

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 childcare programs which seek to meet the individual needs of children and their families.
 - (b) To work closely with parents and childcare 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 childcare 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.

BYLAWS

I. DEFINITIONS

1. In these bylaws, unless the context otherwise requires:
 - (a) “**AGM**” has the meaning assigned in Bylaw IX.B.1;
 - (b) “**Bylaws**” means these bylaws;
 - (c) “**Chairperson**” means the chairperson of the Society for the time being who shall have the responsibilities set out in Bylaw

- (c) Outside Director Members, upon becoming Outside Directors and payment of the membership fee, if any.
6. Any person(s) making an application to the Society to obtain care for his, her or their child(ren) shall enter into a childcare agreement in the current form (the “**Parent Agreement**”) with the Society. The terms of the Parent Agreement shall be subject to review and amendment by the Board from time to time. Execution of the Parent Agreement and compliance therewith shall be a prerequisite to, and condition of, continuing to be a Parent Member.
 7. All members are in good standing except Parent Members who have failed to pay any fee owed to the Society for care provided to their child(ren), and such Parent Members shall not be in good standing so long as the debt remains unpaid.
 8. Members of the Society shall not have any interest in the property, funds, or assets of the Society.
 9. Members shall cease to be members of the Society upon occurrence of the following:
 - (a) Parent Members, upon their child(ren) ceasing to be enrolled in the Services;
 - (b) Staff Members, upon ceasing to be Staff;
 - (c) Outside Director Members, upon ceasing to be Directors;
 - (d) any member upon his or her death, or on becoming mentally incapacitated; or
 - (e) any member upon not having been a member in good standing for 12 consecutive months.
 10. Any member who violates a provision of the Constitution or the Bylaws may be expelled from the Society by not less than a two-

2. Other fees, including the membership fee, if any, shall be determined by the Board 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 the 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) the Bylaws.
2. The Board shall be comprised of the following:
 - (a) at least eight and up to ten Parent Members who shall be elected as Directors at an AGM. No more than one Parent Member from each family unit shall be eligible to be a Director;
 - (b) up to three persons from the community at large who shall be elected as Directors at an AGM;
 - (c) two persons who shall be appointed by SFU;
 - (d) two Staff, who shall be nominated by the Staff and who shall be approved and appointed as non-voting members of the Board; and
 - (e) the Executive Director, who shall be approved and appointed as a non-voting member of the Board upon becoming the Executive Director, and whose term of office shall expire when such Director ceases to be the Executive Director.
3. An individual elected or appointed or otherwise designated as a Director must consent to act as such. A Director may consent either: (a) in writing; or (b) if such designation, election or appointment is made at a General Meeting at which the individual is present, such individual shall be deemed to consent to act as a Director provided they do not refuse to act as such.
4. An act or proceeding of the Board is not invalid merely because there are less than the prescribed number of Directors in office.
5. Terms of office of the Directors shall be staggered to ensure continuity to the extent feasible.
6. Members of the Board must be resident in British Columbia.
7. Directors must not receive remuneration or other financial benefits for acting as such, but the Society may, subject to the Societies Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

B. APPOINTMENT AND REMOVAL

1. If a Director, other than a Director who was appointed by SFU pursuant

V. DIRECTOR CONFLICTS OF INTEREST

1. This Part applies to a Director who has a direct or indirect material interest in: (a) a contract or transaction, or a proposed contract or transaction, of the Society; or (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director.
2. A Director to whom this Part applies must:
 - (a) disclose fully and promptly to the other Directors the nature and extent of the Director's interest;
 - (b) abstain from voting on a Directors' resolution or consenting to a consent resolution of Directors in respect of the contract, transaction or matter referred to in Bylaw V.1;
 - (c) leave the meeting of the Board, if any, when the contract, transaction or matter is discussed, unless asked by the other Directors to be present to provide information, and when the other Directors vote on the contract, transaction or matter; and
 - (d) refrain from any action intended to influence the discussion or vote.
3. A disclosure under Bylaw V.2(a) must be evidenced in at least one of the following records:
 - (a) the minutes of a meeting of the Board;
 - (b) a consent resolution of Directors;
 - (c) a record addressed to the Directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society.
4. If all of the Directors have disclosed under Bylaw V.2(a) a direct or indirect material interest in a particular contract, transaction or matter, any or all of the Directors may, despite Bylaw V.2, vote on a Directors' resolution or consent to a consent resolution of Directors in respect of the contract, transaction or matter, and Bylaws V.2(c) and V.2(d) do not apply.
5. Despite Bylaw V.1, this Part does not apply to a Director in respect of a contract, transaction or matter that relates to any of the following:
 - (a) reimbursement to the Director by the Society of the Director's expenses;
 - (b) indemnification of or payment to the Director of expenses as permitted under the Societies Act;
 - (c) the purchase or maintenance of insurance for the benefit of the Director against any liability that may be incurred by reason of the Director being or having been a Director of the Society.

VI. BORROWING AND FINANCES

1. No money shall be borrowed or loaned by the Society unless approved by a 75% vote of the members present at a General Meeting.
2. The accounts of the Society shall be reviewed annually by a Chartered Professional Accountant after the end of the Society

3. The time, date and place of a General Meeting shall be posted in each Program and sent to all members of the Society who have provided email addresses at least seven days in advance of the date set for the meeting, together with an agenda for the meeting.
4. Notice of a General Meeting shall be deemed to have been sent to every member of the Society if notice of the time, date and location of the General Meeting has been sent to every member of the Society who has provided an email address by email to that email address and notice of the date, time and location of the meeting is published throughout the period commencing at least 21 days before the General Meeting and ending when the General Meeting is held, on the Society's website.
5. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice thereof does not invalidate proceedings at that meeting.
6. At the AGM, members shall receive pertinent financial statements as described in Bylaw VI.2 and reports from the officers and committees of the Board, if available.
7. Quorum for General Meetings shall be 12 voting members or 5% of the Society.
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C. PROCEEDINGS OF GENERAL MEETINGS

1. At a General Meeting, the following business is special business:

- (a) all business at an Extraordinary General Meeting except the adoption of rules of order; and
- (b) all business conducted at an AGM, except the following:
 - (i) adoption of rules of order;
 - (ii) consideration of any financial statements of the Society presented to the meeting;
 - (iii) consideration of the reports, if any, of the Directors or auditor;
 - (iv) election or appointment of Directors;
 - (v) the appointment of the auditor, if required; and
 - (vi) business arising out of a report of the Directors not requiring the passing of a special resolution.

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8. 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 the Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.
9. A resolution proposed at a General Meeting need not be seconded, and the Chairperson or other chair of a meeting may move or propose a resolution.
10. 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 not pass.
11. At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
12. Voting by proxy is not permitted.

X. BOARD OF DIRECTORS MEETINGS

A. PROCEEDINGS AT DIRECTORS' MEETINGS

1. The Board shall meet at least three times per year.
2. The agenda of meetings of the Board shall be posted in each Program and made available electronically to the members prior to the meeting. Any member of the Society may add an item to the agenda by written request to the Chairperson. The minutes of all Board meetings shall be posted in each of the Programs and available electronically to the members.
3. Board meetings shall be open to all members of the Society who shall be permitted to speak but shall not be entitled to vote. At the request of no less than two thirds of the Directors present, confidential matters may be dealt with in camera.
4. Only Directors present (either in person or electronically) at any meeting of the Board shall be entitled to vote at such meeting, provided such Directors otherwise have the right to vote.
5. Quorum for meetings of the Board shall be six voting members of the Board, of which at least four must 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 Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
 - (a) a notice of any meeting of Board is not required to be sent to that Director; and
 - (b) any and all meetings of the Board, notice of which has not been given to that Director, if a quorum of the directors is present, are valid and effective.

7. Resolutions arising at a meeting of the Board or a committee of Directors must be decided by a majority of votes.
8. In case of an equality of votes, the chair of a meeting does not have a second or casting vote.
9. A resolution proposed at a meeting of the Board or committee of Directors need not be seconded,

