

BCCCOA

BC Child Care Owners Association

Constitution of the BC Child Care Owners Association

Name

BC Child Care Owners Association

Purpose

1. To promote public understanding of the role that private owners play in running and operating child care facilities in BC
2. To establish and maintain an association that allows for members to:
 - access resources in support of carrying out their business
 - bring issues forward as a united voice to the government, funding offices, or other associations, societies and agencies that affect the operation of child care in BC
3. To represent our membership on governmental, advisory and research councils
4. To foster a collaborative environment for Child Care Owners in BC to support one another
5. To educate the public regarding child care and the importance of family choice within early childhood education.
6. To educate, encourage and advocate for:
 - Fairness and equity in pay practices (equal pay for equal work) for early educators
 - Transparency and accountability in fee practices
 - Fair and equitable licensing requirements between license categories.
 - Fair and equitable governmental funding practices for licensed child care facilities
7. To support our members in gaining a balanced understanding governmental policies and licensing changes that may affect the operation of their businesses, so that each member may ultimately make decisions for their child care programs in a way that best benefits the children, families, employees, and program within their own context.
8. To provide a community in which members can share knowledge, individual perspectives, concerns and ideas about child care in BC.

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By-Laws of the BC Child Care Owners Association

Part One - Interpretation

1.1 In the constitution and the bylaws, unless the context otherwise requires:

“Act” means the British Columbia Societies Act

“Regulations” means any regulations enacted under the Act,

“AGM” means an annual general meeting,

“Board” or **“Board of Directors”** means the directors of the Society at the time, acting as a body

“Executive” usually means just the officers (chair, vice-chair, etc).

“Director” means a director of the Society,

“General Meeting” includes an AGM and a special general meeting,

“Member” means a member of the Society,

“Registered Address” means a member’s address as recorded in the register of members

“Society” means the BC Child Care Owners Association

“Constitution”, “Bylaws”, “Special Resolution” and **“Ordinary Resolution”** have the meaning given to them in the Act

1.2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation

1.3 The definitions in the Act apply to the Bylaws.

1.4 If there is a conflict between the Bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

Part Two - Membership

2.1. The Members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with the Bylaws and who, in either case, have not ceased to be Members.

2.2. A person may apply to the Directors for membership in the society and on acceptance and payment of annual dues, becomes a Member

2.3 An application for membership must be in writing and in a form approved by the Board, include the full name, address, e-mail address, and telephone number of the applicant, the name and number of (one of) the licensed child care programs that the applicant owns or is a shareholder of and the total number of licensed child care spaces the applicant owns or is a shareholder of.

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- 2.4 The Board may in its sole discretion approve, postpone, or refuse an application for membership.
- 2.5 Every Member must uphold the constitution and comply with these Bylaws.
- 2.6 The amount of the first annual membership dues must be determined by the Directors and after that the annual membership dues must be determined at the annual general meeting of the society.
- 2.7 A person ceases to be a Member of the society:
 - a) by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering to the Address of the Society
 - b) on his or her death
 - c) on being expelled
 - d) on having been a Member not in good standing for 12 consecutive months
- 2.8 A Member may be expelled by a special resolution of the Members passed at a general meeting. The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion. A Member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 2.9 A Member becomes a Member not in good standing on:
 - failing to pay annual membership dues by the date set by the Board,
 - failing to pay a debt due and owing to the Society, or
 - being suspended pursuant to bylaw 2.8
- 2.10 The Board may discipline, suspend or expel a member for conduct detrimental to the Society. A member who is the subject of a resolution of the Board to discipline, suspend or expel must be given reasonable notice of the meeting at which the resolution will be considered, and an opportunity to be heard at the meeting of the Board before the resolution is voted upon.
- 2.11 A membership is not transferable.
- 2.12 A membership must be renewed annually, by or before a date set by the Board.
- 2.13 The Society must send a membership renewal notice to each member a reasonable time before the date on which membership must be renewed.
- 2.14 Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.

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- 2.15 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing as long as the debt remains unpaid.
- 2.16 The Society must on request provide a member a copy of the current constitution and bylaws, without charge.
- 2.17 The types of membership available are:

Full Member - A member with full voting rights, and currently owns or is a shareholder in a child care facility

Executive Member - A full member, who sits on the Board of Directors

Retired Member - A member who has previously held a full membership, but no longer wants to retain voting rights or is no longer eligible to retain voting rights or full membership, due to no longer owning a child care facility.

Non-voting Member - A non-voting member may be permitted to join the association, in recognition of their support, advisory ability, or history of involvement with BC Child Care Owners. A non-voting member may not hold voting privileges.

Part Three - Meetings of Members

- 3.1 General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.
- 3.2 An AGM must be held at least once in every calendar year.
- 3.3 Members must be given at least fourteen (14) days and no more than sixty (60) days written notice before a meeting is held
- 3.4 Absentee voting is allowed for members at the AGM only; Absentee votes must be received in writing 7 days prior to the AGM
- 3.5 Proxy voting is allowed for members at the AGM only. A completed proxy vote form must be submitted prior to the start of the AGM.
- 3.6 A member who is not in good standing cannot hold voting privileges at any meeting.

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- 3.7 Every general meeting, other than an AGM, is a special general meeting.
- 1) The Board may, when it thinks fit, convene a special general meeting.
 - 2) The members may requisition a general meeting pursuant to section 75 of the Act.
- 3.8 Notice of a general meeting must specify the place, day and hour of the meeting, and in the case of special business, the general nature of that business.
- 3.9 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by,
any of the members entitled to receive notice does not invalidate the proceedings at that meeting.
- 3.10 Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if any.
- No other person is entitled to receive a notice of general meeting.
- 3.11 A notice may be given to a member either personally, by mail, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.
- 3.12 A notice sent by mail from the Society's office is deemed to have been received two days after being mailed.
- 3.13 A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.
- 3.14 A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, or telephone number.

Part Four - Proceedings at General Meetings

- 4.1 The business at an AGM is:
- a) the election of a chair, if required,
 - b) determining that there is quorum,
 - c) adopting rules of order,
 - d) approving the agenda,
 - e) considering the minutes of the last AGM and any intervening general meetings,
 - f) considering the reports of the Board and committees on their activities and decisions since the last AGM,
 - g) receiving the financial statements for the previous financial year, and the auditor's report (if any) on them,
 - h) appointing an auditor, if any,
 - i) electing directors,

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- the j) any business arising out the financial statements, the auditor's report, the report of the Board
 - k) any matter about which notice has been given in the notice of the meeting, any new business, including:
 - l) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
 - m) any members' proposals under section 81 of the Act,
 - n) adjournment.
- 4.2 The financial statements presented to an AGM must comply with the Act.
- 4.3 Special business is
- a) all business at an extraordinary meeting except the adoption of rules of order and
 - b) all business conducted at an annual general meeting except for the following:
 - i) the adoption of rules of order
 - ii) the consideration of the financial statements
 - iii) the report of the director
 - iv) the report of the auditor
 - v) the election of directors
 - vi) the appointment of the auditor
 - vii) the other business that, under these bylaws, ought to be considered at an annual general meeting, or business that is brought under consideration by the report of the directors issues with the notice convening the meeting
- 4.4 Quorum at a general meeting is a minimum of 5 the voting members, present at all times.
- 4.5 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of voting members is present.
- 4.6 If at any time during a general meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.7 If within 30 minutes from the time set for holding a general meeting a quorum of voting members is not present: in the case of a meeting convened on a requisition of members, the meeting is terminated, and in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting members who are present constitute a quorum for that meeting.
- 4.8 A general meeting can only be adjourned by ordinary resolution.

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4.9 A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.10 When a general meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as for the original meeting.

Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.11 The President must chair each general meeting.

4.12 If at a general meeting

a) If the President is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-President must be chair.

b) If neither the President nor the Vice-President is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, the members present may elect an individual who is present to be chair.

4.13 The chair does not hold a casting vote except when there is a secret ballot, or to break a tie.

4.14 A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.

4.15 Each member who is in good standing, with the exception of non-voting members, is entitled to one vote.

4.16 Voting must be by show of hands, except when a secret ballot is required by: the bylaws or Act, ruling of the chair, or upon prior request by a member, in writing, at least 24 hours prior to the meeting

4.17 A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must under the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.

4.18 The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.

4.19 All members have the right to notice of, to attend and to speak at general meetings.

4.20 A special resolution cannot be amended at the annual general meeting.

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- 4.20.1 75% of the members present at the meeting must vote in favour of a special resolution for it to pass, and a quorum must be present. Only members in good standing may vote.
- 4.21 A resolution, if it passes, does not take effect until it is filed at the Registrar's office in Victoria.

Part Five - Directors and Officers

- 6.1 The directors may exercise all the powers and of all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- a. All laws affecting the society
 - b. These bylaws
 - c. rules not being inconsistent with these bylaws that are made from time to time by the society in a general meeting
- 6.2 A director must, when exercising the powers and performing the functions of a director:
- act honestly and in good faith with a view to the best interests of the Society, exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances, act in accordance with the Act and Regulations, and
- subject to paragraphs (a) to (c), act in accordance with the bylaws.
- 6.3 Nothing in a contract or the bylaws relieves a director from the duty to act in accordance with this Act and the Regulations, or liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.
- 6.4 The roles of president, vice-president, secretary, treasurer are held by the board of directors.
- 6.5 The number of the directors must be a minimum of five, geographically representing each of the health authorities in BC. Notably, there must be one member each from:
- a. Northern Health Authority
 - b. Interior Health Authority
 - c. Island Health Authority
 - d. Fraser Health Authority

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e. Vancouver Coastal Health Authority

- 6.6 In the event that the health authorities change, the directors must adapt to reflect the new geographic boundaries of the new health authority.
- a) In the event that the health authorities are no longer the licensing body(ies) of licensed child care programs in BC, a special meeting must be held as soon as possible, to restructure the directors to be reflective of child care in BC.
- b) Whenever possible, a lawyer should hold one of the positions on the board, as should an individual representing a BC indigenous child care facility
- 6.7 There must be not fewer than five and not more than seven directors.
- 6.8 A director has an ordinary term of office of one year, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM one year later.
- 6.9 A director, and a nominee for election as a director, must be a Member who is in good standing; an Honourary Member may hold a director position but may not be included as a representative of one of the 5 health authority regions.
- 6.10 A separate election must be held for the President, Vice-President, Secretary, Treasurer.
This election is held by the directors only and is not a general vote. This election must be held no later than one week following the AGM.
- 6.11 An election for directors must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or there is only one candidate for a position, in which case the candidates must be declared to be elected.
- 6.12 A director may be re-elected.
- 6.13 A director ceases to be a director on:
- the end of the director's term of office or appointment, unless the director is re-elected or re-appointed,
 - resigning in writing,
 - ceasing to be qualified to be a director under bylaw 6.5
 - death,
 - becoming incapable of performing the duties of a director, or
 - failing to attend three consecutive meetings of the Board without the consent of the Board, which must not be unreasonably withheld.
- 6.14 No act or proceeding of the Board is invalid only by reason that there are fewer

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directors in office than the number required by bylaw 6.5.

- 6.15 The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
- 6.16 The Board may remove a director by a resolution of which 75% of the directors then in office are in favour.
- 6.17 The Board may appoint a member who is qualified under bylaw 6.5 to fill a vacancy that arises on the Board, for the balance of that director's term.
- 6.18 A director must not be remunerated for being or acting as a director, but may be reimbursed for all expenses reasonably and necessarily incurred while engaged in the affairs of the Society.
- 6.9 A director must comply with the provisions of the Act with regard to disclosure and to conflicts of interest.

Part Six - Proceedings of the Board

- 7.1 The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- 7.2 Quorum at a meeting of the Board is a simple majority of the directors then in office, but must not be fewer than three.
- 7.3 A meeting of the Board may be called by the President, or any three directors, or resolution of the Board.
- 7.4 Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by Canada Post or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 24 hours before the meeting.
- 7.5 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.
- 7.6 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.7 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
 - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

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- 7.8 Except where otherwise required, a question, resolution or motion arising at a meeting of the Board or a committee must be decided by a majority of votes.
- 7.9 A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
- 7.10 In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- 7.11 A resolution in writing signed by 75% of the directors is as valid and effective as if regularly passed at a meeting of the Board.
- 7.6 The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee.
- 7.7 The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.
- 7.8 A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

Part Eight - Officers

8. The elected officers are the President, Vice-President, Secretary, Treasurer and Membership Registrar. The Board may elect such other officers from amongst the directors as it deems necessary, providing titles, and fix their authority and responsibilities.
- 8.1 The Board may elect a director to take the place of an elected officer who has ceased to hold office for any reason, for a term ending at the next AGM.
- 8.2 An elected officer ceases to be an elected officer on the end of that officer's term, unless re-elected, ceasing to be a director, or resigning in writing.
- 8.3 The President:
- must supervise the other officers in the execution of their duties,
 - must chair all meetings of the Board and all general meetings, and
 - has the powers and duties generally pertaining to the office of President, subject to resolution of the Board.
- 8.4 In the absence or inability of the President, the Vice-President must perform the duties of the President.

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- 8.5 The Secretary is responsible for doing, or making the necessary arrangements for:
- issuing notices and taking minutes of general meetings and Board meetings,
 - keeping the records and documents of the Society in accordance with the Act
 - conducting the correspondence of the Society, and
 - filing the annual report and making any other filings with the Registrar under the Act.
- 8.6 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.
- 8.7 The Treasurer is responsible for doing, or making the necessary arrangements for:
- receiving and banking all monies received by the Society,
 - keeping accounting records in respect of the Society's financial transactions,
 - preparing the Society's financial statements, and
 - making the Society's filings with respect to taxes.
- 8.8 In the absence of the Treasurer for more than 30 days, , the Board must appoint another individual to act as Treasurer.
- 8.9 The Membership Registrar is responsible for doing, or making the necessary arrangements for:
- keeping the records of all the members in good standing, updating the membership roster monthly
 - sending out membership cards and bylaws upon registration
 - Welcoming new members
 - Sending out re-registration information annually
- 8.10 In the absence of the Membership Registrar for more than 30 days, the Board must appoint another individual to act as Membership Registrar
- 8.11 The Privacy Officer is responsible for ensuring all BC and Canadian Privacy laws are adhered to.
- 8.12 In the absence of the Privacy Officer for more than 30 days, the Board must appoint another individual to act as Privacy Officer.

Part Nine - Borrowing and Investment

- 9 The Society must not borrow money, or issue bonds, mortgages, debentures, notes or other evidence of debt obligations, unless that borrowing is authorized by special resolution.
- 9.1 The Board must only invest the funds of the Society in investments in which a prudent investor might invest.

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- 9.2 A member may without charge inspect a record that the Society is required to keep under section 20 of the Act.
- 9.3 The Board may by resolution restrict the members' rights to inspect the register of members, under section 25 of the Act.
- 9.4 A director may without charge inspect a record of the Society that the Society is required to keep under section 20 of the Act.
- 9.5 A person other than a member or director cannot inspect the records of the Society, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.
- 9.6 The Board must determine, by resolution, the:
financial year of the Society, and
signing officers of the Society, and their authority.
- 9.7 All transactions must require two signing officers to sign.
- 9.8 The Society must not distribute any of its money or other property except as permitted by the Act.

Part Ten - Auditor

- 10.0 This Part applies only where the Society is required or has resolved to have an auditor.
- 10.1 At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.
- 10.2 An auditor may be removed by ordinary resolution.
- 10.3 An auditor must be promptly informed in writing of appointment or removal.
- 10.4 The auditor may attend general meetings.
- 10.5 The Board must fill all vacancies arising in the office of auditor between AGMs.

Part Eleven - Bylaws

- 11.0 On being admitted to membership, each member is entitled to, and the society must give, the member without charge a copy of the constitution and bylaws
- 11.1 These bylaws must not be altered or added to except by special resolution

Part Twelve - Winding Up or Dissolution

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- 12.1 Upon winding up or dissolution of the Association, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations in British Columbia having a similar charitable purpose.
- 12.2 Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are property incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution.

Part Fifteen - Advisory Committee

14. The Advisory Committee consists of 5 working groups: Island Health, Vancouver Coastal Health, Fraser Health Authority, Northern Health Authority, and the Interior Health Authority. Each working group will have one representative from each licensing office in that area and will meet monthly to discuss and identify issues affecting our members in that region.
- 14.1 Each working group will nominate a chair, who will advise the Board of Directors during each of the 10 board meetings during the year.
- 14.2 The Advisory Committee as a whole will meet a minimum of 4 times each year, in order to discuss and highlight issues of concern for each region and province-wide
- 14.2 The Advisory Committee may work to represent the BCCCOA on regional boards and committees. Potential representation opportunities should be brought to the Board of Directors and will be voted on.

Part Fourteen - Unalterability

14. The following clauses are unalterable:

Part Twelve: 12.1, 12.2