

EMERGENCY NURSES ASSOCIATION OF BRITISH COLUMBIA

S-55634

CONSTITUTION

1. The name of the Association is Emergency Nurses Association of British Columbia (the "Association").
2. The purposes of the Association are to:
 - a) advance the interests of emergency nurses and the profession of emergency nursing,
 - b) provide programs and services to emergency nurses and the profession of emergency nursing,
 - c) represent emergency nurses and the profession of emergency nursing to the public, governments, educational institutions, news media, other health care professions, and the health care industry,
 - d) promote professionalism amongst emergency nurses,
 - e) support research into emergency nursing and related subjects,
 - f) provide scholarships and bursaries to persons studying emergency nursing,
 - g) co-operate with governments, individuals, corporations, associations and others in furtherance of these purposes,
 - h) solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, sell and convert property, both real and personal, into cash, and use the funds of the Association and the proceeds, income, and rents derived from any property of the Association in furtherance of the purposes set out above,
 - i) purchase, lease, sell or hold such property, equipment and materials as are deemed necessary to accomplish the Association's purposes, and
 - j) do all such things as may be incidental and ancillary to the attainment of these purposes.
3. In the event of the winding-up or dissolution of the Association, all the assets of the Association remaining after the payment or satisfaction of its liabilities, including the remuneration (if any) of a liquidator, payment to employees of the Association of any arrears of salaries or wages, and payment of any debts of the Association, must be given to organizations that are registered charities as described in the Income Tax Act (Canada) and that:
 - a) have purposes similar to those of the Association, or
 - b) are designated by the members of the Association at the time of winding-up or dissolution.

This provision is unalterable.

BYLAWS

Part 1 - Interpretation

- 1.1 In the constitution and these bylaws:
- a) "Act" means the Society Act,
 - b) "AGM" means an annual general meeting,
 - c) "Association" means Emergency Nurses Association of British Columbia,
 - d) "Board" or "Board of Directors" means the directors of the Association for the time being, acting as a body,
 - e) "director" means a director of the Association,
 - f) "emergency nurse" has the meaning given to it by the Board,
 - g) "general meeting" includes an AGM and a special general meeting,
 - h) "member" means a member of the Association,
 - i) "registered address" means a member's address as recorded in the register of members,
 - j) "constitution", "bylaws", "special resolution" and "ordinary resolution" have the meaning given to them in the Act,
 - k) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
 - l) the singular includes the plural and vice versa, except where the context requires otherwise, and
 - m) persons include corporations and associations, whether incorporated or not.
- 1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Each member is entitled to and the Association must on request give the member a copy of the constitution and bylaws upon payment of a fee determined by the Board, but that fee must not exceed \$1.
- 1.4 Those sections of the constitution and bylaws that are amendable can only be amended or rescinded by special resolution.

Part 2 - Membership

- 2.1 The members of the Association are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
- 2.2
- 1) There are four categories of members – Full Members, Associate Members, Supporting Members, and Honourary Members.
 - 2) A Full Member is a person who is an emergency nurse who is a member in good standing of the College of Registered Nurses of British Columbia.
 - 3) An Associate Member is:
 - a) a member who has retired from the practice of emergency nursing,

- b) a member who has ceased to practice emergency nursing for five years or less, but who intends to return to it,
- c) a nurse-practitioner,
- d) a person who works in the emergency department of a health care facility, or who provides emergency nursing services, but who is not a member of the College of Registered Nurses of British Columbia,
- e) a person enrolled at a post-secondary educational institution in a course of studies leading to qualification as an emergency nurse, or
- f) any other person who is a member in good standing of a professional college recognized under the Health Professions Act and who has a demonstrated interest in emergency health care.

4) A Supporting Member is a corporation or an association that supports the goals of the Association.

5) An Honourary Member:

- a) is a person who has rendered extraordinary service to the Association or to emergency health care in British Columbia,
- b) is appointed for life by resolution of the Board, and
- c) pays no further membership dues or fees.

2.3 An application for membership must:

- a) be in writing and in a form approved by the Board,
- b) include the full name, home address, e-mail address, telephone number, and facsimile number of the applicant, and the name and address of the applicant's employer,
- c) indicate the category of member the applicant wishes to join,
- d) in the case of a Supporting Member, appoint an authorized representative,
- e) include such other information as the Board may require, and
- f) include annual membership dues.

2.4 1) A person may apply to the Board for membership, and on acceptance by the Board and payment of annual membership dues is a member.

2) The Board may in its sole discretion approve, postpone, or refuse an application for membership, and determine the category of membership that an applicant may be eligible for.

3) The amount of annual membership dues, and the date by which they must be paid, must be set by the Board.

4) The Board may require that:

- a) a member become and continue as a member of a national organization representing and serving the emergency nurses of Canada, with which the Association is affiliated, and

- b) membership applications and renewals be made jointly to the Association and to such a national organization,
and for that purpose may exchange such information about applicants and members with that national organization as it deems fit.
- 2.5
- 1) Membership is not transferable.
 - 2) Membership must be renewed annually.
 - 3) The Association must annually send a renewal notice to each member.
- 2.6 Every member and director must comply with:
- a) the Act,
 - b) the constitution and bylaws of the Association,
 - c) any rules, regulations and policies made by the Association, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.7 A member must promptly and in writing notify the Association of any change in the member's name, home address, e-mail address, telephone number, facsimile number, employer, or authorized representative.
- 2.8 A member ceases to be a member on:
- a) delivering a written resignation to the Association,
 - b) death,
 - c) having been a member not in good standing for 30 days, or
 - d) being expelled.
- 2.9 A member becomes a member not in good standing on failing to pay:
- a) a debt due and owing to the Association, or
 - b) annual membership dues by the date set by the Board.
- 2.10
- 1) A member may be expelled by special resolution.
 - 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 3) 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.

Part 3 - Meetings of Members

- 3.1
- 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
 - 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
 - 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2 The Board may, when it thinks fit, convene a special general meeting.

- 3.3 1) The Board, on the requisition of 10% or more of the Full, Associate and Honourary Members, must convene a special general meeting without delay.
- 2) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:
- a) state the purpose of the special general meeting,
 - b) be signed by the requisitionists, and
 - c) be delivered or sent by registered mail to the address of the Association.
- 3) If, within 21 days after the date of the delivery of the requisition, the Board does not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.
- 4) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.

Part 4 - Notice to Members

- 4.1 1) Notice of a general meeting must be given not less than fourteen days before the meeting, in the manner permitted by the Act, and must:
- a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business, and
 - b) include any special resolution to be proposed at the meeting.
- 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.2 1) 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.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3 A notice may be given to a member either personally, by mail, or by e-mail to the member at the member's address or e-mail address, as shown in the register of members. In the case of notice given by e-mail, the member must have consented to notice in that manner.
- 4.4 1) A notice sent by mail from the Association's business office is deemed to have been received:
- a) two days after being mailed, if to an address in Greater Vancouver, Fraser Valley, or Capital Regional Districts, or
 - b) five days after being mailed, if to any other address.
- 2) A notice sent by e-mail or fax is deemed to have been received 24 hours after being sent.

Part 5 - Proceedings at General Meetings

- 5.1 1) The business at an AGM is:
- a) the adoption of rules of order, if required,
 - b) the report of the Board,

- c) consideration of the financial statements,
 - d) the report of the auditor, if any,
 - e) appointment of the auditor, if any,
 - f) election of directors,
 - g) resolutions, if any, and
 - h) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 2) The business at a special general meeting is limited to:
- a) adoption of rules of order, if required, and
 - b) that set out in a requisition under bylaw 3.3, if applicable, and
 - c) that determined by the Board under bylaw 3.2
- 5.2 1) Quorum at a general meeting is ten members present at all times.
- 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, 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 appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.
- 5.4 1) 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.
- 2) When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
- 3) 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.
- 5.5 1) The President, or in the absence of the President the President-Elect or Past-President, or in the absence of the President, the President-Elect and the Past-President one of the other directors present, must preside as chair of a general meeting.
- 2) If at a general meeting no director is present within 15 minutes after the time appointed for holding the meeting, or none of the directors present is willing or able to act as chair, the meeting must choose a member who is present to be chair of that meeting.
- 5.6 1) In the case of an equality of votes at a general meeting, 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 resolution is defeated.

- 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 5.7 1) Voting is by show of hands, except where otherwise required, or when a secret ballot is requested by a majority of members present, on a show of hands.
- 2) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.
- 3) A Full, Associate or Honourary Member has the right to attend, to speak, and to vote at a general meeting. A Supporting Member has the right to attend a general meeting, but not to speak or vote.
- 5.8 Proxy voting is prohibited.
- 5.9 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

- 6.1 The Board may exercise all the powers of the Association, and do all the things that the Association may do, subject to:
- a) the constitution and these bylaws, and
 - b) all laws affecting the Association.
- 6.2 1) There must be seven directors, including the:
- a) President,
 - b) Past-President, when required,
 - c) President-Elect, when required,
 - d) Secretary,
 - e) Treasurer, and
 - f) three directors at large, who may be given such titles as are determined by the Board.
- 2) With the exception of the Past-President and the President-Elect, a director has a normal term of office of two years.
- 3) The Past-President is that person who most recently was but no longer is President, and has a one year term.
- 4) The President-Elect:
- a) has a one year term, beginning at the end of the first year of the President's term of office, and
 - b) succeeds the President at the end of the President's term.
- 5) For transitional purposes:
- a) at the first AGM, a President, a Treasurer, and one director must be elected for terms of two years, and a Secretary and three directors must be elected for terms of one year,
 - b) at the second AGM, a President-Elect must be elected for a term of one year, and a Secretary and two directors must be elected for terms of two years, and

c) there will be no Past-President until the first President ceases to hold office.

6) At the adjournment of an AGM:

- a) one half of the directors, or so near to one half as is reasonably practicable, must have remaining terms of two years, and
- b) one half of the directors, or so near to one half as is reasonably practicable, must have remaining terms of one year.

A director may be elected to a term of office of one year so as to comply with this bylaw.

7) Directors take office at the adjournment of the AGM at which they are elected, or when appointed.

8) A director, and a candidate for election as a director, must:

- a) be a Full Member in good standing, or an Honourary Member,
- b) be nominated by two members and consent to the nomination, and
- c) not be disqualified from being a director of a company under section 124 of the Business Corporations Act.

9) Where required, there must be a separate election for each position, and an election must be by secret ballot, unless:

- a) the members present unanimously agree that the election be by show of hands, or
- b) there is only one candidate for a position, in which case the candidate must be declared to be elected.

10) A director:

- a) may be re-elected, and
- b) must not be a director for more than five consecutive years, and then must not be a director for one year.

6.3 A director ceases to be a director on:

- a) the end of the director's term of office, unless the director is re-elected,
- b) resigning in writing,
- c) ceasing to be a member in good standing,
- d) death,
- e) becoming unable to perform the duties of a director due to physical or mental disability, or
- f) failing to attend three consecutive meetings of the Board.

6.4 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

6.5 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.

6.6 1) The Board may appoint a member in good standing as a director to fill a vacancy in the Board which arises other than at a general meeting.

- 2) A director so appointed holds office only until the conclusion of the next AGM, but is eligible to be elected as a director at that meeting.

6.7 A director must not be remunerated for being or acting as a director, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

Part 7 - Proceedings of the Board

7.1 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.

2) Quorum at a meeting of the Board is a majority of directors then in office, but not less than three.

3) A meeting of the Board may be called by the President, by the Secretary on the request of three directors, or by resolution of the Board. Notice is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or facsimile transmission. Notice of a meeting of the Board must be given at least seven days before the meeting, unless notice is waived in writing by all directors.

7.2 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.

7.3 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.

7.4 1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a majority of votes.

2) 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.

3) In the case of an equality of votes at a meeting of the directors, 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 resolution is defeated.

7.5 A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

7.6 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee, but at least one director must be a member of each committee.

2) A committee must conform to any rules imposed on it by the Board, may meet as it deems fit or as is required, and must report every act or thing done in exercise of its powers to the earliest meeting of the Board that is held after it has been done.

7.7 Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Directors’ Duties and Conflicts

8.1 1) A director must:

- a) act honestly and in good faith and in the best interests of the Association, and
- b) exercise the care, diligence and skill of a reasonably prudent person,

in exercising the powers and performing the functions of a director.

2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Association.

8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director’s appointment, relieves a director from:

- a) the duty to act in accordance with the Act and the regulations, or
- b) a liability that by a rule of law 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 Association.

8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to each of the other directors.

8.4 1) A director referred to in bylaw 8.3 must account to the Association for profit made as a consequence of the Association entering into or performing the proposed contract or transaction:

- a) unless:
 - i) the director discloses the interest as required by bylaw 8.3,
 - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
 - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
- b) unless:
 - i) the contract or transaction was reasonable and fair to the Association at the time it was entered into, and
 - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Association does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4(1)(a) or (b) have not occurred, the court may, on the application of the Association or an interested person, do any of the following:

- a) prohibit the Association from entering into the proposed contract or transaction,
- b) set aside the contract or transaction, or

- c) make any order that it considers appropriate.
- 8.6 1) A director must not be an employee or contractor of the Association for a period of one year after ceasing to be a director.
- 2) An employee or contractor of the Association must not be a director for a period of one year after ceasing to be an employee or contractor.
- 8.7 Subject to court approval, the Association must indemnify a director or former director of the Association, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Association, if:
- a) the director acted honestly and in good faith with a view to the best interests of the Association, and
 - b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

Part 9 – Officers

- 9.1 1) The officers are the President, President-Elect, Past-President, Secretary, and Treasurer.
- 2) If an elected officer ceases to hold office between AGMs, the Board must elect a person from amongst the directors to replace that officer until the next AGM.
- 3) An officer ceases to be an officer on ceasing to be a director, or on resigning in writing.
- 9.2 The President:
- a) must supervise the other officers in the execution of their duties,
 - b) must chair all meetings of the Board and all general meetings, and
 - c) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Board.
- 9.3 The President-Elect or the Past-President, in the President's absence, must perform the duties of the President.
- 9.4 The Secretary must:
- a) issue notices and keep minutes of meetings of the Association and the Board,
 - b) conduct the correspondence of the Association,
 - c) have custody of all records and documents of the Association except those which must be kept by the treasurer, and
 - d) have custody of the common seal of the Association, if any.
- 9.5 In the absence of the Secretary from a meeting, the Board must appoint another person to act as secretary.
- 9.6 The Treasurer must:
- a) keep the financial records, including books of account, necessary to comply with the Act,

- b) render financial statements to the Board, members, and others when required, and
- c) maintain the register of members.

Part 10 – Borrowing and Investment

- 10.1 1) In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 2) A debenture must not be issued unless it has been approved by a special resolution.
- 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.

10.2 The Association must invest its funds only as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.

10.3 Subject to the Personal Information Protection Act:

- a) a member may inspect the financial statements and members' minutes, on reasonable notice,
- b) a member cannot inspect the other documents of the Association, unless:
 - i) a court orders otherwise,
 - ii) the Act or bylaws allow it, or
 - iii) the Board permits it, by resolution.
- c) The documents of the Association, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

Part 11 – Auditor

11.1 This Part applies only where the Association is required or has resolved to have an auditor.

11.2 At each AGM the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.

11.3 An auditor may be removed by ordinary resolution.

11.4 An auditor must be promptly informed in writing of appointment or removal.

11.5 No director and no employee of the Association can be auditor.

11.6 The auditor may attend general meetings.

11.7 The Board must fill all vacancies arising in the office of auditor between AGMs.