

SUNNY DAYS GROUP PROGRAM

BY-LAWS #5

Thursday, October 17, 2024

A By-Laws relating to the organization and conduct of the affairs of the Sunny Days Group Program.

<u>TABLE OF CONTENTS</u>			
SECTION 1 GENERAL			2
	1.01	DEFINITIONS	2
	1.02	INTERPRETATION	2
	1.03	EXECUTION OF DOCUMENTS	2
SECTION 2 LOCATION, VISION, MISSION AND OBJECTIVE			3
SECTION 3 MEMBERS			3
	3.01	PROGRAM MEMBERS	3
	3.02	VOTING MEMBERS	3
	3.03	PROGRAM FEES	4
	3.04	RESIGNATION	4
	3.05	DISCIPLINARY ACTION	4
	3.06	TERMINATION OF MEMBERSHIP	5
SECTION 4 DIRECTORS			6
	4.01	VACANCIES AND REMOVAL OF DIRECTORS	6
	4.02	FILLING VACANCIES	7
SECTION 5 OFFICERS			7
	5.01	CHAIR/PRESIDENT	8
	5.02	TREASURER	9
	5.03	SECRETARY	10
SECTION 6 COMMITTEES			11
SECTION 7 FINANCIAL			12
SECTION 8 AUDITORS			12
SECTION 9 RENUMERATION			13
SECTION 10 CONFLICT OF INTEREST			13
SECTION 11 MEMBERS MEETING (AGM)			13
SECTION 12 DIRECTORS MEETING			14
SECTION 13 SPECIAL MEETING			15
SECTION 14 QUORUM			15
SECTION 15 VOTING			16
	15.01	PROXY	16
SECTION 16 REQUESTING MEETINGS			16
SECTION 17 ADJOURNMENT			17
SECTION 18 BORROWING AUTHORITY			17
SECTION 19 OTHER			17
SECTION 20 INDEMNIFICATION OF DIRECTORS AND OFFICERS			17
SECTION 21 DISSOLUTION			18
SECTION 22 BY-LAW ADMENDMENTS			18

SECTION 1-GENERAL

1.01-DEFINITIONS

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

- a. "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;
- b. "SDGP" means Sunny Days Group Program;
- c. "Board" means the board of directors of Sunny Days Group Program and "Director" means a member of the board;
- d. "By-Laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "Chair" means the Chair of the Board and may also be President or Chair/President;
- f. "Corporation" means Sunny Days Group Program that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act.
- g. "Member" means a member of the Corporation, and "Members" means the collective membership of the Corporation;
- h. "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 singular include the plural and vice versa, and words importing one gender include all genders.

The Sunny Days Group Program derives its duties, responsibilities, and powers from this Constitution and By-Laws. It is the purpose and duty of Sunny Days Group Program to secure and promote the interests and welfare of Sunny Days Group Program.

1.03-EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

SECTION 2-LOCATION, VISION, MISSION AND OBJECTIVE

2.01-HOME OFFICE

The head office of Sunny Days Group Program shall be in the Municipality of Brighton, in the Province of Ontario, at such place therein as may be determined by the Board.

2.02-VISION

Sunny Days Group Program is a not-for-profit that provides a place for adults with different challenges to develop friendships, laughter, and give purpose to their day.

2.03-MISSION

To create a not-for-profit, self-sustaining, independent community program for adults with different challenges who are accepted by and actively involved in their community.

2.04-OBJECTIVES

To advance the physical, cultural, and social life of Sunny Days Group Program by establishing, maintaining, and supporting a community wide program to support individuals with special needs.

SECTION 3-MEMBERS

The Sunny Days Group Program has two classes of Members.

3.01-PROGRAM MEMBERS

Participating Members are the Disabled Adults who are currently attending and benefit from our programming. By special provision this class of Members does not vote at meetings.

- As set out in the Articles, each Member of the Participating Program Members class is not entitled to receive notice of, attend, or vote at all Voting Members' meetings.
- Members of the Participating Members class cannot transfer to other classes.

3.02-VOTING MEMBERS

- a) The parents, guardians or caregivers of our Participating Members, Voting members may cast one vote only for each Participating Member they are responsible for (even if there are more than one parent, guardian, or caregiver for any Participating Member).
- b) Any Member of the Board of Directors who is not associated with a Participating Member.

- c) A parent, guardian or caregiver of individuals enrolled in SDGP
- d) 18 years of age or older
- e) Are entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation
- f) Membership is not transferable and automatically terminates if the Member resigns or is otherwise terminated in accordance with the Act.

3.03-PROGRAM MEMBERSHIP FEES

- Membership fees are the monthly amount of pay per use of their individual enrolled in SDGP.
- Individual invoices will be emailed approximately one week prior to due date.
- Membership fees should be paid on time at the end of the month for the next month.
- Members having financial difficulties with payment may discuss the situation with a Director and/or Treasurer regarding their issues. A mutual agreement can be formulated.
- After three months of no payment of fees, interest charges will be applied and membership may be revoked.

3.04-RESIGNATION

A Membership in Sunny Days Group Program is considered Resigned when:

- The Member dies.
- The Member resigns by delivering a written resignation to the Chair of the Board, in which case such resignation shall be effective on the date specified in the resignation.
- The Member's individual no longer is enrolled or attends SDGP.
- The Member is terminated.
- As of resignation date, the rights of the Member, including any rights in the property of SDGP, automatically cease to exist.
- Sunny Days Group Program is liquidated or dissolved under the Act.

3.05-DISCIPLINARY ACTION

The Board shall have authority to suspend or expel any Member from Sunny Days Group Program for any one or more of the following grounds:

- 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;

- 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 suspended or terminated from the membership in the Corporation;

1. A 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-Laws.
2. The notice will be sent by electronic mail to the last known address of the Member shown in the records of SDGP. The notice may also be delivered by an Officer of the Board.
3. The notice shall set out the reasons for the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.
4. In the event that no written submissions are received by the Board, the Board may proceed to notify the Member, that the Member is suspended or terminated from membership in the Corporation.
5. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.06-TERMINATION OF MEMBERSHIP

A membership in Sunny Days Group Program is terminated when:

- A Member fails to maintain any qualifications for being a member described in Section 3.01 of these by-laws.
- The Member has not paid fees within three (3) months following the date that the fees are due, the Member is considered to have submitted their resignation.
- A Member is liable for any debts owing to SDGP on the date of resignation or termination of membership.
- A Member is terminated in accordance with Section 3.05 or is otherwise terminated in accordance with the articles or by-laws.
- Any Member may be removed by resolution of the Board of Directors.

Upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically ceases to exist.

The Board's decision is final and binding on the member, without any further right of appeal.

SECTION 4.00-DIRECTORS

The Members elect the Directors, from candidates screened and approved by the Board of Directors, at the Annual General Meeting. The Directors may be recommended by the Members. There needs to be a minimum of three Directors to a maximum of five Directors, on the Board of Directors. Any person is eligible to be a Director of Sunny Days Group Program who:

- Is not an employee of SDGP.
- Is at least 18 years of age.
- Is not bankrupt.
- There is no limit on the number of times a Director can be re-elected.
- If a Director is not elected for a stated term, then the term will end at the following Annual General Meeting.
- Will act honestly and in good faith with a view to the best interests of Sunny Days Group Program.
- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- Submit a CPIC (Police Check with Vulnerable Sector Check) for Sunny Days Group Program.
- An Individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless the individual consents in writing to hold office as a Director before or within 10 days after the election or appointment.
- A Director shall have one year experience on the Board of Directors and one year of training in the Officer's position to be taken (Chair, Treasurer, Secretary) before taking on the position solely.

4.01-VACANCIES AND REMOVAL OF DIRECTORS

The office of a Director shall be vacated immediately:

- If the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- If the Director dies or becomes bankrupt;
- If the Director is found to be incapable of managing property by a court or under Ontario law;
- If at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members recommending removing the Director before the expiration of the Director's term of office;
- The Director may in writing oppose their removal. The Board may consider the written submission and choose to remove the Director in question or not. The Board's decision shall be final and binding on the Member, without any further right of appeal.

4.02-FILLING VACANCIES

A Vacancy on the Board shall be filled as follows:

A quorum of Directors may fill a vacancy among the Directors

- The Board of Directors shall interview any potential or recommended individual interested in joining the Board of Directors.
- The Board of Directors will give a decision on that Interviewee within 30 days from the interview.
- If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of the Members to recommend eligible persons fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- If the vacancy occurs as a result of the Board removing a Director, the Members may recommend eligible candidates to fill the vacancy by a majority vote and any Candidate recommended to fill the vacancy, subject to approval by the Board, shall hold office for the remainder of the removed Director's term;
- The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.
- The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual meeting of the members.

SECTION 5-OFFICERS

Any person is eligible to be an Officer of Sunny Days Group Program who meets:

- The requirements of a Director of SDGP;
- Is elected or appointed by the Board of Directors.

The Board shall appoint from among the Directors a Chair/President and may appoint any other Director Secretary and Treasurer at its first meeting (within 30 days) following the annual meeting of Sunny Days Group Program. The office of Secretary and Treasurer may be held by the same person. The Board may appoint such other Officers as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

Any Officer shall cease to hold office upon resolution of the Board, the term is at the end and a successor is being appointed, or receipt of resignation. Any officer must return any property, including documents, paperwork etc. Items shall be returned to SDGP home office address within 24 hours.

5.01-CHAIR/PRESIDENT

The Chair of the Board/President is appointed and shall be a Director and the Chief Executive Officer of the Corporation.

- Shall hold this office for a term of up to 4 years or less.
- Shall preside at meetings and exercise all duties pertaining to this office including but not limited to:
 - Issue the call for regular and special meetings of the Board.
 - Serve as a sanctioned member of all committees of the Board.
 - Prepare in cooperation with the Secretary, an agenda for each meeting.
 - Be one of the signing authorities for financial transactions of SDGP.
- Shall be responsible for implementing the strategic plans and policies of the Corporation.
- Subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose a Director to act as the Chair.
- Shall perform duties described in Schedule A and such other duties as maybe required by law or as the Board may determine from time to time.

SCHEDULE A

- Provide leadership to the Board
- Ensure the integrity of the Board's process and represents the Board to outside parties.
- Co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors
- Ensures the Board discussed all matters relating to the Board's mandate
- Establish agendas and preside over Board meetings
- Ensure the meetings are effective and efficient for the performance of governance work
- Ensure that a schedule of Board meetings is prepared annually
- Serve as the Board's and the public's central point of communication
- Provide guidance to the Directors and Members regarding the Board's expectations and concerns.
- Ensure management strategies, planning and performance information are properly presented to the Board
- Lead the Board in monitoring and evaluating the performance of the program, staff, and governance through an annual process.
- Report regularly to the Board on issues relevant to its governance responsibilities
- Set a high standard for Board conduct and enforce Policies and By-Laws concerning Director's conduct
- Serve as a mentor to other Directors, ensure that all Directors contribute fully, address issues associated with underperformance of individual Directors
- Ensure succession planning for the Board
- Serve as a Member on all Board committees

5.02-TREASURER

The Treasurer works collaboratively with the Chair/President to support the Board in achieving its fiduciary responsibilities.

- Shall hold this office for a term of up to 3 years or less
- Shall be a Director of the Board
- Shall be appointed by the Board of Directors
- Be one of the signing authorities with the Chair/President and Secretary of SDGP
- May hold the treasurer and secretary offices on the Board
- Complete in a timely and accurate manner all banking, transactions including receivables and payables, serves as custodian of the funds, keeping records of all receipts, prepare and provide quarterly financial statements to the Board of Directors.
- Prepare and present a fully audited financial statement for the membership of the SDGP at the AGM meeting
- Shall retain accounting records for seven years and store at the home office location
- Shall perform duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

SCHEDULE B

- Shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in a timely and accurate manner, in the name and credit of the SDGP in such chartered bank as designated by the Board.
- Shall disburse the funds of the Corporation may be directed proper authority, taking proper vouchers for such disbursements, and
- Shall render to the Chair and Directors at the regular meeting of the Board, or whenever they require it, an accounting of all the transactions and a statement of the financial position of the corporation (within a reasonable time, and of no more than 30 days)
- Shall also perform such other duties as may from time to time be directed by the Board
- Maintain a high standard for Board conduct and uphold Policies and By-Laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities
- Serve as a mentor to other Directors
- Present to the members at the Annual General Membership meeting an annual report, the financial statement of the corporation, approved by the Board, together with the report of the Auditor or of the persons who have conducted the review of the financial bookkeeping, as the case may be
- Shall perform the duties of the Chair in their absence
- Help develop fundraising plans
- Ensure that all financial policies and procedures are adhered to by Members

TREASURER-continued

- Provide a written report to the executive should SDGP By-Laws be materially or fundamentally breached, within seven (7) days of the discovery of the breach
- All large projects, for the benefit of SDGP, shall be reviewed and approved by resolution by the Board prior to the onset.

5.03-SECRETARY

The secretary works collaboratively with the Chair/President and the Treasurer to support the Board in achieving its record keeping responsibilities.

- Shall hold this office for a term of up to 3 years or less
- Shall be a Director of the Board
- Shall be appointed by the Board of Directors
- Be one of the signing authorities with the Chair/President and Treasurer of SDGP
- Can hold the Secretary and Treasurer offices on the Board
- Works collaboratively with the Chair/President to support the Board in fulfilling its fiduciary responsibilities
- Maintain and keep all records for seven years and at the home office location
- Shall perform duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time

SCHEDULE C

- Serve as custodian of the SDGP records including articles, by-laws and amendments to them, minutes of all meetings and committees, resolutions, registers of directors, officers, and members, and reports as required
- Prepare agenda with the Chair/President
- Reminders of meetings and material required for the meeting prior to the meetings
- Receive, record and report all official correspondence received and sent on behalf of the Board of Directors
- Support the Chair/President in maintaining, a high standard for Board conduct and uphold Policies and By-Laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- Keep a roll of names, addresses, phone numbers, email addresses of the Members
- Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Committees
- Attend to correspondence on behalf of the Board
- Ensure that all reports are prepared and filed as required by law or requested by the Board
- Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board Committees
- Attend all meetings of the Corporation, the Board and Board Committees

SECTION 6-COMMITTEES

Committees may be established by the Board as follows:

- The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities.
- The Board shall determine the composition and terms of reference for any such committee
- The Board may dissolve any committee by resolution at any time
- in an Audit Committee-the majority of the committee must not be officers or employees of SDGP or any of SDGP's affiliates
- The Board can only delegate its powers to a committee composed of solely Directors
- The Board can form an Advisory Committee that has one or more members that are not Directors

SECTION 7.00-FINANCIAL

- The Board shall by resolution from time to time designate the chartered Canadian Bank in which the money, or other securities of the Corporation shall be placed for safekeeping
- The financial year of the corporation ends on December 31 in each year. The financial statement and budget shall use this date for year-end report.
- Revenues for SDGP come from pay per use fees from member, grants, subsidies, and donations received from the government, private, or corporate donors. Any other sources, as set from time to time by SDGP
- SDGP shall use the allotted proceeds of funding and any other funds for running the day to day operations, paying employees, trips, and promotion of SDGP objectives
- All large projects, for the benefit of SDGP, shall be reviewed and approved by resolution by the Board prior to the onset
- All financial transactions issued in the name of SDGP shall be signed by two designated officers as determined by the Board
- Annual Financial Statements may be sent out via email or publish a notice to its Members stating that the Annual Financial Statements and documents are available at the registered office of the corporation and any member may, on request, obtain a copy free of charge or by prepaid mail. These will be made available upon request 21 days before the AGM
- AUDITORS shall be appointed at the annual meeting and shall have access to all records. The auditors do not have to be accredited by any financial organization.

SECTION 8.00-AUDITORS

- Shall be appointed at the annual meeting and shall have access to all records. The auditors do not have to be accredited by any financial organization
- Any notice required to be sent to the auditor shall be by telephone or by email
- The Board may approve by resolution to utilize a Chartered Accounting firm to audit

SECTION 9.00-REMUNERATION

The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from her/his position. Directors may receive reasonable compensation for expenses incurred them in the normal course of their duties.

Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

- Considered reasonable by the Board
- Approved by the Board for payment resolution passed before such payment is made
- In compliance with the conflict of interest provisions of the Act

SECTION 10.00-CONFLICT OF INTEREST

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation, shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

The Director and conflict of interest is to be recorded in the minutes

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise from the Corporation, Unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Directors cannot enter into contracts or transactions.

SECTION 11.00-MEMBERS MEETING (ANNUAL GENERAL MEMBERSHIP MEETING-AGM)

An Annual General Membership Meeting of Sunny Days Group Program must be called before 15 months after the last AGM;

- SDGP will notify of each Meeting of the Members, to each Member who is entitled to notice, each Director, and the Auditors or the persons appointed to conduct a review of books.
- Notice will be given no later that 10 days and no earlier than 50 days before each meeting.
- SDGP will include any submitted members proposals in the notice of the meeting
- Notice will be sent out via prepaid mail, or email, stating time, place and venue of meeting.
- If those who wish to attend but are unable to may participate via telephone or electronic means, if set up prior to meeting

SECTION 11.00-MEMBERS MEETING (ANNUAL GENERAL MEMBERSHIP MEETING-AGM) continued

- Annual Financial Statements may be sent out via email or publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the corporation and any Member may, on request, obtain a copy free of charge or by prepaid mail. These will be made available upon request 21 days before the AGM
- Proposals or motions to be included in the AGM must be submitted to the Board of Directors at least 60 days before the meeting.

The business at the Annual Meeting shall include:

- a) Receipt of the Agenda
- b) Receipt of the Minutes of the previous Annual Meeting and subsequent special meeting.
- c) Consideration of the Financial Statements
- d) Report of the Auditor or person(s) who has been appointed to conduct a review engagement
- e) Reappointment or new appointment of the Auditors or persons to conduct a review engagement for the coming year
- f) Receipt of Proposed Budget
- g) Election of Directors
- h) Such other or special business as may be set out in the notice of meeting

No other item of business shall be included on the agenda for Annual Meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the Annual Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Meeting.

The only persons entitled to be present at a Meeting of the Members are the Members, Directors, and Auditors. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

SECTION 12.00-DIRECTORS MEETING (BOARD OF DIRECTORS MEETING)

The first Directors' meeting following the AGM needs to be held within 30 days of the last AGM.

Meetings of Directors may be called by the Chair or any two Directors at any time and any place on seven (7) days notice.

Meetings may be held anywhere within Northumberland County.

Notice of Directors' meetings will be sent out via prepaid mail, or email at least seven (7) days in advance.

Notice of meeting is not necessary, if all of the Directors are present and none objects to the holding of the meeting.

SECTION 12.00-DIRECTORS MEETING (BOARD OF DIRECTORS MEETING)

continued

If a quorum of Directors is present, each newly elected/appointed Board may, without notice hold its first meeting immediately following, the Annual Meeting of SDGP.

Directors' meetings will be held at least quarterly (every 3 months)

Directors can participate in meetings by telephonic or electronic means if all Directors consent and verification of that Director identity, using that telephonic or electronic means, is recorded in the minutes.

Each Director will be entitled to one (1) vote.

Questions arising at any Board meeting shall be decided by a majority of votes.

In case of an equality of votes, the chair shall not have a second or casting vote.

Voting will be a show of hands and /or verbal yeah or nay, the total results will be tallied and recorded.

Resolutions should be done in a Directors meeting, however, a resolution signed by all the Directors is as valid as if it were passed at a meeting of directors.

SECTION 13.00-SPECIAL MEETINGS

The Directors may call a Special Meeting of the Members.

The Board shall convene a Special Meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation, that doesn't fall within the exceptions listed in the Act, within twenty-one (21) days from the date of the deposit of the requisition.

Notice has to be no less than ten (10) days and not more than fifty (50) days written notice of any Special Members Meeting shall be given via email to each Member, Auditor, and Director.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgement on the decision to be taken, Notice of each meeting must remind the members of the right to vote in person or by telephonic or electronic means.

SECTION 14.00-QUORUM

Quorum for a Members Meeting is a majority of the voting Members, whether present in person, by proxy, or by telephonic or electronic means.

Quorum must be present at the start of a Members Meeting for the meeting, to proceed (even if quorum is not present throughout the meeting).

If quorum is not present at the start of the meeting, the Members present may adjourn the meeting to a fixed time and place, but may not decide on any other business.

SECTION 15.00-VOTING OF MEMBERS

Business arising at any Members' Meeting shall be decided by a majority of votes:

- 1) Each Member shall be entitled to one vote at any meeting
- 2) Votes shall be taken by a show of hands among all Members present and the Chair of the meeting (if a member) shall have a vote.
- 3) An abstention shall not be considered a vote cast.
- 4) Before or after a show of hands has been taken on any question, the Chair of the meeting may require or any member may demand a written ballot. A written ballot is required or demanded shall be taken in such manner as the Chair of the meeting shall direct.
- 5) If there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- 6) Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

15.01-PROXY

When notified of a meeting, a Member may/has the right to appoint a proxy holder, who also needs to be a Member of SDGP.

A Proxy Form (available from Head Office or by email upon request) needs to be filled out, signed and returned to Head Office at least one (1) day prior to the meeting.

The completed and signed form will entitle the proxy holder one (1) vote as per the directions given on the form, for the meeting date on the form only.

SECTION 16.00-REQUESTING MEETINGS

For Members to demand a meeting, the Corporation Act requires 100 % of the voting membership to send a request with reasons to each Director and to the organization's registered office. Resolutions should be done in a Directors' meeting, however, a resolution signed by *all* the Members is as valid as if it were passed at a meeting of Directors.

SECTION 17.00-ADJOURNMENT

In the case meetings, where the Chair needs to adjourn the meeting, for continuation at a later date, the Chair may do so with consent of the Members.

The Chair doesn't need to give notice as long as the meeting is continued within 30 days of the start of the meeting.

After 30 days or more, the chair will have to give notice of the continuation of the meeting.

SECTION 18.00-BORROWING AUTHORITY

With Resolution of the Membership, the Board of Directors may borrow money, pledge debt obligations, give a guarantee, and mortgage property on behalf of SDGP.

SECTION 19.00-OTHER

Computation of time- where a given number of days' notice or extending over any period is given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days.

Error or omission-no error or accidental omission in giving notice of a Board Meeting or any Members' Meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 20.00-INDEMNIFICATION OF DIRECTORS AND OFFICERS

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects, or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising, from bankruptcy, insolvency or tortuous act of any person, firm or Corporation with whom or which any monies, securities, or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. Complied with the Act and the Corporation's Articles and By-Laws; and
2. Exercised their powers and discharged their duties in accordance with the Act.

The Board of Directors may purchase Director and Officer Insurance if eligible.

SECTION 21.00-DISSOLUTION

The Ontario Not for Profit Corporation Act determines how SDGP property will be handled upon dissolution.

SECTION 22.00-BY-LAW ADMENDMENTS

The Board may from time to time in accordance with the Act pass or amend this By-Law. Directors can make, amend or repeal By-Laws (other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a Meeting of Members) but need approval by a majority of votes cast by Members and confirmation at the next Members' Meeting.

A voting Member may also bring a proposal to change a By-Law. Members may from time to time amend this By-Law by a majority of the votes cast.

Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be By-Law no. 5 of the Sunny Days Group Program, as enacted by the Directors of the corporation by resolution on the 17th day of October 2024.

Dated as of the ____ day of _____ 2024.

Joann Dunkley
CHAIR/PRESIDENT