

Vision Impaired Resource Network (VIRN) INC. General Bylaws

Article 1: Name

The name of the Corporation is Vision Impaired Resource Network (VIRN) INC.

Article 2: Location of Offices

The head office of the Corporation will be situated in the Province of Manitoba, and at such location therein as the Board of Directors may from time to time determine.

Article 3: Membership

The annual costs and benefits of Membership will be determined at the discretion of the Board of Directors. Members shall be entitled to one vote per Member at all meetings of Members of the Corporation.

When a Member pays the Corporation ten times the established annual membership fee or dues, such Member will become a Member of the Corporation for life or until forced to relinquish such membership from the Corporation.

Article 4: Application For Membership

Any applicant seeking Membership and meeting the following qualifications may become a Member at the discretion of the Board of Directors:

1. General adherence to the concepts of the Corporation;
2. Payment of Membership fees or dues and fees for services rendered by the Corporation, including the amount set forth in this bylaw for a life time Member.

Article 5: Resignation

Membership in the Corporation may be terminated by any Member at any time by delivering notice in writing or email to any Director on the Board of Directors. Such notice shall be deemed to be effective immediately upon receipt.

Article 6: Forced Resignation

Any Member may be required to resign by a vote of three-quarters of the Members present or represented at an annual or special general meeting. The Member in question will be given the opportunity to present their argument at said meeting.

Meetings

Article 7: Annual Meeting

The annual meeting of Members of the Corporation shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the preceding annual meeting, on such date and at such time as the Board of Directors may determine. An annual meeting may also be constituted as a specific general meeting to transact any business which may be transacted at any special general meeting.

Article 8: Special General Meetings

Special general meetings of Members may be called at any time by order of the Chair or Vice-Chair of the Corporation or under authority of a resolution of the Board of Directors, or by the Board of Directors upon deposit of a written requisition stating the general nature of the business to be transacted at the meeting and signed by not fewer than five (5) percent of the Members of the Corporation at the date of such deposit. If the Board of Directors does not, within twenty-eight (28) calendar days from the date of such deposit, duly call such meeting, persons making the requisition may themselves call such meeting, but any meeting so

called shall not be held after the expiration of three (3) months from the date of such deposit. The notice of a special general meeting shall state in general terms the purpose or purposes of the meeting.

Article 9: Place Of Meetings

Annual and special general meetings of Members shall be held at the head office of the Corporation or at any other place or places within Canada previously approved by resolution of the Board of Directors.

Article 10: Notice Of Meetings

Notice specifying the time and place of each annual and of each special general meeting of Members shall be given to each Member not less than twenty-one (21) nor more than sixty (60) days prior to the date fixed for any such meeting.

Any meeting of Members may be held at any time and any place for any purpose, without notice, whether prescribed by law or by the bylaws, when all Members are present or represented by proxy or when all Members not present or not represented by proxy shall, in writing, by facsimile, or by use of the email address recorded with the Corporation, filed with the records of the meeting, waive notice of the meeting. Any Member may waive notice of any meeting either before or after the meeting is held.

The signature to any notice of any meeting may be written, stamped, typewritten, printed or otherwise mechanically reproduced thereon.

Article 11: Method Of Giving Notices

Any notice (which includes any communication or document) to be given, sent, delivered or served shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to such person's recorded address or if mailed to such

person's recorded address, if sent to such person's recorded address, or sent to such person's recorded email address by any means of prepaid, transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; any notice so mailed shall be deemed to have been given when deposited in any post office, public letter box, or delivered to any email service provider; any notice 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 or auditor in accordance with any information believed by the Secretary to be reliable.

Article 12: Quorum And Adjournments

At all meetings of Members, Members representing 20% of the Membership or 20 Members, whichever is smaller, shall constitute a quorum for the transaction of the business at such meeting.

Article 13: Right To Vote, Voting And Proxy

Each Member or such Member's proxy shall be entitled to vote at any meeting of Members as long as their membership dues as set by the Board of Directors have been paid at least 28 days before the start of such meeting. If business arises between meetings which requires a vote by the Members, such vote may be taken by mail or by other means of communication, except in cases of amendment to the bylaws of the Corporation or where the holding of a meeting of Members is prescribed by law.

In the event that a Member is unable to personally attend a meeting, such Member may appoint another person or the Secretary of the Corporation as such Member's proxy to vote at such meeting.

A holder of a Member's proxy is not required to be a Member of the Corporation. A person carrying a Member's proxy may only carry the proxy for one (1) Member.

Any instrument of proxy shall be in writing or an alternate format determined by the Board of Directors from time to time as necessary, shall be filed with the Secretary of the Corporation at or before the hour fixed for the meeting and shall cease to be valid at the end of the meeting for which it had been granted.

Every question submitted to any meeting of Members shall, unless otherwise required by the charter and bylaws of the Corporation or by statute, be determined by a majority vote. At any meeting of all Members all questions may be decided in the first instance by a show of hands and vocal utterance of "aye" in favour or "nay" against. Upon a show of hands and vocal utterance, every Member who is present or has submitted an instrument of proxy and entitled to vote shall have one vote. Unless a vote by ballot be demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution. Irrespective of whether or not a vote has been held by a show of hands and vocal utterance, any Member or proxy holder in attendance and entitled to vote may demand a vote by ballot on any question, provided that such demand is made before the next item of business is taken up, in which case a vote by ballot shall be taken.

Article 14: Scrutineers

The Chair of any meeting of Members may appoint one or more persons (who may but need not be Members) to act as scrutineers at the meeting.

Article 15: Resolutions

Except as hereinafter stated, all motions or resolutions of Members shall be adopted or rejected at duly convened meetings. Except in cases of amendment to the bylaws of the Corporation or where the holding of a meeting of Members is prescribed by law, the signature of all the Members of the Corporation entitled to vote thereon to any instrument (which may be signed in counterparts) setting out a motion or resolution which might be passed or adopted by the Members shall give to the motion or resolution the same force and effect as if it had been unanimously passed or adopted by all the Members entitled to vote at a meeting held to consider the same.

Board Of Directors

Article 16: Number Of Directors

The number of Directors on the Board of the Corporation shall be a minimum of five (5) and a maximum of eleven (11). The exact number of Directors to form the Board (the "Designated Number") shall be determined from time to time by the Board of Directors of the Corporation. A quorum of the Board shall be a majority of the Designated Number of the Board. No business shall be transacted at a meeting unless a quorum is present. Notwithstanding a vacancy among the Directors, a quorum of Directors may exercise all the powers of the Board. All Members must be individuals committed to the mandate of the Corporation.

Article 17: Nomination, Election And Term Of Office

The Board of Directors shall appoint a Nominating Committee which shall consist of not less than two (2) Members. It shall be the duty of the Nominating Committee to prepare a list of Members for election as Directors of the Corporation. Nominees should be broadly representative of the Membership of the Corporation and be selected for their qualities of vitality, integrity, judgement and

experience. Members, if so nominated, must have given their consent to having their names included in the list of nominations.

Any group of Members, at least two (2) in number, may submit an additional nomination in writing provided it contains indication of the acceptance by the nominee of the conditions mentioned in the preceding paragraph and that it reaches the office of the Corporation not less than fourteen (14) days prior to the date fixed for the Annual Meeting. Nominations will not be accepted at the Annual Meeting unless the nominating committee was not successful in fielding a list of candidates whose numbers are sufficient to carry out the business of the Corporation up to the next annual meeting.

The Board will be composed of a minimum number of five (5) Directors who will be elected for a term of three (3) years from the date of their election, or until the second Annual Meeting after such date. Any Director, who has been appointed by the Board to fill a vacant position to carry out the business of the corporation, shall hold the position until the next annual meeting.

The founding Members of the Corporation shall become Directors of the Corporation. These Directors of the Corporation shall hold that position and exercise all of the powers of Directors of the Corporation for a period up to one year or until such time as they are elected to that position in the first general meeting of the Membership of the Corporation.

Article 18: General Powers Of Directors

The Directors of the Corporation shall administer the affairs of the Corporation in all things, and make or cause to be made for the Corporation, in its name, any description of contract which the Corporation may lawfully enter into and generally may exercise all such other powers and do all such other acts and things which the Corporation is by its charter or otherwise authorized to exercise and do.

Where there is a vacancy or vacancies in the Board of Directors, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office. All acts done by any meeting of Directors or by any person acting as a Director, so long as the successor of that person shall not have been duly elected or appointed, shall notwithstanding that it be afterwards discovered that there was some defect in the election of the Directors or the person acting as aforesaid or that they or any of them were disqualified, be as valid as if the Directors or such other person, as the case may be, had been duly elected and were or was qualified to be Directors or a Director of the Corporation.

Article 19: Time, Place And Notice Of Meetings

After each annual general meeting of Members, the Directors shall, without notice, hold a meeting for the purpose of electing those of the Officers who must be elected, of appointing other Officers or Directors as they may deem advisable or as the circumstances might require and of transacting such other business as may come before the meeting. Other meetings of Directors shall be held at such time, on such day, and at such place, whether within Manitoba or elsewhere, as the Directors may from time to time determine. Directors and Committees of Directors may hold meetings by electronic means, telephone conference, or other communications medium which allows the parties to actively communicate with one another in accordance with the provisions of the Corporations Act of Manitoba.

Meetings of Directors shall be called by order of the Chair or in the absence of the Chair or inability to act, the Vice-Chair of the Corporation, or in the absence or inability to act of the latter, a Director.

Written notice specifying the time, place and purpose or purposes of every meeting of Directors shall be delivered or be sent by mail, facsimile, or email address recorded with the Corporation to each Director not less than seventy-two (72) hours, before the time when the meeting is to be held, save that no notice of a meeting shall be

necessary if all the Directors are present or if, either before or after the meeting is held, those absent waive notice of or signify their consent to the holding of such meeting.

Article 20: Quorum And Voting

Six (6) Directors or 50% of the designated number of Directors, whichever is smaller, shall constitute a quorum for the transaction of business at any meeting of Directors. Questions arising at any meeting of Directors shall be decided by a majority of votes of those present; the Chair of the meeting in addition to this ordinary vote, shall have a second or casting vote.

Article 21: Vacancies

In the case of a vacancy occurring in the Board of Directors through death, resignation, disqualification or other cause, the Directors then in office, by the affirmation vote of a majority of the remaining Directors shall have power, at any time and from time to time, to appoint any Member as a Director and any Director so appointed shall hold office until the next annual general meeting of Members of the Corporation or until his successor is elected, whichever shall first occur. Any Director may, at any meeting of Directors, tender such Director's resignation and the remaining Directors may at such meeting accept the same.

Article 22: Remuneration Of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from such Director's position as such; provided that a Director may be paid reasonable expenses incurred by such Director in the performance of such Director's duties, including reasonable costs and expenses.

If a Director is appointed to act as agent, Officer, servant or employee of the Corporation where such Director is entitled to receive such salary or other compensation as may be agreed upon between such Director and the Corporation or as may be awarded

to such Director by the Corporation as such agent, Officer, servant or employee, such Director must resign as a Director of the Corporation.

Article 23: Conflict Of Interest

Where a Director, either on behalf of such Director or while acting for, by, with or through another, has any financial or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, such Director:

1. Shall disclose the interest of such Director fully at a meeting of the Board of Directors in the manner prescribed by the Corporation's Conflict of Interest Policy;
2. Shall disclose such Director's interest and the general nature thereof prior to any consideration of the matter in a meeting of the Board of Directors;
3. Shall not take part in any discussion of or vote on any question in respect of the matter; and
4. Shall not in any way whether before, after or during the meeting influence the voting on any such question.
5. The financial or personal interest, direct or indirect, of an immediate family member shall, if known to the Director, be deemed to be also the financial interest of the Director.

Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

Article 24: Bylaws, Resolutions

All bylaws and resolutions of Directors shall be enacted or adopted at duly convened meetings, unless otherwise provided for in accordance with the provisions of the Corporations Act of Manitoba.

All acts done by any meeting of the Board of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any such Board of Directors or person acting as aforesaid or that it

or any of them was disqualified, be as valid as if every such Board of Directors or Director, as the case may be, was duly and properly elected.

Article 25: Indemnification Of Directors And Officers

Every Director of the corporation, and the heirs of such Director, executors and administrators, and estate, respectively, shall be indemnified and saved harmless out of the funds of the Corporation, from time to time and at all times, from and against:

1. All costs, charges, and expenses whatsoever (including but without limitation, fines, judgements and settlements) which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director by or on behalf of the Corporation or by any third party for or in respect of any act, deed, matter or thing whatsoever, heretofore or hereafter made, done or permitted by the Director in or about execution of the duties of such Director office or by the other Directors; and

2. All other authorized costs, charges and expenses which such Director sustains or incurs in or about or in relation to the affairs thereof except such costs, charges and expenses as are occasioned by such Director's own wilful neglect or default, and the Corporation hereby consents to the indemnification provided herein.

Article 26: Directors Interested In Other Organizations

No Director shall be disqualified from the office held by such Director by reason of the fact that such Director is interested in or participating in the profits of any contract or arrangement made or proposed to be made by the Corporation, whether as vendor, purchaser or by reason of being a Member of any partnership, firm or Corporation, or otherwise, nor shall any such contract or arrangement be voided nor shall any Director interested in such contract or arrangement be liable to the Corporation for any profit

realized by any such contract or arrangement by reason of such Director holding office as a Director, provided only that such Director shall make disclosure of the nature and extent of the interest of Such Director and comply with the provision of the Act.

Article 27: Enactment, Repeal And Amendment of Bylaws

Bylaws of the Corporation may be enacted, and the bylaws repealed or amended, by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the Members present at a meeting duly called for the purpose of considering the said bylaw(s).

Officers

Article 28: Officers

The Officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer and such other Officers as the Board of Directors may from time to time determine as necessary to carry out the business of the Corporation.

The Board of Directors at its first meeting after its election shall elect from among its own number, a Chair and a Vice-Chair. In default of such election, the then incumbents, if Members of the Board, shall hold office until their successors are elected. Vacancies occurring from time to time in such offices may be filled by the Board of Directors from among its Members.

The Board of Directors shall appoint the Privacy Officer of the Corporation from among its own number.

The Board of Directors from time to time shall also appoint such other Officers as the Board may determine including one or more assistants to any of the Officers so appointed. The Officers so appointed may but need not be Members of the Board of Directors. One person may hold more than one office with the following

exception: one person may not hold both the offices of chair and vice-chair.

Article 29: Chair

The Chair shall be chosen from among the Directors. The Chair shall preside at all meetings of the Members and at all meetings of the Board of Directors and shall have such other powers and duties as the Board of Directors may determine, from time to time, by resolution. The chair is an ex-officio member of all committees of the Corporation.

In the case of the absence of the Chair and the Vice-Chair, the Chair shall have the power to appoint any Director to exercise the powers and perform the duties of the Chair and, if such Director exercises any of the powers or performs any of the duties of the Chair, the absence or inability of the Chair shall be presumed.

Article 30: Vice-Chair

The Vice-Chair shall be chosen from among the Directors. The Vice-Chair shall have such powers and duties as may be assigned respectively as herein provided or by the Chair. In case of absence or inability of the Chair, the Vice-Chair may exercise the powers and perform the duties of the Chair and, if such Vice-Chair exercises any of the powers or performs any of the duties of the Chair, the absence or inability of the Chair shall be presumed.

Article 31: Treasurer

The Treasurer shall have general charge of the finances of the Corporation. The Treasurer shall deposit or arrange for the deposit of all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositaries as the Board of Directors may from time to time designate by resolution and shall render or cause to be rendered to the Board of Directors, whenever directed by the Board of Directors, an account on the financial condition of the Corporation

and of all the transactions as Treasurer. As soon as possible after the close of each financial year, the Treasurer shall submit to the Board of Directors a like report for such financial year. The Treasurer shall have charge and custody of financial records required to be kept pursuant to the laws governing the Corporation. The Treasurer shall perform all the acts incidental to the office of Treasurer and such other duties as from time to time may be prescribed by the Chair.

Article 32: Secretary

The Secretary shall give all notices of the Corporation and shall arrange for the keeping of the minutes of all meetings of the Members and of the Board of directors. The secretary shall have charge of the records of the Corporation including the names and addresses of the Members of the Corporation, together with copies of all reports made by the Corporation and such other materials as the Board of Directors may direct. The Secretary shall be responsible for the keeping and filing of all documents required by law. The Secretary shall perform all the acts incidental to the office of the Secretary and such other duties as may be prescribed by the Chair.

Article 33: Removal

The Board of Directors, by an affirmative vote of the majority of the Board, may remove any or all of the Officers elected or appointed by the Directors, at any meeting called for that purpose and may elect or appoint other(s) in their place or places.

Committees

Article 34: Committees

The Board of Directors, by resolution, may from time to time, establish committees to deal with specific matters, or to advise on the various interests of the Corporation or may terminate the

continuance of such committee. The Committee may be established on a standing or ad hoc basis.

Any such committee shall be vested with the powers bestowed on it by resolution of the Board of Directors and with such incidental powers as may be necessary to enable it to carry out its objective.

Any committee established hereunder may establish, from time to time, as required to carry out its functions, sub-committees on a standing or ad hoc basis.

Financial Period And Audit

Article 35: Financial Period

The financial year of the Corporation shall be from January 1 to December 31.

Article 36: Audit

At an annual general meeting, if deemed necessary by the Board of Directors prior to said meeting or by law, the Members shall appoint an auditor or auditors to hold office until the next annual general meeting. The appointment, rights and duties of the auditor or auditors of the Corporation shall be regulated by the laws governing the Corporation. Following the end of each financial period the accounts of the Corporation shall be examined and the fairness of the financial statements including the statement of income and expenditures and the balance sheet in accordance with generally accepted accounting principles shall be commented upon by the auditor or auditors.

Cheques, Drafts, Deposits

Article 37: Cheques And Drafts

All cheques, drafts, bills of exchange or other orders for payment of money, notes or other evidences or indebtedness issued, accepted

or endorsed in the name of the Corporation shall be processed as determined by the Board of Directors.

Article 38: Deposits

The funds of the Corporation shall be deposited to the credit of the Corporation with such bank or banks or trust company or foundation as determined by the board of directors.

Contracts And Declarations

Article 39: Contracts

All contracts and other instruments in writing, other than trust deeds, bonds, debentures, interest coupons, cheques, drafts, bills of exchange, orders for the payment of money, notes, or other evidences of indebtedness may be made and signed by the Chair and any Director or two Directors of the Corporation as the Board of Directors may at any time authorize. The exercise of the authority granted by the foregoing provisions shall be subject to such control as the Directors may exercise and without derogation from the authority of the Directors to direct or authorize the making or signing of contracts.

Article 40: Declarations

The Chair, Vice-Chair, Treasurer, Secretary, or any other Officer or person nominated for the purpose by the Chair or Vice-Chair are, and any one of them is, authorized and empowered to appear and make answer for, on behalf and in the name of the Corporation to all writs, orders and interrogatories upon articulated facts issued out of any court and to declare for, on behalf and in the name of the Corporation in answer to writs of attachment by way of garnishment in which the Corporation is garnished and said Officers and persons are or any one of them is authorized and empowered -
- to make all affidavits and sworn declarations in connection therewith or in connection with any and all judicial proceedings to which the Corporation is a party and to make demands of

abandonment or petitions for winding up or bankruptcy orders on any debtor of the Corporation and to attend and vote at all meetings of Directors of the Corporation's debtors and grant proxies in connection therewith. Any two of said Officers or persons are authorized to appoint by general or special power or powers of attorney any person or persons, including any person or persons other than those Officers and persons hereinbefore mentioned, as attorney or attorneys of the Corporation to do any of the foregoing things.

Article 41: Dissolution

Upon the dissolution or winding up of the Corporation, and after payment of all debts and liabilities, the remaining assets shall be distributed to one or more registered charitable organizations in Canada as selected by the Board of Directors.

Article 42: Interpretation

In these bylaws and in all other bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.

Article 43: Parliamentary Authority

The rules contained in the current edition of Bourinot's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.