

CHILDSPACE DAY CARE CORPORATION  
CONSTITUTION & BY-LAWS

ADOPTED: July 1983

## AMENDMENTS:

AMENDED: July 1989 Article 2: Addition...’ Services...Article 3 #2 “be creative’ added #3 “self esteem” added. # 501 spelling correction “ charges” to “charged”.

AMENDED: June 25, 1997- Term of Officers changed from one year to two.

AMENDED: June 2008

*ARTICLE 6* MEMBERSHIP– Bullet a) was changed from:

a) Parents: the parents of every child who is enrolled at Childspace ... to:

a) Parents (non staff): the parents of every child who is enrolled at Childspace ...

Bullet b) was deleted: b) Staff: all permanent staff employed at the time in the Corporation. Staff without children enrolled in the Centre must pay \$1.00 per year for membership.

Due to conflict concerning who represents employees the above changes were made. It is not possible for the Board of Directors and the Union to be the employees’ representative simultaneously.

Bullet c) was deleted because it is no longer valid.

DELETED:

80% of the Board is to be made up of M.S.S.B. Supporters, (now known as the Toronto District Separate School Board)\* without special permission from provincial licensing office or changes in our license.

AMENDED: June 20, 2011

1. In addition to Constitution #1508 was added: Between our regular Meetings, a resolution conducted by electronic mail or conference call, or other media accessible and available to all of the members at the time of the resolution, entitled to vote on that resolution, is as valid as if it had been passed at a meeting of directors.

2. The number of Board was increased from nine to 10 members.

By Law:

302. A quorum for the transaction of business at the AGM will not be less than fifty percent (50%) plus one from the previous AGM.

AMENDED: October 2014

1. Revised to ensure compliance with the City of Toronto's *Board Governance Criteria for Agencies Incorporated as Non-Profit*.
2. Minor housekeeping revisions.

## CONSTITUTION

### *ARTICLE 1*     NAME

The name of the day care will be Childspace Day Care (the “Corporation”). Pat Costello searched for a name, which would encompass our aims and philosophy. A child’s space is very important – room for him/her to grow and learn. It also denotes respect for the child’s space – allowing him/her their individuality in the way they perceive their world and how they interact with it. The name can also be read as the child’s pace – the speed at which each individual develops and interacts with the world. Childspace is a place where Early Childhood Educators set up, indirectly, a space where stimulation and learning can occur, for example, through the arrangement of the room, the equipment layout and the inviting learning centres.

### *ARTICLE 2*     DESCRIPTION

This Corporation is non-profit, non-sectarian, non-political, non-denominational, founded by Pat Costello and governed by a community/parent board of directors (the “Board”). No part of its earnings shall enure to the benefit of any member or individual. All funds earned by the Corporation shall be reinvested in the Corporation. The Corporation’s purpose is to provide day care, which will reflect the needs of the parents, children and the community. Our Corporation has adopted a policy that we are an organization of equal opportunity and do not unfairly discriminate in our services and/or employment on the basis of race, ancestry, place of origin, ethnic origin, culture, citizenship, religion, creed, colour, gender, sexual orientation, pregnancy, gender identity, marital status, same sex partners, family status, age, economic status, record of offences, or physical/mental ability and appearance.

### *ARTICLE 3*     PHILOSOPHY

To plan for any curriculum, we must begin with a basic knowledge of how young children grow, develop and learn. As Early Childhood Educators, we recognize that children learn best under the following conditions:

1. When they have a good self-image and are warmly accepted as they are by both adults and other children;
2. If given repeated opportunities to discover, explore, be challenged, be creative and to problem-solve through direct experiences;
3. When given diverse choices of play to internalize that choice and its consequences that can lead a child to independence, self-confidence, self-esteem, self-control and a sense of responsibility;
4. Following the children’s lead and by capitalizing on the children’s natural curiosity and exuberance;

5. Through a rich environment that considers their total development and each one's individual needs and interests;
6. When supervised by teachers who protect and ensure each child's rights without sacrificing any individual child's right of the freedom to learn;
7. Recognition that for all people learning is a lifetime experience and
8. A child's learning is fostered when we include: the family, day care teachers, school teachers, public health and all other community partners.

In order to provide a rich, diverse and secure environment, keeping in mind the child's interest, we must provide and allow for a balance of activities: structured / unstructured, information / creative, active / quiet, indoor / outdoor, observing / participating, and alone / in a group.

*ARTICLE 4*    AIMS

The aims of the Corporation are as follows:

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1. That we develop the child in all ways, to achieve as fully as possible intellectually, emotionally, socially, physically and creatively through play.
2. That we are aware of the stages of development of the group and the individual within the group.
3. That we have a safe and clean place for the children. For their safety, areas are checked by staff before children enter. Also a fire drill is practiced monthly. All our staff are knowledgeable of applicable health regulations and ensure we have a clean day care.
4. That we follow the Canadian Food Plan in preparing interesting, varied and healthy foods for our hot meals and snacks.
5. That we have a positive approach to the program and expand the child's concept of time by placing emphasis on the task beginning and completion.
6. That we plan space properly to promote this learning and develop the child's ability to complete tasks and achieve satisfaction.
7. That for optimum creative development, the teacher-directed portion of the program is kept to the minimum and the material in the room is designed in such a way that the child can think of all possible options for experimenting and learning as he or she plays.
8. That communication between teacher – child – parent – Board – Director – Supervisor – Assistant Supervisor – is wide open.

*ARTICLE 5*    ENROLLMENT

- 501 Enrollment is open to any child, provided the daycare can meet the needs of that child with the present program and staff.
- 502 Enrollment shall be granted without discrimination. (See Article 2)
- 503 The child must be at least two and a half years old when enrolled and not older than twelve\*

\*without special permission from provincial licensing office or changes in our license.

#### *ARTICLE 6*    MEMBERSHIP

At any given time the membership of the Corporation shall consist of the following:

- a) Persons (non staff): the parents/guardian of every child who is enrolled at a day care centres operated by the Corporation at the time. One dollar (\$1.00) of the child's registration fee of \$15.00 is for the parents'/ guardian's membership dues.
- b) People in the community: those who have shown interest in quality daycare in general and in the Corporation in particular, who are sponsored by one member of the Board or one member of the membership and meet the approval of the Board. After approval, the person pays \$1.00 annual dues to become a member.
- c) No employee of the corporation or their relatives can be members of the corporation or be on the Board.
- d) Members must be at least eighteen (18) years of age.

#### *ARTICLE 7*    TERM OF OFFICE

From the membership, every year at the annual meeting, (third Wednesday of June), an election will be held to elect the directors of the Board, who, in turn, will select officers of the Corporation from among themselves.

#### *ARTICLE 8*    COMPOSITION

The affairs of the Corporation shall be managed by the Board of ten (10) Directors who are elected for a two (2) year term at the annual meeting, at the end of their term, they may stand for re-election. One person may hold more

than one office except the offices of Chair and Vice-Chair. \*At the June 25, 1997 Annual General Meeting (“AGM”) the term of office was changed to two (2) year term. \*\*At the AGM June 20/11 the number of Board Members was changed to ten (10).

#### ARTICLE 9 VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board, however caused, may so long as quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### VACATION OF OFFICE

The office of a director shall be vacated upon the occurrence of any of the following events:

- (a) if a receiving order is made against such director or if such director makes an assignment under the federal *Bankruptcy and Insolvency Act*;
- (b) if an order is made declaring such director to be a mentally incompetent person or incapable of managing such director’s affairs;
- (c) if such as director ceases to be qualified in cases such as fraud, conflict of interest and/or a breach Confidentiality Policy or in the Code of Conduct;
- (d) if by notice in writing to the Corporation such director resigns such director’s office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- (e) if the election to the Board of such director has consented to by the incumbent and the notice evidencing such consent delivered to the Board;
- (f) Directors of the Board may be removed by the other directors if they fail to attend three (3) consecutive meetings without a good reason.

#### SUSPENSION/TERMINATION

Members of the Board may be suspended by the Board to allow for review of the alleged “Conflict of Interest” or violation of the Code of Conduct. If the Board finds that the allegations are verified the Board will remove the member from the Board.

#### ARTICLE 10 QUORUM OF THE BOARD

A majority of directors shall be quorum for the transaction of business. The Chair does not vote but shall cast a vote only to break a tie.

*ARTICLE 11* INDEMNITY OF DIRECTORS AND OFFICERS

Every director or officer of the Corporation and his/her 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:

- a) All costs, charges and expenses whatsoever which such directors or officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office.
- b) All other costs, charges and expenses which s/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/her own willful neglect or default.

*ARTICLE 12* DISTRIBUTION OF SURPLUS

Any surplus arising from the business of the Corporation in each fiscal year shall be set aside by the directors as a reserve fund. Such reserve fund shall not be used for purposes inconsistent with the Articles of Incorporation. The directors may invest all or part of the reserve fund in such investments which they determine to be appropriate, deal with and vary such investments at their discretion and dispose of all or any part thereof for the benefit of the Corporation.

*ARTICLE 13* HONORARY MEMBER

The Past Chair will be an honorary member of the Board for one (1) term year. The Past Chair attends all meetings but in an advisory, non-voting capacity.

*ARTICLE 14* CORPORATION SEAL

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

*ARTICLE 15* PREAMBLE

- 1501 Primary responsibility of the Board is to establish the directions of the daycare in accordance with the needs of the community and the expectation of the group, which it serves.

- 1502 All directors have an obligation
- a) to be well informed about the purpose of the program and the needs of the Corporation which they serve
  - b) to provide continuity for the Corporation
  - c) to provide opportunity for citizen participation by setting up a corporate existence
  - d) to be an advocate for quality day care
- 1503 The Board is expected to ensure that adequate financing is obtained from parents' fees, grants and other sources and is properly allocated to run a quality program and provide day care services.
- 1504 The Board ensures that the services provided by the day care are in accordance with the Corporation By-Laws, Constitution, Aims and Philosophy.
- 1505 The Board is responsible for proper bookkeeping and auditing, setting the budget and formulating policies governing applications for grants and contracts from public, private or foundation sources, where innovations or experimental programs are desirable.
- 1506 All capital expenditures should be determined by the Board.
- 1507 The Board shall be informed of the articles of incorporation or legislation of the province under which the day care exists; its By-Laws and its code of regulations that relate to the duties of a director.
- 1508 Each director should demonstrate a high degree of interest in their role and responsibilities and should be genuinely concerned about the agencies problems and prospects. Directors who are absent for more than three (3) consecutive meetings without good reason may be removed in accordance with Article 9.

Between our regular Board Meetings, a resolution conducted by electronic mail or conference call, or other media accessible and available to all of the members at the time of the resolution, entitled to vote on that resolution, is as valid as if it had been passed at a meeting of the directors.

- 1509 Each director should be well informed about the daycare's operation and the social forces that are affecting service delivery.
- 1510 Each director should have mutual respect for each other regardless of differences of opinion and they should maintain a productive working relationship with one another.
- 1511 CHANGES IN THE CONSTITUTION

Changes in the Constitution and the By-Laws will be given on a typed sheet for which parents will sign for as having received the same and will become effective on the date of receipt.

- 1512 Directors serve without remuneration but may be reimbursed for reasonable expenses incurred in the performance of their duties.

Directors may not directly or indirectly receive any form of money or money's worth as a result of their position.

All Directors sign a "Conflict of Interest Form" annually. New Directors sign the "Conflict of Interest Form" on their election date and annually thereafter.

The Corporation shall not purchase goods or services from any director, officer or person related to a director or officer of the Corporation unless there is only one available source of the goods or services within a reasonable distance of the day care.

The Corporation shall not sell goods or services, other than child care services, to any director, officer or person related to a director or officer of the Corporation.

The Corporation shall not lend money to or borrow from any director, officer or person related to a director or officer of the Corporation.

The Corporation shall not rent property to or from any director, officer or person related to a director or officer of the Corporation

The Corporation shall not engage in any other transaction which may directly or indirectly confer a financial benefit on one of its directors.

For the purpose of Constitution and By-Laws the definition of a person related to a director or officer if:

- i. the person is married to the director or officer
- ii. The person is living in a conjugal relationship outside marriage with the director or officer
- iii. The person is the son or daughter or mother or father of the director or officer
- iv. The person is a relative of the director or officer and they have the same home
- v. The person is a corporation and voting securities in the corporation that together carry more than 10% of the voting rights attached to all voting securities of the corporation outstanding at the same time are beneficially owned directly or indirectly by any combination of:
  - (a) The director or officer
  - (b) Any of the persons referred to in clauses (i) to (iv), and
  - (c) The partner or the employer of the director or officer

1513 Chair (President)

The Chair shall be the President of the Corporation and, subject to the authority of the Board, shall have general supervision of the affairs of the Corporation. If present, the Chair shall preside as Chair at all the meetings of the Board and all the meetings of the Members. The Chair shall report to the Members on the affairs of the Corporation.

1514 Vice-Chair (Vice-President)

The Vice-Chair shall attend all meetings of the Board and perform the duties assigned to them by the Board. In the absence of the Chair, the Vice-Chair, if present, and who is a director, shall preside as Chair at meetings of the Board and meetings of the Members. If no such officer is present, the attending directors present shall choose the Chair among themselves for this meeting.

1515 Secretary

The Secretary shall attend all meetings of the Board and shall maintain minutes of all meetings.

1516 Treasurer

The Treasurer shall maintain accounting records in compliance with the Corporations Act and under the direction of the Board, shall be responsible for overseeing the work performed by the Bookkeeper, the Director and the Supervisors in connection with the banking and all financial affairs of the Corporation. The Treasurer shall regularly report to the Board advised about all financial activities of the Corporation and its financial position.

1517 Duties of Other Officers

The duties of other officers of the Corporation shall be such as the terms of their engagement call for or as the Board may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

1518 Executive Committee

Whenever the Board consists of more than six (6) directors, the Board may elect from its number an executive committee consisting of not less than three (3), which committee shall have power to fix its quorum at not less than a

majority of its members and may exercise all the powers of the Board, subject to any restrictions imposed from time to time by the Board.

1519 Other Committees

The Board may by resolution create one or more committees other than the executive committee, each of which shall include at least one member of the Board. Until otherwise provided, the President shall be a member *ex officio* of all such committees. Such committees created by the Board shall be given written terms of reference by the Board.

1520 Director

If appointed as a signing officer, the Director shall have, subject to the authority of the Board sign for the Corporation as directed by the Board and oversees the general operation of the day care. The Director reports to the Board. The Supervisors report to the Director and are responsible for the day-to-day operations of the day care. The Director and Supervisors recommend candidates to the Board for RECE, ECA, Dietary Aide and Housekeeping appointments or the removal of hired employees in these positions. The Director recommends the appointment/removal of a supervisor to the Board. The Board appoints the position of Director.

1521 Agents and Attorneys

The Board shall have the power from time to time to appoint agents or attorneys for the Corporation with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

1522 Execution of Instruments

Any two officers or directors of the Corporation may sign deeds, transfers, assignments, contracts, obligations, certificates and other instruments on behalf of the Corporation. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

1523 Proxies

At any meeting of Members a proxy holder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing the proxy holder, the same voting rights that the member appointing the proxy holder would be entitled to exercise if present at the meeting. A proxy holder must be a member, and may not exercise voting rights on behalf of more than three (3) other members. An instrument appointing a proxy holder shall be in writing and, if the appointer is a corporation, shall be under its corporate seal, subject to the Ontario *Corporations Act*. An instrument appointing a proxy holder shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or at the meeting or as may be directed in the notice calling the meeting.

#### 1524 Dissolution of Corporation

Upon dissolution of the Corporation and after payment of all of its debts and liabilities, the remaining property (not deemed tenant improvement) of the Corporation be distributed or disposed of only to charitable or non-profit organizations which provide childcare, which are beneficial to the community and which operate solely in Ontario.

# CHILDSPACE DAY CARE CORPORATION

## BY-LAWS

### BY – LAWS

1. The Canadian Imperial Bank of Commerce is the banker of Childspace Day Care Corporation (the “Corporation”), or other bank or trust company as the Corporation’s board of directors (the “Board”) may designate.

2. The fiscal year for the Corporation will be from January to December.

3. Meetings

General Meeting

301

At the Annual General Meeting (“AGM”), the Director shall open the meeting. The first item of business shall be the election of the directors of the Board for the following two years. Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of the Members at which such Board is elected.

302

A quorum for the transaction of business at the AGM will not be less than fifty percent (50%) plus one (1) from the previous AGM.

303

At any time, the parents of two-fifths of the membership may request the Chair of the Board to convene a General Meeting. Upon receiving such a request, the Chair, after notifying the Supervisor, shall call a General Meeting which shall take place within fourteen (14) days of receiving such request.

304

Each member of the Corporation, as defined in the Constitution, shall be entitled to one (1) vote at a General Meeting.

305

Any resolution shall be carried if supported by a simple majority of those members attending the General Meeting. However, resolution amending the Constitution or by-laws shall not be carried unless supported by two-thirds of the members attending the General Meeting.

306

Members at the General Meeting may from time to time elect a committee or committees comprised of members of the Corporation to deal with any matters the meeting shall determine.

Annual Meeting

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A Secretary shall be designated at the Annual Meeting to take minutes at the meeting.

308

The Minutes of (i) the AGM, (ii) any other General Meetings, and (iii) all Board Meetings shall be filed with the Director/Supervisor within five (5) days and posted in the Corporation’s main office within seven (7) days of the meeting. Decisions made in-camera session will not be posted, but will be filed with the Director/Supervisors.

4. The Board.

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The Board maintains a constant view of the daycare operation, scrutinizes its finances and administration and formulates policies on behalf of the General Meeting.

The Board shall consist of the Chair/President, Vice-Chair/Vice-President, Treasurer, Secretary, General Manager. The Chair of the Board shall vote only in the case of a tie.

402

The Director and Supervisors shall attend all meetings of the Board.

403

All members of the Corporation are entitled to attend meetings of the Board, but only members of the Board shall vote on matters before it. The Board may only meet in-camera on matters of staff salaries and evaluations, and disciplinary matters.

404

Meetings of the Board shall be held on the Third Wednesday of the month. A meeting may be called at any time by the Chair of the Board or by any two members of the Board. Notice of a Board meeting should be given at least five (5) days prior to date unless emergency warrants.

405

The parents of two-fifths of the children enrolled in Childspace may appeal any decision of the Board within five (5) days of receiving notice of same. The appeal shall be handed to the Chair of the Board and shall be in the form of a petition signed by all parents appealing the decision. The appeal shall be dealt with by the membership. Any decision in question shall be null and void until the appeal is decided.

406

Any member of the Board may be removed if a petition signed by the parents of two-thirds of the children enrolled is presented to the Board. Her/his replacement shall be elected at a General Meeting within two (2) weeks. The entire Board may be removed immediately if a petition signed by the parents of two-thirds of the children enrolled in the centre is presented to the Director and/or any Supervisor. In such cases, an Emergency Board shall be formed as described in Clause 407.

407

Should a situation arise in which the Board is unable to perform its duties for any reason, its powers and functions shall be assumed by an Emergency Board. The Emergency Board shall supervise new elections within two (2) weeks. Failing this, new elections will be supervised by the Director and the Supervisors within two (2) weeks.

408

The Board may remove/replace members of its committees at any time.

409

The hiring/firing of staff is the duty of the Board on the recommendation of the Director and the Supervisors.

410

The Director shall be appointed by the Board subject to ratification of the general membership of the Corporation.

The Board shall fix the Director, Supervisor and staff salaries and terms of employment.

#### 5. The Director, Supervisor, Assistant Supervisor

501

The Director is charged with overseeing the operations and coordination of the Corporation's day care centres - financial, physical and educational, acts as consultant, child advocate, trainer of staff/Board and spokesperson to represents the Corporation; assist the Board with new policies/budgets. Each Supervisor is charged with the daily administration of the centre - financial, physical and educational.

The Director and Supervisors carry out the policies as laid down by the Board and the General Meeting.

502 The Assistant Supervisor assists the Director and his/her Supervisor in accordance with her/his job description.

503 The powers and duties of the Director and each Supervisor shall be in accordance with her/his job description.

504 The Director and Supervisors shall prepare a report for the general membership prior to the Annual Meeting.

#### 6. Signatures on Cheques

All cheques issued by the Corporation shall be signed by any two of the following: Chair/President, Vice-Chair/Vice-President, Treasurer, Secretary or other so designated member.

#### 7. Signatures of the Corporation on Agreements

Agreements made by the Corporation shall bear the corporate seal and be signed by the Chair/President and Secretary or other designated member of the Board.

#### 8. Rules and Procedures

Meetings of the Board and committees shall be in accordance with Robert's Rules of Order. However, the Board and committees may adapt these rules by mutual consent.