

**BY-LAWS and CONSTITUTION OF
PLAINS ROAD CHILD CARE INC.**

BY-LAW NO.1

BE IT ENACTED AS A BY-LAW OF PLAINS ROAD CHILD CARE INC. (hereinafter called "The Corporation") as follows:

1. HEAD OFFICE

The Head Office of the Corporation shall be 520 Plains Road, Toronto, Ontario M4C 2Z1

2. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

3. MEMBERSHIP

Members of the Corporation shall be:

- i. parents/guardians whose children are enrolled in the program;
- ii. persons in the community who wish to participate in the work of the Corporation and who are approved by the Board of Directors.

Each member in good standing shall be entitled to one vote on each motion arising at any special and/or Annual General Meeting.

Members are entitled to attend the Annual General Meeting, the Board of Director meetings and any other Special Meetings that may be called by the Board of Directors.

4. BOARD OF DIRECTORS

The business and affairs of the Corporation shall be administered by a Board of Directors. The Board will consist of the following:

- i. minimum of five (5), maximum of nine (9) elected members. The number of sitting Board members may be subject to change from time to time by special resolution of the Board or AGM;
- ii. the Supervisor/Director or designate who sits as an advisor to the Board and shall not have any voting privileges on any matter of board business;
- iii. up to half of the members of the board of directors can consist of public representatives.

The Board of Directors may, by special resolution, veto any membership at its discretion. A veto shall require a majority of votes (fifty-percent plus one). Board members must be in good standing and shall not be in any financial arrears with the Corporation.

5. TERM OF OFFICE AND VACANCIES

The Directors shall be duly elected at the Annual General Meeting and shall hold office from the first convened meeting of the Board following the Annual General Meeting.

Board Directors shall serve a two-year term. Board of Directors may seek re-election for up to two additional consecutive terms of one year each.

The election of Directors shall be by a show of hands, unless ballot is requested. Nominations from the floor will also be accepted.

The members of the Corporation may, by special resolution, remove any Directors before the expiration of the term of office and may, by a majority of the votes cast at that meeting so called, elect any person to hold such seat for the remainder of the term. Any member who misses three (3) consecutive meetings without reasonable cause may be removed by special resolution as stated above.

If a vacancy shall occur on the Board of Directors mid-year, the remaining Directors, if constituting a quorum, may appoint a qualified person to fill the vacancy immediately; otherwise such vacancy shall be filled at the next annual meeting of the members.

6. VACATION OF OFFICE

A Director shall resign his or her position:

- if the Director is found in breach of the code of ethics, conflict of interest, confidentiality and/or other relevant policies/procedures of the Corporation,
- if by voluntary notice in writing to the Corporation. Any such resignation shall be effective at the time it is received or the effective date referred to in the notice,

A Director may seek a leave of absence:

- if the Director requests, in writing, a one year maternity/paternity leave of absence. In such a case, a return from a leave of absence is conditional that the member meets the requirements set out in Section 3 and 4.

7. QUORUM AND MEETINGS OF THE BOARD OF DIRECTORS

Board meetings shall be held in public with due notice made to members of the Corporation.

The Board reserves the right to hold any or all parts of a Board meeting *in camera* for the purposes of discharging its fiduciary duties and when necessary to maintain the privacy and confidentiality of Board and/or Corporate affairs.

A majority (fifty-percent plus one) of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may, from time to time, determine.

Elections are to take place at the Annual General Meeting of the Corporation for the purpose of electing Directors.

The Board Chair, Secretary, Treasurer and Vice Chair will be elected at the first Director's Meeting following the Annual General Meeting. The first Director's Meeting shall be held within 30 days of the Annual General Meeting.

Board meetings are to be held no less than eight (8) times per year.

8. VOTING OF BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of votes (fifty-percent plus one). Each Director, with exception of the Chair, shall be entitled to one vote on each question arising at any special or General Meeting of the Board of Directors. In the case of an equality of votes, the Chair shall have a casting vote. In the absence of the Chair, the duties may be performed by the Vice Chair or such other Director as the Board may, from time to time, appoint for such purposes.

9. POWERS

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

The management of all business, property, and interests, and other affairs shall be vested in its Board of Directors.

Director's Fiduciary Duties and Standards of Conduct

Each Director is subject to a duty of loyalty to the corporation and a duty of care in the performance of his or her duties as a Director.

The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees.

The Board may duly assign the management of the Corporation's operational activities to Supervisor/Director, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral, or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the Corporation's activities.

10. EXECUTIVE OFFICERS OF THE CORPORATION

There shall be a Board Executive comprised of the Board Chair, Vice Chair, Secretary and Treasurer. Executive positions on the Board may be held for more than one term by members who are duly elected to the Board. A term shall consist of a period of two years.

11. DUTIES OF THE BOARD CHAIR

The Board Chair shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The Chair shall be charged with the general management of the affairs and operations of the Corporation. The Chair and the Treasurer shall sign all by-laws and special resolutions. During the absence or inability of the Chair, the duties and powers may be exercised by the Vice Chair or such other Director as the Board may, from time to time, appoint for the purpose.

12. DUTIES OF THE VICE CHAIR

The Vice Chair shall, in the absence of the Chair, fulfill the duties of that position as above.

13. DUTIES OF THE SECRETARY

The Secretary shall be clerk of the Board of Directors. This person shall attend all meetings of the Board of Directors and all members' meetings and shall record all facts and minutes of all proceedings in books kept for that purpose. In addition, the Secretary shall provide an agenda, in consultation with the Chair, for each meeting of the Board of Directors and any general members' meetings.

14. DUTIES OF THE TREASURER

The Treasurer shall ensure that accurate accounts are kept and shall review disbursements of the Corporation in proper books of account. The Treasurer shall oversee the deposit of all funds or other valuable effects in the name and to the credit of the Corporation in such banks as may, from time to time, be designated by the Board of Directors.

The role of the Treasurer is to provide accurate financial statements to the Board at the regular monthly meetings or whenever an account is required of all transactions and of the financial position of the Corporation. In addition, the Treasurer shall perform such other duties as may, from time to time, be determined by the Board of Directors.

15. DUTIES OF OTHER OFFICERS

The duties of the other officers of the Corporation shall be such as the terms of reference of their engagement call for or as the Board of Directors requires them.

16. VACANCIES

If a vacancy shall occur on the Board of Directors, the remaining Directors, if constituting a quorum, may appoint a qualified person to fill the vacancy. Vacancies may or may not be filled at the discretion of the remaining Directors. However, if there is no quorum, the remaining Directors may forthwith call a meeting of members to fill the vacancy on the Board as detailed in Section 5.

If, in opinion of the Board, a member is not acting in the best interests of the Corporation by breaching the Code of Conduct or contract of Confidentiality, they will be asked to resign.

The Directors may, by a simple vote, call an extraordinary meeting of the Board to determine when the member concerned shall be asked to resign from the Board. Any Board member

missing three consecutive meetings of the Board without notice of intent to be absent or without just cause may be removed from the Board.

17. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagement on behalf of the Corporation shall be signed by the Chair, Vice Chair and Treasurer or any two, of which the Treasurer shall be one. The Secretary shall affix the seal of the Corporation to such documents as required.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any person authorized by the Board.

18. SIGNING CHEQUES

All cheques or other orders for payment of money shall be signed by any two of the Chair, Vice Chair, Treasurer, Secretary or Supervisor/Director of the Daycare.

19. FINANCIAL YEAR

The fiscal year of the Corporation shall commence on January 1st and shall terminate on the 31st of December in each calendar year.

20. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having and exercising any of the authority of the Board of Directors. The Directors shall see that all necessary documentation and records of the Corporation required by applicable statutes of laws are regularly and properly kept. There shall be at the principal office a record giving the names and addresses of the members entitled to vote.

21. DUES

There shall be no dues or fees payable by members except such, if any, as shall from time to time, be fixed by the Board.

22. REMUNERATION OF DIRECTORS

The Directors shall serve as such without remuneration. A Director may be paid reasonable out of pocket expenses (e.g. mileage, parking, pre-approved babysitting, long distance telephone calls, etc.) incurred in the performance of duties.

23. COMMITTEES OF THE CORPORATION

The Board of Directors, by resolution adopted by a majority of the Directors in office (fifty-percent plus one), may designate one or more committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it by law.

Executive Committee

The Directors may elect from among themselves an Executive Committee consisting of three (3) persons to carry out the business of the Corporation. The Board of Directors will delegate to the Executive Committee its powers to act in the name of the Corporation between meetings of the Board and in emergency situations. The Executive Committee will be responsible for daily business between the Supervisor/Director of the Centre and the Board.

A quorum of the Executive Committee shall consist of at least three (3) members of the Committee.

Minutes shall be taken at all Executive Committee meetings and shall be kept in minute books for that purpose.

The Chair, or delegate, shall preside over each meeting of the Executive Committee. Voting at such meetings shall be by a show of hands with the Chair holding the casting vote in the event of a tie.

24. SUB-COMMITTEES

Board members may act as Chair of a sub-committee. The Board will decide among themselves at the first Director's Meeting following the Annual Meeting, which sub-committee, if any, to hold. Meetings will be held as necessary and minutes kept of such meetings. The Chair of each sub-committee or their designate will report the decisions of the sub-committee at the Board of Director's Meeting. Decisions of the sub-committee will be subject to a vote and acceptance by the Board of Directors at the Board of Director's Meeting. If there are not sufficient members of the Board to chair each sub-committee, then a member of the Executive Board may elect to chair a sub-committee. Any Board member may elect to sit on more than one sub-committee.

Finance Committee

There shall be a Finance Committee whose functions shall be to ensure the Corporation's financial viability by overseeing the finances and preparing recommendations and reports for the Board of Directors meetings. The Treasurer and at least one other Board member shall be on the Finance Committee

Human Resources (HR) Committee

There shall be a Human Resources Committee, whose function shall be to ensure that the Board and staff are able to work together by establishing and monitoring personnel policies, hiring, and monitoring the performance of the Centre's Director/Supervisor, responding to staff grievances and recommending changes to salary scale, benefits, and working conditions to the Board of Directors. The HR Chair and at least two other Board members shall be on the HR Committee.

25. ANNUAL GENERAL AND OTHER MEETINGS OF MEMBERS

The Annual General and other meetings of the members shall be held at the head office of the Corporation or elsewhere in Toronto, Canada as the Board of Directors may determine and on such day as the Directors shall appoint. Notice of the time and place of a meeting of the members and the general nature of the business to be transacted thereat shall be delivered to each member at least thirty (30) days before the day on which the meeting shall be held.

The Board of Directors or the Chair or Vice Chair, if designated, shall have power to call at any time a general meeting of the members of the Corporation.

Notice of the time and place of every meeting shall be given to each member by emailing the notice or posting a notice in the childcare centre at least 48 hours before the time fixed for the holding of such meetings.

26. BUSINESS

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, financial statement and report of the auditors shall be presented and a Board of Directors elected. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors shall have the power to call at any time a general meeting of the members of the Corporation.

27. VOTING OF MEMBERS

Each member of the Corporation, except the Chair, shall at all meetings of members be entitled to one vote. Members may not vote by proxy.

At all meetings of members, every question shall be decided by a majority of the votes (fifty percent plus one) of the members present unless otherwise required by the by-laws of the Corporation. Every question shall be decided by a show of hands. In case of a tie, the Chair shall be entitled to a casting vote.

A quorum for the transaction of business at a meeting of members shall consist of not less than ten members.

28. BORROWING

The borrowing power of the Corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property.

29. FUNDRAISING

The Directors, on behalf of the Corporation, may from time to time take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

30. CONFLICT OF INTEREST

Any Director who has, directly or indirectly, any pecuniary interest in any contract, transaction, or any matter to which the Corporation is party, shall, unless the subject of the contract or transaction is of a type available to all members of the Corporation, declare his/her interest in such contract, transaction, or any matter at a meeting of the Directors and shall at that time disclose the nature and extent of such interest, and shall not vote at any meeting and shall not in respect of such contract or transaction be counted in the quorum for the meeting.

Every declaration of interest, but not the general nature of that interest, will be recorded in the Minutes of the meeting of the Board or committee of the Board. The Daycare's "Conflict Of Interest" policy describes this in more detail.

Where necessary, the Board of Directors may, upon disclosure of any conflict of interest, decide that a member in a possible conflict of interest, duly resign from his or her position on the Board. Such a decision would be made if it is determined that the nature of the real or perceived conflict of interest provides a real or potential material benefit to the member in question.

31. INDEMNIFICATION

Every Director or Officer of the Corporation who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, 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 Corporation, from and against;

- i. all costs, charges and expenses which such Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the Director or Officer in respect of any act, deed, matter or thing whatsoever, made done or permitted by the Director or Officer, in or about the execution of the duties of the Director or Officers office or in respect of any such liability;
- ii. all other costs, charges and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Director or Officer's own willful neglect or default.

32. DISSOLUTION

Upon the dissolution of the Corporation and after the payments of all debts and liabilities, the remaining property or part thereof of the Corporation shall be distributed or disposed of according to the rules and regulations of either the Corporations Act Part III or the Co-operative Corporations Act first, then the Daycare's Certificate of Incorporation, and bylaws.)

33. AMENDMENT OF BY-LAWS

The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of the Corporations Act, may be enacted by a majority (fifty-percent plus one) of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at the majority (fifty-percent plus one) of the members at a meeting duly called for the purpose of considering the said by-law.

34. AUDITORS

The members shall at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

35. EFFECTIVE DATE

This by-law shall come into force when passed by the directors and confirmed with or without variation by the majority (fifty-percent plus one) of the votes cast at a meeting of members of the Corporation duly called for that purpose.

36. REPEAL

Upon this by-law coming into force, the former By-law Amendment No. 1 of the Corporation is repealed. However, such repeal shall not affect the previous operation of such by-law or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such by-law prior to its repeal. All officers and persons acting under such repealed by-law shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or board of directors with continuing effect passed under such repealed by-law shall continue good and valid, until amended or repealed, except to the extent inconsistent with this by-law.

ENACTED this 16th day of April, 2019.

WITNESS the seal of the Corporation.

CERTIFICATE

I hereby certify that the foregoing is a true copy of a By-law of Plains Road Child Care Inc. (hereinafter called the "Corporation") duly enacted by the Directors of the Corporation; that the said By-law was duly confirmed and sanctioned by the Members of the Corporation in the manner required by law; and that the said By-law is now in full force and effect.

Witness my hand and seal of the Corporation this 16th day of April 2019

Passed by the Board of Directors and sealed with the corporate seal

This 16th day of April 2019

Chair

Treasurer