



COMMUNITY  
HEALTH NURSES  
OF CANADA



INFIRMIÈRES ET INFIRMIERS  
EN SANTÉ COMMUNAUTAIRE  
DU CANADA

## **CONSTITUTION AND BY-LAW**

**2010 JUNE 16**

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**BE IT ENACTED** as a by-law of the Corporation as follows:

### **CORPORATE SEAL**

1. The seal of the Corporation shall not be required for the execution of any documents.

### **HEAD OFFICE**

2. The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the Board may, by resolution, determine. Subject to the Act, the Corporation may, by a by-law, change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister.

### **CONDITIONS OF MEMBERSHIP**

3. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation.
4. There shall be five classes of members:
  1. **Group members:** Registered Nurses who are members of their Provincial or Territorial Nursing Association are group members, provided that the Canadian Nurses Association members comprise at least 70% of the particular Provincial or Territorial Group membership, and provided that the particular Provincial or Territorial Association has paid the appropriate membership fees to the Corporation for all of its members for the current year. All such group members are entitled to one vote at a meeting of members, except for the selection of directors as described in clause 15.
  2. **Regular member:** An individual, registered nurse residing in a Province or Territory of Canada that does not have group members as in 4(1) may apply to be a regular member, upon completion of the registration form and payment of the annual membership fee. All regular members are entitled to one vote at a meeting of members.
  3. **Associate member:** An individual nurse who may or may not hold an active or current nursing registration and is retired or on leave from work may apply

to be an associate member, upon completion of the associate membership form and payment of the annual membership fee. An associate member may serve on standing committees but cannot hold office nor serve as a Director. All associate members are entitled to one vote at a meeting of members.

4. **Student member:** A student enrolled in an approved or accredited nursing program in Canada may apply to be a student member, upon completion of the membership form and payment of the annual membership fee. A student member cannot hold office nor serve as a director. All student members are entitled to one vote at a meeting of members.
5. **Affiliate member:** An affiliate membership may be conferred by the Board of Directors upon any other national organization. This membership status has no voting privileges and cannot hold executive office.
5. There shall be no membership fees or dues unless directed by the Board of Directors.
6. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.
7. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

#### **MEMBER'S MEETINGS**

8. The annual or any other general meeting of the members shall be held at the head office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.
9. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed by resolution for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not

less than 5% of the voting rights. Two members present in person or represented by proxy at a meeting will constitute a quorum.

10. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if the member has the right to vote by proxy.
11. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Corporation.
12. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Canada Corporations Act or these by-laws.
13. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken at the meeting and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be her or his last address recorded on the books of the Corporation.

## **BOARD OF DIRECTORS**

14. The property and business of the Corporation shall be managed by a Board of Directors, comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the Board of Directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors must be members in good standing.

15. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected.
16. At the first meeting of members, the Board of Directors then elected shall replace the provisional directors named in the Letters Patent of the Corporation.
17. All Directors shall be elected for a term of two years by the members. Elections shall be held as follows:
  1. Each Nursing Association Provincial/ Territorial Community Health Nursing Group shall appoint or elect one representative to the Board of Directors.
  2. In Provinces or Territories without an existing group as in 15(1), the Board will issue a call for nominations at least 60 days prior to the date of the Annual General Meeting. The members from each particular Province or Territory in good standing at the time of the election call will elect or appoint from within their Province or Territory one representative to serve on the Board of Directors. All nominees must be members in good standing at the time of the election call.
18. The office of director shall be automatically vacated:
  1. if at a special general meeting of members, a resolution is passed by a majority of the votes cast in favour of the removal of the director;
  2. if a director has resigned her or his office by delivering a written resignation to the secretary of the Corporation;
  3. if the director is found by a court to be of unsound mind;
  4. if the director becomes bankrupt or insolvent; or (should we add that a director should be removed if they are involved in criminal proceedings or has their nursing registration suspended?)
  5. on death.

provided that if any vacancy shall occur for any reason in this paragraph, the Board of Directors may, by majority vote, fill the vacancy with a member of the Corporation.

19. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from her or his position as such; provided that a

director may be paid reasonable expenses incurred by her or him in the performance of her or his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

20. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which her or his retirement is accepted and her or his successor is elected.

### **POWERS OF DIRECTORS**

21. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
22. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
23. The Board of Directors is hereby authorized, from time to time
  1. to borrow money upon the credit of the Corporation, from any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
  2. to limit or increase the amount to be borrowed;
  3. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;
  4. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real

and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

24. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
25. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
26. Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution.

#### **DIRECTORS' MEETINGS**

27. Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
28. Each director is authorized to exercise one (1) vote.
29. There shall be at least three (3) meetings per year of the Board of Directors. The Board of Directors shall have the right to request the resignation of any director who has missed two (2) consecutive meetings without a satisfactory reason as determined unanimously by the remaining directors of the Board.
30. A majority of directors in office, from time to time, but no less than two directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

## **INDEMNITIES TO DIRECTORS AND OTHERS**

31. Every director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;
1. all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her or him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of her or his office or in respect of any such liability; and
  2. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her or his own wilful neglect or default.

## **OFFICERS**

32. The officers of the Corporation shall be a President or Co-Presidents, President-Elect or Past President, Secretary, Treasurer, Communications Officer, one Provincial/Territorial Representative from each Province, a National Stakeholder Liaison member, and any such other officers as the Board of Directors may by by-law determine. Any two offices may be held by the same person. Officers need not be directors, nor members (officers should be CHNAC members) .
33. Officers of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members.
34. The officers of the Corporation shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.
35. The President/Co-Presidents shall supervise the business and affairs of the Association and represent it during her or his term in office. The President/Co-Presidents shall be a member ex-officio of all committees and perform all duties incidental to the office. The President/Co-Presidents shall be the Association's representative to the Canadian Nurses Association. The President/Co-Presidents shall preside at all meetings of the Association.

36. President-Elect: The duties of the President-Elect shall be such as may be assigned by the Board of Directors and in the absence of the President; the President-Elect shall perform the President's duties.
37. Past President: The Past-President is to be the Chairperson of the Nomination Committee and shall undertake such duties as may be assigned from time to time by the Board of Directors.
38. Secretary: The Secretary shall keep records of all proceedings of the Corporation including a record of all meetings of the Board of Directors, the Executive Committee and the Annual General Meeting; distribute a copy of the minutes of any such meeting to the Board of Directors, Executive Committee members, and ex-officio members.
39. Treasurer: The Treasurer shall keep or cause to be kept full and accurate accounts of all financial transactions of the Association and shall deposit or cause to be deposited all monies and securities of the Association in the name of the Association in such depositories as may from time to time be designated by the Board. The Treasurer shall also be responsible to prepare or arrange for the preparation of any necessary statements and receipts relating to the financial transactions of the Association and shall perform such other duties as may be required by the Executive Committee including: the processing, approval and co-signing of vouchers and cheques; overseeing the preparation of quarterly financial statements for presentation to the Board of Directors; chairing the Finance Committee.
40. Communications Officer: The Communications Officer shall be responsible for any communication required by the Association, the newsletter and any other duties that may be required by the Board of Directors.
41. Provincial/Territorial Representatives: Provincial/Territorial Representatives are the official liaison between the Corporation. and their Nursing Association Provincial/ Territorial Community Health Nursing Group or community health nurses in their jurisdiction. They will act as ambassadors for Corporation, be in regular communication with community health nurses in their jurisdiction, inform the Board of Directors of trends and issues in their jurisdiction and prepare an annual, typed report to be presented at the Annual Meeting.
42. The National Stakeholder Liaison member will act as an ambassador for the Corporation at national activities/gatherings and inform the Board of Directors of trends, issues and opportunities relevant to the Corporation's mission and objectives.

43. The Administrative Manager shall perform such administrative duties as assigned to her or him from the Board of Directors. She or he shall be appointed for a one-year term. She or he need not be a member.
44. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

#### **NOMINATING COMMITTEE**

45. The Nominating Committee shall be composed of the Past President and two (2) other members. The Past President or designate shall act as chair. The Nominating Committee shall be appointed by the Board of Directors at least six (6) months before a vote for the election of officers.
46. Duties of the Nominating Committee shall consist of the following:
  1. To poll members for suggestions and nominees for the Executive Committee. The nominee for president-elect shall have been a member of the Board of Directors for at least one year prior to his/her election.
  2. To obtain consent of nominees to stand for election.
  3. To prepare a written list of nominees whose consent has been obtained and deliver, or cause to be delivered, to all regular members of the Association at least one (1) month prior to the election of officers.
  4. To call for further nominations (for Officer Positions) at the Annual General Meeting if nominations had not been received in advance.
  5. To carry out elections at the Annual General Meeting.

#### **EXECUTIVE COMMITTEE**

47. There shall be an Executive Committee composed of the Board of Directors, the President or Co-Presidents, President-Elect or Past President, Secretary, Treasurer and Communications Officer, and up to three non-voting ex officio members. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee member may be removed by a majority vote of the Board of Directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

48. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. Two (2) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

### **FINANCE COMMITTEE**

49. There shall be a finance committee consisting of the President-Elect or Past President, Treasurer, one Board member and the Administrative Manager. The duties of the Finance Committee shall be:

1. To review expenditures proposed by the Executive Committee and committees and identify implications for the Corporation's budget.
2. To prepare an annual budget, based on budgets submitted by the Officers and Board of Directors, to be presented to the Board for its approval at the first Board meeting of each fiscal year; and
3. To develop proposals regarding investment of funds, fee structures and other financial matters, as necessary, to present to the Board for approval.

### **OTHER COMMITTEES**

50. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

### **EXECUTION OF DOCUMENTS**

51. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. 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. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

## **FINANCIAL YEAR**

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

## **AMENDMENT OF BY-LAWS**

53. The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

## **AUDITORS**

54. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

## **BOOKS AND RECORDS**

55. 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 law are regularly and properly kept.

## **RULES AND REGULATIONS**

56. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect

only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

#### **INTERPRETATION**

57. In these by-laws and in all other by-laws of the Corporation hereafter passed 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 persons shall include firms and corporations.

The foregoing by-law is approved by all the directors and members of the Corporation effective the 16 day of June 2010

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