to time constitute such committee or committees, as it deems necessary and for such purposes and with such powers as may be prescribed by the Board, whose members shall serve at the pleasure of the Board provided that at least one (1) member of any committee duly constituted shall be a Director. Any BLC members in good standing may serve on a committee at the discretion of the board. Each such committee may formulate its own rules of procedure subject to such regulations and/or directions as the Board may from time to time make in respect thereof. Any member of any such committee shall be removable from such committee at any time at the discretion of the Board.

Subject to Section 5.10 and for greater certainty, any committees currently constituted and in effect as of the date of the enactment of these By-Laws, shall remain duly constituted and in effect.

5.10 DISBANDING

The Board shall have the power to disband any committee which it creates.

6. MEETINGS OF DIRECTORS

6.1 PLACE AND TIME OF MEETING

- a. Meetings of the Directors shall be held at the registered office of the Corporation or at any place within or outside Canada as the Directors may determine and on such day and at such time as the Directors may appoint.
- b. There shall be at least one (1) meeting of the Directors per year.

6.2 NOTICE

- a. A meeting of Directors may be convened by the President or any two (2) Directors at any time.

- b. Notice of the date, time and place of a meeting of Directors shall be given to each of the Directors by mail, courier, personal delivery or telephonic, electronic or other communication facility at least fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which the notice is given) before the day on which the meeting is to be held.
- c. Notwithstanding paragraph 6.2(b), a meeting of the Directors may be held on forty-eight (48) hours' notice in the case of an emergency as determined by the President.
- d. Except where the Governing Documents require it, a notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting.

6.3 QUORUM

- a. A quorum for the transaction of business at any meeting of the Directors shall be a majority of the Directors.
- b. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.
- c. No formal business shall be transacted at any meeting of the Directors if at that time a quorum is not present.

6.4 CHAIR OF MEETINGS

- a. The President, or in the President's absence, the Vice-President, shall be the chair at all meetings of the Directors.
- b. If the President and the Vice-President are not present within fifteen (15) minutes from the time fixed for holding a meeting of the Directors, the Directors present shall choose one of their number as the chair of the meeting.

6.5 PERSONS ENTITLED TO BE PRESENT

- a. The only persons entitled to attend meetings of the Directors shall be the Directors.
- b. Any other person may attend a meeting of the Directors if invited by an Ordinary Resolution of the Directors and shall be able to speak at the meeting with the consent of a majority of the Directors but not be entitled to vote thereat.

6.6 ADJOURNMENT

- a. Any meeting of Directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place.
- b. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- c. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at such meeting.
- d. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- e. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment.

- f. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

6.7 REGULAR MEETINGS

- a. The Directors may appoint a day or days in any month or months for regular meetings of the Directors at a place or hour to be named by the Directors.
- b. A copy of any resolution of the Directors fixing the place and time of regular meetings of the Directors shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meetings.

6.8 VOTING

- a. Each Director is authorized to exercise one (1) vote.
- b. No person may act for an absent Director at a meeting of Directors.
- c. Questions arising at any meeting of Directors shall be decided by Ordinary Resolution unless otherwise specified in the Act, the Articles or the By-laws.
- d. In case of an equality of votes, the chair of the meeting shall have a casting vote.
- e. Each motion presented at a meeting of the Directors shall be voted upon by a voice vote, unless, either before or after a voice vote, any Director demands a ballot or recorded vote.
- f. A declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Directors upon the said question.

6.9 PARTICIPATION BY ELECTRONIC MEANS

- a. If all of the Directors consent, generally or in respect of a particular meeting, a Director may participate in a meeting of the Directors by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and a Director participating in a meeting by such means is deemed to be present at the meeting.
- b. Quorum shall be established by a verbal roll call conducted by the secretary of the meeting at the beginning of each particular meeting.

6.10 RESOLUTION IN WRITING

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors.

7. OFFICERS

7.1 POSITIONS AND ELECTION

- a. The Officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer and Past-President and shall be elected by the Members in accordance with the election provisions set out in section 5.4.
- b. All Officers of the Corporation shall be Directors.
- c. At least every second President must be a braille user.
- d. The Directors may from time to time appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Directors.

7.2 VACANCIES

- a. Notwithstanding section 7.1, each incumbent Officer shall continue in office until the earlier of:
 - i. that Officer's resignation, which resignation shall be effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later;
 - ii. the appointment of a successor;
 - iii. that Officer ceasing to be a Director;
 - iv. the meeting at which the Members elect the Officers;
 - v. that Officer's removal;
 - vi. that Officer's death.
- b. If the office of any Officer shall be or become vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy for the remainder of the term of such office.

7.3 REMOVAL OF OFFICERS

Officers (other than employees) shall be subject to removal by Ordinary Resolution of the Members at any time, with or without cause.

7.4 REMUNERATION OF OFFICERS

- a. The Officers, other than Officers who are employees of the Corporation, shall serve as such without remuneration.
- b. The remuneration of all Officers who are employees of the Corporation shall be determined from time to time by Ordinary Resolution of the Directors.
- c. Notwithstanding subsection 7.4(a), all Officers may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

7.5 DUTIES OF OFFICERS MAY BE DELEGATED

In case of the absence or inability to act of any Officer or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

7.6 POWERS AND DUTIES

- a. All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall, respectively, subject to the Act, have and perform all powers

and duties incident to their respective offices and such other powers and duties, respectively, as may from time to time be assigned to them by the Directors.

- b. Unless the Directors determine otherwise, the duties of the Officers shall include:
 - i. President. Subject to the authority of the Directors and the restrictions set out under subsection 138(2) of the Act, the President shall be the chief executive officer of the Corporation unless otherwise determined by Ordinary Resolution of the Directors. The President shall have responsibility for the general and active management of the affairs of the Corporation. He or she shall see that all orders and resolutions of the Directors are carried into effect. The President shall preside as chair at all meetings of the Directors, committees of Directors, if any, and the Members.
 - ii. Vice-President. Subject to the authority of the Directors and the restrictions set out under subsection 138(2) of the Act, the Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.
 - iii. Secretary. The Secretary shall give or cause to be given notices for all meetings of the Directors or committees of Directors, if any, and Members when directed to do so and have charge of the corporate seal (if any) of the Corporation, the minute books of the Corporation and of the documents and registers referred to in the Act.
 - iv. Treasurer. The Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Corporation and proper books of account, and shall deposit or shall cause to be deposited all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the Directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Directors, receiving proper vouchers for such funds and render to the Directors at their regular meetings or whenever required, an account of all of his or her transactions as Treasurer, and of the financial position of the Corporation.

7.7 AGENTS AND EMPLOYEES

- a. The Directors may appoint such agents and engage such employees as they shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Directors at the time of such appointment.
- b. The remuneration of all agents and employees of the Corporation shall, subject to the other provisions of these By-laws, be fixed by the Directors by resolution.

8. PROTECTION OF DIRECTORS AND OFFICERS

8.1 INDEMNIFICATION

- a. Subject to the Act, the Corporation shall indemnify the present and former Directors and Officers against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such an individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of his or her association with the Corporation, provided that the individual:
 - i. acted honestly and in good faith with a view to the best interests of the Corporation;
 - and

- ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.
- b. The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires.
- c. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws to the extent permitted by the Act or law.

8.2 INSURANCE

- a. Subject to the Act and all other relevant legislation, the Corporation may purchase and maintain insurance for the Directors and Officers against any liability incurred by any Director or Officer, in the capacity as a Director or Officer, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.
- b. The cost of such insurance shall be paid for out of the funds of the Corpora

9. CONFLICTS OF INTEREST

9.1 CONFLICT OF INTEREST

The Directors and Officers shall comply with the conflict of interest requirements of the Act and the Regulations and any conflict of interest policy approved by the Directors from time to time.

10. FINANCIAL MATTERS

10.1 FINANCIAL YEAR

The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Directors may by Ordinary Resolution determine, subject to approval by the Canada Revenue Agency, if required.

10.2 PUBLIC ACCOUNTANT

- a. The Members shall, by Ordinary Resolution, at each Annual Meeting appoint a Public Accountant who meets the qualifications set out in the Act to hold office until the close of the next Annual Meeting.
- b. Any vacancy in the office of the Public Accountant shall be filled immediately by the Directors.
- c. The Public Accountant so appointed shall conduct the review required by the Act.
- d. The remuneration of the Public Accountant shall be fixed by the Directors.

10.3 ANNUAL FINANCIAL STATEMENTS

- a. The Corporation shall, at least twenty-one (21) days and not more than sixty (60) days before each Annual Meeting, send to the Members and to the Director (as such term is defined in the Act) a copy of the annual financial statements and other documents referred to

in subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in such documents.

- b. Instead of sending the documents referred to in subsection 10.3(a), the Corporation may send a summary to each Member along with a notice informing the Members of the procedure for obtaining a copy of the documents themselves free of charge.
- c. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
- d. The annual financial statements shall be delivered to the Members and the Director within the period prescribed in the Regulations.

10.4 BANKING

- a. The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Directors.
- b. Such banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the Directors may, from time to time, prescribe or authorize, provided that only the Directors may authorize the issuance of debt obligations.
- c. 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, and in such manner as the Directors may from time to time designate by resolution.

10.5 BORROWING POWER

The Directors may from time to time:

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- d. pledge or sell such bonds, debentures or other securities for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
- e. secure any obligation of the Corporation by mortgage, hypothecate or pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real and personal, movable or immovable, property of the Corporation; and
- f. delegate the powers conferred on the Directors under this paragraph to a Director, a committee of Directors or one or more Officers and to such extent and in such manner as the Directors shall determine.

The powers conferred by this section 10.5 shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by the Directors or Officers independently of these By-laws.

10.6 FUND RAISING

The Directors shall take such steps as they may deem 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 set out in the Articles.

11. NOTICES AND OTHER DOCUMENTS

11.1 SERVICE

- a. Any notice, resolution or other document required by the Governing Documents to be sent to any Member, Director or Officer shall be provided at such person's latest address as shown in the records of the Corporation in the following manner:
 - i. to any Member in accordance with subsection 4.4; and
 - ii. to any Director or Officer in accordance with subsection 6.2.
- b. Any notice, resolution or other document required by the Governing Documents to be sent to the Public Accountant shall be provided to the Public Accountant's business address in one or more of the following manners:
 - i. by mail, courier or personal delivery; or
 - ii. by telephonic, electronic or other communication facility.
- c. Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed.
- d. Each notice sent by mail shall be deemed to have been received at the time it would be delivered in the ordinary course of mail or if sent by another means on the business day it was delivered personally or by courier or sent by electronic means.

11.2 SIGNATURE TO NOTICES

The signature of any Director or Officer to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11.3 COMPUTATION OF TIME

Where a given number of days' notice or notice extending over a period is required to be given under the Governing Documents, the day of sending of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period but the date of the meeting or other event shall be included.

11.4 PROOF OF SERVICE

A certificate of an Officer in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or Public Accountant or publication of any notice or other document shall be conclusive evidence of such sending or delivery and shall be binding on every Member, Director, Officer and Public Accountant, as the case may be.

11.5 OMISSION OF NOTICE DOES NOT INVALIDATE ACTIONS

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- a. by accident, notice was not sent to any person;

- b. notice was not received by any person; or
- c. there was an error in a notice that did not affect the substance of that notice.

11.6 WAIVER OF NOTICE

- a. Any person may waive any notice, or the time for the notice, in whole or in part, required to be given under any provision of the Governing Documents or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- b. In particular, meetings of the Members or Directors may be held at any time without notice if all the persons entitled to notice of the meeting are present and waive notice or if all of the absent persons waive notice or otherwise consent.
- c. A waiver of notice shall be given in writing or by facsimile or other means of recorded electronic communication addressed to the Secretary.
- d. Attendance of a person at a meeting of the Members or Directors shall constitute a waiver of notice of the meeting except where the person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12. ARTICLES AND BY-LAWS

- a. Subject to subsection 12(c) or unless the Articles or the By-laws otherwise provide, the Directors may from time to time, by Ordinary Resolution, amend the Articles or make, amend or repeal any By-law that regulates the activities or affairs of the Corporation, except in respect of the matters referred to in subsection 197(1) of the Act.
- b. Subject to subsection 12(c):
 - i. the Directors shall submit any new, amended or repealed By-law that they approve to the Members at the next meeting of Members, for confirmation by the Members by Special Resolution; and
 - ii. any new By-law, amendment or repeal is effective from the date it was approved by resolution of the Directors until the next meeting of the Members and, once confirmed by the Members at such meeting, remains effective in the form in which it was confirmed, provided that any such new By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required under the Act or if it is rejected by the Members.
- c. Subject to section 199 of the Act, a Special Resolution of the Members is required to amend the Articles or to make any new, amended or repealed By-law in respect of the matters referred to in paragraphs 197(1) of the Act and any such new, amended or repealed By-law shall be effective from the date of the Special Resolution of the Members at which it is approved
- d. A copy of any By-law, amendment or repealed By-law approved by the Directors and Members must be submitted to the Director under the Act within twelve (12) months after the day on which the Members confirm or amend the By-law, amendment or repeal.

12.2 REPEAL OF BY-LAWS

- a. All previous By-laws are hereby repealed.

- b. The repeal of any By-law shall not affect the previous operation of, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to such By-law prior to its repeal.
- c. All Directors, Officers and other persons acting under any By-law repealed in whole or in part shall continue to act as if elected or appointed under the provisions of these By-laws.

12.3 EFFECTIVE DATE OF THESE BY-LAWS

These By-laws shall come into force and effect on the date that the Certificate of Continuance under the Act is issued to the Corporation.

APPROVED by the Directors on the 19th day of October, 2013.

CONFIRMED by the Members on the 26th day of October, 2013.

REVISED by the Members on the 7th day of May, 2016.

REVISED by the Members on the 6th day of May, 2017.

REVISED by the Members on the 26th day of May, 2018.

REVISED by the Members on the 5th day of June, 2021.