

Constitution and Bylaws
of
COLLEGE-MONTROSE CHILDREN'S PLACE
2007

1.0 NAME

The name of the organization shall be College-Montrose Children's Place (hereinafter, the "Corporation")

2.0 HEAD OFFICE

The head office shall be located in the City of Toronto in the province of Ontario and at such place as the Directors may from time to time determine

3.0 SEAL

The seal of the Corporation shall be circular and shall bear the name of the Corporation

4.0 OBJECTIVES

Subject to The Charities Accounting Act and The Charitable Gifts Act:

- 4.1 To develop and maintain child care education and parenting resource programmes which are equipped to meet the needs of a culturally diverse community;
- 4.2 To provide a safe and stimulating environment where children in informal care may socialize with their peers;
- 4.3 To provide opportunities for children of different cultural backgrounds to come together in an atmosphere which strengthens and supports their individual identities while fostering the development of respect for the cultures of other children;
- 4.4 To provide opportunities for parents and caregivers of different cultural backgrounds to meet in an atmosphere of openness and mutual respect;
- 4.5 To encourage discussions among parents and caregivers about cultural similarities and differences in child-rearing practices and values;
- 4.6 To encourage caregivers to leave the isolation of their homes and share their ideas and experiences with each other;
- 4.7 To provide parents and caregivers with information on how to evaluate and select childcare arrangement and available community resources;
- 4.8 To make accessible to parents and caregivers information on child development and available community resources;
- 4.9 To assist parents and caregivers with information on how to develop low cost activities and play materials for children;
- 4.10 In furtherance of the above objectives to rent or purchase premises, to hire staff, to solicit and accept donations and to sponsor fundraising events;

5.0 MEMBERSHIP

Membership shall be open to community residents and all other interested persons who support the aims and objectives of the Corporation, subject to the discretion and approval of the Board of Directors.

A register of members shall be kept and maintained at the head office of the Corporation.

6.0 MEETING OF MEMBERS

6.1 Annual Meetings:

The annual meeting of the membership shall be held within six months of the end of the fiscal year

- to elect the Directors for the coming year;
- to present an audited financial report;
- to make amendments to the bylaws;
- to appoint auditors for the next year;
- to receive minutes from the previous year;
- to receive annual report of Directors;

The place and date of the annual meeting shall be fixed by the Board of Directors.

6.2 Special General Meetings:

Special General Meetings may be called at any time by a resolution of the Board of Directors or by the written request of 30% of the membership, submitted to the Board of Directors and specifying the reason for the request.

6.3 Notice of Meetings:

Notice specifying the place, date and hour of each annual meeting or special general meeting shall be given to members 30 days before the date fixed for the meeting. This notice requirement shall be satisfied by either posting a notice in the locations of the Corporation or by notifying members by mail or electronic notice.

6.4 Agenda:

The agenda for each members' meeting is set by the Chairperson of the Corporation. Any member may submit an item for the agenda of a members' meeting, in writing, to the Chairperson, at least 2 weeks prior to the meeting. Inclusion of any such item on the agenda is at the discretion of the Chairperson.

6.5 Quorum for Members' Meetings

Quorum at a members' meeting exists when 20 members are present.

6.6 Voting Procedures:

Anyone who has been a member of the Corporation for more than 60 days may cast a vote at members' meetings. Each such member has only one vote and may vote by proxy. Such proxy need not be a member of the Corporation, but before voting shall produce and deposit with the Secretary of the Board of Directors sufficient appointments in writing.

A simple majority of members present carries a vote at any members' meeting, except for a change in the bylaws which requires a two-thirds majority vote of the members present provided that at least 10 days notice of the amendments to the bylaws has been given to the membership.

6.6.1 Votes will be accepted in person (the member or by proxy), or by letter or electronic mail if received by the Secretary at least 24 hours in advance of the meeting.

6.6.2 The Chairperson is a voting member and in the case of a tie has a second vote to break the tie.

6.6.3 A motion to reopen an issue already approved by the membership must be approved by at least two thirds of those present and eligible to vote.

6.6.4 Any additions to the agenda set by the Chairperson, which are presented by a member at a members' meeting, must be approved by at least two thirds of those present and eligible to vote.

7.0 PROCEDURE FOR AMENDING THE BYLAWS

7.1 Bylaws and amendments to them may be proposed at a members' meeting, provided that the Chairperson is notified of the proposed amendments in writing at least 21 days prior to the meeting.

7.2 The membership must be notified by the Chairperson of proposed amendments to the bylaws at least 10 days prior to the meeting. This notice requirement will be satisfied by posting the proposed amendments in each of the Corporation's locations.

8.0 BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

8.1 Duties of the Board:

- a) The Board shall be legally responsible for the conduct of the business of the Corporation in its name; including any kind of contract which the Corporation may lawfully enter into and generally may exercise all such other powers and do all such other acts and things as the Corporation is by its Charter, or otherwise, authorized to exercise or do.
- b) Within and through the legal powers ascribed to it the Board shall actively pursue, implement and manage the purposes and activities of the Corporation as set forth in the Letters Patent and in Article 4 and elsewhere in these by-laws.

8.2 Board Membership:

Any person is eligible to be elected or appointed to the Board of Directors, subject to the further provisions of these by laws, provided that he or she is a member in good standing and subscribes to the purposes set forth in Article 4. Members shall elect the Board of Directors at the annual members meeting.

8.2.1 The term of office for each Director shall be two years, with 1/3 of the Directors being elected every year.

8.2.2 Before each annual meeting, the Board of Directors, through the Board Development Committee, shall seek out appropriate candidates for Board membership to present to the members at the annual meeting.

- 8.2.3 The Board of Directors may appoint Directors on an interim basis to fill vacancies in advance of the next annual meeting.
- 8.3 Number of Board Members:
There shall be a minimum of six and a maximum of twelve Board Directors, including four officers. Members at large of the Board shall include parents, other users, and members of the community to include a representation, as much as possible, of the various community groups in the area of the Corporation's locations. The Executive Director and the Program Director of the Corporation shall attend Board meetings but shall not be voting members of the Board. Any member of the Corporation may attend meetings of the Board of Directors and may make a presentation to the Board at the discretion of the Chair, but has no vote unless otherwise elected or appointed to the Board.
- 8.4 Board Meetings:
The Board shall meet at least six times a year to deal with all matters pertaining to the Corporation.
- 8.5 Notice of Meeting:
The Chairperson shall send notice of Board meetings to all Directors at least one week in advance of the meeting date. Directors who cannot attend must inform the Chairperson at least twenty-four hours in advance.
- 8.6 Quorum for Directors Meetings:
Quorum exists when a majority of members (50% + 1) and one of either the Executive Director or the Program Director are present at the meeting.
- 8.7 Board Attendance:
It shall be a requirement of membership on the Board that directors may not be absent from two regular meetings of the board per board year without authorization by the chair of the Board. A board member who is absent for two regular board meetings without authorization will be deemed to have resigned from the Board.
- 8.8 Removal from the Board:
Directors may be removed from the Board for cause by a two-thirds majority of the Directors at a duly constituted meeting of the Board. Notice of the motion to remove shall be given to all Directors along with the notice of the meeting.
- 8.9 Duties of the Members of the Board:
The Board of Directors shall
- a) Uphold the highest interest of the membership in conducting the business of the Corporation.
 - b) Be conversant with the Charter and bylaws of the Corporation
 - c) Be faithful in attendance at Board Meetings and at General and Annual Meetings of the membership.
 - d) Make determinations of the business needs of the Corporation and authorize payment of monies for those purposes.
 - e) Administer the property of the Corporation, both real and personal.
 - f) Authorize the employment of all staff personnel of the Corporation and set and approve their salaries and other terms and conditions of their employment.
 - g) Set dates for fiscal year
 - h) Elect Officers of the Board.

- i) Approve committees and their chairpersons.
- j) Be a member of at least one (1) standing Board committee, at the direction of the Chairperson.
- k) Consider other matters as are properly brought before them by the membership, the staff and other Directors.

8.10 Indemnification and Protection of Directors and Officers

All directors or officers of the Corporation and their heirs, executors, administrators and estate and effects, respectively, shall from time to time and 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 or officer sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against such Director or officer for or in respect of any act, deed or matter or thing whatsoever, made, done or permitted by such Director or officer in or about execution of the duties of the office; and
- b) all other costs, charges and expenses that such Director or officer sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by the wilful neglect or default of such Director or officer.

No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, employee or for joining in any receipt or other act for conformity; or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation; or for the insufficiency or deficiency any security in or upon which any of the monies of the Corporation shall be invested; or for any loss or damage arising from the bankruptcy or insolvency or tortuous act of any person, firm or corporation with whom any monies, securities or effects of the Corporation shall be deposited; or for any loss, conversion on, misapplication or misappropriation of any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation; or for any loss occasioned by any error of judgement or oversight on such person's part; or for any loss, damage or misfortune whatever which may happen in the execution of the duties of such office or in relation thereto unless the same shall happen through such person's own wilful neglect or default.

The Board may rely on the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report.

The Board may, from time to time, cause the Corporation to give indemnities to any Director, officer, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such person against loss by mortgage or charge upon the whole or any part of the real and personal property of the Corporation by way of security. Any such action taken, from time to time by the Board shall not require approval or confirmation by the members.

8.11 Conflict of Interest:

Where a member of the Board has any direct or indirect pecuniary interest;

- a) in a contract or proposed contract with the Corporation;
- b) in any contract or proposed contract that is reasonably likely to be affected by a decision of the Board;
- c) in any proposed employment by the Corporation for which the member has not yet applied; or
- d) in any other matter in which the Board is concerned and is present at a meeting including a committee or other meeting of the Board at which the contract, proposed contract, proposed employment for which the member has not yet applied or other matter is the subject of

consideration, such Director shall, as soon as practicable after the commencement of the meeting, disclose his/her interest, shall absent himself/herself and shall not take part in the consideration or discussion of, or vote on any question with respect thereto, or in any way attempt to influence the voting on any such question. Where the interest of a member of the Board has not been disclosed as required by reason of his/her absence from the meeting referred to therein or by reason of such interest having been acquired after such meeting such Director shall immediately communicate his/her interest to the Chairperson of the Board, or where the Chairperson of the Board in the event a matter involving a conflict of interest arises, shall communicate such interest to the Vice-Chairperson of the Board.

A former member of the Board of Directors may not apply for a staff position at the centre until 6 months following his or her resignation.

8.12 Remuneration of Directors

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties.

8.13 No Board member shall hold office for longer than nine (9) consecutive years.

9.0 EXECUTIVE OFFICERS

9.1 The officers of the Board of Directors (the "Executive") shall be elected by the Board from amongst themselves for two-year terms and shall include:

- the Chairperson of the Board
- the Vice-Chairperson of the Board
- the Secretary
- the Treasurer
- together with such other officers who may from time to time assume responsibilities for special committees of the Board.

9.1.1 The Chairperson shall:

- a) preside at meetings of the Board of Directors, Executive Committee and the general membership;
- b) oversee the general management and administration of the Corporation;
- c) sign all documents requiring her/his signature, including the by-laws of the Corporation;
- d) set the agenda for Board meetings and members' meetings; and
- e) any other duties and powers that may be assigned to him/her by the Board of Directors.

9.1.2 The Vice Chairperson shall perform such duties as are delegated by the Board of Directors. In the absence or inability of the Chairperson to act, the Vice Chairperson shall be designated by the Board to assume the duties of the Chairperson with all the duties and powers of the Chairperson.

9.1.3 The Secretary shall be responsible for taking minutes at all meetings of the Board of Directors, the Executive and members' meetings and any other duties that the Directors may give to the Secretary from time to time.

The Executive Director shall be responsible for the distribution of minutes.

9.1.4 The Treasurer shall:

- a) be responsible for the funds of the Corporation and shall secure deposit of same in the name of the Corporation in a bank designated by the Board of Directors;
- b) have signing authority;
- c) report to the Board of Directors on the state of the finances. She/he shall make payments in accordance with the budget. Expenses not in accordance with the budget shall be incurred and paid only upon order of the Board;
- d) present an audited financial statement to the membership at the annual meeting; and
- e) perform any other duties assigned to him/her by the Board of Directors.

9.1.5 In the event an officer is absent or unable to act for any other reason that the Board deems sufficient, the Board may delegate all or any of the powers of such officers to any Director for the period of time before the election of a new officer.

9.2 EXECUTIVE COMMITTEE

9.2.1 The Executive Committee consists of the Chairperson, Vice-Chairperson, Treasurer and Secretary, together with the Executive Director *ex officio*.

9.2.2 The main purpose of the Executive is to ensure the orderly and efficient operation of the Board.

9.2.3 The Executive, along with one or both the Executive Director and Program Director shall meet at least ten times a year. Where feasible, meetings of the Executive should precede Board meetings by no less than 7 days.

9.2.4 The Executive shall:

9.2.4.1 Receive and review reports from Standing Committees

9.2.4.2 Determine whether there are any motions arising from Standing Committees or other Board members that require Board approval to proceed.

9.2.4.3 Ensure that motions proposed by Standing Committees and other Board members are appropriately and adequately documented before being brought forward for Board consideration and approval.

9.2.4.4 Develop information to assist the Board in monitoring progress of the Strategic Plan.

9.2.4.5 Ensure that information from Standing Committees and other sources important to the Board is disseminated in a timely fashion.

9.2.4.6 Set the agenda for Board meetings and the AGM.

10.0 COMMITTEES OF THE BOARD

10.1 Standing and Special Committees;

There shall be such Standing and Special Committees as the Board of Directors shall from time to time determine. Each Director is expected to participate in at least one Standing Committee. In addition, members may be invited to participate in the Committees of the Board, subject to the Board's discretion, with the exception of the Human Resources Committee.

The Board of Directors shall specify the duties to be performed by the Standing and Special Committees, and these duties shall be reviewed from time to time. Each Standing Committee shall have as its Chairperson a Director who will be appointed by the Board. The Standing Committees are the Finance Committee, the Program Committee, Board Development Committee, and the Human Resources Committee.

10.2 Finance Committee:

Under the Chair of the Treasurer; works with the Executive Director to determine the financial needs of the Corporation; reviews unaudited statement of operations monthly; researches possible sources of funds, including government agencies and corporations, and organizes ad hoc committees for fund-raising events/projects, the proceeds of which may be used to purchase equipment and/or meet other financial obligations of the Corporation.

10.3 Programme Committee:

Under the Chair of an appointed Board member; works with the Program Director in the development and evaluation of programs of the Corporation and other tasks related to program planning.

10.4 Human Resources Committee:

Under the Chair of an appointed Board member; assists in hiring, evaluation of staff needs, termination of employment, staff training and other tasks related to personnel development.

10.5 Board Development Committee

Under the Chair of an appointed Director, leads the recruitment process for the Board; arranges for orientation of new Directors; conducts Board evaluations; and develops a training plan for the Board.

10.6 Meetings:

The Chairperson of *the committee shall call committee meetings.*

11.0 FINANCES

11.1 Two signatures shall be required for cheques and documents of Corporation. The signing officers shall be the Executive Director or the Chairperson of the Treasurer, or anyone who may be designated by the Board of Directors.

11.2 An unaudited statement of operations shall be presented quarterly at Board meetings by the Treasurer.

11.3 The Treasurer will present an audited financial statement to the members of the Corporation at the annual meeting.

11.4 The Treasurer will ensure that an auditor is appointed if an annual audit is required.

11.5 Upon the dissolution of the organization, and after payment of all debts and liabilities, the remaining assets shall be distributed in accordance with a decision by the membership.

11.6 Borrowing

In addition to, and without limiting such powers which by law the Corporation may possess the Directors may without authorization of the members borrow money on the credit of the Corporation by obtaining loans or advances by way of overdraft or otherwise. From time to time the Directors may authorize any Director, officer or employee of the Corporation, or any other person, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan therefore, and as to the securities to be given thereof, with powers to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of the money by the Corporation.

PASSED by the Board of Directors and sealed with the corporate seal this _____ day of _____ 2007

CHAIRPERSON

VICE-CHAIRPERSON

SECRETARY

TREASURER

EXECUTIVE DIRECTOR