

SILENT VOICE CANADA INC.

By-Law Number 22

A by-law to regulate the general affairs of
SILENT VOICE CANADA INC.
(herein after "Silent Voice" or the "Corporation")

WHEREAS Silent Voice Canada Inc. ("the Corporation") adopted the following objects on the 19th day of June, 1995:

To improve communication and relationships between deaf and hearing persons in families and in their communities;

To provide services to deaf children, deaf youth and adults, and their families in a sign language environment; and

To promote public understanding of the abilities and needs of deaf children, deaf youth and adults.

AND WHEREAS the Corporation wishes to revise its By-laws respecting the conduct of the affairs of the Corporation;

BE IT ENACTED AND IT IS HEREBY ENACTED as By-Law Number 22 of Silent Voice Canada Inc. as follows:

Section 1 - GENERAL

1.01 Definitions

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

- 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) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "Board" means the Board of Directors of the Corporation;
- d) "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;
- e) "Director" means a member of the Board;

- f) "Meeting of Members" includes an annual Meeting of Members or a Special Meeting of Members;
- g) "Officer" means Officer of the Corporation as set out in s. 8 below;
- h) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- i) "Special Resolution" means a resolution passed by a majority of not less than two-thirds ($\frac{2}{3}$) of the votes cast on that resolution.

1.02 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 s. 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

The headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof.

1.03 Repeal of prior By-laws

All prior By-laws of Silent Voice Canada Inc. shall be repealed from and after the coming into force of this By-law, and all prior resolutions or other enactments of Silent Voice Canada Inc. that are inconsistent with this By-law are hereby repealed.

Section 2 - HEAD OFFICE

2.01 Head Office

The Head Office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

Section 3 - MEMBERSHIP

3.01 Members

The members of the Corporation shall be those individuals whose application for membership has been accepted by resolution of the Board and who have paid such membership fees as the Board, by resolution, shall have set.

3.02 Resignation and Termination of Membership

Any member may resign at any time by notice in writing to the Board of the Corporation. At the discretion of the Board, a member may be deemed to have resigned if membership fees are not paid within 30 days of becoming due. Membership may also be terminated by a special resolution of the membership, at a meeting called for that purpose, at which meeting the member in question, if he so desires, shall be heard prior to the vote being taken. Membership shall also cease if a members dies or becomes mentally incompetent. Membership is not transferable.

3.03 Voting Rights

Each member of the Corporation in good standing shall be entitled to one (1) vote on any question properly put before any Meeting of Members for decision.

Section 4 - MEETINGS OF MEMBERS

4.01 Special Meetings

Special Meetings of members may be called by the Board, by the President or the Vice-President, or by notice in writing from any group of members representing 5% of the votes eligible to be cast at such a meeting, all of whom must be members in good standing and eligible to vote.

4.02 Notice of meetings

Notice of the time and place of every such meeting shall be given to each member entitled to vote at such meeting no later than twenty-one (21) days before the time fixed for the holding of such meeting; where notice is given by mail, receipt shall be deemed to have been made on the fifth day after mailing to the latest address appearing on the records of the Corporation. Notice of the Annual General Meeting or any Special Meeting of the membership shall include information on any special business to be conducted at the meeting in sufficient detail to allow each member to make a reasoned decision on such business.

4.03 Quorum

A quorum for any Meeting of Members shall be the presence of 24 members of the Corporation all of whom must be in good standing and eligible to vote. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time to which to adjourn, or to take a recess.

4.04 Voting Procedures

At all Meetings of Members of the Corporation a majority of votes cast by the members, unless otherwise required by law or the By-laws of the Corporation, shall decide every question. In the event of an equality of votes, the question shall fail.

4.05 Attendance at Meetings

At the discretion of the Board, the Annual General Meeting or any other meeting of the members of the Corporation shall be open to the public but persons attending, who are not members, shall not have the right to be heard or to vote.

4.06 Annual General Meeting

The Annual General Meeting of members shall be held within six (6) months following the end of the Corporation's fiscal year and within fifteen (15) months after the holding of the last Annual General Meeting at a time, date, and place as shall be determined by the Board for the transaction of the following business:

- (i) approval of the minutes of the last preceding Annual General Meeting;
- (ii) receiving reports of the activities of Silent Voice Canada Inc. during the preceding year, the annual financial statement and the report of the auditors;
- (iii) the appointment of auditors for the current year;
- (iv) the election of Directors; and
- (v) the transaction of any other business, either special or general which is pertinent to the interests of the membership and which may properly come before the Annual General Meeting.

Section 5 - BOARD OF DIRECTORS

5.01 Composition

The property and affairs of the Corporation shall be managed by a Board which consists of a minimum of seven (7) and a maximum of twelve (12) Directors. Members may opt, by resolution, to allow the Board to determine, from time to time, the number of Directors within the range.

5.02 Eligibility of Directors

To qualify as a candidate for election as a Director an individual must be a current member in good standing in the Corporation and meet the qualifications for Directors specified in the Act. Such qualifications must be maintained throughout the Director's time in office.

5.03 Term of Office

Directors shall be elected for a three year term and may be reelected for a second or third consecutive term.

5.04 Rotation

The elected Directors of the Corporation shall be elected and shall retire in rotation so that one-third (1/3) of the Board is elected each year. At the first annual meeting after the adoption of this By-law, one-third (1/3) of the members shall be elected for a one-year term, one-third (1/3) of the members shall be elected for a two-year term, and one-third (1/3) of the members shall be elected for a three-year term. Thereafter, members shall be elected for three-year terms to fill the vacancies as they occur.

5.05 Quorum

A quorum for any meeting of the Board shall be two-thirds ($\frac{2}{3}$) of the Directors. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time to which to adjourn, or to take a recess. If a quorum no longer remains in office, the remaining Directors shall forthwith call a Special Meeting of members to fill the vacancies on the Board.

5.06 Termination/Removal of Directors

A Director shall cease to be a Director upon his resignation in writing as a Director, upon his death, or if he becomes bankrupt or a mentally incompetent person, and the vacancy so created may be filled by the Board, subject to the Act and with regard to the quorum requirements set out in s. 5.05.

A Director shall be deemed to have resigned from the Board if such Director has missed three (3) consecutive Board Meetings without sufficient cause. Prior to declaring a vacancy in respect of such deemed resignation, however, the Board has an obligation to inform itself of any circumstances which have contributed to the Director's absence.

The members entitled to vote may resolve to remove any director, in accordance with the Act, before the expiration of his term of office.

Section 6 - RESPONSIBILITIES OF THE DIRECTORS

6.01 Commitment to Philosophy and Values

It is a responsibility of the Board to ensure that every Director, Officer and employee of the Corporation, prior to commencement of his duties, is informed of the philosophy, aims, objectives and purposes of the Corporation, including its commitment to the core values of Catholic Social Teaching and that every such person accepts the requirement to act in accordance with the philosophy, aims, objectives, and commitment to the core values of Catholic Social Teachings in fulfilling his duties at or on behalf of Silent Voice Canada Inc.

6.02 Reporting

The Board shall give a full and complete report of its activities at least once a-year at the Annual General Meeting of the Corporation.

6.03 Compensation

As required by law and in accordance with the Articles, Directors shall serve without compensation and no Director shall indirectly or directly receive any profit from his position as such; reasonable expenses incurred by any Director in the performance of his/her duty may be paid.

6.04 Personal obligations

Every Director is personally obligated to be familiar with the duties and obligations they have as set out in the Act, including but not limited to those related to fiduciary responsibility and conflict of interest.

Section 7 - MEETINGS OF THE BOARD OF DIRECTORS

7.01 Time and Place of Meetings

The Board shall meet at least four (4) times in each fiscal year, and no more than one hundred and twenty (120) days shall elapse between meetings.

Directors' meetings may be called at any time by any two Directors.

7.02 Voting

Each Director shall be entitled to one vote on all matters brought before all meetings of the Board. Questions arising at any meeting of Directors, unless otherwise required by law or the By-laws of the Corporation, shall be decided by a majority of votes, and in the event of an equality of votes, the question shall fail.

A declaration by the chairperson that a resolution has been passed or carried and an entry to that effect in the minutes shall be proof of the fact without recording the number of votes for or against the resolution. Any Director so wishing may require the minutes to record his contrary vote.

Section 8 - COMMITTEES OF THE BOARD OF DIRECTORS

8.01. Board reporting

In constituting any committee, on such terms and with such powers and duties as it may from time to time decide, the Board shall require at least one Director be a member.

8.02 Compensation

Directors serving on Committees of the Board shall serve without compensation and shall not indirectly or directly receive any profit from his position as such, provided however that reasonable expenses incurred by any Director in the performance of his duty as a committee member may be paid.

Section 9 - OFFICERS OF THE CORPORATION

9.01 Composition

The Officers of the Corporation shall be the Chair, Secretary, Treasurer and, if appointed, the Executive Director of the Corporation. The duties of each shall be as set out from time to time in the Board Policy Manual.

9.02 Election

The Chair, Vice-Chair, Secretary and Treasurer shall be elected by the Board from among themselves, at the first meeting of the Board following the Annual General Meeting of Members.

9.03 Terms of Office

The Chair, Secretary and Treasurer shall be elected in each case, to hold office for one year or until their successor is elected. The election of Officers to fill vacancies occurring from the expiry of terms of office shall be held at the first meeting of the Board following the Annual General Meeting.

No officer may serve more than three terms in one position, with the exception of the office of Treasurer, in which five terms may be served.

9.04 Removal of Officers

The Board may, by resolution, remove at its pleasure any Officer of the Corporation.

9.05 Remuneration

Officers of the Corporation, except employees of the Corporation, shall serve without compensation and no Officer shall indirectly or directly receive any profit from his position as such. Reasonable expenses incurred by any Officer in the performance of his duty may be paid.

9.06 Executive Director

The Board shall appoint an Executive Director who shall hold office at the pleasure of the Board. Subject to any duties or responsibilities imposed or any directions given from time to time, the Executive Director shall be responsible for all day-to-day operations of the Corporation. The Executive Director shall attend all Board meetings, unless otherwise asked to withdraw from the meeting by the Chair, but shall not serve as a Board member or be entitled to vote on any matter.

Section 10 - INDEMNITIES TO DIRECTORS & OFFICERS

10.01 Directors & Officers to be held harmless

Every Director and Officer of the Corporation and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation from and against:

- (i) all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office; and
- (ii) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his/her own wilful neglect or default.

10.02 Limitation of liability

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency of any security in or upon which any of the

monies of the Corporation shall be invested, or for any loss or damage of any person, firm, or corporation with whom any of the monies, securities or effects shall be deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her office or trust or in relation thereto unless the same are occasioned by his/her own wrongful and wilful act or through his/her own wrongful and wilful neglect or default.

10.03 Insurance

The Board shall cause to be purchased and maintained such insurance, as it considers advisable and necessary, to ensure that Directors, Officers and Board Committee members will be indemnified and saved harmless in accordance with this By-Law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

Section 11 - NOTICES

11.01 Computation of Time

In computing the date when notice must be given under any provision of the By-laws of the Corporation requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

11.02 Omissions and Errors

The accidental omission to give notice of any meeting of the Board or membership, or the non-receipt of any notice by any Director or member or by the auditor of the Corporation, or any error in any notice not affecting its substance does not invalidate any resolution passed or by any proceedings taken at the meeting. Any Director, member, or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

Section 12 - FINANCIAL YEAR

12.01 Year End

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

Section 13 - EXECUTION OF DOCUMENTS

13.01 Signing authority

Documents requiring execution by the Corporation shall be signed in accordance with established Board policy.