

AMENDED
BY-LAWS
OF
JOST MISSION DAY CARE SOCIETY

1. DEFINITIONS:

1.1 In these By-laws:

- a) “Society” means the “Jost Mission Day Care Society”;
- 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 members 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.
- d) “The Act” means the Societies Act, R.S.N.S. 1989, c. 435, and amendments thereto;
- e) “The Register” means the register of members kept pursuant to Section 18 of the Act;
- f) “The Centre” means the premises occupied by the society for the purpose of operating a day care centre called “Edward Jost Children’s Centre”;
- g) “Director” means a member of the Board of directors of the Society;
- h) “Board” means the Board of Directors of the Society;
- i) “Executive of the Board” of the Society includes the chair, vice-chair, the past chair, the secretary and the treasurer;
- j) “Executive Director of the Centre” means the person or persons employed by the Society to manage and conduct the day to day operations of the Centre;
- k) “Society Meeting” means a meeting of the members of the Society who are entitled to vote as defined in these By-Laws;

- l) “Board Meeting” means a meeting of the Directors of the Society;
 - m) “Members” means an active member of the Society as defined by these By-Laws and includes the Directors of the Society and members of any other committee formed by the Society;
 - n) “Year” means the fiscal year of the Society;
 - o) “Standing Committee” means a committee formed by the members of the Society and approved by the Board, to address any ongoing purposes deemed appropriate by the Directors
2. REGISTERED OFFICE:
- 2.1 The registered office of the Society shall be situated at Civic No.7 Mont Street, Halifax, Nova Scotia, or at any other place which the Society may choose from time to time.
3. SEAL:
- 3.1 The seal of the Society shall be a drawing of two concentric circles with the name of the Society inscribed between the two circles. The words “Incorporated 1998” shall appear inside the circles.
4. FISCAL YEAR:
- 4.1 The fiscal year of the Society shall terminate on the 31st day of December in each year.
5. MEMBERSHIP RIGHTS AND RESPONSIBILITIES
- 5.1 The Society is ultimately accountable to the members of the Society.
- 5.2 Every member is entitled to attend any members’ meeting of the Society.
- 5.3 Every member may vote at any members’ meeting of the Society after they have attended at least one previous members’ meeting.
- 5.4 Proxies entitle a person or members of the Society to vote at one meeting only.
- 5.5 Any member of legal age is entitled to hold any office, with the exception of the Executive Director of the Centre.
- 5.6 To be eligible for membership in the Society, a person must either be:

- a) a subscriber to the Memorandum of Association, or
 - b) paying fees for care of a child, or
 - c) a supporter of the objects of the Society, who has been recommended by the Board of Directors.
- 5.7 A Register of Members shall be kept at the Registered Office. All persons eligible for membership shall be deemed members once their name, contact information and date of admittance is entered in the Register by the Board Secretary.
- 5.8 Membership in the Society is not transferable.
- 5.9 Membership in the Society shall cease, and the date upon which the person ceased to be a member entered in the Register:
- a) upon death, or
 - b) if the member resigns by written notice to the Society, or
 - c) if the member ceases to qualify for membership in accordance with these by-laws, or
 - d) if, by a vote of the majority of the members of the society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated.
 - e) With the exception of the Executive Director of the Centre and his or her staff, members may be expelled for cause by a two-thirds (2/3rds) vote of members present at a special meeting of the Society called for that purpose, provided that:
 - i) Notice specifying the intention to propose such expulsion has been forwarded to the members at least seven (7) days before the meeting; and
 - ii) The member(s) sought to be expelled is/are given a reasonable opportunity to reply to the charges and allegations against him or her at such special meetings.
- 5.10 The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it. Special Resolutions passed must be filed with the Registrar within 14 days of being passed. This Special Resolution must be filed by the Secretary.
- 5.11 Members shall have access to the memorandum of Association and the bylaws.
- 5.12 No member is liable for debt of the society beyond their membership dues/fees.
- 5.13 No funds of the society shall be paid to or be available for the personal benefit of

any member.

5.14 Only members of record as of the date of the calling of any Society meeting shall be eligible to vote at that meeting.

6. Members' Meetings

6.1 Every member, subject to bylaw 5.3, with the exception of the Executive Director of the Centre and his or her staff shall have (one) vote, and there shall be no proxy vote.

6.2 Decisions shall be based on the votes of a simple majority (one-half plus one) of the members present, unless before voting begins the meetings decides otherwise by a simple majority vote.

6.3 A general or special meeting of the members may be held at any time and shall be called:

- a) if requested by the chair, or
- b) if requested by a majority of the directors, or
- c) if requested in writing by 25% of the members.

6.4 Notice to members is required for general or special meetings. The notice must:

- a) (a) specify the date, place and time of the meeting,
- b) be given to the members seven (7) days prior to the meeting,
- c) be given to the members by newsletters, newspapers, telephone, e-mail, and/or other electronic means,
- d) specify the nature of business, such as the intention to propose a special resolution, and
- e) the non-receipt of notice by any member shall not invalidate the proceedings.

6.5 An Annual General meeting shall be held within six months after every fiscal year end and notice is required which must:

- a) specify the date, place and time of the meeting,
- b) financial statements signed by the Society's auditor must be filed with the registrar within 14 days of the AGM

- c) be given to the members thirty (30) days prior to the meeting,
 - d) be given to the members by newsletters, newspapers, telephone, e-mail, and/or other electronic means,
 - e) specify the intention to propose a special resolution, and
 - f) the non-receipt of notice by any member shall not invalidate the proceedings.
- 6.6 At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
- a) Minutes of the preceding Annual General Meeting;
 - b) Consideration of the Annual Report of the chair;
 - c) Consideration of the Annual Report of the Executive Director of the Centre;
 - d) Consideration of the financial statements of the Society, including the balance sheet and operating statement and the report of the Auditor(s) or Accountant(s) of the Society;
 - e) Consideration of the Committee Reports;
 - f) Election of Directors for the ensuing years;
 - g) Appointment of Auditor(s) of Accountant(s) of the Society.
- 6.7 Quorum shall consist of 6 members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
- 6.8
- a) If a meeting is convened as per by-law 6.04(a) or 6.04(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.
 - b) If a meeting is convened at the request of the members as per by-law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

- 6.9 The Chair, or in his/her absence, the Vice-Chair, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
- 6.10 The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he or she shall have a casting vote.
- 6.11 The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.
- 6.12 At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

7. DIRECTORS:

- 7.1 Any member of the society, with the exception of the Executive Director of the Centre and his or her staff, shall be eligible to be elected a director of the Society. A director of the Society shall be a member.
- 7.2 The number of directors shall be not less than five (5). The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
- 7.3 Directors shall be elected by the members at each Annual General meeting of the Society. All Directors completing the second year since (re)election shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election. Directors shall be elected to two years with one-half of the directors elected each year.
- 7.4 If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.
- 7.5 The members of the Board may, by special resolution, remove any director and appoint another person to complete the term of office.
- 7.6 The directors may appoint an executive committee and other committees as they see fit.
- 7.7 Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members

- a) upon nomination, and
- b) if serving as a director, when the possibility of a conflict is realized.

7.8 A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

8. Directors' Meetings

8.1 The board of directors shall meet no less than seven (7) times each year.

8.2 A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:

- a) specify the date, place and time of the meeting,
- b) be given to the directors seven (7) days prior to the meeting,
- c) be given to the directors by newsletter, telephone, e-mail, and/or other electronic means,
- d) the non-receipt of notice by any director shall not invalidate the proceedings.
- e) Notice can be waived for board meetings with the unanimous approval of the Board.

8.3 Quorum shall consist of five (5) of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.

8.4 The Chair or, in his/her absence, the Vice-Chair or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.

8.5 A simple majority vote (one-half plus one) shall be used at meetings of the directors.

9. POWERS OF THE BOARD OF DIRECTORS:

9.1 The management of the activities of the Society shall be vested in the Directors, who, in addition to the powers and authorities of these By-Laws, 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 as authorized by these By-Laws and the Act, and are not hereby or by statute expressly directed or required to be exercised or done

by the Society in Annual General Meeting. In particular

- a) the Directors shall have the power to engage and dismiss the Executive Director of the centre and all other staff and employees hired by the Society;
- b) the Directors have the power to set all salaries and duties for the Executive Director and all staff and employees;
- c) the Directors have the power to delegate the aforementioned responsibilities.

10. EXECUTIVE OF THE BOARD

10.1 The executive of the board shall be elected by the directors and shall be a Chair, a Vice-Chair, a Treasurer, a Corporate Secretary and the chairpersons of each of the Standing Committees of the society, and any member the Board may deem important to designate as an officer. The offices of Treasurer and Corporate Secretary may be combined.

10.2 One of the officers shall be the Chair. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned by the Directors from time to time including being an ex-officio member of all Committees.

10.3 One of the officers shall be the Vice- Chair. The Vice- Chair shall perform the duties of the Chair during the absence, illness or incapacity of the Chair, or when the Chair may request him/her to do so.

10.4 One of the officers shall be the Secretary. The Secretary shall:

- a) be responsible for taking minutes of all board and members' meetings, and
- b) keep a record of attendance at each Annual General Meeting and the monthly meetings of the Board and the Executive of the Board,
- c) have responsibility for the preparation and custody of all books and records including:
 - i) the minutes of members' meetings,
 - ii) the minutes of directors' meetings,
 - iii) the register of members, and
 - iv) filing the annual requirements with the office of the Registrar, and

- d) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
- e) file with the Registrar:
 - i) within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - ii) a copy of every special resolution within fourteen (14) days after the resolution is passed, and
- f) have other duties as assigned by the board.

10.5 One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, and carry out all other duties as assigned by the board.

10.6 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice- Chair and the Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors, and shall bear the seal of the Society.

10.7 The Executive of the Board shall hold meetings whenever they deem it necessary.

11. EXECUTIVE DIRECTOR OF THE CENTRE AND STAFF:

11.1 The Executive Director of the Centre shall be appointed by the Board of Director at a salary to be fixed by the Board and shall hold office according to the terms of a contract agreed upon by the Executive director and the Board. The Executive Director of the Centre shall be a full-time employee of the Centre and shall not be employed at any other work except with the approval of the Board.

11.2 The Executive Director shall attend all Board meetings unless the Directors requested otherwise.

11.3 It shall be the duty of the Executive Director of the Centre to carry on the affairs of the Centre according to its general policies as outlined from time to time by the Board and/or its various Committees. The Executive director shall be responsible to the Board for the work and conduct of his or her staff.

12. FINANCE & AUDIT OF ACCOUNTS:

12.1 The fiscal year end of the Society shall be the last day of December.

- 12.2 The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
- a) a balance sheet showing its assets, liabilities and equity, and
 - b) a statement of its income and expenditure in the preceding fiscal year.
- 12.3 A copy of the financial report shall be signed by the auditor.
- 12.4 A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
- 12.5 An auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.
- 12.6 The Society may only borrow, raise and secure payment of money, and with special resolution can use its property as security as approved by a special resolution of the members.
- 12.7 The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
- 12.8 Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
- 12.9 The Society shall not make loans, guarantee loans or advance funds to any director.
- 12.10 Business transactions shall be carried out at a bank designated by the Board of Directors from time to time. All cheques of the Society shall be signed by any two of the following:
- a) Chair
 - b) Vice-Chair
 - c) Treasurer
 - d) Executive Director

12.11 Only the Chair, Treasurer, Executive Director or any other person authorized by the Board may make purchases on behalf of the Society.

12.12 The borrowing powers of the Society shall be exercised as are deemed advisable by the Board for the general welfare of the Society by resolution of three quarters (3/4) of the Directors present at the meeting at which the resolution is considered.

13. MISCELLANEOUS:

13.1 The Society shall file with the Registrar a copy in duplicate of every special resolution and borrowing resolution within fourteen (14) days after the resolution is passed.

14. AMENDMENT TO THE BY-LAWS:

14.1 The By-Laws and Memorandum of Association may, by special resolution of the members of the Society, be added to, repealed or amended by a vote of three quarters (3/4) of all members present at any General meeting of the Society, notice in writing of such an amendment having been given at least one (1) month prior to the aforementioned General Meeting. No such change to the By-Laws or Memorandum of Association shall be effective without the approval of the Registrar. Special resolutions passed must be filed with the Registrar within 14 days of being passed.

AMENDED by Special Resolution of the Members of the Society in General Meeting on the day
of 2015.

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