

**By-Laws**  
**Narol Children's Centre**  
**O/A Created4Me Early Education Centre**  
**September 2008**

**By-Law No. 1**

Be it enacted and it is hereby acted as a By-Law of Narol Children's O/A Created4Me Early Education Centre (Hereinafter called "the Organization"), as follows:

**1) Head Office**

The head office of the Organization shall be at the Narol Children's Centre O/A Created4Me Early Education Centre, 264A Hoddinott Rd. East St. Paul, in the Province of Manitoba and at such place therein as the Directors of the Organization may from time to time decide.

**2) Membership**

- a) Any parent or guardian of an enrolled child, or any other person who subscribes to the objects of the Organization and abides its policies may apply for membership.
- b) The Board of Directors shall have discretion to accept or reject any application for membership, subject to the review by the members at any general meeting of the Organization.
- c) A member may withdraw by giving notice to the Board of Directors.
- d) A member may be expelled from the Organization by a 2/3<sup>rd</sup>s majority vote of the members present at any general meeting.

**3) Board of Directors**

- a) The affairs of the Organization shall be managed by a Board of Directors consisting of a minimum of 5 people, each having one vote, and of whom 2/3<sup>rd</sup> shall constitute a quorum. The Board shall consist of reasonable representation from the Preschool and Nursery School.

- b) The Board of Directors shall be appointed by a simple majority of those members present at a general meeting of the Organization held in the month of August or September.
- c) The qualification of the Director shall be that he or she be a member in good standing of the Organization.
- d) A minimum of 50% of the Board of Directors shall have children attending Narol Children's Centre O/A Created4Me Early Education Centre.
- e) Up to one position on the Board of Directors may be shared by two members, having a total of one vote per one position.
- f) A maximum of one (1) individual of the Board of Directors may be salaried employees of the Organization, and no immediate family of an employee may be a Director.
- g) Any Director may be required to resign by a vote of 2/3<sup>rd</sup> of the Members present at an annual meeting or a special meeting called for the purpose.
- h) Directors shall be eligible for re-election at the annual meeting of members.
- i) The office of Directors shall automatically be vacated
  - a. if by notice in writing to the Organization he resigned his office
  - b. if at any general meeting of the Organization 2/3<sup>rd</sup>s of the members present so decide that he be removed from office

provided that if any vacancy shall occur for any reason in this paragraph contained prior to an annual meeting, the Directors may by resolution fill the vacancy with any person who could qualify as a Director at an annual meeting. The person so chosen shall hold office, (subject to the provisions aforesaid), for the balance of the unexpired term of the vacating Director.

- j) All Directors shall hold office commencing their appointment until the following year's annual meeting.
- k) The directors of the Organization shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such, provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties, and any Director who is a bona fide employee of the Organization, (whether full time or part time), may be paid remuneration with respect to services performed by him as an employee.

4) **Meetings**

- a) The annual meeting shall be held at the end of the month of August or in the beginning of the month of September, prior to the school year commencing, on a day named by the Board of Directors and seven days notice of such meeting shall be given to every member of the Organization.
- b) The Board of Directors or any five members of the Organization may call a general meeting of the Organization for any purpose. It shall be the responsibility of the Board of Directors to ensure that seven days notice of such meetings shall be given to every member of the Organization.
- c) The quorum for the transaction of business at any general meeting of the Organization shall be 2/3<sup>rds</sup> of the Board of Directors plus any other 4 members.
- d) Every member shall be entitled to one vote at general meetings. Voting by proxy will be permitted.
- e) The management and administration of the affairs of the Organization shall be the responsibility of the Organization.
- f) The rules of procedure at general meetings of the Organization shall be determined at the first general meeting and may be amended from time to time by ordinary resolution.
- g) Every notice of an annual or special general meeting shall state the nature of business of the meeting.

5) **Meeting of Directors**

- a) The Directors of the Organization shall be responsible for coordination of the work of the Organization and for carrying out the policies and directives of the Organization as determined by the Organization's general meeting.
- b) The Board of Directors shall be responsible for insuring that one member will preside at meetings of the Organization, and for insuring that the records of the Organization are kept, and for

insuring that funds of the Organization are properly kept and accounted for.

- c) The Directors shall determine their own procedure.
  - d) Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of equality of votes, the chairman, in addition to his original vote, shall have a second or casting vote.
  - e) The Directors may exercise all such powers of the Organization as are not by the Manitoba Companies Act or by the by-laws required to be exercised by the members at general meetings. The Directors shall furthermore have power to authorize expenditures on behalf of the Organization from time to time and may delegate by resolution to and officer or officers of the Organization the right to employ and pay salaries to the employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Organization.
  - f) The Board of Directors shall take such steps as they may deem requisite to enable the Organization to receive donations and benefits for the purpose of furthering the Organization.
- 6) **Indemnities to Directors and Others**

Every Director or officer of the Organization or other person who has undertaken or is about to undertake any liability on behalf of the Organization and their heirs, executors and administrators and estate and effect, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Organization from and against:

- a) All costs and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought or prosecuted against him for, or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office.
  - b) All other costs, charges and expense, which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect.
- 7) **Officers**

- a) The officers of the Organization shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer, and such other officers as the Board of Directors may by resolution determine.
  - b) The other officers of the Organization shall be appointed at each annual meeting of members and, subject to the provisions of any written employment agreement, the Board may remove at its pleasure any such officer.
  - c) The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such person shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
  - d) The officers of the Organization shall hold office commencing their appointment at the annual meeting until the annual meeting of the following year.
- 8) **Duties of Officers**
- a) The **CHAIRPERSON** shall be the chief executive officer of the Organization. He shall preside at all meetings of the Organization and the Board of Directors. He shall have the general and active management of the business of the Organization. He shall see that all orders and resolutions of the Board are carried into effect and he or the Vice-Chairperson with the Secretary or other officer appointed by the Board for the purpose, shall sign all by-laws and other documents requiring ex officio a member of all committees and he shall have a casting vote in case of a tie. He will prepare and submit to the membership at the general meeting a statement and report of the preceding year for its approval.
  - b) The **VICE-CHAIRPERSON** shall in the absence or disability of the Chairperson perform the duties and exercise the powers of the Chairperson and shall perform such other duties as shall from time to time be imposed upon and by the Board. Should both the Chairperson and the Vice-Chairperson be absent or disabled; the performance of their powers and duties shall be delegated to a Chairperson appointed by the Board.

**Duties of Officers Cont'd:**

- c) The **SECRETARY** shall attend all sessions of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chairperson, under whose supervision he shall be.
  
- d) The **TREASURER** shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization and shall deposit all monies and other valuable effects in the name and to the credit of the Organization and at such depositories as may be designated by the Board of Directors from time to time. The accounts maintained and such depository shall be in the name of Narol Children's Centre Inc. O/A Created4Me Early Education Centre.

He shall disburse the funds of the Organization as may be ordered by the Board taking proper vouchers for such disbursements, and shall render to the Chairperson and Directors at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the Organization.

He shall be designated as one of the signing officers of the Organization in any financial transaction. He shall be a member of the audit committee along with one non-member and one other member approved by the Board. The Treasurer shall also perform such other duties as may from time to time be determined by the Board. The incoming Treasurer shall assume signing authority in any financial transaction at the beginning of the fiscal year.

- e) In all cases, a death, resignation, retirement or removal from office of an officer, all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Organization shall be delivered to the Board of Directors.

**Duties of Officers Cont'd:**

- f) The Chairperson may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to all Directors. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling for same.

9) **Signature and Certification of Documents**

- a) Contracts, documents, or other instruments in writing requiring a signature of the Organization shall be signed by any two of the Chairperson, Vice-Chairperson, Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Organization without any further authorization or formality. The Director shall have power from time to time by law to appoint an officer or officers on behalf of the Organization either to sign contracts, documents, and instruments in writing.

10) **The Fiscal Year**

The Fiscal period of the Organization shall terminate on the 30<sup>th</sup> day of June in each year or on such other date as the directors may from time to time by resolution determine.

11) **Rules and Regulation**

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating the management and operation of the Organization 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 Organization when they shall be confirmed, and in default of confirmation of such annual meeting of members shall at all times and from that time cease to have force and effect.

12) **Resolutions and Amendments**

- a) The by-laws of the Organization may be amended at any special or general meeting of the Organization by an ordinary resolution adopted by 2/3<sup>rds</sup> of the majority vote of the members of the Organization present at any special or general meeting.
- b) Any proposed amendment or new by-law must be submitted to the Board 15 days prior to any general meeting.
- c) Notice to amend any by-law or introduce a new one shall be given in writing to the members of the Organization prior to the meeting or circulated to the members of the Organization present at any special or general meeting, called for the purpose.
- d) Any resolution other than an extraordinary resolution shall be deemed passed if a majority of the members present vote in favor of such a resolution.

- e) For all purposes of the Organization, "extraordinary resolution" shall mean a resolution passed by 2/3<sup>rds</sup> majority of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose a resolution as an extraordinary resolution has been duly given, such majority being 2/3<sup>rds</sup>.

13) **Interpretation**

In all by-laws and special resolutions of the Organization the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations and the masculine shall include the feminine. Whenever references made in any by-law or any special resolution of the Organization to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof as the case may be.

14) **Books and Records**

The books and records of the Organization shall be opened to the inspection by members at all reasonable times at the office of the Organization upon reasonable notice.

15) **Winding Up**

It is the unalterable provision of this by-law that members of this Organization shall have no interest in the property and assets of the Organization; and that upon dissolution or winding up of the Organization, any funds and assets the Organization remaining after satisfaction of its debts and liabilities, shall be distributed to the non-profit organizations in the area whose objects most closely accord with those of the Organization as determined by its members at dissolution.

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O/A Created4Me Early Education Centre**

**By-Laws 2008**

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2008.

Narol Children's Centre Inc.  
O/A Created4Me Early Education Centre

Per: \_\_\_\_\_

Title: \_\_\_\_\_

Per: \_\_\_\_\_

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