

Childhood Services Ireland Constitution – February 2021

Introduction

- The name of the association is Childhood Services Ireland (**the Association**). The Association is established as a trade association within Ibec CLG (Ibec).

Objectives

The objectives (the **Objectives**) for which the Association is established are:

- To express, communicate, represent, lobby, negotiate and promote the common interests of the sector in the Republic of Ireland (**Ireland**) to relevant stakeholders including:
 - government departments and agencies, Houses of the Oireachtas and members thereof including political parties and individuals, regulators, commentators, officials and other relevant agencies, associations, businesses, individuals and other appropriate stakeholders
 - judicial forums, courts, tribunals and commissions
 - the European Commission, Parliament, ECB and other relevant European agencies, regulators, political parties or other similar groups, individual politicians, bodies and individuals and officials as appropriate
 - the media including social and professional technology platforms and other means of mass communication
 - To identify, interpret and assess national and international developments which may impact upon childcare services and to facilitate change within the sector arising from those developments
 - To negotiate with applicable government departments in relation to funding schemes/contracts/agreements
 - To be the strong, unifying voice of the childcare services sector in Ireland
 - To highlight the importance of financial sustainability of the sectors
 - To negotiate with trade unions
 - To create a positive image in the media
- The Association may provide analysis on the childhood services sector and other relevant market information and research and statistical information on the industry, both within the association and externally.
- To provide a forum for member exchange of appropriate, non-commercially sensitive and legally compliant information, research, analysis or statistics. This may include provision of appropriate and aggregate market statistics and/or information to members, to the public at large or other relevant and appropriate recipients.
- The Association will be a technical centre, providing guidance, member training and education, commentary and advice on legal and other regulatory developments of relevance to the sector.
- To improve the competitiveness of the sector.
- To support the provision of high-quality childcare in accordance with Industry and Government standards
- To seek to reduce the administrative burden imposed on the sector in complying with the industry and Government standards.
- To assist in the establishment and maintenance of a favourable operating environment for the sector.
- To offer support services to the membership, such as insurance brokerage, Garda Vetting, group schemes etc.

Membership

- Membership is open to *companies/employers and sole traders* in the Republic of Ireland, whose primary business is the delivery of childcare services and who are registered as such with the regulator TUSLA, The Child and Family Agency (or any successor regulatory body), on payment of the appropriate subscriptions due, subject to the terms of this constitution.
- The Council may establish different classes of membership, prescribe their respective privileges and duties, and set the amounts of any subscriptions. At the date of the adoption of this Constitution there shall be 6 Bands of members:
 - **Band 1 Members**, being members with up to 5 employees;
 - **Band 2 Members**, being members with between 6 and 19 employees;
 - **Band 3 Members**, being members with 20-50 employees;
 - **Band 4 Members**, being members with more than 50 employees;
 - **Band 5 Members**, being community childcare members; and
 - **Band 6 Members**, being Lone Providers.
- A member may resign at any time but will not be entitled to any refund of subscription.
- Membership of the association will lapse if a subscription is not paid within the terms as agreed with the Association.
- A member whose subscription is 6 months in arrears shall cease to be a member but may be reinstated by the Council on payment of the outstanding amount due.
- The Council may by resolution terminate the membership of any member on the ground that in their reasonable opinion the member's continued membership would be harmful to the Association. The Council may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice.
- Membership of the Association is not transferable.

Operation

- Ibec provides the executive staff (including an association director (the Director) office and support arrangements for the Association. Ibec will manage the financial affairs of the Association. This will include collecting subscription and other income and managing expenditure

General Meetings of the Association

- The Association shall hold an Annual General Meeting (AGM) annually at which Council members will be elected.
- All general meetings of the Association shall be held at Confederation House, 84/86, Lower Baggot Street, Dublin 2 unless otherwise directed by the Council. The Council can direct that a general meeting can be held in a virtual forum.
- The Council or at least 10% of members of the Association may at any time by written notice require the Director to convene an Extraordinary General Meeting (EGM) of the Association. In convening such a meeting, the Director shall give not less than 21 days written notice to members.
- Notice of general meetings shall include a list of the resolutions tabled and only those resolutions may be voted upon at that meeting.

- The quorum for general meetings of the association shall be 10 members. Decisions of the association may be made only where the required quorum is present and where there is a clear majority in favour.
- An ordinary resolution shall require a simple majority of the votes cast. A special resolution shall require a 75% majority of the votes cast.

Role of the Council

- The affairs of the Association shall be directed by a Council comprising of 18 members.
- In order to ensure a balanced distribution across the sector
 - 4 Council seats (**Band 1 Seats**) shall be held by nominees of Band 1 Members;
 - 4 Council seats (**Band 2 Seats**) shall be held by nominees of Band 2 Members;
 - 4 Council seats (**Band 3 Seats**) shall be held by nominees of Band 3 Members;
 - 4 Council seats (**Band 4 Seats**) shall be held by nominees of Band 4 Members;
 - 1 Council seat (**Band 5 seat**) shall be held by the nominee of Band 5 Members; and
 - 1 Council seat (**Band 6 seat**) shall be held by the nominee of Band 6 Members.
- The allocation of seats will be reviewed prior to every election to reflect the percentage of employees of members associated with each band.
- The Council will retain discretion to change the number of bands and the number of employees of members associated with each band.
- The Council shall meet at least 6 times per year either in person or by suitable electronic means agreed by the Council in which all participants may communicate with and hear all other participants and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and for the purposes of determining whether the quorum for the transaction of business exists.
- All Council members will be elected at the AGM save for those co-opted to fill vacancies arising between AGMs. No more than 3 members of the Council may be co-opted at any one time.
- The Chairperson and Council members will subscribe to the [Governance Code of Conduct for non-for-profit organisations](#) and follow its guidelines.
- A member of the Council shall cease to be a member if he or she resigns or ceases to hold office in the company in which he or she has hitherto held office if the nominating body withdraws its nomination or if the new company in which he or she holds office is in a different member Band than that of his previous employer or if his/her new employer is not a member of the Association. Other grounds on which Council membership automatically terminates includes:
 - Long absence.
 - Convictions under the Childcare Acts.
 - Restriction or disqualification under the Companies Act 2014 from acting as a Director.
 - Where removed by the Council by resolution of a majority of the Council held by secret ballot.
 - Non-payment of subscription fees.
- The Chairperson will be an elected member of the Council save where co-opted to serve out the remaining term of the previous Chairperson. The immediate past Chairperson shall be an ex-officio member of the Council.
- Council meetings will not take place unless a majority of Council members have indicated that they will attend.
- The Council may delegate such of its functions as are agreed to the Chairperson from time to time subject to such conditions as it sets out.

- In addition to strategy development and oversight, the Council shall monitor the governance of the Association. The Council will ensure the Association and its members observe Ibec requirements, protocols and guidelines on competition law compliance, regulation of lobbying legislation (including the Regulation of Lobbying Act 2015), codes of conduct, codes of practice for trade associations and other requirements, protocols and guidance as may be notified by Ibec to the Council from time to time.

Election of members of the Council

- All Council members shall be elected at an AGM save for those co-opted to fill vacancies arising between AGMs. No more than 3 members of the Council may be co-opted at any one time.
- Council members shall be nominated by and drawn from among the membership and elected by the members at the AGM in the manner set out in this clause, each member of the Council serving for a 2-year term.
- A retiring Council member who remains qualified to act may, if he or she is willing to serve, be re-appointed to serve as Council member for a maximum of 3 consecutive terms in office.
- All nominations for membership of the Council shall be made in writing and shall be signed by or on behalf of the member making the nomination and must also be signed by the nominee stating that she or he is willing to serve on the Council if elected. For the avoidance of doubt:
 - Band 1 Members may only make nominations for Council members to hold Band 1 Seats;
 - Band 2 Members may only make nominations for Council members to hold Band 2 Seats;
 - Band 3 Members may only make nominations for Council members to hold Band 3 Seats;
 - Band 4 Members may only make nominations for Council members to hold Band 4 Seats;
 - Band 5 Members may only make nominations for Council members to hold the Band 5 Seat; and
 - Band 6 Members may only make nominations for Council members to hold the Band 6 Seat.
- Nominees may only run in one Band. Members who are eligible to run in more than one Band and have been nominated to run for election in more than one Band, must elect the Band in which they are running.
- All members standing for election shall provide employee numbers for all companies, firms or other businesses providing childcare services and in which they have an interest by a date specified by the Director prior to the election. Members supplying information for this purpose shall do so in good faith. In the case of Lone Providers it is recognised that they may engage AIM workers on occasion. The occasional use of a single AIM worker will not disqualify a member from being considered a Lone Provider. Where a Lone Provider has been elected to the Council and subsequently engages an AIM worker, this must be notified to the Council.
- All nominations for membership of the Council must be delivered to the Director by 12 noon 28 days in advance of the AGM at which elections for membership to the Council are to take place.
- If the number of candidates for membership of the Council at the close of nominations is less than the number of vacancies, all the candidates shall be deemed elected at the AGM to be members of the Council, the Council shall, at its first meeting held after the AGM, co-opt members of the Association to fill the vacancies.
- Each notice convening an AGM shall include;
 - the names of the members of the Council to retire at that AGM; and
 - the names of the nominees to be appointed to the Council to replace those members retiring specifying, in each case, whether the nominee is being nominated to fill either a Band 1 Seat, a Band 2 Seat, Band 3 Seat, a Band 4 Seat, a Band 5 Seat, or a Band 6 Seat; and

- if voting in the election of members to the Council is to be allowed electronically, the details of an email address to which votes in respect of the appointment of members to the Council must be sent (the **Electronic Address**).
- If a member wishes to cast a vote by email in respect of the appointment to the Council of a member for whom he, she or it is entitled to vote the email must:
 - be sent to the Electronic Address only, receipt by the Association at any other email address will result in the vote being disregarded: and
 - be received by the Association not less than 24 hours before the time for the holding of meeting, or adjourned meeting, at which the appointment is to be voted upon.
- Where a member casts his, her or its vote by email, the Director may require such reasonable evidence as he considers necessary to determine and to verify the identity of the member casting the vote; and
 - where the vote is cast by a person acting on behalf of the member, the authority of that person to cast the vote,
 - and in the absence of such evidence being provided may, at their absolute discretion, disregard the email and the vote contained in it.
- When voting on the election of members to the Council each:
 - Band 1 Member shall be entitled to vote only for nominees who are nominated to hold Band 1 Seats;
 - Band 2 Member shall be entitled to vote only for nominees who are nominated to hold Band 2 Seats;
 - Band 3 Member shall be entitled to vote only for nominees who are nominated to hold Band 3 Seats;
 - Band 4 Member shall be entitled to vote only for nominees who are nominated to hold Band 4 Seats.
 - Band 5 Member shall be entitled to vote only for nominees who are nominated to hold Band 5 Seats; and
 - Band 6 Member shall be entitled to vote only for nominees who are nominated to hold Band 6 Seats.
- Each member is entitled to one vote. For the purposes of voting, those providers who are eligible to vote in more than one band, must elect their voting band.

Role of the Chairperson

- The Chairperson of the association will hold the position of CEO/Managing Director or a senior management position with a member organisation.
- The Council shall elect a Chairperson to hold office for a two-year term. No person may hold the office of Chairperson for more than two terms.
- Any member of Council may put themselves forward for election as Chairperson, provided they have a proposer and a seconder from amongst the Council members.
- In the event of the Chairperson resigning or ceasing to be a member of the Council, the Council shall have the power to elect a replacement to serve the remainder of the term. This period of office is not counted for the purpose of the requirement set out above.

- The Chairperson will preside over meetings of the Council and the AGM and EGMs where called.
- S/he will lead the association at external meetings representing the association on matters of significance to its strategy. The Director will also attend all such meetings. In the event that the Chairperson cannot attend the Council may if appropriate, appoint an alternate who may be the Director.
- The Chairperson and others who attend meetings or otherwise, engage and lobby with government or government departments or agencies are required to record and register such interactions on the Regulation of Lobbying Register. Where the Association Director is not involved in such interactions, the Chairperson and/or others involved will register the interaction and promptly notify the Director of both the interaction and the registration.
- The Chairperson will be accountable to the Council and should work with Ibec to ensure the smooth running of the association.
- The Chairperson may delegate his/her function from time to time to other Council members as the demands of the role require.
- The Chairperson will be a member of the National Council of Ibec and will represent the interests of the association at National Council meetings and events. This role is non delegable. Where there is a potential or perceived potential conflict of interest between the role of Chairperson and that of his/her employment or other occupation, then the Chairperson will so inform the Council and absent him/herself from any discussions and decisions of the Council on the issue in question.
- The Chairperson and Director will keep each other informed about emerging policy and other developments affecting the strategy of the Association and will meet regularly.

Role of the Association Director

- The Director and secretariat shall be appointed by Ibec in consultation with the Chairperson. The Director will report to the Chairperson of the Association on matters pertaining to the Association's activity. Managing the day-to-day business of the Association is the responsibility of the Director in accordance with the strategy set down by the Council and in accordance with the overall strategy and governance requirements of Ibec.
- The Director will be the principal representative of the Association and will be the principal policy advisor to the Council. The Director will be the spokesperson for the Association and will represent the Association to the media, on social and professional technology platforms and other stakeholders save where it is appropriate for the Chairperson or other member to do so or as decided by the Council.

Meetings

- The Chairperson of the Council will Chairperson all meetings of the Association. If the Chairperson fails to attend within 15 minutes after the time appointed for holding the meeting, or is unwilling to act, the members of the Council present shall select one of their members to Chairperson the meeting.
- Minutes of Council meetings will be kept by the Director and a report of the meeting should be circulated to members of the Council as soon as reasonably possible following the meeting and in any event no later than one month after the meeting.

Voting

- Decisions of the Association should be consensual where possible. In the event that a vote is required, a secret ballot will be held. The scrutineers will be the Director and a Council member of the Association. At meetings of the Association, each member in attendance shall

have one vote. Voting will be decided by a simple majority and the Chairperson will have a second or casting vote in the event of a tied vote. Voting taken at a meeting that is not quorate will be invalid.

Adjournment

- The Chairperson of any meeting may with the consent of the meeting adjourn any meeting from time to time for a term not exceeding 14 days. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

Sub-committees

- The Council may establish and maintain sub-committees and project groups and may delegate matters to them for such period as is appropriate and subject to regular and on-going reporting to the Council. All final decisions on the work and output of the sub-committee/project group so established, rest with the Council.
- The Council may appoint technical advisors to advise and assist it.

Revision of the constitution

- This constitution may be amended at a general meeting, provided that 75% of the votes cast are in favour of amendments, of which at least 21 days-notice has been given.

Winding up of the Association

- The association may be wound up or merged by resolution of a general meeting and in accordance with the constitution.