

Durham Down Syndrome Association (DDSA) By-Laws

Article 1

DDSA

**There is constituted hereby a Corporation known as DDSA
(Durham Down Syndrome Association (DDSA))**

Article 2

Purpose and Objectives

The purpose is: To support each other in our quest to normalize and enrich the lives of our children ensuring they will reach their fullest potential.

- **The objectives are:**
- **To reassure parents that there are other families in similar circumstances who can provide support.**
- **To promote awareness for persons with Down syndrome on the part of educators, medical professionals and the community.**
- **To provide encouragement and support to persons with Down syndrome to ensure their participation in all aspects of community life.**
- **To advocate for acceptance and opportunities for persons with Down syndrome in the community.**

Article 3

Non-Profit Association

3.0 That the Association shall be carried on without the purpose of gain for its members and any profits or other accretions to the Association shall be used in promoting its objectives.

3.1 That upon the dissolution of the Association and after the payment of its debts and liabilities, its remaining property should be distributed or disposed of to charitable organizations which carry on their work solely in the Province of Ontario.

Article 4

Head Office

4.0 The head office of the Association shall be in the Region of Durham in the Province of Ontario and will continue to serve as long as required therein as the directors may from time to time determine.

Article 5

Membership

- 5.0 The membership shall consist of individuals, organizations and honorary life members.**
- a) Member - Any interested person, partnership, corporation, agency or other who supports the purpose of the Association.**
 - b) Honorary Member - Any person, who in the opinion of the Board of Directors has rendered meritorious service to the Association.**
- 5.1 Each member shall be entitled to one vote on each question arising at any special or general meeting of the members. Each member shall promptly be informed by the Secretary of his/her admission as a member.**
- 5.2 Potential member must complete membership form and pay in full 14 days prior to the Annual General Meeting**
- 5.3 All members shall pay a membership fee as determined from time to time and passed at a meeting of the Board of Directors. The fee entitles members to one-year membership in the Association.**

Article 6

Board of Directors

- 6.0 The affairs of the Association shall be managed and administered by a Board of Directors consisting a maximum of nine (9) Directors, all of whom shall be elected members. They shall be elected for up to a term of two years at the Annual General Meeting of Members. Only members of the Association shall be eligible for election to the Board.**
- 6.1 Notice of Board meetings shall be mailed, delivered, telephoned or faxed to each director not less than 48 hours before the meetings are to take place. The statutory declaration of the Secretary or Chairperson that notice, has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.**
- 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 meeting no notice need be sent. A Director's meeting may also be held, without notice, immediately following the Annual Meeting of the Association.**
- The Directors may consider or transact any business either special or general at any meeting of the Board.**
- 6.2 The Past President, if not re-elected as an Association officer, or a member of the Board, shall sit for one year as an ex-officer member of the Board.**

- 6.3 The Board of Directors shall elect a President and other Officers from among the Board members by simple majority vote at the first Board meeting after the Election Meeting. A Board member who has a conflict of interest in respect to an issue shall not enter into debate or vote concerning the matter.**

Vacancies

- 6.4 Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among qualified members of the Association, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next Annual General Meeting of the members at which the Directors for the ensuing two years are elected. If there is not a quorum of Directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.**
- 6.5 Any Board member missing three (3) consecutive meetings of the Board without notice of intent to be absent, may be removed from the Board by the majority vote of the Directors.**

Quorum and Meetings

- 6.6 Two thirds of the Board of Directors will form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.**

Voting

- 6.7 Questions arising at any meeting of Directors shall be decided by a majority of votes. All Directors may vote on any question. In case of an equality of votes the motion shall be defeated. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chairperson, his/her duties may be performed by such other directors as the Board may from time to time appoint for the purpose.**

Article 7

Powers

- 7.0 The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for DDSA, in its name, any kind of contract which the Association may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such other powers and do all such other acts and things as the Association is authorized to do.**
- 7.1 The Board may appoint any person or persons to perform any function for which the deem necessary to conduct efficiently DDSA=s business. The Board will be responsible for the hiring and releasing of all employees.**

- 7.2 The Board shall set up such standing and temporary committees, which they deem necessary to adequately serve the needs of the Association. Each standing or temporary committee shall consist of a Chairperson to be named by the Board and committee members recruited by the Chair. A temporary committee may be dissolved by the Board if in the Board=s opinion it no longer serves the current, useful description above.**

Article 8

Remuneration of Directors

- 8.0 The Directors shall receive no remuneration for acting as such except repayment of reasonable expenses incurred by them in the normal course of their duties.**

Article 9

Officers of Association

- 9.0 The Officers shall consist of the President , Vice President, Secretary, Treasurer and Director as the Board of Directors. The President shall be elected at a meeting held soon after the Annual General Meeting and shall be on the Board of Directors.**

Article 10

Annual and Special Meetings of Members

- 10.0 The election or any other general meeting of the members shall be held at the head office of the Association or elsewhere in Ontario as the Board of Directors may determine and on such day as the Directors shall appoint.**
- 10.1 A General Meeting shall be held a minimum of once (1) each year.**
- 10.2 The Annual General meeting shall be held within ninety (90) days following the end of the fiscal year.**
- 10.3 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement, the minutes of the previous elections meeting and the report of the auditors shall be presented. The Auditors shall be appointed by vote for the subsequent fiscal year.**

Article 11

Errors of Omission in Notice

- 11.0 No error of omission in giving notice of any election or general meeting of any adjourned meeting, whether election or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice to any such meeting and may ratify, approve and confirm any or all proceedings take or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Association.**

Article 12

Adjournments

- 12.0 Any meeting of the Association or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Article 13

Quorum of Members

- 13.0 A quorum for a general meeting and for transaction of any business at such meeting shall be at least three directors and members present.

Article 14

Voting of Members

- 14.0 At all meetings of members every question shall be decided by a majority of votes of the members present in person. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to the effect in the minutes of the Association shall be admissible in evidence of prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

Article 15

Financial Year

- 15.0 Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on the 31st day of December in each year.

Article 16

Execution of Documents

- 16.0 Deeds, transfers, licences, contracts and engagements on behalf of the Association shall be signed by either the President, Vice President and or one other Director.
- 16.1 Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice President, Secretary or Treasurer or by any person authorized by the Board.

Article 17

Books and Records

17.0 The Directors shall ensure that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

Article 18

Cheques

**18.0 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the two authorities - the President or Vice President or a designated Director.
Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association=s bankers and may receive all paid cheques and vouchers and sign all the bank=s forms or settlement of balances.**

Article 19

Bylaws, Resolutions and Amendments

19.0 Additions and amendments to these By-laws shall be made by a two third majority vote at a general meeting.

Article 20

Repeal of Previous By-laws

20.0 Upon approval of these By-Laws at an Annual General Meeting of this Association , the previous By-laws shall be repealed.

Article 21

Liabilities

21.0 Every Director and every officer of the Association and their heirs executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the Association including but not limited to:

- (a) Any liability and all costs, charges and expenses sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against a board member for or in respect to the execution of duties of office: and**
- (b) All other costs, charges and expenses that a member of the board sustains or incurs in respect of the affairs of the Association.**

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

PASSED by the Board of Directors:

Date: May 17/05

Donna Wight
PRESIDENT

Donna Scullin
SECRETARY

Sheila Zealand
VICE PRESIDENT

Paul Dick
TREASURER