

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

1.0 Corporate Seal

1.1 The Seal, an impression whereof is stamped in the margin hereof, shall be the Seal of the Corporation. The custody of the Corporate Seal shall be at the Head Office of the Corporation.

2.0 Head Office

2.1 Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Montréal in the Province of Québec.

3.0 Conditions of Memberships

3.1 Membership in the Corporation shall be limited to those parties who support the objects of the Corporation and shall consist of those parties whose application for admission as a member has been processed at Head Office.

3.2 The Corporation has the following classes of members:

3.2.1 Individual – A self identified Woman with a Disability who supports the objects of the Corporation. One individual member has one vote per motion at any general membership meeting of the Corporation. Individuals may join DAWN Canada directly or through joining an affiliate.

3.2.2 Supporting Individual – Self Identified women who support the objects of the Corporation. A supporting Individual member has no voting rights within the organization.

3.2.3 Affiliates – The Board may from time to time authorize the establishment of branches of the Corporation hereinafter referred to as Affiliates. DAWN Canada-RAFH Canada affiliates are provincial and local organizations that are driven by self identified women with disabilities who make application to the National Corporation support the objects of the Corporation. Affiliates agree to follow the bylaws, policies, mandates and mission of DAWN Canada-RAFH Canada in order to retain the status of affiliation. Affiliates have voting rights of one vote per organizational delegate.

3.2.4 Supporting Associations, Organizations or Agencies, which are not driven by women with disabilities that support the

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

Objects of the Society and make application to the National Corporation. Supporting Associations, Organizations or Agencies do not have voting rights. The supporting association, organization or agency must select a female representative for DAWN events.

3.3 Dues/Fees – Annually, duties/fees will be set by the Board of Directors for the following year.

3.4 Resignation - Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of it with the secretary of the Corporation. Once received, the person's name is removed from the registry of members.

3.5 Death – The membership of a member is ended upon death

3.6 Removal – A Member may be removed by a 2/3 vote of the National Board of Directors, or the general membership who requisition a special meeting in accordance with by-law 4.7 and voting at a meeting convened for this purpose. The conduct of the member to be removed shall have been determined by the Board of Directors to be improper, unbecoming or likely to endanger the interests or reputation of the Corporation or the member shall have willfully breached the by-laws of the Corporation. No member shall be removed or suspended without having been given an opportunity to be heard by the directors at a meeting of the Board called for that purpose.

3.7 Zero Tolerance Policy for Abuse – DAWN Canada-RAFH Canada has a policy of zero tolerance for abuse and a framework for inclusion. In serious situations brought to the attention of the staff and Board of the Corporation, the Executive Officers and/or full Board of Directors have the right and responsibility to remove the member, officer or Director or staff person immediately without hearing and without appeal in order to ensure the safety of all parties from all levels of the organization.

3.8 Transmission of Membership – no right or privilege of any member is transferable to another person. All rights, responsibilities and privileges cease when the member dies or resigns from the Corporation.

3.9 Limitation on the Liability of Members – No member is, in her individual capacity, liable for any debt or liability of the Corporation.

3.10 Maintaining Current Contact Information-in order to be informed of the affairs of the Corporation and have opportunities for participation, members are responsible to keep their contact information current with the Corporation by providing it to the Corporation. In the event of the discovery contact information is

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

incorrect, one attempt will be made to find the member and then their name will be removed from the register of members.

4.0 Members' Meetings

4.1 The Board shall hold its Annual General Meeting no later than November 30th of the fiscal year.

4.2 The Board of Directors of the Corporation shall set the time, date and location of the Annual General Meeting.

4.3 Thirty (30) days clear written notice shall be given to each voting member of any Annual General or Special General Meetings of members.

4.4 Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

4.5 Each member voting, eligible and present to vote has one vote per motion. Voting by proxy is permitted with each attending member allowed a maximum of five proxies, which must be entered on the proxy form signed by the member releasing their proxy and in head office 24 hours prior to the meeting. Voting by proxy is permitted only in annual general and special general meetings of the Corporation.

4.6 Passing resolutions in writing is not acceptable.

4.7 A majority of the votes cast by the members present and carrying voting rights shall determine the question in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws or Bourinot's Rules of order.

4.8 Members in good standing have the right to attend all meetings.

4.9 Agenda of the Annual General Meeting

4.9.1 The Annual General Meeting deals with the following matters:

- a) Adoption of the agenda
- b) Adopting the minutes of the Annual General Meeting
- c) Considering the report of the President

- d) Considering reports of other Committees and Staff

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

- e) Reviewing the financial statements, setting out the Corporation's income, disbursements, assets, liabilities and the annual external audit in accordance with generally accepted accounting principles (GAAP)
- f) Appointing the external accounting firm to conduct the independent annual audit in accordance with generally accepted accounting principles (GAAP)
- g) By-law amendments, if any
- h) Considering resolution/business to be placed before the general membership as specified in the meeting notice.

4.9.2 Annual General Meeting Quorum-Attendance of a minimum of eight (8) voting members at the Annual General Meeting constitutes a quorum.

4.9.3 Meetings of the membership by teleconference or other electronic means:

- a) Must permit participants in the meeting to communicate adequately with one another.
- b) Each member consents in advance to the method of communication and has equal access to it.
- c) Consent is implied by appearing at the meeting and/or signing in.
- d) 10% of members for approval of holding a meeting by electronic means are required.
- e) Quorum (10%) will be established by the number of eligible members signing in at each location as recorded by the scrutineers.
- f) Local scrutineers will record and tally votes and forward them either to the Provincial/Territorial branch or Head Office, as appropriate, which will record the final results.
- g) At all general membership meetings, members will be required to produce proper identification in order to be verified against the membership list prior to admission to the general membership meeting.

4.9.4 An eligible voting member must be registered 30 days prior to the Annual General meeting.

4.9.5 Members whose membership fees, if any, are in arrears are eligible to vote if they are on the records as registered members 30 days prior to the Annual General Meeting.

4.9.6 A majority of the votes of the voting members present and voting decides each issue and resolution.

4.9.7 Presiding officer – the President chairs every general meeting of the Corporation, the Vice-president chairs in the absence of the President.

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

4.9.8 If neither the President nor the Vice-president is present within ½ hour after the set time for the general meeting, the members present choose one of the members to chair.

4.9.9 President has a casting vote in the case of a tie.

4.9.10 The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for or against the resolution, unless so requested by a majority of the members present.

4.9.11 The President decides any disputes on any vote.

4.9.12 The President decides in good faith and this decision is final.

4.9.13 Members have the right to attend all meetings and vote at general meetings of the membership.

4.10 Special General Meeting of the Corporation

4.10.1 A Special General meeting may be called at any time by:

- a)** A resolution of the Board of Directors to that effect or,
- b)** Four members of the Board of Directors of the Corporation may request a special meeting of the membership by making a written submission to the Board of Directors stating the purpose for the Special General Meeting of the members, or,
- c)** 30% of members may request a special meeting of the membership by making a written submission to the Board of Directors stating the purpose for the Special General Meeting of the members. The request must state the reason for the Special General Meeting and the motions intended to be submitted at such Special General Meeting.

4.10.2. Agenda for Special Meeting – Only the matters set out in the notice for the Special General Meeting is (are) considered at the Special General Meeting.

4.10.3. Procedures for the Special General Meeting - Any Special General Meeting have the same method of giving notice, voting and the same quorum requirements as for the Annual Meeting.

4.10.4. No error or omission in giving notice of any Annual or Special General meeting or any adjourned meeting whether Annual or Special General, of members of the Corporation shall invalidate such meetings or make void any proceedings taken thereat. And any member may at any

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

time waives notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notices to any member, director, or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.

5.0 The Board of Directors

5.1 A Board of Directors consisting of a minimum of 3 and a maximum of 12.

5.2 Directors shall manage the property, business, and affairs of the Corporation. A majority at a meeting of the Board of Directors shall determine quorum.

5.3. Directors must be self identified women with a disability 18 years of age or older with power under the law to contract.

5.4. Directors must be voting members in good standing with the Corporation.

5.5 The applicants for incorporation shall become the first directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected. At the 2007 meeting of members the Board of Directors then elected shall replace the provisional Directors named in the letters patent of the Corporation.

5.5.1 There will be one Director elected from each province and territory of Canada. Three additional Directors will be elected by the Board from anywhere in Canada to address an area of skill or diversity lacking from the group of elected Directors.

5.5.2 All Elected Directors shall be elected to serve a three year term.

5.6 Effective November 2007, Directors may be elected to a maximum of 2 consecutive, 3-year terms after which time they must sit out for a minimum of 2 years prior to seeking re-election.

5.7 The office of a Director shall be automatically vacated:

5.7.1 When removed from office at a Special Meeting of the Board of Directors convened for that purpose.

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

5.7.2. When removed by the general membership who would requisition a meeting of the Provincial/Territorial branch membership in accordance with By-Law 4.9.1 (c) and convene a meeting for that purpose.

5.7.3. When a Director has resigned his office by delivering a written resignation to the Head Office of the Corporation and lodged a copy with the secretary.

5.7.4. When he becomes bankrupt or suspends payment or compounds with his creditors.

5.7.5. When the individual loses the legal ability to execute a contract

5.7.6. Upon death,

5.7.7. Removal of a director shall follow in accordance with By-law 3.6 and 3.7

5.7.8. Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation. Ideally the appointee should come from the same Region as the vacated Director. If all due diligence to find a person from the same

Region as the vacating Director has failed then the Board of Directors may choose another appointee, from another region, to fill the vacancy until the next election at the Annual General Meeting.

5.8 The Directors shall serve without remuneration with the exception of expense reimbursement as approved by the Board of Directors upon the production of appropriate receipts.

6.0 Power of Directors

6.1. Governance and Management of the Corporation:

6.1.1 The Board governs and manages the affairs of the Corporation. The Board may hire a paid administrator to carry out management function under the direction and supervision of the Board.

6.1.2. Powers and Duties of the Board of Directors:

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

6.1.2.1. The Board has the powers and duties of the Society, except as stated in the Canada Corporations Act. The Powers and Duties of the Board include but are not limited to:

- a)** Policy development, managing and operating the Corporation
- b)** Raising funds to provide the resources necessary to operate the Corporation. Take steps as they may seem requisite to enable the Corporation to acquire, accept, and solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- c)** Hiring employees to operate the Corporation;
- d)** Regulating employee's duties and setting their; salaries
- e)** Maintaining and protecting the Corporation's assets and property;
- f)** Approving an annual budget for the Corporation
- g)** Paying all expenses for operating and managing the Corporation;
- h)** Investing any extra monies. Enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe;
- i)** Approving all contracts for the Corporation;
- j)** Maintaining all accounts and financial records for the Corporation;
- k)** Promoting the objects of the Corporation;
- l)** Promoting membership in the Corporation;
- m)** Without limiting the general responsibility of the Board, delegating its powers and duties to the paid administrator of the Corporation;
- n)** Authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees
- o)** To borrow money upon the credit of the Corporation, from a Bank, Corporation, firm or person, upon such terms, covenants and in such times, in such sums, to such an

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

extent and in such manner as the Board of Directors in its discretion may deem expedient;

p) To limit or increase the amount to be borrowed;

q) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;

r) To secure any bonds, debentures, or other securities, or any other present or future borrowing or liability of the Corporation. By mortgage, hypothec, charge pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation;

s) Fiduciary Responsibility – each member of the Board of Directors must understand that they have a fiduciary responsibility to the Corporation;

t) Confidentiality clause – all matters designated as confidential by the Board of Directors of the Corporation, must be held in strict confidence;

u) The Board of Directors has unanimity of action – Once a matter is decided upon it is imperative that the directors move forward with one voice;

v) Conflict of Interest – it is imperative to preserve the integrity of the Corporation and the objects contained therein by avoiding actual or perceived conflicts of interest. If a director or member becomes aware of a potential conflict of interest, he/she must disclose it to the Board of Directors who will deliberate and come to a resolution on the matter. Neither the person believed to have the conflict of interest nor the person reporting it shall participate in such deliberations

w) Board Directors are responsible to maintain current contact information in order to perform their fiduciary responsibilities to the Corporation. Directors are responsible to keep their contact information current by providing it to the Corporation.

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

7.0 Board of Director's Meetings

7.1 Meetings of the Board of Directors may be held at any time and place to be determined by the directors and 48 hours written notice of such meeting shall be given other than by mail to each director. The Board generally meets alternate months, however, shall meet no less than 4 times per year. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. And any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise 1 vote per motion. The President will cast the deciding vote in the event of a tie.

7.2. Quorum at Board of Directors meetings -50% plus 1 but no less than 3 directors shall constitute a quorum. If less than 50% plus 1 of the directors that are present the meeting is delayed ½ hour while further attempts are made to reach additional directors. After such time the meeting may proceed with a minimum of 3 directors in attendance and a note to this effect in the minutes of the meeting.

7.3. Emergency Meetings - meetings may be held under emergency circumstances at any time without formal notice. Any directors calling such meetings must have clear rationales as to the urgency of the situation. The directors calling a meeting must have shown due diligence in convening of as many directors as possible for said meeting through proper documentation.

7.4. Board Meetings by Teleconference or other Electronic means:

- a) Meetings by teleconference or other electronic means must permit all directors to communicate adequately with one another.
- b) Each director must have equal access to the technology being utilized.
- c) Election to the Board of Directors signifies consent for participation in such a meeting.
- d) The approval of 10% of the members of the Board of Directors must approve of the holding of such a meeting.
- e) Quorum shall be as for regular meetings of the Board of Directors and established by roll call. The recording of votes will be by each member indicating Aye or Nay.
- f) Security is the responsibility of the electronic service provider hosting the event.

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

- g) The documents needed should be received 48 hours prior to the meeting.

8.0 Executive Officers

8.1 The Executive Officers of the Corporation are the President, Vice- President, Secretary and Treasurer.

8.2 The officers will be elected annually by the Board of Directors at the first meeting after the Annual General Meeting.

8.3 The President of the Board may serve a maximum of three consecutive terms and may not serve as President again unless such person has not served for at least one year.

8.4 Officers may be removed from the Board of Directors by a 2/3 majority of directors present and voting at a meeting convened for that purpose. The member will have an opportunity to be heard at the meeting. The conduct of the officer to be removed shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interests or reputation of the Corporation or the member shall have willfully breached the By-laws of the Corporation.

8.5 Zero Tolerance Policy for Abuse – DAWN Canada-RAFH Canada has a policy of zero tolerance for abuse and operates under a framework of inclusion. In serious situations brought to the attention of the staff and Board of the Corporation, the Executive Officers and/or full Board of Directors have the right and responsibility to remove the member, officer or Director or staff person immediately without hearing and without appeal in order to ensure the safety of all parties from all levels of the organization

8.6 An Officer or Director is required to attend regular meetings in order to ensure regional representation and fulfillment of fiduciary responsibility. Directors and Officers are asked to phone in regrets when they are unable to attend a meeting. Three unexcused absences will result in a hearing to consider removal of the Director or Officer from the Board of Directors of DAWN Canada-RAFH Canada. In the case of pressing need, there is provision for a leave of absence for 6 weeks up to a period of three months, either whole or split in two parts.

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

8.7 Basic Duties and Responsibilities of Each Officer

8.7.1 President

- a) Chairs and presides over all meetings of the Board, members, Personnel and Executive committee.
- b) Ex-officio member of all committees.
- c) Spokesperson of the Corporation with the media and general public.
- d) Develops an agenda for Board meetings in conjunction with executive committee and seeks Board members input.
- e) Confers with the Personnel Committee on matters pertaining to the employment of the Executive Director.
- f) Maintains an awareness of the financial activities of the organization.
- g) Signs cheques when necessary.
- h) Ensures reporting Board members are present or replaced to give committee or other reports as assigned.
- i) Reports to the Board of Directors and members at all regular meetings and when requested to do so.
- j) Carries out other duties as assigned by the Board.

8.7.2 Vice President

- a) Chairs in the absence of the President
- b) Is a member of the Executive committee;
- c) Keeps communication with the President so that the activities of the Corporation are known;
- d) Performs such duties and exercises such powers as the President may from time to time delegate to him or as the Board may prescribe;
- e) Orients new members to the Board;
- f) Carries out other duties as assigned by the Board.

8.7.3 Treasurer

- a) Ensures all monies paid to the Corporation are deposited in a chartered bank, treasury, or trust company chosen by the Board.
- b) Ensures a detailed account of revenue and expenditures is presented to the Board as requested.
- c) Ensures the annual financial review of the Corporation is prepared by an external accounting firm according to

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

generally accepted accounting principals (GAAP) and is presented to the Annual General Meeting of the Corporation.

- d)** Ensures all financial documentation of the Corporation is in safekeeping.
- e)** Responsible to ensure safekeeping of charitable donation receipts for income tax purposes.
- f)** Ensures appropriate guidelines for submitting expenditures.
- g)** Provides a variance report for every Board meeting.
- h)** Ensures funds are dispersed according to the budget and in accordance with the objects of the Corporation.
- i)** Communicates with accountant and bookkeeper to gather information regarding financial reporting requirements
- j)** Monitors financial activities to ensure budget lines are within projected limits.
- k)** Ensures the appointment of the external accounting firm to conduct the annual independent financial audit in accordance with generally accepted accounting principles (GAAP) at each Annual General Meeting.
- l)** Leads the process of budget development for the Corporation.
- m)** Member of Executive Committee;
- n)** Performs other duties as assigned by the Board.

8.7.4 Secretary

- a)** Attends meetings of the Corporation, Board and Executive Committee.
- b)** Is a member of the Executive Committee
- c)** Keeps accurate minutes of meetings
- d)** Answers correspondence as directed by the Board
- e)** Ensures custody of the Corporate Seal, if any.
- f)** Ensures all records, including books, papers and documents belonging to the Corporation are properly maintained and that the necessary arrangements for protection of the Seal and records have been made.
- g)** Ensures notices of meetings are sent
- h)** Ensures the filing of an annual return listing the change of directors of the Corporation, by-law amendments and other documents required by the Canada Corporation Act.
- i)** Reports and answers correspondence to the Board
- j)** Makes sure a record of names and addresses of all members of the Corporation is maintained.
- k)** Carries out other duties as assigned by the Board.

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

8.8 Remuneration – no officer of the Corporation shall receive remuneration except for reimbursement of expenses approved by the Board, accompanied by appropriate receipts.

9.0 Committees

9.1 From time to time committees may be appointed by the Board in order to facilitate the work of the Board. A Board director will chair all committees, though participation on a committee can include non-members of the Board of the Corporation. All committees report to and are accountable to the Board of the Corporation. The Board of Directors of the Corporation can strike or remove any committee or committee member.

9.2 Committee volunteers are not remunerated except for the reimbursement of expenditures approved by the Board upon production of the appropriate receipts.

9.3 The Board has three types of committees:

- a) Ad hoc** – From time to time the Board of Directors of the Corporation may create ad hoc committees for a set time and purpose to address a particular need within the Corporation.
- b) Standing** – are established by the Board through by-law amendment. Standing committees are responsible for policy creation in their assigned area of responsibility for Board ratification.
- c) Caucus** – established by the board through bylaw amendment and are a type of committee within a legislative or decision-making body seeking to represent a specific interest or influence a particular area of policy: Deaf Women, Mental Health, LGBT, and each caucus will also have one vote per caucus.
- d) Advisory** – these committees are assembled to provide expertise in areas needed by the board such as with respect to law, financial, human resource or other arenas

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

10.0 Standing committees are the:

1. Executive Committee
2. Personnel/Nominating Committee
3. Finance/Fundraising Committee
4. By-law/Policy Committee
5. Advisory Committee
6. Equality Rights Committee
7. Caucus Committees:
 - Mental Health
 - Lesbian,
 - Bisexual,
 - Transgender
 - Deaf Women
 - Ethno-racial and Newcomer

11.0 Executive Committee

11.1 Chaired by the President -The executive shall consist of President, Vice-President, Secretary and Treasurer.

11.2The quorum for the Executive Committee is 2 as stated in the Canada Corporation Act.

11.3 Executive meetings are held by teleconference at the discretion of the President.

11.4 Except in emergencies, 48 hours notice will be given prior to such meetings.

11.5 Responsibilities of the Executive Committee:

- a) Carry out emergency and unusual business between meetings.
- b) Develop the agenda for regular Board Meetings
- c) Report to the Board at each meeting and as required
- d) Carry out other duties as assigned by the Board.

11.6 Any 2 Board directors may compel an executive meeting by making a written request that states the purpose for the meeting.

12.0 Personnel/Nomination Committee

12.1 Chaired by President

12.2 Administrates and governs Personnel Policies and Procedures; Ensures that elections are carried out in a fair and efficient manner through developing appropriate election and scrutineering policies and procedures.

12.3 Oversees the supervision, evaluation and professional development of the Executive Director

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

12.4 Ensures that the Board of Directors of the Corporation has a broad spectrum of expertise and reflects the diversity of the consumer/survivor community and the diversity of society as a whole.

12.5 Seeks nominations of appropriate candidates from the membership throughout Canada Board Directors and committee members.

12.6 Exercises responsibility year round to ensure the ability to fill any interim vacancies that arise at short notice.

12.7 Provides assistance to candidates to prepare for elections.

12.8 Presents the newly elected candidates at the Annual General Meeting.

12.9 Meets a minimum of 6 times a year, reporting to the Board at the Board meetings and as required.

13.0 Finance/Fundraising Committee

13.1 Chaired by the Treasurer

13.2 Governs and administers the financial policy of the Corporation

13.3 Prepares budget for the upcoming year.

13.4 Ensures that all documents required for the maintenance of funding are submitted as required.

13.5 Develops fundraising projects and proposals for the Board.

13.6 Meets a minimum of 6 times per year

14.0 By-law/Policy Committee

14.1 Chaired by a Board director

14.2 Preparation, amendment and revision of By-laws for Board ratification

14.3 Maintains a current program description

14.4 Preparation of all policy not covered under personnel or finance committees and as directed by the Board.

14.5 Meets a minimum of 6 times a year

15.0 Execution of Documents

15.1 Contracts, documents or any instruments in writing, requiring the signature of the Corporation, shall carry a minimum of any 2 of the following signatures: The President, Vice-president, Treasurer, Executive Director, and Financial Coordinator. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks,

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

bonds and other securities of the Corporation. The Seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

16.0 Board of Directors Minutes (and Executive Committee minutes)

16.1 The minutes of the Board of Directors (or minutes of the Executive Committee) are confidential and shall not be available to the general membership of the Corporation but shall be available to the Board of Directors, and Head Office, each of whom shall receive a copy.

17.0 Financial year

17.1 Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be 01 April to 31 March of the following year.

18.0 Membership Year

18.1 The membership year is from 01 April to 31 March of the following year.

19.0 Amendment of By-laws

19.1 The By-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act. These may be enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of 50% plus 1 of the members present and voting at either a Special General Meeting or Annual General Meeting duly called for the purpose of considering the said by-law. Repeal or amendment of such by-laws shall not be enforced or acted upon until approval of the Ministry of Industry has been obtained.

20.0 Appointment of the Auditor

20.1 The external accounting firm appointed to conduct the annual independent audit in accordance with generally accepted accounting principles at each Annual General Meeting shall hold office until the next annual general meeting. At that time, he/she may be re-appointed by the Board, or a new external accounting firm shall be chosen. Should the external accounting firm resign before the next annual meeting, the Board may choose a replacement external accounting firm. The Board of Directors shall set the remuneration of the external accounting firm.

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

21.0 Books and Records

21.1 Although it is the responsibility of the secretary, all directors are collectively responsible to see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable Statutes or Laws are regularly and properly kept.

22.0 Rules and Regulations

22.1 The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation, as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation, when they shall be confirmed. Failing such confirmation at such annual meeting of members, such rules and regulations shall at and from that time cease to have any force and effect.

23.0 Affiliation Standards:

23.1 The Board may from time to time authorize the establishment of branches of the Corporation hereinafter referred to as Affiliates. DAWN Canada-RAFH Canada affiliates are provincial and local organizations that are driven by self identified women with disabilities who make application to the National Corporation and sign an affiliation agreement.

23.2 Voting rights - Affiliates have voting rights of one vote per organizational delegate who will be selected by the provincial or local affiliate.

23.3 Affiliates must support the objects of the Corporation. Affiliates must agree to follow the bylaws, policies, mandates and mission of DAWN Canada-RAFH Canada in order to retain the status of Affiliation.

23.4 Affiliates must agree to maintain current registration of: their membership lists, annual financial statements, annual reports and current bylaws to the National Office of the Corporation.

23.5 Revocation of Affiliation Agreements can be suspended, removed or revoked by a 2/3 vote of the people present and voting at a special meeting of the Board of Directors of the Corporation convened for that purpose. An Affiliate may be removed by a 2/3 vote of the National Board of Directors, or the general membership who requisition a special meeting in accordance with by-law 4.7 and

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

voting at a meeting convened for this purpose. The conduct of the Affiliate to be removed shall have been determined by the Board of Directors to be improper, unbecoming or likely to endanger the interests or reputation of the Corporation or the Affiliate shall have willfully breached the by-laws of the Corporation. No Affiliate shall be removed or suspended without having been given an opportunity to be heard by the directors at a meeting of the Board called for that purpose. Affiliates may also make a written request to rescind their affiliation agreement upon a resolution of 2/3 vote of the members of that affiliate eligible and voting for that purpose. Removal or rescinding the Affiliation agreement means the affiliate gives up any rights to use the corporate name of DAWN Canada-RAFH Canada, and any local or provincial association with any aspect of the name or its abbreviations.

24.0 Distributing Assets and Dissolving the Corporation

24.1 The Corporation does not pay any dividends or distribute its property among its members. If the Corporation is dissolved, any funds or assets remaining, after paying all debts, are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. Under no circumstances do any members receive any assets of the Corporation.

25.0 Indemnities to Directors and others

25.1 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, or any company controlled by it and their heirs, executors and administrators, and estate and effects, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a) All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her, or in respect of any act, deed,
- b) matter of thing whatsoever, made, done or permitted by her in or about the execution of the duties of his office or in respect of any such liability;
- c) All other costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

DAWN Canada-RAFH Canada Bylaws
Approved at AGM November 2007

26.0 Parliamentary Procedures

26.1 All meetings of the Corporation shall be conducted according to Bourinot's Rules of Order. A copy of Bourinot's Rules of Order shall be available for referral at every meeting.

27.0 Interpretation

27.1 In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, references to persons shall include Firms and Corporations. These by-laws must be interpreted broadly and generously.

As Approved at November 2007 AGM