

AS of April 19, 2017  
BYLAW NO. 1  
National Emergency Nurses Association

## **SECTION 1 - GENERAL**

### **1.01 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "Associate" means a supporter of the Corporation as further defined in Section 2.01 of this By-Law and who is not a member of the Corporation within the meaning of the Act or the By-Laws and shall have no right to vote at Meetings of Members;
- d) "Board" means the board of directors of the Corporation and "Director" means a member of the Board;
- e) "By-Law" means this by-law and any other bylaws of the Corporation as amended and which are, from time to time, in force and effect;
- f) "Meeting of Members" includes an annual meeting of members or a special meeting of members; "Special Meeting of Members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- g) "Member" means an individual that meets the requirements for membership set out in Section 2.01 of this By-Law, has applied for and has been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board;
- h) "Officer" or "Officers" means any one or more persons, respectively, who have been appointed as officers of the Corporation as may be determined by the Board;

- i) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution
- j) "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- k) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- l) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

In these By-Laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to person shall include firms and corporations.

## **1.03 Registered Office**

The Registered Office of the Corporation shall be at a location determined by the Board.

The Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or laws are regularly and properly kept.

## **1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any of its Directors, where Board approval has been attained by resolution. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom a particular document or type of document shall be executed. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

## **1.05 Financial Year End**

The financial year end of the Corporation shall be determined by the Board.

## **1.06 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

## **1.07 Annual Financial Statements**

Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **1.08 Remuneration**

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his duties.

A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

## **SECTION 2 – MEMBERS AND ASSOCIATES**

### **2.01 Members**

Subject to the Articles, there shall be one class of members in the Corporation:

Membership in the Corporation shall be available only to individuals who are interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board and who are Registered Nurses interested in emergency nursing practice including, but not limited to, those involved in inter alia, practice, research, management and education.

The term of membership will be annual, renewable on payment of annual dues by the member.

- a) As set out in the Articles, each voting member is entitled to receive notice of, attend and vote at all Meetings of Members and each such voting member shall be entitled to one (1) vote at such meetings.

### **2.02 Associates:**

- a) Associate status in the Corporation is available to individuals, that are not Registered Nurses, but who are interested in furthering the objects of the Corporation.
- b) An individual will be an Associate when they have applied for and been accepted as an Associate of the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Associates shall not have any of the rights or obligations of Members and, for further certainty, shall not have the right to vote at Meetings of the Members and shall not be considered Members within the meaning of the Act. The Board may suspend or expel Associates from the Corporation at their discretion.
- c) The term of an Associate will be annual, renewable on payment of annual dues by the Associate.

## **2.03 Notice of Meetings of Members**

Notice of the time and place of a Meeting of Members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held.

## **2.04 Absentee Voting**

Pursuant to the Act, a Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Instructions for the completion and return of absentee ballots will be delineated clearly on such ballots and shall include:

- a) a deadline for the return of ballots;
- b) a return mail-in or email address to which the ballot must be provided;
- c) a clearly worded resolution requiring the voter to express approval or disapproval, and
- d) a clearly marked section on the ballot to enter such approval or disapproval.

All ballots will be collected and tabulated, protecting the identity of the member, by the Secretary or other individual designated by the Board between the ballot return deadline and the commencement of the Board or Members meeting. In the case of online-only voting, the ballots will be

electronically tabulated and shared with the Secretary or designate. The Secretary or designate shall report to the meeting the results of the ballot returns.

## **2.05 Electronic Meetings/Participation by Electronic Means**

- a) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
- b) If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **SECTION 3- MEMBERSHIP DUES, TERMINATION**

### **3.01 Membership/Associate dues**

Membership dues shall be as directed by the Board. Any subsequent increase in membership fees must be approved by a majority of the Board and sanctioned by a majority vote of the members at the annual meeting of members.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of

the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

### **3.02 Termination of Membership**

A membership in the Corporation is terminated when:

- a) the Member dies;
- b) a Member fails to maintain any qualifications for membership described in section 2.01 of these by-laws;
- c) the Member resigns by delivering a written resignation to the President of the Board in which case such resignation shall be effective on the date specified in the resignation;
- d) the Member is expelled in accordance with Section 3.03 or is otherwise terminated in accordance with the Articles or By-Laws;
- e) the Member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

### **3.03 Discipline of Members**

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) Violating any provision of the Articles, By-Laws, or written policies of the Corporation;
- b) Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make

written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that they are suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

## **SECTION 4- MEETINGS OF MEMBERS**

### **4.01 Annual Meeting**

There shall be at least one meeting of the Members each year. The annual meeting of members shall be held within six(6) months of the fiscal year end of the Corporation.

Members of the Corporation may petition the Board to hold a special meeting of the members providing they have requisitioned support from five percent (5%) of the Members. The Members petition for a special meeting of the members shall be sent to the President or Secretary of the Corporation by registered mail. The Board shall, within thirty (30) days of receipt of a Members' petition, confirm and provide notice to all Members for the time and place for a special meeting of the members.

### **4.02 Quorum**

A quorum of any Meetings of the Members shall be a minimum of 25 members. If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.



## **SECTION 5 – DIRECTORS**

### **5.01 Number of Directors**

The Board shall be composed of 5-15 members – as set out in the Articles. As the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number by resolution of the Board.

### **5.02 Criteria for Directors**

All Directors are required to be Members. In addition to the requirements of the Act, all Directors must meet the criteria for Directors as set out in Board policy.

### **5.03 Election and Terms**

The Board shall consist of the number of Directors specified in the Articles as follows;

- a) In every second year the Members shall elect one individual to serve a term of two years, the first year of which they shall serve as a Director and the Vice-President and the second year of which they shall serve as Director and President;
- b) In every second year the Members shall elect one individual to serve a term of two years as Director and Secretary;
- c) In addition to the foregoing, in each year the Members shall elect the number of Directors required by Section 5.01, each of whom shall serve for a term of two years;
- d) All Directors shall be elected for a term of two (2) years as provided above or as determined by the Board or Members;
- e) To ensure continuity on the Board, the offices of Vice President and Secretary shall be elected in alternating years;
- f) Directors may serve a maximum of two (2) consecutive terms on the Board, after which they are required to be absent from the Board for a period of (2) years prior to returning to the Board to serve additional terms.

#### **5.04 Nomination of Directors**

The Board shall appoint a Nominations Committee to develop a Nominations Process and propose a slate of candidates to fill Board vacancies every year. The Corporation shall allow Members who cannot attend the annual meeting of members to vote for Directors via absentee ballots in advance of the annual meeting of members.

Members may nominate Directors outside of the Nominations Process.

#### **5.05 Proposal**

Members may make a Proposal of any kind to the annual meeting of members, providing they have secured 5% of the Members to be signatories to each Proposal. Members must provide the Board with any Proposals for the annual meeting of members, no later than 90 days before the anniversary of the previous annual meeting of members. The Board shall include any such Member Proposals that are compliant with the requirements of the Act in the agenda and notice for annual meeting of members.

#### **5.06 Vacancy in Office**

The office of a Director shall be automatically vacated:

- a) if a Director shall resign his office by delivering a written resignation to the Secretary or designate of the Corporation;
- b) if he is found to be or becomes of unsound mind or body;
- c) if he becomes bankrupt or suspends payment or compounds with his creditors;
- d) if at a Meeting of Members a resolution is passed by a majority of the Members present at the meeting that he be removed from office
- e) on death;
- f) on acquiring a permanent place of residence outside of Canada;
- g) if a Director fails to attend a minimum of three consecutive Board meetings or fails to attend all meetings within a calendar year, whichever is the minimum.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board, by majority vote may, by appointment, fill the vacancy

with a member of the Corporation until the next annual meeting of the members.

## **SECTION 6 - MEETINGS OF DIRECTORS**

### **6.01 Notice of Meeting**

There shall be at least one meeting of the Board in each calendar year. The President shall be responsible for scheduling meetings of the Board.

Any Director may call a meeting of the Board providing they have sent, in writing to each Director, thirty (30) days notice of such a meeting.

An urgent or emergency meeting of the Board may be called by the President, or any three (3) Directors, upon providing three (3) days written or electronic notice to each Director.

### **6.02 Participating in Meetings by Electronic Means**

If a majority of the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.

### **6.03 Board Meeting Held Entirely by Electronic Means**

If the Directors call a meeting of the Board pursuant to the Act, those Directors may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **6.04 Vote to Govern**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting

vote.

### **6.05 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

## **SECTION 7 – OFFICER ROLES**

### **7.01 President**

The President shall be the Chief Executive officer of the Corporation. He shall preside at all meetings of the Corporation and of the Board and Members. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board are carried into effect.

### **7.02 Vice President**

In the absence or disability of the President, the Vice President shall preside pro tem at any meeting of the Board of Directors.

### **7.03 Secretary**

The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the officers therefore and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings for the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision here shall be. He shall also perform such other duties as may from time to time be directed by the Board of Directors. All minutes of the Board of

Directors and its committees shall be available to the general membership through a request of the Secretary.

#### **7.04 Other Officers**

The Board may appoint such Officers, with such powers and duties as it deems appropriate or necessary. The Board may, from time to time, and subject to the Act, vary, add or limit the powers and duties of any Officer.

The Director appointed Treasurer shall have the custody of the funds and securities of the Corporation and shall supervise the full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities, and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He shall approve disbursement of the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all transactions and statement of financial position of the Corporation. He shall also perform such other duties as may from time to time be directed by the Board.

### **SECTION 8 - NOTICES**

#### **8.01 Method of Giving Notices**

Any notice to be given, other than notice of a Meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-Laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered in person to whom it is to be given or if delivered to the person's address as shown in the records of the corporation, or in the case of notice to a Director to the latest address as shown in the notice

that was sent by the Corporation in accordance with section 128 or 134 of the Act; or

- b) if mailed to the person's recorded address by prepaid ordinary or air mail; or
- c) if sent by telephonic, electronic or other communication facility as such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 or the Act

A notice so delivered, in person, by mail, by telephonic, electronic or other communication facility, shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **8.02 Invalidity of any provisions of this by-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

### **8.03 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 9 - DISPUTE RESOLUTION**

## **9.01 Mediation and Arbitration**

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law

## **9.02 Dispute Resolution Mechanism**

In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-Laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, employees / volunteers of the Corporation as set out in the Articles, By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties;
- c) if the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind, The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **SECTION 10 - EFFECTIVE DATE**

### **10.01 Effective date**

Subject to matters requiring a Special Resolution of the members, this by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the \_\_\_ day of \_\_\_\_\_ 2017 and confirmed by the Members of the Corporation by special resolution on the \_\_\_ day of \_\_\_\_\_ 2017

Dated as of the \_\_\_\_\_ 2017

\_\_\_\_\_ Director

\_\_\_\_\_ Director