



SOUTH WINNIPEG KINDERSCHULE

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ORGANIZATIONAL BY-LAWS OF THE SOUTH WINNIPEG KINDERSCHULE INC.

Corporation No. 217548 Incorporation date: October 5, 1987

Be it enacted and it is hereby enacted as the organizational By-Law of the South Winnipeg Kinderschule Inc. (hereinafter called the "Kinderschule"), as follows:

1. Name

The name of the organization shall be: South Winnipeg Kinderschule Inc.

2. Registered Office

The registered office of the Kinderschule shall be at such places in the Province of Manitoba as the Directors of the Organization may decide.

3. Aims and Objectives of the Kinderschule

To promote in a nursery school context the use of the German language and the culture and customs of German-Canadians to children resident in Manitoba, by creating a nursery school environment whereby the German language and culture within the Canadian multicultural framework is promoted through physical and musical activities and through social and intellectual interaction.

4. Nature of the Kinderschule

The Kinderschule is a non-profit and non-political entity dedicated to the promotion of its stated objectives.

5. Membership

a. Members

The Members of the Kinderschule shall consist of all parents or guardians of children receiving day care from the Kinderschule, and any other person admitted as a Member by the Board of Directors.

b. Application

Individuals who are neither parents nor guardians may apply for Membership to the Board of directors and, upon approval of the Board, become Members of the Kinderschule. The Board's acceptance or rejection of any application is subject to the review by the Members at any general meeting of the Kinderschule.

c. Resignation

i. Parents or guardians of children who cease to receive day care from the Kinderschule shall be deemed to have resigned from the Membership. Such individuals may re-apply in the usual fashion.

ii. Any Member may resign from the Kinderschule by notification in writing and the resignation becomes effective upon acceptance by the Board of Directors.

d. Expulsion

A Member may be expelled from the Kinderschule by a majority vote of the Members at any general meeting (No Member shall be expelled without being notified of the charge or complaint against him and without first having been given the opportunity of being heard by the Board at a meeting called for that purpose.)

6. Meetings

a. The originating meeting shall be the first General Meeting.

b. The General Meeting shall be held during the month of September on a day named by the Board of Directors and 21 days notice of such meeting shall be given to every Member of the Kinderschule.

c. The Board of Directors or five of the Members of the Kinderschule may requisition the Directors to call a General Meeting of the Kinderschule for any of the purposes stated in the requisition.

It shall be the responsibility of the Board of Directors to ensure that 21 days notice of such meetings shall be given to every Member of the Kinderschule.

d. Every notice of the General Meeting shall state the nature and the business of the meeting.

e. Questions arising at any meetings of the Kinderschule shall be decided by a majority of voters. In case of an equality of votes, the chairperson shall call a second vote. In the event the second vote results in an equality of votes the resolution shall be lost.

f. The quorum of transaction of business at any General Meeting of the Kinderschule shall be a majority of the number of Members.

g. Every Member shall be entitled to one vote at General Meetings.

h. The rules of procedure at General Meetings of the Kinderschule shall be determined at the first General Meeting and may be amended by ordinary resolution.

7. Organizational Structure

The organizational structure of the Kinderschule shall consist of

- i. The Board of Directors
- ii. The Executive

a. Directors

The affairs of the Kinderschule shall be managed by a Board of Directors consisting of a minimum of three Members, each having one vote and of whom a majority shall constitute a quorum. One of the Members of the Board of Directors shall be the Teacher/Director of the Kinderschule. Should the Teacher and Director not be the same person, then each shall have a position on the Board (Teacher Representative: Centre Director).

b. Qualifications of Directors

i. Each of the Directors shall be at the time of his election and throughout the term of office, a Member of the Kinderschule in good standing.

ii. Not more than 25% of the Directors may be employees of the Kinderschule.

iii. Not more than 25% of the Directors may be a Member of the immediate family of an employee of the Kinderschule.

c. Elections

The Board of Directors shall be elected at the General Meeting of the Members and shall hold office until their successors have been duly elected or appointed unless removed in the meantime. The election may be by a show of hands unless a ballot is demanded. A simple majority vote of those Members entitled to vote at the General Meeting will be required to elect a Director.

d. Term of Office

Once elected, a Director shall hold office for a one year term, or until their successors are elected or appointed in their stead.

e. Vacancies

If any Member of the Board of Directors resign his office, or without reasonable excuse absents himself from three or more Board meetings, or is suspended or expelled from the Kinderschule, the Board shall declare his office vacated and may appoint a successor in his place to hold office until the next General Meeting.

f. The Directors of the Kinderschule shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such provided that a Director may be paid in the performance of his or her duties and any Director who is a bona fide of the Kinderschule (whether full time or part time) may be paid remuneration with respect to services performed by him as an employee.

8. Duties of Directors

a. The Directors of the Kinderschule shall be responsible for the coordination of the work of the Kinderschule and for carrying out the

policies and directives of the Kinderschule as determined by the Kinderschule General Meeting.

b. The Board of Directors shall be responsible for ensuring that one Member chairs meetings of the Kinderschule, for ensuring that funds of the Kinderschule are accounted for, and for ensuring that minutes of meetings of the Kinderschule are maintained.

c. The Directors may exercise all such powers of the Kinderschule as are not by the Manitoba Corporations Act or by the By-laws required to be exercised by the Members at General Meetings. The Directors shall furthermore have power to authorize expenditures on behalf of the Kinderschule and may delegate by resolution to an officer or officers of the Kinderschule the right to employ and pay salaries to the employees. The Directors shall have power to make expenditures for the purpose of furthering the objects of the Kinderschule.

d. The Directors may authorize the payment of all expenses incurred in setting up and registering the Kinderschule and all other expenses incidental to the formation of the Kinderschule, of which it considers preliminary.

e. The Board of Directors may prescribe such rules and regulations not inconsistent with these by laws relating to the management and operation of the Kinderschule as they deem expedient, provided that such rules and regulations shall have force and effect only until the next General Meeting of the Members of the Kinderschule when they shall be confirmed, and in default of confirmation at such General Meetings of Members shall at all times and from that time, cease to have force and effect.

f. The Board of Directors may require such employees or officers of the Kinderschule as the Directors may so designate to give security to the Kinderschule and to maintain same in such form, amount and consideration as they deemed satisfactory for keeping, accounting for money or other assets of the Kinderschule which may come into its hands.

g. The Board of Directors shall take such steps as they deem requisite to enable the Kinderschule to receive donations and benefits for the purpose of furthering the objectives of the Kinderschule.

9. Executive

a. Officers

The Executive of the Kinderschule shall be a President, Vice-President, Secretary and Treasurer, and such other Executives as the Board of Directors may determine.

b. The Executive of the Kinderschule shall be appointed out of the Board of Directors at the first meeting of the Board of Directors following each General meeting of Members held annually and the Board may remove at its pleasure any such Executive.

c. The Board may appoint such agents and engage such employees as it shall deem necessary and such person shall have such authority and shall perform such duties as shall be prescribed by the Board at any time of such appointment.

d. Term of Office

The Executive of the Kinderschule shall hold office for one year or until their successors are elected or appointed in their stead.

e. All Members of the Executive must also be Members of the Board of Directors.

f. President

The President shall be the chief Executive officer of the Kinderschule. He shall preside at all meetings of the Kinderschule and the Board of Directors. He shall have the general and active management of the business of the Kinderschule. He shall see that all orders and resolutions of the Board are carried into effect. He shall be a non-voting Member of all committees. He will prepare and submit to the Members at the General Meeting a statement and report of the preceding year for its approval.

g. Vice-President

The Vice-President shall act in the absence of the President and shall exercise the powers of the President and shall perform such other duties

as shall from time to time be imposed upon him by the Board. Should both the President and the Vice-President be absent, the performance of their powers and duties shall be delegated to a chairman appointed by the Board.

h. i. The Secretary shall attend all sessions of the Board and all meetings of the Members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President under whose supervision he or she shall be. He or she shall be custodian of the seal of Kinderschule.

ii. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Kinderschule and shall deposit all monies and other valuables in the name and to the credit of the Kinderschule and at such depositories as may be designated by the Board of Directors. The accounts maintained in such depository shall be in the name of South Winnipeg Kinderschule Inc. He or she shall disburse the funds of Kinderschule as may be ordered by the Board taking proper vouchers for such disbursements, and shall render to the President and Directors at regular meetings of the Board, or whenever they may require it, and account of all transactions as Treasurer and of the financial position of the Kinderschule. He or she shall be designated as one of the signing officers of the Kinderschule in any financial transaction. He or she shall also perform such other duties as may be determined by the Board.

i. In all cases of death, resignation, retirement or removal from office of an officer, all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Kinderschule shall be delivered to the Board of Directors.

j. The President may with the consent of any meeting adjourn the same and no notice of such adjournment need be given to all of the Directors. Any business may be brought before or dealt with at any meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling for same.

k. Three Members of the Executive shall constitute a quorum and be necessary for the transaction of business at any Executive meeting.

10. Resolutions and Amendments

a. The By-Laws of the Kinderschule may be amended at any General Meeting of the Kinderschule by an ordinary resolution adopted by a majority vote of the Members of the Kinderschule present and voting at any General Meeting.

b. Notice to amend any By-Laws or introduce a new one shall be given in writing at a meeting of the Kinderschule prior to the meeting or circulated to the Members of the Kinderschule present at any General Meeting.

c. Any resolution other than a special resolution shall be deemed passed if a majority of the Members present vote in favour of such resolution.

d. For all purposes of the Kinderschule, "special resolution" shall mean a resolution passed by no less than two-thirds majority of such Members entitled to vote as are present in person at a General Meeting of which notice specifying the intention to propose a resolution as a special resolution has been given.

11. Signature and certificate of Document

a. Contracts, documents, or other instruments in writing requiring a signature of the Kinderschule shall be signed by any two of the President, Vice-President, Secretary/Treasurer, and all contracts, documents, and instruments in writing so signed shall be binding upon the Kinderschule without any further authorization or formality. The Directors shall have power to appoint an officer or officers on behalf of the Kinderschule to sign contracts, documents and instruments in writing.

b. The terms "contract, documents, or any instruments in writing": as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers

and assignments of shares, stocks, bonds, debentures, or other securities and all paper writings.

12. Indemnities to Directors and Others

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

i. All costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought or prosecuted against him for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs, charges or expenses as are occasioned by his own willful neglect.

ii. 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 willful neglect.

13. Interpretation

In all By-Laws and special resolutions of the Kinderschule, the singular shall include the plural and the singular; the word "person" shall include the feminine. Whenever references are made in any By-Law or any special resolution of the Kinderschule or to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or reenactment or such By-Law, statute or section thereof as the case may be.

14. Books and Records

The books and records of the Kinderschule shall be open to the inspection by Members at all reasonable times, upon reasonable notice at the office of the Kinderschule.

15. Fiscal Year

The Fiscal Year of the Kinderschule shall terminate on the 31st day of May, in each and every year or on such other date as the Directors may by resolution determine.

16. Winding Up

It is the unalterable provision of this By-Law that Members of this Kinderschule shall have no interest in the property and assets of the Kinderschule, and that upon dissolution or winding up of the Kinderschule, any funds and assets of the Kinderschule remaining after satisfaction of its debts and liabilities, shall be distributed to a recognized Charitable Organization in the area of whose objects most closely accord with those of this Kinderschule as determined by its Members at dissolution.