

# **Winnipeg Montessori School Inc Bylaw**

## **1. Name**

This document shall be the Bylaw of the Winnipeg Montessori School Inc, which shall be called the School.

## **2. Definitions**

- (a) Act means *The Corporations Act of Manitoba*;
- (b) Board means the Board of Directors of the School;

## **3. Interpretation**

In all Bylaws and special resolutions of the School the singular shall include the plural, the word “person” shall include firms and corporations, the masculine shall include the feminine. Wherever reference is made in any Bylaws or any special resolution of the School to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such Bylaw, statute or section.

## **4. Head Office**

The School’s head office shall be in the City of Winnipeg, in the Province of Manitoba, at a location to be determined by the Board.

## **5. Seal**

- a) The seal, an impression of which is stamped in the margin shall be the seal of the School;
- b) The seal shall remain at the head office of the School;
- c) The seal shall not be affixed to any document except as authorized by a bylaw or by resolution of the Board;

## **6. Mandate**

The mandate of the School is to:

- (a) establish, maintain and operate a child development centre for children based on Montessori principles and methods of education.
- (b) employ personnel qualified in and dedicated to the Montessori principles and method of education to implement those principles.
- (c) provide an environment for children that supports and supplements their home life by fostering each child's independence, security, self-esteem, confidence, physical development, social interaction and self-realization.

(d) encourage, promote and assist parental support and involvement with the children and the staff in the initiation, planning, implementation, and evaluation of the Montessori principles and teaching methods.

## **7. Membership**

### **7.1 Admission to Membership**

Membership in the School shall consist of all of the parents or legal guardians of the children who are registered and currently attending the School and such persons as may be admitted to membership by resolution of the Board.

### **7.2 Termination of Membership**

Individuals shall cease to be a member of the School:

- a) by mailing or delivering notice to the head office;
- b) on death;
- c) upon failure to pay annual School fees (refer to School Policies)
- d) if the School feels it cannot meet the needs of their child;
- e) on being expelled.

The School may by special resolution at the next Board meeting, expel any member for any cause which is deemed to be in the interests of the School. Upon recommendation of the Board of Directors a member may be expelled by a majority vote of the Board Members present at the next Board meeting. A member recommended for expulsion shall have the opportunity to address the expulsion at the next scheduled Board meeting unless a special meeting of all members is requested and approved.

### **7.5 Membership Fees or Dues**

Annual fees shall be set by the Board.

### **7.6 Rights and Obligations of Members**

Every member in good standing is entitled to:

- a) attend any annual general meeting, general or special meeting of members;
- b) vote at any annual general meeting, general or special meeting of members;
- c) be elected to the Board of Directors;
- d) be a member of and participate in committees; and
- e) exercise other rights and privileges given to members in these bylaws.

## **8. Meeting of Members**

### **8.1 Annual General Meeting**

There shall be an annual general meeting (AGM) to be held within four months following the end of the fiscal year.

At each AGM, the following items of business shall be dealt with:

- a) minutes of the preceding general meeting;
- b) consideration of the annual report of the Board;
- c) consideration of the financial statements, balance sheets, operating statements and the report of auditors;
- d) ratification of board members and officers elected at the June board meeting;
- e) appointment of accountant

### **8.2 Special Meetings**

Special meetings may be called by the Chair, three members of the Board or upon the written request of 15 members in good standing.

### **8.3 Notice of Meetings**

Notice of special meetings and of the annual general meeting shall be given in writing not less than 14 days before the meeting, to each member who is entitled to attend the meeting. Such notice shall be addressed and forwarded to each member at his last known address as set out in the records of the School. Such notice also shall state the date, place and time of the meeting and in the case of a special meeting shall state the nature of the business to be transacted.

### **8.4 Quorum**

A quorum at any meeting of members shall be a simple majority of voting members present at the meeting.

### **8.5 Voting**

Each member present shall have one vote.

Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. In case of an equality of votes at any general meeting, whether upon a show of hands or a poll, the Chair is entitled to a casting vote.

Any voting members may request a ballot vote. In such case, the Chair may set the time, place and method for a ballot vote.

There shall be no provision for proxy voting.

## **9. Board of Directors**

### **9.1 Powers of the Board**

The Board shall be the ultimate policy making body for the School and shall establish such programs and services as are necessary to meet its mandate. It may adopt rules and regulations for the conduct of business, appoint a Director and may also appoint such other agents as it may consider necessary.

### **9.2 Composition**

The Board shall consist of not less than eight (8) and not more than fifteen (15) Board Members.

### **9.3 Eligibility**

Each Board member shall

- (a) be at least 18 years of age;
- (b) not be an undischarged bankrupt;
- (c) be a member of the School;
- (d) not hold a paid position with the School and not enter into a contract for services with the School;
- (e) not be a spouse or a family member of another Board Member;
- (f) not be an immediate family member of a staff person employed by the school;
- (g) be interested in furthering the objectives of the School

### **9.4 Selection of Board Members**

In the Spring of every year, the Chair should send out a notice advising of available board positions and asking for expressions of interest. Eligible candidates will stand for election and be voted in as Board Members for the coming year at the June board meeting of the School. The members will then ratify the elected Board at the next AGM

### **9.5 Terms of Office**

Board Members shall hold office for a period of one (1) year, which term may be renewed. A Board Member may serve for up to a maximum of six years.

## **9.6 Vacancy on the Board**

The office of Board Member shall be vacated if:

- (a) a Board Member submits a written resignation to the head office;
- (b) a Board Member ceases to be a member of the School;
- (c) the Board Member dies;
- (d) the Board Member is absent from three meetings without excuse
- (e) at a special meeting of Board, a resolution is passed by 3/4 of the Board Members present at the meeting to remove the Board Member from office for just cause.

Vacancies on the Board, however caused, may so long as a quorum of Board Members remains in office be filled by the Board from among the qualified members of the School, until the next meeting of the Board at which the Board members for the ensuing term are elected.

## **9.8 Regular Board Meetings**

The Board shall have at least eight (8) regular meetings during each fiscal year.

## **9.9 Special Board Meetings**

Special meetings of the Board may be called any three (3) Board Members.

## **9.10 Notice of Board Meetings**

Notice of the time and place of each meeting of the Board shall be given to Board Members not less than 48 hours before the time of the meeting. Such notice need not specify the purpose of the meeting. A unanimous vote of the Board Members may waive notice of or otherwise consent to a meeting of the Board

## **9.11 Participation at Board Meetings by Electronic Means**

If all the Board Members consent, a Board Member may participate in a meeting of the Board by electronic means or other communication facility that ensures confidentiality and permits all participants to communicate adequately with each other during the meeting.

## **9.12 Teleconference or E-Mail Meetings**

The Chair of the Board may arrange for a teleconference or e-mail communication among Board Members to deal with urgent matters that may fall outside the regularly scheduled Board meetings. This option will be avoided as much as possible and a quorum as defined in this bylaw will be necessary to proceed in this manner. All decisions will be ratified at the next scheduled Board meeting.

### 9.13 Quorum

A majority of Board Members present at any Board meeting is quorum.

### 9.14 Voting

Each Board Member, including the Chair has one vote. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Board Member. In case of an equal vote, by show of hands or poll, the motion shall be lost.

### 9.15 Remuneration

The Board Members shall receive no compensation for their services as Board Members.

### 9.16 Conflict of Interest

The following principles and guidelines apply to conflicts of interest:

- a) **Disclosure of Conflicts of Interest:** A Board Member having a real, potential or perceived Conflict of Interest shall disclose all facts material to the Conflict of Interest as soon as the matter arises and prior to the Board taking any action on the matter. Such disclosure shall be reflected in the minutes of the meeting. If a Board Member is unable to attend the next board meeting they shall disclose to the Chair of the meeting all facts material to the Conflict of Interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- b) **Advice on Conflict of Interest:** If the Board Member is not certain he/she is in a conflict, the matter may be brought to the Board for advice and direction. Any disclosure to the Board shall be reflected in the minutes of the meeting.
- c) **Disclosure by Other Directors:** It is the responsibility of other Board Members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for clarification, first with the Board Member and, if still unresolved with the Chair.
- d) **Outside Disclosure:** Any other person or party may, in writing, notify the Board of an actual or potential Conflict of Interest of any Board Member or Officer or employee.
- e) **Non Participation:** A person who has a Conflict of Interest shall not participate in or be permitted to hear the Board's discussion of the matter except to disclose material facts and to respond to questions. That person must leave the meeting room until the matter is concluded and their exit and re-entry shall be reflected in the minutes of the meeting.
- f) **Abstention:** A person who is in Conflict of Interest shall not vote on that matter and shall be reflected in the minutes as an abstention.
- g) **Quorum:** The declaration of a conflict of interest shall not affect Board quorum for the purposes of voting on a matter.
- h) **Non-Influence:** A person who has a Conflict of Interest shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- i) **Disclosure Statements:** Each year, every Board Member shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she

believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another organization, or ownership of a business that might provide goods or services to the Authority or use of the services of the Authority. Any such information regarding the business or personal interests of a Board Member or a family member thereof, shall be treated as confidential except to the extent disclosure is necessary in connection with the implementation of this Policy.

I) *Employees*: Persons employed by the School shall not be eligible to sit on the Board.

ii) *Disclosure*: All Board Members, Officers and Employees shall disclose in writing to the Board all direct or indirect, actual or potential interests, obligations, assets or businesses, either directly on their own behalf or indirectly through a spouse, business associate or relative by blood or marriage such as a parent, step-parent, sibling, step-sibling, uncle, aunt, or children of siblings, step-siblings or aunts or uncles, which may conflict with the Board member's or Officer's obligations and duties to the Authority, (hereinafter known as an actual or potential "Conflict of Interest"), at the time of their becoming aware of it.

iii) *Failure to Disclose*: A Board Member, Officer or Employee who knowingly fails to disclose such a Conflict of Interest in writing at the time they become aware of such Conflict of Interest may be subject to such penalties as the Board may find to be appropriate, which penalties may include the removal of the Board Member from the Board, or termination of the Officer or Employee.

### **9.17 Duties of Board Members**

Every Board Member of the School shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the School, and exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

The Board and individual Board Members represent the membership of the School and are directly accountable to this membership. They also have a fiduciary duty to those who provide funds to the School and to its staff for the sound administration of the School. In addition, the Board Members have a general duty of trust to those served by the School and to the general public

### **9.18 Limitations on Powers of Individual Directors**

No individual Board Members shall have any authority to act on behalf of the Board with respect to agents or employees of the School except as provided in this Bylaw or by resolution of the Board. No individual Board Members shall have any authority to act on behalf of the School with respect to the transaction of the affairs of the School except as provided in this Bylaw or by resolution of the Board.

## **10.0 Officers**

The Officers of the School are the Chair, Vice-Chair, Secretary and Treasurer.

### **10.1 Selection**

The Chair, the Vice-Chair, the Secretary and the Treasurer shall be elected from the Board at the last meeting each year. Any two of the aforesaid offices may be held by the same person except for those of Chair and Vice-Chair.

### **10.2 Term of Office**

Officers shall hold office for a term of one (1) year or until their successors are elected or appointed in their stead. No officer shall hold the same office for more than six (6) years.

### **10.3 Vacancy of an Officer**

Where for any reason a vacancy occurs in the office of Chair, Vice-Chair, Treasurer or Secretary, the Board shall appoint a qualified person to fill the vacancy at the next following meeting of the Board.

## **11. Standing Committees**

The Board may establish standing committees as it sees fit. Each committee shall be chaired by a Board Member who shall report regularly to the Board.

## **12. Adhoc Committees**

The Board may establish adhoc committees as it sees fit. Each committee shall be chaired by a Board Member who shall report regularly to the Board.

## **13. Appointment of Director**

The Director shall ensure overall delivery of the programs and services offered by the School, adhering to its philosophical guidelines, goals and objectives, and operating policies. The Director shall be accountable to the Board for the proper and legal conduct of the business of the School. The Director shall be responsible for the organization of the work of the School and for the engagement, supervision, direction and evaluation of all employed personnel.

## **14. Indemnification**

The School shall indemnify Board Members who have undertaken any liability on behalf of the School if they acted honestly and in good faith with a view toward the best interests of the School; and in the case of criminal or administrative action they had reasonable grounds for believing their conduct was lawful.

## **15. Finances and Administration**

### **15.1 Fiscal Year**

Unless otherwise determined by resolution of the Board, the financial year shall begin on the first (1<sup>st</sup>) day of July and end on the thirtieth (30<sup>th</sup>) day of June in each year.

### **15.2 Execution of Documents**

Contracts, documents or any other agreements requiring the signature of the School shall be signed by any two Officers or their designate.

### **15.3 Signing Authority**

The signing officers shall be any two Officers or their designate appointed annually by the Board.

### **15.4 Borrowing Powers**

The Board may without authorization of the members

- (a) borrow money on the credit of the School;
- (b) issue, reissue, sell or pledge debt obligations of the School; and
- (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the School, owned or subsequently acquired, to secure any debt obligation of the School

### **15.5 Investment Authority**

The funds of the School may be retained in whole or in part in cash or be invested and reinvested in such property, stock, bonds or other securities as the Board may deem desirable.

### **15.6 Records and Books**

The Board shall see that all necessary books and records of the School required by the bylaws of the School or by any applicable statute or law are regularly and properly kept

Correct books of account of the activities and transactions of the School shall be kept in the office of the School. The books and records shall be open to the inspection by members at all reasonable times, upon reasonable notice to the Director.

**15.7 Review of Accounts**

There must be a review of the books, accounts and records of the School at least once each year by a qualified accountant appointed each year at the AGM. The financial records shall be handed over to the accountant at the end of each fiscal year. The reviewed financial report shall be presented at the AGM.

**16. Amendment of Bylaw**

This Bylaw may be amended or repealed at any meeting of members by a two-thirds majority vote of the members present, where appropriate notice detailing the changes to the Bylaw has been given in writing to the membership at least 21 days in advance. Such notice shall outline the general nature and intent of such proposed Bylaw changes. Such notice is not required where unanimous approval is given by the general members attending a general or special meeting to waive provision of written notice.

**17. Dissolution**

If the School is dissolved, any funds or assets remaining, after paying the debts, are to be paid to a registered charitable organization.

Approved this 17<sup>th</sup> day of April , 2012 in the City of Winnipeg in the Province of Manitoba.

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Board Chair

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Board Secretary