

# **Bylaws of: Melfort Daycare Co-operative**

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## **I. DEFINITIONS**

1.01 In these and all other bylaws of the co-operative, unless the context otherwise requires or specifies:

- a) "Act" means The Co-operatives Act, S.S., C-37.1 as amended from time to time, and in the case of such amendment, any references in the bylaws of the Co-operative shall be read as referring to the amended provisions;
- b) "the Co-operative" means the co-operative which adopts these bylaws;
- c) "the directors", "Board" and "Board of Directors" mean the directors of the Co-operative for the time being;
- d) "in writing" and "written" include words printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or reproducing words in visible form;
- e) "regulations" means the regulations, from time to time, passed by the Lieutenant Governor in Council pursuant to the Act;
- f) The headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms;
- g) Words importing the masculine gender shall include the feminine and words importing singular shall include the plural and vice versa.

## **II. BUSINESS OF THE CO-OPERATIVE**

### Registered Office

2.01 The registered office of the Co-operative shall be located in the City of Melfort in the Province of Saskatchewan.

### Fiscal Year

2.02 The fiscal year of the Co-operative shall end of the 31<sup>st</sup> day of December in each year.

### Signing Officers

2.03 a) Contracts, documents or instruments in writing requiring execution by the Co-operative shall be signed on behalf of the Co-operative by two out of the three following people: President, Secretary, Treasurer.

b) The Board is authorized, from time to time, to appoint, by resolution, any officer, director or person who together with the President, Secretary or Treasurer shall on behalf of the Co-operative either sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

### Borrowing Powers

2.04 a) Unless otherwise provided in the bylaws, the borrowing powers shall be as specified in the Act.

### Surplus

2.05 Any surplus arising from the yearly operation of the Co-operative shall be transferred to reserve and no part of the surplus or reserve shall be payable or inure to any member.

### Fees

2.06 a) Each member or patron who uses the facilities of the Co-operative will be required to pay a fee for services, the amount of which shall be fixed by the Directors from time to time. The amount of such fees set by the Directors may vary from one service to another. Fees paid under the provisions of this bylaw may not be refundable, except at the discretion of the Directors. They may be used for any purpose of the Co-operative.

b) Subject to any agreement monthly services shall be paid for on or before the first day of the month of service. Members wishing to terminate services shall give one calendar month's notice on or before the last day of the preceding month.

## **III. MEMBERSHIP**

3.01 Subject to paragraph 3.02 a) any person who is eligible and can use the services of the Co-operative may apply to become a member of the Co-operative.

### Approval of Membership

- 3.02 a) No person may become a member of the Co-operative unless that person has submitted a written application for membership and until the said application has been approved by the Board of Directors.
- b) With the approval of the Board of Directors, two members of a family may apply for joint membership. Each party to the joint membership shall have one vote.

### Membership Fees

- 3.03 a) Each application for membership must be accompanied by a fee of \$3.00.
- b) Membership fee is non-refundable.

### Eligibility of Membership

- 3.04 Applicants for membership must be at least 16 years of age to be eligible to become a member.

### Withdrawal of Membership

- 3.05 a) A member may apply to withdraw his membership from the Co-operative by giving 30 days notice of intention to withdraw to the Secretary of the Co-operative. The Board, by resolution, may accept any application to withdraw upon shorter notice.
- b) Upon approval of withdrawal being given to the member, the working agreement shall also be terminated, effective the same date the approval to withdraw is given.
- c) Any member who has not had a child in care for a period of 12 consecutive months may be deemed be inactive and have applied for withdrawal from membership.

### Cessation or Termination of Membership

- 3.06 Membership ceases when the Board of Directors approves withdrawal or issues an order of termination.

### Member Termination Order

- 3.07 a) The Directors by a two-thirds majority vote at any Directors' meeting may order the termination of a membership. Notwithstanding the termination order, the conditions of any existing agreement must be complied with.
- b) When a membership is terminated, the Secretary shall notify the member of the order, in writing, within 10 days from the date on which the order is made.

### Appeal of Membership Termination Order

- 3.08 a) The member may appeal the termination order at the next general meeting of the Co-operative by giving notice of his intention to appeal to the Secretary within 30 days from the date he received the notice of the order.
- b) At a meeting called for the purpose of hearing the appeal, the order can be rescinded only by a majority of at least two-thirds of the members present and casting votes at that meeting.

### Transfer of Shares

- 3.09 There shall be no transfer of shares or Memberships.

## **IV. GENERAL MEETINGS**

- 4.01 a) Notice of Meeting – The Co-operative shall give at least 10 days notice of any annual or special meeting to its members by sending the notice by mail, or by electronic mail (if available), to the members at the address/email given in the register of the members.
- b) Quorum – The quorum at any annual or special meeting of members is the lesser of:
- i) 15 members and
  - ii) 10% of the membership
- but in no case shall the number be less than the number of Directors plus one.
- c) Annual General Meeting (AGM) Agenda – The agenda for the AGM shall include the following:

- i) The meeting to be called to order by the President
- ii) The reading and disposal of the minutes of the preceding AGM
- iii) Business arising out of the minutes
- iv) Reports of President, Directors, Co-ordinator and other officers
- v) Reports of auditors and consideration of the financial statement
- vi) Discussion, consideration and disposing of reports set out in (iv) & (v)
- vii) Resolution, recommendations and bylaws
- viii) Election of Directors
- ix) Reports of special committees, and/or delegates
- x) Unfinished business
- xi) Remuneration of directors wages, mileages, etc
- xii) Appointment of auditors
- xiii) New business
- xiv) Adjournment

## **V. APPOINTMENT OF AUDITOR**

- 5.02 a) The members shall, by ordinary resolution at the first AGM of members, and at each succeeding AGM, appoint an Auditor to hold office until the close of the next AGM.
- b) Notwithstanding clause a), where an Auditor is not appointed at an AGM of members, the incumbent Auditor continues in office until the successor is appointed.
- c) When an auditor's position becomes vacant prior to the next annual meeting the Directors shall appoint an auditor to fill the unexpired term.

## **VI. DIRECTORS**

- 6.01 Number of Directors – The Board of Directors of this Co-operative shall consist of a minimum of 5, maximum of 12 Directors duly elected or appointed.

a) If the Board consists of an odd number, the majority shall be elected for a two year term, the remainder shall be elected for a one year term. If the Board consists of an even number, one half shall be elected for a two year term, the other half for a one year term. Thereafter, there shall be a rotation of two year terms.

b) At least a majority of the Directors must have, or must have had a child enrolled in the Centre during the year just past, or will have enrollment in the coming year.

c) Employees shall not be eligible to be elected as Directors.

d) Any Director who is absent from two regular meetings held in one fiscal year may be removed from office by a majority vote of all the remaining Directors.

e) Where there is a vacancy on the Board of Directors and there is a quorum of Directors the remaining Directors may fill the vacancy until the next annual meeting. Where there is not a quorum of Directors, the remaining Directors shall call a general meeting for the purpose of filling any vacancies. All vacancies filled by the election shall be for the unexpired portions of the terms vacated.

f) The members of the Co-operative may remove any Director or Directors from office by a Special Resolution.

### Calling of Director Meetings

6.02 The Directors may meet at any place and on any notice that they consider appropriate.

a) Telephone Conference – Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation in this manner shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

b) Voting By Proxy – Any absent Director eligible to vote at any Directors meeting may be represented as present and vote at such meeting by a proxy authorized in writing to another Director. Such written authorization must specify the matter with respect to which the proxy is granted and the Director entitled to vote, be signed and dated by the Director granting the proxy, and be filed with the Secretary.

### Quorum

6.03 The quorum necessary for the transaction of business by the Directors at any board meeting shall be a majority (51%) of Directors.

### Transaction of Business at Directors' Meetings

6.04 a) At regularly and legally constituted meetings of the Board or any committee of the Board, all questions may be decided upon by a simple majority vote. In the case of any equality of votes, the motion shall be lost.

b) The President or other Director who may preside, may vote upon any resolution but shall not have a second or casting vote in the event of a tie.

### Directors' Duties and Powers

6.05 a) No Director shall hold more than one office.

b) Within 14 days following the conclusion of the annual meeting in each year, the Board shall appoint from among the Directors, a President, Vice-President, Secretary and Treasurer.

c) The President shall:

i) preside as Chairman at all general meetings of the Co-operative and all meetings of the Directors unless some other Director is appointed to do so;

ii) be an ex officio member of all committees appointed;

iii) perform such other duties and exercise such other powers as are incidental to such office or as may be required, from time to time, by the Board.

d) The Vice-President, in the absence of the President, shall discharge the duties of the President.



e) The Secretary shall:

- i) attend all general meetings of the Co-operative and all Directors' meetings and keep or cause to be kept correct minutes of same in one central location;
- ii) have charge of the seal, if any, of the Co-operative;
- iii) perform such other duties and exercise such other powers as are incidental to such office or as may be required, from time to time, by the Board.

f) The Treasurer shall:

- i) attend all general meetings of the Co-operative and all Directors' meetings and report on the monthly financial statements;
- ii) perform such other duties and exercise such other powers as are incidental to such office or as may be required, from time to time, by the Board.

g) The Board may appoint and delegate powers and duties to such officers, and employees, in addition to the President, Vice-President, Secretary and Treasurer, as it deems necessary to properly conduct the affairs of the Co-operative.

h) The Board, in its discretion, may remove any officer of the Co-operative and elect or appoint another individual to fill the unexpired portion of that individual's term.

i) Subject to clause h) each Director appointed by the Board as an officer shall hold office until the conclusion of the next following annual meeting or until resigning, whichever first occurs.

j) The Directors shall ensure that the Co-operative carries insurance in accordance with day care regulations.

k) The Board shall ensure that a blanket bond covering every person who receives, handles, or manages money on behalf of the Co-operative, is in place. Such bond coverage shall be for a minimum of 5% of annual revenue.

l) The Directors have the power to appoint, define the duties and fix the remuneration of the employees as they deem necessary for the carrying on of the activities and services of the Co-operative, or may delegate the hiring and supervision of the other employees to the supervisor.

## **VII. ENACTMENT, AMENDMENT AND REPEAL OF BYLAWS**

7.01 a) The members may, at any annual or special meeting called for the purpose, enact, amend, repeal or replace any bylaws where written notice of the proposed enactment, amendment, repeal or replacement is:

i) sent to the members with notice of the meeting at which the enactment, amendment, repeal or replacement is to be considered, by a simple majority of the votes cast at the meeting;

or

ii) not forwarded to each member with the notice described in clause a) by a unanimous vote of the votes cast at the meeting.

## **VIII. DISSOLUTION**

### Statement of Dissolution

8.01 Upon the dissolution of the Co-operative, the distribution of the property shall be in accordance with the Statement of Dissolution.