



Operators of St. Gregory, St. Francis, St. Clement and St. Margaret Mary Kindergarten & Before & After School Program  
& St. Peter's Before & After School Program

## CONSOLIDATED VERSION OF

### BY-LAW NO. 1

*as amended by By-law No. 2*

a by-law relating generally  
to the transaction of the affairs of

### ST. GABRIEL CHILD CARE CENTRE OF WOODBRIDGE (A Nonprofit Corporation)

Be it enacted as a BY-LAW OF ST. GABRIEL CHILD CARE CENTRE OF WOODBRIDGE (the **Corporation**) as follows:

#### ***Definitions***

1A. In this By-law the following capitalized words shall have the following meanings:

“Board” means the Board of directors of the Corporation;

“Chair” means the president of the Corporation, who will be known as the chairperson or chair;

“Director” means an individual occupying the position of director of the Corporation;

“Officer”, in respect of the Corporation, means an individual occupying offices of the Corporation and appointed pursuant to Section 29 of this By-law; and

“Term”, in respect of an Officer or Director, means the period of time that the individual is elected or appointed to, as applicable, the position of Director or an office.

#### ***Head Office***

1. The head office of the Corporation shall be at 91 Fiori Drive in the community of Woodbridge in the town of Vaughan in the Province of Ontario (the **Centre**).

#### ***Members***

2. Members shall be:
  - (a) Members of a family of a child(ren) admitted to the Centre, or guardians of a child(ren) admitted to the Centre, may jointly hold membership in the Centre; and
  - (b) persons in the community who wish to participate in the work of the Corporation and who are accepted by the Board.
3. Each member who is a parent or guardian of a child(ren) admitted to the Centre shall be required to sign the Parent Agreement upon registration of his or her child into the Centre.
4. Membership shall cease:
  - (a) upon death of a member;
  - (b) in the case of a member who is a parent or guardian of a child(ren) admitted to the Centre, upon withdrawal of the child(ren) from the Centre;
  - (c) if the member resigns by written notice given to the Secretary;
  - (d) if the member no longer qualifies for membership in accordance with the by-laws;
  - (e) if the membership has been terminated by at least two-thirds of the votes cast at a meeting of the Board duly called for that purpose. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of his or her membership; or
  - (f) if the membership has been terminated by at least two-thirds of the votes cast at a meeting of the members duly called for that purpose. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of his or her membership.

### ***Meetings***

5. The Annual General Meeting shall take place each year and shall be held at the Centre or any other place as the Board sets out in the notice of meeting. The Annual General Meeting shall include the following agenda items:
  - (a) presentation of the financial statements, including the auditor's report;
  - (b) report of the Board;
  - (c) election of the Directors;
  - (d) appointment of the auditor; and
  - (e) such other business as may be properly brought before the meeting.
6. The notice of the Annual General Meeting, or any other general meeting, shall be given in writing by sending it to each member entitled to notice of ten days or more before the date of the meeting. Such notice shall be sufficiently given (i) if delivered personally, to the person to whom it is to be given or to such person's address as shown in the records of the Corporation; (ii) if mailed, to such person at such person's such person's address as shown in the records of the Corporation by prepaid ordinary; (iii) if sent by courier, to such person at such person's address as shown in the records of the Corporation; or (iv) if sent to such person by telephonic, electronic or other communication

facility, at such person's address for that purpose as shown in the records of the Corporation. The notice shall set out the agenda for the meeting.

7. The Board may call a general meeting of the members by a majority vote. The chair of the meeting shall not vote except in the event of a tie.

8. The Board shall call a general meeting of the members if at least 10 per cent of the members of the Corporation request that a general meeting be called.

9. Quorum for a meeting of members is the equivalent to at least 10 per cent of the number of the total membership. If a quorum is not present at any meeting of the members, no action may be taken, and a majority of the members present may adjourn the meeting without further notice.

10. Decisions at the Annual General Meeting and at any general meeting shall be made by a majority vote, except where the by-laws provide otherwise. The chair of the meeting shall not vote except in the event of a tie.

11. Each member shall be entitled to one vote on each question arising at the Annual General Meeting or any general meeting.

12. A member may vote at a meeting by proxy in writing delivered to the Secretary no later than 48 hours prior to the meeting.

### ***Board of Directors***

13. The Board shall administer the affairs of the Corporation.

14. The Directors shall be elected by the members at the Annual General Meeting, as required.

15. Directors shall be elected for a Term of 2 years by the members. After serving for three consecutive terms, a member may not seek to run for re-election as a Director for a period of one year.

16. Directors shall be elected by a simple majority vote of the members. Voting will be by show of hands, unless a member in good standing requests a secret ballot. The Chairperson shall not vote except in the event of a tie.

17. The number of Directors shall be 12, or such other number as is determined from time to time in accordance with the procedures prescribed by the *Corporations Act* (Ontario) or any successor legislation thereto, at least three (3) of whom shall be parents of children enrolled in the Centre. The Executive Director of the Centre shall attend all regular Board meetings, unless otherwise directed by the Board.

18.1. Any member in good standing who has expressed a willingness to serve on the Board shall be a candidate for election, provided the member:

- (a) is at least 18 years of age;
- (b) has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (c) is not bankrupt ;
- (d) is not an employee of the Corporation;
- (e) has not resigned or been removed from the Board within the twelve month period preceding the Annual General Meeting.

18.2. In the event two parents of a child(ren) have expressed a willingness to serve on the Board, they may be candidates for elections, provided that they meet all the requirements listed under section 18.1 of this By-law and any additional requirements under the *Corporations Act (Ontario)* (as amended or replaced) and only one may hold an office of the Corporation position (Chairperson, Vice Chairperson, Secretary or Treasurer) at any given time.

19. A Director shall cease to be a Director upon his or her:

- (a) death;
  - (b) resignation in writing;
  - (c) removal by a vote of the members under section 20; or
  - (d) the Director ceases to satisfy the qualifications for being a Director, either under this By-law or the *Corporations Act (Ontario)*.
- Board

20. The members of the Corporation may remove a Director by a resolution passed by at least two-thirds of the votes cast at a meeting duly called for that purpose for which notice specifying the intention to pass such resolution was given. The notice of meeting shall include the grounds for the proposed removal of the Director. The Director shall have an opportunity to respond to the ground for removal.

21. A Director automatically ceases to hold the office of director of the Corporation if he or she is absent from three consecutive meetings of the Board.

22. The Board may fill a vacancy on the Board by appointment of a member to the Board. If there is no longer a quorum of Directors remaining in office, then the remaining Directors shall call a general meeting of the members for the purpose of electing Directors.

23. Neither the Directors nor the Officers shall be paid any remuneration for carrying out their duties as Directors or as Officers, other than being reimbursed for reasonable and necessary expenses incurred by them. Child care services during regular Board meetings shall be provided by the Centre, if requested.

### **Board Meetings**

24. The Board shall meet at least 8 times a year.

25. The Board shall designate a day, time and location for regular monthly meetings of the Board for the transaction of business. No formal notice of the regular meetings shall be required.

26. A majority of Directors shall constitute a quorum for a meeting of the Board and for the transacting of any business.

27. Decisions of the Board shall be made by a majority vote, unless otherwise provided in the by-laws. The chair of the meeting shall not vote except in the event of a tie.

28. Unscheduled or emergency meetings may only be convened by a member of the executive committee. Any other Director must direct a request for an unscheduled or emergency meeting to a member of the executive committee. The convenor of an unscheduled or emergency meeting shall make his or her best efforts to notify all Directors of the meeting.

### **Officers**

29. The Officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary, Treasurer and such other Officers as the Board may determine. One person may not hold more than one Officers of the Corporation position at any given time. The Term of office expires at the first Board meeting following the Annual General Meeting.

30. The Chairperson shall be elected by the Directors from among themselves at the first Board meeting after the Annual General Meeting, after which the remaining Officers shall be appointed by the Directors.

31. The Officers of the Corporation shall have the following duties:

- (a) Chairperson—chair all meetings of the Corporation and of the Board, when present in person and able; have general supervision of the affairs of the Corporation; sign all by-laws and membership certificates and special resolutions and perform any other duties which the Board may, from time to time, assign;
- (b) Vice Chairperson—exercise any or all of the duties of the Chairperson in the absence of the Chairperson or if the Chairperson is unable for any reason to perform those duties; and perform any other duties which the Board may, from time to time, assign;
- (c) Secretary—keep and maintain the records and books of the Corporation, including the minutes of the Annual General Meeting, general meetings and meetings of the Board; and perform any other duties which the Board may, from time to time, assign; and
- (d) Treasurer—keep and maintain the financial records and books of the Corporation; assist the auditor in the preparation of the financial statements of the Corporation; and perform and other duties which the Board may, from time to time, assign.

32. An Officer shall cease to be an Officer upon his or her:

- (a) death;
- (b) resignation in writing; or
- (c) removal by resolution of the Board duly passed.

33. The Directors may fill any vacancy in Officer positions from among the Directors remaining on the Board.

#### ***Executive Committee***

34. Provided that the Board consists of at least 6 Directors, the Board may appoint an executive committee consisting of between 2 and 4 Directors. The executive committee shall exercise such powers as are authorized by the Board.

35. Any executive committee member may be removed by a majority vote of the Board.

36. Executive committee members shall not be paid any remuneration for carrying out their duties, other than being reimbursed for reasonable and necessary expenses incurred by them, including child care services during regular meetings of the executive committee.

37. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that 48 hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting.

38. A quorum of the executive committee shall be a majority of the members of the committee.

39. Voting at meetings of the executive committee shall be by a show of hands. The Chair shall not vote except in the event of a tie.

40. Minutes shall be taken at all meetings of the executive committee and kept in the Minute Books for that purpose. The Secretary is responsible for taking meeting minutes. In the event the Secretary is not present or the position is vacant, a staff member may take the minutes and the Board will motion them at the next meeting.

#### ***Finances***

41. The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of July each year and end on the 30<sup>th</sup> day of June of the following year.

42. Deeds, transfers, licenses, contracts and engagements entered into in the ordinary course of the Corporation's business shall be signed by any two of the Chairperson, Vice Chairperson, Treasurer, Executive Director of the Corporation and such other person as the Board may from time to time authorize by resolution.

43. Specific contracts may be entered into on behalf of the Corporation by any person authorized by the Board.

44. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall fully disclose the nature of the interest and should the Directors determine that a conflict of interest exists, the affected person shall withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Corporation to do so, and that it does not contravene any applicable legislation. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

45. All cheques or other orders for payment of money shall be signed by any two of the Chairperson, Vice Chairperson, Treasurer, Executive Director of the Corporation and such other person as the Board may from time to time authorize by resolution.

46. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation, or by applicable statutes or laws, are regularly and properly kept.

47. The Directors may, from time to time, for purposes of the Corporation:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation;
- (c) mortgage, charge or pledge all or any of the real or personal property of the Corporation.

### ***General Provisions***

48. Every Director or Officer of the Corporation who has undertaken or is about to undertake any liability on behalf of the Corporation and their 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:

- (a) all costs, charges and expenses which such Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the Director or Officer in respect of any act, deed, matter of thing whatsoever, made done or permitted by the Director or Officer, in or about the execution of the duties of the Director or Officers office or in respect of any such liability;
- (b) all other costs, charges and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Director or Officer's own willful neglect or default.

49. Upon dissolution of the Corporation and after payment of all of its debts and liabilities, its remaining property shall be distributed or disposed of to charitable or non-profit organizations having child care objects beneficial to the community which operate solely in Ontario.

50. The members shall at each Annual General Meeting appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next Annual General Meeting. The auditor shall 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.

51. 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 may be enacted, by the Board. New and/or amended by-laws shall be confirmed at a general meeting of the members called for that purpose, or at the next annual general meeting. Proposed by-law amendments will be provided to all members a minimum of 30 days prior to the meeting.

52. All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any predecessor charter documents of the Corporation obtained pursuant to any such by-law prior to its appeal. All Directors and Officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

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**CERTIFICATE OF THE CONSOLIDATED VERSION BY-LAW NO. 1 AS  
AMENDED BY BY-LAW NO. 2**

The undersigned, being authorized signing officers of the Corporation, hereby certify that the forgoing is a true copy of the consolidated version of By-law No. 1 of ST. GABRIEL CHILD CARE CENTRE OF WOODBRIDGE, as amended by By-law No. 2, and that the said by-law has not been rescinded or further amended or otherwise varied and is now in full force and effect as of the date hereof.

DATED this \_\_\_ day of \_\_\_\_\_ 2013.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary