



**Memorandum of Association
Nova Scotia Child Care Association**

- 1) The name of the Society shall be the **Nova Scotia Child Care Association**
The purpose of the Nova Scotia Child Care Association is to support and enhance the practice of child care practitioners in their provision of quality child care.

- 2) The objects of the Society shall be:
 - a) To educate and facilitate the ethical practice of its members
 - b) To work towards licensure of its members
 - c) To educate and facilitate the use of standards of practice in its members
 - d) To advocate and support its members in their provision of quality child care
 - e) To acquire by grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society.
 - f) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out the object of the Society.

PROVIDED that nothing herein contained shall permit the Society to carry on any trade, industry, or business and the Society shall be carried on without purpose of gain of any of the members and that any surplus of any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.

PROVIDED that if for any reason the operations of the Society are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other non profit Society in Nova Scotia, having objectives similar to those of the Society.

The activities of the Society are to be carried out in the Province of Nova Scotia.

The registered office of the Society is
at: 100-1200 Tower Rd.,
Halifax, N.S.
B3H 4K6

Dated at Halifax this 22 day of April, 2003.

We the several persons whose names, address and occupations are subscribed desire to be formed into a Society, in pursuance of this Memorandum of Association.

Dated at Halifax this 22 day of April, 2003.

Anne Cullings, Heather Hansen – Dunbar, Bronwien Richardson, Elizabeth Hessian, E. Elaine Ferguson

List of First Directors of

Nova Scotia Child Care Association

The following are to serve as the first Directors from the date of incorporation until May 2004

Dated at Halifax this twenty- second day of April 2003

Anne Cullings, Heather Hansen – Dunbar, Bronwien Richardson, Elizabeth Hessian, E. Elaine Ferguson



Bylaws of the Nova Scotia Child Care Association

1. In these bylaws unless there be something in the subject or context inconsistent therewith:
 - a) "Society" means the Nova Scotia Child Care Association
 - b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - c) "Special Resolution" means a resolution passed by not less than three fourths of such membership entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Note: The female pronoun will be used throughout to denote both female and male.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
3. For purposes of registration, the number of members of the society is unlimited.
4. Every member of the Society shall be entitled to attend any meeting of the Society and members of the Society who hold an ECE credential can hold any office.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted to membership in the Society:
 - a) Any individual over the age of 18 years residing in Nova Scotia who currently practices or has practiced in the Early Childhood Field, upholds the objects of the Society, and contributes to the support of the Society an amount to be determined at the General Meeting.
7. Admission to membership in the Society shall be upon signing application to the Society, payment of the annual contribution and entry to the Registry of Members by the Recorder of the Society of the name and address of the applicant.
8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, she resigns her membership, or if she ceases to qualify for membership in accordance with these bylaws.

FISCAL YEAR

10. The fiscal year of the Society shall be the period from August 1 in any year to July 31 in the following year.

MEETINGS

11.

- a) The ordinary or annual general meeting of the Society shall be held within six months after the end of each fiscal year of the Society.
- b) an extraordinary meeting of the Society may be called by any one of its Directors at any time, and Bylaws of the Nova Scotia Child Care Association shall be called if requisitioned in writing by at least three ordinary members of the Society.

12. One week notice of any meeting of the Society, specifying the place, day and hour of the meeting and, the nature of the business to be conducted shall be given to all members. Preference is given to written notice through the mails; however the Society may use other means of informing its members of meetings, including electronic mail, telephone, personal contact, public service announcements and media advertisements. In the case of an extraordinary meeting, written notice via mail **or email** is required.”

13. No business shall be conducted at any meeting of the Society unless a quorum is present at the commencement of such business and such quorum shall consist of 10 members of the Society plus three officers of the Society.

14. If within one-half hour of the time appointed for a meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned until such time and place as a majority of members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned without date.

15. A member of the Board of Directors of the Society shall preside as Facilitator of the Meeting at every general meeting of the Society.

16. The Facilitator of the Meeting shall have no vote except in the case of equality of votes, which in such case, she/he will have a casting vote.

17. The Facilitator may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to members.

18. At any general meeting, unless a poll is demanded by at least three members, a declaration from the Facilitator of the Meeting that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

19. If a poll is demanded in manner aforesaid, the same shall be held such in a manner as the Facilitator may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

20. Members shall have one vote and no more.

DIRECTORS

21. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
22. Any voting Member of the Society who possesses an ECE credential shall be eligible to be elected a director of the Society
23. Directors shall be elected by members at each ordinary or annual general meeting of the Society
24. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, half of the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for reelection.
25. In the event that a director resigns his office or ceases to be a member in the Society, whereupon his office as director shall ipso facto be vacated, the vacancy thereby caused may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
26. Meetings of the Board of Directors of the Society shall be held as often as the business of the Society may require and shall be called by any Director. Notice of meetings specifying the time and place thereof shall be given either orally or in writing within a reasonable length of time before the meeting is to take place.
27. No business shall be transacted at any meeting of the Board of Directors unless at least five in number of the Directors are present at the commencement of such business.
28. The Acting Chair or a Director elected by those Directors present, shall preside as Facilitator of the Meeting at every meeting of the Directors.
29. The Facilitator of the Meeting of the meeting of the Board of Directors shall have no vote except in the case of equality of votes, which in such case, she/he will have a casting vote.
30. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in her stead. The person so appointed shall hold office during such time only as the director in whose place she is appointed would have held office if she had not been removed.

POWERS OF DIRECTORS

31. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities of these bylaws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby by Statute expressly directed or required to be exercised or done by the Society in general meeting. IN particular, the directors shall have power to engage **an Executive Director** and to determine her duties and responsibilities and her remuneration. **Decisions regarding the direction of the profession will be made at the Board Level in consultation with the Members** The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide

DECISION MAKING (VOTING)

Bylaws of the Nova Scotia Child Care Association

32. Decisions will be made through a consensus process that is all Directors can live with the decision. If consensus can not be reached, the decision will be tabled and a special meeting will be called for consultation with the Members of the Society. Members of the Society will be provided with a written detailed description of the aspects that have been considered in attempting to arrive at a decision. The process of decision making at the special meeting will be consensus. In the event that consensus cannot be reached, voting members of the Society will vote to either not make the decision or to call a vote on the decision and the majority vote of voting members present shall prevail.

OFFICERS

33. The Officers of the Society shall be a Recorder, a Treasurer, and a Chair.
34. Members of the Society elect the Board of Directors.
35. The Directors of the Society shall elect from their number a Chairperson, Treasurer and a Recorder, for alternating two-year terms
- a) There shall be a Chairperson of the Society , who shall be responsible to chair meetings of the Society, to assure the integrity of the board's process and occasionally represents the board to outside parties.
 - b) There shall be a Recorder of the Society, who shall be responsible for the recording of the minutes of the meetings of members and Directors, keeping of the register of the Society, and shall perform such duties as shall be assigned to her/him by the Board of Directors from time to time.
 - c) There shall be a Treasurer of the Society, who shall be responsible for the accurate accounting of the Society's assets and at every meeting of the Board of Directors, give an accurate written report of the Society's financial standing to that date, to the Board of Directors.

AUDIT OF ACCOUNTS

The Auditor of the Society shall be appointed annually by the Directors of the Society. A person who has been a Director of the Society within two years of the year under review cannot qualify as the Auditor.

36. The Auditor shall make a written report to the members including a balance sheet and operating

account and, in every such report, she/he shall state whether, in her/his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual general meeting.

REPEAL AND AMENDMENT OF BY-LAWS

37. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

REMUNERATION OF DIRECTORS

38. The directors, including the Chair, Recorder, and Treasurer, shall serve without remuneration and no director shall directly or indirectly receive any profit from her position as such; provided that a director may be paid reasonable expenses incurred by her in the performance of her duties. A director shall be obliged to make a declaration of interest and shall refrain from voting in respect to a contract with the corporation in which such director is in any way directly or indirectly interested.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

39. If any director or officer of the Society shall be employed by or shall perform services for the Society 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 Society, the fact that her being a director or officer of the Society shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.
40. A director shall be obliged to make a declaration of interest and shall refrain from voting in respect of a contract or proposed contract with the corporation in which such director is directly or indirectly interested.

MISCELLANEOUS

41. The Society shall file with the Registry of Joint Stock with its annual statement a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.
42. The Society shall file with the Registrar a copy in duplicate of every Special resolution within 14 days after the resolution has passed.
43. The seal of the society shall be in the custody of the Recorder and may be affixed to any document upon resolution of the Board of Directors.
44. Preparation of the minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of directors shall be the responsibility of the Recorder.
45. Any member may inspect the books and records of the Society at any responsible time at the responsibility of the Recorder.

46. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by one of Chair, Recorder, or Treasurer and at least one other Director. The Executive Director may also be appointed a signing officer.
47. The borrowing powers of the Society may be exercised only by special resolution of the members.