

Bylaws of the Whitney Child Centre

ARTICLE I: NAME

1. The Whitney Child Centre (the “Centre”) was incorporated by letters patent under the *Corporations Act* on the 19th of October, 1983.

ARTICLE II: HEAD OFFICE

2. The head office and chief place of business of the Centre is located within Whitney Public School, 119 Rosedale Heights Drive, in the City of Toronto.

ARTICLE III: FISCAL YEAR

3. The financial or fiscal year of the Centre will terminate on the 30th day of June in each year.

ARTICLE IV: SEAL

4. The seal, an impression of which is stamped in the margin, will be the corporate seal of the corporation/Centre.

ARTICLE V: PURPOSE

5. The purpose of the Centre is:
 - a) to operate a child care centre in accordance with the *The Child Care and Early Years Act, S.O. 2014*, Reg 137/15(the “Act”);
 - b) to supply a service to the community, taking into account its particular needs; and
 - c) to provide an opportunity for each child to participate in a program of educational play aimed at promoting social, emotional, physical and intellectual growth based on each child's particular needs, interests and abilities.

ARTICLE VI: MEMBERSHIP

6. A “Member” in the Centre is defined as a person who is over the age of eighteen (18) who fits into one or more of the following categories:
 - a) the parent or legal guardian of a child admitted to the Centre (one per

- family). Parent members are subject to the Centre bylaws and are entitled to a vote at the annual general meeting (“AGM”) and/or any special meetings in accordance with these bylaws. Only the parent indicated on the membership form included in the registration materials is the parent entitled to vote at the AGM and/or any special meetings of the Members;
- b) an employee of the Centre; and/or
 - c) a member of the Centre’s Board of Directors (the “Board”).
7. The interest of a Member in the Centre will not be transferable and will lapse and cease to exist upon:
- a) in the case of a parent Member, the withdrawal of the child(ren) of the Member from the Centre;
 - b) in the case of an employee Member, the termination of the Member’s employment;
 - c) in the case of a Director of the Board, the termination or resignation of the Director from the Board; or
 - d) otherwise in accordance with these bylaws.
8. The Board may terminate the membership of any non-employee Member provided such Member will be given written notice of the intended termination and the opportunity to appear before the Board for a hearing. The notice will be given at least one (1) week before the intended date of termination and will be mailed by ordinary mail to the last address provided to the Centre by the Member. Termination of membership in accordance with this bylaw will automatically mean the removal of the Member’s child(ren) from the Centre.

ARTICLE VII: REGISTRATION & ADMISSION

9. Once a child has been accepted into the Centre, that child will only be admitted to the Centre upon the satisfaction of the following:
- a) payment in full of applicable fees made by a single cheque or by ten (10) post-dated cheques, or by authorization of electronic automatic withdrawal at the time of registration;
 - b) completion of the registration forms included in the Registration Package, including all acknowledgements and releases therein; and
 - c) evidence of compliance with immunizations and any other recommendations of the local medical officer of health, in accordance with the Act.

ARTICLE VIII: DUTIES OF MEMBERS

10. Each Member of the Centre will be required to participate in the work of the Centre by doing the following:
- a) except for the employees of the Centre, pay or cause to be paid to the

- Centre such fees and deposits in such manner and at such time(s) as are from time to time determined by the Board; and
- b) abide by and comply with the policies and procedures prescribed in the Whitney Child Centre Handbook and/or the Whitney Child Centre Policies and Procedures Manual and/or others passed from time to time by the Board.

ARTICLE IX: MEETINGS OF THE MEMBERS

Annual General Meeting

11. There will be an annual general meeting of the Members (the “AGM”) each year between September 1 and October 31, which date will be determined by the Board.
12. Notice of the AGM must be sent or delivered to Members at least twenty-one (21) days in advance of the proposed date, and will include the date, time, location and agenda of the meeting.
13. The purposes of the AGM are to:
 - a) receive reports on the work of the Centre during the preceding year;
 - b) present program direction for the upcoming year;
 - c) elect new members to the Board, as required, to fill any vacancies on the Board in accordance with the Nominations and Elections Policies and Procedures adopted by the Board from time to time;
 - d) receive, consider and approve the annual financial statements and auditor’s report, and any outstanding monthly financial statements of the Centre;
 - e) appoint auditor(s) and authorize their remuneration; and
 - f) transact any and all other business described in the agenda for the AGM.

Special Meetings of the Members

14. The Board of Directors may from time to time call a special meeting, (a “Special Meeting”) on a minimum of 3 days’ written notice to the Members.
15. A Special Meeting may also be called by a requisition signed by twenty-five (25%) percent of the Members. Such requisition will state the general nature of business to be transacted at the requested meeting and be deposited at the Centre. Upon the deposit of the requisition, the Board of Directors will call a Special Meeting within twenty-one (21) days for the transaction of the

business stated in the requisition.

16. If the Board of Directors does not, within twenty-one (21) days from the date of the deposit of the requisition, call such a meeting, any of the requisitionists may call such a meeting which will be held within sixty (60) days from the date of the deposit of the requisition, and on no less than 3 days' written notice to the Members. Only business stated in the requisition may be transacted.
17. Notice of a Special Meeting must include the date, time, location and agenda for the meeting.

Voting

18. Each Member will have one (1) vote at any meeting of the Members.
19. Except as otherwise provided herein, all questions arising at any meeting of the Members will be decided by a majority of votes, and in case of an equality of votes the chair presiding at the meeting will have a second or casting vote.
20. The presence of ten (10) Members in person will be necessary to constitute a quorum of any meeting of Members.
21. If a quorum is not present within 30 minutes of the time for which the meeting is called, the meeting will be dissolved.

ARTICLE X: BOARD OF DIRECTORS

22. The governance and management of the Centre will be the responsibility of the membership through a duly elected Board of Directors.
23. The Board will be responsible for:
 - a) hiring, supervising, evaluating and terminating supervisory staff;
 - b) consulting with the supervisor regarding hiring, supervising, evaluating and terminating staff as may be required to assist with the operation of the Centre;
 - c) ensuring that the programming meets the needs and goals of the Centre;
 - d) developing and implementing policies and procedures for the Centre;
 - e) seeking sources of funding for the Centre and its programs;
 - f) establishing a schedule of fees for Membership in the Centre;
 - g) establishing staff remuneration levels and other employment-related matters;
 - h) managing the financial affairs of the Centre;
 - i) appointing all committees and prescribing their terms of reference;
 - j) inspecting all financial records, budgets and expenses of the Centre; and
 - k) ensuring the Centre is operated in accordance with the Act and any other applicable laws.

Composition

24. The Board will have a minimum of six (6) and a maximum of twelve (12) elected members, plus the Past President (voting member) (the “directors” and each of them a “director”), and the Centre supervisor, *ex officio* (non-voting member).
25. Notwithstanding any vacancies, the directors may exercise all the powers of the Board so long as a quorum of the Board, as defined in section 42, remains in office.
26. Each member of the Board will serve for a minimum two (2) year term and a maximum six (6) year term.

Qualifications

27. A director will be eighteen (18) or more years of age.
28. In order to qualify to serve on the Board, a person will be a Member of the Centre, or have been a Member of the Centre within the previous two (2) years.
29. A director will be neither an employee nor a relative of an employee of the Centre, except in the case of the supervisor, who is an advisory director *ex officio*.
30. In accordance with applicable corporate legislation, a director will be neither bankrupt nor mentally incompetent such terms are defined by the applicable federal and/or provincial legislation.

Nominations and Elections

31. A nominating committee (the “Nominating Committee”) will be appointed by the Board and be chaired by a Board member selected by the President.
32. The Nominating Committee will identify vacancies on the Board and consider what positions need to be filled. The Nominating Committee will prepare a list of candidates that it proposes to stand for election to the Board and who have consented to stand for office. A report of the Nominating Committee will be distributed to the Members with the notice of the AGM.
33. Additional nominations for office may be presented in writing by Members of the Centre to the Nominating Committee at least ten (10) days prior to the AGM, provided that any person so nominated is eligible to serve and accepts the nomination in writing.
34. The directors will be elected from among the nominees at the AGM.

Remuneration

35. The directors will serve without remuneration in accordance with the Act.

Indemnification

36. A director, from and after election, will be indemnified and saved harmless out of the funds of the Centre from and against:

- a) all costs, charges and expenses whatsoever, which such director sustains or incurs in or about any action, suit, or proceedings which is brought, commenced or prosecuted against such director for, or in respect of, any act, deed, matter or thing whatsoever made, done or permitted by her or him in or about the execution of the duties of offices; and
- b) all other costs, charges and expenses which are sustained or incurred in or about, or in relation to, the affairs of the Board and/or the Centre, except such costs, charges or expenses as are occasions of such director's own willful neglect or default.

Removal of a Director

37. A director may be removed:

- a) if she/he is asked to resign by resolution passed by at least two-thirds (2/3) of the votes cast at a Special Meeting of the Members; or
- b) by the Board pursuant to Article XI.

Vacancies on the Board

38. A vacancy will be declared upon:

- a) the resignation of a director;
- b) the removal of a director in accordance with section 37 above or Article XI; or
- c) the death of a director.

39. The Board may appoint any qualified Member to fill a vacancy on the Board, except a vacancy resulting from the removal of a director in accordance with section 37. Where a director is removed from office under section 37, any other qualified Member may be elected by a majority of the votes cast at a Special Meeting to fill the vacancy. Where a director is removed pursuant to Article XI, the Board may appoint any interested Member to the Board in its discretion.

40. Any person so elected/appointed will be entitled to serve as a director until the next AGM.

Meetings of the Board

41. Board meetings will be held approximately monthly at such times and places

as the Board will determine.

42. Seven (7) voting Members will constitute a quorum for the transaction of business at any meeting of the Board
43. Meetings may be held by telephone or other media if so required.
44. Notice of every Board meeting will be given to every director at least three (3) days prior to the proposed date of the meeting.
45. Written notice of every Board meeting will be posted in a conspicuous place for the benefit of all Members at least three (3) days prior to the proposed date of the meeting and the notice will state the date, time and location of the meeting.
46. Meetings of the Board will be open to all Members except when sensitive or confidential matters are being considered, as determined by the Board and/or Supervisor in its or her/his discretion.
47. Any Member of the Centre will have an opportunity to make a deputation to the Board by submitting a signed written request stating the general nature of the deputation and depositing the request at the Centre at least ten (10) days prior to the next Board meeting. The deputation item will be added to the agenda of the next scheduled Board meeting.
48. The President or the Vice-President, as the case may be, will act as the chairperson of every meeting of the Board.
49. Matters arising at any meeting of the Board will be decided by a simple majority of the directors present either in person or by other electronic means. In the case of a tie vote, the President or Vice-President, as the case may be, will have a second or casting vote in addition to her or his original vote.
50. If a director has an interest in any matter before the Board (other than the interest of a Member generally) she/he will declare her or his interest and refrain from discussions of, or voting on, such matter(s) and will, if requested by the chairperson, withdraw from the meeting.

ARTICLE XI: OFFICERS

51. The directors will elect from their number a President, Vice President, Treasurer, and Secretary (hereinafter the "Officers"). Any motion to elect such Officers must be approved by a majority of the directors present at the meeting of the Board.
52. The Board may remove any person from any office at any time by a motion passed by a majority vote.
53. The Board may establish other offices and positions as it deems necessary.

54. The Board may from time to time establish such committees as in the opinion of the Board are necessary to administer the affairs of the Centre. The constitution, duties and functions of all committees will be determined from time to time by the Board. Any Board Member may be called upon by any of the Officers to sit on a committee.

Duties of the Officers

President

55. The President will preside at all meetings of the Members of the Centre and of the Board. Where the President cannot be present at any meeting of the Board only, and not the AGM or a Special Meeting, the Vice-President will preside over that meeting.

56. The President will sign all instruments that require her or his signature and will perform all duties incident to her or his office and will have such other powers and duties as may from time to time be assigned to her or him by the Board.

Vice-President

57. The Vice-President will assume the duties of the President in her or his absence and will assist her or him in all matters of the presidency.

58. Where the President is no longer able to continue her or his office as a result of death, illness or any other reason, the Vice-President will assume the position of the presidency until the next AGM.

Secretary

59. The Secretary will act as a recording secretary of all meetings. She/he will take detailed minutes of all Board meetings and supply each director with a copy of said minutes in advance of the next Board meeting.

60. The Secretary will be responsible for maintaining the documents and records of the Board.

Treasurer

61. The Treasurer will ensure the custody of all of the funds and securities of the Centre and will deposit the same in the name of the Centre in such bank or banks or with such depository or depositories as the directors may direct.

62. The Treasurer will oversee the bookkeeper and together they will prepare a monthly statement of finances. The Treasurer will also oversee and assist with the work of the auditor(s).

63. The Treasurer will present the monthly financial reports to the Board for approval at each monthly meeting of the Board.

Execution of Documents

64. Deeds, transfers, licenses, contracts and engagements on behalf of the Centre will be signed by the President or the Vice-President and by either the Treasurer or the Secretary and the Secretary will affix the seal of the Centre to such instruments as require same.
65. All cheques, drafts or orders for the payment of money will be signed by any two (2) of the President, Vice-President, Treasurer, Secretary or Supervisor. All notes and debt obligations will be signed by any two (2) of the President, Vice-President, Treasurer and Secretary.

ARTICLE XII: AUDITORS

66. The auditors of the Centre will be appointed at each AGM. The auditor will hold office until the next AGM, unless removed before that time by a resolution of the Board. Where an auditor is so removed from office, a new auditor may be appointed by resolution of the Board.
67. The remuneration of the auditor will be fixed by the Board.
68. The auditor will, at all reasonable times, have access to the books, accounts and vouchers of the Centre and may require from the directors and Officers such information and explanations as may be necessary for the performance of her or his duties.
69. The auditor will make a report to the Members on the financial statements to be laid before the Centre at each AGM during her or his term of office and will state in her or his report whether in her or his opinion the financial statement(s) referred to therein represent(s) fairly the financial position of the Centre and the results of its operations for the period under review.

ARTICLE XIII: BORROWING POWERS

70. The Board may from time to time:
 - a) borrow money on the credit of the Centre;
 - b) issue, sell or pledge debt obligations of the Centre;
 - c) charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal movable or immovable property of the Centre, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed or other debt or liability of the Centre.
71. The powers hereby conferred will be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Centre possessed by its directors or officers independently of the borrowing by law.

ARTICLE XIV: DISSOLUTION

72. In the event of dissolution of the Centre, after payment of all debts and liabilities, the remaining property of the Centre will be distributed or disposed of to charitable organizations which provide child care, which are beneficial to the community and which operate solely in Ontario, Canada, in the discretion of the Board, in accordance with the Act.

ARTICLE XV: ENACTMENT

73. Bylaws of the Centre will not take effect until confirmed by a vote of two-thirds (2/3) of the votes cast by the Members present at a meeting of the Members.

ENACTED: October 2007

AMENDED: October 2009

AMENDED: October 2017

WITNESS the seal of the Centre

(signed)

President

(signed)

Secretary

