

**Bylaws  
Of  
Canada Place Child Care  
Society**

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**BYLAWS OF THE  
Canada Place Child Care Society**

As provided in the Application for Incorporation of a Society to be known as the Canada Place Child Care Society.

**1. The office of the Society is in Edmonton, Alberta.**

**2. Members:**

Members of the Society shall be the subscribers of the application and Bylaws and such other persons as are admitted as members of the Society. Persons whose children are enrolled in the child care program are required to hold a membership in the Society.

**1. Classes of Memberships:**

1. **Members**-a person may become a member who subscribes to the objects of the Society, indicates a desire to give active support to its endeavors makes application for membership, on having his or her application approved by the Executive.
2. **Executive members**

**2. Rights of Members:**

1. **Members may:**
  1. **Vote**
  2. **Hold Office**
  3. **Participate in the general activities of the Society**
  4. **Attend meetings of the Society**

**3. Member Obligations:**

1. **Members shall attend meetings and fully participate in all other activities of the society so as to further its aims and interests.**
2. **Members may be requested to assist in the operation of the facility from time to time.**

3. Members shall pay promptly such membership and other dues as set by the Board of Directors from time to time.
4. **Membership Dues:**
  1. The annual membership fee shall be in such sum as fixed by resolution at the annual general meeting of the Society.
  2. The secretary shall notify the members of the dues and fees at any time payable by them; and if any are not paid within forty-five days (45) days of the date of such notice thereof, the members in default shall thereby automatically cease to be members of the Society; but any such members may, upon payment of all unpaid dues or fees, be reinstated by unanimous vote of the Executive.
5. **Termination of Membership:**
  1. Members who withdraw their children from the facility run by the Society will normally no longer be considered as members of the Society. Should such individuals wish to maintain their membership in the Society, they may do so by providing written notice to this effect to the Board of Directors of the Society. In case of resignation, a former member shall remain liable for payment of any assessment or other sum levied or which become owing by him or her to the Society during their term of membership.
  2. The Executive shall have the power, by a vote of two-thirds of a quorum present, to expel or suspend any member whose conduct shall be determined by the Executive to be improper, unbecoming, or likely to endanger the interest or reputation of the Society; who willfully commits a breach of the constitution or bylaws of the Society; or who fails to participate actively in the work and activities of the Society.
  3. No member's shall be expelled or suspended under the above provision (2.5.2) without being notified of the charge or complaint against him or her or without having first been given an opportunity to be heard by the Executive at a meeting called for that purpose. A member may appeal a suspension or expulsion to the general membership at a meeting for that purpose.
3. **Board of Directors:**

The affairs of the Society shall be managed by a Board of not less than five (5) or more than fifteen (15) directors, four (4) whom shall be executive members of the Society,

and at least 50% of whom would be parent-user. Non-parent members shall be eligible to sit on the Board. Each director at the time of his/her election and throughout his/her term of office shall be a member of the Society.

1. Each director will be elected directly by the membership to hold office for one year and may continue in office for a maximum of six (6) years. The election may be by a show of hands unless a ballot is demanded by any member. The first Board of Directors shall be composed of the signed authorities of the application for incorporation and such other persons at the signatories may appoint to a total of not more than fifteen (15), who shall hold office until elections are held at the first annual general meeting of the Society.
2. The members of the Society 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 resolution has been given, remove any director before expiration of his/her term of office, and may, by a majority of votes cast at the meeting, elect any person in his/her stead for the remainder of his/her Term.
3. Board members who without due cause or notice miss three or more consecutive meeting of the Board of Directors will be considered to have resigned their position on the Board of Directors.

**4. Powers of the Board of Directors:**

The Directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which Society may lawfully enter into, and generally may exercise all such other powers and all such other acts and things as the Society is by its constitution or otherwise authorized to exercise and do.

1. The Board of Directors shall be responsible for engaging an Executive Director who shall carry out the day-to-day activities of the Society under the direction of the Board. The Board of Directors may hire any other staff it may deem necessary for the proper conduct of the affairs of the Society and determine the remuneration of all employees.
2. Without in any way derogating from the foregoing, the Directors are empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights warrants, options and other securities, lands, buildings and/or other property, movable or immovable, real or personal, or any rights or interests therein owned by the Society, for such consideration and upon such terminate conditions as they may deem advisable.

3. The Board of Directors are empowered to borrow money for the purpose of the Society. This does not include the power to borrow money for the issues of debentures.
4. The Board of Directors may appoint any committees it deems necessary.
5. The Board of Directors shall meet a minimum of four (4) times per year.

**5. Executive Officers:**

The Executive of the Society shall consist of:

1. President
  2. Vice-President
  3. Secretary
  4. Treasurer
1. At the first meeting of the Board of Directors held after the Annual General Meeting at which they were elected, the members of the Board will designate the Executive Officers of the Society from their members.

**6. Duties of the Executive:**

Subject to direction given by the members and/or the Board of Directors at a meeting or meetings the Executive shall:

1. Manage the day to day affairs of the Society; and
2. Secure and administer funds for the Society.

**7. Duties of the Executive Officers of the Society:**

The officers of the Society shall perform the duties of their offices and as directed by the bylaws, the Society, the Board of Directors, or the Executive, and without restriction the generality of the foregoing, their duties shall, inter alia, include the following:

1. The President shall call and preside at all meeting, provide leadership, initiate policy, and keep fully informed on the operation of the Society.

2. In the absence of the President, the Vice-President shall have and exercise all such duties; privileges and powers as normally reside in the President. The Vice-President shall also assist any new incoming President with the changeover period.
3. The Secretary shall attend all the meetings of the Society, the Board of Directors and Executive, keep records of all minutes of all meetings, maintain an attendance record for each member, conduct all correspondence for/and on behalf of the Society including the filing of the Society's Annual return, and be the custodian of the seal of the Society.
4. The Treasurer shall attend all meetings of the Society, the Board of Directors, and of the Executive, supervise the keeping of all records, books, cheques, accounts, vouchers of the Society, the entering and recording of all bills, cheques, drafts and monies received for or paid out on behalf of the Society, and render a just and true account of all monies received and spent to the Society, the Board of Directors when required to do so.
5. Quorum for executive meetings shall consist of 75% of executive officers.

**8. Nominating Committee:**

The Board of Directors shall recruit individuals for a Nomination Committee from the non-board members and staff members of the Society. The President of the Society will be an exofficio member of the Nominating Committee.

1. Duties of the Nomination Committee:
  1. The Nominating Committee shall receive and generate nominations for the Board of Directors
  2. The Nomination Committee will report to the Executive Officers no less than one-week before the annual meeting and also present its annual report at the annual meeting of the Society.
  3. Nominations may also be made by the membership at the Annual General Meeting.
2. At any annual meeting of the Society voting shall be a show of hands unless a ballot is demanded in which case voting shall be by secret ballot.

**9. Vacancies on the Board of Directors**

Any vacancy among the Executive officers of the Society shall be filled by the appointment by the Board of Directors of a Director for the unexpired term.

1. Whenever the position of a Director on the Board of Directors of the Society becomes vacant, the Board of Directors are empowered to appoint an active member as Director to fill such vacancy until the next general meeting of the Society.
3. A vacancy as referred to in points 9.0 and 9.1 above may exist as a result of resignation, suspension, expulsion, death, inability to act through illness or other commitments or unexcused absences from three or more consecutive Board meetings.

**10. Meeting:**

1. Annual General Meetings:
  1. The Society shall hold an Annual General Meeting each year in the City of Edmonton, in the Province of Alberta.
  2. At least two weeks notice of the date and place of the meeting shall be given by the Secretary to the members of the Society via a personal letter and bulletin board displays.
  3. Order of Business-the order of business at the Annual General Meeting shall be as follows:
    1. Reading of the minutes of the previous Annual General Meeting.
    2. Reports of officers and committees.
    3. Presentation of audited financial statements.
    4. Amendments to Bylaws.
    5. Report of the Nominating Committee and election of the Board of Directors.
    6. Other Business.
    7. Fixing the annual membership dues.

2. *Special General Meetings:*

1. Each of the President, Vice-President, Secretary, Treasurer or the executive members of the Board of Directors may call special meetings of the Society anytime, provided notice of the time, place and purpose of the meeting is given to members by the Secretary seven (7) days prior to the meeting via a personal letter and bulletin board displays.
2. It shall be the duty of the President to call a special meeting on receipt of a request to that effect signed by at least twenty-five (25%) percent of the active members and specifying the purpose for which the meeting is desired. Should the President fail to do so within ten (10) days either the Vice-President or failing him/her, the Secretary shall call the meeting.
3. No business shall be transacted at a special meeting unless notice thereof has been given.

3. *Notice:*

Any notice, which these Bylaws require to be given to the members of the Society, may be given at any regular meeting of the Society.

4. *Quorum:*

For Annual general meetings and special general meetings:

1. Twenty percent (20%) of members in good standing will form a quorum.
3. If a quorum is not present at any meeting, another such meeting shall be called and the members present shall be a quorum and shall decide any issue other than an amendment to those Bylaws, borrowing by the issue of debentures, or any matter requiring approval by special resolution.

5. *Voting:*

Any member shall have the right to vote at any meeting of the Society. Such votes can be made in person or by proxy. In the case of a tie vote, the motion will be defeated. A meeting is to be held prior to any voting on special resolutions and shall be by ballot over a specified period of time.

6. Meeting of the Board of Director:

1. The President may call a meeting of the Board of Directors at any time. If the meeting is called at any other time than at a regular meeting of the Society, twenty-four (24) hours notice of the meeting shall be given.
2. One-third of the members of the board shall constitute a quorum at a meeting of the Board of Directors.

7. Defeated Motions:

A motion, which has been defeated, may be reconsidered no more than three times.

8. In the absence of the President and Vice-President from any meetings for the Society or the Board of Director, the members present shall elect a chairman of the meeting.

**11. Auditors:**

1. Appointment of Auditor:

The Board of Directors may, from time to time, appoint an auditor or auditors to hold office for such period as the Directors may determine, provided however that there shall be an auditor appointed at all times, the first auditor to be appointed not less than one month before the date of the first annual meeting.

2. Duties of the Auditor:

The auditor(s) so appointed shall audit the books, accounts and records of the Secretary and Treasurer of the Society. Such auditors at the Annual General Meeting of the Society shall submit a complete and proper statement of the standings of the books for the previous year.

**12. Fiscal Year:**

The fiscal year of the Society will run from January 1 to December 31.

**13. Execution of Instruments:**

All contract, engagements, applications, deeds, bills of exchange, all documents and other instruments of whatever kind or nature shall be executed by the President or Vice-President together with the Treasurer or Secretary. If the seal of the Society is required to be affixed to such instruments the same shall be affixed by the Secretary.

1. The seal of the Society shall remain in the custody and possession of the Secretary.

**14. Borrowing Power:**

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, in particular by the issue of debentures, but this power shall be executed only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

**15. Miscellaneous:**

Membership cards may be issued to members who are in good standing.

1. All Board members and Executive members of the Society shall serve without remuneration.
2. The property and assets of the Society shall belong to the Society as a corporate entity, shall not constitute the property of any individual member, and no person shall have claims upon the property and assets of the Society on ceasing to be a member or at any time.
3. Indemnification:

Every director and officer of the Canada Place Childcare Society and his/her personal representatives 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 Canada Place Childcare Society from and against all cost, charges, losses, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal, or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Canada Place Childcare Society if:

1. He or she acted honestly and in good faith with a view to the best interests of the Canada Place Childcare Society;
2. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, she/he had reasonable grounds for believing that her/his conduct was lawful.

**16. Minutes, Books, Records, et cetera:**

Minutes of all annual, general, special and board meetings and such committee meetings as directed by the President shall be recorded and kept on file in the office of the Society.

1. An opportunity shall be afforded to members at general meetings to inspect the books and records of the society. In the absence of a general meeting the membership shall be afforded an opportunity at a specified time and place.

**17. Amendments:**

These Bylaws may be amended, repealed or added to by a "Special Resolution" passed at an annual or special meeting of the Society by not less than three-fourths (3/4) of those Members present in person or represented by proxy at such annual or special meeting of the Society, provided that such notice of the proposed amendment is given to each Member at least two weeks prior to the holding of the meeting via written distribution of amendments and notice of the meeting.

**18. Parliamentary Procedure:**

All meetings shall be conducted according to the recognized rules of parliamentary procedure.

**19. Winding Up:**

In the event that the Society is wound up, all assets of the Society remaining after the payment of any just debts and obligations will be distributed to one or more recognized charitable organization in Canada, to be determined by the Board.