

BY-LAW NO.1

Be it enacted and it is hereby as a by-law of the Taché community Day Care Center (hereinafter called the “Organization”), as follows

1. OBJECTIVE

The objective of the Organisation is to maintain and promote the development of quality child care

2. REGISTERED OFFICE

The Registered Office of the Organization shall be at such a places in the Province of Manitoba as the Directors of the Organization may decide.

3. SEAL

The Seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Organizations.
(Optional)

4. MEMBERSHIP

a) Members

The members of the Organization shall consist of all parents or guardians of children receiving day care from the Organization, and any other person admitted as a member by the Board of Directors.

b) Applications

Individuals who are neither parents nor guardians may apply for membership to the Board of Directors and, upon approval by the Board of Directors, become members of the Organization. The Board’s acceptance or rejection of any application is subject to the review by the members at any general meeting of the Organization.

c) Resignation

Any member may resign from the Organization by notification in writing, and the resignation becomes effective upon acceptance by the Board of Directors.

d) Expulsion

A member may be expelled from the Organization by a majority vote of the members at any general meeting. No members shall be expelled without being notified of the charge or complaint against him and without first being given the opportunity of being heard by the Board at a meeting called for the purpose.

5. FISCAL YEAR

The fiscal period of the Organization shall terminate on the 30 day of June in each year or on such other date as the director may by resolution determine.

6. MEETINGS

a) The originating meeting shall be the first annual meeting

- b) The annual meeting shall be held during the month of November on a day named by the Board of Directors and 21 days' notice of such meeting shall be given to every member of the Organization.
- c) The Board of Director or 5% of the members of the Organization may requisition the directors to call a general meeting of the Organization of any of the purposes stated in the requisition. It shall be the responsibility of the Board of Directors to ensure that 7 days' notice of such meeting shall be given to every member of the Organization.
- d) Every notice of the general meeting shall state the nature and the business of the meeting.
- e) Questions arising at any general meeting of the Organization shall be decided by a majority of votes. In case of an equality of votes, the chairman shall call a second vote. In the event the second vote results in an equality of votes the resolution shall be lost.
- f) The quorum for the transaction of business at any general meeting of the Organization shall be 10% of the number of members.
- g) Every member shall be entitled to one vote at general meetings; no voting by proxy will be permitted
- h) The rules of procedure at general meetings of the Organization shall be determined at the first general meeting and may be amended by ordinary resolution.

7. BOARD OF DIRECTORS

- a) The Board of Directors of the Organization shall consist of not less than 5 members from the membership at large. Each Director shall have one vote, of which a majority shall constitute a quorum.
- b) Qualifications of Directors
 - i) Each of the directors shall be, at the time of his election and throughout his term of office a member of the Organization in good standing.
 - ii) At least 20% of the directors must be parent(s) of child(ren) who attend the Organization.
 - iii) A director may not be a member of the immediate family of an employee of the Organization.
- c) Election

The directors shall be elected at the annual general meeting by a majority vote of those present, and shall hold office until the end of the following fiscal year. Directors shall be eligible for re-election at the annual general meeting of the Members.
- d) Removal

The members of the Organization may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his term of office, and may, by the majority of votes cast at the meeting, elect any qualified person in his stead for the remainder of the term.

e) Vacancies

If any member of the Board of Directors resigns his office, or without reasonable excuses absents himself from three or more Board meetings, or is suspended or expelled from the Organization, the Board shall declare his office vacated and may appoint a successor in his place to hold office until the next annual general meeting.

- f) The Directors of the Organization shall serve without remuneration and no Director shall directly or indirectly receive and profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties, and any Director who is a bona fide employee of the Organization (whether full time or part time) may be paid remuneration with respect to services performed by him as an employee.

8. DUTIES OF DIRECTORS

- a) The Directors of the Organization shall be responsible for co-ordination of the work of the Organization and for carrying out the policies and directives of the Organization as determined by the Organization's general meeting.
- b) The Board of Directors shall be responsible for ensuring that one member chairs meetings of the Organization, for ensuring that funds of the Organization are accounted for, and for ensuring that minutes of meetings of the Organization are maintained.
- c) The Board of Directors cannot authorize non-routine expenditures over the current bank balance without authority from a general meeting of the membership
- d) The Directors may exercise all such powers of the Organization as are not by the Manitoba Corporations Act or by the by-laws required to be exercised by the members at general meetings. The Directors shall furthermore have power to authorize expenditures on behalf of the Organization and may delegate by resolution to an officer or officers of the Organization the right to employ and pay salaries to the employee. The Directors shall have the power to make expenditures for the purpose of furthering objectives of the Organization.
- e) The Directors may authorize the payment of all expenses incurred in setting up and registering the Organization and all other expenses incidental to the formation of the Organization, of which it considers preliminary.
- f) The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Organization as they deem expedient, provided that such rules and regulations shall have force and effect only until the next general meeting of the members of the Organization when they shall be confirmed, and in default of confirmation at such general meeting of members shall at all times, and from that time, cease to have force and effect.
- g) The board of directors may require such employees of officers of the organization as the directors may so designate to give security to the organization and to maintain same in such form, amount and consideration as they deemed satisfactory for keeping, accounting for and delivering and paying over monies and securities for money or other assets of the organization which may come into its hands.
- h) The board of directors shall take such steps, as they deem requisite to enable the organization to receive donations and benefits for the purpose of furthering the objectives of the organization.

9. OFFICERS

- a. The officers of the organization shall be president, vice president, secretary, treasurer, past president and such officers as the board of directors may determine.
- b. The officers of the organization shall be appointed at the first meeting of the board of directors following each annual meeting of members and, subject to the provisions of any written employment agreement, the board may remove at its own pleasure any such officer.
- c. The board may appoint such agents and engage such employees as it shall deem necessary and such person shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.
- d. The officers of the organization shall hold office for one year or until their successors are elected or appointed in their stead.
- e. The president shall be the Chief Executive Officer of the Organization. He shall preside at all meetings of the Organization and the Board of Directors. He shall have the general and active management of the business of the Organization. He shall see that all orders and resolutions of the board are carried out into effect. He shall be a non voting member of all committees. He will prepare and submit to the members at the annual meeting a statement and report of the preceding year for its approval.
- f. The vice president shall act in the absence or disability of the President and shall exercise the powers of the president and shall perform such duties as shall from time to time be imposed upon him by the v board. Should both the president and vice president be absent or disabled, the performance of their powers and duties shall be delegated to a chairman appointed by the board.
- g. The secretary shall attend all sessions of the board and all meetings of the members and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President under whose supervision he shall be. He shall be custodian of the seal of the Organization. (if such exists)
- h. The treasurer shall have the custody of the corporation funds and securities and shall keep full and secure accounts of receipts and disbursements in books belonging to the Organization and shall deposit all monies and other valuables in the name and to the credit of the organization and at such depositories as may be designated by the Board of Directors. The accounts maintained in such depository shall be in the name of the Tache Community Daycare Center. He shall disburse the funds of the organization as may be ordered by the Board taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the board, or whenever they may require it, an account of all transactions as treasurer and the financial position of the Organization. He shall be designated as one of the signing officers of the organization in any financial transaction. He shall also perform such other duties as may be determined by the Board.
- i. The past president remains on the board from the previous year for continuity and consulting purposes and does not have voting privileges.

- j. In all cases of death, resignation, retirement or removal from office of an officer, all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Organization shall be delivered to the Board of Directors.
- k. The chairman may with the consent of any meeting adjourn the same and no notice of such adjournment need to be given to all of the Directors. Any business may be brought before or dealt with at any meetings, which might have been brought before or dealt with at the original meeting in accordance with the notice calling for the same.

10. SIGNATURE AND CERTIFICATION OF DOCUMENTS

- a. Contracts, documents or other instruments in writing requiring a signature of the Organization shall be signed by any two of the president, Vice President Secretary or Treasurer and all contracts, documents and instruments in writing shall be binding upon the Organization without any further authorization or formality. The Directors shall have power to appoint an officer or officers on behalf of the Organization to sign contracts, documents, and instruments in writing. The seal of the Organization when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by a resolution of the Board of Directors.

The terms: “contracts, document, or any instruments in writing”: as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligation, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

11. RESOLUTIONS AND AMENDMENTS

- a. The by-laws of the Organization may be amended at any general meeting of the organization by an ordinary resolution adopted by two thirds majority vote of the members of the Organization present and voting at any general meeting.
- b. Notice to amend any by-laws or introduce a new one shall be given in writing at a meeting of the Organization prior to the meeting or circulated to the members of the organization present at any general meeting.
- c. Any resolution other than a special resolution shall be deemed passed if a majority of the member’s present vote in favor of such resolution.
- d. For all purposes of the Organization, “special resolution”: shall mean a resolution passed by no less than two- thirds majority of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose a resolution as a special resolution has been duly given.

12. INDEMNITIES TO DIRECTORS AND OTHERS

Every director or officer of the Organization or other person who has undertaken or is about to undertake any liability on behalf of the Organization and their heirs, executors, administrators

and estate, respectively, shall at all times, be indemnified and saved harmless, out of the funds of the Organization from and against:

- a. All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought or prosecuted against him for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs, charges or expenses as are occasioned by his own willful neglect.
- b. All other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs therefore, except such a cost, charges or expenses as are occasioned by his own willful neglect.

13. INTERPRETATION

- a. In all by-laws and special resolutions of the Organization the singular shall include the plural, the plural, the singular; the word "person": shall include firms and corporations, the masculine shall include the feminine, whenever references are made in any by-law or any special resolution of the Organization or to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re enactment or such by-law, statute or section thereof as the case may be.

14. BOOKS AND RECORDS

- a. The books and records of the Organization shall be open to the inspection by members at all reasonable times, upon reasonable notice at the office of the organization.

15. WINDING UP

It is the unalterable provision of this by-law that members of this organization shall have no interest in the property and assets of the Organization; and that upon dissolution or winding up of the Organization, any funds and assets of the Organization remaining in satisfaction of its debts and liabilities, shall be distributed to a recognized charitable Organization in the area whose objects most closely accord with those of this Organization as determined by its members at dissolution.

BY-LAW NO 2

BORROWING

AUTHORIZES AS FOLLOWS

1. That the directors may:
 - a. Borrow money upon the credit of the organization.
2. The Directors may authorize and the Director or Directors, member or members, employee or employees of the Organization to make arrangements with the reference to money to be borrowed as aforesaid. Whereas to the terms and conditions of their loan thereof and as to the security to be given, therefore with power to vary or modify 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 securities for any monies borrowed or remaining due by the Organization as the Directors of the Organization may authorize and generally manage, transact and settle the borrowing of money by the Organization.
3. The Directors may authorize a Director or Directors, officer or Officers, employee or employees of the Organization or other person or persons whether connected with the Organization or not, to sign, execute, and give on behalf of the Organization, all documents, agreements, and promises necessary or desirable for the purpose aforesaid and to draw, make and accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments in the name and all renewals therefore, or substitutions therefore, if so signed shall be binding upon the Organization.
4. The powers hereby conferred shall be deemed to be in supplement of, not substitution for, any power to borrow money for the purposes of the Organization, possessions by its Directors or officers independently by this by-law.

Dated This _____ day of _____