SFU CHILDCARE SOCIETY
CONSTITUTION

I. The name of the Society is SFU Childcare Society and shall hereafter be referred to as the Society.

II. The purpose of the Society is:

   a) To establish, maintain, and promote child care programs which seek to meet the individual needs of children and their families.

   b) To work closely with parents and child care staff to further the emotional, physical, educational, and behavioral development of children in the care of the Society.

   c) To encourage and promote the education and training of child care staff in the field of child development.

   d) To encourage the cooperation of, and lend support to, all organizations and agencies, professional, public, and private who have an interest for the purpose of making the Society comprehensive, complete, and effective.

   e) To manage the affairs of the Society by a Board of Directors, as permitted by provincial law and regulations.

   f) To receive, acquire, and hold gifts, donations, legacies, and devices.

III. The operation of the Society should be carried on chiefly at the Burnaby campus of Simon Fraser University in the Province of British Columbia.

IV. Members of the Society shall not have any interest in the property, funds, or assets of the Society.

BYLAWS

I. DEFINITIONS

   1. In these bylaws, unless the context otherwise requires:

      a) "Centre" means any one of the childcare centres operated by the Society at SFU's Burnaby campus;

      b) "Complex" means all of the Centres;

      c) "Directors" means the directors of the Society for the time being;

      d) "Executive Director" means the Executive Director of the Society;

      e) "General Meeting" means the Annual General Meeting or an Extraordinary General Meeting;
f) "License Agreement" means the agreement between SFU and the Society from time to time with respect to the operation of the Program and the Complex;

g) "Minister" means the Minister of Children and Family Development (or the head of such other Ministry or government agency with jurisdiction over childcare services or societies);

h) "Parent" means a parent, guardian or primary caregiver of a child enrolled in the Program;

i) "Program" means the childcare services offered to children by the Society;

j) "Registered address" of a member means the member’s address as recorded in the register of members;

k) "SFU" means Simon Fraser University;

l) "Society" means the SFU Childcare Society;

m) "Society Act" means the Society Act (British Columbia) from time to time in force and all amendments to it;

n) "Staff" means all staff employed by the Society on a permanent basis; and

o) "UniverCity" means the mixed-use community located at or adjacent to the SFU Burnaby campus, or as such community may be renamed from time to time

2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

II. MEMBERSHIP

1. The members of the society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

2. Every member must uphold the constitution and comply with these bylaws.

3. Membership in the Society shall consist of the following categories:

   a) parents of those children who are enrolled in the Program;

   b) Community members who shall be persons who subscribe to the purposes of the Society and are elected to the Board of Directors;

   c) University members who shall be persons who subscribe to the purposes of the Society and are elected to the Board of Directors;

   d) permanent Staff of the Society. Should staff members also be parents of the SFU Childcare Society, then staff distinction shall take precedence.
4. All members must subscribe to the purposes of the Society. Membership is limited to two adults per family for families with one or more children enrolled in the Program.

5. Any person(s) making an application to obtain care for his/her/their child shall enter into a Childcare Agreement in the current form (the "Childcare Agreement") with the Society. The terms of the Childcare Agreement shall be subject to review and amendment by the directors from time to time. Execution of the Childcare Agreement and compliance therewith shall be a prerequisite to, and condition of, continuing parent membership in the Society.

6. All members are in good standing except a parent member who has failed to pay his or her fee owed to the Society for care provided to his or her child, and the member is not in good standing so long as the debt remains unpaid.

7. Members shall cease to be members of the Society upon occurrence of the following conditions:
   a) a Parent member, when his/her child ceases to be registered for care at the Society;
   b) Community or University members on the Board of Directors cease to be members upon resignation from the Board or when the Board of Directors declares his/her office vacated, or upon completion of his/her term or office;
   c) Staff members and the Executive Director, upon such member ceasing to be an employee at the Society;
   d) any member who violates any provision of the Constitution and these bylaws may be expelled from the Society by not less than a two-thirds vote of the directors accompanied by a brief statement of the reasons for the expulsion. The expelled member may appeal for reinstatement to the members at a General Meeting. The person who is the subject of the expulsion must be given an opportunity to be heard at the General Meeting before the expulsion is put to a vote. A majority vote of those members present at a General Meeting is necessary to overturn the decision of the Board of Directors;
   e) any member who delivers his or her resignation in writing to the secretary of the Society or mails or delivers it to the address of the Society;
   f) any member on his or her death, or on becoming mentally incapacitated; and
   g) any member on not having been a member in good standing for 12 consecutive months.

8. The Society office will keep a register of the members of the Society including their names, addresses, e-mail addresses, and telephone numbers.

III. FEES

1. Fees for childcare services shall be determined by the Board of Directors from time to time and at least annually. Notice of a Complex-wide change in fees must be posted in each Centre one month prior to the first day of the month in which the new fees will be charged.

2. Other fees, including the membership fee, shall be determined by the Board of Directors as deemed necessary from time to time.
IV. BOARD OF DIRECTORS

A. COMPOSITION

1. The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a General Meeting, but subject, nevertheless, to:

   a) all laws affecting the Society; and
   b) these bylaws.

2. The Board of Directors shall consist of the following members:

   a) parent representatives (no more than one from each family) to a maximum of ten, and never less than eight. Parent representatives are elected at an Annual General Meeting
   b) up to two Community members from the community at large who are elected at an Annual General Meeting;
   c) two University members who are nominated by SFU and who are elected at an Annual General Meeting;
   d) two Staff, elected by the permanent Staff as non-voting members of the board for a two year term; and
   e) the Executive Director who shall be a non-voting ex-officio member.

3. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

4. Parents of children enrolled in the Complex are not excluded from being community or university members on the Board of Directors if they otherwise meet the qualifications or requirements hereunder.

5. Terms of office of the directors shall be staggered to ensure continuity to the extent feasible.

6. Members of the Board of Directors must be resident in British Columbia.

7. Members of the Board of Directors may not receive any remuneration or other financial benefit for their services as Board members.

B. APPOINTMENT AND REMOVAL

1. If a director other than a Staff member resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director. Such appointment is subject to ratification at the next General Meeting. A director so appointed holds office only until the conclusion of the next Annual General Meeting, but is eligible for re-election at the meeting.

2. The term of office of the elected members of the Board of Directors shall be a maximum of two years and a member may be re-elected. An election may be by acclamation; otherwise it must be by ballot.
3. A director ceases to be a director at the time he/she ceases to be a member of the Society. A former member who ceases to be a member of the Society due to the reason set out in paragraph II.7.a) may apply to the Society for a membership to serve out his/her term of office. The Board will receive such application at a Board of Directors meeting and such application must be approved by no less than a two thirds vote.

4. In addition, a director may be removed from office as follows:

a) If any elected member of the Board, without reasonable excuse as determined by the majority of the Board, is absent for three out of four consecutive meetings, the Board of Directors must declare the office vacated.

b) Elected Members of the Board of Directors may be removed from office by a resolution of the Board of Directors, or by no less than a 75% vote at a General Meeting.

5. Any Director who ceases to be a director shall, if requested, turn over to the Society all records, reports and materials distributed to him/her during the term of office.

6. No director shall receive remuneration for his/her duties as a director of the Society.

V. BORROWING AND FINANCES

1. No money shall be borrowed or loaned by the Society without the approval of 75% of the members present at a General Meeting.

2. Accounts of the Society shall be reviewed from time to time by a professional accountant prior to the end of the Society's fiscal year end. Such accountant shall prepare a financial statement showing revenue and expenditures, assets and liabilities of the Society for the preceding fiscal year. The directors shall present the financial statement for ratification to the members at the Annual General Meeting.

3. The members of the Board of Directors shall ensure that all necessary books and records of the Society required by these bylaws are kept in good order and shall be open to the inspection by the members upon reasonable notice, at the main office of the Society.

VI. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall manage the affairs of the Society within the guidelines of the Constitution and these bylaws.

2. The Board is responsible for the conduct and management of the Society and the formation and updates of appropriate operation policies.

3. In accordance with the License Agreement, the Board shall hire a qualified Executive Director when such position is or is about to be vacant, who shall be responsible for administering the day-to-day operations of the Society. If the position is or is about to be vacant, a search committee shall be struck by the Board to recommend to the Board on its appointment of an Executive Director. The Board shall evaluate the performance of the Executive Director at least once each year. In accordance with the License Agreement, the Board shall be responsible for the discharge of the Executive Director if it deems appropriate thereunder.

4. The Board shall obtain, manage, and disburse such funds and resources as required for efficient operation of the Society.
5. The Board shall cause to be provided adequate facilities and equipment in accordance with the applicable licensing requirements.

VII. **OFFICERS OF THE BOARD OF DIRECTORS**

1. The Officers of the Board of Directors shall be elected amongst the directors and shall consist of:

   a) A Chairperson, who shall have the power to convene meetings of the Board of Directors and who will chair such meetings. The Chairperson shall be a signing officer of the Society.

   b) A Vice-Chairperson, who shall act with the powers of the Chairperson in the absence of the latter.

   c) A Treasurer, who shall ensure financial records are kept as are necessary to comply with the Society Act. The Treasurer will render financial statements to the directors, members, and others when required. The Treasurer will prepare and recommend an annual budget for the Society. The Treasurer will be a signing officer for the Society.

   d) A Secretary, who shall be responsible for the preparation and custody of minutes of meetings of the Society and the Board of Directors, and will distribute such minutes according to these bylaws.

   e) A Communications Officer who shall be responsible for communications to the Society’s membership.

   f) The Executive Director, who shall be a signing officer of the Society.

2. The Board of Directors shall appoint other signing officers from time to time as needed.

3. In the absence of the Secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

VIII. **MEETINGS**

A. **PROCEDURES FOR MEETINGS**

1. At all meetings of the Society, Robert’s Rules of Order shall govern the proceedings, subject to the Society’s Constitution and these bylaws.

2. Business in the form of a motion shall be considered passed if it receives a majority vote at a meeting, unless otherwise specified herein.

3. At the Annual General Meeting and General Meetings, each member in good standing in the Society shall have one vote in accordance with paragraph VIII.B.7

4. At the Annual General Meeting there shall be proxy voting in written form, signed and witnessed prior to the meeting, only on those motions published in their final form in an agenda posted in advance of meetings.

5. The Chairperson of the Board of Directors or his or her designate shall chair Annual General Meetings, General Meetings and Board of Director meetings.
B. **MEETINGS OF MEMBERS**

1. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

2. Annual General Meetings shall be held before the end of September in each calendar year.

3. The time, date and place of a General Meeting shall be posted in each Centre at least two weeks in advance of the date set for the meeting, together with an agenda for the meeting.

4. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

5. At the Annual General Meeting, members shall receive pertinent financial statements as described in paragraph V.2 above and reports from the officers and committees of the Board of Directors, if available.

6. Quorum for General Meetings shall be 12 voting members or 5% of the Society's membership, whichever is less.

7. Voting privileges shall be extended to the members in good standing at General Meetings as follows:

   a) Each parent member shall have one vote but there shall be no more than one vote per family unit. If the parent members do not reside together, the custodial parent or the parent designated by both parents may vote. In the event of uncertainty or a dispute between the parent members, it is at the Board of Directors’ sole discretion as to which parent member may vote.

   b) Each Community member of the Board of Directors shall have one vote.

   c) Each University member of the Board of Directors shall have one vote.

   d) Staff members of the Society shall have no right to vote.

   e) The Executive Director shall have no right to vote.

8. The directors may call a General Meeting at any time and from time to time as they see fit.

9. A group consisting of at least 10% of the members of the Society may cause a General Meeting to be called by presenting a signed petition to the Chairperson of the Board of Directors. The meeting shall then be called within 21 days of receipt of the petition.

10. Any director may request a General Meeting by submitting a written request signed by five Board members to the Chairperson of the Board of Directors. Such meeting will be held within 21 days of receipt of such request.

C. **PROCEEDINGS OF GENERAL MEETINGS**

1. Special business is:

   a) all business at an Extraordinary General Meeting except the adoption of rules of order; and
b) all business conducted at an Annual General Meeting, except the following:

   i) the adoption of rules of order;

   ii) the consideration of the financial statements;

   iii) the report of the directors;

   iv) the report of the auditor, if any;

   v) the election of directors;

   vi) the appointment of the auditor, if required; and

   vii) the other business that, under these bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

2. Business, other than the adjournment or termination of the meeting, must not be conducted at a General Meeting at a time when a quorum is not present.

3. If at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4. If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

5. If at a General Meeting:

   a) there is no Chairperson, Vice Chairperson or other director present within 15 minutes after the time appointed for holding the meeting; or

   b) the Chairperson and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

6. A General Meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. Except as provided in these bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

7. A resolution proposed at a meeting need not be seconded, and the Chairperson or other chair of a meeting may move or propose a resolution.

8. In the case of a tie vote, the Chairperson or other chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does
9. Voting is by show of hands.

IX. BOARD OF DIRECTORS MEETINGS

A. PROCEEDINGS AT DIRECTORS’ MEETINGS

1. Board of Directors shall meet at least three times per year.

2. The agenda of the Board of Directors Meetings shall be posted in each Centre and available electronically to the membership prior to the meeting. Any members of the Society may add an item to the agenda by written request to the Chairperson. The minutes of all Board of Directors meetings shall be posted in each of the Centres and available electronically.

3. Board of Directors meetings shall be open to the general membership who shall have voice but no vote. At the request of no less than two thirds of the directors present, confidential matters may be dealt with in camera.

4. Voting privileges at the Board of Directors meetings shall be restricted to the directors who are present.

5. Quorum for the Board of Directors meeting shall be six voting members, of which at least four shall be parent members.

6. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, e-mail or fax, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn;
   a) a notice of meeting of directors is not required to be sent to that director; and
   b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

7. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

8. At Board of Directors meetings, the Chairperson of the Board of Directors will abstain from voting except in those instances where a deciding vote is required.

9. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

10. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

11. Staff shall excuse themselves from those meetings or parts of meetings of the Board of Directors involving personnel and labour related matters.

B. EMERGENCY MEETINGS

1. Notwithstanding any provision in these bylaws, emergency meetings of the Board may be convened at the call of the Chairperson, with 24 hours’ prior notice. Notice may be sent electronically or by telephone. In such meetings, paragraphs IX.A.2 and 3 shall not apply.
C. COMMITTEES

1. The Board will establish such committees as are needed for the affairs of the Society. Wherever feasible, one staff and one parent member shall be a member on each such committee.

2. All committees may be required to present written reports to the Board, and no committee or committee member shall be empowered to make decisions on policy without first referring such questions to a full Board of Directors meeting.

3. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting. The members of the committee may meet and adjourn as they think proper.

X. NOTICES TO MEMBERS

1. A notice may be given to a member, either personally, by mail to the member at the member's registered address, by posting such notice at each Centre or by sending such notice electronically.

2. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is mailed, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice posted at the Centre is deemed to have been given the day such notice is posted at each Centre. A notice sent electronically is deemed to have been given the day such notice is sent unless the sender is made aware that the transmission is unsuccessful.

XI. AMENDMENTS TO BYLAWS

1. Amendments may be made to these bylaws by not less than 75% of the votes of members present at a General Meeting.

XII. DISSOLUTION

1. In the event that the Society should at any time be wound up or dissolved, the remaining assets after:
   a) the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of a liquidator;
   b) the payment of employees of the society, if any, of any arrears or salaries or wages; and
   c) the payment of all other debts, liabilities or obligations of the Society,

will be distributed to one or more “qualified donees”, as that term is defined in the Income Tax Act (Canada), as amended, the purposes of which benefit the Simon Fraser University community, all as determined by the Board of Directors.