



**CANADIAN ASSOCIATION OF THE DEAF/  
L'ASSOCIATION DES SOURDS DU CANADA**

**BY-LAW NO. 1**

AS OF 2 August 2014

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Revised as of 2 August 2014

A by-law relating generally to the transactions of business and affairs of Canadian Association of the Deaf/L'Association des Sourds du Canada

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## BY-LAW NO.1

### I – GENERAL

A bylaw relating generally to the transaction of the affairs of the **Canadian Association of the Deaf/Association des Sourds du Canada**, incorporated under the Canada Corporations Act (the “**Corporations Act**”) and operating under the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23.

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

#### 1. HEAD OFFICE

The head office of the Corporation shall be in the City of Ottawa in the Province of Ontario until changed in accordance with the Act by resolution.

#### 2. LANGUAGE

The Corporation shall operate, in the format as required, in one of four languages: American Sign Language (ASL), Langue des Signes Québécoise (LSQ), written English, and written French.

#### 3. FISCAL YEAR

The financial year of the Corporation shall terminate on the thirty-first (31<sup>st</sup>) day of March in each year or on such other date as the Board of Directors may, from time to time, by resolution determine.

#### 4. DEFINITIONS

The following terms as used in the By-laws, resolution of the Board and of the members shall have meanings given to them below:

- a) “**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;
- b) “**AGM**” means the annual general meeting of members of the Corporation;
- c) “**Board**” or “**Board of Directors**” means the Board of Directors of the Corporation;
- d) “**Meeting of Members**” means an annual meeting of members or a special meeting of members;
- e) “**By-laws**” means this By-law No. 1 and all other by-laws of the Corporation from time to time in force and effect;

- f) **“Letters Patent”** means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;
- g) **“Special Meeting of Members”** means a meeting of members other than an annual meeting of members;
- h) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;
- i) **“Ordinary Resolution”** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- j) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- k) **“Proposal”** means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act.

## 5. 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 above in section 4, words and expressions defined in the Act have the same meanings when used in these by-laws.

## II – MEMBERSHIP

### 6. MEMBERSHIP CLASSIFICATION

The membership of the Corporation shall consist of such Full Members, Organizational Members, and Individual Members whose application for admission to the membership has been received and approved in its sole discretion by the Board of Directors of the Corporation in each fiscal year.

### 7. FULL MEMBERS

An organization which is composed of at least 51% persons who are Deaf in both its general membership and its Board of Directors, and which is provincial or territorial in scope, may become a Full Member of the Corporation upon acceptance by the Board of Directors.

There shall be one (1) Full Member in each province or territory, except for Ontario and New Brunswick, each of which may have two (2) Full Member organizations as long as one is ASL/English and one is LSQ/French. If a province or territory does not have a provincial or territorial Full Member, then up to two (2) local Deaf organizations may affiliate as Full Members representing that province or territory.

Each province or territory will have exactly two votes and may send up to two voting representatives to the Corporation. Ontario and New Brunswick shall each have one (1) ASL/English and one (1) LSQ/French vote, and Quebec shall have two (2) LSQ/French votes. All voting representatives must be Deaf. In all the provinces other than Ontario and New Brunswick, each Full Member has two votes.

## **8. ORGANIZATIONAL MEMBERS**

An organization, which is composed of at least 51% persons who are Deaf in both its general membership and its Board of Directors, and which is local or national in scope, may become an Organizational Member of the Corporation upon acceptance by the Board of Directors.

Each Organizational Member will be entitled to one (1) vote and may send one (1) voting representative to the Corporation, except for Deaf Youth Canada which shall be recognized as a “special status” Organizational Member and which is entitled to two (2) votes and two (2) voting representatives.

## **9. INDIVIDUAL MEMBERS**

Individuals who are interested in furthering the Corporation’s purposes shall be eligible for annual membership upon payment of an annual fee. Individual Members shall not be entitled to vote at the Annual General Meeting but shall be entitled to vote upon any resolutions presented at a “Townhall Meeting” hosted by Full Members prior to the AGM.

## **10. MEMBERSHIP DUES**

The membership fees shall be determined by the Board of Directors of the Corporation. Members shall be notified in writing or via electronic means of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month in advance of the Annual General Meeting, the members in default shall automatically cease to be members of the Corporation.

## **11. RIGHTS OF MEMBERS**

Every individual member in good standing each year is entitled to hold an office of the Corporation in accordance with the By-laws.

Membership in the Corporation is not transferable.

## **12. RESIGNATION AND TERMINATION**

A membership in the Corporation is terminated:

- a) upon the death of an Individual Member;

- b) upon the dissolution of a member organization which is a Full Member or an Organizational Member;
- c) if the member resigns by written notice given to the Secretary of the Corporation containing a discharge by the member of all obligations due or accruing to the date of acceptance of the member's resignation by the Directors and a covenant not to disclose any confidential information gained by the member by virtue of membership in the Corporation;
- d) if the member is removed by resolution by a vote of two-thirds (2/3) of the Full Members at an Annual General Meeting, provided that any such member is granted an opportunity to be heard at the meeting.

### **III – MEETINGS OF MEMBERS**

#### **13. ANNUAL GENERAL MEETINGS**

The Board shall call an AGM at any time after January 1<sup>st</sup> and prior to August 30<sup>th</sup> in each year at any place within Canada, as determined by the Board.

At every AGM, the following business shall be conducted:

- a) considering and approving the minutes of the preceding AGM;
- b) report from the Directors;
- c) report from the Executive Director;
- d) presentation of the Annual Audited Financial Statements;
- e) appointment or election of Directors;
- f) appointment of auditors; and
- g) any other business properly brought before the AGM, as outlined in the Act.

#### **14. SPECIAL MEETINGS**

The Board shall call a Special Meeting:

- a) at the discretion of the Board; or
- b) if requested to do so by at least five (5) percent of the members of the Corporation in accordance with the requirements of the Act.

#### **15. NOTICE**

Notice of an Annual General Meeting will be given to members within ninety (90) days in advance, by mail, electronic, video, or other means of communication. Such notice shall, at minimum, include:

- a) date and time of the Annual General Meeting;
- b) location of the meeting; and
- c) the business to be transacted at the meeting.

## **16. QUORUM**

A quorum at any meeting of the members shall be 5% of the members entitled to vote at the meeting. 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.

## **IV – BOARD OF DIRECTORS**

### **17. BOARD COMPOSITION**

The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of a minimum of five (5) and a maximum of eleven (11) members.

The Directors of the Corporation who will have voting power shall be the President, Vice President (Governance & Membership), Secretary, Treasurer, Communications Director, National Francophone Director, and up to three (3) Directors at Large. The President of Deaf Youth Canada (DYC), as elected at an annual general meeting of that organization, shall be a voting member of the Corporation's Board of Directors. At least one Director must be a Francophone.

All voting Directors shall serve a term of two (2) years.

The Past President shall be a non-voting Director of the Corporation. At the conclusion of the President's term, he or she shall automatically become Past President and serve another term of two (2) years in that office.

### **18. QUALIFICATIONS OF DIRECTORSHIP**

Directors shall:

- a) be at least eighteen (18) years of age;
- b) be a member of the Corporation at the time of their election or appointment and shall remain a member throughout his or her term in office;
- c) be bondable;
- d) be otherwise legally competent to conduct business and to contract under the federal laws of Canada applicable therein;
- e) not serve simultaneously as a voting representative of any voting affiliate (Full Members and Organizational Members) of the Corporation;
- f) not hold more than one office of the Corporation;
- g) three (3) Directors not may be from the same province or territory

### **19. ELECTION OF DIRECTORS**

- a) The Board shall establish a transparent nominations process consistently applied to each nominee for election or appointment.

- b) The Board may set the matter and method for election of nominee Directors, and such manner and method shall be disclosed in the notice provided to members prior to an Annual General Meeting at which Directors are to be elected.
- c) Any individual who applied for a board position but was not put forward by the Board may have their name added to the list of approved candidates if they provide, in writing, the support of at least 10 members at least 48 hours in advance of the election.

## **20. REMOVAL OF DIRECTORS**

- a) The members of the Corporation may remove any Director before the expiration of his or her term of office by ordinary resolution at an Annual General Meeting for which the notice given has specified the intention to pass such a resolution.
- b) Upon a special resolution of the Board (a "Removal Resolution") the Board may make a recommendation to the members that a Director be removed from office at an Annual General Meeting, notice for which shall specify the intention to pass such a resolution. The Removal Resolution shall include in its particulars whether the Board intends to call a Special Meeting.

## **21. VACANCIES**

- a) The office of a Director shall be considered vacated:
  - i. if the Director resigns by notice in writing to the Corporation; or
  - ii. if the Director ceases to be a member; or
  - iii. upon death; or
  - iv. if the Director is removed, whether for cause or without cause, by resolution of the Board, providing the Director is granted an opportunity to respond to the notice of resolution.
- b) Any person appointed to fill a vacancy shall serve until the next Annual General Meeting. A person who is appointed to fill a vacancy may stand for election to the Board at an Annual General Meeting held after such person's appointment.
- c) A vacancy may be filled by election at the next Annual General Meeting. In such a case, the term is considered to be reset, and any newly elected Director may serve for a full term that is considered to have started as of the Annual General Meeting at which he or she was elected.
- d) If a vacancy causes there to be less than five (5) Directors in office, the remaining Directors shall immediately call a Special Meeting to fill the vacancy. This meeting must be held in person or via electronic communication between thirty (30) and sixty (60) days from when the Board became aware of the vacancy.

## **22. REMUNERATION**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from the position as such, provided that a Director may be paid



reasonable expenses incurred in the performance of duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

## **23. POWERS**

The Board of Directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent or otherwise, unless the Directors are restricted by law or by resolutions of the members from exercising those powers. Those powers include, but are not limited to, the power to:

- a) contract on behalf of the Corporation;
- b) make banking and other financial arrangements;
- c) make certifications or execute instruments in writing;
- d) direct the manner in which any other person or persons may enter into contracts on behalf of the Corporation;
- e) purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of the Corporation's real or personal property;
- f) borrow on the credit of the Corporation for the legitimate business purposes;
- g) encumber the assets of the Corporation;
- h) purchase insurance with respect to the property, rights and interests of the Corporation and to indemnify the Corporation, its members, Directors and Officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation;
- i) hire, evaluate, compensate and terminate all full-time, part-time or contract employees of the Corporation;
- j) make any changes to the Corporation's organizational structure; and
- k) determine the Corporation's strategic priorities and direction.

## **V – DIRECTORS MEETINGS**

### **24. CALLING MEETINGS**

- a) Meetings of the Board of Directors may be called by President or any two Directors for the purpose of considering such business as may be set out in the notice. All meetings shall be recorded by the taking of minutes.
- b) Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that fourteen (14) days notice of such meeting shall be given to each Director. Notice may be given by mail, email, video call, or in person.
- c) The Board of Directors shall meet no less than two (2) times between AGMs.
- d) A meeting of the Board may also be held, without notice, immediately following an AGM and/or Special Meeting.

## **25. PARTICIPATION**

- a) A Director, if all the Directors consent, may participate in a meeting by means such as a video call or other electronic communication method, as long as it permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously. In such a case a Director shall be deemed to be present at that meeting.
- b) A Director may not participate in a Board meeting by proxy.

## **26. QUORUM**

A quorum for the transaction of business at a meeting of the Board of Directors shall be a majority of the members of the Board.

## **27. VOTING**

- a) Each Director is authorized to exercise one (1) vote on any resolution arising at any meeting of the Board of Directors, and a majority of votes cast shall decide the resolution. In case of an equality of votes, the item shall be deemed defeated.
- b) A declaration by the Secretary, or in the Secretary's absence, by a person who shall be acting Secretary of a Board meeting, that a resolution has been carried and an entry to that effect recorded in the minutes, shall be evidence of the fact a vote was recorded in favour or against any resolution properly brought before the Board.

## **28. CONFLICT OF INTEREST**

All Officers, Directors, members and employees of the Corporation must discharge their powers and carry out their duties to the Corporation, as applicable, honestly, in good faith, and in the best interests of Corporation rather than in their own interest.

Where a Director, either on his or her behalf or while acting for, by, with or through another, has a material interest, direct or indirect, in any matter, or otherwise has a conflict of interest, such Director shall:

- a) Declare her or his interest at the first meeting of the Directors after which she or he became interested or aware of any such material interest;
- b) Request that her or his declaration be recorded in the minutes of the meeting; and
- c) Not vote any resolution or participate in any discussion with respect to the resolution concerning the matter.

Every declaration of interest and the general nature thereof shall be recorded in the minutes of the Board meeting at which such declaration is made.

## **VI – OFFICERS**

### **29. OFFICERS OF THE CORPORATION**

The Officers of the Corporation shall be the President, Vice President (Governance & Membership), Secretary, Treasurer, Communications Director, National Francophone Director, Past President, up to three (3) Directors at Large, and the President of Deaf Youth Canada (DYC). At least one Officer must be a Francophone.

Any Director who resigns or is removed from the Board must remain in office until their successors are elected or appointed.

### **30. DUTIES OF OFFICERS OF THE CORPORATION**

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation shall have the following duties and powers associated with their positions:

a. The President shall:

- i. Preside at all meetings of the members of the Corporation and of the Board of Directors;
- ii. Sign all By-laws and execute any documents along with the Secretary;
- iii. Serve as the official spokesperson for the Corporation;
- iv. Act as a liaison between the Board, staff, community, and attend all meetings on government relations; and
- v. Perform any other duties which the Board of Directors may, from to time, assign.

b. The Vice President (Governance & Membership) shall:

- i. In the absence or disability of the President, perform the duties and exercise the powers of the President;
- ii. Coordinate regulatory compliance, chair the election committee, chair the governance committee, and report and consult on governance issues to the Board of Directors;
- iii. Coordinate and provide support to the Directors in their outreach and ongoing membership efforts; and
- iv. Perform any other duties which the Board of Directors may, from to time, assign.

c. The Secretary shall:

- i. Keep and maintain the records and books of the Corporation, including the registry of Officers and Directors, the registry of members, the minutes of Annual

General Meetings and meetings of the Board of Directors, the By-laws and resolutions;

- ii. Sit on at least one Board committee;
- iii. Give any notices required for the Annual General Meetings, Special Meetings, and
- iv. Perform any other duties which the Board of Directors may, from to time, assign.

d. The Treasurer shall:

- i. Oversee the finances of the Corporation;
- ii. Ensure the completeness and accuracy of all financial records and books of the Corporation;
- iii. Sit on at least one Board committee;
- iv. Assist in preparation of the financial statements of the Corporation; and
- v. Perform any other duties which the Board of Directors may, from to time, assign.

e. The Communications Director shall:

- i. Oversee the communication distributions of the Corporation;
- ii. Sit on at least one Board committee;
- iii. Coordinate and provide leadership to the Directors in their outreach and ongoing communication efforts; and
- iv. Perform any other duties which the Board of Directors may, from to time, assign.

f. The National Francophone Director shall:

- i. Act as a liaison in the Francophone community across Canada, providing regular updates to the Board of Directors, including the community issues;
- ii. Act as a conduit to disseminate the Corporation's information to their communities and members, in collaboration with the Communication Director;
- iii. Sit on at least one Board committee;
- iv. Serve as the key recruiting force to bring new members into the organization; and
- v. Perform any other duties which the Board of Directors may, from to time, assign.

g. The Directors at Large shall:

- i. Act as a liaison in their region, providing regular updates to the Board of Directors, including the community issues;
- ii. Act as a conduit to disseminate the Corporation's information to their communities and members, in collaboration with the Communication Director;
- iii. Sit on at least one Board committee;
- iv. Serve as the leader and liaison persons on specific themes and/or key issues, as

recommended by the Board from time to time; and

- v. Perform any other duties which the Board of Directors may, from to time, assign.

h. The Past President shall:

- i. Be a non-voting member of the Corporation;
- ii. Act as an advisor to the Directors and as a public goodwill ambassador on behalf of the Corporation;
- iii. Attend all meetings of the Board of Directors and participate fully in the activities of the Board and the Corporation;
- iv. Preside at meetings upon request; and
- v. Act as parliamentarian at all official meetings of the Board, Special Meetings and Annual General Meeting.

i. The President of Deaf Youth Canada shall:

- i. Represent Deaf Youth Canada (DYC) to the Directors;
- ii. Act as a liaison between the DYC Board, and CAD Board and staff on youth community issues;
- iii. Sit on at least one Board committee; and
- iv. Perform any other duties which the Board of Directors may, from to time, assign.

### **31. EXECUTIVE DIRECTOR**

The Board of Directors may, from time to time, employ an Executive Director. The Board of Directors may delegate to him or her:

- a) powers to manage and direct the business and affairs of the Corporation except such business and affairs of the Corporation as must be transacted or performed by other Officers, the Board of Directors and/or the members;
- b) power to employ and discharge agents and employees of the Corporation; or
- c) any lesser authority.

The Executive Director shall:

- a) conform to all lawful orders and policies including matters and duties imposed by law, and any lawful orders and policies that are the subject of a special resolution of the Corporation, as given by the Board of Directors;
- b) give to the Directors or any of them at all reasonable times all information they may require regarding the affairs of the Corporation;
- c) be subject to discharge by the Board of Directors;
- d) act as a non-voting Officer of the Corporation; and
- e) not be, within the previous twelve (12) months, a member of the Board of Directors.

### **32. AGENTS AND OTHER EMPLOYEES**

The Board of Directors may appoint and retain any agents, employees and advisors that it reasonably considers necessary at the expense of the Corporation. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board of Directors.

### **33. DUTIES OF OTHER OFFICERS**

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

### **34. BOARD COMMITTEES**

From time to time, the Board may appoint committees, as the Board shall see fit. They shall:

- a) have the power to establish their own procedures in conformance with the Corporation's letters patent, supplementary letters patent, By-laws and the Act;
- b) report to the Board and sit at the pleasure of the Board and have such powers and authority as delegated to them by the Board.

## **VII – AUDIT OF ACCOUNTS**

### **35. EXECUTION OF DOCUMENTS**

Deeds, transfers, licenses, contracts, or any other document so deemed, agreed to on behalf of the Corporation shall be signed by two (2) of the President, the Treasurer and the Executive Director or any two (2) Officers or persons authorized by the Board.

### **36. CORPORATE SEAL**

The seal, as approved by the Board, shall be the seal of the Corporation. Unless otherwise decided, the secretary of the Corporation shall be the custodian of the corporate seal.

### **37. SIGNING AUTHORITIES**

All cheques, bills of exchange or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by any one of the President, the Treasurer, and/or the Executive Director for amounts up to \$10,000.00, or any two of these Officers for amounts greater than \$10,000.00.

### **38. BOOKS AND RECORDS**

The Directors shall see that all necessary books and accounts of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

### **39. AUDITORS**

The members shall appoint an auditor at the Annual General Meeting to audit the accounts of the Corporation for report to the members at the next Annual General Meeting. The auditor shall hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

## **VIII- MISCELLANEOUS**

### **40. CONFLICT**

In the event a provision of the By-laws conflicts with any other provision in the By-laws or resolutions of the Board or of the members, the Board, acting in good faith, shall resolve the conflict in accordance with the Act.

### **41. RESOLUTIONS IN WRITING**

A resolution signed by all the members or Directors is as valid and effective as if passed at an Annual General Meeting or meeting of the Board of Directors.

### **42. AMENDMENTS**

The By-laws and any part thereof may be amended from time to time by resolution with an affirmative vote of at least two-thirds of the voting representatives present at the Annual General Meeting with sixty (60) days notice, including the text of the proposed changes.

### **43. DISSOLUTION**

In the event of dissolution or winding up the Corporation, all its remaining assets after payment of liabilities shall be distributed to one or more recognized Deaf charitable organizations in Canada.

## **IX – EFFECTIVE DATE**

Subject to matters requiring a special resolution of the members, this by-law shall be effective when passed by the voting members of the Corporation.

CERTIFIED to be By-Law No. 1 of the Corporation, as passed by the members of the Corporation by special resolution on the 2<sup>nd</sup> day of August, 2014.



President



Secretary or Executive Director