

GENERAL BY-LAW

A by-law relating generally to the conduct of the affairs of
Canadian Hard of Hearing Association / Association des malentendants canadiens
(the "Corporation")

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

1. Definitions

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

"**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;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**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;

"**CHHA**" means the Canadian Hard of Hearing Association, referred to herein as the "Corporation"; in French, the name of the Corporation is "l'Association des malentendants canadiens", known under the acronym "AMEC";

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. 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, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of CHHA shall be signed by the President or any other Officer or the Executive Director as delegated by the President. The President may explicitly delegate this authority in writing. All contracts, documents and instruments in writing so signed shall be binding upon CHHA without further authority or formality. The Board may recommend the appointment of any other member of CHHA to sign specific contracts, documents or instruments in writing, when required.

4. Statement of Purpose of the Corporation

The Canadian Hard of Hearing Association is to be the national vehicle for the articulation of concerns, and to provide coordination for members' activities, on behalf of and in the service of persons with hearing loss.

5. Financial Year

The financial year end of the Corporation shall be determined by the board of Directors.

6. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

7. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on written request, obtain a copy free of charge by electronic means or by prepaid mail.

8. Distribution of Property Remaining on Liquidation

Any property remaining on liquidation of the corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

9. Membership Conditions

The Corporation is authorized to establish Class A members and Class B members as follows:

The Class A members shall be entitled to receive notice of and to attend all meetings of the Corporation and each Class A member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.

Except as otherwise provided by the Canada Not-for-profit Corporations Act, S.C. 2009, c.23 the Class B members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

10. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests in writing that the notice be given by non-electronic means, the notice will be sent by mail.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

11. Absentee Voting at Members' Meetings

Absentee voting at members' meetings is as follows:

- a. Any Class A voting member may be represented by proxy at annual and special general meetings of the Corporation by another Class A voting member, provided such proxy shall be in writing on the form provided by the board of directors, or a facsimile thereof. The proxy form will be made available on the Corporation's website.
- b. A proxy must be signed by the Class A voting member and shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.
- c. Proxy forms must be filed with the Secretary of the Corporation at least seven days before the meeting takes place.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by Class A voting members not in attendance at annual or special general meetings of members.

12. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

13. Discipline of Members

The person or persons responsible for membership may terminate the membership of any member who has not paid the required dues by the stated date. In addition, the membership of any member may be terminated on the ground that the member has acted contrary to the interests or objectives of CHHA by a resolution passed by at least two-thirds (2/3) of the votes cast by regular members present in person and by proxy at any annual or special general membership meeting of CHHA.

Notice will be sent to the former member only in case of termination at a general membership meeting.

The person or persons responsible for membership may reinstate any former member terminated for non-payment of dues upon receiving a new application for membership and payment of the required dues. In the case of termination at a general membership meeting, the former member must apply for reinstatement by means of a resolution passed by at least two-thirds (2/3) of the votes cast by regular members present in person and by proxy at any subsequent general membership meeting.

Members may withdraw from CHHA at any time, and will not be entitled to the refund of any part of the membership fees already paid to CHHA.

14. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada or the United States as determined by the board.

15. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, 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 resolution of the members.

16. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose another member of the board of directors who is present to chair the meeting.

17. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be at least twenty (20) regular 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.

18. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

19. Number of Directors

The board shall consist of a maximum of eight (8) and a minimum of six (6) board members. The board shall be composed of directors elected or appointed according to the procedures set out in the articles.

20. Election and Term of Directors

Subject to the articles, the members will elect the directors at every annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

One of the directors may be described as a Young Adult Representative. The Young Adult Representative, if there is one, is first elected by the Young Adults Network (YAN); however the person so elected by YAN must receive the approval by ordinary resolution of the board of directors, and then have his or her election confirmed by ordinary resolution of the members at a general or special meeting of the members. The above does not preclude the board from appointing a person as the Young Adult Representative using the process outlined for the appointment of directors for a term expiring not later than the close of the next annual general meeting of members, as provided under "Appointment of Directors".

Directors represent the interests of all Canadians with hearing loss, and not only those of members in their home jurisdiction. All members of the Board must be Class A members of CHHA and must be Canadian citizens or landed immigrants to Canada. At least five (5) members of the board of directors must have a hearing loss or be the parent or guardian of a person who has hearing loss.

21. Appointment of Directors

The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members.

22. Remuneration of Directors

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties.

23. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any three (3) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

24. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 20 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

25. Regular Meetings of the Board of Directors

The board shall meet at least once annually. A copy of any resolution of the board fixing the place and time of any meeting of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. When all the directors have consented hereto, any director may participate in a meeting of the board by means of conference telephone or other communications equipment. All persons so participating in the meeting shall be deemed for legal purposes to be present at the meeting.

26. **Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

27. **Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

28. **Description of Offices**

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, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

a. ***President and Chair of the Board*** – The president and chair of the board shall be a director. The president shall, when present, preside at all meetings of the board of directors and of the members. The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The president shall have such other duties and powers as the board may specify.

b. ***Vice-President and Vice-Chair of the Board*** – The vice-president and vice-chair of the board, if one is to be appointed, shall be a director. If the president is absent or is unable or refuses to act, the vice-president, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.

c. ***Secretary*** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

d. ***Treasurer*** – If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

29. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

30. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate

communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

31. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

32. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

33. Mediation and Arbitration

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

34. Dispute Resolution Mechanism

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

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable

the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SPECIFIC BY-LAW 1 - MEMBERSHIP

A by-law relating specifically to membership in the

Canadian Hard of Hearing Association / Association des malentendants canadiens

(the "Corporation")

WHEREAS the general by-law states under "Membership Conditions" that the Corporation is authorized to establish Class A members and Class B members;

WHEREAS the same section provides that each Class A member shall have one (1) vote;

AND WHEREAS the same section provides that Class B members shall not be entitled to vote.

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

The membership categories are further described as follows:

1. Class A Member

Class A members, also referred to as regular members, shall be any person who supports the objectives of CHHA. Class A members include those who have paid annual dues, lifetime membership dues or family membership dues. A family membership consists of a maximum of two individuals over the age of 18 years

(identified and referred to as family unit members) and others living in the same household, at the same address, regardless of age. Each of the two (2) identified family unit members is considered to be a Class A member.

2. Class B Member

A Class B Member can be a Honourary Member or an Organizational Member.

2.1 A Honourary Member shall be any person so designated by the board of directors. Such designation will explicitly describe the reasons why this honour is given, and specify the term or special conditions attached to each honorary membership. Such a member will have no voting privileges.

2.2 An organizational membership is available to any organization interested in the objectives of CHHA.

The invalidity or unenforceability of any part or provision of this specific by-law shall not affect the validity or enforceability of its remaining parts or provisions.

SPECIFIC BY-LAW 2 – DUTIES OF NATIONAL EXECUTIVE DIRECTOR

A by-law relating specifically to the duties of the National Executive Director of the **Canadian Hard of Hearing Association / Association des malentendants canadiens** (the "Corporation")

WHEREAS the general by-law describes under "Description of Offices" the duties of the President, Vice-President, Secretary and Treasurer;

WHEREAS the roles and responsibilities of the National Executive Director, if there is one, should also be defined.

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

The National Executive Director, or if there is none, the designate appointed by the board of directors, shall be responsible for the operations of CHHA and shall make all operational decisions, including those required to implement the policies and strategic directions set out by the board, as well as all decisions in respect of all personnel.

The National Executive Director shall be responsible for the national office, the day-to-day operations, and the financial and fiscal systems of CHHA. The National Executive Director will report directly to the board of directors, and he/she is bound to carry out the instructions of the board in respect to governance structure and procedures, policy and strategic directives, to the best of his or her

ability. The National Executive Director will participate ex officio in all meetings of the board of directors but he/she will have no vote. He/She will be deemed to be an employee of CHHA whether or not he/she receives remuneration for his or her services.

The invalidity or unenforceability of any part or provision of this specific by-law shall not affect the validity or enforceability of its remaining parts or provisions.

SPECIFIC BY-LAW 3 – ELECTIONS AND STAGGERED BOARD

A by-law relating specifically to the election of the board of directors of the
Canadian Hard of Hearing Association / Association des malentendants canadiens
(the "Corporation")

WHEREAS subsection 128(4) of the *Canada Not-for-Profit Corporations Act* allows that directors can be elected for staggered terms;

WHEREAS the general by-law of the Corporation provides that "Subject to the articles, the members will elect the directors at every annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.";

WHEREAS the general by-law is silent as to staggered term;

WHEREAS to ensure continuity, elections of the board of directors of the Corporation should be staggered over three different terms;

WHEREAS the next elections will take place in 2019.

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

In lieu of electing the whole number of directors annually, the directors, shall be divided, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as is reasonably possible, with the term of office of the first class (Class I) to expire at the annual meeting of members to be held in 2020 (a shorter term being required to start the staggered board terms), the term of office of the second class (Class II) to expire at the annual meeting of members to be held in 2021, and the term of office of the third class (Class III) to expire at the annual meeting of members to be held in 2022, with each director to hold office until his or her successor shall have been duly elected and qualified unless earlier removed. At each annual meeting of members, commencing with the annual meeting of members to be held in 2020, (i) directors elected to succeed those directors whose terms then expire shall be elected for a term of office to expire at the third succeeding annual meeting of members after their election, with each director to hold office until his or her successor shall have been duly elected

and qualified unless earlier removed, and (ii) if authorized by a resolution of the board of directors, directors may be elected to fill any vacancy on the board of directors, regardless of how such vacancy shall have been created.

To clarify, the board consists of 6 to 8 directors who normally each serve a 3-year term, except during the interim years prior to the completion of the first round of staggered boards. Working from the assumption that there would preferably be 8 directors, starting from the election in 2020, three directors are placed into Class 1 (elected for a one-year term), three directors into Class 2 (elected for a two-year term), and two directors into Class 3 (elected for a three-year term). It must be clear during the election which Class a director is in. In addition, elections are held every year. Starting from the election in 2023, directors will consistently be elected for three-year terms, though their respective terms will be staggered.

The invalidity or unenforceability of any part or provision of this specific by-law shall not affect the validity or enforceability of its remaining parts or provisions.