

DISABLED PEOPLES' INTERNATIONAL (CANADA) INC.

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1. INTERPRETATION

1.01 Meaning of Words

In this By-Law and resolutions of the Corporation, unless otherwise defined:

- (a) “Act” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, including the Government Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “Annual Business” shall include: consideration of the financial statements; consideration of the audit engagement or review engagement report, if any; election of Directors; reappointment of the incumbent Public Accountant and fixing or authorizing the Board to fix their remuneration;
- (c) “Annual Meeting” means an annual meeting of Members, as provided in section 6.01;
- (d) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act;
- (e) “Associate Member” means a Class B Member referred to in section 2.04;
- (f) “Authorized Representative” means a person named to act as an authorized representative of a Member pursuant to section 2.10;
- (g) “Board” means the Directors of the Corporation from time to time;
- (h) “By-Laws” means this by-law;
- (i) “Corporation” means **Disabled Peoples’ International (Canada) Inc.**;
- (j) “Director” means a member of the Board;
- (k) “Government Regulations” means the regulations made under the Act as amended, restated or in effect from time to time;
- (l) “Ineligible Individual” has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;¹

¹As of [March 13, 2012](#), section 149.1 of the *Income Tax Act* defines “ineligible individual” as follows:

“ineligible individual”, at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or

a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

- (m) “Member” means a person who has become a member in accordance with section 2.01;
- (n) “National Assembly” mean a national assembly referred to in section 2.07;
- (o) “Officer” means an officer elected or appointed pursuant to Article 8 or by Board Regulation;
- (p) “Ordinary Resolution” means a resolution passed by Written Resolution or by a majority of the votes cast on that resolution;
- (q) “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Corporation;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee, or volunteer of the Corporation or such body corporate;
- (r) “Provisional Member” means a Class B Member referred to in section 2.03;
- (s) “Public Accountant” means the public accountant of the Corporation appointed pursuant to Article 15;
- (t) “Regional Assembly” means a region assembly referred to in section 2.05;
- (u) “Regional Council” means a regional council referred to in section 2.05;
- (v) “Special Business” includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
- (w) “Special Meeting” includes any meeting of Members that is not an Annual Meeting;
- (x) “Special Resolution” means a resolution passed by Written Resolution or by a majority of not less than two-thirds (2/3rds) of the votes cast on the resolution;
- (y) “Written Resolution” means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members;

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;

- (z) “World Council Member” means a member referred to in section 2.02.

2. MEMBERSHIP

2.01 Composition

Subject to the Articles, membership in the Corporation shall consist of the following two (2) classes of membership:

- (a) Class A Members who are World Council Members; and
- (b) Class B Members who are Provisional Members or Associate Members.

A corporation or other entity may be a Member.

2.02 World Council Members

A World Council Member is a person who has been named by his or her Regional Council to be a representative of that Regional Council. Each Regional Council can name five (5) representatives to the Corporation.

2.03 Provisional Members

Provisional membership may be extended to an organization of disabled people in any country which has not yet established a National Assembly provided that a National Assembly be convened before the next regional assembly or within twelve (12) months whichever is later. Provisional Members have no voting rights, nor the right to be nominated, or to nominate to office, but have speaking rights. An organization seeking to be named as a Provisional Member must apply to the Corporation and must be admitted by a resolution of the Directors of the Corporation.

2.04 Associate Members

Associate membership may be extended to local organizations of people with disabilities which support the Corporation's objectives, but which do not fulfill the requirement of becoming Provisional Members. Associate Members have no voting rights, nor the right to be nominated, or to nominate to office, but have speaking rights. An organization seeking to be named as an Associate Member must apply to the Corporation and must be admitted by a resolution of the Directors of the Corporation.

2.05 Regional Councils

It is the responsibility of the Regional Councils to organize and conduct the business of the Regional Assemblies. Regional Councils are not members of the Corporation.

2.06 Regional Assemblies

- (a) Regional Assemblies are regional groups that coordinate the activities of the National Assemblies in their regions. The Board may by resolution add, delete, or change the list of Regional Assemblies recognized by the Corporation. Regional Assemblies are not members of the Corporation.
- (b) Subject to a resolution of the Board in accordance with Section 2.06(a), the Corporation recognizes the following Regional Assemblies:
 - (i) Africa Region;
 - (ii) Arab Region;
 - (iii) Asia-Pacific Region;

- (iv) Europe Region;
- (v) Latin America Region; and
- (vi) North America and Caribbean Region.

2.07 National Assemblies

National Assemblies shall be those organizations of disabled persons as approved by the Directors of the Corporation. Each National Assembly shall decide its own formation and *modus operandi* to suit its own local conditions. National Assemblies are not members of the Corporation.

2.08 Dues Owed by National Assemblies

- (a) National Assemblies shall pay dues to the Corporation and be notified in writing of the dues at any time payable by them. If any dues are not paid within one (1) calendar month of the renewal date, the National Assemblies in default shall automatically cease to be recognized by the Corporation. The amount of dues owed by the National Assemblies shall be as set by the Board from time to time.
- (b) Notwithstanding termination of recognition as a National Assembly, a former National Assembly remains liable for any assessment levied under the authority of this section 2.08 prior to such termination.

2.09 Members' Rights

The rights of each class of Member shall be as follows:

- (a) Class A Members shall be entitled to receive notice of and to attend all meetings of the Members of the Corporation and each Class A Member shall be entitled to one (1) vote on all matters brought before the Members; and
- (b) Except as otherwise provided in the Act or Articles, the Class B Members shall not be entitled to receive notice of, attend or vote at meetings of the Members of the Corporation.

2.10 Appointment of Authorized Representative

A Member that is a corporation or other entity shall, from time to time, appoint a person who shall be its Authorized Representative. Such Member shall provide the details and contact information of the Authorized Representative from time to time to the Secretary who shall immediately update the Corporation's records for the purposes of providing notice of all meetings to which the Authorized Representative is entitled to attend.

2.11 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member of the Corporation;
- (b) the death, insolvency or dissolution, as applicable, of a Member;
- (c) the expulsion of a Member from the Corporation in accordance with section 2.12; or
- (d) the liquidation or dissolution of the Corporation under the Act.

2.12 Discipline of Members

- (a) The Board shall have authority to suspend or expel any Member from the Corporation for any one (1) or more of the following grounds:
- (i) violating any provision of the Articles, By-Laws, or written policies of the Corporation;
 - (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
 - (iii) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes of the Corporation.
- (b) In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chairperson, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chairperson, or such other Officer as may be designated by the Board before the end of the twenty (20) day period.
- (c) In the event that no written submissions are received, the Chairperson, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section 2.12, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

2.13 Dispute Resolution

If a Regional Council does not provide the names of its representatives, or if the Corporation receives contradictory information about who are the representatives of a particular Regional Council, the representatives of that Regional Council shall be the person(s) as determined by resolution of the Directors from time to time, until such time as the Regional Council either provides the names of its representatives or the dispute regarding the representatives is resolved, as applicable.

3. **BOARD OF DIRECTORS**

3.01 Board

Immediately following confirmation of these By-Laws by the Members, the number of Directors shall be fixed at five (5) Directors. The Members thereafter delegate to the Board the right to fix the number of Directors from time to time.²

3.02 Qualifications

Each Director shall be:

- (a) a Class A Member;
- (b) be an individual who is at least eighteen (18) years of age;
- (c) not have the status of a bankrupt;

²The Act provides a soliciting corporation must have a minimum of three (3) Directors, two (2) of whom cannot be Officers or employees of the Corporation.

- (d) not be a person who has been declared incapable by a court in Canada or elsewhere; and
- (e) not be an Ineligible Individual who has made disclosure to the Board as required by section 3.03, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made.

If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.05.

3.03 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.³ If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 3.02 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 3.05.

3.04 Removal of Directors

- (a) The Members may by Ordinary Resolution remove a Director from office at a Special Meeting called for that purpose before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office.
- (b) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 3.05.

3.05 Vacancies

- (a) Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by Ordinary Resolution of the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board.
- (b) The Directors may not fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

3.06 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

4. ELECTION OF THE BOARD

4.01 Election of Directors

Subject to the provisions of the Act and Articles, Directors shall be elected by the Members entitled to vote.

4.02 Term of Office

The term of office of a Director shall be four (4) years, to expire at the fourth Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

³The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

4.03 Re-Election

Following the approval of this By-Law, a Director is eligible for election for three (3) consecutive full terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director.

4.04 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

4.05 Nominations

- (a) The Board shall give members at least fourteen (14) days to submit applications to be considered for nomination as a Director.
- (b) Candidates for the office of Director shall comprise of:
 - (i) the slate of candidates for office proposed by the Board; and
 - (ii) the persons who meet the eligibility requirements for Directors and whose application is received before the deadline set by the Board, and is endorsed by the signature of at least two (2) Class A Members.
- (c) No nominations will be accepted from the floor of the meeting.

4.06 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

5. MEETING OF DIRECTORS

5.01 Calling Meetings

Meetings of the Board may be called by the Chairperson or any two (2) Directors and shall be held at the place specified in the notice.

5.02 Meeting Following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible but not more than ten (10) days following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

5.03 Regular Meetings

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act.

5.04 Notice of Meetings

Subject to the provisions of sections 5.02 and 5.03, notice of the time, place, and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail, or other electronic method at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

5.05 Meetings by Electronic Conference

- (a) A Director may participate in a meeting of the Board by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Chairperson may call a meeting of the Board and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

5.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least one half (1/2) of the Directors.

5.07 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

5.08 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

5.09 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

6. MEETINGS OF THE MEMBERS

6.01 Annual Meeting

- (a) Pursuant to the Articles, meetings of the Corporation can be held at any place in the world as determined by the Board.
- (b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting provided that any Annual Meeting shall be held within six (6) months of the financial year end of the Corporation.

6.02 Meetings by Electronic Conference

- (a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each

other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

- (b) The Directors may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

6.03 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

6.04 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and vote at the meeting. The day shall be between twenty-one (21) days and sixty (60) days before the day on which the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting. If the Directors do not fix a record date for which Members are entitled to vote at the meeting, then the day shall be ten (10) days after the record date for Member's entitled to notice, or if no such date is fixed, then at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

6.05 Notice of Meetings

Notice of the time, place and date of an Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on the business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Public Accountant of the Corporation by:

- (a) mail, courier or personal delivery, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held;
- (b) telephone, or other electronic means, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held. If a Member requests that notice of a meeting be given by non-electronic means, the notice will be sent by mail, courier or personal delivery as provided in section (a); or
- (c) posting the notice on a notice board including the Corporation's website where such information is regularly posted and that is located in a place frequented by the Members, at least thirty (30) days before the day on which the meeting is to be held.

6.06 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Public Accountant of the Corporation; and
- (c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

6.07 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least one half (1/2) of all of the Members of the Corporation entitled to vote, and present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.
- (c) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

6.08 Chair

In the absence of the Chairperson and the Deputy Chairperson, the Members present and entitled to vote and present at any meeting of Members shall choose another Director as chair of the meeting. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to be chair.

6.09 Voting by Members

- (a) All questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members, every question shall be decided by a show of hands unless otherwise required by the Act or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.10 Proxies

- (a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
 - (i) the Member entitled to vote;
 - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
 - (iii) if the Member is a body corporate, under its corporate seal, if any, or by an Officer or attorney duly authorized by the body corporate.
- (c) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.

However, where the proxy has been created by a person other than the Member executing the proxy, the proxy shall contain the information set out in Appendix A to this By-Law.

- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, which shall not exceed forty-eight (48) hours prior to the meeting excluding Saturdays and holidays.

6.11 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

6.12 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

6.13 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at an Annual Meeting or Special Meeting, provided that the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of the Public Accountant, where a written statement has been submitted by the Public Accountant giving reasons for resigning or opposing his or her removal or replacement.

7. BOARD REGULATIONS

7.01 Board Regulations

The Board may make Board Regulations with regard to any matter not inconsistent with the Act and the By-Laws.

8. OFFICERS

8.01 Officers

Subject to the Act, the Articles and the By-Laws of the Corporation, there may be the following Officers elected by the Members from among the Directors:

- (a) a Chairperson;
- (b) a Deputy Chairperson 1;

- (c) a Deputy Chairperson 2;
- (d) a Secretary; and
- (e) a Treasurer.

There may also be the following Officers who may but need not be Directors elected by the Members:

- (a) an Information Officer;
- (b) a Past Chairperson; or
- (c) Regional Representatives.

8.02 Term of Office of Officers

Subject to section 8.01, the term of office of each Officer who is not an employee of the Corporation shall be four (4) years, to expire at the fourth Annual Meeting following election or appointment. Any Officer who is an employee shall hold office at the pleasure of the Board, or pursuant to terms of employment.

8.03 Chairperson

To provide effective leadership for all of the Corporation by ensuring the democratic process of decision making and implementing the vision of the Corporation. To ensure representation at meetings of the United Nations or other international organizations. To chair meetings of the Corporation and the Board, as well as to provide leadership to these bodies in carrying out their work.

8.04 Deputy Chairperson 1

To be responsible for the promotion of human rights for disabled people all over the world. To perform the duties of Chairperson when necessary.

8.05 Deputy Chairperson 2

To be responsible for the development functions in the organization, including the development programs, inclusion of under-represented groups, and the effective functions of the Corporation's committees.

8.06 Secretary

To assist in planning meetings and developing agenda items. To ensure that minutes are kept and distributed. To report on personnel matters to the Board and to act as a focal point for staff grievances.

8.07 Treasurer

To be responsible for financial decisions to the Board and the Corporation. To ensure the effective financial procedures are established and implemented. To oversee the development of fundraising strategies.

8.08 Information Officer

This person would be responsible for ensuring that effective communication policies and procedures are established and implemented. Other responsibilities include overseeing the newsletter, implementing policies concerning alternate media, translation, and interpretation.

8.09 Past Chairperson

In order to facilitate continuity, the Past Chairperson may continue to be an Officer.

8.10 Regional Representatives

Regional Representatives are responsible for ensuring effective communication between the Corporation and the Regional Assemblies and to promote the decisions of the Corporation and the Board at the level of the Regional Assemblies. They also ensure regional input in the decision-making process.

8.11 Delegation of Duties

Any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

8.12 Board Appoint Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, whose duties and remuneration shall be such as the terms of their engagement call for or the Board prescribes.

8.13 Holding More Than One Office

Except for the offices of Chairperson and Deputy Chairperson, a person may be nominated or selected for, elected or appointed to, and hold, more than one office including the offices of Secretary and Treasurer.

8.14 Removal from Office

Any Officer may be removed by Ordinary Resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

8.15 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties. The Board shall fix the remuneration of any other Officers or employees.

9. COMMITTEES

9.01 Committees

Subject to the Act and the By-Laws, the Board may appoint such committees as it deems appropriate from time to time and set the rules governing such committees.

9.02 Limits on Authority of Committees

No committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors;
- (c) issue debt obligations except as authorized by the Board;
- (d) approve any financial statements; or

- (e) adopt, amend or repeal these By-Laws.

10. CONFLICT OF INTEREST

10.01 Conflict of Interest

In accordance with the Act and the By-Laws, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

11. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Insurance

- (a) The Corporation may purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
 - (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is included as an insured person to any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

11.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and

- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

11.03 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 11.04, and if the Board has determined to purchase insurance pursuant to section 11.01, the Board shall confirm that it has considered:

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance; and
- (c) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Corporation.

11.04 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such Protected Person sustains or incurs:
 - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
 - (ii) in relation to the affairs of the Corporation generally;
 - (iii) save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of his or her duties of office.
- (b) Such indemnity will only be effective:
 - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
 - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this Article 11 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 11.

11.05 Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

12. EXECUTION OF DOCUMENTS

12.01 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two of the Chairperson, Deputy Chairperson 1, Deputy Chairperson 2, Secretary, or Treasurer, or any one (1) of the foregoing together with any one (1) Director. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

13. BORROWING BY THE CORPORATION

13.01 General Borrowing Authority

If authorized by an Ordinary Resolution of the Members, 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; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

14. FINANCIAL YEAR

14.01 Financial Year Determined

The financial year of the Corporation shall terminate on the last day of March in each year or on such other date as the Board may determine.

15. PUBLIC ACCOUNTANT⁴

15.01 Annual Appointment

Subject to the Act and its Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint one (1) or more Public Accountants. The Public Accountant shall hold office until the close of the next Annual Meeting and if an appointment is not made, the incumbent Public Accountant continues in office until a successor is appointed.

15.02 Removal of Public Accountant

The Members may, by Ordinary Resolution passed at a Special Meeting, remove any Public Accountant before the expiration of the term of office in accordance with the Act.

⁴Section 180(1) provides that a Public Accountant must:

- (a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province;
- (b) meet any qualification under an enactment of a province for performing any duty a person is required to perform under sections 188 to 191 of the Act (review engagement, audit engagement, report on financial statements); and
- (c) unless the Public Accountant is the subject of a relieving order under subsection 180(6), be independent of the Corporation, its affiliates, or the Directors or officers of the Corporation or its affiliates.

15.03 Vacancy in the Office of Public Accountant

The Board shall fill any vacancy in the office of Public Accountant but, while the vacancy continues, any remaining Public Accountant may act.

15.04 Remuneration of Public Accountant

The remuneration of a Public Accountant appointed by the Members may be fixed by the Members by Ordinary Resolution, or shall be fixed by the Board if the Members do not do so.

16. NOTICE

16.01 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given by mail to the last address shown on the Corporation's records, notice is deemed given on the third (3rd) day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent;
- (e) if posted on a notice board pursuant to section 6.05(c) notice is deemed given on the date of posting;
- (f) if provided by other electronic means, notice is deemed given when transmitted.

16.02 Declaration of Notice

At any meeting, the declaration of the Secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

16.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

16.04 Omissions and Errors

Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall not be invalidated by:

- (a) an error in notice that does not affect its substance;
- (b) the accidental omission to give notice; or
- (c) the accidental non-receipt of notice by any Director, Member or Public Accountant.

Any Director, Member or Public Accountant may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

16.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

17. BY-LAWS AND EFFECTIVE DATE

17.01 Amendments requiring Special Resolution

Amendments to the following sections of this By-Law shall only be effective upon approval of the Members by Special Resolution:

- (a) Member Composition, section 2.01;
- (b) Members' Rights, section 2.09;
- (c) Number of Directors, section 3.01;
- (d) Notice of Meetings, section 6.05;
- (e) Proxies, section 6.10; and
- (f) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

17.02 By-Laws and Effective Date

- (a) Subject to the Articles and section 17.01, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 17.01, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.
- (b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

18. REPEAL OF PRIOR BY-LAWS

18.01 Repeal

Subject to the provisions of section 18.02 hereof, any prior By-Law, resolutions, and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

18.02 Prior Acts

The repeal of a prior By-Law, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

ENACTED by the Directors as a By-Law of **Disabled Peoples' International (Canada) Inc.** this _____ day of _____, 2015.

Chairperson

Secretary

CONFIRMED by the Members in accordance with the *Canada Not-for-profit Corporations Act* on the _____ day of _____, 2015.

Chairperson

Secretary

Copy of the signed and fully approved By-Laws provided to Industry Canada on the _____ day of _____, 2015. (Required to be deposited within one year of approval.)

APPENDIX A

FORM OF PROXY⁵

Where a proxy has been created by a person other than the Member executing the proxy, the form of proxy must meet the following requirements:

- (a) it must indicate, in bold-face type:
 - (i) the meeting at which it is to be used;
 - (ii) that the Member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and
 - (iii) instructions on the manner in which the Member may appoint the proxy holder;
- (b) contain a designated blank space for the date of the signature;
- (c) provide a means for the Member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder;
- (d) provide a means for the Member to specify that the membership registered in the Member's name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a Public Accountant and the election of Directors;
- (e) provide a means for the Member to specify that the membership registered in the Member's name is to be voted or withheld from voting in respect of the appointment of a Public Accountant or the election of Directors; and
- (f) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (ii) or (iii) with respect to any matter to be acted on, the membership is to be voted accordingly.

⁵These requirements are set out section 74 of the Regulations to the Act and cannot be changed.