

**CANADIAN BLIND SPORTS ASSOCIATION  
BYLAWS  
SEPTEMBER 24, 2025**

**Part 1 – Interpretation**

- 1.1 In these Bylaws, unless the context requires otherwise:
- a) “Act” means the Canadian Not-For-Profit Corporations Act, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted from time to time.
  - b) “Athlete” means a person currently on the Association’s National Team or competing at the international level, or an athlete who is retired and was on the National Team or competed at the international level, not more than eight years before appointment to the Board.
  - c) “Association” means the Canadian Blind Sports Association.
  - d) “Board” means the Board of Directors of the Association.
  - e) “Bylaws” means the Bylaws of the Association.
  - f) “Chief Executive Officer/Executive Director” means the corporate executive of the Association who is responsible for the Association’s operations.
  - g) “Constitution” means the Constitution of the Association.
  - h) “Director” means a person appointed or elected to serve on the Board.
  - i) “Independence” means a director has no fiduciary obligation to anybody for the subject sport at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal, or representational nature.
  - j) “General Meeting” means an annual meeting or special meetings of the Members.
  - k) “Member” means a member of the Association under these Bylaws.
  - l) “Majority” means more than half (1/2) of the total number of votes cast.

- m) “Officer” means a person elected to serve as an Officer of the Association pursuant to these Bylaws.
- n) “Special Resolution” means a resolution passed by a majority of at least two thirds (2/3) of the total number of votes cast.
- o) “Super Majority” means a resolution passed by a majority of at least three quarters (3/4) of the total number of votes cast.

## **Part 2 - Membership**

### **Membership Conditions**

- 2.1 Membership with the Association shall be available to one duly constituted organization from each of the provinces/territories of Canada, whose objectives are most like and consistent with those of the Association. To become a Member, such organizations shall be required to apply for membership in the Association; pay the annual fees set at the Annual General Meeting by the Members; be accepted for membership by the Board and ratified at the meeting of the membership.
- 2.2 Pursuant to subsection 197(1) of the Act, a Special Resolution of the members is required to make any amendment to this section of the bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1) (e), (h), (l) or (m) of the Act.

### **Ceasing to be a member**

- 2.3 Membership in the Association shall cease, and the Member’s rights and privileges shall be forfeited:
  - a) upon a Member submitting to the Association’s registered office a letter of withdrawal from membership; or

- b) upon a Member being removed from Membership by the Board by a Super Majority vote. Removal from membership in these circumstances may only occur if the Member has breached the provisions of any Membership Code of Conduct passed by the Association, or for any other valid reason. In either case, the member whose conduct is under review shall be notified by the Association of the proposed removal and shall be given the right to defend their actions; or
- c) upon a Member failing to pay annual fees set by the Board after thirty (30) days following the date on which such fees are due to be paid; or
- d) upon the bankruptcy of the Member; or
- e) upon a Member's dissolution.

### **Rights and Privileges of Members**

- 2.4 A Member shall be eligible to receive notice of General Meetings and to appoint one individual representative to attend and vote on its behalf at General Meetings of the Association. The individual representative shall carry one vote assigned to the Member they represent. The representative of a Member shall no longer be eligible to do so upon the Member advising the Association in writing that such individual is no longer their authorized representative or that a new representative has been appointed.
- 2.5 The Members shall sign and abide by a Code of Conduct, to be established and modified as required by the Board of Directors.

### **Part 3 - Meetings of Members**

- 3.1 The Board of Directors shall call an Annual General Meeting within six (6) months (one-hundred and eighty days (180)) following the end of the Association's preceding fiscal year.
- 3.2 The Board may call a special meeting of the members as deemed necessary

- 3.3 The Board shall call a general or special meeting of the members upon written receipt of a requisition signed by not less than five (5) Members.

**General Meetings (In-person or Virtual)**

- 3.4 The Board may determine that any General Meeting be held electronically or by other communication facility that it deems accessible to Members, and which will allow the business of the meeting to be properly conducted and for members to communicate adequately with each other. All Members participating in such meetings are deemed to be present at the meeting and are entitled to vote by means of any telephonic, electronic, or other communication facility the Association makes available for that purpose.
- 3.5 The Board may permit a Member to participate in a General Meeting being held in a physical location electronically or by other communication facility if a written request is provided to the Board no later than 21 days prior to such a meeting. A person participating is deemed to be present at the meeting and is entitled to vote by means of any telephonic, electronic, or other communication facility the Association makes available for that purpose.

**Notices of General Meetings**

- 3.6 Notice of the time and place, including the telephone/electronic access information, of a General Meeting shall be given to each Member entitled to vote at the meeting:
- a) by mail, electronic mail, courier to each member entitled to vote at the meeting
  - b) twenty-one (21) to thirty-five (35) days in advance of the meeting

Pursuant to subsection 197(1) 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.

### **Agendas for General Meetings**

- 3.7 The agenda for the Annual General Meeting shall include the presentation of reports; approval of the Financial Audited Statement; appointment of the auditor; election of Directors; and may include business related to the previous fiscal year as initiated by the Board and/or the Members.

### **Action on Resolutions**

- 3.8 With the exception of areas over which the Members of the Association have exclusive jurisdiction under the Act or these Bylaws, resolutions adopted during a General Meeting shall be of an advisory nature. The Board shall be required to consider such advisory resolutions, shall have the authority to act as appropriate, and shall report to the Members within thirty (30) days of the matter being resolved by the Board of Directors on its actions or lack thereof.

### **Voting Procedures**

- 3.9 Each Member in good standing with the Association shall be entitled to cast one vote.
- 3.10
- a) Voting at General Meetings shall ordinarily be by a counted show of hands and by audible means.
  - b) Notwithstanding the above, the presiding officer or the Members may order that a vote be taken by a counted show of hand, or by a secret ballot, or by electronic or other communication facility the Association shall make available for that purpose.
  - c) Voting by proxy shall not be permitted.
- 3.11 Unless otherwise provided in the articles, these Bylaws or the Act, each question or motion at a General Meeting of the Members, shall be determined by the majority of votes cast. In case of an equal number of votes by the voting process engaged, the motion or question is lost.

## Quorum

- 3.12 A quorum at a General Meeting shall be five (5) Members or the majority of all the Members of the Association, whichever is less.

## Part 4 - Officers

- 4.1 The Officers of the Association shall include the President, Vice-President, and Finance Director.
- 4.2 The Officers shall perform the duties prescribed in these Bylaws, approved Terms of Reference, and such other duties as may be designated by the Board of Directors.
- 4.3 The Chairperson/President shall ordinarily preside over General Meetings, and meetings of the Board and the Executive Committee. The Chairperson/President shall provide overall leadership to the Board and represent the Board to the Chief Executive Officer/Executive Director, the Members, external parties, and stakeholders. The Vice-President shall assume the duties of the President should the President be unable or unavailable to perform said duties. The Finance Director shall be responsible for the financial records of the Association.
- 4.4 An Officer shall cease to hold office:
- a) upon ceasing to be a Director under Bylaw 7.13; or
  - b) upon submitting a letter of resignation to the Association's constituted office, by mail or by electronic means, in which case the resignation shall take effect upon receipt of such a letter at the Association's constituted office or electronically, or on the effective resignation date indicated in such letter, whichever date comes later.

- 4.5 Should an Officer position become vacant, the Board may appoint one of its directors to fill the office for the remainder of the term. The exception shall be in the vacated office of the President, the Vice-President shall assume the office of the President for the remainder of the term, and the Vice-President office shall then be filled by the Board of Directors.

## **Part 5 – Board of Directors**

### **Structure**

- 5.1 The Board membership shall be competency-based, and the Directors shall foster good governance, and perform policymaking and risk assessment functions with appropriate independence from Management.
- 5.2 Each Director, as required by the Act, shall always act honestly and in good faith with a view to the best interests of the Association.
- 5.3 Not less than forty (40) percent of the Directors shall be independent.
- 5.4 No member of Management nor employees of the Association shall be Directors of the Board. Furthermore, no Director of the Board shall become the CEO/ED or interim CEO/ED during their term as a Director, nor for twelve (12) months thereafter.
- 5.5 Not more than sixty (60) percent of the Board of Directors shall be of the same gender
- 5.6 A minimum of one Board Director shall be representing the “Athletes”
- a) Athlete Director shall be a person currently on the Association’s national team or competing at an international level; or a person who has retired as a member of the Association’s national team or competed at the international level, not more than eight (8) years previously

## **Duties, Governance and Powers of the Board**

- 5.7 The Board shall be the governing body of the Association and may exercise all such powers and complete all such acts and business that the Association may exercise and enact. Subject to the Act and the Bylaws, the Board may delegate appropriate and aligned duties to the Chief Executive Officer/Executive Director or to a Board Committee.
- 5.8 Each Director shall be required to act with honesty, prudence, and due diligence, and in the best interests of the Association as a whole, in preference to any other interests that they may have.
- a) The Board may establish and/or modify guidelines for Director Roles and Responsibilities and Terms of Reference.
  - b) The Board shall establish, approve, review, and revise as necessary, the Board of Directors Code of Ethics, Confidentiality, Conflict of Interest Guidelines, and other such policies to govern the participation of the Directors in Governance decision making.
  - c) A Director who has a conflict of interest in a matter under consideration shall disclose the nature of the conflict and abstain from discussion or vote on that matter.
- 5.9 Each Director shall receive a comprehensive orientation to the roles and responsibilities as directors, including:
- a) Good Governance Practices
  - b) Governance Policies
  - c) Terms of Reference
- 5.10 The Board shall adopt, and periodically review, a written Board Mandate, which outlines its responsibilities for strategic direction, financial oversight, risk management, and succession planning.
- 5.11 The Board shall conduct an annual self-evaluation and director assessments to review performance and identify opportunities for improvement in governance and strategic oversight.

5.12 The Board shall receive and review unaudited financial statements on a quarterly basis to monitor financial health and risks.

### **Remuneration**

5.13 No Director shall be remunerated for serving as a Director; however, a Director shall be entitled to be reimbursed for reasonable expenses in accordance with the approved Board Policy for Expense and/or Travel Reimbursement, as incurred by such Director while engaged in the business of the Association. In respect to expenses incurred by the Chairperson, approval may occur through the Finance Officer.

## **Part 6 – Board Composition**

6.1 The Board shall be functional in size with a minimum of five (5) and a maximum of fifteen (15) directors.

6.2 The Association’s Board shall consist of the following directors:

- a) Three (3) Officers of the Association: i. Chairperson/President ii. Vice President and iii. Finance Director.
- b) Six (6) to Eight (8) Directors: i. Athlete Director-Female Director-Male Director; iii. Sport Technical Director; iv. Directors-at-Large

## **Part 7 – Director Nominations, Elections, and Vacancies**

### **Terms of Office**

7.1 Each Board Member shall be subject to a term limit; Except as otherwise provided for in these bylaws, the Directors shall serve for terms of office of three (3) years. Such terms of office shall commence and end upon the adjournment of the respective Annual General Meeting.

a) A rotation of terms shall be determined so that no more than six (6) of the Directors shall cease to be Directors in any given year.

7.2 An individual may not serve as Director in their current position for more than three (3) consecutive terms. A Director who has completed three (3) consecutive terms in their current position shall, upon the expiration of one year thereafter, be eligible for election or appointment to the Board. One Director, other than the Chairperson/President, may serve for one additional term, for a maximum twelve-year term. The restrictions in this Bylaw Section 7.3 may be waived by the Members at a General Meeting in specific cases by a Special Resolution.

7.3 Chairperson

a) the Board shall have a Chairperson/President, who shall be elected by the Directors, at the immediate Board meeting following the Annual General Meeting

b) the Chairperson/President shall be an independent director

c) the Chairperson/President may serve and additional term for a maximum of twelve- year term limit, however, shall not hold the position of Chairperson/President for greater than six years

### **Nominations**

7.4 In sufficient advance notice, and in a minimum of sixty (60) days prior to the Annual General Meeting, the Board, as delegated to the Nominations Committee Chairperson, shall call for nominations for Director positions.

7.5 The deadline for the submission of nominations, endorsed by Members, shall be thirty (30) calendar days prior to the date of the Annual General Meeting.

7.6 A person shall only be eligible to be nominated, elected, appointed, or continue to serve on the Board of Directors if such a person is a member in good standing of a Member organization, and if such person is not an employee or contractor of the Association.

- 7.7 Nominations shall only be permitted at the Annual General Meeting if no nominees for a position have been proposed.
- a.) Nominations must be supported by acceptance by the nominee either in person, or by receipt of a written letter of intent prior to or at the Annual General Meeting.
- 7.8 In the event that there are no nominees proposed for all available Director positions, the incoming Board shall be entitled to fill the vacant Board positions by appointment after the Annual General Meeting, in accordance with the requirements of the Act.
- 7.9 Nominations shall be reviewed based upon the Board “Skills and Diversity Matrix”

### **Election of Directors**

- 7.10 The election of Directors shall be held during the Annual General Meeting.
- 7.11 Should there be only one nominee for a Director position to be filled, no secret ballot shall be required, and the nominee shall be declared elected by acclamation.
- 7.12 Should there be more than one nominee for a Director position, the vote shall be by secret ballot; the nominee who receives the greater number of votes shall be elected.
- 7.13 Votes resulting in a tie that render the elections inconclusive shall be resolved by a second ballot; should the election be still inconclusive; it shall be resolved by drawing lots.

### **Ceasing to be a Director**

- 7.14 An individual shall cease to be a Director and, if an Officer of the Association, shall also cease to be an Officer, upon:
- a) Ceasing to be qualified to serve as a Director under Bylaw Section 2.5; or

- b) Submitting a resignation letter from the Director position to the Association office, in which case the resignation shall take effect upon receipt of such correspondence at the Association office or on the date specified in such letter as being the resignation effective date, whichever comes later; or
- c) Being removed from the Director's position by the Members at a General Meeting by a Super Majority vote; or
- d) Being deemed by the Board, by a Super Majority vote, to be in a substantial breach of the Directors' Code of Ethics or Conflict of Interest Guidelines under Bylaw Section 5.3, provided that such Director shall be notified and shall be given an opportunity of defense; or
- e) Being absent from three (3) or more Board meetings for reasons that the Board deems unacceptable.

### **Vacancies**

- 7.15 In the event of a vacancy for a Director, the Board may, by motion, appoint an individual to fill the vacancy until the next Annual General Meeting.
- 7.16 If the quorum on the Board is lost because of Board members leaving the Board under Bylaw Section 7.14, the Board may call a Special General Meeting to fill the vacant positions.

## **Part 8 – Board Meetings**

### **Regular Board Meetings**

- 8.1 There shall be a minimum of three (3) Regular Meetings of the Board in each fiscal year. The schedule of the Regular Meetings of the Board shall be as approved by the Board, and once established, such a schedule may be changed by the Board, provided that the Directors have been notified of such schedule changes.

### **Additional Board Meetings**

- 8.2 Additional Board Meetings may be called by the President of the Association and shall be called upon written request for such meeting, signed by at least three (3) Directors, and received by the Association office, and/or President.

### **Virtual Board Meetings**

- 8.3 The Board may hold any of its regular or additional meetings via virtual platforms or by other communication facility that it deems accessible to Directors, and which will allow the business of the meeting to be conducted efficiently and effectively for Directors to adequately communicate. Directors participating in such meetings are deemed to be present at the meeting and are entitled to vote by means of any virtual platform or other communication facility the Association provides for that purpose.

### **Votes to Govern at Board Meetings and Written Resolutions**

- 8.4 Motions shall be decided by a majority of the votes cast, unless otherwise specified in these bylaws. In the case of a tie vote, the motion is lost.
- 8.5 A resolution in writing, signed by all Directors, as voting in favor of such resolution, shall be as valid and effective, and shall be placed within the minutes of the subsequent meeting of the Board. An electronic transmission from the Director, which indicates consent to a written resolution, shall constitute a valid signing of said resolution for the purposes of this bylaw.

### **Board Meeting Agendas**

- 8.6 The Board shall use a standardized agenda for each Board meeting and shall allow for additions at the respective meetings to be voted upon by the Directors.

### **Board Quorum**

- 8.7 A quorum during Board meetings shall be a majority of the Directors holding office.

### **Recording Abstentions and Negative Votes**

- 8.8 Upon the request of the Director, an abstention from voting shall be recorded in the minutes, provided that such a request is made at the meeting during which the vote was taken.

### **Notices of Board Meetings**

- 8.9 A notice of at least seven (7) days of a Board meeting shall be given to all Directors. In the case of Regular Meetings, such notice shall be deemed to have been given upon the approval of the schedule of Regular Board Meetings under Bylaw 8.1.
- 8.10 The notice of a Board meeting may be waived or reduced with the consent of the majority of Directors holding office.

### **Conflict of Interest**

- 8.11 In accordance with the Act, a Director or Officer who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and any applicable policies of the Corporation and will disclose fully and promptly the nature and extent of such interest to the Board, committee, council, or task force as the case may be and comply with the requirements of the Act regarding conflict of interest.

## **Part 9 – Committees, Councils, and Task Forces**

9.1 The Board may establish, change, and dissolve committees, councils and task forces on such terms and conditions as the Board deems appropriate, including establishing duties, length of terms, quorum for meetings and the timing and manner of holding meetings. The Board may remove any member of any committee. The President and the Executive Director will be ex-officio and non-voting members of all committees, councils, and task forces of the Corporation. Individuals that are not Directors may be invited to join any committee, council or task force in an advisory capacity but may not vote on any matter that relates to the power of the Board that has been delegated to such committee, council, or task force.

### **9.2 Standing Committees**

#### **9.2.1 Executive Committee**

- a) The Executive Committee shall consist of the Officers of the Association and shall also include the Chief Executive Officer/Executive Director as a non-voting member, provided that said individual shall not be counted with the quorum of the Executive Committee or determining whether a quorum is present. For the purposes of this provision, a quorum consists of two members of the Executive Committee.
- b) The Executive Committee shall be authorized to manage the business of the Association Board Meetings, subject to these Bylaws and subject to any directions given by the Board.
- c) The Executive Committee shall report to the Board on the activities, decisions and actions taken between Board Meetings.

### **9.2.2 Finance and Audit Committee**

- a) There shall be a Finance and Audit Committee, chaired by the Finance Director, whose Policies and Terms of Reference shall be approved by the Board.

### **9.2.3 Governance and Policy Committee**

- a) There shall be a Governance and Policy Committee (GAP), chaired by the Director as appointed by the Board, whose Policies and Terms of Reference shall be approved by the Board

### **9.2.4 Nominations Committee**

- a) The Nominations Committee shall be chaired by the Director as appointed by the Board, whose Policies and Terms of Reference shall be approved by the Board, and shall
- b) consist of an odd number of members, and be inclusive of appropriate representation from the Board, athletes, and other stakeholders of the Association
- c) propose the individuals recommended for election as directors to the members
- d) the Nominations Committee, in consultation with the Governance and Policy Committee, shall maintain a Board “Skills and Diversity Matrix” to identify needed competencies, inform recruitment, and support succession planning.

## **Part 10 - Chief Executive Officer/Executive Director**

- 10.1 The Board shall hire, manage, and/or terminate the Chief Executive Officer/Executive Director, who shall be responsible for the management of the operations of the Association; and to implement the Board Policies in accordance with the job description and duties as per the terms of the employment agreement between the Association and the Chief Executive Officer/Executive Director. The Chief Executive Officer/Executive Director shall be given the necessary authority for the performance of their duties and shall be responsible for the administration of the Association. The Chief Executive Director/Executive Director shall be directly accountable to the President of the Association and/or their designate.

## **Part 11 – Borrowing and Investing**

- a.1 The Directors of the Association may, without authorization of the members,
- a) borrow money on the credit of the Association.
  - b) issue, reissue, sell, or pledge debt obligations of the Association.
  - c) give a guarantee on behalf of the Association; and
  - d) mortgage, pledge, or otherwise create a security interest in any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.
- 11.2 The Association may invest funds in such a manner and in such accounts as determined by the Board.
- 11.3 The Members may, by an Ordinary Resolution, restrict the borrowing powers of the Directors, but such restrictions shall expire at the next Annual General Meeting.

## **Part 12 – Inspection of Books and Records**

- 12.1 The books and records of the Association shall be open to the inspection of the Members of the Association, subject to the provisions of the Act, at times and places established by the Board.

## **Part 13 – Seal**

- 13.1 The Board may provide a common seal for the Association, and it shall have the power from time to time to destroy such seals and replace it with a new seal.
- 13.2 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the person prescribed in the resolution.

## **Part 14 – Auditor and Annual Financial Statements**

- 14.1 The Association shall have an auditor:
- a) the Annual General Meeting the Association shall appoint an auditor to hold office for the current fiscal year or per terms of engagement of said Auditor,
  - b) the Auditor may be removed by the resolution of the Members,
  - c) the Auditor shall be informed forthwith in writing of the appointment or renewal thereof, or of removal.
- 14.2 No Director nor employee of the Association shall be the Association's auditor.
- 14.3 The auditor may attend General Meetings and present the Financially Audited Statement.

14.4 The Association shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Association reproducing the information contained in the documents. The Association may elect to send a summary to each member, with a notice informing the member of the procedure to obtain a copy of the documents at no charge. The Association is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

### **Part 15 – Parliamentary Authority**

15.1 The Robert's Rules of Order, the current edition, shall govern the Association in all cases to which they apply and in which they are not inconsistent with the Act and these Bylaws. The rules of order shall be used to facilitate progress. The members, by a two-thirds vote, may elect to suspend the formal rules of debate and use informal procedures to facilitate debate and decision-making.

### **Part 16 – Communication with Members**

16.1 All communications by the Association to its Members must be available in accessible formats. The Association shall pass and maintain a Communications Policy that identifies the current accessible formats that are available and a mechanism for members to choose their format of choice.

## **Part 17 – Amending the Bylaws**

- 17.1 The Board may not make, amend, or repeal any bylaws that regulate the activities or affairs of the Association without having the bylaw, amendment or repeal confirmed by the Members by ordinary resolution. The bylaw, amendment or repeal is only effective on the confirmation of the Members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a Special Resolution of the members according to subsection 197(1) of the Act.

## **Part 18 – Indemnification**

- 18.1 The members of the Executive Committee and the Directors of the Canadian Blind Sports Association (their heirs, executors, administrators, assigns and estates) shall at all times be indemnified and held harmless, out of CBSA funds or any proceeds of insurance purchased by CBSA, from and against all costs, charges and expenses which such members of the Executive Committee or Directors sustain or incur in or about any motion, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter of this whatsoever made, done or permitted by them in or about the execution of the duties of office, and also from and against all other costs, charges and expenses that are sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect, fraud, dishonesty or default.

## **Part 19 – Invalidity of any Provisions of these Bylaws**

- 19.1 The invalidity or unenforceability of any provision in these Bylaws shall not affect the validity or enforceability of the remaining provisions of the Bylaws.

<b>STATUS</b>	<b>DATE</b>	<b>ASSEMBLY</b>
Approved	June 2014	CBSA AGM
Approved as Amended	September 2023	CBSA AGM
Approved as Amended	September 2024	CBSA AGM
Approved as Amended	September 2025	CBSA AGM