

JACKMAN COMMUNITY DAYCARE BY-LAWS

Table of Contents

1. HEAD OFFICE	3
2. SEAL	3
3. MEMBERS	4
4. FEES.....	4
5. REVOCATION OF MEMBERSHIP	4
6. RESIGNATION AND TERMINATION	4
ANNUAL AND OTHER MEETINGS OF MEMBERS.....	5
7. ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS.....	5
8. NOTICE.....	6
9. OMISSION OF NOTICE.....	6
10. ADJOURNMENTS	6
11. QUORUM.....	6
12. VOTING.....	6
BOARD OF DIRECTORS	7
13. POWERS OF BOARD MEMBERS	7
14. NUMBER OF BOARD MEMBERS.....	7
15. QUALIFICATIONS	7
16. TERM.....	8
17. REMOVAL OF BOARD MEMBERS	8
18. CONFLICT OF INTEREST.....	9
19. VACANCIES	9
20. REMUNERATION.....	10
21. QUORUM.....	10
22. PLACE AND NOTICE OF MEETINGS	10
23. VOTING OF BOARD OF DIRECTORS	10
24. BOARD MEMBERS' FIDUCIARY DUTIES AND STANDARDS OF CONDUCT	11
OFFICERS	11
25. OFFICERS.....	11
26. ELECTION OF OFFICERS	11
27. PRESIDENT	11
28. VICE-PRESIDENT	12
29. SECRETARY	12

JACKMAN COMMUNITY DAYCARE BY-LAWS

30. TREASURER.....	12
31. DELEGATING DUTIES OF THE OFFICERS	12
32. OTHER OFFICERS.....	12
33. CONFLICT OF INTEREST.....	12
34. PROTECTION OF BOARD MEMBERS.....	13
35. INDEMNIFICATION OF BOARD MEMBERS	13
FINANCIAL AUTHORITY AND RESPONSIBILITIES	14
36. AUDITORS	14
37. CHEQUES	14
38. EXECUTION OF DOCUMENTS	14
39. BORROWING POWERS.....	14
40. INVESTMENT POLICY	15
41. FINANCIAL YEAR	16
42. CUSTODY OF SECURITIES	16
43. BOOKS AND RECORDS	16
44. COMMITTEES AND SUBCOMMITTEES.....	16
45. FUNDRAISING.....	17
46. ENACTMENT AND AMENDMENT OF BY-LAWS.....	17
47. SERVICE.....	17
48. SIGNATURE TO NOTICES.....	17
49. COMPUTATION OF TIME	17
50. DISSOLUTION	17
51. AMENDMENT OF BY-LAWS.....	18
52. REPEAL.....	18

JACKMAN COMMUNITY DAYCARE BY-LAWS

A By-Law relating generally to the conduct of the affairs of Jackman Community Daycare.

Be it enacted and it is hereby enacted as a by-law of Jackman Community Daycare (hereinafter called “the Corporation” or “the Daycare”) as follows:

1. HEAD OFFICE

The Head Office of the Corporation shall be at Jackman Avenue Public School, 79 Jackman Avenue in the Municipality of Toronto, in the Province of Ontario.

Definitions.

In this by-law and all other by-laws of the Centre, unless something in the subject matter or context is inconsistent therewith or otherwise requires:

- a. “Act” means the Corporations Act of Ontario, R.S.O. 1980 c.95 as amended from time to time or any Act that may be substituted therefore;
- b. “Board” means the Board of Directors of the Corporation;
- c. “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
- d. “Corporation” and “Centre” means Jackman Community Daycare
- e. “Member” means any member of the Corporation
- f. “Members” means the collective membership of the Corporation (see section 3)
- g. “Director” means a member of the Board of Directors;
- h. “Community Director” means a person that has been elected to the Board of Directors, but is not otherwise a Member (see section 15);
- i. "Officer" means a Director who also serves in an executive position on the Board.
- j. “Board of Directors” and “Board Members” includes both Directors and Community Directors
- k. “CCEYA” means the Child Care and Early Years Act, 2014, the legislation governing licensed child care in Ontario.

2. SEAL

The seal, of which an impression appears in the margin, is hereby adopted as the corporate seal of the Corporation.

JACKMAN COMMUNITY DAYCARE BY-LAWS

3. MEMBERS

Members of the Corporation shall consist of the following:

- (1) The parent(s) or legal guardian(s) of a child enrolled in the Jackman Community Daycare;
- (2) Jackman Community Daycare Management.

Neither membership nor the rights, privileges and duties thereof may be transferred or assigned.

The Board of Directors may, by resolution, reject any membership at its discretion.

Each family in good standing shall be entitled to one vote on each question arising at any special or Annual General Meeting. Community members shall not be entitled to vote but shall be eligible to stand for election to the Board of Directors.

Members are entitled to attend the Annual Meeting and any other Special Meetings that may be called by the Board of Directors.

4. FEES

No dues or fees for membership shall be payable by Members.

5. REVOCATION OF MEMBERSHIP

Any Member's membership may be terminated by resolution of the Board of Directors, in its discretion, provided the Member is given reasonable notice of the proposed termination and the grounds for same, and the opportunity to attend and make representations to the Board of Directors personally or by agent prior to such decision being made. The decision of the Board is final and not subject to appeal.

Any member may be expelled from the Corporation by a two-thirds vote taken by ballot of the members present and eligible to vote at an annual or other general meeting of members.

6. RESIGNATION AND TERMINATION

A member may terminate her/his membership by tendering her/his resignation in writing to the Board of Directors. Membership under paragraph 3.(1) shall automatically terminate upon the child(ren) of the member ceasing to be enrolled in the Daycare.

JACKMAN COMMUNITY DAYCARE BY-LAWS

ANNUAL AND OTHER MEETINGS OF MEMBERS

7. ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

The Annual and other General Meetings of the Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the Board Members shall appoint. If a meeting is conducted online or by phone, all participants must be able communicate with each other at the same time, which means simultaneously and instantaneously.

Notice of the time and place of a meeting of the Members and the general nature of the business to be transacted thereat shall be delivered by email at least ten days before the day on which the meeting shall be held.

The Board of Directors or the President or Vice President shall have power to call at any time a general meeting of the Members of the Corporation.

Every Member entitled to vote, upon request, shall be provided, not less than 21 days or other number of days prescribed in the regulations before the Annual General Meeting with a copy of the approved financial statement, auditor's report or review engagement report and other financial information required by the By-laws or articles.

Business transacted at the Annual General Meeting shall include, as required:

- Receipt of the agenda;
- Receipt of the minutes from the previous annual meeting and any other; special member's meeting;
- Consideration of the financial statements;
- Report of the auditor;
- Reappointment or new appointment of the auditor;
- Election of the Directors and Community Directors; and,
- Other special business as may be set out in the notice of the meeting.

The Board of Directors may call a special meeting of the Members. Board Members 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 does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

JACKMAN COMMUNITY DAYCARE BY-LAWS

8. NOTICE

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Member's meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. 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.

9. OMISSION OF NOTICE

The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

10. ADJOURNMENTS

The President, Vice President or presiding delegate with the consent of any Members at any general meeting may adjourn from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting, in accordance with the notice calling the original meeting.

11. QUORUM

Seven Members present in person shall constitute a quorum at any meeting of the Members. A quorum must be present throughout the meeting in order for the members to proceed with the business of the meeting.

12. VOTING

At any meeting of Members, each Member other than:

- the President or presiding designate;
- Jackman Community Daycare Management.

shall be entitled to one vote and such right to vote may not be exercised by a proxy for such Member. Unless otherwise required by the provisions of the Corporations Act or the By-laws of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of votes cast by Members entitled to vote.

All votes shall be taken in the usual manner, by a show of hands indicating assent, dissent and abstention; unless there is a request by any Member present that the vote shall be taken by ballot or poll. In the event of a tie, the President, or designate presiding at the meeting shall have the ability to cast a deciding vote.

JACKMAN COMMUNITY DAYCARE BY-LAWS

BOARD OF DIRECTORS

13. POWERS OF BOARD MEMBERS

The affairs of the Corporation shall be managed by a Board of Directors, which subject to the Act and the By-Laws, may exercise all such powers and do all such acts and things as the Corporation is authorized to do. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

14. NUMBER OF BOARD MEMBERS

The Board of Directors shall be elected by Members and consist of a minimum of 7 and a maximum of 12 Board Members, as follows:

- 1) Directors - Board Members who are elected by Members of the Corporation;
- 2) A maximum of 2 shall be Community Directors - Board Members that are not otherwise voting Members of the Corporation and who wish to participate in the work of the corporation.
 - a) A Community Director shall be elected by Members of the Corporation during the Annual General Meeting.
 - b) Once elected by Members, Community Directors shall become Board Members and will be able to vote during meetings of the Board of Directors.

15. QUALIFICATIONS

Each Director shall:

- 1) be at the time of their election or within ten days after, and through their term of office, a member of the Corporation in good standing.

Each Board Member (Director and Community Director) shall:

- 2) be at least 18 years of age;
- 3) not be, at the time of their election, and through their term of office an undischarged bankrupt;
- 4) not be, at the time of their election, and throughout their term of office, convicted of a criminal offence involving children in any manner, involving fraud in any manner, or which, in the reasonable discretion of Board Members, would render that individual unfit or inappropriate to act as a Director of the Corporation; and

JACKMAN COMMUNITY DAYCARE BY-LAWS

- 5) not be, at the time of their election, and through their term of office, in contravention of any policy of the Corporation (including, without limiting the generality of the foregoing, the Corporation's Code of Conduct);
- 6) not be, at the time of their election, and through their term of office, an employee of the Corporation
- 7) complete a criminal reference check, as required by the CCEYA.

16. TERM

Board Members shall be elected to fill the positions of those Board Members whose term of office has expired, and each Board Member so elected shall hold office for a term of two years.

At each subsequent Annual General Meeting, Board Members shall be eligible for re-election or re-appointment to a maximum of four consecutive years.

17. REMOVAL OF BOARD MEMBERS

A Board Member shall automatically be removed from the Board of Directors upon any of the following events:

- 1) If a Director ceases to be a member of the Corporation;
- 2) She/He ceases to hold the qualifications set out in paragraph 15 (1) to (7)
- 3) She/He resigns as Board Member by notice in writing to the Secretary of the Corporation and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- 4) She/He is absent, without leave of the Officers, from two consecutive regular meetings of the Board of Directors;
- 5) She/He is, without leave of the Board of Directors, in arrears of two months' Daycare fee payments;
- 6) Upon becoming employed by the Corporation or entering into any arrangement with the Corporation pursuant to which monies are to be paid either directly or indirectly for services provided for her/his benefit, except with written approval by the Board of Directors
- 7) Death.
- 8) The Board of Directors determines the criminal reference check indicates a history that would prevent them from serving on the Board

JACKMAN COMMUNITY DAYCARE BY-LAWS

- 9) If the Board Member is found to be incapable of managing property by a court or under Ontario law; or
- 10) If, at a meeting of the Members, a resolution is passed by at least a majority of votes cast by the Members removing the Board Member before the expiration of the Board Member's term of office.

The Members may remove a Board Member by a resolution passed by a majority of the votes cast at a general meeting of Members of which notice specifying the intention to pass a resolution removing such Board Member from office has been given vote, for any reason, which may include:

- 1) The Corporation has commenced an investigation into an alleged contravention by her/him of any policy of the Corporation (including, without limiting the generality of the foregoing, the Corporation's Code of Conduct);
- 2) She/He contravenes any policy of the Corporation (including, without limiting the generality of the foregoing, the Corporation's Code of Conduct);

If Members of the Corporation remove an elected Board Member from office, they may, by a majority of votes cast at such meeting, elect another Board Member in her/his stead for the remainder of her/his term.

18. CONFLICT OF INTEREST

Every Board Member who has, directly or indirectly, any pecuniary interest in any contract, transaction or any matter to which the Corporation is or is to a party, shall unless the subject of the contract or transaction is of a type available to all members of the Corporation, declare her/his interest in such contract, transaction, or any matter at a meeting of the Board of Directors and shall at that time disclose the nature and extent of such interest, and shall not vote at any meeting and shall not in respect of such contract or transaction be counted in the quorum for the meeting.

Every declaration of interest, but not the general nature of that interest, will be recorded in the Minutes of the meeting of Board Members or committee of the Board of Directors.

19. VACANCIES

If a vacancy shall occur on the Board of Directors, the remaining Board Members, if constituting a quorum, may appoint a qualified person to fill the vacancy. The remaining Board Members may call a meeting of Members to fill the vacancy by majority vote or the position may or may not be filled at the discretion of the remaining Board Members.

If the vacancy occurs as a result of Members removing a Board Member, the Members may fill the vacancy by a majority vote. Any Board Member elected to fill the vacancy shall hold office for the remainder of the term.

JACKMAN COMMUNITY DAYCARE BY-LAWS

20. REMUNERATION

As provided in the letters patent, the Board Members shall serve as such without remuneration, and no Board Member shall directly or indirectly receive any profit from her/his position as a Board Member; provided that a Board Member may be paid reasonable expenses incurred by her/him in the performance of her/his duties, and authorized by the Board of Directors.

21. QUORUM

A quorum for the transaction of business at meetings of the Board of Directors shall be a majority of Board Members

If all Board Members consent, a Board Member may participate in a meeting of the Board of Directors remotely, by means that permit all participants to communicate simultaneously and instantaneously during the meeting.

22. PLACE AND NOTICE OF MEETINGS

The Board of Directors may select days for regularly scheduled meetings at a specified time and place and no notice need be provided as long as the decision to hold such regular meetings is referred to in the minutes of the Board of Directors and communicated to Members (i.e. posted on the Daycare's website).

When a meeting of the Board of Directors is conducted online or by phone, Board Members must be able communicate with each other at the same time, which means simultaneously and instantaneously.

A meeting of the Board of Directors may be called by the President or on the written request of three Board Members. Notice of the time and place of any such meeting shall be provided at least 48 hours before the time when the meeting is to be held but notice shall not be necessary if all Board Members are present or if those absent waive notice of such meeting. Notice shall be provided to each Board Member (i.e. via telephone, email). The meeting will proceed provided there is quorum. A meeting of the Board of Directors may also be held without notice immediately following the Annual General Meeting of members.

Meetings of the Board of Directors are to be held no less than seven times per year.

23. VOTING OF BOARD OF DIRECTORS

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. Each Board Member, including the President, shall be entitled to one vote on each question arising at any meeting of the Board of Directors. In case of an equality of votes, the President shall not have a casting vote. In the absence of the President, the duties may be performed by the Vice President or such other Board Member as the Board may, from time to time, appoint for the purpose.

JACKMAN COMMUNITY DAYCARE BY-LAWS

Any resolution signed by all Board Members is as valid and effective as if passed at a meeting of the Board of Directors duly called, constituted and held for that purpose.

24. BOARD MEMBERS' FIDUCIARY DUTIES AND STANDARDS OF CONDUCT

Board Members have a duty to act in the best interests of the Corporation, discharge their duties honestly and in good faith, and exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Board Members shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees.

The Board of Directors may delegate the management of the Corporation's activities, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

No assignment, referral, or delegation of authority by the Board of Directors or anyone acting under such delegation shall preclude the Board of Directors from exercising full authority over the conduct of the Corporation's activities.

OFFICERS

25. OFFICERS

The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and other Officers as the Board of Directors may, by By-law, determine.

26. ELECTION OF OFFICERS

There shall be a President, Vice President, Secretary and Treasurer and such other Officers as the Board of Directors may determine by law, from time to time, by majority vote of the Board of Directors. One person may hold more than one office. Executive positions are elected annually.

Community Directors may not hold the position of President or Vice President on the Board of Directors.

27. PRESIDENT

The President shall, subject to the direction of the Board of Directors, manage the affairs and operations of the Corporation. She/He shall, also when present, preside at all meetings of the Board and of the members. Without limiting the generality of the foregoing, she/he shall sign all By-Laws and special resolutions with the Secretary and shall have other powers and duties

JACKMAN COMMUNITY DAYCARE BY-LAWS

as are determined by the Board of Directors from time to time. The President has signing authority for bank accounts.

28. VICE-PRESIDENT

In the event the President is absent, unable, or refuses to perform his/her duties, the Vice President shall perform the duties of the President. The Vice-President shall also have such other powers and duties, if any, as may from time to time be assigned to her/him by the Directors.

29. SECRETARY

The Secretary shall be clerk of the Board of Directors. This person shall attend all meetings of the Board of Directors and all members' meetings and shall record all facts and minutes of all proceedings in books kept for that purpose. In addition, the Secretary shall provide an agenda, in consultation with the President, for each meeting of the Board of Directors and any general members meetings.

The Secretary shall also have such other powers and duties as are determined by the Board of Directors from time to time.

30. TREASURER

The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required an account of all transactions and of the financial position of the Corporation. She/He shall have such other powers and duties as are determined by the Board of Directors from time to time. The Treasurer has signing authority for bank accounts.

31. DELEGATING DUTIES OF THE OFFICERS

In case of the absence or inability to act of the Vice-President, Secretary or Treasurer, Board Members may delegate all or any of the powers of such Officer to any other officer or to another Board Member for the time being as deemed necessary.

32. OTHER OFFICERS

The Board of Directors may from time to time appoint other Officers as they consider necessary who shall have such authority and perform such duties as it may prescribe.

33. CONFLICT OF INTEREST

A conflict of interest can happen when someone makes or takes part in a decision affecting the Corporation's affairs, and has a financial or other interest in, or gets a benefit from, the result of that decision which the rest of the Members do not have, or which only a few other

JACKMAN COMMUNITY DAYCARE BY-LAWS

Members have. The facts of each case are different, and careful judgment is needed to decide whether or not there is a conflict of interest.

When a Board Member has or may have a conflict of interest:

- The Board Member should declare the conflict of interest at the board meeting considering the matter.
- Board Members may raise potential conflicts of interest they feel other Board Members may have, but failed to declare. The Board of Directors then decides whether there is a conflict of interest.
- If it is determined by the Board of Directors there is a conflict of interest, the Board Member with the conflict cannot vote on the matter and must not be present during any of the meetings discussing the matter.

Every declaration of interest, but not the general nature of that interest, will be recorded in the Minutes of the meeting of the Board of Directors and/or its committees.

34. PROTECTION OF BOARD MEMBERS

No Board Member of the Corporation is be liable for the acts, neglects or defaults of any other Board 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 of Directors 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 the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, 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:

- A. complied with the Act and the Corporation's articles and By-laws; and
- B. exercised their powers and discharged their duties in accordance with the Act

35. INDEMNIFICATION OF BOARD MEMBERS

Every Board Member and her/his 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:

- 1) All costs, charges and expenses whatsoever that she/he (or it) sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her/him (or it), for or in respect of any act, deed, matter or thing whatsoever,

JACKMAN COMMUNITY DAYCARE BY-LAWS

made, done or permitted by her/him, in or about the execution or the duties of her/his office; and

- 2) All other costs, charges and expenses that she/he sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by her/his own willful neglect or default.

FINANCIAL AUTHORITY AND RESPONSIBILITIES

36. AUDITORS

The Members shall at each Annual General Meeting appoint an Auditor to audit the accounts of the Corporation and to hold office until the next annual general meeting provided that Board Members may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

37. CHEQUES

All cheques or other orders for the payment of money and notes or other evidence of indebtedness shall be signed by two authorized persons at least one of whom must be the Treasurer or President or by such other persons and in such manner as the Board of Directors may from time to time determine.

38. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagement on behalf of the Corporation shall be signed by any two of the President, Vice President and Treasurer, of which the Treasurer shall normally be one. The Secretary shall affix the seal of the Corporation to such documents as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any person authorized by the Board of Directors.

Any Board Member may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

39. BORROWING POWERS

- 1) The Board of Directors may:
 - a) borrow money on behalf of the Corporation on the credit of the Corporation;
 - b) issue, sell or pledge debt obligations of the Corporation; or

JACKMAN COMMUNITY DAYCARE BY-LAWS

- c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal movable or immovable property of the corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed or other debt or, any other obligation or liability incurred by of the Corporation.
- 2) From time to time, the Board of Directors may authorize any Board Member or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

40. INVESTMENT POLICY

The Board of Directors shall not invest any surplus funds of the Corporation other than in;

- 1) Bonds, debentures or other evidences of indebtedness,
 - a) of or guaranteed by the Government of Canada,
 - b) of or guaranteed by the government of any province of Canada,
 - c) of or guaranteed by the Government of the Canada,
 - d) of any municipal corporation in Canada, including debentures issued for public, separate, secondary, or vocational school purposes, or guaranteed by any municipal corporation in Ontario, or secured by or payable out of rates or taxes levied under the law of any province of Canada on property in that province and collectible by or through the municipality in which the property is situated;
- 2) Bonds, debentures or other evidences of indebtedness of a corporation that are secured by the assignment to a trustee of payments that the Government of Canada has agreed to make, if those payments are sufficient to meet the interest as it falls due on the bonds, debentures or other evidences of indebtedness outstanding and to meet the principal amount of the bonds, debentures or other evidences of indebtedness upon maturity;
- 3) Debentures of any loan corporation that is registered under the *Land and Trust Corporations Act*,
- 4) Guaranteed Investment Certificates of any trust corporation that is registered under the *Loan and Trust Corporations Act*,

JACKMAN COMMUNITY DAYCARE BY-LAWS

- 5) Deposit receipts, deposit notes, certificates of deposits, acceptances and other similar instruments issued or endorsed by any bank listed in Schedule I or II to the *Bank Act* (Canada) or by any authorized foreign bank within the meaning of Section 2 of the *Bank Act* (Canada).

41. FINANCIAL YEAR

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

42. CUSTODY OF SECURITIES

All investments of the Corporation or documents of title thereto shall be lodged for safekeeping with such chartered bank, trust company or other depository as the Corporation may from time to time determine. Such investments and documents of title may be registered in the name of a nominee or held in bearer form.

43. BOOKS AND RECORDS

- 1) The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept and retained. Including, but not limited to:
 - a) By-Laws;
 - b) Minutes from meetings of the Board of Directors.
- 2) Except as permitted by s. 305 of the *Act*, no member shall be entitled to or to require discovery of any information respecting any details or conduct of the Corporation's business which in the opinion of the Board of Directors it would be inexpedient or inadvisable in the interest of the members of the Corporation to communicate to the public.
- 3) The Board of Directors may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and books of account and accounting records of the Corporation or any of them shall be open to the inspection of members, and no member shall have any right to inspect any document or book or register or book of account or accounting records of the Corporation except as conferred by statute or authorized by the Board of Directors or by resolution of the members passed in general meeting.

44. COMMITTEES AND SUBCOMMITTEES

Subject to the limitations on delegation set out in the Act, the Board of Directors may establish any committee it determines necessary. The Board of Directors shall determine the

JACKMAN COMMUNITY DAYCARE BY-LAWS

composition and terms of reference for any committee and may dissolve any committee by resolution at any time. The Board of Directors may from time to time establish and appoint members to committees that shall be required to perform such duties as it may prescribe. The members of a committee need not be Board Members or Members of the corporation, although at least one member of the committee shall be a Board Member. Each committee will regularly report back to the full Board of Directors.

45. FUNDRAISING

The Board of Directors, on behalf of the Corporation, may from time to time take such steps as deemed requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

46. ENACTMENT AND AMENDMENT OF BY-LAWS

Except as otherwise provided herein, the By-Laws of the Corporation may be enacted, repealed, amended or altered by By-Law enacted in accordance with the provisions of the Corporations Act.

47. SERVICE

Any notice or other document to be given by the Corporation to any member or auditor of the Corporation shall be served personally at the daycare or by fax or email addressed to such member, Director or auditor at her/his address as the same appears in the books of the Corporation or if no address be given therein then to the last address of such member, Director or auditor known to the Secretary.

48. SIGNATURE TO NOTICES

The signature to any notice or other document given by the Corporation may be written, electronic, stamped, typewritten or printed or partly written, stamped typewritten or printed.

49. COMPUTATION OF TIME

Where a given number of days' notice or notice extending over any period is required to be given the day of service or of posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

50. DISSOLUTION

Upon the dissolution of the Corporation and after the payments of all debts and liabilities, the remaining property or part thereof of the Corporation shall be distributed or disposed of according to the provisions of the Letters Patent.

JACKMAN COMMUNITY DAYCARE BY-LAWS

51. AMENDMENT OF BY-LAWS

The By-Laws of the corporation not embodied in the letters patent may be repealed or amended by By-Law, or a new by-law relating to the requirements of the Corporations Act, may be enacted by a majority of the Board of Directors at a meeting of Board Members and sanctioned by an affirmative vote of at least two-thirds of Members at a meeting duly called for the purpose of considering the said By-Law.

52. REPEAL

By-Law Version Number 5 of the Corporation enacted in 2009 (as amended) is repealed.

Certified true copy of By-Law Number 6 enacted by the Board of Directors of the Jackman Community Daycare on the _____ day of _____ in the year _____ and confirmed by all the Members on the _____ day of _____ in the year _____

DATED this _____ day of _____ in the year _____

President

Secretary