

## **DORVAL DAY CAMP CONSTITUTION**

### **Name of the Corporation**

The name of the corporation is “Dorval Day Camp”, a non-profit corporation duly constituted in accordance with Part III of the law on companies, Quebec. The Head office of the Corporation is located at 1335 Lakeshore Road, Dorval, Quebec.

### **Purpose of the Corporation**

The purposes of the Corporation are to:

- Establish and maintain a day camp service according to the applicable laws (including the laws on day camp services and the rules adopted in virtue of this). (L.R.Q. chapter 5-4.1).
- Acquire or possess goods and equipment necessary to realize the objectives of the Corporation.
- For this purpose, receive donations and other contributions; accumulate money or other goods by way of public subscription or by other manners.
- Establish all other forms of services destined for elementary school aged children.
- The policy of the Corporation does not discriminate as to race, colour, beliefs, origins, sex, matrimonial status or religion. The Corporation is a bilingual institution which encourages the use of the French and English language for all children.

### **Dissolution of the Corporation**

In the event of the dissolution of the Corporation, funds and assets of the Corporation remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations with similar purposes in Quebec, as may be determined by the members of the Corporation at the time of dissolution provided that such organization or organizations shall be registered as a charity recognized by Canadian Revenue Agency as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. If effect cannot be given to the aforesaid provisions then such funds shall be given or transferred to a suitable level of local government. This paragraph is unalterable.

## **THE DORVAL DAY CAMP BYLAWS**

### **SECTION 1 – DEFINITIONS AND INTERPRETATION**

- a) Camp is the Dorval Day Camp
- b) Parent Committee is elected annually at the Annual General Meeting of the Dorval Day Camp and operates and manages the camp.
- c) Director(s) means the director(s) of the Camp
- d) Member(s) means the parents/guardians who have registered their children with the Camp
- e) Administrators; Officers means members of the Parent Committee
- f) Quorum is constituted
  - when fifty-one percent (51%) of elected executive are present at a duly called “Parent Committee Meeting”,
  - or when 10 voting members are present at either a “Special General Meeting” or an “Annual General Meeting”.
  - Words importing the singular include the plural and vice versa; and words importing a male, include a female person and a corporation.
- a) Notice means written notification given personally to a member or sent by mail or email at the address given on the Camp registration form.

### **SECTION 2 - MEMBERSHIP**

A) Membership shall be restricted to:

- (a) A minimum of 80% from the City of Dorval;
- (b) The parents or the guardians of children enrolled in the Camp; hereafter called the member(s).

Membership shall commence from the date of acceptance of the completed application form and payment of the registration fee.

Membership shall terminate at the following Annual General Meeting of parents.

B) Fees

- a) Registration fees for the subsequent Camp term shall be determined by the Executive, based on a projected budget for the Camp term.
- b) Membership will not be confirmed until the registration fees have been paid.
- c) Non-payment of Registration fees shall be grounds for withdrawal of the child from the Camp.

C) Suspension and Expulsion

The Parent Committee can, by resolution, suspend or expel, for the period they determine, a member who:

- Neglects to pay his fees by the due date;
- Does not respect the rules of the Camp, or
- Does not act in the Camp's best interest.

The decision of the Parent Committee is final.

**SECTION 3 – PARENT COMMITTEE**

- a) The business of the Camp is conducted by a Parent Committee of minimum eight (8) members. Only members in good standing can be elected to the Parents Committee. The City Representative and Camp Director are non-voting members.
- b) Only one (1) member of the same family can be a voting member of the Parent Committee. Two members of the same family may participate in the Parent Committee but they work as a team and only have one vote.
- c) All members of the Parent Committee begin their mandate at the end of the meeting at which they were named or elected and remain for a period of one (1) year until the end of the next Annual General Meeting or until a successor is named or elected in accordance with the present rules.

The Parent Committee (of which 80%, and the President, Vice-President, Secretary and Treasurer, are Dorval residents) consists of:

President

- He is the Chief Executive Officer of the Corporation
- He presides over the general meetings
- He presides over the meetings of the Board of Directors

- He exercises all other powers and functions foreseen in the rules of the Corporation or determined by the Administrators.
- He signs all documents needing his signature.

#### Vice-President

- He exercises the powers and functions that can be, from time to time, prescribed by the administrators or the President.
- In case of absence, incapacity, refusal or negligence to act by the President, he can exercise the powers and functions of the President.

#### Secretary

- He keeps the documents, registers and seal of the Corporation.
- He writes up the minutes of the member meetings as well as those of the Parents Committee and keeps these minutes in a book.
- He sends out the notice for all members meetings, board meetings and committee meetings.
- He executes the mandates that are given to him by the President or the Administrators.

#### Treasurer

- He is in charge of the finances of the Corporation.
- He must deposit the money and other values of the Corporation in the name of and to the credit of this Corporation in all banks or financial institutions designated by the Administrators.
- He must report, to the President or to the Administrators, the financial situation of the Corporation or all transactions made as Treasurer, whenever required.
- He must draw-up, maintain and conserve or see to the conservation of the bank books or adequate financial registers.
- He must allow the authorized persons to examine the books and accounts of the Corporation.
- He must sign all the documents requiring his signature and exercise the powers and functions determined by the Administrators or that are inherent to his charge.

#### Directors

- Their duties shall be defined by the Parent Committee on an annual basis.
- d) Only voting members of the Parent Committee are entitled to vote on proposals at the Parent Committee meetings.
- e) The President will only exercise their right to vote in the case of a tie.
- f) A Nominating Committee is struck each year to seek out candidates for the following election. The Nominating Committee elects a president who then also acts as president of the election at the Annual General Meeting.

### Nomination and election

The election of the members of the Parent Committee is done at the Camp's Annual General Meeting, as follows:

- a) Nomination by the general assembly of an election president, if there is no Nominating Committee President, an election secretary and one or more scrutineers. These people can be, but do not have to be, directors or members of the Camp. If the people chosen are members of the Camp, they do not have the right to vote at this meeting;
- b) Proposal to nominate;
- c) Closing of nominations;
- d) Vote by show of hands or by secret ballot;
- e) Candidate or candidates having received the largest amount of votes are declared elected.

### Vacancy

The Parent Committee will declare vacant the job of any administrator who:

- a) Offers a written resignation to the Parent Committee;
- b) No longer possesses eligibility or fails to satisfy a requirement established by the rules of the Camp to fill an administrator's job;
- c) Is legally unable to do the job;
- d) Is unable for any other reason to do the job;
- e) Has omitted to attend three (3) consecutive executive meetings without a reason judged valid by the board.

The administrator's job becomes vacant when the resolution of the Parent Committee so declares it. This decision is final and without appeal.

If a vacancy occurs during the year, the other members of the Parent Committee can name another administrator chosen amongst the members in good standing of the Camp to fill this vacancy for the remainder of the term.

### Resignation

An administrator can resign from his functions at any time by sending the Secretary of the Camp a letter of resignation. This resignation is effective as of the date of receipt of the letter or any later date indicated by the resigning administrator.

Any administrator can be relieved of his functions and/or dismissed, with cause, before the expiration of his mandate, at a special meeting called for this purpose, by a majority vote of ten (10) members in good standing of the Camp. At this same meeting, an eligible person can be elected to replace the dismissed administrator by a simple verbal proposition. The person hereby elected will fill the position for the non-expired period of the mandate of the dismissed administrator he is replacing.

### Remuneration

The officers receive no remuneration for their mandate. However, Parent Committee members, who complete one full year on the Committee, will be eligible, financial standing of the Camp allowing, to receive one (1) free week at the Camp in the following year.

### Compensation and defence

- All administrators (their heirs or beneficiaries), as needed and at any time, will be held unscathed and covered by the funds of the Corporation:
  - ..1. From all fees, charges and expenses that this administrator supports or is submitted to in the course or in the event of an action, legal proceedings or civil procedures against them, with regards to their actions or an action accomplished or permitted by them in the exercise or in the execution of their duties, and
  - ..2. For all other fees, charges and expenses that they support or sustain in the course or in the event of the business of the Corporation or relative to it's business, except those resulting from their own negligence or voluntary omission, in conformity with the terms and conditions of all policies adopted by the Parents Committee on this matter.
- The Parents Committee assumes the defense of its administrators, officers, committee members and other administrators who are sued by a third party for an act accomplished in the exercise of their functions and pay, if need be, the interest-damages resulting from this act except in the case of a heavy offence or a personal offence being committed, which can be separated from their duties.
- However, in the case of penal or criminal legal actions, the Camp will assume the expenses of its administrators, officers, committee members and other leaders that had reasonable motives to think that their conduct was in conformity to the law and who have been liberated or acquitted.

## **SECTION 4 - MEETINGS**

### A) Parent Committee Meetings

The members of the Parent Committee meet at least eight times a year. The Parent Committee meetings are convened by the Secretary, at the request of the President or by written request by the majority of the members of the Parent Committee. They are held on the day, time and at the place indicated on the notification to attend.

a) Notification to attend

- The Parent Committee meetings are convened by written notice, to every administrator at least three (3) days before the meeting is held. The City of Dorval representative is convened in a similar manner. In case of emergency, a verbal notice or a notice by telephone, twenty-four hours in advance, is sufficient.
- The accidental omission of sending the notification to attend to one or more members does not void the decisions taken at the convened meeting. As well, any technical mistakes or irregularities in the notification to attend will not result in nullity.
- A meeting can be held without a notification to attend if all the members of the Parent Committee are present at the meeting or consent to it in writing.

b) Quorum

- A quorum is reached when 50%+1 voting members are present at a meeting of the Board of Directors.

c) Vote

- Each member has a right to one vote at the Parent Committee meetings, except only one (1) member of the same family can be a voting member of the Parent Committee. Two members of the same family may participate in the Parent Committee but they work as a team and only have one vote.

B) General Meetings of the Members

Annual General Meeting

- The annual general meeting is held in the ninety (90) days following the end of the fiscal year, which ends on December 31 of each year.
- The Parent Committee determines the date, place and time of the meeting.
- The Annual General Meeting of the members has the following goals:

- To receive the President's and or the Parent Committee report on the activities of the Camp;
- To examine, study and receive the financial statements and the auditor's report of the Camp for the past financial year;
- To study and approve all rules adopted by the Parent Committee since the last annual general meeting which have not, since its adoption, been approved at a special general meeting;
- To approve the financial auditors of the Camp;
- To elect the administrators;
- To make any suggestions judged appropriate to the Parent Committee and to get any desired information that the Parent Committee is held to communicate.

### Special Assembly

The special assemblies are held at the Head Office of the Camp or at any other place designated by resolution of the Parent Committee according to circumstances.

#### 1) Meeting held at the request of the Parent Committee:

The secretary is held to call a special assembly at the request of the President or the majority of the administrators.

#### 2) Meeting held at the request of the members:

The administrators must immediately call a special assembly, sent by the secretary of the Camp, on receipt of a written request signed by at least one tenth of the members of the Camp, indicating the subjects to be discussed at the projected meeting. If the assembly is not convened and held within twenty-one (21) days from the receipt of the request, the members, representing at least one tenth of the members of the Camp, may convene this assembly themselves, whether or not they were signatories of the request.

### Notification to Attend

- The Annual General Meeting of the members is convened by written notice to each member in good standing and indicates the date, time, place and subject of the meeting. For the City of Dorval representative, the notice is sent in a similar manner. For a special assembly, the notice must mention, in a precise manner, the subjects that will be treated.



- The delay for notification of all meetings of the members is at least seven (7) days, except in the case of an emergency, where the delay can be twenty-four (24) hours. In case of emergency, the notice can be given verbally or by telephone.
- The accidental omission of sending the notification to attend to one or more members does not void the decisions taken at the convened meeting. As well, any technical mistakes or irregularities in the notification to attend will not result in nullity.

#### Quorum

- Ten (10) members in good standing constitute a sufficient quorum for all general or special assemblies.

#### Vote

- At the members' assemblies, only members in good standing can vote, each having only one vote. Only one vote per family is permitted. Voting by proxy is prohibited.
- The vote is done by show of hands, unless at least two (2) members ask that a secret ballot be held. Questions submitted are decided by the majority of the votes of the members in good standing that are present, unless a special majority is foreseen by the Law on companies (L.R.Q., chapter C-38). In the case of a tie vote, the President is allowed a second vote.

### **SECTION 5 – FINANCIAL**

- a) The Camp's fiscal year ends on December 31 of each year.
- b) The auditor is approved each year by the members at the Annual General Assembly. His remuneration is established by the Parent Committee.
- c) If the auditor must be changed, for whatever reason, before the expiration of his term, the Administrators can fill the vacancy by naming a replacement that will be in function until the expiration of his predecessor's term.
- d) Contracts and other documents requiring the signature of the Camp must be approved beforehand by the Parent Committee; in the absence of a decision by the Parent Committee to the contrary, they can then be signed by the President and the Treasurer.
- e) Cheques, cash and other banking effects of the Camp are signed by the Treasurer and the President or Vice-President.

- f) The funds of the Camp can be deposited to the credit of the Camp at any bank or financial institution located in the Province of Quebec and designated for this purpose by the Administrators.
- g) The President, or any other person authorized by the President, is authorized to appear and to answer for the Camp at any brief, ordinance, questioning issued by the Court and to answer in the name of the Camp to all procedures in which the Camp is involved.