

Val Marie Early Learning Centre Inc.

1. These orders are published under the authority of the Board of Directors of the Val Marie Early Learning Centre.
2. All Board Members are responsible for reading, understanding and complying with these orders. Should additional clarification or interpretation be desired, the advice of the present president, past president, or Director of the Centre should be obtained.
3. All Centre personnel are responsible for reading, understanding and complying with these orders. Should additional clarification or interpretation be desired, the advice of the present President, past President, or Director of the Centre should be obtained.
4. These orders are effective upon request. They shall not contravene or contradict any existing orders or regulations issued by a higher authority. Any perceived contradictions shall be brought to the attention of the Board immediately.
5. Permanent amendments to these orders will be published by the President of the Board as required and are to be entered and recorded immediately upon receipt.

I **DEFINITIONS**

- 1.01 In these and all other bylaws of the Centre unless the context otherwise requires or specifies:
- a) “Non Profit” means the Act, from time to time, passed by the Lieutenant Governor in Council pursuant to the act;
 - b) “Child Care Act” means those rules and regulations laid down by Saskatchewan Social Services – Child Care Regulations passed;
 - c) “Centre” means the Val Marie Early Learning Centre which adopts these Bylaws;
 - d) “the Directors”, “Board”, and “Board of Directors” mean the directors of the Val Marie Early Learning Centre Inc. for the time being; who are the parents and other volunteers acting as the board on behalf of the centre
 - e) “in writing” and “written” include words printed, painted, engraved, lithographed, photographed, or represented or reproduced by any mode of representing or reproducing words in a visible form;
 - f) the headings used in the bylaws are inserted for reference only, and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
 - g) all terms contained in the bylaws and which are defined in the Act, shall have meanings given to such terms in the act;
 - h) words importing masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa. Members are classified as parents, primary caregivers, or other legal guardians as required of a child registered for care with the center. All terms contained in the Bylaws and which are defined in the Act shall have meanings given to such terms as in the any governing licensed education and child care facilities.

II **BUSINESS OF THE CORPORATION**

Registered Office

- 2.01.1 The registered office of the Corporation shall be located in the Village of Val Marie in the province of Saskatchewan, and is titled:
Val Marie Early Learning Centre Inc.
102 Centre Street
Val Marie SK
S0N2T0

Fiscal Year

- 2.02 The fiscal year of the Corporation shall end on the 31st day of December in each year.

Execution of Instruments

- 2.03 a) Contracts documents or instruments in writing requiring execution by the Centre shall be signed on behalf of the Centre by two persons: and, subject to clause (b), either the President or the Secretary shall sign contracts, documents, or instruments in writing on behalf of the Centre.
- b) The Board is authorized from time to time, to appoint, by resolution, any officer or officers or any persons on behalf of the Centre either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents, or instruments in writing.
- c) The cheque-signing officers shall be duly appointed by the Board and recorded in the minutes at each re-organization of the Board of Directors

Surplus

- 2.04 Any surplus arising from yearly operation shall remain in the Corporations account or be invested at the Board's discretion.

III GENERAL MEETINGS

Notice of Meetings

3.01 The board of directors shall give at least 15 days notice of any annual or special meeting to its members; by posting the notice at the Centre or calling them at the phone number given in the child care contract, or by email to the address provided in the email submission form.

Quorum

3.02 The quorum at any annual or special meeting of members is the lesser of:
(1) All Board Members plus one, or
(2) 10% of the members, Board of Directors included.

Annual General Meeting Agenda

- 3.03
- a. The meeting to be called to order by the President.
 - b. The reading and disposal of the meetings of the preceding annual general meeting.
 - c. Business arising out of the minutes.
 - d. Reports of President, Director, and other officers. (Reports of special committees and of other delegates from the Center to other organizations.)
 - e. Reports of Auditors and consideration of the financial statement.
 - f. Discussion consideration and disposing of the reports.
 - g. Resolution, recommendations, and bylaws.
 - h. Election of Directors
 - i. Unfinished business.
 - j. Appointment of Auditors.
 - k. New Business
 - l. Adjournment
- 3.04 The fiscal year will end December 31st. The AGM will be held prior to April 30th of the following year.

IV AUDITOR

Appointment of Auditor or Reviewer

- 4.01 a) The patrons shall by ordinary resolution at the first Annual General Meeting, appoint an Auditor or Reviewer to hold office until the close of the next Annual General Meeting.
- b) Notwithstanding clause (a), where an Auditor or Reviewer is not appointed at the Annual General Meeting of patrons, the incumbent Auditor or Reviewer continues in office until the successor is appointed.
- c) When an Auditor or Reviewer's position become vacant prior to the next Annual General Meeting, the board shall appoint an Auditor or Reviewer to fill the un-expired term.

V BOARD OF DIRECTORS

Number of Directors

- 5.01 The Board of Directors of this Corporation shall consist of (3) to eight (8) Members duly elected.

Application:

- a) Any person with concern, talent, skill or expertise, etc. may become a member of the Board of Directors through an election process by members. It is not required to be a member of the centre to be on the board of directors.
- b) There shall be a rotation of terms at the Annual Meeting adopting these bylaws. The Board Members shall be elected for two year terms.
- c) At least a majority of the Board Members must have had a child enrolled in the Centre during the year just past.
- d) Employees/spouses shall not be eligible to be elected as Board Members.
- e) Any Board Member who is absent from 2 consecutive meetings held in one fiscal year may be removed from office by majority vote of all remaining Board Members.

- f) If a member of the board resigns, the board shall continue without filling the vacancy provided they are not below the minimum number of directors. Where there is not a quorum of Board Members, the remaining Board Members shall call a general meeting for the purpose of filling any vacancies. All vacancies filled by the election, shall be for the un-expired portion of the term vacated.
- g) The members may, by majority vote, remove any Board member from Office by a Special Resolution. (There is no joint membership – 1 (one) vote/family).
- h) When a member of the Board is terminated, the Secretary shall within 10 (ten) days from when the order was made, notify such member(s) in writing of the order. Termination is effective immediately upon the Boards decision.

Notice of Meetings

- 5.02 The Board Members may meet at any place and on any day notice that they consider appropriate. Notice of the meetings is not required to be given to the members. Members of the Centre shall be given access to the approved minutes of the board meetings upon request.

Quorum

- 5.03 a) At regularly and legally constituted meetings of the Board, or any committee of the Board, all questions may be decided upon by a simple majority vote. In the case of any equality of votes, the President will cast the deciding vote.
- b) The chairman or other member who presides, may not vote upon any resolution except in the event of a tie.

Duties and Powers

- 5.04 a) No director shall hold more than one office.
- b) The President or other member who presides may not vote upon any resolution but shall have a casting vote in the event of a tie.

The President shall:

1. Preside at all general meetings of the Corporation and all meetings of the Directors unless some other member is appointed by the meeting to do;
 2. Be an ex-officio member of all committees appointed;
 3. Perform such other duties and exercise such other powers as are incidental to such office or as may be required, from time to time, by the Board.
- d) The Vice President in the absence of the President, shall discharge the duties of the President.
- e) The Secretary shall:
1. Attend all general meetings of the Corporation and all Board meetings and keep or cause to be kept, correct minutes of the same;
 2. Conduct, or cause to be conducted, the correspondence of the Corporation's Board of Directors.
 3. Perform such other duties and exercise such other powers as are incidental to such office or as may be required, from time to time, by the Board.
- f) The Board may appoint and delegate powers and duties to such officers, and employees, in addition to the President, Vice-President and Secretary, as it deems necessary to properly conduct the affairs of the Corporation.
- g) The Directors shall ensure that the Child Care carries insurance in accordance with Child Care regulations.
- f) The Board has the power to appoint, define the duties and fix the remuneration of the employees as they deem necessary for the carrying of the activities and services of the Centre.
- g) Every Board Member of the Day Care shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- h) The Board shall ensure that a bond covering every person who receives, handles, or manages money on behalf of the Learning Centre, is in place. Such Bond coverage shall be for a minimum of 10% of annual revenue.

Agenda at Board of Director's Meetings

- 5.05
 - a) The meeting to be called to order by the President
 - b) The reading and disposal of the minutes of the preceding annual general meeting
 - c) Business arising out of the minutes
 - d) Reports of President, Director, and other officers
 - e) Monthly financial report
 - f) Discussion consideration and disposing of the Accounts.
 - g) Old business arising from minutes of last meeting.
 - h) New business
 - i) Adjourn

VI ENACTMENT, AMENDMENT, AND APPEAL OF BYLAWS

- 6.01
 - a) The Board may, at any Annual or Special Meeting called for the purpose, enact, amend, repeal, or replace any bylaws where written notice of the proposed enactment, amendment, repeal or replacement is:
 - 1. sent to the members with notice of the meeting at which the enactment, amendment repeal or replacement is to be considered, by a simple majority of the votes cast at the meeting: or
 - 2. not forwarded to each member with the notice described in clause a) by a unanimous vote of the votes cast at the meeting.

VII DISSOLUTION

Statement of Dissolution

- 7.01 Upon the dissolution of the Child Care, the distribution of the property shall be in accordance with the Statement of Dissolution. All remaining assets, after payment of liabilities, shall be distributed to one or more recognized non-profit organizations in Val Marie, Saskatchewan as determined by the Board.

