# CENTRE DE LA PETITE ENFANCE DE McGILL/McGILL CHILDCARE CENTRE 

PERMIT \# 30002249

## 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:
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 ttime to (en-CA) BDC BT1 00172.024 414.07 TmP4 0198.904654 .22 T
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.

## 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
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 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 <br> 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 <br> 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.

## 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 ETri-B(r By)]TJ31 Tm[5

