

**BY-LAW NO. 1**

A by-law relating generally to the  
conduct of the affairs of

**LE PETIT CHAPERON ROUGE : GARDERIE FRANCOPHONE**

Contents

BE IT ENACTED as a by-law of the Corporation as follows:

**SECTION ONE**  
**INTERPRETATION**

1.01            Definitions. - In the by-laws of the Corporation, unless the context otherwise requires:

“Act” means the *Corporations Act* (Ontario), or any statute that may be substituted therefor, as from time to time amended;

“appoint” includes “elect” and vice versa;

“board” means the board of directors of the Corporation;

“by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the corporation without share capital incorporated under the Act by letters patent dated March 28, 1979 and named “Le Petit Chaperon Rouge : Garderie Francophone”;

“letters patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“meeting of members” includes an annual meeting of members and a special meeting of members; and “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

“member” means any person admitted to membership in the Corporation in accordance with Section 7 of this by-law;

“service centre” means a daycare centre location; and

“special resolution” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the Corporation duly called for that purpose or by the consent in writing of all the members entitled to vote at such meeting.

1.02            Interpretation. - Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

1.03            Headings. - The headings in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this by-law.

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## SECTION TWO

### AFFAIRS OF THE CORPORATION

2.01 Head Office. - Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto in the Province of Ontario, Canada, and at such location therein as the board may from time to time determine.

2.02 Corporate Seal. - The Corporation may, but need not, have a corporate seal and if one is adopted it shall be in a form approved from time to time by the board.

2.03 Financial Year. - The financial year of the Corporation shall end on the last day of December in each year until otherwise determined by resolution of the board.

2.04 Execution of Instruments. - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, both of whom hold the office of director. 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 signing officer may affix the corporate seal to any instrument requiring the same.

2.05 Banking Arrangements. - The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board.

2.06 Auditors. - The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the members or by the board, if it is authorized to do so by the members. If in any financial year the Corporation's annual income is less than \$100,000 and all members consent thereto in writing, the Corporation may waive the requirement for an audit for such financial year.

2.07 Amendment of By-laws. - Unless otherwise provided by the Act, any existing by-law of the Corporation not embodied in the letters patent may be repealed or amended by by-law passed by the board and confirmed by the members by at least two-thirds of the votes cast at a general meeting of the members duly called for considering the by-law or by resolution in writing signed by all the members.

2.08 Rules and Regulations. - The board may establish rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation.

2.09 Conflicts. - The directors or officers or any person related to the directors or officers who are in any way directly or indirectly interested in any contract or proposed contract

with the Corporation shall disclose in writing to the Corporation and request to have entered into the minutes of the meeting of directors the nature and extent of their interest in the contract.

2.10 Activities of the Corporation. – The Corporation offers francophone daycare services, including programs for babies, toddlers, pre-schoolers, before- and after-school care for school-age children. The criteria for admission include those established by the French Catholic and French Public School Boards.

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## SECTION THREE

### DIRECTORS

3.01 Number of Directors. - The affairs of the Corporation shall be managed by a board of a minimum of 3 and a maximum of 13 directors. Any increase or decrease in the number of directors shall be approved by special resolution.

3.02 Qualification. - Each director shall be, or shall become within 10 days after election to the board, and thereafter remain throughout such director's term, a member of the Corporation. No person shall be qualified for election as a director if such person is less than 18 years of age; is of unsound mind and has been so found by a court in Canada or elsewhere; is not an individual; or has the status of a bankrupt. No employees of the Corporation shall be eligible to serve as a director.

3.03 Election and Term. - Each director shall be elected to hold office until the second annual meeting after s/he shall have been elected or until his or her successor shall have been duly elected and qualified. All elections of directors shall take place at each annual meeting of members and all the directors then in office whose terms have expired shall retire but, if qualified, shall be eligible for re-election to a further terms of two years. The election may be by a show of hands unless a ballot is demanded by any member. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

3.04 Removal of Directors. - Subject to the Act, the members may by resolution passed by at least two-thirds of the votes cast at a general meeting of the members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of such director's term, and may, by a majority of votes cast at that meeting, elect a person in place and stead of such director for the remainder of the term.

3.05 Vacation of Office. - A director ceases to hold office upon death; upon removal from office by the members; upon ceasing to be qualified for election as a director; or upon receipt by the Corporation of a written resignation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

3.06 Vacancies. - Vacancies on the board may be filled for the remainder of the term of office either by the members at a meeting of members called for the purpose or by the board if the remaining directors constitute a quorum.

3.07 Action by the Board. - The board shall manage the business and affairs of the Corporation utilizing the powers afforded to the Corporation by the letters patent or otherwise. The powers of the board may be exercised at a meeting (subject to section 3.08) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or

more directors and transmitted by facsimile to the secretary of the Corporation shall be deemed to be duly signed by such directors.

3.08 Meetings of the Board by Telephone, Electronic or Other Communication Facilities. - If a majority of the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

3.09 Place of Meetings. - Meetings of the board may be held at any place.

3.10 Calling of Meetings. - Meetings of the board shall be held from time to time at such time and at such place as the board, the president or any two directors may determine.

3.11 Notice of Meeting. - Notice of the time and place of each meeting of the board shall be given in the manner provided in Section Nine to each director not less than two days before the date of the meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.12 First Meeting of New Board. - Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

3.13 Regular Meetings. - The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.14 Chair. - The directors shall choose from amongst them a Chair. Subject to the provisions of any special by-law of the Corporation providing for the election or appointment by the directors from among themselves of a chair of the board, the directors present at a meeting of the board shall choose one of their number to preside as the chair of such meeting.

3.15 Quorum. - The quorum for the transaction of business at any meeting of the board shall be a majority of the number of directors or such greater number of directors as the board may from time to time determine.

3.16 Votes to Govern. - At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote.

3.17 Remuneration and Expenses. - The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such position. However, if approved by the board, the directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation. Also, nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving reasonable compensation therefor.

3.18 Major Decisions Affecting a Service Centre. – Before the board makes a major decision affecting one service centre significantly more than the others, it shall have the support of 50% or more of the directors whose children attend such service centre.

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## SECTION FOUR

### COMMITTEES

4.01 Committees of the Board. - The board may appoint one or more other committees of the board, however designated, and delegate to any such committee any of the powers of the board, subject to any rules and regulations imposed from time to time by the board.

4.02 Action by Committees. - The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in Ontario.

4.03 Advisory Bodies. - The board may from time to time appoint such advisory bodies as it may deem advisable.

4.04 Procedure. - Unless otherwise determined by the board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

4.05 Executive Committee. - At its first meeting after the annual general meeting, the board of directors shall elect from its number an Executive Committee of three members, which shall include the Chair of the board, to be available for consultation from time to time with the managers of the Corporation. This committee shall have a quorum of two. The Executive Committee shall be vested with the authority of making decisions on behalf of the Corporation which are required prior to the next scheduled meeting of the board.

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## SECTION FIVE

### OFFICERS

5.01 Appointment. - The board shall from time to time appoint officers and delegate to them the powers to manage the business and affairs of the Corporation. An officer may but need not be a director.

5.02 General Manager – The board shall appoint a general manager who shall have general supervision of the affairs of the Corporation and who shall supervise all Service Centre Directors with a view to ensuring that all service centres are properly managed. The general manager shall report directly to the Board.

5.03 Chief Financial Officer. - The board shall appoint a Chief Financial Officer. The Chief Financial Officer shall keep proper accounting records of the financial activities of the Corporation, and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Chief Financial Officer shall render to the board whenever required an account of all transactions of the Corporation and of the financial position of the Corporation.

5.04 Service Centre Director. - The service centre director report to the General Manager and shall supervise all aspects of the service centre's daycare program including supervising the program's staff; and shall have such other powers and duties as the board may specify. The service centre director shall (a) be a qualified supervisor pursuant to, and be approved by the Director under, the *Day Nurseries Act* (Ontario); (b) have a diploma in early childhood education, or other academic qualifications which are considered equivalent; (c) have at least two years experience in early childhood education; and (d) not be a director of the Corporation.

5.05 Powers and Duties of Officers. - The powers and duties of all officers shall be such as the terms of their engagement call for or as the board may specify. The board and (except as aforesaid) the chief executive officer may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. 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.

5.06 Term of Office and Remuneration. - The board, in its discretion, may remove any officer of the Corporation. Otherwise each officer appointed by the board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation. The officers shall be paid such remuneration for their services as the board may from time to time determine.

5.07 Agents and Attorneys. - The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to subdelegate) of management, administration or otherwise as may be thought fit.

5.08 Signature of Cheques – Cheques shall be duly signed if signed by two of the following: the Chief Financial Officer; General Manager, and any member of the Executive Committee;

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## SECTION SIX

### PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.01 Limitation of Liability. - Every director and officer of the Corporation in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or 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 for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

6.02 Indemnity. - Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if such person (a) acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

6.03 Insurance. - Subject to the Act, the Corporation shall purchase and maintain such insurance for the benefit of any person referred to in section 6.02 hereof as the board may from time to time determine.

## SECTION SEVEN

### MEMBERS

7.01 Members. - Subject to the Act and the letters patent, the members shall consist of (a) the directors of the Corporation; (b) a legal parent or legal guardian of each child who attends a service centre of the Corporation (except any such legal parent or legal guardian removed per Section 7.06); and (c) such other persons interested in furthering the objects of the Corporation as are admitted as members by or under the authority of the board.

7.02 Classes of Members. - There shall be one class of members.

7.03 Qualifications and Rights. - Any person may be admitted to membership if such person complies with the requirements of section 7.01 hereof. Each member shall be entitled to receive notice of and to attend all meetings of members and shall be entitled to one vote on any vote taken at a meeting of members.

7.04 Duties of Members. – Each member of the Corporation shall:

- (i) attend at all general meetings of the Corporation;
- (ii) pay to the Corporation such membership dues which may be owing from time to time.; and
- (iii) comply with all rules and policies of the Corporation;

7.05 Term of Membership. - The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

7.06 Resignation. - Members may resign at any time by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. A member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance of such resignation.

7.07 Removal. – Where the board determines by resolution that it is in the interests of the Corporation that a member be removed from the Corporation, then upon seven days' notice in writing to such member of the Corporation, the Corporation shall remove of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. Where such member is the parent or legal guardian of a child attending the daycare, the child shall be automatically removed from the daycare.

## SECTION EIGHT

### MEETINGS OF MEMBERS

8.01 Annual Meetings. - The Corporation shall hold an annual meeting of members not later than 18 months after its incorporation and thereafter not more than 15 months after its last annual meeting. The annual meeting of members shall be held at such time in each year and, subject to section 8.03, at such place as the board or the president may from time to time determine, for the purpose of considering the financial statements of the Corporation placed before the meeting, the report of the Corporation's auditor thereon and the report of the board, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

8.02 Special Meetings. - The board shall call a special meeting of members on written requisition of one-tenth of the members entitled to vote at the meeting proposed to be held. The board or the president shall also have power to call a special meeting of members at any time.

8.03 Place of Meetings. - Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the registered office is situated or, if the board shall so determine, at some other place in Ontario.

8.04 Notice of Meetings. - Notice in writing of the time and place of each meeting of members shall be given in the manner provided in Section Nine not less than 14 days and not more than 60 days before the date of the meeting to each director, to the auditor, and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of members of the Corporation. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report and board's report, election of directors and reappointment of the incumbent auditor shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon. Any notice to members may either enclose a form of proxy or contain a reminder of the right to appoint a proxy. Notice of an adjourned meeting of members is not required if the time and place of the adjourned meeting is announced at the original meeting.

8.05 Chair, Secretary and Scrutineers. - The chair of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: president, or a vice-president who is a member or represents a member. If no such person is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

8.06 Persons Entitled to be Present. - The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors, the auditor of the

Corporation, all parents and legal guardians of each child who is a student at the Corporation's nursery school, and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

8.07 Quorum. - The quorum for the transaction of business at any meeting of members shall be 10 members in person.

8.08 Right to Vote. - Subject to the Act and the letters patent, at any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member.

8.09 Proxies. - At any meeting of members a proxyholder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the member appointing the proxyholder would be entitled to exercise if present at the meeting. A proxyholder need not be a member. An instrument appointing a proxy shall be in writing. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

8.10 Votes to Govern. - Unless the Act, the letters patent or any by-law of the Corporation otherwise provide, at any meeting of members every question shall be determined by the majority of the votes duly cast on the question.

8.11 Show of Hands. - Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

8.12 Ballots. - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chair may require or any member may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon the said question.

8.13 Casting Vote. - In case of an equality of votes at any meeting of members either upon a show of hands or upon a ballot, the chair of the meeting shall not be entitled to an additional or casting vote.

8.14 Adjournment. - The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

8.15 Action in Writing by Members. - A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more members and transmitted by facsimile to the secretary of the Corporation shall be deemed to be duly signed by such members.

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## SECTION NINE

### NOTICES

9.01 Method of Giving Notices. - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, committee member, officer or auditor shall be sufficiently given if posted conspicuously at all service centres.

9.02 Computation of Time. - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.03 Omissions and Errors. - The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.04 Waiver of Notice. - Any member (or a duly appointed proxyholder), director, officer or auditor may waive any notice required to be given under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

#### 9.05 Adoption, Abrogation et Modifications aux Règlements-Généraux

Les règlements généraux de la Corporation peuvent être abrogés, amendés, modifiés ou remis en vigueur par l'adoption d'un règlement approuvé par une majorité d'administrateurs à une réunion du Conseil d'administration et sanctionné par un vote d'une majorité des membres présents à une assemblée des membres de la Corporation dûment convoquée pour considérer les dits règlements généraux.

9.06 Effective Date. - This by-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the board the ● day of ●, ●.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

CONFIRMED by the members the ● day of ●, ●.

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Secretary