GILLIS/TYNDALL PLAY AND LEARN CENTER Inc. BY-LAWS

Be it enacted and it is hereby enacted as a by-law of Gillis Play and Learn Center Inc. Hereinafter called the "Center" as follows:

DEFINITIONS

Board of Directors- Shall be comprised of the Executive director, officers, members at large, retired Board member and includes terms "directors" and "Board".

1. REGISTERED OFFICE

The Registered Office of the Center shall be at such places in the Province of Manitoba as the Directors of the Center may decide.

2. CENTER MEMBERSHIP

2.1 Members- The members of the Center shall consist of all parents or guardians of children receiving daycare from the Center.

2.2 Resignation- Members must give notice in writing according to our policies and procedures to resign from the Center and will be effective once received by the Center.

2.3 Expulsion- A member may be expelled from the Center by a majority vote of the members at any general meeting. No member shall be expelled without notification of the charge or complaint against them and without first having been given the opportunity of being heard at a meeting called for the purpose. Expulsion of members may or may not result in termination of care as per policies and procedures.

3. FISCAL YEAR

The fiscal period of the Center shall terminate on the 31st day of March, in each year or on such other date as the directors may by resolution determine.

4. MEETINGS

4.1 ANNUAL GENERAL MEETING

4.1.1 The originating meeting shall be the first annual meeting also known as the annual general meeting.

4.1.2 The annual meeting shall be held within 6 months following receipt of the audited financial statement, no later than October 31 of each year, 14 days' notice of such meeting shall be given to every member of the Center.

4.1.3 The members present at an Annual General Meeting shall constitute quorum. Resolutions shall be decided by a majority of votes cast by eligible members present.

4.1.4 Resolutions arising at any annual meeting of the Center shall be decided by a majority of votes by the members and board members in attendance. In case of an equality of votes, the chairperson shall call a second vote. In the event of the second vote resulting in an equality of votes, the matter will be tabled and a general meeting will be called to resolve the issue.

4.1.5 Every member shall be entitled to one vote at any annual general meetings; no voting by proxy will be permitted.

4.1.6 The rules of procedure at annual general meetings of the Center shall be determined at the annual general meeting and may be amended by resolution. The center uses "Robert's Rules of Order" for parliamentary procedures.

4.2 GENERAL MEETING

4.2.1 The board of directors or 5% of the members of the Center may requisition the directors to call a general meeting of the Center for any of the purposes stated in the requisition. It shall be the responsibility of the board of directors to make every effort to give 7 days' notice of such meetings to every member of the Center.

4.2.2 Every notice of the general meeting shall state the nature and the business of the meeting.

4.2.3 The rules of procedure at general meetings of the Center shall be determined at the first general meeting and may be amended by resolution. The center uses "Robert's Rules of Order" for parliamentary procedures.

4.2.4 The quorum for transaction of business at any general meeting of the Center shall be half plus one of the number of members present.

4.2.5 Resolutions arising at any meeting of the Center shall be decided by a majority of votes by the members and board members in attendance. In case of an equality of votes, the chairperson shall call a second vote. In the event of the second vote resulting in an equality of votes, the resolution shall be tabled until the next general meeting.

4.2.6 Every member shall be entitled to one vote at any general meetings; no voting by proxy will be permitted.

4.3 BOARD MEETINGS

4.3.1 A minimum of ten board meetings will be held by the board of directors annually at such dates, times, and locations as determined by the Board.

4.3.2 Minutes from all board meetings may be made available to members upon written request to the Board and in accordance with Section 13. Books and Records. Such minutes may be redacted in accordance with appropriate legislation, and for the protection of confidential and privileged information.

4.3.3 The rules of procedure at board meetings of the Center shall be determined at the first general meeting and may be amended by resolution. The center uses “Robert’s Rules of Order” for parliamentary procedures.

4.3.4 The quorum for transaction of business at any board meeting of the Center shall be half plus one of the number of members present.

4.3.5 Resolutions arising at any meeting of the Center shall be decided by a majority of votes by the board members in attendance. In case of an equality of votes, the chairperson shall call a second vote. In the event that the second vote results in an equality of votes, the Chairperson will exercise their vote.

4.3.6 Every board member shall be entitled to one vote at any board meetings except the Chairperson unless an equality of votes occurs; no voting by proxy will be permitted.

4.3.7 Should the Board be unable to meet in person, business of the Center may be conducted via virtual platforms that allow all members the opportunity to participate. Should a board member be unable to attend a scheduled in-person meeting, they can alternatively attend via virtual platforms.

4.3.8 Should situations arise that require the Board to pass a motion when a meeting cannot be accommodated, the Chair shall circulate all pertinent information relating to the issue to all members via electronic communication (email). A board member shall respond to all members indicating their intent to move motion and a seconder shall also be required to call for the vote on the issue. In view of the proposed motion, a member shall respond to all members electronically confirming their vote in favor or opposed motion. The Secretary shall record all electronic correspondence relating to the motion and prepare the minutes to be approved at the following meeting.

5. BOARD OF DIRECTORS

5.1 Directors- The business of the Center shall be managed by a board of directors.

5.1.1 A minimum of five and a maximum of ten board members shall constitute the Board. The Executive Director and retired Chair shall be considered over and above this number.

5.1.2 Quorum for voting purposes will be half plus one of the voting population of the Board.

5.1.3 Every board member shall have one vote, excluding the Executive Director, retired Chair and any staff members that have been appointed to the Board. Voting by proxy will be accepted at the board's discretion.

5.1.4 The Chairperson will only exercise their vote in the event of an equality of votes.

5.2 Qualifications of Directors

5.2.1 Each of the directors shall be at the time of their election and throughout their term of office be a member of the Center in good standing.

5.2.2 A director of the Board may be a member of the community.

5.2.3 A director may not be a member of the immediate family of an employee of the Center.

5.2.4 Only one member per family will be allowed onto the Board.

5.2.5 At least 60% of the directors shall be parents of children attending the daycare Center.

5.2.6 Staff members may also be nominated to the board. This is a non-voting position. As this is a voluntary position there will be no remuneration or time off in lieu of.

5.3 **Election-** All Board of Directors shall be elected at the annual general meeting of the Center and shall hold office for a one-year term. Retiring directors are eligible for re-election to the board. The election may be by show of hands unless a ballot is demanded.

5.4 **Removal-** The members of the Center may, by resolution passed by at least half plus one of the votes cast at a general meeting, or the board of directors with quorum remove any director and may, by a majority of votes cast at that meeting, elect any qualified person in his stead for the remainder of his term. If a member of the board is failing to fulfill their duties as outlined, the board of directors may vote to remove that director. No member shall be removed without notification of the charge or complaint against them and without first having been given the opportunity of being heard at a meeting called for the purpose. Removal of members may or may not result in termination of care as per policies and procedures.

5.5 **Vacancies-** If any member of the board of directors resigns their office, or does not provide written notice to the Chairperson, or is absent from three (3) or more Board meetings, or fails to take initiative to stay abreast of current business of the board, emails, etc., the Board shall declare their office vacated and removed from all rights of office. (See 5.2 re Removal). The Board may appoint a successor in their place to hold office until the next annual general meeting.

5.6 **The Board of Directors shall include Officers of the following positions:**

1. Chairperson

2. Vice-Chairperson

3. Secretary **4.** Treasurer

Other Board of Directors will include Members-at-Large, retired Board member (to hold non-voting, mentoring position of a max 6 month term) and the Executive Director. Retired Board member and Executive Director are in addition to the maximum amount of Board Members.

6. DUTIES OF THE DIRECTORS

6.1 Board of Directors will promote the Center in the community as a quality service at all times by adhering to:

- Duty of Care: Act reasonably, in good faith and in the organizations' best interest.
- Duty of Loyalty: Place interest of the organization before their own.
- Duty to Comply: Act within the scope of applicable bylaws and regulations.

6.2 The directors of the Center shall serve without remuneration and no director shall directly or indirectly receive any personal gains or profit from their position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties, and any director who is a bona fide employee of the Center (whether full time or part time), may be paid remuneration with respect to services performed by them as an employee.

6.3 The Board of Directors of the Center will sign a confidentiality policy and a conflict of interest policy each year and will abide by these policies throughout their term. Failure to do so will result in removal from their office (See 5.4 re removal).

6.4 The Board of Directors of the Center shall be responsible for co-ordination of the work of the Center and for carrying out the policies and directives of the Center as determined by the Center's general meeting.

6.5 The Board of Directors shall be responsible for ensuring that one member chairs meetings of the Center, and for ensuring that minutes of meetings of the Center are maintained.

6.6 The Board of Directors cannot authorize non-routine expenditures over $2,500 without authority from a general meeting of the membership.

6.7 The Board may appoint such agents and engage such employees as it shall deem necessary 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.

6.8 Mandatory board governance training shall be taken by each new Board member and renewed as needed.

6.9 The Board of Directors will exercise all such powers of the Center as per the Manitoba Corporations Act and/or in accordance to the by-laws. The Directors shall furthermore have power to authorize expenditures on behalf of the Center and may delegate by resolution to an officer or officers of the Center the right to employ and pay salaries to the employees. The Board of Directors shall have the power to make expenditures for the purpose of the furthering the objects of the Center.

6.10 The Board of Directors may authorize the payment of all expenses incurred in setting up and registering the Center and all other expenses incidental to the formation of the Center, of which it considers preliminary.

6.11 The Board of Directors may prescribe such rules and regulations in accordance with these by-laws relating to the management and operation of the Center as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the members of the Center when they shall be confirmed, and in default of the confirmation at such annual general meeting of the members shall at all times, and from that time, cease to have force and effect.

6.12 The employees of the Center as the Directors may so designate, to give security to the Center, to maintain accounting, delivering and paying over monies and securities for money or other assets of the Center which may come into its hands.

6.13 The Board of Directors shall take such steps, as they deem required to enable the Center to receive donations and benefits for the purpose of furthering the objects of the Center.

6.14 The Board of Directors shall be accountable and transparent in the operations of the Center.

7. OFFICER'S DUTIES

7.1 The Chairperson shall be the chief executive officer of the Center. They shall preside at all meetings of the Center and the Board of Directors. They shall have the general and active management of the business of the Center. They shall see that all orders and resolutions of the Board are carried into effect. They shall ensure that all approved minutes are made available to the members of the Center. They shall be a non-voting member of all committees. They will prepare and submit to the members at the annual general meeting a statement and report of the preceding year for its approval. They shall be designated as one of the signing officers of the Center in any financial transaction.

7.2 The Vice-Chairperson shall act in the absence or disability of the Chairperson and shall exercise the powers of the Chairperson and shall perform such other duties as shall from time to time be imposed upon them by their powers and duties shall be delegated to a chairman appointed by the Board. They shall be designated as one of the signing officers of the Center in any financial transaction.

7.3 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. They shall give or cause to be given notice of all meeting of the members and 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 they shall be. They shall be custodian of the seal of the Center. They may be designated as one of the signing officers of the Center in any financial transaction.

7.4 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 Center and at such depositories as may be designated by the Board of Directors. The Accounts maintained in such depository shall be in the name of Gillis Play and Learn Centre. They shall disburse the funds of the Center 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 transactions as Treasurer and of the financial position of the Center. They shall be designated as one of the signing officers of the Center in any financial transaction.

7.5 In all cases of death, resignation, retirement or removal from office as an officer, all books, papers, vouchers, and money and other property of whatever kind in their possession or under their control belonging to the Center shall be delivered to the Board of Directors.

7.6 The chairperson may adjourn any meeting where no notice of such adjournment need be given to all of the Directors. Any business may be brought before or dealt with at any meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling for it.

8. SIGNATURE AND CERTIFICATION OF DOCUMENTS

8.1 Contracts, documents, or other instruments in writing requiring a signature of the Center 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 Center without any further authorization or formality. The Directors shall have power to appoint an officer or officers on behalf of the Center when required may be affixed to contracts, documents instruments in writing.

8.2 The terms “contract, documents, or any instrument in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds debentures, or other securities and all paper writings.

9. CONSTITUTIONAL BY-LAWS, RESOLUTIONS AND AMENDMENTS

9.1 Constitutional by-laws of the Center will be amended at the Annual General Meeting by an ordinary resolution passed by majority vote of the members present. In case of an equality of votes, the Chairperson shall call a second vote. In the event the second vote results in an equality of votes, the resolution will be defeated.

9.2 Any by-law amendments or introduction of new bylaws shall be made available in writing with a minimum of 14 days’ notice prior to the annual general meeting date, to the members of the Center.

10. INDEMNITIES TO THE DIRECTORS AND OTHERS

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

10.1.1 All costs, charges, and expenses whatsoever which such Director, officer, or other person sustains or incurs in or about any action, suit or proceedings which is brought or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office except such costs, charges or expenses as are occasioned by their own willful neglect.

10.1.2 All other costs, charges or expenses, which they sustain or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect.

11. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any title, to any property acquired by the Corporation or for or on behalf of the Corporations or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be place out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation, including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited , or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which thereto unless the same shall happen by or through his own wrongful and willful neglect or default in failing to exercise the powers and to discharge the duties of his or her office honestly, in good faith with a view to the best interests of the Corporation, and in connection therewith to exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances. The directors from the time of being of the corporation shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into in the name of or on behalf of the Corporation except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the

Corporation otherwise than as a director of officer or shall be employed by or shall be a member of a firm or a shareholder, director or officer of a corporation which is employed by or performs services for the Corporation, the fact of his or her being a director or officer of the Corporation shall not disentitle such director of officer or such firm or corporation as the case may be from receiving proper renumeration for such services.

12. INTERPRETATION

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

13. BOOKS AND RECORDS

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

14. WINDING UP

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

Signed this ____day of _____2024

CHAIRPERSON:_____
SECRETARY:_____