

Jackman Community Daycare

By-Laws

Version #5

**Approved at the
Jackman Community Daycare
Annual General Meeting
June 10, 2009**

JACKMAN COMMUNITY DAYCARE BY-LAWS

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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.

2. SEAL

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

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) The Principal of Jackman Avenue Public School, or her/his designate,
- (3) The Supervisor and/or Director of Jackman Community Daycare;

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

4. REVOCATION OF MEMBERSHIP

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.

5. FEES

No dues or fees for membership shall be payable by 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.

GENERAL MEMBERS' MEETINGS

7. ANNUAL GENERAL MEETING

The annual general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario and at such time as the Board of Directors may designate but not more than 15 months after the last preceding annual general meeting.

At the annual general meeting there shall be presented a report of the Board of Directors on the affairs of the Corporation and the auditor's report thereof, and such other information or reports relating to the Corporation's affairs as the Board of Directors may determine.

8. SPECIAL GENERAL MEETINGS

A special general meeting of the members of the Corporation may be called at any time on the written requisition of three members of the Board of Directors, or by six members of the Corporation or ten percent of the members, whichever is less. A requisition for the special general meeting shall include a copy of any motion to be presented at such meeting. Within 30 days of the receipt of such requisition the Board of Directors shall hold the meeting.

9. NOTICE

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 posted prominently outside each Daycare room at least ten days before the day on which the meeting is to be held.

10. 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.

11. 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.

12. QUORUM

Seven members present in person shall constitute a quorum at any meeting of the members.

13. VOTING

At any meeting of members, each member other than:

- the President or presiding designate,
- the Principal of Jackman Avenue Public School, or her/his designate, and
- the Supervisor and/or Director of Jackman Community Daycare

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.

DIRECTORS

14. POWERS

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.

15. NUMBER OF DIRECTORS

The Board of Directors shall be elected and consist of 12 Directors as follows:

- 1) At least ten of whom shall be members who are elected by members of the Corporation;
- 2) Up to two community participants who are not otherwise members of the corporation and who wish to participate in the work of the corporation.

16. 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;
- 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 the Board of Directors, would render that individual unfit or inappropriate to act as a Director of the Corporation; and
- 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

17. TERM

The term of office of a Director shall commence on the date of her/his election or appointment and continue until the annual general meeting next following or until a successor is elected or appointed.

At each subsequent annual general meeting, Directors shall be eligible for re-election or re-appointment to a maximum of four consecutive years.

18. REMOVAL OF DIRECTORS

A Director shall automatically cease to be a Director of the Corporation upon any of the following events:

- 1) She/He ceases to be a member of the Corporation;
- 2) She/He ceases to hold the qualifications set out in paragraph 16.(1) to (4) or (6);
- 3) She/He resigns as Director 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 Directors from two consecutive regular meetings of the Board of Directors;
- 5) She/He is, without leave of the 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.

The members may remove a Director of the Corporation by a resolution passed by at least two-thirds of the votes cast at a general meeting of members of which notice specifying the intention to pass a resolution removing such Director from office has been given vote, for any reason, which may include:

- 8) 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);
- 9) 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 Director from office, they may, by a majority of votes cast at such meeting, elect another Director in her/his stead for the remainder of her/his term.

19. CONFLICT OF INTEREST

Every Director 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 Directors and shall at that time disclose the nature and extend 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 the Board or committee of the Board.

20. VACANCIES

If a vacancy shall occur on the board, otherwise than by removal by members, the remaining Directors, if constituting a quorum as defined in article 22, may appoint a

qualified person to fill the vacancy. In the absence of a quorum, the remaining Directors shall forthwith call a meeting of members to fill the vacancy.

21. REMUNERATION

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

22. QUORUM

A quorum for the transaction of business at meetings of the Board of Directors shall be five Directors.

23. 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 and posted prominently outside Daycare Room 105.

A meeting of the Board of Directors may be called by the President or on the written request of three Directors. 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 the Directors are present or if those absent waive notice of such meeting. Notice shall be delivered, mailed, e-mailed, faxed or telephoned to each Director. Notice sent by e-mail or fax will be sufficient if receipt is acknowledged by the Director. In absence of acknowledgement, 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.

Board meetings are to be held no less than seven times per year.

24. VOTING

At any meeting of the Board of Directors, each Director shall be entitled to one (1) vote and such right to vote may not be exercised by a proxy for such Director. Unless otherwise required by the provisions of the Corporations Act or the By-laws of the Corporation, all questions proposed for consideration at a Board meeting shall be determined by a majority of votes cast by directors entitled to vote. All votes shall be taken in the usual manner, by a show of hands indicating assent, dissent or abstention, unless there is a request by any Director present that the vote be taken by poll, ballot or electronically. In the event of a tie, the motion fails. For the election of Officers, where there is more than one Director seeking any one position, the vote shall be taken by ballot.

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

One person may hold more than one office except the President and Vice-President. Community members may not hold the position of President, Vice President or Treasurer on the Board. The Officers shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election, the incumbent shall hold such office until her/his successor is elected. The term of office will be a maximum of two consecutive years in the same office.

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 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 give or cause to be given notices of all meetings of the Board of Directors and of the members, and shall have the charge of the seal, minute books, registers and other corporate documents except as otherwise determined by the Board. 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 keep the books of account and accounting records of the Corporation and shall be responsible for the care and custody of the funds and investments of the Corporation. She/He shall be a member of the Finance Committee, and 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, the Directors may delegate all or any of the powers of such Officer to any other officer or to another Director 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. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and Officer 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, 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

34. 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 the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

35. 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.

36. EXECUTION OF DOCUMENTS

Contracts, deeds, transfers, licenses, documents and engagement on behalf of the Corporation or any instruments in writing requiring the signature of the Corporation, shall be signed by any two Officers and by such other persons and in such manner as the Board of Directors may from time to time determine. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or the Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Corporation may also delegate signing authority in respect of all contracts entered into by or on behalf of the Corporation in the day-to-day course of business. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of transferring and dealing with any bonds, debentures or other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments

in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

37. 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
 - 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 Director, Officer 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.

38. INVESTMENT POLICY

The Board shall not invest any surplus funds of the Board 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*,
- 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)*.

39. 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.

40. 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.

41. 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.
- 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.

42. COMMITTEE PROCEDURE

The Board of Directors may from time to time establish and appoint members to ad hoc committees that shall be required to perform such duties as it may prescribe. The members of a committee need not be Directors or members of the corporation, although at least one member of the committee shall be a Director. Each committee will regularly report back to the full Board of Directors.

43. FUND-RAISING

The 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.

44. 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.

45. 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.

46. SIGNATURE TO NOTICES

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

47. 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.

48. 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.

49. REPEAL

By-Law Version Number 4 of the Corporation enacted in 2007 (as amended) is repealed.

Certified true copy of By-Law Number 5 enacted by the Board of Directors of the Jackman Community Daycare on the _____ day of _____ and confirmed by all the members on the _____ day of _____

DATED this _____ day of _____

President

Secretary