



# By-Laws

Proposed By-Laws – June 2019

**Moncton Headstart Inc.**

**Bylaws**

**June 2019**

**Table of Contents**

SECTION ONE NAME, HEAD OFFICE, CORPORATE SEAL AND PURPOSE.....	1
Article 1.1 – Name.....	1
Article 1.2 – Principal Office.....	1
Article 1.3 – Fiscal Year .....	1
Article 1.4 – Corporate Seal .....	1
Article 1.5 – Purpose.....	1
Article 1.6 - Interpretation .....	2
SECTION TWO MEMBERSHIP .....	2
Article 2.1 – Membership .....	2
Article 2.2 – Annual Meeting .....	2
Article 2.3 – Special or General Meetings.....	3
Article 2.4 – Notice of Special or General Meetings.....	3
Article 2.5 – Quorum.....	3
Article 2.6 - Chair.....	3
Article 2.7 – Voting.....	3
Article 2.8 – Adjournment.....	3
SECTION THREE BOARD OF DIRECTORS.....	4
Article 3.1 – Board of Directors.....	4
Article 3.2 – Vacancies on the Board .....	4
Article 3.3 – Election of Directors .....	5
Article 3.4 – Term of Office of Directors .....	5
Article 3.5 – Conflict of Interest .....	5
Article 3.6 – Validity of Acts of Directors .....	5
Article 3.7 - Indemnification of Directors & Officers .....	6
Article 3.8 – Place and Notice of Meeting of Board.....	6
Article 3.9 – Voting.....	7
Article 3.10 – Quorum for Meeting of Board.....	7
Article 3.11 – Adjournment of Meeting of Board .....	7
Article 3.12 – Voting at Each Meeting .....	8

**Moncton Headstart Inc.**

**Bylaws**

**June 2019**

SECTION FOUR OFFICERS .....	8
Article 4.1 – Officers.....	8
Article 4.2 – Remuneration.....	8
Article 4.3 – Duties of Officers May Be Delegated.....	8
Article 4.4 – Duties of the President .....	8
Article 4.5 – Duties of Secretary .....	9
Article 4.6 - Duties of Treasurer .....	9
Article 4.7 – Vacancies in Offices .....	9
SECTION FIVE FINANCIAL & LEGAL AFFAIRS .....	9
Article 5.1 – Signing Cheques, Drafts & Notes.....	9
Article 5.2 – Execution of Documents.....	10
Article 5.3 - Deposits.....	10
Article 5.4 - Deposit of Securities for Safekeeping .....	10
Article 5.5 – General Borrowing.....	10
Article 5.6 – Managing Assets.....	11
Article 5.7 – Sale or Acquisition of Assets.....	11
SECTION SIX EXECUTIVE DIRECTOR.....	11
Article 6.1 – Executive Director.....	11
SECTION SEVEN COMMITTEES.....	12
Article 7.1 – Committees .....	12
SECTION EIGHT DISSOLUTION.....	12
Article 8.1 – Dissolution .....	12
SECTION NINE AMENDMENTS .....	12
Article 9.1 – Amendments of the Bylaws.....	12
Article 9.2 – Execution .....	12

**Moncton Headstart Inc.**

**Bylaws**

**June 2019**

BE IT ENACTED by the Directors of Moncton Headstart Inc. are repealed, and the following substituted therefor:

**SECTION ONE NAME, HEAD OFFICE, CORPORATE SEAL AND PURPOSE**

**Article 1.1 – Name**

The name of the Company shall be Moncton Headstart Inc.

**Article 1.2 – Principal Office**

The principal office of Moncton Headstart Inc. shall be in the City of Moncton, New Brunswick, and at such place therein as the Directors of the Moncton Headstart Inc. may from time to time decide.

**Article 1.3 – Fiscal Year**

The fiscal year of the Moncton Headstart Inc. shall be from April 1st to March 31st each year

**Article 1.4 – Corporate Seal**

Moncton Headstart Inc. may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Moncton Headstart Inc. shall be the custodian of the corporate seal.

**Article 1.5 – Purpose**

The purpose of Moncton Headstart Inc. shall be to provide screening, intervention, and specialized skill-building programs, primarily for low socio-economic status children and their families.

These powers are intended to empower children to accomplish their full physical, emotional, social, and cognitive potential by:

1. Assisting children with physical, emotional, social and/or education deprivation by:
  - a. Facilitating emotional adjustment to life;
  - b. Encouraging and developing appropriate socialization skills;
  - c. Acquiring readiness skills for school entry;
  - d. Supporting and protecting the child from a harmful environment such as physical and sexual abuse.
2. Assisting parents in understanding, acquiring and implementing appropriate parenting skills through:
  - a. Training programs;
  - b. Guiding and facilitating good parent child interaction;
  - c. Providing support to parents to maintain their learned skills.

**Moncton Headstart Inc.**

**Bylaws**

**June 2019**

**Article 1.6 - Interpretation**

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

**SECTION TWO MEMBERSHIP**

**Article 2.1 – Membership**

Membership in Moncton Headstart Inc. shall consist of those persons, firms or agencies that actively support the aims and objectives of Moncton Headstart Inc. in a meaningful and tangible way such as but not limited to, providing a voluntary service, providing financial assistance or by serving on Moncton Headstart Inc. Board of Directors.

Individuals nominated to serve as a Director are automatically deemed to be members for the purposes of these bylaws.

The members of Moncton Headstart Inc. are herein individually and collectively referred to as the “member” and the “members”.

**Article 2.2 – Annual Meeting**

Annual meetings of the members of Moncton Headstart Inc. shall be held at such locations as the Board may determine and shall be held on a date to be determined by the Board, but in no case, later than September 30th of each and every year.

At the annual meeting of the members the order of business shall be as follows:

- a. Calling the meeting to order;
- b. Reading of notice calling the meeting and furnishing proof that each notice was duly received and that a quorum is present;
- c. Appointment of scrutineers, if deemed necessary, by the Chairperson of the Board.
- d. Reading of minutes of last annual meeting or members and any intervening special general meetings of members and considering confirmation of the same;
- e. Presentation of the annual report of Directors;
- f. Presentation of the year-end financial summary and projected financial budgets and approval of the appointment of the Auditor for the next fiscal year;
- g. Discussion and, if thought fit, approval of the financial reports;
- h. Election of Directors;
- i. The approval of the enactment, repeal, amendment or re-enactment of any by-laws, but only if notice of this item of business has been included in the notice of the meeting
- j. Any new business.

**Moncton Headstart Inc.**

**Bylaws**

**June 2019**

**Article 2.3 – Special or General Meetings**

Other meetings of the members, whether special or general, may be convened as deemed necessary at any time and at such place by order of the President, the Vice President or the Board.

**Article 2.4 – Notice of Special or General Meetings**

Public notice of advertisement of the annual or any special or other meeting shall be required in accordance with specific procedures to be determined by resolution of the Board.

**Article 2.5 – Quorum**

Fifteen (15) members entitled to vote at an annual or general membership meeting shall constitute a quorum.

**Article 2.6 - Chair**

The President, or, in his absence, the Vice-President shall preside at all meetings of members. If the President and the Vice-President are absent or decline to act, the persons present and eligible to vote may choose one of their number to be Chair.

**Article 2.7 – Voting**

Every question submitted to any meeting of the members shall be decided in the first instance by a show of hands but in the case of an equality of votes, the Chair, both on a show of hands and at a poll, shall have a casting vote in addition to the vote or votes to which the Chair may be entitled to cast as a member.

At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

If at any meeting, a poll is demanded on the question of adjournment, it shall be taken forthwith with adjournment.

If at any meeting, a poll is demanded on any other question, it shall be taken in such manner and either at once, or after adjournment, as the Chair may elect. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

A demand for a poll may be withdrawn.

The act of the majority of the members represented and carrying voting rights at any meeting of the members shall be the act of the members, except when the vote or consent of the holders of a greater number of members is required or directed by law or these bylaws.

**Article 2.8 – Adjournment**

The Chair, with consent of meeting of members, may adjourn the same from time to time and no notice of such adjournment need be given to the members. If less than the quorum required for the transaction of business shall be in attendance at the time for which any meeting of members shall have been called, the meeting may, after a lapse of fifteen (15) minutes from the time for holding the

**Moncton Headstart Inc.**

**Bylaws**

**June 2019**

meeting, be adjourned by the members present, for a period not exceeding one month at any one time without notice other than announcement at the meeting until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be dealt with which might have been dealt with in accordance with the notice calling same.

**SECTION THREE BOARD OF DIRECTORS**

**Article 3.1 – Board of Directors**

The affairs of Moncton Headstart Inc. shall be managed by a Board of no more than thirteen (13) and no less than nine (9) Directors (herein sometimes referred to as ‘the Board’) who may exercise all powers and do all acts and things which are not by the bylaws of Moncton Headstart Inc., or by statute expressly be done by Moncton Headstart Inc. at a General Meeting. No employee of Moncton Headstart Inc. may be an officer or member of the Board of Moncton Headstart Inc.

Without in any way limiting the generality of the foregoing, the Directors are expressly empowered, from time to time, to:

- (a) Determine and implement policies.
- (b) Establish and approve budgets.
- (c) Ensure that the responsibilities are assumed in accordance with the operating standards of the organization.
- (d) Elect the Nominating Committee.

The President of Moncton Headstart Inc. shall preside over regular and special meetings of the Board and all meetings of the membership of Moncton Headstart Inc. In the President’s absence, the Vice President, or any other such Officer as may be approved by the Directors present, shall preside at these meetings.

**Article 3.2 – Vacancies on the Board**

The office of a Director shall be vacated if by notice in writing to the Secretary the Director resigns.

The office of Director shall also be deemed vacant in the event of the death of a Director, or the inability, or incapacity of the Director to act from any cause whatever.

Any Director missing more than three (3) consecutive meetings shall provide cause to the Executive who shall determine the acceptability of the cause. If deemed unacceptable the position shall become vacant.

The Executive upon deeming a Director to not be acting in the best interests of Moncton Headstart Inc. shall recommend to the Board that the Director be removed from the Board. Such removal shall be confirmed by a majority vote of the other members of the Board (at a meeting of the Board where a quorum is present).

## **Moncton Headstart Inc.**

### **Bylaws**

**June 2019**

In any case, vacancies in the Board of Directors may be filled for the unexpired term by majority vote of the other members of the Board (at a meeting of the Board where a quorum is present) from among other duly qualified members of Moncton Headstart Inc. as described in Article 2.1.

#### **Article 3.3 – Election of Directors**

The Board shall be elected by the members of Moncton Headstart Inc. at the annual meeting and shall be nominated from qualified members as described elsewhere in these bylaws provided that two shall be presented for nomination by the executive of the Rotary Club of Moncton West and Riverview, in consultation with the Executive of Moncton Headstart Inc.

A Nominating Committee of at least three and no more than five persons shall be appointed annually by the Board of Directors. The immediate Past President of Moncton Headstart Inc. shall be appointed the Chair of the Nominating Committee, provided that if the Past President of Moncton Headstart Inc. is unable or unwilling to act as Chair, the members of the Nominating Committee can choose a replacement Chair. The function of the Nominating Committee shall be to consider nominations for election to the Board of Directors and to recommend to the Board of Directors a slate of candidates to be nominated for election at the next annual meeting of members.

#### **Article 3.4 – Term of Office of Directors**

Election to the Board of Directors of Moncton Headstart Inc. shall be for a three (3) year term and are eligible to be elected for one additional three (3) year. No Director who has served the maximum of six (6) consecutive years shall be eligible for re-election unless that Director has been elected to an Executive position in which case that Director may serve until he has completed his term on the Executive. In any case no Director may be permitted to serve until one (1) year has lapsed since their last maximum term as described above.

Election of Directors shall not be by ballot unless demanded.

#### **Article 3.5 – Conflict of Interest**

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of Moncton Headstart Inc. to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### **Article 3.6 – Validity of Acts of Directors**

All acts done by any meeting of the Board or by any person acting as a Director, providing such acts are in good faith with no intention to deceive shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any member of the Board, or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

**Moncton Headstart Inc.**

**Bylaws**

**June 2019**

**Article 3.7 - Indemnification of Directors & Officers**

Every Director and Officer of Moncton Headstart Inc. and his heirs, executors and administrators and estate shall be indemnified and saved harmless out of the funds of the Corporation from time to time and at all times, from and against (a) all costs; charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, heretofore or hereafter made, done or permitted by him in or about the execution of the duties of his office; (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

**Article 3.8 – Place and Notice of Meeting of Board**

Regular meetings of the Board shall be held at least (4) times a year or as the Directors may, from time to time, deem necessary. Notice of such meeting shall be delivered to each Director electronically, or by such other means approved by the Board of Directors, five (5) days before the meeting is to take place.

Meetings of the Board may be held at any time without formal notice if all Directors are present or those absent have signified their consent in writing to the meeting being held in their absence. The President or in his absence, the Vice President, or any two (2) Directors may at any time may convene a meeting of the Board.

The Board shall meet for the organization and transaction of any business, including the election of Officers, which shall come before them immediately after the first adjournment of the member's meeting at which they are elected. Notwithstanding the provisions of any other bylaw of Moncton Headstart Inc., the Directors present constitute a quorum and no notice to the members of the Board of such meeting shall be necessary.

If all the Directors consent thereto generally or in respect of a particular meeting, Directors may participate in a meeting of the Board of Directors by means of a conference telephone call or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective if given before the meeting to which it relates and may be given with respect to all meetings of the Board of Directors and of committees of the Board of Directors. The Chair of any meeting of the Board of Directors and of committees of the Board of Directors held by conference telephone or other communications facilities shall take a roll call at the commencement of the meeting by calling out the name of each Director of Moncton Headstart Inc. or member of the committee and make a list of all Directors or Committee Members present in order to determine whether there is a quorum of Directors or committee members present at any such meeting. For security reasons, the Chair shall also verify in such manner as the Chair deems appropriate that those persons responding to the Chair's roll call are actually Directors of Moncton Headstart Inc. or members of the committee.

## **Moncton Headstart Inc.**

### **Bylaws**

**June 2019**

#### **Article 3.9 – Voting**

All resolutions placed before a duly constituted meeting of the Board of Directors of Moncton Headstart Inc, with a quorum present, shall be decided by majority vote of those Directors present. Each Director is authorized to exercise one (1) vote. In the case of an equality of votes, the Chair shall cast the deciding vote, such vote being in addition to any vote he had as a Director.

The procedures for approval of motions via email shall be as follows:

- Any board member, subject to the approval of the Executive, may make a motion via email.
- The subject line should include the word “Motion-Response Required.”
- The first line of the body of the email should include the words “I move that the Board approve/authorize/recommend ...”
- The motion will expire in seven calendar days or at the start of the next board meeting, whichever comes first.
- Before any votes may be recorded one Board Member must respond by “Replying to All” with the first line of the body “I second the motion.”
- All Board Members, including the President, may vote on the same terms as with respect to a vote carried out at a regular meeting.
- Affirmative votes from 51% of the Board of Directors are required to approve an email motion.
- The Board Member who proposed the motion is automatically counted as an affirmative vote.
- The Secretary is responsible for tallying the votes and informing the board of the outcome. Votes should be circulated to all board members. If a Member fails to CC: other Board Members on his vote, the Secretary should forward the email to the others.
- The Secretary will be responsible for soliciting the vote of any Board Member without email and informing the rest of the Board about that vote.
- Board Members should include in the words “I vote No” or “I vote Yes” in the first line of their response.
- Email motions can only be voted up or down. They cannot be amended.
- The Member who proposed the motion may withdraw it at any time prior to approval.
- If the motion does not receive the required 51% votes by the deadline it fails.

The Board should review any email motions, approved or unapproved, at the start of the next Board meeting. The Secretary should include that review in the minutes of the meeting.

#### **Article 3.10 – Quorum for Meeting of Board**

Greater than 50% of the members of the Board shall form a quorum for the transaction of business at any meeting of the Directors of Moncton Headstart Inc.

#### **Article 3.11 – Adjournment of Meeting of Board**

If less than a quorum shall be present at the time for which any meeting of the Board shall have been called, the meeting may, after a lapse of fifteen (15) minutes from the time appointed for holding such meeting, be adjourned without any notice other than by announcement at the meeting until a quorum

**Moncton Headstart Inc.**

**Bylaws**

**June 2019**

shall be present. Any meeting of the Board at which a quorum is present may also be adjourned in the like manner for such time as be determined by vote. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted if the meeting had been held as originally called.

**Article 3.12 – Voting at Each Meeting**

Questions arising at any meeting of the Board shall be decided by a majority vote.

**SECTION FOUR OFFICERS**

**Article 4.1 – Officers**

The Officers of Moncton Headstart Inc. shall consist of a President, a Vice-President, a Secretary, a Treasurer, a Past President and such other Officers as the Board may from time to time determine. The positions of Secretary and Treasurer may be combined if it is deemed beneficial so to do. All Officers of Moncton Headstart Inc., with the exception of the Treasurer, shall be elected for a two year term by the Board from amongst themselves at the first meeting of the board following the annual meeting and hold office only during the pleasure of the Board. The Treasurer shall be appointed by and serve at the pleasure of the Board.

**Article 4.2 – Remuneration**

No member of the Board or Officer of Moncton Headstart Inc. shall receive any monetary remuneration for their services to the Board but shall be entitled to reasonable expenses incurred in connection with the business of Moncton Headstart Inc. Reasonableness of such expenses shall be determined by the current Moncton Headstart Inc. staff policy.

**Article 4.3 – Duties of Officers May Be Delegated**

In case of absence of the President, Vice President or any other Officer of Moncton Headstart Inc. or for any other person the Board may deem to be required, the Board may delegate for the time being, the powers of such officer to any other Officer or any Director of Moncton Headstart Inc., provided that a majority of the entire Board concur therein.

**Article 4.4 – Duties of the President**

The President shall be the senior member of Executive Committee of Moncton Headstart Inc. The President shall preside at meetings of the Board, shall act as the chair at all meetings of Moncton Headstart Inc., shall sign all instruments which require his, or her signature, shall perform all duties incident to the office of President and shall have such powers and duties as may from time to time be assigned to him, or her, by the Board.

During the absence of the President, his duties and powers may be exercised by the Vice-President or, alternatively, by a Director as appointed by majority vote of the Board of Directors, and if the Vice-President or the appointed Director, as the case may be, exercises any such duty or power, the absence of the President shall be presumed.

**Moncton Headstart Inc.**

**Bylaws**

**June 2019**

The Past President shall perform such duties as may be assigned to him by the President or the Board of Directors.

**Article 4.5 – Duties of Secretary**

The Secretary shall issue or cause to be issued, notices of all meetings of the Board, Membership and Committees (if any) when directed to do so, have charge of the minute book of Moncton Headstart Inc., sign with the President or other signing officer or officers of Moncton Headstart Inc. such instruments as require their signature and shall perform other duties as the terms of engagement call for, or the Board may from time to time properly require of the Secretary. The Secretary shall be responsible for the safe keeping custody of the corporate seal of Moncton Headstart Inc..

The Secretary or other such Officer as may be specifically charged with the duty, shall keep or cause to be kept a book or books wherein shall be recorded:

- a. A copy of the letters patent incorporating the Corporation and of the supplementary letters patent, and any preliminary memorandum of agreement and of all the bylaws of Moncton Headstart Inc;
- b. The minutes of all general, special, and all annual meetings of Moncton Headstart Inc. and its Board of Directors;
- c. The names, addresses and calling of all persons who are Directors of Moncton Headstart Inc.

**Article 4.6 - Duties of Treasurer**

The Treasurer shall perform all duties that are properly required of the Treasurer by the Board. The Treasurer may be required to give such bond for the faithful performance of the duties of Treasurer as the Board of Directors in their uncontrolled discretion may require. The Treasurer shall at all reasonable times exhibit Moncton Headstart Inc.'s books and accounts to any member of the Moncton Headstart Inc. upon application at the office of Moncton Headstart Inc. during business hours. The Treasurer shall also ensure that an audit be done on the books of Moncton Headstart Inc. at the end of every fiscal year.

**Article 4.7 – Vacancies in Offices**

If the office of the President, Vice President, Secretary or Treasurer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board by resolution duly passed at any meeting duly called and held, may elect or appoint any other Director to fill such vacancy.

**SECTION FIVE FINANCIAL & LEGAL AFFAIRS**

**Article 5.1 – Signing Cheques, Drafts & Notes**

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officers or persons whether or not Officers of Moncton Headstart Inc., and in such manner as the Board from time to time may designate.

## **Moncton Headstart Inc.**

### **Bylaws**

**June 2019**

#### **Article 5.2 – Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of Moncton Headstart Inc. may be signed by the President, Vice President, and Secretary or any two of them, and all contracts, documents and instruments so signed shall be binding on Moncton Headstart Inc. without any further authorization or formality. The Board shall have the power from time to time by resolution, to appoint any Officer, or Officers, on behalf of Moncton Headstart Inc. either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

#### **Article 5.3 - Deposits**

The funds of Moncton Headstart Inc. shall be deposited from time to time to the credit of Moncton Headstart Inc. with such financial institutions as the Board of Directors may approve, from time to time, by resolution.

#### **Article 5.4 - Deposit of Securities for Safekeeping**

The securities of Moncton Headstart Inc. may be deposited from time to time for safekeeping with one or more bankers, trust companies or other financial institutions selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of Moncton Headstart Inc. signed by such Director or Directors, officer or officers, agent or agents of Moncton Headstart Inc. and in such manner as shall be determined, from time to time, by the Board of Directors, and such authority maybe general or confined to specific instances. Any institution which may be so selected as custodian by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### **Article 5.5 – General Borrowing**

The Officers may from time to time, and with the approval of the Board:

- a. Borrow money upon the credit of Moncton Headstart Inc.;
- b. Limit or increase the amount to be borrowed;
- c. Hypothecate, mortgage or pledge the real or personal property of or both, including book debts and unpaid calls, rights, powers, undertaking, and franchises of Moncton Headstart Inc. to secure any such bonds, debentures, debenture stock or other securities, and any money borrowed or any liability of Moncton Headstart Inc..

The Directors may from time to time authorize any Director or Directors, or Officer or Officers of Moncton Headstart Inc. to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by Moncton Headstart Inc. as the Directors of Moncton Headstart Inc. may authorize, and generally to manage, transact, and settle the borrowing of money by Moncton Headstart Inc.

## **Moncton Headstart Inc.**

### **Bylaws**

**June 2019**

#### **Article 5.6 – Managing Assets**

The Board shall manage the assets of Moncton Headstart Inc by:

- a. Receiving property, donations and bequests of all kinds which shall be added to the assets of Moncton Headstart Inc. provided always that such property is acceptable to Moncton Headstart Inc. Such moneys so obtained shall be invested as the Board may direct and interest obtained therefrom be used for the benefit of Moncton Headstart Inc. and such property so obtained may be liquidated and proceeds therefrom used solely for the benefit of Moncton Headstart Inc.
- b. Retaining property and assets which are received by way of donation, bequests or otherwise and to delegate, if it sees fit, to a trust company, qualified to do business in the Province of New Brunswick or elsewhere in Canada.
- c. Applying the income and capital of Moncton Headstart Inc. either by grant or loan towards construction projects for the erection, extension or alteration of buildings of Moncton Headstart Inc., which said grants or loans shall be within the whole discretion of the Board of Directors Inc.
- d. Distributing gifts received by Moncton Headstart Inc.
- e. Conducting financial campaigns, canvasses, or other fundraising activities to obtain moneys, gifts or bequests of all kinds for the use or benefit of Moncton Headstart Inc., and to invest the moneys so obtained as the Board may direct and the interest obtained therefrom be applied to the use or benefits of Moncton Headstart Inc.

#### **Article 5.7 – Sale or Acquisition of Assets**

The Board may sell or dispose of the assets and undertaking of Moncton Headstart Inc. or any part thereof for such consideration as they may deem fit without the approval of the general membership providing always, however, that any sale or acquisition of assets for an amount greater than \$2,500,000 be approved by the general membership of Moncton Headstart Inc.

### **SECTION SIX EXECUTIVE DIRECTOR**

#### **Article 6.1 – Executive Director**

There shall be an Executive Director of Moncton Headstart Inc. whose hiring, terms of employment and duties shall be determined by the Board of Directors. The Executive Director shall be the chief operating officer and shall have day to day control of the activities of Moncton Headstart Inc., in accordance with policies and procedures established by the Board, and shall be responsible solely and directly to the Board of Directors.

**Moncton Headstart Inc.**

**Bylaws**

**June 2019**

**SECTION SEVEN COMMITTEES**

**Article 7.1 – Committees**

The Board of Directors may strike Committees, Standing or Ad Hoc, as deemed necessary. Prior to the establishment of any Committee it must have a Terms of Reference approved by the Board.

Following each Annual Meeting the President will appoint, or re-appoint, as the case may be, the Chair of each current Standing Committee. Chairs of Ad Hoc Committees will be appointed with the establishment of the Committee and will serve until its mandate is complete.

Where possible all Committees should be chaired by a member of the Board of Directors, however where such is not possible, or practical, a member of the Board should be appointed as a liaison to the Committee.

**SECTION EIGHT DISSOLUTION**

**Article 8.1 – Dissolution**

In the event of dissolution of Moncton Headstart Inc. for any cause whatsoever, the property and assets of Moncton Headstart Inc. shall be distributed, after the payment of all just debts and obligations, to one or more registered charitable organizations in Canada, such organization(s) to be determined by the Board of Directors of Moncton Headstart Inc.

**SECTION NINE AMENDMENTS**

**Article 9.1 – Amendments of the Bylaws**

The Bylaws may only be amended by a two-thirds vote of the members present at any annual, special or general meeting of Moncton Headstart Inc., subject however to due notice having been given as hereinafter set forth. Notice of any proposed change or amendment to this Bylaw shall be given in writing to the Secretary at least two (2) weeks before the meeting at which such change is to be voted upon and the Secretary shall include such notices in the notice calling the said meeting.

**Article 9.2 – Execution**

These Bylaws shall come into force effective immediate upon adoption of a resolution noting changes to be made by a two-thirds vote of the members of Moncton Headstart Inc. present and eligible to vote.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary