

**General By-Laws
Centre of the Petite Enfance Vanier – Vanier Childcare Centre
Permit * 1632-7314**

CHAPTER 1 GENERAL PROVISIONS

Article 1: NAME OF THE CORPORATION	The corporation holds the name "CPE Vanier", "Vanier Childcare Centre". The term "parent" designates any holder of parental authority.
Article 2: HEAD OFFICE	The head office of the corporation is: 821 ave. St-Croix, Ville St-Laurent, Québec.
Article 3: SEAL	The seal, the imprint of which appears in the left margin, is the seal of the corporation.
Article 4: OBJECTIVES	CPE Vanier is a workplace daycare service; as such it gives priority, in its admission policy, to children of staff and students of VANIER COLLEGE, and that for all the available places. The mission of CPE Vanier is to offer an educational childcare centre by promoting the physical, intellectual, emotional, social, and moral development of children in accordance with the Educational Childcare Act (RSQ, c. S-4.1.1) and its regulations. Moreover, CPE Vanier seeks to offer any other services destined to support families and children.

CHAPTER 2: MEMBERS

Article 5: MEMBERS	A parent is not obligated to become a member of the corporation to be eligible to send their child to the CPE. It is a choice; however we do encourage parents to become members (only one parent per family may vote). To become a member of the CPE, the parent must: fill out a registration form for the child, sign a service contract, respect the CPE's internal rules, and commit to respect the regulations of the corporation. Staff member: All salaried CPE staff members who have acquired their permanence are employed by the corporation.
Article 6: MEMBERSHIP FEES	The Board of Directors determines the amount of the annual membership fee as well as the time at which it is to be paid. The membership fee is not refundable.
Article 7: MEMBERSHIP CARDS	The Board of Directors can, if deemed appropriate, issue membership cards. These cards will need to carry the signature of the secretary of the corporation in order to be valid.
Article 8: TERMINATION	A member can terminate his/her contract by forwarding a written notice to the secretary of the corporation. His/her termination will take effect either upon receipt of the notice by the secretary or upon an ulterior date indicated by the terminating member. The leaving member is responsible for paying any outstanding fees that may apply at the moment of his/her departure.
Article 8.1: LOSS OF MEMBERSHIP STATUS	A parent ceases to be member of the corporation when his/her child does not frequent the childcare centre any longer due to a death, a termination, a suspension, or an expulsion.

Article 9: SUSPENSION AND EXPULSION OR DISMISSAL	The Board of Directors can, by resolution, suspend, expel or dismiss a member who does not respect the regulations of the corporation or who acts contrary to its interests. However, the Board of Directors must give this member the opportunity to be heard before a final decision is made on his/her part. The decision taken thereafter by the Board of Directors is final and cannot be appealed.
CHAPTER III GENERAL ASSEMBLIES OF THE MEMBERS	
Article 10: ANNUAL ASSEMBLY	The annual general assembly takes place within the ninety (90) days following the end of the fiscal year, which is on March 31 of each year. The Board of Directors determines the date, the location, and time of the assembly.
Article 10.1: POWERS OF THE ANNUAL ASSEMBLY	The annual assembly has the power to: modify the letters patent and the general regulations of the corporation, elect the Board members, exercise all the powers that have been granted to it by the law, the letters patent, and the current regulations, nominate an auditor.
Article 11: SPECIAL ASSEMBLY	<p>Special assemblies are held at the head office of the corporation or at any other location determined by resolution of the Board of Directors and according to the circumstances that demand it.</p> <p>Assembly held upon a request of the Board of Directors The secretary is obliged to convoke a special general assembly if requested so by the majority of directors.</p> <p>Assembly held upon request of the members The directors must immediately convoke a special general assembly upon receipt, through the secretary of the corporation; of a written request that is signed by at least 10% of the members of the corporation and that indicate the subjects of the proposed assembly. If the assembly is not convoked and held within 21 days following the receipt of the request, the members (representing at least 10% of the corporation's members) can convoke the assembly by themselves, regardless of whether they were signatories of the request.</p>
Article 12: NOTICE OF CONVOCATION	<p>The general assembly of members is announced in writing to each member, indicating the date, time, location, and subject of the assembly. If it is a special assembly, the notice must clearly specify the subjects to be treated.</p> <p>Assemblies must be convoked with a delay of at least ten days, except in the case of an emergency when it can be convoked within 24 hours or even verbally, in person or by telephone.</p> <p>Special assemblies are only convoked for matters that are under the jurisdiction of the member assemblies of the corporation.</p>
Article 13: QUORUM	For any general or special assembly of members, the quorum will be 25% of members who are in good standing and who have the power to vote.

Article 14: VOTE	At member assemblies, only members in good standing have the right to vote and each have only one vote. Proxy voting is forbidden. Only one vote per family is allowed. Votes are cast by raising the hand, unless at least two present members call for secret ballot voting. The submitted issues are decided on by the majority of votes of present members in good standing, except in the case where a special majority is requested by the Companies Act (RSQ, c. C-38). In case of an equality of votes, the president of the assembly has the right to a second vote.
CHAPTER IV: BOARD OF DIRECTORS	
Article 15: POWERS	The Board of Directors carries out all the necessary steps for achieving the goals of the corporation in accordance with the letters patent and the general regulations. It can at any point in time buy, rent, acquire, alienate, exchange, or dispose of territory, buildings or other real estate or movable property of the corporation for the purpose, terms, and conditions it deems appropriate.
Article 16: NUMBER OF DIRECTORS	The affairs of the corporation are managed by a Board of Directors composed of 9 people.
Article 17: COMPOSITION	Two thirds of the members are parent members or future clients of the daycare services provided by the centre; these members may not at the same time be a staff member, a home daycare educator or one of their assistants. President Vice President, Secretary, Treasurer, 2 Administrators, Community Member, Executive Director, Educator
Article 18: CRITERIA OF ELIGIBILITY	Only members in good standing can be elected as directors of the corporation. They can be re-elected if they have the required qualifications. Moreover, a director may not have received an impediment to the issuance of a permit as stated in point 2 to 5 of article 26 of the Educational Childcare Act.
Article 19: DURATION OF THE MANDATE	An administrator begins his/her function at the closing of the assembly in the course of which he/she has been elected. His/her mandate is a duration of 1 year, unless he/she resigns. At the end of the mandate, the director remains in function until his/her successor has been elected.
Article 20: ELECTION PROCEDURE	<p>The election of the members of the Board of Directors is done at the annual general assembly of the corporation. The election proceeds as follows:</p> <ol style="list-style-type: none"> 1. The nominations can be submitted before the general assembly. 2. Nominations according to the proposals, 3. Nominations are concluded, 4. Voting by show of hands or by secret ballot, depending on the case, 5. The candidate(s) with the most votes are declared elected <p>Voting by show of hands or by secret ballot, depending on the case, the candidate(s) with the most votes are declared elected.</p>

Article 21: VACANCIES ON THE BOARD OF DIRECTORS	There is a vacancy in the Board of Directors following a written resignation or death by one of its members. If a vacancy occurs during the year, the other members of the Board of Directors can nominate another director that they have chosen among the members in good standing of the corporation to fill this vacancy for the rest of the term.
Article 22: RESIGNATIONS	A director can resign from his/her mandate at any time by forwarding a resignation letter to the secretary of the corporation. This resignation becomes effective as of the receipt of the letter or at an ulterior date indicated by the resigning director.
Article 23: MEETINGS	The members of the Board of Directors meet at least 10 times per year. The meetings of the Board of Directors are convoked by the secretary, upon request of the president or of the majority of Board members. The Board members are informed of the day, time, and location of the meeting through a convocation notice.
Article 24: CONVOCAION NOTICE	The meetings of the Board of Directors are convoked through a written notice to each director, to be received at least three days before the date of the meeting. In the case of an emergency, the notice can be given verbally, in person, or by telephone, 24 hours in advance. A meeting can take place without a convocation notice if all the members of the Board of Directors are present at the meeting or consent thereto in writing.
Article 25: QUORUM	The quorum of the Board of Directors' meeting is from 5 to 9 directors, a majority of whom are parents of children that are enrolled at the childcare centre as stated in Article 28 of the Educational Childcare Act.
Article 26: VOTE	At Board of Directors meetings, each member has the right to a vote.
Article 27: RENUMERATION	The directors do not receive any remuneration for their mandate.
Article 28: COMPENSATION	Any administrators can, with the consent obtained at a general assembly, be compensated and reimbursed by the corporation for expenses that occurred through an action, an endeavour or a procedure aimed against him/her, or for actions, things or facts purchased or permitted by him/her as part of his/her mandate, except those resulting from his/her fault..
CHAPTER VI OFFICERS	
Article 29: ELECTION	The directors of the corporation elect, among themselves, the president, the vice president, the secretary, and the treasurer. The Educational Childcare Act requires that the president and vice-president be a parent member or future client of the childcare services and that these not be a staff member.

Article 30: RENUMERATION	Officers do not receive any remuneration for their mandate.
Article 31: RESIGNATION AND DISMISSAL	An officer can resign by forwarding a written notice to this effect to the secretary of the corporation. His/her resignation will be effective as of the receipt of the notice or as of an ulterior date indicated by the resigning officer. Moreover, if a member of the Board of Directors resigns his/her position, he/she ceases to be officer of the corporation as of the date his/her resignation becomes effective. The Board of Directors can dismiss an officer; in this case the officer ceases to exercise his/her mandate as of the dismissal date.
Article 32: PRESIDENT	<ol style="list-style-type: none"> 1. He/she is executive officer and head of the corporation. He/she is the parent of a child that is enrolled in the childcare centre. He/she cannot be a staff member of the centre. 2. He/she presides the meetings of the Board of Directors. 3. He/she executes all the other powers and functions foreseen in the regulations of the corporation or determined by the directors.
Article 33: VICE PRESIDENT	<ol style="list-style-type: none"> 1. He/she exercises the powers and functions that the directors or the president can request from time to time. 2. In the case of absence, incapacity, refusal, or negligence to act on the part of the president, he/she can, if he/she has the required qualities, exercise the powers and functions of the president.
Article 34: SECRETARY	<ol style="list-style-type: none"> 1. He/she writes the minutes of the member assemblies and the Board of Directors' meetings and keeps these in a book set aside for this purpose. 2. He/she sends the convocation notices and documents for holding the meetings. He/she keeps all the books and registers as well as all the documents of the corporation. 3. He/she carries out the mandate that is conferred to him/her by the president or the directors.
Article 35: TREASURER	<ol style="list-style-type: none"> 1. He/she has the main responsibility for the finances of the corporation. 2. He/she must give account to the president or the directors of the financial situation of the corporation and of all transactions that he/she has done as a treasurer. The treasurer must do so each time it is required of him/her and with the assistance of the administrator. 3. He/she collaborates with the administrator in order to prepare the annual budget. 4. He/she is obliged to let the books and accounts of the corporation be examined by persons authorised to do so. 5. He/she must sign all documents requiring his/her signature and exercise the powers and functions that the directors prescribe to him/her or that are part of his/her mandate.

CHAPTER VI FINANCIAL PROVISIONS	
Article 36: FISCAL YEAR	The fiscal year of the corporation ends on March 31 of each year.
Article 37: AUDITOR	The auditor is appointed each year by the members during their annual assembly. His/her remuneration is determined by the Board of Directors. If the auditor ceases to fulfil his/her functions, for whatever reason, before the end of his/her term, the directors can fill the vacancy by appointing a replacement who will finish the mandate until the end of his/her predecessor's term.
CHAPTER VII CONTRACTS, BILLS OF EXCHANGES, BANK MATTERS AND DECLARATIONS	
Article 38: CONTRACTS	Contracts and other documents that require the signature of the corporation must be approved and authorized to be signed in advance by the Board of Directors; unless the Board of Directors has decided otherwise, these contracts and documents are signed by the president and the treasurer. Employment contracts are signed by the president and the employee. Childcare contracts are signed by the administrator and the parent of the child.
Article 39: BILLS OF EXCHANGES	Cheques, bank notes or other bank items of the corporation are signed by the administrator and the treasurer. In the case of an absence of the treasurer, the president, vice president, or secretary can sign with the administrator.
Article 40: BANK MATTERS	The funds of the corporation can be deposited to the benefit of the corporation at one or more banks or financial institutions situated in the province of Québec and designated to this end by the directors.
Article 41: DECLARATIONS	The president or any other person authorised by the president is authorised to appear and act for the corporation for any writ, order, or interrogation issued by the Court, and to answer in the name of the corporation for all procedures it may be involved in.