

LEARNING DISABILITIES ASSOCIATION OF ONTARIO

A by-law relating generally to the conduct of the affairs of the LEARNING DISABILITIES ASSOCIATION OF ONTARIO

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the LEARNING DISABILITIES ASSOCIATION OF ONTARIO, hereafter referred to as "the Association" or "LDAO".

BY-LAW #1 - HEAD OFFICE

- a) The directors may from time to time fix the location of the head office of the Association within the place designated therefore by the letters patent or by special resolution.

BY-LAW #2 - SEAL

- a) The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.

BY-LAW #3 - MEMBERS

There shall be two classes of members in the Association, voting and non-voting.

a) Voting Members

The voting members shall consist of

- (i) any Chapter of the Association in good standing each of which shall have a number of votes at any annual or general meeting of the members of the Association as hereinafter provided, and
- (ii) members of the Board of Directors of the Association (hereafter referred to as "the Board of Directors"), but only as long as they are in office.

b) Non-voting members.

The non-voting members shall consist of all persons who have paid their membership dues and have been duly accepted as non-voting members of the Association. Non-voting members may be either members of a Chapter or Direct Ontario members.

- c) Staff at LDAO and Chapter level will in all cases be non-voting members.
- d) In addition, the Board of Directors may from time to time appoint honorary members of the Association who shall not be entitled to any vote. The Board of Directors may select such individuals, firms or corporations as they may think fit

to be honorary members and their period of honorary membership may be for life or some lesser period of time.

- e) The interest of a member in the Association is not transferable and lapses and ceases to exist upon death or dissolution or when his period of membership expires (if any) or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Association. Any member may resign from membership upon notice in writing to the Association.
- f) In the event of the resignation of any member such member shall remain liable for payment of any assessments or other sum levied or which became payable by him to the Association prior to the date of his resignation being received by the Association.

BY-LAW #4 - EXPULSION OF MEMBERS

- a) Any member of the Association may be expelled from membership by decision of the Board of Directors. No member shall be expelled without being notified in writing of the charges that are being made against him and being offered an opportunity to appear before the Board of Directors of the Association to make representation against his expulsion. The affirmative vote of two-thirds of the members of the Board of Directors present and voting at a meeting shall be necessary for the expulsion of any member.
- b) The provisions of the foregoing paragraph shall not apply to expulsion of Chapters which shall be governed by the provisions of By-Law #6 hereof.
- c) Any member of a Chapter who is to be expelled by a Chapter for any reason other than the non-payment of dues shall be given the opportunity of a hearing before the Board of Directors prior to his expulsion by the Chapter. In the event of such hearing a two-thirds majority of the members of the Board of Directors present and voting at a meeting shall be required to override the decision of the Chapter to expel such member.

BY-LAW #5 - MEMBERSHIP FEES

- a) Membership fees or dues shall be set by the Board of Directors from time to time. Any failure to pay any fees or dues shall automatically result in the delinquent member ceasing to be a member of the Association.
- b) Membership fees shall be reasonable and all fees received shall be used by the Association and Chapters to further their objects.
- c) Chapters may develop alternative ways of payment for membership such as a subsidy for providing volunteer service to the chapter provided that the required amount is remitted to LDAO for each such member.

- d) Chapters which provide direct service whether or not for a fee shall strongly encourage membership prior to the provision of service.

BY-LAW #6 - CHAPTERS AND SATELLITES

- a) The Chapters of the Association shall continue as such so long as they comply with the by-laws of the Association, the Chapter retention requirements and service standards set out in the policies of the Association, the requirements for SEAC representatives set out in the Public Policy and Procedure Manual and the other requirements from time to time laid down by the Board of Directors.
- b) Those Chapters who incorporate shall enter into a written agreement with the Association whereby, in consideration for their being permitted to use the name "Learning Disabilities Association of ..." and logo and retaining their status as a local association and as a chapter of the Association, they agree to adopt the Constitution required by the Association and to comply with the by-laws, policies and requirements of the Association.
- c) Any number of persons (not less than three) may organize themselves into a body and apply for recognition to the Association as a satellite and shall be admitted as a satellite after approval by the Board of Directors and upon compliance with the by-laws and policies of the Association and the requirements laid down from time to time by the Board of Directors.
- d) A satellite may apply to the Board of Directors to become a chapter after it has been in existence for at least one full year, has at least fifteen (15) paid up members and has met the requirements established by the Board of Directors from time to time for the formation of chapters.
- e) Any Chapter, whether incorporated or not, shall be regarded as being a Chapter of the Association only so long as it complies with the by-laws and policies of the Association and the requirements laid down by the Board of Directors from time to time including the payment of any dues. Any Chapter which is in violation of any of the requirements with respect to Chapters may be notified in writing thereof by the proper officers of the Association and if such requirement is not complied with within a period of thirty (30) days from the date of mailing the same, the Board of Directors may expel such Chapter as a voting member of the Association. The affirmative vote of two thirds of the members of the Board of Directors present and voting at a meeting for which notice has been given that the matter of expulsion of a Chapter will be considered shall be necessary for the expulsion of a Chapter. Notice of the meeting shall also be given to the Chapter and the Chapter shall have an opportunity to be heard by the Board of Directors before the vote is taken on the expulsion. Upon ceasing to be a Chapter of the Association the right to use the name Learning Disabilities Association of Ontario and logo or any part thereof shall at once cease and desist and the former Chapter shall use some other name and logo.

The former Chapter shall no longer be a local association of LDAO for the purpose of SEAC membership or for any other purpose. Notice to any Chapter may be given in writing and shall be sent by registered mail to the address of the President or the Secretary of such chapter at his or her last known address on the books of the Association or which may be known to its proper officers.

- f) Each Chapter shall use its best efforts to advance the objectives of the Association in the locality in which the Chapter is located. Each Chapter shall file with the Association on or before September 30th in each year a report of its activities during the preceding year and shall give special reports of its activities at any other time upon request by the Board of Directors. The financial records of any of the Chapters may from time to time be inspected by the auditor of the Association with the approval of the Board of Directors. The assets of any Chapter upon its dissolution are to be distributed to L.D.A.O.

BY-LAW #7 - FEE FOR SERVICE

- a) Chapters may charge a fee for third-party advocacy services, for counselling and for educational testing as defined in the policies of the Association and in accordance with the provisions of these by-laws and the principles and fee schedule set out in the policies of the Association.
- b) Fees shall be reasonable and determined according to a sliding scale based on the income of the individual or family being served. All fees received shall be used to cover the reasonable expenses of providing the service and then for the furtherance of the objects of the Association.
- c) Chapters providing third party advocacy services whether or not for a fee shall strongly encourage membership in the Association for the individuals or families receiving the service subject to the provisions set out in these by-laws for alternative ways of payment of membership.

BY-LAW #8 - DIRECTORS

- a) The affairs of the Association shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Association that are not by the by-laws or any special resolution of the Association or by statute expressly directed or required to be done in some other manner.
- b) Qualifications of Directors
Every director shall be 18 or more years of age and, subject to the provisions of The Corporations Act of Ontario shall be a member of the Association. No director shall be a paid employee of the Association at any level (chapter, provincial, or national).

c) Term of Office

The director's term of office (subject to the provisions, if any, of the Letters Patent and the Supplementary Letters Patent of the Association) shall be from the date of the meeting at which they were elected or appointed until the annual meeting two years following or until their successors are elected or appointed. Directors shall not be eligible for re-election immediately after serving three consecutive terms unless a special exemption is granted by the Board of Directors.

d) Vacation of Office

The office of a director shall ipso facto be vacated:

- I. if he/she does not within ten (10) days after his/her election or appointment as a director become, or if he/she ceases to be, a member of the Association; or
- II. if by notice in writing to the Association he/she resigns his/her office; or
- III. if he/she does not attend three consecutive meetings of the Board of Directors without a reasonable excuse acceptable to other members of the Board of Directors; or
- IV. if he/she accepts a position at any level of the Association as a paid employee.

e) Election

- I. There shall be a total of sixteen (16) directors to be elected by the members provided that in any year that the Past Chair is not elected as a director, he or she shall be deemed to be a member of the Board of Directors ex officio with full voting rights and the total number of directors shall be seventeen (17).
- II. At least two directors shall be adults, (defined as individuals with a learning disability, whose primary role within the Association are as persons with a learning disability) who sit on the LDAO Adult Advocacy Committee and serve as liaison with the Board. At least five directors shall be chapter representatives and at least four directors shall represent the corporate and/or business community.
- III. The election of the directors by the members shall be governed by the provisions of the Letters Patent, the Supplementary Letters Patent and these by-laws. Any director is, subject to the provision of this by-law, eligible for re-election.
- IV. At each annual meeting one-half (1/2) of the number of directors must be renominated. Those who must be re-nominated shall be those who have been longest in office since their election and the Association shall fill the vacated offices by electing qualified persons thereto.

See By-Law 14 as to the Nominating Committee

- f) Removal of Directors
The members of the Association may, by resolution passed by at least two-thirds of the votes cast by poll at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast by poll at that meeting, elect any person in his/her stead for the remainder of his/her term.

BY-LAW #9 -MEETING OF DIRECTORS

- a) Place of Meeting: Notice
Meetings of the Board of Directors and of the Executive Committee (if any) may be held either at the head office of the Association or at any place within or outside Ontario. A meeting of the Board of Directors may be convened by the Chair, Vice Chair or by any two directors. Notice of any such meeting shall be delivered, mailed, faxed or emailed to each director not less than 2 days (exclusive of the day on which the notice is delivered, mailed, faxed or e-mailed and of the day for which the notice is given) before the meeting is to take place; provided always that meetings of the Board of Directors may be held at any time without notice if all the directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence.
- b) If all the directors or committee members participating in the meeting consent a meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a director or committee member participating in such a meeting by such means is deemed to be present at that meeting.
- c) For the first meeting of the Board of Directors to be held immediately following the election of directors at an annual and/or general meeting of the members or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order legally to constitute the meeting, provided that a quorum of the directors be present.
- d) Voting. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes cast. In case of an equality of votes the Chair of the meeting shall have a casting vote.
- e) Quorum. A majority of the members of the Board of Directors from time to time shall form a quorum for the transaction of business.
- f) Vacancies. In case a vacancy on the Board of Directors shall arise owing to the resignation, retirement or death of a director before the expiration of his or her term of office such vacancy may be filled by the remaining directors appointing a replacement for the unexpired portion of the term originally vacated. Otherwise such vacancy or vacancies shall be filled at the next

annual meeting of the members. If there is no quorum of directors in office, the remaining directors shall forthwith call a meeting of the members of the Association to fill the vacancy or vacancies.

BY-LAW #10 -EXPENSES OF DIRECTORS

- a) The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

BY-LAW #11 - FOR THE PROTECTION OF DIRECTORS AND OFFICERS

- a) No director or officer for the time being of the Association 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 act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for, or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act 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 or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own act, neglect or default if such act, neglect or default is both wilful and wrongful. The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except as such as shall have been submitted to and authorized or approved by the Board of Directors.

BY-LAW #12 - INDEMNITIES TO DIRECTORS AND OTHERS

- a) Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any corporation or company controlled by it and their 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 Association, from and against,

- I. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect to any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- II. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own act, neglect or default if such act, neglect or default is both wilful and wrongful.

BY-LAW # 13 – OFFICERS/ EXECUTIVE COMMITTEE

- a) The elected officers of the Association shall be the Chair, Vice Chair and Treasurer. The Officers shall be elected by the Board of Directors from among their number at the first meeting of the Board of Directors following the general meeting at which the Board was elected. The officers shall serve without remuneration and be qualified to serve as member of the Board of Directors.

Officers shall serve for terms of two years and may not serve in the same capacity for more than two consecutive terms.

- b) Remuneration and Removal of Officers. No elected officers, namely Chair, Vice Chair and Treasurer, shall receive any remuneration for services undertaken in the performance of the duties of their office. All officers shall be subject to removal by resolution of the Board of Directors with cause.
- c) Duties of Officers may be Delegated. In case of the absence or inability to act of the Chair, Vice Chair, or any other officer of the Association or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.
- d) Chair. The Chair shall, when present, preside at all meetings of the Board of Directors and members; s/he shall sign such contracts, documents or instruments in writing as require his/her signature and shall have and perform all powers and duties incident to his/her office and such other powers and duties as may from time to time be assigned to him/her by the Board of Directors.

The Chair shall give or cause to be given notices for all meetings of the Board of Directors and members and shall have charge of the minute books of the Association and of the documents and registers referred to in the Corporations Act.

- e) Vice Chair. The Vice Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair.

The Vice Chair shall sign such contracts, documents and instruments in writing as require his/her or their signatures and shall have and perform all powers and duties incident to his/her or their offices and such other powers and duties as may from time to time be assigned to him/her or them by the Board of Directors.

- f) Treasurer. Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall oversee the care and custody of all the funds and securities of the Association and the deposit of the same in the name of the Association in such bank or banks or with such depository or depositories as the Board of Directors may direct. S/he shall keep or cause to be kept the books of account and accounting records referred to in The Corporations Act of Ontario. S/he shall sign such contracts, documents or instruments in writing as require his/her signature and shall have and perform all powers and duties incident to his/her office and such other powers and duties as may from time to time be assigned to him/her by the Board of Directors.
- g) Vacancies. If the office of Chair, Vice Chair, Treasurer, or any one of such offices, or any other office shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors by resolution may elect or appoint a qualified person to fill such vacancy.
- h) Executive Director. The Board of Directors may appoint an Executive Director of the Association who shall not be a member of the Board of Directors and who shall be responsible for the general management of the day-to-day affairs of the Association subject to the direction of the Executive Committee. A member of the Board of Directors cannot also be a staff member receiving remuneration or compensation from the Association for services rendered.
- i) Committees. The Board of Directors may from time to time appoint standing committees or ad hoc committees as it may deem advisable and the members of such committees may but need not be members of the Board of Directors. However the Chairs of the Standing Committees shall be members of the Board of Directors,

BY-LAW #14 -NOMINATING COMMITTEE

- a) The Board of Directors shall annually appoint a Nominating Committee which shall be composed of at least five (5) people, one of whom will be the immediate Past Chair, or failing him/her, the Chair, together with one director and three persons who are not directors and who were selected by the members present and voting during the last annual meeting. In the event that there has been no selection by the Chapter representatives then such non-director vacancies may be filled by the Board of Directors provided that the appointees do not belong to the same Chapter.

- b) The Nominating Committee shall nominate members to be elected to the Board of Directors of the Association at the annual meeting next following their appointment. No person may be nominated as a director without his/her consent to serve as such. Any Chapter shall be free to nominate any person as a director to the Nominating Committee or after the Nominating Committee's report has been made, but such nomination shall be made not later than twenty-one (21) days prior to the date of the meeting at which the election of directors is to take place.
- c) Any chapter representative on the Board who has completed his or her 2 year term must be re-nominated by his or her chapter in order to be considered by the Nominating Committee for a further term.
- d) The Nominating Committee shall prepare a slate of nominees, whether chosen by it or nominated by any Chapter. The slate shall include, when required, nominees for the offices of Chair, Vice Chair and Treasurer of the Board. The Nominating Committee shall publish the slate of nominees in the agenda of the annual meeting, including a resume of the background and qualifications of the various nominees.
 - I. The list of nominees shall be mailed to all members entitled to vote at meetings of the members of the Association at least forty-five (45) days prior to the date of the meeting at which it is proposed that an election of directors shall take place.
 - II. Additional nominations for directors may be submitted to the Nominating Committee for consideration by any member entitled to vote at meetings of members but no later than twenty-one (21) days prior to the meeting at which it is proposed that an election of directors should take place.
- e) In preparing a list of nominees for the Board of Directors, the Nominating Committee shall select nominees who possess the appropriate skills to fulfil the role of director having regard to the provisions of Bylaw #8(e) and to the extent that is possible, are representative of the various geographical areas within the Province.
- f) The Nominating Committee may recommend, if appropriate, up to three appointments to complete the slate of candidates in a given year, in order to ensure that appropriately skilled people are available, in particular in areas such as fundraising and public relations.

BY-LAW #15 - MEMBERS' MEETINGS

- a) Annual Meeting. Subject to compliance with The Corporations Act the annual meeting of the members shall be held at any place within Ontario on such day in each year and at such time as the Board of Directors may by resolution determine.
- b) General Meetings. Other meetings of the members may be convened by order of the Chair or Vice Chair or by the Board of Directors at any date and time and at any place within Ontario.

- c) Notice. A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each member entitled to vote at such meeting and to the auditor of the Association by regular mail in prepaid wrapper or letter, at least thirty (30) days (exclusive of the day of mailing and the day for which the notice is given) before the date of every meeting directed to such address of each such member known to the Chair and to the auditor at his business address; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members entitled to vote at such meeting are present in person or represented by proxy at the meeting or if all the absent members entitled to vote at such meeting waive notice or signify their consent in writing or fax or e-mail to the meeting being held in their absence and in either case if the auditor is present or waives notice or signifies his consent to the meeting being held.
- d) Omission of Notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting. At any meeting of members, no member shall be entitled to any notice who is not entitled to vote but any member is entitled to attend at such meeting and to address the meeting.

BY-LAW #16 - VOTES

- a) The number of votes shall be calculated in accordance with the number of paid-up members of any Chapter as reported to the Association no later than twenty-one (21) days prior to any meeting of members. The actual number of votes that a Chapter is entitled to cast will be determined by the following table.

11-39 members	1 vote
40-59 members	2 votes
60-79 members	3 votes
80-99 members	4 votes
100-119 members	5 votes
120-139 members	6 votes
140-159 members	7 votes
160 or more members	8 votes

- b) A motion to be passed by a meeting of members requires the approval of the majority of the voting members present personally or by their proxies, unless the Corporations Act, the Association's Letters Patent, Supplementary Letters Patent or by-laws require approval by more than a majority of the voting members present personally or by their proxies. A notice of the motions passed and the business arising out of the meeting shall be published to all members. Motions passed by the membership shall not become effective until forty-five (45) days have passed from the date of the meeting.

- c) Each member of the Board of Directors shall be entitled to one (1) vote which may be given in person or by proxy. On any issue where there is not clear consensus as determined by the Chair of the meeting or where any two voting members present personally or by proxy at a General Meeting requests it, a weighted vote shall be used and the vote will be recorded.
- d) At any meeting a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- e) Chair. In the absence of the Chair or Vice Chair, the members present entitled to vote shall choose another director as Chair and if no director is present or if all directors present decline to take the Chair then the members present shall choose one of their number to be Chair.
- f) Poll. A poll may be demanded by any two voting members present personally or by proxy. In every case where a poll is demanded it shall be taken by ballot and by weighted vote.
 - I. Where a vote is taken by ballot, the Chair shall appoint two tellers, usually the Secretary and the Parliamentarian. The tellers shall distribute the ballots. When the votes are collected they shall be counted by the tellers who shall report the result to the Chair who shall announce the result to the meeting.
 - II. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment it shall be taken forthwith without debate.
 - III. A demand for a poll may be withdrawn.
- g) At every meeting at which s/he is entitled to vote, every voting member and/or proxy present in person shall have such votes as are provided for in these by-laws.
- h) Proxies. Votes may be cast either in person or by proxy. An instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney authorizing in writing, or, if the appointer is a corporation, under the corporate seal or under the hand of an officer or attorney so authorized, and ceases to be valid after the expiration of one year from that date thereof.
 - I. An instrument appointing a proxy may be in the following form or in any other form which complies with The Corporations Act of Ontario.

The undersigned member of the LEARNING DISABILITIES ASSOCIATION OF ONTARIO hereby appoints
 of _____ or failing him, _____ of _____
 as the proxy of the undersigned to attend and act at the meeting of the members of the said Association to be held on the ___ day of _____, 20___, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the ___ day of _____, 20__.

Signature of Member

- II. Chapter representatives must hand in a proxy to the Secretary of the meeting for their Chapter to participate in the weighted vote as set out in By-Law #16(a). The Chapter proxy must be carried by a voting member of the Association.

BY-LAW #17 - ADDITIONAL ITEMS FOR DISCUSSION

- a) At a meeting of the members of the Association there may be from time to time matters raised that were not referred to in the Notice of Meeting. If the discussion of the matter will require such background information as may not be immediately available, such matters should normally be referred to the Board of Directors for discussion or be tabled for discussion at a subsequent meeting of members. If, however, two-thirds (2/3) of the voting members present vote in favour of immediate discussion of the matter, such shall be dealt with.

BY-LAW #18 - ADJOURNMENTS

- a) The Chair of any meeting may with the consent of the meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

BY-LAW #19 - QUORUM

- a) A quorum at any meeting (unless a greater number of voting members and /or proxies are required to be present by the Corporations Act or by the Association's Letters Patent or by the Supplementary Letters Patent or any other by-law) shall be two-fifths (2/5) of the votes as determined by the provisions of By-Law #16 a) present in person or by proxy. No business shall be transacted at any meeting unless the quorum requisite be present at the time of the transaction of such business.

BY-LAW #20 - VOTING SHARES AND SECURITIES

- a) All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Association may be voted at any and all meetings of shareholders, bondholders, debenture holders and holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board of Directors may also from

time to time execute and deliver for and on behalf of the Association proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board of Directors.

BY-LAW #21 - NOTICES

- a) Service. Any notice or demand to be given to or made on any member, director or auditor shall be served either personally or by sending it through the post in a prepaid envelope or wrapper or by fax or email addressed to such member or director at his address as the same appears in the books of the Association, or if no address be given therein, then to the last address of such member or director known to the Secretary, and to the auditor at his business address. With respect to every notice or demand sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice or demand was properly addressed and put into a Post Office or into a letter box.
- b) Signature to Notices. The signature to any notice to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed or electronically reproduced.
- c) Computation of Time. In the case of a notice sent by mail, where a given number of days' notice or notice extending over a period of time is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.
- d) Proof of Service. A certificate of the Executive Director as to the facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Association as the case may be.

BY-LAW #22 - CHEQUES, DRAFTS, NOTES, ETC.

- a) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Association, and in such a manner as the Board of Directors may from time to time designate.

BY-LAW #23 - CUSTODY OF SECURITIES

- a) All shares and securities owned by the Association shall be lodged (in the name of the Association) with a chartered bank or a trust company or in a safety deposit box, or, if so authorized by resolution of the Board of Directors, with such other depositaries or in such other manner as may be determined from time to time by the Board of Directors.

- b) All share certificates, bonds, debentures, notes or other obligations belonging to the Association may be issued or held in the name of a nominee or nominees of the Association (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

BY-LAW #24 - EXECUTION OF INSTRUMENTS

- a) Contracts, documents or instruments in writing requiring the signature of the Association may be signed by
 - I. any two of the Chair, Vice Chair or the Treasurer, or
 - II. any one of the officers mentioned in subclause (I) hereof and a director, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
- b) The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- c) The seal of the Association may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.
- d) The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.
- e) In particular, without limiting the generality of the foregoing (I) any two of the Chair, Vice Chair or the Treasurer, or (II) any one of the officers mentioned in subclause (I) hereof and a director shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Association and to sign and execute (under the seal of the Association or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

BY-LAW #25 - FISCAL YEAR

- a) The fiscal period of the Association shall terminate on the 31st day of March in each year or on such other date as the Board of Directors may from time to time by resolution determine.

BY-LAW #26 - BORROWING POWERS

- a) The Board of Directors may from time to time:
 - I. borrow money on the credit of the Association;
 - II. insure, sell or pledge debt obligations of the Association;
 - III. charge mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Association, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Association.
- b) The words "debt obligations" as used in this paragraph mean bonds, debentures, notes or other similar obligations of the Association whether secured or unsecured.
- c) The Board of Directors may from time to time by resolution delegate to any two of the Chair, Vice Chair or Treasurer or to any two individuals (including the Chair, Vice Chair or Treasurer each of whom is a director or officer of the Association all or any of the powers conferred on the directors by paragraph (a) of this by-law to the full extent thereof or such lesser extent as the Board of Directors may in any such resolution provide.
- d) The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Association possessed by its Board of Directors or officers independently of a borrowing by-law.

BY-LAW #27 - DISSOLUTION

- a) In the event of the dissolution of the Association, any assets remaining after the just debts, obligations and liabilities are paid shall be distributed to The Learning Disabilities Association of Canada, or should that Association be ineligible to one or more Canadian charitable organizations registered under the Income Tax Act (Canada) and who have objects the same or similar to those of LDAO.
- b) In the event of the dissolution of the Association, any outstanding lottery proceeds shall be distributed to one or more recognized charitable organizations in Ontario upon the prior approval of the relevant lottery licencing authority.

BY-LAW #28 - AMENDMENT OF THE BY-LAWS AND POLICIES

- a) The Directors may pass, repeal, amend or re-enact by-laws provided same are not contrary to the Corporations Act or to the Letters Patent or Supplementary Letters Patent.
- b) Any by-law so passed and any repeal, amendment or re-enactment thereof shall be confirmed at a general meeting of members duly called for that purpose or at the next annual general meeting and if not so confirmed shall cease to have effect.

- c) The Directors may pass policies for the Association and may amend or rescind such policies, provided that the policies so passed, amended or rescinded shall be confirmed by the members at the next annual general meeting and if not so confirmed shall cease to have effect.

BY-LAW #29 - INTERPRETATION

- a) In all by-laws of the Association, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations and the masculine shall include the feminine. Wherever reference is made in this by-law to any statute or section thereof such reference shall be deemed to extend and apply to any amendment to or re-enactment of the said statute or section, as the case may be.
- b) All former by-laws of the Association are hereby repealed without prejudice to any action heretofore taken thereunder.

ENACTED THIS 12th day of November, 2002.

WITNESS the seal of the Association.

The foregoing by-laws were unanimously confirmed at the annual general meeting of the members of the Association duly held on the 28th day of September, 2002.

Isabel Shessel, Chair

LEARNING DISABILITIES ASSOCIATION OF ONTARIO
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