

CHILD CARE ALGOMA
(the "Corporation")

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of *CHILD CARE ALGOMA* (the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Head Office

The head office of the Corporation shall be in the City of Sault Ste. Marie, in the Province of Ontario, at such place therein as the Board may from time to time by resolution determine.

2. Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation for its use and safekeeping.

3. Directors

3.01 Board of directors. Until changed in accordance with the *Corporations Act* (Ontario), the affairs of the Corporation shall be managed by a board of directors (the "Board") of a maximum of eight (8) directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members.

3.02 Qualification of directors. Directors shall be individuals, eighteen or more years of age and shall, at the time of their election or within ten (10) days thereafter and throughout the term of their office, be members of the Corporation and shall have consented to and satisfied a criminal records check as established by the Board from time to time. No employee or his or her spouse (as defined in part III of the Family Law Act of Ontario) shall be eligible to be elected to the Board.

3.03 Election of directors and term of office.

(1) The applicants for incorporation shall be the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected or appointed.

(2) Each director shall be elected or appointed to hold office until the third annual meeting next following their election or appointment or until their successors have been duly elected or appointed whichever comes first.

(3) Directors shall be elected by the members in a general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Subject to the provisions of this by-law, directors shall be eligible for re-election.

(4) From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors from among the members of the Corporation if they shall see fit to do so; otherwise such vacancy may be filled at the next annual meeting of members; and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

3.04 Vacation of office. A person ceases to be a director of the Corporation:

- (a) if he or she becomes a bankrupt or suspends payment or compounds with his or her creditors or makes an authorized assignment or is declared insolvent;
- (b) if he or she is found to be mentally incompetent or of unsound mind;
- (c) if by notice in writing he or she resigns his or her position as director;
- (d) if he or she ceases to be a member of the Corporation; or
- (e) dies.

3.05 Removal of directors.

- (a) The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, elect any eligible member in his or her stead for the remainder of his or her term.
- (b) The Board of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the Board of which notice specifying the intention to pass such resolution has been given to the director, remove any director before the expiration of his or her term of office where the director has failed without reasonable excuse to attend three successive meetings of the Board or for other good cause and, by a majority of votes cast at such meeting, appoint any eligible member to fill the position for the remainder of that director's term.

3.06 Remuneration of directors. The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of the director's duties.

3.07 Conflict of interest. In addition to any obligations imposed upon a director by law, every director who personally or whose spouse or immediate family is in any way directly or indirectly interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation or otherwise whose private financial interests may be in conflict with his or her duties as a director of the Corporation, as soon as possible after such contract arrangement or interest arises, shall declare such interest, withdraw from any meeting or discussion regarding the matter in question and refrain from any influence directly or indirectly upon the decision of the Board in the matter.

4. Meetings of Directors

4.01 Place of meeting and notice.

(1) Meetings of the Board may be held either at the head office of the Corporation or at any place within Ontario. A meeting of the Board may be convened by the Chair of the Board, the President, a Vice-President or any two directors at any time and the Secretary by direction of the Chair of the Board, the President, a Vice-President or any two directors shall convene a meeting of directors.

(2) Notice of any meeting of the Board shall be delivered or mailed or sent by telecopier or otherwise communicated to each director not less than seven days if mailed and not less than two days if delivered, sent by telecopier or otherwise communicated (exclusive of the day on which the notice is delivered or mailed or sent by telecopier or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.

(3) For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

(4) Any one or more directors may participate in a meeting of the Board by telephone or by other simultaneous electronic means provided such arrangements are made in advance through the Secretary of the Corporation or his or her delegate and such communication permits the director to hear the other directors and be heard by them. In such circumstances the director shall be deemed to be in attendance at the meeting of the Board and his or her participation shall constitute part of the quorum for such meeting.

4.02 Chair. From time to time the Board shall elect from among its members a Chair of the Board. The Chair of the Board shall, when present, preside at all meetings of the Board and of the members. In the absence of the Chair of the Board at a meeting of the Board, the directors present shall choose one of their number to be Chair of the meeting.

4.03 Quorum. A quorum at any meeting of the Board shall be more than 50% of the directors per Article 4.01(4).

4.04 Validity of actions. No act or proceeding of any director or board of directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or board of directors.

4.05 **Voting.** Except where otherwise required by this By-law, questions arising at any meeting of the Board shall be decided by a majority of votes. The Chair of the meeting shall only vote to resolve a tie. Unless a poll is demanded, a declaration by the Chair that a resolution has been carried or not carried shall be conclusive evidence of the fact that proof of the number of proportionate votes recorded in favour of or against the motion.

5. Officers

5.01 **Officers.** The Board shall annually or as often as may be required appoint a President, one or more Vice-Presidents and a Secretary and if deemed advisable may appoint annually or as often as may be required a Treasurer and one or more Assistant Secretaries. None of the said officers, other than the President and the Chair, need be members of the Board. The offices of Secretary and Treasurer may, in the discretion of the Board, be held by the same person who may but need not be known as the Secretary-Treasurer. The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

5.02 **Remuneration and removal of officers.** The directors may fix the remuneration (if any) to be paid to officers of the Corporation. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board at any time with or without cause.

5.03 **Delegation of duties of officers.** In the case of absence or inability to act of the President, a Vice-President or any other officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

5.04 Duties of Officers.

The President shall:

- (a) preside at all meetings of the membership, the Board of Directors, and the Executive Committee;
- (b) have general supervision over the affairs of the Corporation;
- (c) shall regularly call meetings of the Board and of the Executive Committee;
- (d) shall call meetings of the membership at least once per year and more frequently if deemed necessary by the Board;
- (e) be an ex-officio member of all committees that may be established;
- (f) perform such other duties as are incumbent upon the office.

The Vice-President shall:

- (a) perform such duties as the President may from time to time direct;
- (b) perform such duties and exercise such powers as the Board may, on the recommendation of the President, from time to time prescribe;

- (c) assume the office of President, in the event of a vacancy in the office; and a new Vice-President shall be elected by the Board for the remainder of that term.

The Secretary shall:

- (a) be responsible for keeping a full and accurate record of the proceedings of all meetings of the membership, and of the Board, and of such committees thereof as the Board may require;
- (b) conduct all correspondence, and preserve all books, paper, records, correspondence, contracts and other documents belonging to the Corporation;
- (c) have custody of the common seal of the Corporation;
- (d) have a list of all members of the Corporation;
- (e) give notice of all meetings;
- (f) generally perform all duties necessary to the office, or as required by the Corporation or by the Board.

The Treasurer shall:

- (a) supervise the custody of the funds of the Corporation;
- (b) make reports of the receipts and disbursements in such form as the Board may direct at each of its regular meetings;
- (c) ensure that the fiscal policies and practices of the Corporation are properly observed and carried out;
- (d) supervise the maintenance of its financial records and perform such duties as usually pertain to the office of Treasurer.

5.05 Vacancies. 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 directors may elect or appoint an officer to fill such vacancy.

6. Committees

The Board may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

7. Indemnities to Directors, Officers and Others

Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

8. For the Protection of Directors and Officers

(1) No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

(2) The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation, shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

9. Membership

9.01 **Qualification.** The members of the Corporation shall be those persons who from time to time have one or more of their children in the care of the Corporation or formerly in the care of the Corporation together with such other persons as the Board shall admit as members and who shall have paid the membership fee established from time to time by the Board.

9.02 Classes of Membership. There shall be one class of membership in the Corporation, namely being that of ordinary member.

9.03 Voting. Each ordinary member in good standing shall be entitled to one vote on any matters properly brought before an annual or general meeting of the members.

9.04 Membership List. There shall be maintained at the head office of the Corporation a list of members in good standing for the Corporation.

9.05 Termination of Membership.

- (1) The membership of any member shall be automatically terminated if such member fails to pay any fee within thirty (30) days after it is due. Such termination of membership shall not prejudice the member's right to apply for re-admission.
- (2) The Board may, by a resolution passed by a majority vote, terminate any membership for just cause, provided, however, that the membership of any director of the Corporation shall not be terminated unless such director has first been removed as a director of the Corporation pursuant to paragraph 3.05 of this By-law.

9.06 Transferability. The interest of a member of the Corporation is not transferrable.

10. Meetings of Members

10.01 Annual meetings. The Corporation shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office or such other place within Ontario, on such day in each year and at such time as the Board may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditor's report and such other information or reports relating to the Corporation's affairs as the directors may determine.

10.02 General meetings. Other meetings of the members (to be known as "general meetings") may be convened by order of the Chair of the Board, the President or by the Board to be held at any date and time and at any place within Ontario. In addition, the Chair of the Board or, failing him or her, the President shall call a general meeting of the members within thirty (30) days

following receipt of a written requisition to do so by not less than twenty-five (25%) of the members entitled to vote at such meeting.

10.03 Special meetings. The Board or the President shall have power to call a special meeting of members at any time.

10.04 Persons entitled to be present. The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Corporations Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

10.05 Notice. A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be sent to each member and to the auditor of the Corporation by prepaid mail or may be published in a newspaper of general circulation in the area on at least one occasion not less than ten (10) days before the date of such meeting, any notice by mail to be addressed to each member and the auditor of the Corporation at the last address known to the Secretary. Notice of any meeting or an irregularity in any meeting or in the notice thereof may be waived by any member or the auditor of the Corporation.

10.06 Omission of notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

10.07 Proxies. At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the members appointing him or her would be entitled to exercise if present at the meeting. A proxy need not be a member of the Corporation. An instrument appointing a proxy shall be in writing. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

10.08 Chair. In the absence of the Chair of the Board, the members present at any meeting of members shall choose another director to act as Chair of the meeting and if no director is present or if all the directors present decline to act as Chair the members present shall choose one of their number to be Chair of the meeting.

10.09 Voting.

(1) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the Chair of the meeting shall, both on a show of hands and on a poll, have a second or casting vote. Each member shall be entitled to one vote if present at a meeting in person or by proxy.

(2) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the motion.

10.10 Polls. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

10.11 Adjournments. The Chair may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

10.12 Quorum. A quorum for the transaction of business at any meeting of members shall consist of not less than eight (8) members present in person or represented by proxy; provided that in no case can any meeting be held unless there are five members present in person.

11. Enactment, Repeal and Amendment of By-laws

(1) By-laws of the Corporation may be enacted, and the bylaws of the Corporation repealed or amended, by by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law.

(2) A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Corporation with the notice of such meeting.

12. Auditors

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

13. Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

14. Execution of Contracts, etc.

(1) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed:

- (a) by any two persons, each of whom is the Chair, the President, a Vice-President or the Secretary of the Corporation, or
- (b) by any two directors of the Corporation,

and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

(2) The corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.

(3) The term "contracts, documents or 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, powers of attorney and assignments of shares, bonds, debentures or other securities and all paper writings.

(4) In particular, without limiting the generality of the foregoing:

- (a) any two persons, each of whom is the Chair, the President, a Vice-President or the Secretary of the Corporation, or
- (b) any two directors of the Corporation,

are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

15. Financial Year

The Board may by resolution fix the financial year end of the Corporation and the Board may from time to time by resolution change the financial year end of the Corporation.

16. Interpretation

In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations and other entities, and the masculine shall include the feminine and the neuter. Whenever reference is made in any

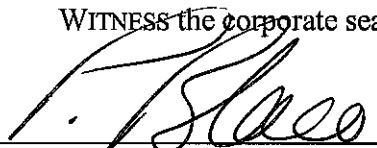
by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

17. Amendments

This by-law may be amended or repealed by an affirmative vote of two-thirds of the members present at a properly constituted annual or general meeting provided notice of the proposed amendment(s) is included in the notice calling the meeting. No by-law, resolution or regulation adopted at a general meeting shall invalidate any proper act of the Board or of any officer, employee, agent or thereof which would have been valid if such by-law, resolution or regulation had not been adopted.

ENACTED this 16th day of June, 2010.

WITNESS the corporate seal of the Corporation.



[President]



[Secretary]