

CENTRE DE LA PETITE ENFANCE DE MCGILL/McGILL CHILDCARE
CENTRE
PERMIT # 3000 2249

GENERAL BY-LAWS

SECTION 1 Definitions and Interpretations

1.1 Unless there exists an express provision which contradicts the following definitions or unless the context clearly indicates otherwise, the expression:

“BUSINESS ACT,” means the Business Corporation Act (Quebec), R.S.Q., c. S-31.1;

“CHILDCARE ACT,” means the Educational Childcare Act; R.S.Q., S-4.1.1;

“By-laws” means the present by-laws as well as any other by-laws in force;

“Directors” means the Board of Directors, and “Director” means any member of the Board of Directors;

“Member” means a member of the Corporation as described in section 5;

“Parent-Users” means parents who are users or are future users of the educational childcare co-ordinated or provided by the Corporation but are not members of its staff;

“Parent” means any holder of parental authority.

1.2 DEFINITIONS IN THE BUSINESS ACT AND CHILDCARE ACT. Except for the preceding definitions, words and expressions defined in the Acts have the same meaning in the by-laws.

1.3 DISCRETION. Where the by-laws confer a discretionary authority upon the Directors, they shall exercise such power honestly and in good faith, when they deem opportune, and in the best interests of the Corporation.

1.4 PRIORITY. In the case of inconsistency between the Acts, the Letters-Patent and the By-laws of the Corporation, the Acts shall prevail over the Letters patent and the By-laws, and the Letters patent shall prevail over the By-laws.

1.5 TITLES. Titles heading the By-laws serve merely as reference and shall not be construed as being indicative of the interpretation of terms or provisions found in such By-laws.

1.6 OBJECTIVES. The objectives of the Corporation are the following:

- a) to operate a childcare centre in accordance with An Act respecting childcare centres and childcare services (R.S. Q. S-4.1.1.) and its regulations;
- b) to provide educational childcare which promotes the physical, intellectual, emotional, social and moral development of children;
- c) to facilitate research in early childhood programs;
- d) to enter into any arrangements with any authorities, public academic or otherwise, that may be conducive to the corporations object or any of them and to obtain from any such authority any rights, privileges and concessions which the corporation may deem desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- e) to offer and provide any referral and support services for the benefit of families and children within the means of the corporation, and;
- f) in order to further the objectives of the corporation, to receive donations, bequests and other contributions in money and in properties, movable or immovable, and to raise funds by public contributions or otherwise.

SECTION 2 Head Office

2.1 The head office of the Corporation shall be located in the City of Montreal at the place which shall be determined from time to time by the Board of Directors.

SECTION 3 Corporate Seal

3.1 The Corporation may have one or more corporate seals, which shall be such as the Board of Directors may by resolution from time to time adopt and change.

SECTION 4 Eligibility

4.1 The following persons are eligible to become members of the Corporation:

- a) faculty, staff and students of McGill University who are parent-users whose child regularly frequents CPE McGill
- b) staff of the Corporation;
- c) any other person defined as eligible under the rules and regulations adopted in respect thereof by the Board of Directors.

Staff: All salaried CPE staff members who have acquired their permanence are employed by the Corporation.

The non-McGill parent is not mentioned; is included in c

SECTION 5 Members

5.1 To become a member of the Corporation, an eligible person must:

- a) complete and execute a membership application and agree to abide by the By-laws and rules

- and regulations of the Corporation;
- b) pay the membership fee
- c) The community member and the staff member are not required to be a member of the corporation.

The community member and the staff member don't pay the membership fee

SECTION 6 Membership Fees

6.1 The Board of Directors determines the amount of the annual membership fee as well as the time at which it is to be paid. The membership fee is not refundable.

SECTION 7 Membership Cards

7.1 The Board of Directors can, if deemed appropriate, issue membership cards. These cards will need to carry the signature of the secretary of the Corporation in order to be valid.

SECTION 8 Privileges

8.1 Members have the right to participate in the activities of the Corporation, in accordance with the rules and regulations set up by the Board of Directors, attend all assemblies of Members of the Corporation and to receive all notices calling such assemblies. They have the right to vote at all assemblies of the members and to serve on committees of the Corporation.

SECTION 9 Termination

9.1 Any member may withdraw from the Corporation by forwarding a written notice to the secretary of the Corporation. His/her resignation will take effect either upon receipt of the notice by the secretary or upon an ulterior date indicated by the terminating member. The resigning member is responsible for paying any outstanding fees that may apply at the moment of his/her departure.

9.2 A parent member ceases to have membership status of the corporation when his/her child does not frequent the childcare centre any longer due to a death, the completion of a childcare service agreement, a termination, a suspension or an expulsion. A staff member ceases to have membership status when the corporation no longer employs him/her. A community member ceases to have membership status when he or she ceases to be a member of the Board of Directors, if applicable.

SECTION 10 Suspension and Expulsion

10.1 The Board of Directors can, by resolution, suspend or expel any member who:

- a) does not respect the regulations of the Corporation;
- b) acts contrary to the interests of the Corporation;
- c) behaves in a manner that is detrimental to the proper functioning of the Corporation;
- d) fails to fulfill his/her financial obligations towards the Corporation

10.2 Within 30 days following receipt of a notice of suspension or expulsion from the Board of Directors, the member may exercise his/her right to appeal, either by setting out his/her grounds in

writing or by asking to be heard at a meeting of the Board of Directors, before a final decision is taken.

10.3 A member who is suspended shall not exercise his/her right to vote.

SECTION 11 Re-Instatement

11.1 An expelled member may be readmitted if:

- a) the application of such a member to be readmitted is approved by 2/3 of the Directors present at a meeting of the Board of Directors; and
- b) the member agrees to fulfill such reasonable conditions as may be imposed by the Board of Directors.

GENERAL ASSEMBLIES OF THE MEMBERS

SECTION 12 Annual Assembly

12.1 The annual general assembly takes place within the ninety (90) days following the end of the fiscal year, which is on March 31 of each year. The Board of Directors determines the date, the location and the time of the assembly.

12.2 The annual assembly has the power to:

- a) ratify modifications made by the board, to the letters patent and the by-laws of the corporation;
- b) elect the Board members;
- c) exercise all of the powers that have been granted to it by the law, the letters patent, and the current regulations;
- d) receive the financial statements and the auditor's report;
- e) appoint the auditor/s for the ensuing year.

12.3 Notwithstanding the aforesaid, the task of determining the wages of the auditors may be delegated by the members to the Board of Directors.

SECTION 13 Special Meeting

13.1 Special meetings of members shall be held at the head office of the Corporation or at such other place determined by resolution of the Board of Directors.

13.2 A special meeting of the members may be convened at any time:

- a) by resolution of the Board of Directors;
- b) by at least ten percent (10%) of the active members enrolled, by written requisition to that effect, addressed to the Secretary of the Corporation.

Such a requisition must stipulate the reason why a meeting must be held. If within 10 days of receipt of the said requisition, the Secretary fails to convene such a meeting, it may be convened by one of the signatories of the requisition.

SECTION 14 Notice of Convocation

14.1 The notice of general assembly of members is announced in writing and posted at the head office of the Corporation, indicating the date, time, location and subject of the assembly.

14.2 The notice specifying the date, time, location and subject of the assembly shall be sent to members as least 10 days prior to the date fixed for such meeting.

14.3 In any case where the convening of a meeting is considered by the President or Vice-president to be a matter of urgency, the President or Vice president may cause notice to be given by written notice, or if such written notice is impossible, by verbal notice, not less than 24 hours prior to the meeting.

14.4 Irregularities in the notice of meeting or in its delivery as well as its accidental omission or the non-receipt of notice by any member shall not affect the validity of a meeting of members of the Corporation.

SECTION 15 Quorum

15.1 The quorum required for any meeting of the members of the Corporation shall consist of ten percent (10%) of the members in good standing, and two-thirds (2/3) of the members present must be current parent-users.

SECTION 16 Chairperson

16.1 In the absence of the President, the Vice-president shall chair meetings of members. In their absence, the members may choose a chairperson from among themselves. The chairperson of the meeting may vote as a regular member.

SECTION 17 Vote

17.1 At member assemblies, only members in good standing have the right to vote and each have only one vote. Proxy voting is forbidden. Only one vote per family is allowed.

17.2 Any question submitted to a meeting of members of the Corporation shall be decided by a vote cast by a show of hands, unless a ballot is requested or unless the chairperson of the meeting designates another method of voting. At any meeting of members, the statement by the chairperson that a resolution has been adopted or rejected unanimously or by a particular majority constitutes conclusive evidence of the adoption or rejection of such resolution without requiring further evidence as to the number or percentage of votes cast in favor or against it.

17.3 Voting at a meeting of the members of the Corporation shall be by secret ballot if the chairperson of the meeting or at least ten percent (10%) of the members present so request.

17.4 In case of an equality of votes, the president of the assembly has the right to a second vote.

SECTION 18 Adjournment

18.1 Should a quorum not exist at the commencement of a meeting of members, the members present may adjourn the meeting until a quorum is attained. The resumption of any meeting so adjourned may

take place without formal notice, provided that a quorum exists, and the members present may proceed with the business for which the adjourned meeting was originally convened.

BOARD OF DIRECTORS

SECTION 19 Eligibility

19.1 Members in good standing can be elected as directors of the corporation. They must be individuals eighteen (18) years of age or over with power under law to contract. Moreover, a director may not have received an impediment to the issuance of a permit as stated in article 26 of the Act Respecting Educational Childcare Services. (R.S.Q. S-4.1.1)

The community member is not a member of the corporation

SECTION 20 Composition

20.1 The Board of Directors shall consist of nine (9) members. A minimum of Two-thirds (2/3) of said Board shall be composed of Parent-users; these members may not at the same time be a staff member.

The members are as follows:

- President
- Vice-president
- Secretary
- Treasurer
- 3 members at large
- 1 educator
- 1 member from the community who is from the business, institutional, social or educational sector.

The Executive Director must be present at all board meetings.

20.2 The Board of Directors, may, from time to time, invite other individuals to assist in their meetings as resource persons including, but not limited to, the assistant director and the accountant.

SECTION 21 Elections

21.1 The election of the Board of Directors shall take place at the annual meeting of the members. These elections will take place as follows:

- a) nominations may be submitted prior to the general assembly;
- b) the chairperson shall accept any nominations from the floor or offers from a member to serve as Director;
- c) nominations are concluded;
- d) directors will be elected by a show of hands or by acclamation and secret ballot will not be necessary

SECTION 22 Terms of Office

22.1 A Director's term of office begins at the close of the meeting at which such Director has been elected or appointed. The term will be for a period of two (2) years. Directors remain in office until the election of their successor, unless they resign or their office becomes vacant due to their death, dismissal or otherwise.

SECTION 23 Powers and Committees

23.1 The Board of Directors may provide for the creation of committees which shall consist of a minimum of three and a maximum of seven members of the Corporation. Any committee member may be dismissed by a majority vote of the Board of Directors.

23.2 Subject to the provisions of the Letters Patent, the Board of Directors shall manage the affairs of the Corporation. The Board of Directors shall not delegate its powers except to the Executive Director, officer, employee, agent or other representative authorized to act on behalf of the Corporation. Neither may the Board of Directors delegate its power to any committee, which it shall establish to help in managing the Corporation; any such committee is merely advisory. All directors shall exercise their powers in a manner consistent with the aims, objectives and interests of the Corporation.

SECTION 24 Vacancies

24.1 The office of Director shall be automatically vacated:

- a) if a Director resigns;
- b) if a Director is found by a court to be of unsound mind;
- c) if a Director becomes bankrupt or suspends payment or compounds with the Director's creditors;
- d) if at a special meeting of members, a resolution is passed by three quarters (3/4) of the voting members present at the meeting that the Director be removed from office;
- e) on death; or
- f) if a Director's situation provides or may provide grounds for the Ministry of the Family to refuse issuance of a permit to the Corporation as stipulated in chapter 26 of the Act Respecting Educational Childcare Services.
- g) If a Director loses their membership eligibility; example, the parent-user no longer has a child attending the CPE.

24.2 Subject to the provisions of subsection 24.4, if any vacancy shall occur for any reason provided in this subsection, the Board of Directors may, by majority vote, appoint a member of the Corporation to fill the vacancy until the end of the term.

24.3 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which said Director's retirement is accepted and a successor is appointed.

24.4 Where the vacancy is in the position of the educator, the appointment shall be made in consultation with the staff of the Corporation.

SECTION 25 Resignation

25.1 A Director can resign from his/her mandate at any time by forwarding a resignation letter to the

secretary of the corporation. This resignation becomes effective as of the receipt of the letter or at an ulterior date indicated by the resigning Director, providing the effective date is after the date of notice.

SECTION 26 Remuneration

26.1 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from the position of Director as such; provided that a Director may be paid reasonable expenses incurred in the performance of directorship duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

SECTION 27 Indemnity

27.1 Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs executors and administrators and estate, 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 whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought commenced, or prosecuted against them or in respect of any act, deed, matter, or thing whatsoever, made, done permitted by them, in or about the execution of their duties of office or in respect of any such liability;
- b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

SECTION 28 Conflict of Interest

28.1 Any Director who is in any way whatsoever, directly or indirectly interested in a contract or proposed contract with the Corporation, shall divulge such interest.

MEETINGS OF THE DIRECTORS

SECTION 29 Meetings

29.1 Members of the Board of Directors shall meet at least four (4) times per year. Board meetings shall be convened by the Secretary, at the request of the President, or at the written request of a majority of Directors. The written request shall indicate the matter to be discussed. Meetings shall be held at the date, time and place given on the notice of meeting.

29.2 The meetings of the Board of Directors are convoked through a written notice to each director, to be received at least one week before the date of the meeting. In the case of an emergency, the notice can be given verbally, in person, or by telephone, 24 hours in advance.

29.3 A meeting can take place without a convocation notice if all the members of the Board of Directors are present at the meeting or consent thereto in writing.

SECTION 30 Quorum

30.1 The quorum for a meeting of the Board of Directors shall consist of five (5) Directors, three (3) of whom shall be parent-users.

SECTION 31 Vote

31.1 At a meeting of the Board of Directors, each Director has one vote.

SECTION 32 Resolutions

32.1 To be valid, a decision of the Board of Directors must be approved by a majority of Directors present, and of those present, the majority are parent-users as stipulated in article 28 of the regulations respecting educational childcare services.

SECTION 33 Officers

33.1 The officers of the Corporation shall be the President, Vice-president, Secretary, Treasurer and Executive Director and any such officer as the Board may determine.

33.2 Any two (2) offices may be held by the same person. Officers shall be appointed by resolution of the Board of Directors at the first meeting of the Board following each annual meeting of the members in which the Directors are elected.

33.3 The officers of the Corporation shall hold office for two (2) consecutive years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

33.4 The President, Vice-president, Secretary and Treasurer shall be appointed amongst the parent-users of the Board.

33.5 The Executive Director must not exercise the same responsibilities for any other holder of a childcare centre permit.

OFFICERS

SECTION 34 President

34.1 The President shall:

- a) be the chief executive officer of the Corporation
- b) preside at all meetings of the members of the Corporation and of the Board;
- c) exercise a general control of and supervision over the affairs of the Corporation
- d) see that the orders and resolutions of the Board are carried into effect;
- e) fulfill all other powers and obligations that are necessary and appropriate

SECTION 35 Vice-President

35.1 The Vice-president shall fulfill the powers and functions given thereto by the Directors or the President. In the case of absence, inability, refusal or neglect to act of the President, the Vice-president shall then exercise the powers and functions of the President.

SECTION 36 Secretary

36.1 The Secretary shall:

- a) retain all the documents and records of the Corporation and, as the case may be, the seal of the Corporation;
- b) record all votes and minutes of all meetings of members and of the Board meetings in the books to be kept for that purpose;
- c) give notice of all meetings of the members and Board meetings or committee meetings, and
- d) perform the mandates entrusted to the Secretary by the President or the Board of Directors

SECTION 37 Treasurer

37.1 The Treasurer shall:

- a) have the custody of the funds of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company as may be designated by the Board of Directors from time to time;
- b) disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation;
- c) perform such other duties as may from time to time be directed by the Board of Directors

Section 38 Executive Director

38.1 The Executive Director shall be responsible for managing the affairs of the Corporation, in accordance with Section 18 of the Regulation respecting Educational Childcare Services and shall exercise such other duties as may from time to time be directed by the Board of Directors.

FINANCIAL MATTERS AND DIRECTION

SECTION 39 Fiscal Year

39.1 The fiscal year of the Corporation ends on March 31 of each year.

SECTION 40 Auditors

40.1 The auditor/s is appointed each year by the members at the annual assembly. If the auditor ceases to fulfill its functions, for whatever reason, before the expiry date of his term, then the Directors can name a replacement for the duration of the term.

SECTION 41 Signing Officers

41.1 The signing officers of the Corporation shall be the President, the Vice-President, the Executive Director, the Secretary and the Treasurer.

SECTION 42 Contracts

42.1 Contracts and other documents requiring signature by the Corporation must first be approved by the Board of Directors, and then signed by two (2) of the five signing officers.

42.2 Service agreements with parent-users are signed by one signing officer of the Corporation and the parent-user.

SECTION 43 Bills of Exchange

43.1 All cheques, bills, drafts or other negotiable instruments must be signed by two (2) of the five (5) signing officers.

SECTION 44 Declarations

44.1 The president or other authorized persons are authorized to appear in Court and to respond for the Corporation to all writs, ordinances and interrogations issued by a court and to respond, in the name of the Corporation, at all proceedings to which the Corporation is a party.

SECTION 45 Loans to Members

45.1 The Corporation cannot grant loans to Members

SECTION 46 Adoption, abrogation and amendments

46.1 The Board of Directors may, from time to time, adopt or enact new By-laws, not contrary to the Act and to the Letters Patent of the Corporation. The Board of Directors can repeal, amend or re-enact By-laws of the Corporation. These new By-laws, amendments or re-enactments shall, unless they have not been sanctioned at the assembly convened for that purpose, have effect only until the next annual meeting of the members and, if they lack sanction, they cease to be in force from that time on.

46.2 Abrogations or amendments to the Letters Patent will not come into force and nothing will be started up under its authority as long as it will not have been approved by the Inspector General of Financial Institutions.

SECTION 47 Rules and Regulations

47.1 The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at the

annual meeting of members, shall at and from time to time cease to have any force and effect.

SECTION 48 Bank Matters

48.1 The funds of the Corporation can be deposited to the benefit of the Corporation at one or more banks or financial institutions situated in the province of Quebec and designated to this end by the Directors.

SECTION 49 Dissolution

49.1 In the event of the dissolution or winding-up of the corporation, all its remaining assets after payment of its liabilities shall be distributed to an organization carrying on similar activities.

SECTION 50 Interpretation

50.1 In these By-laws and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

50.2 In the By-laws, unless the context indicates otherwise, the singular includes the plural and vice versa, the word “person” includes corporations as well as firms and non-incorporated businesses.

Adopted by the Board of Directors on January 30, 2019
Adopted by the General Assembly June 2019
Amended by the Board and Ratified at the AGM September 2020

Signature of the President

Signature of the Secretary