



*Sunrise Developmental
Support Services*

BYLAWS

Version 2.2 JANUARY 2025

SUNRISE DEVELOPMENTAL
SUPPORT SERVICES
BYLAWS

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Section 1.0: Interpretations

1.1 Definitions

In these Bylaws the following terms are interpreted as follows:

- a) “Act” means Ontario's Not-for-Profit Corporations Act (ONCA) as amended or re-enacted from time to time;
- b) “Board” means the Board of Directors of Sunrise Developmental Support Services (SDSS);
- c) “Bylaw” means a bylaw of the Corporation;
- d) “SDSS” means the corporation without shared capital incorporated under the Act by letters patent November 13, 1991. The organization received charitable status in June 1992.
- e) “Director” means a director of the Corporation, a member of the Board of Directors;
- f) “Employee” means an employee of the Corporation;
- g) “Letters Patent” mean that letters patent, or supplementary letters patent executed by the Corporation;
- h) “Meetings of Members” includes all annual and special meetings of Members;
- l) “Officer” means an officer of the Corporation;
- j) “Resolution” means a resolution of the Members or Directors of Corporation.

1.2 Wording

- 1.2.1 In these Bylaws and in all other Bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing number include the singular and plural; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts, and unincorporated organizations.

Section 2.0: Head Office

2.1 Head Office

- 2.1.1 The head office of the corporation shall be located in the Regional Municipality of Durham, in the Province of Ontario, unless changed in accordance with the Act.

Section 3.0: Seal

3.1 Seal

- 3.1.1 The seal shall be the corporate seal of the Corporation.

Section 4.0: Parliamentary Authority

4.1 Roberts' Rules of Order

- 4.1.1 All meetings will be conducted by the chair with reasonable and appropriate compliance, with parliamentary procedure as guided by the last edition of Roberts' Rules of Order.

Section 5.0: Membership in the Corporation

5.1 Membership

- 5.1.1 A Participant is an individual over the age of fourteen (14) years, with developmental disabilities, or their legal guardian, who has paid an annual membership fee and endorses the mission, objects and principles of SDSS.
- 5.1.2 A Volunteer who has dedicated at least sixty (60) hours to SDSS activities in the given calendar year as deemed acceptable by the Board of Directors, based on involvement with Participants in the past eighteen (18) months.
- 5.1.3 Directors of the Board of the Corporation who do not already have a vote in another capacity.
- 5.1.4 Employees of SDSS and members of their immediate family will not be eligible for membership in the Corporation.
- 5.1.5 Past employees of SDSS are eligible for membership in the Corporation after one (1) year upon leaving the organization as long as no legal action is pending against them.
- 5.1.6 Except as otherwise provided in this Bylaw, members of the Corporation have the right to the following:
- Attend all duly constituted Annual and Special Meetings;
 - Vote on matters properly before the membership in person;
 - Stand for election to the Board of Directors;
 - Vote in elections to determine the members of the Board of Directors.
- 5.1.7 Each membership shall lapse at the beginning of each fiscal year.
- 5.1.8 A Participant shall be in good standing if his/her annual dues have been paid within 30 days of the date due.

5.2 Honourary Life Members

- 5.2.1 The Board of Directors may name honourary life members at its discretion.
- 5.2.2 Honourary life members shall be persons who, in the opinion of the Board of Directors, have rendered services of exceptional value to the Corporation.
- 5.2.3 Honourary life members will be recognized by a plaque in the office.

5.3 Participant Fees

- 5.3.1 The Board of Directors may designate, from time to time, the payment of annual Participant fees as a condition of membership in the Corporation. The actual amount of the Participant fee to be determined from time to time by the Board of Directors.
- 5.3.2 Participants of the Corporation will be notified of the fees due by them. If any fees are not paid within 90 days of the date of such notice, the Participants in default shall cease to be Members of the Corporation. Any such Participants may, on payment of all unpaid fees, be reinstated by unanimous vote of the Board of Directors.

Section 6.0: Governing Body

6.1 Composition

6.1.1 The affairs of SDSS shall be managed by a Board of seven (7) to nine (9) directors; each of whom at the time of his/her election shall be a member of the community in good standing, and subject to the terms of the ONCA, Section 23(1).

6.2 Qualifications

6.2.1 Members of the Board of Directors must be eighteen (18) or more years of age and must provide a Criminal Reference Check, the cost of which will be paid by the individual.

6.3 Term of Office

6.3.1 At each Annual Meeting of Members, the vacancies shall be filled by the election of new Directors who shall hold office for a term of four (4) years. There is no limit to the number of times a director can be re-elected.

6.4 Duties of the Board

6.4.1 The Board of Directors is fully accountable for the Corporation's continued viability and the accomplishment of its mission. No referral or delegation of responsibility and concomitant authority to the Chair or to any committee will relieve the Board of Directors of this accountability.

6.4.2 The Board of Directors' role is one of strategic direction to ensure the provision of quality services in an effective and efficient manner. The Board will:

- a) Be accountable for conscientious and effective governance of the Corporation;
- b) Recruit knowledgeable, skilled committed members for the Board of Directors;
- c) Ensure an environment within the Board which encourages open and frank discussion and respect for the expression of differences of viewpoints. Once decisions are reached by the Board, they will be respected by each Director;
- d) Govern in compliance with the Corporation's Bylaws, Policies and Procedures as well as all relevant laws, rules and regulations imposed by any regulatory bodies.

6.5 Duties of Individual Board Members

6.5.1 Each individual member of the Board of Directors has a responsibility to ensure that his/her conduct enhances the mission and principles of SDSS.

6.5.2 Each member of the Board will be responsible for:

- a) Working positively and cooperatively with other members of the Board and management of the organization;
- b) Showing respect for other Board members regardless of a difference of opinion;
- c) Attending Board and any assigned committee meetings on a regular basis;
- d) Reviewing the meeting agenda, minutes and supporting information in order to participate effectively in the meetings of the Board;
- e) Being informed about matters relating to the organization and the communities it serves through participation in an initial orientation and ongoing Board development;

- f) Ensuring that they are familiar with the objects and Bylaws of the organization as well as federal and provincial laws under which SDSS operates;
- g) Serving without remuneration and shall not accrue any financial benefit as a result of being a member of the Board of Directors.

6.6 Powers of the Governing Body

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

6.6.2 Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

6.7 Removal from Office

6.7.1 A member of the Board of Directors may be removed from office before the expiry of his/her term if any of the following circumstances exist:

- a) If a Board member has attended less than half of the Board Meetings in a given term or has missed three consecutive meetings without legitimate reasons given prior to each Board Meeting.
- b) If an order is made declaring the Board member to be a mentally incompetent person or incapable of managing his own affairs.
- c) If the Board member is convicted of any criminal offense unless the Board otherwise resolves. The Board of Directors may request a Board member to take a leave of absence from the Board if charged with an offense.
- d) Upon removal by an affirmative vote of a majority of Board members for noncompliance with the conflict of interest provisions and governance policies and procedures of the organization.

6.7.2 Members may remove directors by a majority vote at a special meeting. Directors are entitled to give reasons for opposing their removal.

6.8 Resignation

6.8.1 Any resignation from the Board of Directors shall be in writing addressed to the Chair who shall present it at the next scheduled Board meeting. Such resignation, if not effective immediately, becomes effective in accordance with its terms.

6.9 Vacancies

6.9.1 If quorum remains, vacancies of the Board may be filled by appointment or shall be filled at the next Annual General Meeting. If quorum on the Board is not met, a Special Meeting will be called and vacancies shall be filled by election, by Members of the Corporation for the remainder of the term. A director appointed or elected to fill a vacancy holds office for the unexpired term of the director's predecessor.

6.10 Confidentiality

6.10.1 Members of the Board of Directors of SDSS shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the organization.

6.11 Conflict of Interest

6.11.1 Conflict of interest occurs when a member of the Board of Directors participates in discussion or decision-making about a matter, which MAY benefit that Director, regardless of the size of the benefit. The conflict must result in DIRECT OR INDIRECT benefit to the Director or someone with whom the Director has a close personal relationship.

6.11.2 Any possible conflict of interest on the part of a Director shall be disclosed to the Board. When any such interest becomes a matter of Board action, such Director shall not vote or use personal influence on the matter, and shall not be counted in the quorum for these decisions at a meeting at which Board action shall be taken on the interest. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

6.11.3 The Director need not miss the entire meeting where there will likely be other issues on the agenda but shall remove her/himself during discussion on the issue that involves a conflict of interest. The minutes should note where the Director left and returned to the meeting.

Section 7.0: Officers of the Corporation

7.1 Officers

7.1.1 There shall be a Chair, Vice Chair, Treasurer and Secretary.

7.2 Election of Officers

7.2.1 The Officers of the Corporation shall be elected from the Directors at the first meeting of the Board after the Annual Meeting. An individual may hold 2 or more offices.

7.3 Term of Office

7.3.1 So long as it serves the best interests of the corporation, a director may serve more than three consecutive terms.

7.4 Duties of the Officers of the Corporation

7.4.1 Chair: The Chair shall, when present, preside at all meetings of the Members of the Corporation and of the Board of Directors. The Chair is an ex-officio member of all committees.

7.4.2 Vice-Chair: During the absence or inability of the Chair to perform his/her duties, the Vice Chair will assume the duties of the Chair.

7.4.3 Treasurer: The Treasurer shall oversee the financial business of the Corporation and present such information at meetings of the Board.

7.4.4 Secretary: The Secretary shall take minutes at the Annual Meeting and all meetings of the Board of Directors.

7.5 Vacancy of Position

7.5.1 If an office becomes vacant by death, resignation or inability to serve, the Board of Directors, if deemed expedient to do so, may appoint a person to fill the vacancy.

Section 8.0: Protection of Directors and Officers

8.1 Limitation of Liability

8.1.1 No Director or Officer of SDSS shall be liable for.

- a) The acts, receipts, neglects or defaults of any other Director or Officer or Employee;
- b) For joining in any receipt or other act for conformity;
- c) For any loss, damage or expense happening to SDSS through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the organization;
- d) For the insufficiency or deficiency of any security in or upon which any of the monies of the organization shall be invested;
- e) For any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the organization shall be deposited;
- f) For any loss occasioned by an error of judgment or oversight on his or her part; or
- g) For any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of office or in relation thereto unless the same shall happen through his or her own willful neglect or default.

8.2 Indemnity

8.2.1 Every Director and Officer of SDSS and his or her heirs, executors, administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the organization from and against:

- a) All costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of office; and
- b) All other costs, charges and expenses that he or she sustains or incurs in, about, or in relation to, the affairs of SDSS;
- c) Except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

8.2.2 Limitation: the Chair, Vice President, Secretary and Directors shall not be indemnified under subsection 8.2.1 unless,

- (a) the individual acted honestly and in good faith with a view to the best interests of the corporation or other entity, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful. (ONCA 46 (3))

Section 9.0: Meetings

9.1 Meetings of the Board of Directors

- 9.1.1 Purpose: The purpose of the meetings of the Board of Directors is to transact business on behalf of SDSS.
- 9.1.2 Frequency: The Board shall meet at least nine (9) times each year, the time, date and location to be determined by the Board. Special meetings of the Board of Directors shall be called, with notice given to each director not less than forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays 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 those absent waive notice of or otherwise grant their consent to such meeting being held in writing.
- 9.1.3 Date and Time: The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- 9.1.4 Location: Meetings of the Board shall be held at the head office of SDSS or at such other location or context determined by the Board including virtually or hybrid.
- 9.1.5 First Meeting of New Board: Provided a quorum of Directors is present, each newly-appointed Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is appointed.
- 9.1.6 Notice: A notice stating the date, location and agenda of the meetings of the Board of Directors may be distributed prior to the scheduled meeting. No formal notice of any such meeting shall be necessary if all Directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- 9.1.7 Chairperson: The Chair, or in his/her absence the Vice Chair may be appointed by the Board to chair the meetings of the Board.
- 9.1.8 Conflict of Interest: At the beginning of every meeting, the Chairperson will ask if any Board member has a conflict of interest with any item on the agenda. Declared conflict of interest will be recorded in the meeting minutes and the member involved shall not attend any part of a meeting of the directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction meets the guidelines as stated in the ONCA, section 41 (5).
- 9.1.9 Voting: All decisions will be settled by a majority vote of all Directors present. Any Director may call for a recorded vote on any question and the meeting secretary will then poll the Directors and record their vote in the minutes. A tie vote will be considered as lost. All Directors present, including the Chairperson, will be entitled to one vote. In case of an equality of votes, the Chairperson, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand were made, the vote shall be taken in the usual way by assent or dissent. 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.
- 9.1.10 Quorum: Fifty percent (50%) of the membership of the Board of Directors plus the chairperson shall constitute a quorum for the transaction of business.

9.1.11 Open Board Meetings: All meetings of the Board of Directors will be open to interested members of the Corporation and/or public. Individuals interested in attending Board meetings are requested to advise of their attendance twenty-four hours in advance. Individuals attending the Board meetings observe proceedings and are not in attendance for in-camera sessions.

9.1.12 Remuneration: Directors shall receive no compensation either directly or indirectly for acting as such and shall not receive, either directly or indirectly, any profit from their office. This shall not prohibit Directors from being reimbursed for legitimate, reasonable expenses incurred in participating in Board meetings.

9.2 Annual Meeting

9.2.1 Purpose: The Annual Meeting is a business meeting of the membership that is conducted on an annual basis. The business to be transacted at the Annual Meeting will include:

- a) Receiving the:
 - (i) Minutes of the previous Annual Meeting;
 - (ii) Report of the Board including the financial statements;
 - (iii) Report of the unfinished business from any previous meeting of Members;
 - (iv) Report of the Chair;
 - (v) Report of the Treasurer.
- b) Election of Directors

9.2.2 Date and Location: The Annual Meeting shall be held within one hundred and twenty (120) days of the termination of its fiscal year at such time and place as determined by the Board of Directors.

9.2.3 Notice: Method of Giving Notice: Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the Bylaws or otherwise to a Member, Director or Officer of SDSS shall be sufficiently given if delivered to his or her last address as recorded in the books of the organization or if mailed by prepaid ordinary mail or airmail addressed to him or her at his or her last address as recorded in the books of the organization or if sent to him or her at his or her said address by any means of transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

- Computation of Time: In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- Omissions and Errors: The accidental omission to give any notice to any Member, Director or Officer of SDSS or the non-receipt of any notice by any Member, Director or Officer of the organization or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

- Waiver of Notice: Any Member, Director or Officer of SDSS may waive any notice required to be given to him or her under any provision of the Act or the letters patent or the bylaws of the organization, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- 9.2.4 Business: At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the Auditors shall be presented and a Board of Directors elected and Auditors appointed for the ensuing year.
- 9.2.5 Quorum: A quorum for the transaction of business of any Annual Meeting of Members shall consist of not less than twenty-five percent (25%) of the membership of the Corporation.
- 9.2.6 Person Entitled to be Present: The only persons entitled to attend the Annual Meeting shall be those entitled to vote and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.
- 9.2.7 Right to Vote: At any meeting of Members, every person shall be entitled to vote that is, at the time of the meeting, entered in the books of SDSS as a Member of the Corporation.
- 9.2.8 Votes to Govern: At any meeting of Members, every question shall, unless otherwise required by the letters patent or bylaws of SDSS or bylaw, be determined by the majority of votes cast on the question.
- 9.2.9 Show of Hands: Any question at a meeting of Members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not so carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.
- 9.2.10 Polls: After a show of hands has been taken on any question, the Chairperson may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner, as the Chairperson shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each Member present in person shall be entitled to one vote, and the result of the poll shall be the decision of the Members upon the said question.
- 9.2.11 Casting Vote: In case of an equality of votes at any meeting of Members either upon a show of hands or upon a poll, the Chairperson of the meeting shall be entitled to an additional or casting vote.

9.2.12 Adjournment: The Chairperson at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

9.3 Special Meetings

9.3.1 Purpose: A special meeting is a separate session of the Membership of the Corporation held at a different time from that of any other meeting, and convened only to consider one or more items of business specified in the call of the meeting. The reason for the special meeting is to deal with important matters that urgently require action by SDSS.

9.3.2 Notice: Notice of the time, place and purpose of the meeting must be sent to all Members in good standing a minimum of fourteen (14) days in advance of the meeting.

9.3.3 Authority to Call the Meeting: The Chairperson of the Board of Directors can call a special meeting at the written request of twenty-five percent (25%) of the membership or fifty percent (50%) of the membership of the Board of Directors.

9.3.4 Agenda: Only business mentioned in the notice of the special meeting can be transacted.

9.3.5 Quorum: A quorum for the transaction of business of any special meeting of members shall consist of not less than twenty-five percent (25%) of the membership of the corporation and the Chairperson of the Board of Directors present in person.

9.4 Adjournment

9.4.1 Any meetings of the Corporation 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 any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Section 10.0: Committees

10.1 Committees

10.1.1 The Board of Directors may establish committees from time to time by Bylaw or resolution, having such powers and duties as the Board may determine. Except as otherwise provided in this Bylaw:

- a) The chairperson of each committee must be a member of the Board of Directors;
- b) Other members of the committee may, but need not, be Directors;
- c) Members of the committee shall be approved by the Board of Directors;
- d) Each committee shall keep records, shall report to the Board at regular intervals and at any time upon request;
- e) Each committee shall be accountable to the Board;
- f) Each committee shall have the power to appoint one (1) or more subcommittees; and
- g) Each committee established by the Board shall consider, report and make recommendations to the Board on any matter referred to the committee by the Board.

10.1.2 The duties of each committee shall be defined in written Terms of Reference.

Section 11.0: Nominations and Procedures

11.1 Nominations of Directors

- 11.1.1 At least two months prior to the Annual Meeting, the Board of Directors will establish a nominating subcommittee to implement the following:
- a) Circulate to all Members in good standing nomination form 60 days prior to the Annual Meeting;
 - b) Nominate a list of candidates eligible for election to the Board of Directors;
 - c) Circulate the slate of candidates to all Members of the Corporation in good standing at that time, at least thirty (30) days prior to the Annual Meeting;
 - d) Inform the membership that they may make further nominations to the Chairperson of the nominating committee at least seven (7) days in advance of the meeting;
 - e) All further nominations must be in writing with the signature of two Members in good standing and with the permission of the Member being nominated.

Section 12.0: Documents and Fiscal Affairs

12.1 Signing Officers

- 12.1.1 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of SDSS by any of the two (2) designated signing officers of the Board and/or the Program Coordinator and/or the Administrative Coordinator.

12.2 Banking

- 12.2.1 The banking business of SDSS shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

12.3 Borrowing

- 12.3.1 The Board may from time to time:
- a) Borrow money on the credit of the Corporation;
 - b) Issue, sell or pledge securities of the Corporation; or
 - c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation, for the benefit of SDSS.
- 12.3.2 From time to time the Directors may authorize any Director, Officer or Employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

12.4 Fiscal Year

12.4.1 Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

12.5 Cheques and Payments

12.5.1 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 Corporation shall be signed by such Director or Directors, agent or agents of the Corporation. In such manner as shall, from time to time, be determined by resolution of the Board of Directors and any one of such Officers or agents, may alone endorse notes and drafts for collection on account of the Corporation through its bankers. Signing officers shall endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance or certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

12.6 Deposit of Securities for Safekeeping

12.6.1 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 of directors. Any and 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 of the Board and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians by the Board, shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Section 13.0: Amendment

13.1 Bylaw Amendment

13.1.1 Bylaws of SDSS will be reviewed by the Board of Directors on a regular basis.

13.1.2 The directors shall submit the by-law, amendment or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution. Directors will provide copies of bylaw amendment proposals 5 days prior to the Annual Meeting.

13.1.3 A copy of the Bylaws will be distributed to all Board members and are available to any Member, or potential Member, of the Corporation upon request.

Section 14.0: Execution of Documents

14.1 Execution of Documents

14.1.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the Chair or Vice Chair and by any other Officer or Director authorized by the Board.

- 14.1.2 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chair or Vice Chair or by any other Officer or Director authorized by the Board.
- 14.1.3 The Chair or Vice Chair, and any person or persons from time to time designated by the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise. Said persons may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers. Said persons may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- 14.1.4 Notwithstanding any provisions to the contrary contained in the Bylaws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

14.2 Books and Records

- 14.2.1 The Board of Directors shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

Section 15.0: Dissolution

- 15.1 Upon dissolution all assets of the corporation shall be distributed to an organization(s) operated exclusively for charitable purposes and which have established purposes similar to those of Sunrise Developmental Support Services.