

St. Andrews Child Care
By-Laws

Updated as of November 30, 2016

By-Law #1

This is the general By-Law of St. Andrews Child Care Inc. herein after referred to as the Association. The following is hereby enacted as a By-Law of the Association:

Incorporated Name

1. The Incorporated name of the Association shall be in the form prescribed by the first Directors with the words “St. Andrews Child Care Inc.”

Head Office

3. The Head Office of the Association shall be 4249 Main Street, West St. Paul, MB R4A 2A7.

Membership

4. The General Membership shall consist of parents or guardians of children receiving child care from the Association as well as select members that have expressed interest in the project.

Objectives

5. To provide quality childcare to the communities of St. Andrews, West St. Paul and surrounding communities.
6. To establish a centre based on the belief that children learn through play. The children are given the opportunity to choose their own activity and use it to its fullest benefit with the guidance of staff.
7. To promote the belief in an unstructured program situation in which the physical equipment lends itself to the children’s learning progress. The centre will also offer staff initiated experiences in the areas of, dramatic play, science, language development, music and literature. The day is spent playing and ideally learning responsibility, respect, sharing, coping with other children, developing creativity and a positive feeling about oneself.

The Board of Directors of the Association

8. The Board shall be the governing body of the Association. The Board will have the general responsibility to set policy, oversee budget, program and salaries.
9. The Board of Directors shall have the authority to set up committees as the need arises.
10. The Chair will be entitled to one vote and will appointment committee chairs as necessary.
11. The Board of Directors is responsible to take steps to enable the Association to receive donations and benefits.
12. The Board of Directors is responsible for ensuring that the Association meets all regulations and standards as contained in the Community Child Care Standards Act.
13. The Board of Directors shall meet a minimum of eight times each calendar year.
14. Please see the attached conflict of interest policy, addendum A.

Board Composition

15. The Board of Directors of the Association shall consist of not less than four (4) and not more than eleven (11), with representation from all facilities and the community.
16. The Board of Directors, as appointed by the President is as follows:
 - Chair –
 - Director/Treasurer –
 - Director/Secretary –
 - Director –
 - Director –
 - Director –
 - Director –
17. A husband and wife, both on the Board, shall be entitled to one vote, with one of the two individuals abstaining.
18. A quorum shall be half of the active board members plus one with a simple majority to pass.

19. The Executive Director of the Association once appointed shall sit on the Board in advisory capacities only and shall hold no voting privileges.
20. A minimum of 20% of Board Members must be parents from the General Membership, as required by the Community Child Day Care Standards Act.

Signing Authorities

21. Any two (2) of the following shall be considered by the signing authorities on behalf of the Association: Chair, Secretary, Treasurer, Designated Director and Executive Director.

Board Meetings

22. As outlined in item number thirteen (13) the Board of Directors shall meet a minimum of eight (8) times each calendar year.
23. If the Board, by simple majority determines that a meeting is unnecessary, this is to be recorded in the minutes.
24. No members of the Board of Directors will be allowed to send a proxy to board meetings.
25. Individuals from the membership and invited guests will be allowed to attend meetings. However, the Board reserves the right to ask any non-board member to leave the meeting at any time.
26. Board meetings shall follow the procedural format as outlined:
 1. Minutes are to be taken by the Secretary and distributed to the Board of Directors prior to the next meeting. In the absence of the Secretary, any Board Member in attendance may be asked to record the business of the meeting.
 2. Agenda shall be approved with changes if necessary.
 3. Minutes shall be previously distributed to be read prior to the meeting, amended if necessary and accepted. These minutes must then be signed by the President and Secretary.
 4. Business arising from the minutes shall be dealt with.
 5. Correspondence shall be read.
 6. Financial statement shall be presented.
 7. New business shall be discussed.

27. The Executive Director of the Association will be responsible to the Board of Directors for the general efficient operation and management of the Association and thus will attend all Board Meetings.

Association Finances

29. The Association is considered to be not-for-profit.
30. All remittances shall be sent to the Head Office of the Association and shall be made payable to the “St. Andrews Child Care Inc.”
31. General operational funds for the centre will be derived from Federal, Provincial and Municipal Governments, as well as Parents.
32. The Association may also seek funding from other sources.
33. The fiscal year shall be April 01 to March 31 of each year.
34. Disbursements of funds shall be made by cheque and signed by any two of the persons authorized in By-Law item number 21, or by direct withdrawal, if approved by the Board for regular payments which include mortgage, insurance and utilities.
35. The books of the Association shall be audited each year by a Chartered Accountant who shall be retained for that purpose by the Board and in accordance with regulations set down by Provincial Child Care Program.
36. The Board of Directors is responsible for ensuring that whatever books and records are required by law and Manitoba Child Care Program are kept.
37. The Directors shall serve without remuneration. No Director may directly or indirectly receive any profit from their position as Director.

Officers Duties, Terms of Service

38. The Chair will preside at all meetings of the Board of Directors. The President is responsible for the preparation and submission of the Annual Report to the Annual General Meeting; ensuring that all orders, resolutions and Board decisions are carried out; appoint chairs of adhoc committees; and to ensure the general management of the Association.
39. The Secretary is to attend all meeting of the Board, recording all votes and minutes of the proceedings.
40. The Treasurer is responsible for the finances of the Association and shall ensure that complete accounts of all assets, liabilities, receipts and disbursements are kept and that the Board of Directors receives financial statements at all required meetings.
41. The Directors shall hold their positions for a two (2) year term.
42. If a vacancy occurs in any Officer or Board of Director position throughout the fiscal year, the board will appoint a member to fill the vacancy temporarily. The nomination committee will provide the board with recommendations for appointment.
43. If an Officer or Director dies, resigns, retires or is removed, any property of the Association is to be returned to the Association.
44. An Officer or Director may resign or retire from the Board of Directors by giving written notice to the Secretary.
45. An Officer or Director who misses three consecutive meetings will forfeit their position on the Board of Directors. Leave of absence may be obtained upon approval from the Board.
46. Directors may be re-elected to serve consecutive terms.
47. The Chair shall be allowed to hold office for a period not exceeding four (4) years.
48. Officers and Directors of the Board may be removed by the following procedure:
 1. A motion to remove must be presented at the meeting of the Board prior to the meeting which will consider the motion.
 2. A decision on the motion to remove must be voted on by secret ballot and supported by 2/3 majority for the motion to be carried.

3. The meeting considering the motion to remove must have a quorum without counting the Director who brought the motion, or the Director who is the subject of the motion. Neither individual may vote on the motion.

Annual General Meeting (AGM)

49. There shall be an AGM within 6 months after our year end. AGMs will be required yearly. Members shall receive the audited financial statements, receive the reports of the Board and the Executive Director, appoint auditors for the next fiscal year and conduct such other business as may come before it. The audited financial statement shall be submitted to the Government each year by August 31.
50. The general membership is to be notified in writing by the Executive Director three weeks in advance of the Annual General Meeting.
51. The written notice should include the following;
 1. Date, time and location
 2. Agenda
 3. Brief description of the Board of Director, its purpose and function
 4. Provide members with the opportunity to state their interest to serve on the Board of Directors. Names are to be provided to the nomination committee in advance of the AGM
 5. Whether or not child care will be available at the AGM
52. All employees of St. Andrews Child Care Inc. will be asked to attend the AGM.
53. The Annual Report and most current Financial Statement are made available at the AGM.
54. The quorum of five (5) members must be present to conduct the Annual General Meeting and will include general membership as well as current board members.
55. Voting will be done by a show of hands and will be by simple majority to pass.
56. Board Members shall be elected at the AGM. The Nominating Committee shall prepare a list of suitable candidates for the vacant positions. The election may be by majority show of hands unless a ballot is demanded.
57. The employees of St. Andrews Child Care Inc. will not be entitled to vote.

Complaints

- 58. It is the responsibility of the Executive Director to handle concerns and complaints in a manner consistent with established policies. The Executive Director shall advise the Board of Directors as to the effectiveness of established policies and request the implementation of new ones if deemed necessary. In the absence of an Executive Director, this function will be provided by the Chair.

Amendments

- 59. The Directors of the Association may make recommendations to amend any of the By-Laws that regulate the business of the Association.
- 60. Ratification of the proposed By-Law changes must be circulated to the Board of Directors and the general membership at the time of notice of AGM.
- 61. By-Laws may only be enacted, changed, or amended at the AGM.

Winding Up

- 62. Members of the Association do not have any personal interest in the Association, or property of the Association. If the Association is disbanded or dissolved, any assets left after all liabilities have been satisfied must be distributed to registered charitable organizations whose purposes are most similar to those of the Association at the time. The substance of this rule may not be changed by any later amendment, nor may this rule be repealed.

Signed at St. Andrews, Manitoba on the _____ day of _____ by the Association Officers.

Name (Print)

Signature

Position

Updated September 23, 2014

Adendum A
Conflict of Interest Policy

A conflict of interest is defined as an actual or perceived interest by a staff or Board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Officers and members are obligated to always act in the best interest of the organization. This obligation requires that any Director or member, in the performance of organizational duties, seek only the furtherance of the organizational mission. At all times, officers and board members are prohibited from using their job title or the organization's name or property, for private profit or benefit.

A. The Directors and members of the organization should neither solicit nor accept gratuities, favours, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fund raising-activities.

B. No Director or member of the organization shall participate in the selection, awarding, or administration of a purchase or contract with a vendor where, to their knowledge, any of the following has a financial interest in that purchase or contract:

- The director or member at large
- Any member of their immediate family
- Their partner
- An organization in which any of the above is an officer, director or employee
- A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.

C. Disclosure--Any possible conflict of interest shall be disclosed by the person or persons concerned in writing to the Chairperson.

D. Board Action--When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

E. Record of Conflict--The official minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

F. Remedies - Any director who fails to comply with this Conflict of Interest Policy may, in the discretion of the Board of Directors, be censured or be removed from the Board. If an employee

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who is deemed to have substantial influence over St. Andrews Child Care Inc. fail to comply with this Conflict of Interest Policy, he or she may be put on notice or terminated, in the discretion of the Board of Directors. Any other employee who fails to comply with this Conflict of Interest Policy may be put on notice or terminated, at the discretion of the Executive Director.

G. Periodic Reviews- To ensure that St. Andrews Child Care Inc. operates in a manner consistent with its charitable purposes and its status as an organization exempt from federal income tax, the Board shall authorize and oversee a periodic review of the administration of this Conflict of Interest Policy. The review may be written or oral. The review shall consider the level of compliance with the Policy, the continuing suitability of the Policy, and whether the Policy should be modified and improved.