



Down Syndrome  
Association of Simcoe County

DOWN SYNDROME ASSOCIATION  
of SIMCOE COUNTY

Constitution and By-Laws

**Down Syndrome Association of Simcoe County  
Constitution and By-Laws**

# **CONSTITUTION**

Enacted by

The Membership of the DSASC

April 16, 2016

## **Article I NAME**

The name of the Organization is the Down Syndrome Association of Simcoe County, or DSASC.

## **Article II VISION**

Supporting & enriching lives of children, youth, adults and families living with Down syndrome.

## **Article III MISSION**

The Down Syndrome Association of Simcoe County works together to increase public awareness, acceptance, and inclusion, while supporting and enhancing the lives of families and people living with Down syndrome.

## **Article IV MEMBERSHIP**

Membership in the Down Syndrome Association of Simcoe County shall be available to individuals who are interested in furthering the organization's purposes, and have applied for and been accepted into membership in the Corporation in accordance with the Membership Policy as set out by the board.

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## **Article V MANAGEMENT**

The affairs of the DSASC will be managed by a Board of Directors duly elected annually by the voting Membership of the organization.

## **Article V BY-LAWS**

By-Laws which are consistent with this Constitution shall be adopted at the time of enactment of this Constitution and may be amended as outlined therein.

## **Article VI AMENDMENTS TO CONSTITUTION**

Amendments to this Constitution may be made by a two-thirds (2/3) majority vote of those present at any Members' meeting, given that a quorum is met. All Members shall receive seven (7) days advance notice of the proposed amendment to be voted on.

## **Article VI DISSOLUTION**

The Organization may be dissolved by a resolution passed by a two-thirds majority of the Membership present at a special general meeting convened for this purpose. All Members shall receive thirty (30) days advance notice of the proposed resolution and special general meeting date at which it will be voted on. Upon dissolution and after payment of all debts and liabilities, all remaining assets will be distributed to charitable organizations in Ontario with similar goals.

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# **Bylaws**

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## **SECTION 1 – GENERAL**

### **1.01 Definitions**

In this by-law, unless the context otherwise requires:

"Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

"Board" means the board of directors of the Corporation;

"By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;

"Chair" means the chair of the Board;

"Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

"Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

"Officer" means an officer of the Corporation.

### **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the

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singular include the plural and vice versa, and words importing one gender include all genders.

## **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are Inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

## **1.05 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document.

Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **1.06 Geographical Coverage**

DSASC will strive to serve its members within Simcoe County.

## **1.07 Financial Year End**

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

## **SECTION 2 – MEMBERSHIP**

### **2.01 Membership Conditions**

Subject to the articles, membership in the Corporation shall be available to individuals who are interested in furthering the organization's purposes, and have applied for and been accepted into membership in the Corporation in accordance with the Membership Policy as set out by the board.

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Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the corporation, with one vote per family membership.

### **2.02 Notice of Members' Meetings**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) By Telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

### **2.03 Membership Dues and Termination**

Members shall be notified in writing of the membership dues at any time payable by them, if any, and, if any such membership dues are not paid within six (6) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

### **2.04 Termination of Membership**

A membership in the Corporation is terminated when:

- (a) the member dies;
- (b) the member resigns in writing;
- (c) the member is removed from membership in accordance with section 2.05 below;
- (d) the member's term of membership, if any, expires;
- (e) the Corporation is liquidated and dissolved under the Act; or
- (f) the member's membership is otherwise terminated in accordance with the articles or by-laws.

Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist.

### **2.05 Removal from Membership**

The board shall have authority to remove any member from the Corporation for any one or more of the following grounds:

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- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; or
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be removed from membership in the Corporation, the chair of the board, or such other officer as may be designated by the board, shall provide twenty (20) days written notice of the proposed removal of the member from membership to the member and shall provide written reasons for the proposed removal. The member may make written submissions to the chair of the board, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

If no written submission is received by the chair of the board, the chair of the board, or such other officer as may be designated by the board, may proceed to notify the member that the member is removed from membership in the Corporation. If a written submission is received in accordance with this section, the board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submission. The board's decision shall be final and binding on the member, without any further right of appeal.

### **SECTION 3 – MEETINGS OF MEMBERS**

#### **3.01 Timing and Place of Members' Meeting**

Annual General Meetings will be held within 18 months of the previous Annual General Meeting.

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

#### **3.02 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such

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other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **3.03 Chair of the Meeting**

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

### **3.04 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be the lesser of: (i) 50% of the members entitled to vote at the meeting, or (ii) five (5) members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **3.05 Votes to Govern**

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

## **SECTION 4 – BOARD OF DIRECTORS**

The governance of the affairs of the Corporation shall reside with the Board of Directors. The Board of Directors will be elected from among the Corporation's membership at its Annual General Meeting.

### **4.01 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

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Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

### **4.02 Number of Directors**

The Board of Directors shall consist of a minimum of four (4) members and not more than twelve (12) members elected by board of directors.

In addition to the possible twelve (12) elected Directors, the Board will appoint the Executive Director of Down Syndrome Association of Simcoe County. as an ex-officio, non-voting, member and may appoint other non-voting members at its discretion.

So far as possible, membership on the Board of Directors shall be representative of the demographics it serves and community representation.

### **4.03 Election**

No person shall be elected as a Director unless at least ten (10) days prior to the annual general meeting he/she has signified in writing to the Secretary his/her consent to have his/her name placed in nomination for consideration of the Board of Directors prior to the Annual General Meeting. A slate of nominees will be presented to the membership prior to the AGM. Such notice of the Annual General Meeting may be published on the organizational website and notification either by but not limited to (letter, phone, email, social media, written notice) may be given to clients, donors, stakeholders and community at minimum seven (7) days prior to the corporations AGM.

### **4.04 Term**

Each Director shall hold office for a term of two (2) years or until the second annual meeting following his/her election, whichever occurs first.

### **4.05 Qualifications**

be at least eighteen years of age;

not hold a paid position with the Corporation and not enter a contract for services with the Corporation;

be a person interested in furthering the objectives of the Corporation;

be a member of the Corporation.

### **4.06 Powers**

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The Board of Directors shall have the power during its term of office (in addition to all other powers vested in it):

- (a) To elect from among their membership, a Chair and Vice-Chair of the Board and a Secretary and a Treasurer;
- (b) To hire and define the duties and remuneration of an Executive Director and such other agents and employees as it thinks necessary to further the objects of the Corporation.
- (c) The Board of Directors will ensure the performance of the Executive Director is reviewed on an annual basis.
- (d) To remove the Executive Director of the Corporation at any time by resolution of the Board, if a majority of the Directors vote in favour thereof.
- (e) To create and appoint such committees or task forces as may be required to further the purposes and objectives of the Down Syndrome Association of Simcoe County. Members of such committees or task forces may, but need not, be members of the Board of Directors, and their terms of reference shall be specified upon their creation.
- (f) The Chair of each committee or task force must either be a Director of the Board or be directly accountable to a Director of the Board. To ratify the appointment of Committee Chairs, and control both existing committees and such other Committees as it may from time to time consider necessary in carrying out the objectives of the Corporation;
- (g) To appoint a qualified person to serve the remainder of the term upon a vacancy occurring of any director the Board during the term, subject to ratification at the next Annual General Meeting.

### **4.07 Duties**

The Board shall adopt such fiscal policies and employ such practices as shall merit the confidence of the public, concerning the integrity and competence of the financial management of the Corporation;

The Board shall report on its activities of the preceding year at the Annual General Meeting of the corporation.

### **4.08 Public Statements**

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No Director, Officer, or employee of the Corporation may make statements on behalf of the Board to the news media or public about matters brought to the Board unless appointed to do so by the Board.

### **4.09 Resignation and Removal of Board Members**

Members of the DSASC Board who submit a written resignation immediately create a vacancy on the Board.

Any Board Member of DSASC acting against the Corporation's mission, values and purpose, or in wilful violation of DSASC's constitution, or failing to meet the duties of a Board Member may be removed from office by the Board of Directors.

### **4.10 Attendance**

Directors must attend at least 50% of each of Board, General and Committee meetings and also may not miss five (5) consecutive Board meetings.

Any volunteer member absenting himself/herself from five (5) consecutive meetings may be removed from membership on the Board of Directors on resolution by a majority of the Board of Directors.

## **SECTION 5 – MEETINGS OF THE DIRECTORS**

A minimum of four (4) board meetings will be held per year.

A majority of the voting Directors shall form a quorum for transaction of business. A quorum is required to be present to pass motions of the Board. However meetings may still take place.

The Directors may hold their meetings in such place or places as a majority of the Board of Directors may from time to time determine.

Directors meetings may be formally called by the Chair of the Board, by the Executive Director, or by the Chair of the Board on direction in writing from a minimum of one-third (1/3) of the Directors.

The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meetings, no notice need be sent; otherwise notice of meetings shall be delivered, or sent by mail, e-mail, fax or telephone, not less than five (5) days before such meetings are to take place.

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A Directors meeting will be held with notice as soon as convenient following the Annual General Meeting of the Corporation.

The Directors may consider and transact any business, either special or general at any meeting of the Board.

Subject to the provisions hereof, the board shall strive for a consensus agreement on matters arising at any meeting of the Directors. If a consensus cannot be reached, matters shall be decided by a majority vote of those Directors present at such meeting.

### **SECTION 6 – OFFICERS**

#### **6.01 Appointment**

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.

#### **6.02 Description of Offices**

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.
- (b) Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- (c) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant

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and members of committees; the secretary, or such other officer or employee as designated by the secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- (d) Treasurer – If appointed, the treasurer shall keep, or cause to be kept, proper accounting records as required by the Act. The treasurer shall deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account; the treasurer shall, under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; the treasurer shall render to the board, whenever required, an account of all his or her transactions as treasurer and of the financial position of the Corporation; and the treasurer shall perform such other duties as may from time to time be prescribed by the board.
  
- (e) Such other Officers as from time to time the Board of Directors may deem necessary.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this by-law, the board may assign those responsibilities to another officer or employee of the Corporation.

Any and all Officers shall perform such duties as may be designated by the Board of Directors and as shall be normally associated with such office held.

### **SECTION 7 - COMMITTEES**

- (a) The Board may by resolution establish and appoint committees whose members will hold their offices at the will of the Board of Directors.
  
- (b) The Chair of the Board (if one is appointed) and the Executive Director shall be ex-officio members of all committees and only the Chair of the Board (if one is appointed) shall have voting privileges at any such meeting.

### **SECTION 8 - NOMINATING COMMITTEE**

The Nominating committee shall consist of the Chair of the Board of Directors, and a minimum of one other Director of the Board (or if no Chair is appointed, 2 Directors of the Board) and Senior staff i.e. Executive Director of the organization. The nominated slate of candidates for Board Members will be presented seven (7) days in advance of the Annual General Meeting.

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The committee will coordinate the Annual General Meeting and the nominations for Board of Directors.

### **Nomination Process for the Board of Directors**

- (a) Any individual or group member designate satisfying membership requirements for at least 30 days in advance of a general meeting called in part to elect a member of the Board of Directors can submit nominations to the Secretary of the Corporation for election to office.
- (b) A nominating committee will put forward a slate of officers giving due regard to different balances necessary to reflect the guiding principles and values of DSASC;
- (c) A nomination shall be registered in writing with the Nominating Committee Chair and shall include the following:

the name of the eligible nominated individual;

the date upon which the nomination is submitted;

the written consent of the eligible nominated individual

Nominations will be accepted until ten (10) days prior to the the AGM.

- (d) The Nominating Committee shall make best efforts to recruit new nominees.
- (e) The nominees of the Committee will be selected in keeping with the principles of DSASC particularly with respect to equitable representation relative of the organizations demographics and community.

### **SECTION 9 - ACCOUNTING AND FINANCES**

All money received on behalf of the Corporation shall be deposited in such bank or trust company accounts as the Board may approve from time to time. At least semi-annually, the Treasurer shall advise the Board of the amount of funds in the custody of each depository institution and shall provide the Board with a list of securities held, specifying the location of safekeeping facilities.

Deeds, transfers, contracts and engagements on behalf of the Corporation shall be signed, by any two Officers of the Corporation of whom one shall be the Treasurer.

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board; any and

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all securities so deposited may be withdrawn from time to time only upon the written order of the Corporation, signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution by the Board of Directors and such authority may be general or confined to specific instances.

### **SECTION 10 - CONFIDENTIALITY**

Every Board member shall act with a view to serving the best interests of the Corporation.

Every Director, officer, and employee of DSASC shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interest of the Corporation.

### **SECTION 11 - INDEMNITIES TO DIRECTORS AND OTHERS**

Subject to Court approval, the Board of the Corporation is hereby authorized from time to time to cause the Corporation to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such Director or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of the Corporation by way of security.

Once Court approval is obtained, 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, respectively, 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 him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his/her office or in respect of any such liability;
  
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

### **SECTION 12 - LIABILITY OF DIRECTORS**

Every Director of the Corporation when exercising powers and discharging duties must:

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- a) act honestly, in good faith, and in the best interests of the Corporation;
- b) carry out the duties as a reasonable person would in the circumstances; and
- c) comply with the Act, its regulations, any amendments to the Act or its regulations, all other applicable law, the Letters Patent, any Supplementary Letters Patent, and the by-laws of the Corporation.

### **SECTION 13 - PROTECTION OF DIRECTORS AND OFFICERS**

No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for, or on behalf of the Corporation, or for the insufficiency or deficiency of any security in, or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Corporation with whom any moneys, securities or effects of the Corporation shall be deposited, or for any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any money, securities or other assets belonging to the Corporation or for any loss occasioned by any error of judgment or oversight on such person's part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the office or in relation thereto unless, the same shall happen by or through such person's own wilful neglect or default.

The Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report.

### **SECTION 14 – AMENDMENTS**

Amendments to the constitution may be proposed in writing by any Director, Senior Staff of DSASC at least 21 days prior to a Board of Directors meeting or the AGM.

Whether the meeting is called for the purpose of considering the proposed amendment(s) or not, such purpose shall be clearly included in the notice calling the meeting and the proposed amendments shall be attached thereto.

These amendments will be placed on the agenda for a Board of Directors meeting or AGM and will be circulated to members seven (7) days in advance of the AGM.

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Proposed amendments will become effective following approval of a 2/3 of eligible voting members present where a quorum is met, at a duly constituted general membership meeting with at least a majority of the current Board of Directors present.

**SECTION 15 – EFFECTIVE DATE**

Subject to matters requiring a special resolution, this By-law shall be effective when approved by the Membership.

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***Passed by the Board of Directors of Down Syndrome Association of Simcoe County.***

***This 16th day of April, 2016***

**FOR THE CORPORATION**

 Executive Director

**Chair or designate**

Down Syndrome Association of Simcoe County

CONFIRMED by the Members of the Organization by special resolution on April 16, 2016.