

THE PROVINCE OF SASKATCHEWAN  
THE NON-PROFIT CORPORATIONS ACT

**UNIVERSITY OF SASKATCHEWAN STUDENTS' UNION CHILDCARE CENTRE  
INC.**

BYLAW

A Bylaw relating generally to the carrying out of the activities and affairs of the University of Saskatchewan Students' Union Childcare Centre Inc.

Article 1 – Definitions:

1.01 In this Bylaw and all other Bylaws of the corporation, unless the context otherwise specifies, requires:

- (a) “Act” means The Non-Profit Corporations Act, Statutes of Saskatchewan 1995, Chapter N-4. 1, as from time to time amended, and every statutes that may be substituted therefore and, in the case of such amendment or substitution, and references in the Bylaws or the Corporation shall be read referring to the amended or substituted provisions therefore;
- (b) “Articles” means the Articles attached to the Certificate of Incorporation or Continuance of the Corporation, as the case may be as from time to time amended or restated;
- (c) “Bylaw” means any Bylaw of the Corporation from time to time in force and effect;
- (d) All terms contained in the Bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- (e) “The Directors,” “Board,” and “Board of Directors” means the directors of the Corporation for the time being;
- (f) “In Writing,” and “Written” includes printing, typewriting, lithographing, facsimile, and other modes of representing or reproducing words in visible form;
- (g) Words importing the singular number only shall include the plural and vice versa; words importing persons shall include bodies corporate, corporations, companies, partnerships syndicates, trusts, and any number of aggregate of persons; and
- (h) The headings used in the Bylaws and inserted for reference purposes only are not to be considered or taken into account in construction the terms of provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions;

- (i) “USSU” means the University of Saskatchewan Students’ Union;
- (j) “Undergraduate Student” means a student enrolled in a college of undergraduate studies and who pays fees to the University of Saskatchewan Students’ Union;
- (k) “Graduate Student” means a student enrolled in the College of Graduate Studies and who pays fees to the Graduate Students Association;
- (l) “Staff/Faculty” means a person who is employed by the University of Saskatchewan;
- (m) “Parent” or “Parents” means, in relation to a child, individuals that have been legally recognized by statute or by court order as having custodial rights to that child;
- (n) “Childcare Centre” means the Childcare Centre operated by the Corporation;
- (o) “Executive Director” means the Executive Director who will oversee the operations of the Corporation as a whole;
- (p) “Director” means the Director or Directors who will oversee the day-to-day operations of the Childcare Centre facilities;
- (q) “Financial Manager” means the Financial Manager who oversees and maintains the financial operations of the Corporation.

Article 2 – Purposes of the Corporation:

2.01 The Purposes of the Corporation are:

- (a) To operate a non-profit childcare facility for the benefit of its members;
- (b) To establish, maintain, and promote childcare programs which seek to meet the individual needs of children and their families;
- (c) To work closely with parents and Early Childhood Educators to further emotions, physical, educational, and behavioural development of children;
- (d) To encourage the co-operation of, and lend support to, all organizations and agencies, professional, public, and private who have an interest for the purposes of making the Corporation comprehensive, complete, and effective.

### Article 3 – Conditions of Membership:

3.01 Membership interest in the Corporation may from time to time be issued by resolution of the Board of Directors on application for admission by persons fulfilling the qualifications of membership.

3.02 Subject to the approval otherwise by the Board of Directors and subject to Article 3.03, 3.04, and 3.05 hereunder, membership is open to Undergraduate Students, Graduate Students and Staff/Faculty wishing to place a child or children in the Childcare Centre. Memberships shall be restricted to one membership to family unit, a family unit being comprised of one or more undergraduate student, graduate student, or staff/faculty who are parents with one or more children attending the Childcare Centre (hereinafter referred to as a member). Majority of parents must be undergraduate students.

3.03 The USSU is deemed to be a permanent member of the Corporation and shall be entitled to vote at any meeting of the members through the Vice-President of Student Affairs of the USSU or their appointee and the USSU General Manager.

3.04 Membership in the Corporation shall continue until termination by one or more of the following events:

- (a) By the Member withdrawing its child or children from the Childcare Centre. Any member may withdraw its child or children from the Childcare Centre on one month's written notice to the director of the Childcare Centre or payment of one month's Childcare fee in lieu therefore. The Board of Directors may, in its sole discretion, waive the notice requirement in the case of hardship;
- (b) By notice of termination of service by the Executive Director. The board of directors, in its sole discretion, may Immediately or upon such notice as the Board may consider appropriate, upon a seventy-five percent (75%) vote of the Board of Directors, provided that such member shall be granted an opportunity to be heard at such meeting.

3.05 In the event of termination of membership, the member's child or children must be withdrawn from the Childcare Centre.

### Article 4 – Board of Directors:

4.01 The property and business of the Corporation shall be managed by a board of nine (9) directors of whom five (5) shall constitute a quorum, The Board shall manage the Corporation with a view to carrying out the objectives as defined in the Statement of Purpose (Article 2) and subject to the Bylaws and the Articles of the Corporation.

4.02 Directors must be individuals of the full age of eighteen (18) years with power under law to enter into contracts. Directors need not be members.

4.03 The Board of Directors shall be comprised of:

- (a) A General Manager of the USSU or an appointee thereof;
- (b) The Vice-President of Student Affairs of the USSU or an appointee thereof;
- (c) A Member of the USSU executive or an appointee thereof;
- (d) An employee of Student & Enrollment Services Division (SESD) or an appointee thereof;
- (e) Five (5) members to be elected by the membership of the Corporation.

4.04 The Childcare Centre Director shall be an invitee of the Board and shall attend all Board meetings on the basis of, and as a requirement of, their employment in the Childcare Centre.

4.05 Directors shall serve for a term of one (1) year and where elected, shall be elected by the members at an annual meeting of the members. Board members may serve more than one (1) term, if re-elected.

4.06 The office of Director shall be automatically vacated if:

- (a) A Director shall resign their office by delivering a written resignation to the secretary of the Corporation;
- (b) They are found by a court to be of unsound mind;
- (c) They become bankrupt or suspend payment or compounds with their creditors;
- (d) If at a special meeting of the members called for the purpose of a resolution to be passed by the members present at a meeting they be removed from office;
- (e) On death;
- (f) On termination of their membership in the corporation;

Provided that if any vacancy shall occur for any reason in the paragraph contained, the Board of Directors, by majority vote, may, by appointment, fill the vacancy with such replacement Director as meets the qualification for the office which has been vacated.

4.07 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors, provided that forty-eight (48) hours written notice of such meeting shall be

given by phone, fax, or email to each director. Notice may be posted on the parent board at the Childcare Centre. There shall be at least eight (8) meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any director may at any time waive notice of such meetings and may ratify, approve, and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote.

If five (5) of the Directors of the Corporation are required to constitute a quorum 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 conference telephone or other communication facilities as to permit all persons participating in the meeting hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting. All meetings of the Board of Directors shall be conducted democratically according to the most recent edition of the Robert's Rules of Order.

The board will meet upon the receipt of the written request of not less than fifteen percent (15%) of the membership. Such written requests for a meeting shall specify the business to be considered and no other business shall be transacted. In the event of such request, a meeting of the Board of Directors shall be called within fifteen (15) days.

4.08 The Directors shall serve without remuneration and no Directors shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.

4.09 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which time their retirement is accepted, and their successor is elected.

4.10 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

#### Article 5 – Indemnities to Directors and Others:

5.01 Every Director or officer of the Corporation or other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation, their heirs, executors, and administrators shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) All costs, charges, and expenses which such Director, officer, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office or in respect of and such liability;

- (b) All other costs, charges, and expenses which are sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by personal neglect or default.

#### Article 6 – Powers of Directors:

6.01 The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Articles or otherwise authorized to exercise and do.

6.02 The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust agreement with a bank, trust company or financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board of Directors may prescribe.

6.03 The Board of Directors shall take such steps as they may deem necessary to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

#### Article 7 – Officers:

7.01 The officers of the Corporation shall be Chairperson, Vice-Chairperson, Secretary/Treasurer, and any such other officers as the Board of Directors may from time to time determine.

7.02 The officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the members in which the Directors are elected.

7.03 The Officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board at any time.

#### Article 8 – Duties of Officers:

8.01 The Chairperson shall preside at all meetings of the Corporation and of the Board of Directors. They shall be an ex officio member of all standing committees. They shall see that all orders and resolutions of the Board of Directors are carried into effect and shall bring before the Board all appropriate matters of business.

8.02 The Vice-Chairperson shall, in absence or disability or the Chairperson, perform the duties and exercise the powers of the Chairperson and shall succeed to the chair in the case of a vacancy. The Vice-Chairperson shall perform such duties as shall from time to time be imposed on them by the Board of Directors.

8.03 The Secretary/Treasurer shall oversee handling and keeping of full and accurate account of all assets, liabilities, receipts, and disbursements of the Corporation in the books belonging to the Corporation and the deposit of all monies, securities, and other valuable effects in the name of and to the credit of the Corporation in such chartered bank or trust company or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. They shall oversee disbursement of the funds of the corporation as may be directed by proper authority and the taking of proper vouchers for such disbursements and shall render to the Chairperson and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the Corporation. They shall be responsible for assisting in preparation of the budget of the Childcare Centre in conjunction with the Financial Manager and shall also consult with the Executive Director of the Childcare Centre to maintain a monthly financial reporting system. They shall also perform such other duties as may from time to time be directed by the Board of Directors.

8.04 The Secretary/Treasurer is responsible for keeping accurate minutes of each meeting of the Directors and the Annual General Meeting and for distributing those minutes prior to the subsequent meeting of the Directors or Membership.

8.05 The duties of all officers of the Corporation shall be such as the terms of their engagement call for the Board of Directors requires of them.

#### Article 9 – Execution of Documents:

9.01 Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the Executive Director and the Chairperson and all contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Applications to Ministry of Education, Early Years and Ministry of Social Services and Employment, shall require the signature of one (1) of the said signing authorities only. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purpose of the transferring of, and dealing, of any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid.

#### Article 10 – Meetings:

10.01 The annual or any other general meeting of the members shall be held any place in the Province of Saskatchewan as the Board of Directors may determine and on such day as the

Board of Directors shall appoint, which day shall be between the start of the regular session of classes of the University of Saskatchewan and October 31<sup>st</sup>.

10.02 At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement, and the report of the auditors shall be presented, and auditors appointed for the ensuing year. The members may consider and transact any business, either special or general, at any meeting of the members. The Board of Directors shall have power to call, at any time, a general meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of members on written requisition of members carrying no less than twenty percent (20%) of the voting rights. Ten percent (10%) voting members at a meeting will constitute a quorum.

10.03 Fifteen (15) days; written notice shall be given to each voting member of any annual or special general meeting of members. Notice may be posted on the parent board at the Childcare Centre and/or parents may be notified by email. Each voting member present at a meeting shall have the right to exercise one (1) vote. No member shall be entitled to vote by proxy. At a meeting of the members, the members of the Board of Directors shall each be entitled to one (1) vote.

10.04 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void and proceedings taken thereat and any member may at any time waive notice of any such meeting any may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the email address of the member, director, or officer shall be their last email address on file recorded in the books of the Corporation.

#### Article 11 – Voting Members:

11.01 At all meetings of the members of the Corporation every question shall be determined by a majority of votes of those present unless otherwise specifically provided by statute, the Articles of the Corporation or by these Bylaws.

#### Article 12 – Financial Year:

12.01 Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be April 30<sup>th</sup>.

#### Article 13 – Standing Committees of the Board:

13.01 The Board of Directors may appoint committees whose members will hold their office at the will of the Board of Directors. All meetings of Standing Committees shall be conducted democratically according to the most recent revised edition of Robert's Rules of Order. The Board shall elect from its own members a Chairperson for each Standing Committee as the board



deems necessary. Membership of the Standing Committees may be established at any board meeting.

Article 14 – Amendment of Bylaws:

14.01 Subject to the Articles of Incorporation, the Bylaws of the Corporation may be repealed or amended by majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of the members at a meeting duly called for the purpose of considering the said Bylaw.

Article 15 – Auditors:

15.01 The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The Auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor.

Article 16 – Policies and Procedures:

16.01 The Board of Directors may prescribe such policies and procedures not inconsistent with these Bylaws and the Articles of Incorporation relating to the management and operation of the Corporation as they deem expedient, provided that such policies and procedures shall have force and effect only until the next annual meeting of the members and the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of the members, shall at and from time to time cease to have any force and effect.

I HEREBY CERTIFY that the foregoing is a true and correct copy of the Bylaw which was enacted by the directors of the University of Saskatchewan Students' Union Childcare Centre Inc. on the \_\_\_\_\_ and confirmed by the members on the same day, which by-law is now in full force and effect, unamended.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Secretary/Treasurer