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Revised — May 14, 2014
Important Terms

Bylaw documents use specific legal terms that readers may be unfamiliar with. We have defined some of the more important terms for ease of reference. A complete glossary for the *Canada Not-for-profit Corporations Act* (NFP Act) is available online from Industry Canada at www.ic.gc.ca.

**Articles:** The Canadian Nurses Association (CNA) has drafted *Articles of Continuance* for review and approval by the members, a legal document that governs the identity of a corporation under, and officially documents CNA’s transition to, the NFP Act. CNA’s *Articles of Continuance* will replace the current *Letters Patent* and *Supplementary Letters Patent*.

**Bylaws:** The bylaws of a corporation are the rules adopted by the directors and members to govern the internal operations of a corporation. A corporation may want to have rules to address issues that are not dealt with in the NFP Act or to modify some of the rules contained in the NFP Act. Examples of issues that can be dealt with in bylaws include the procedures for calling and conducting directors and members meetings; appointing officers; and establishing the qualifications and duties of officers.

**Director (e.g., a member of the board of directors):** A director is an individual elected by the members to supervise the management of a corporation. Together, all directors of a corporation are referred to as the “board of directors.”

**Fundamental changes:** Fundamental changes are certain major changes to an existing corporation (e.g., a change to its articles of incorporation or an amalgamation) that are further defined in the NFP Act.

**Member:** A member of a corporation is a person who has been admitted into membership in the corporation and who has a number of rights by virtue of membership in the corporation. These rights are set out in the NFP Act, as well as in the articles and bylaws of the corporation, and include the right to vote, to obtain information, and to attend meetings. In CNA’s case, members are organizations (e.g., the Association of Registered Nurses of British Columbia) or groups (e.g., The Canadian Network of Nursing Specialties).

**NFP Act:** The NFP Act is the *Canada Not-for-profit Corporations Act*, the statute that governs federally incorporated non-share capital, not-for-profit corporations.
As you may be aware from recent CNA member meetings, the federal government has brought into force new legislation to govern all federally incorporated not-for-profit corporations. This new legislation, the *Canada Not-for-profit Corporations Act* (NFP Act) requires that all federally incorporated not-for-profits, including CNA, transition (or “continue”) to the NFP Act by October 17, 2014. Any corporations that do not transition to the NFP Act will be dissolved.

The process of transitioning or continuing to the NFP Act requires CNA to draft and approve *Articles of Continuance* and new bylaws that are compliant with the requirements of the legislation.

The NFP Act contains many changes to the requirements for federally incorporated not-for-profit corporations, including provisions intended to modernize corporate governance and increase the rights of members. These changes meant that all not-for-profit organizations, including CNA, had to review their governance structures and make the necessary changes to comply prior to continuing to the NFP Act.

**What do we mean by governance?**

Governance refers to the makeup or structure of CNA, including the way in which we operate and meet, the structure of our board of directors and the composition of our membership groups.

To be compliant with the new NFP Act, CNA must develop new *Articles of Continuance* and bylaws that articulate, among other things:

- The exact number of directors (also known as board members) or the minimum and maximum number of directors.

- The number of directors who are to be appointed. The new legislation limits the number of directors who may be appointed to one-third of the number of directors elected at the previous annual meeting. For example, if an organization appointed three directors at its previous annual meeting, only one could be appointed going forward. The remaining portion is elected by the members.

- The membership classes or groups and the voting rights of each class or group.

It is worth noting that, in CNA’s new set of bylaws, we have set out a governance review regarding our board membership and structure that will be carried out (at a minimum) every four years.

**How does CNA become compliant?**

When the new federal legislation was announced, CNA’s board of directors, under the leadership of president Barb Mildon, set out in 2012 to guarantee the organization’s compliance and ensure that we stay relevant to our members and to the health-care system of the 21st century, while maintaining long-term sustainability. These aims required CNA to seek out legal counsel and experts in advocacy and governance to navigate the complexities and intricacies of the NFP Act. In addition, we looked to best practices and non-profit industry standards for knowledge and insight to guide our efforts. Also among our most valuable resources was the membership, the registered nurses CNA represents and advocates for. Your attention, participation and feedback throughout this process has helped to write the next chapter in CNA’s history.
2013 Annual General Meeting

CNA's membership was presented with a number of proposed updates at the 2013 annual general meeting, including:

1. Membership classes

2. Proposed voting structure for membership classes

3. Board of directors composition

1. Membership classes

As a national association, CNA is composed of member groups, as opposed to member individuals. A membership class refers to a member group that CNA represents which also has voting rights at annual meetings. In addition to our existing provincial/territorial jurisdictional members, the membership approved the addition of:

- retired and independent nurses under the new “family of nursing” class;
- the Canadian Nursing Students’ Association; and
- the Canadian Network of Nursing Specialties.

2. Proposed voting structure for membership classes

The majority of proposed voting rights for this motion were defeated. Therefore, voting structures for membership classes were re-examined and further developed by the board of directors for presentation at the special meeting in January 2014, as is outlined below.

3. Board of directors composition

As per the new NFP Act, no more than one-third of directors may be appointed, with the remaining portion being elected. The “All Jurisdictional Model” was approved by the membership, which effectively kept CNA’s board structure unchanged. The board of directors is composed of the following:

- Directors representing 11 provincial/territorial jurisdictions
- Two public directors
- One director representing the Canadian Nursing Students’ Association
- Two directors representing the Canadian Network of Nursing Specialties (44 specialties)
- One president and one president-elect
2014 Special Meeting of Members

CNA held a special meeting of members on January 29 to vote on two important elements of CNA’s governance system: voting rights for members and majority voting. The meeting was “special” because it was in addition to the annual meeting held each June. This additional meeting was needed so that CNA could finalize new bylaws and be compliant by the federal government’s October 2014 deadline.

1. Voting rights for member classes

As per the new NFP Act, CNA must articulate in its articles and bylaws the membership classes and the voting rights of each — including the new classes that were voted in at the June 2013 annual meeting. Numerous voting-rights model options were considered. For example, a one-member, one-vote model would give every RN member of CNA a vote. However, it was deemed that such a model would dramatically alter the relationship between CNA and its jurisdictions — the glue that has so successfully ensured cohesion, unity and a national voice for RNs. Moreover, the model is immensely complex logistically. On the opposite end of the spectrum, we explored a much smaller, more efficient model that would bring quick decision-making and easier organizational processes. The efficiency benefits were not enough, however, to outweigh the risk this model had of being exclusionary.

At the special meeting, members approved a proportional voting-rights model that allocates more votes to larger jurisdictions but also decreases the existing gap between larger and smaller jurisdictions. This new model will give the membership — especially our newest member classes — an authentic voice at CNA while preserving the voices of our current members.

2. Majority voting

The current CNA bylaws state that resolutions, motions and bylaw changes require approval by two-thirds of the members. After the June 2013 annual meeting, where some motions would have passed with only a simple majority vote (50 per cent plus one), CNA received a number of requests from members to reconsider our voting requirements. In response to our members, CNA’s board of directors put forth two motions at the special meeting:

• That motions and resolutions can be decided with a majority vote.
• That bylaws can be confirmed with a majority vote.

Members approved the proposal that motions and resolutions can be decided with a simple majority vote. Bylaws continue to require a two-thirds vote for approval.

March 2014 Board of Directors Meeting

With the decisions from the 2013 annual meeting and the 2014 special meeting, the bylaws were finalized and presented to CNA’s board of directors, who recommended them for approval by members at the 2014 annual meeting.

2014 Annual Meeting

On Monday, June 16, CNA members will gather in Winnipeg for the annual meeting, in person and via live webcast. At this time, the members will be asked to approve CNA’s transition to the NFP Act, the Articles of Continuance and the new bylaws. Once approved, these documents will be submitted to Industry Canada, and CNA will be transitioned or continued under the new NFP Act. CNA’s new bylaws will technically come into effect immediately, but changes will likely only be apparent to members at the next annual meeting or a meeting of members.
CNA has drafted *Articles of Continuance*, a legal document that governs the identity of a corporation under the NFP Act and serves as legal confirmation of CNA’s transition to the NFP Act. The articles will be presented to members for approval at the June 2014 annual meeting and will then replace CNA’s current Letters Patent and Supplementary Letters Patent. The complete articles and letters are included in the appendices for your reference.

## CNA’s New Bylaws

Industry Canada developed the new NFP Act to be modern, flexible and better suited to the needs of today’s not-for-profit organizations.

Imagine you were embarking on home renovations. Your foundation and core structures need to be strong in order to have freedom over how you want to renovate and personalize your home. If the core structures aren’t there, you end up spending a lot of your efforts on resources to build or strengthen them.

The previous legislation governing not-for-profits like CNA was developed decades ago. It offered a minimal structure, which meant organizations had to build extensive bylaws in order to guide operations. The new NFP Act is more detailed, meaning that many of the items that previously needed to be addressed in bylaws are no longer required.

### Overview

Typically at annual or special meetings, the membership reviews only a handful of specific bylaws, which makes changes simple to present and explain. At the 2014 annual meeting, the membership will vote on the complete set of CNA’s bylaws. It will be one vote, rather than a vote on every single bylaw. This section highlights some of the key changes and components (see appendices for the full versions of the current and the proposed new bylaws).

Our new bylaws, as a document, look quite different from the previous version due to the changes required by the new legislation. Additionally, certain items have been removed, as they are already addressed in the legislation. For example, the powers of the board of directors are now set out in the new NFP Act; therefore, CNA does not have to build a bylaw that prescribes those powers. Additionally, CNA has recommended a number of items that should be addressed by organizational policy, because they are operational in nature or the NFP Act does not require them to be a bylaw — for example, the distribution of minutes of meetings and the descriptions of roles of committees.
Highlights of key changes

Member classes (section 11)

- Class A members or jurisdictional members (section 11.1) consisting of the Association of Registered Nurses of British Columbia, College and Association of Registered Nurses of Alberta, Saskatchewan Registered Nurses’ Association, College of Registered Nurses of Manitoba, Registered Nurses’ Association of Ontario, Nurses Association of New Brunswick, College of Registered Nurses of Nova Scotia, The Association of Registered Nurses of Prince Edward Island, Association of Registered Nurses of Newfoundland and Labrador, Registered Nurses Association of the Northwest Territories and Nunavut, and Yukon Registered Nurses Association

- **NEW** Class B members (section 11.4), consisting of the Canadian Nursing Students’ Association

- **NEW** Class C members (section 11.7), consisting of the Canadian Network of Nursing Specialties (44 national associations)

- **NEW** Class D members (section 11.10), or the Family of Nursing members, consisting of the independent nurses and the nurse emeritus groups

Voting rights

- Each jurisdictional member that represents 10,000 or more RNs is allotted 15 votes and each jurisdiction that represents 9,999 RNs or less is allotted 10 votes. (section 11.2)

<table>
<thead>
<tr>
<th>Jurisdictional Members</th>
<th>Votes</th>
</tr>
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<tbody>
<tr>
<td>ARNBC</td>
<td>15</td>
</tr>
<tr>
<td>CARNA</td>
<td>15</td>
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<tr>
<td>SRNA</td>
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<td>CRNM</td>
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<td>RNAO</td>
<td>15</td>
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<td>NANB</td>
<td>10</td>
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<td>CRNNS</td>
<td>15</td>
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<tr>
<td>ARNPEI</td>
<td>10</td>
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<tr>
<td>ARNNL</td>
<td>10</td>
</tr>
<tr>
<td>YRNA</td>
<td>10</td>
</tr>
<tr>
<td>RNANT/NU</td>
<td>10</td>
</tr>
</tbody>
</table>

- The Canadian Nursing Students’ Association member is allotted five votes. (section 11.5)

- The Canadian Network of Nursing Specialties member is allotted 10 votes. (section 11.8)

- Each Family of Nursing member group (independent or emeritus) is allotted five votes once it represents 1,000 or more RNs. (section 11.11)
### Board of directors (sections 29-34)

<table>
<thead>
<tr>
<th>Directors</th>
<th>Selection Process</th>
</tr>
</thead>
<tbody>
<tr>
<td>• ARNBC (1)</td>
<td>Jurisdictional directors are nominated by their respective memberships. The representative may be the president of the jurisdiction, but it is not required. At the annual meeting, class A members (jurisdictions) vote on the nominations coming forward from the jurisdictions. Terms of office for class A directors are two years in length.</td>
</tr>
<tr>
<td>• CARNA (1)</td>
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<td>• SRNA (1)</td>
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<td>• CRNM (1)</td>
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<td>• ARNNL (1)</td>
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<td>• CRNNS (1)</td>
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<tr>
<td>• ARNPEI (1)</td>
<td></td>
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<tr>
<td>• NANB (1)</td>
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</tbody>
</table>

- Public representative directors (2)                                                                 Appointed by the board for a term of two years
- Canadian Nursing Students’ Association (1)                                                                 Nominated and elected by CNSA for a term of one year
- Canadian Network of Nursing Specialties (2)                                                                 Nominated and elected by the Canadian Network of Nursing Specialties for a term of two years
- President and president-elect (2)                                                                 Nominated and elected by CNA’s membership (all membership classes will vote) for a term of four years, where the first two years are served as president-elect and the remaining years are served as president

The new bylaws also explicitly state that the president and president-elect must be registered nurses.

### Fundamental changes (sections 57-58)

Industry Canada and the NFP Act classify changes to the structure and bylaws into two categories, *general* or *special*.

- In the case of general bylaw amendments, the board of directors may initiate a change and, if approved by the board, the change comes into effect immediately. At the next meeting of members, a majority (50 per cent plus one) of the members need to approve this change or it ceases to have effect as of the date of that meeting. Members can also initiate general bylaw amendments.

  *General bylaws include routine business such as adding members within a class or approving auditors.*

- Where the change is defined by the NFP Act as a “fundamental change,” this change is a special bylaw amendment. A special bylaw amendment can be initiated by the board of directors but does not come into effect until it is approved by the members. In order to be approved, a fundamental change requires the approval of two-thirds of the members. Members can also initiate special bylaw amendments.

  *Fundamental changes include changing the corporation’s name, creating a new class or group of members, changing the rights of any member class or group or changing the organization’s statement of purpose.*
Appendices

Click a title below to go directly to that section.

CNA's Articles of Continuance
CNA's Letters Patent and Supplementary Letters Patent
CNA's Current Bylaws
CNA's New Proposed Bylaws
## CNA's Articles of Continuance

### Canada Not-for-profit Corporations Act (NFP Act)

Form 4031

Articles of Continuance (transition)

To be used only for a continuance from the Canada Corporations Act, Part II.

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<table>
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<tbody>
<tr>
<td><strong>1</strong> Current name of the corporation</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Canadian Nurses Association - Association des infirmières et infirmiers du Canada</td>
</tr>
<tr>
<td><strong>2</strong> If a change of name is requested, indicate proposed corporate name</td>
<td></td>
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<tr>
<td></td>
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<tr>
<td><strong>3</strong> Corporation number</td>
<td><strong>4</strong> The province or territory in Canada where the registered office is situated</td>
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<tr>
<td>0 3 4 8 8 3 - 0</td>
<td>Ontario</td>
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<tr>
<td><strong>5</strong> Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)</td>
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</tr>
<tr>
<td>Minimum number</td>
<td>Maximum number</td>
</tr>
<tr>
<td>18</td>
<td>20</td>
</tr>
<tr>
<td><strong>6</strong> Statement of the purpose of the corporation</td>
<td></td>
</tr>
<tr>
<td></td>
<td>a) to advance nursing excellence and positive health outcomes in the public interest;</td>
</tr>
<tr>
<td></td>
<td>b) to promote profession-led regulation in the public interest;</td>
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<tr>
<td></td>
<td>c) to act in the public interest for Canadian nursing and nurses, providing national and international leadership in nursing and health; and</td>
</tr>
<tr>
<td></td>
<td>d) to advocate in the public interest for a publicly funded, not-for-profit health system.</td>
</tr>
<tr>
<td><strong>7</strong> Restrictions on the activities that the corporation may carry on, if any</td>
<td></td>
</tr>
<tr>
<td></td>
<td>None.</td>
</tr>
</tbody>
</table>
### The classes, or regional or other groups, of members that the corporation is authorized to establish

See schedule "A"

### Statement regarding the distribution of property remaining on liquidation

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

### Additional provisions, if any

The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual general meeting of members.

### Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

<table>
<thead>
<tr>
<th>Signature</th>
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<tbody>
<tr>
<td>Print name</td>
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<tr>
<td>Phone number</td>
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Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than $5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).
Schedule “A”

The Corporation is authorized to establish Class A Members, Class B Members, Class C Members and Class D Members as follows:

a) the Class A Members shall be entitled to receive notice of and to attend all Meetings of the Members of the Corporation. Each Class A Member that represents ten-thousand (10,000) or more Registered Nurses shall be entitled to exercise fifteen (15) votes at all Meetings of Members. Each Class A Member that represents nine-thousand nine-hundred and ninety-nine (9,999) Registered Nurses or less shall be entitled to exercise ten (10) votes at all Meetings of Members;

b) the Class B Members shall be entitled to receive notice of and to attend all Meetings of the Members of the Corporation. Each Class B Member shall be entitled to exercise five (5) votes at all Meetings of Members;

c) the Class C Members shall be entitled to receive notice of and to attend all Meetings of the Members of the Corporation. Each Class C Member shall be entitled to exercise ten (10) votes at all Meetings of Members; and

d) the Class D Members shall be entitled to receive notice of and to attend all Meetings of the Members of the Corporation. Each Class D Member shall be entitled to exercise five (5) votes at all Meetings of Members. Notwithstanding the foregoing, a Class D Member shall only be entitled to vote at Meetings of the Members if such Member represents one-thousand (1,000) or more Registered Nurses, or in the case of the Nurse Emeritus group one-thousand (1,000) or more Nurses Emeritus.
INCORPORATION

1970

Canada

By The Minister of Consumer
and Corporate Affairs

To all to whom these presents shall come, or whom the same may in anywise concern.

GREETING:

WHEREAS, in and by section 147B in Part IIA of the Canada Corporations Act, it is in effect enacted that any corporation without share capital incorporated by Special Act of the Parliament of Canada for the purpose of carrying on, without pecuniary gain to its members, objects, to which the legislative authority of the Parliament of Canada extends, of a national, patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional or sporting character, or the like objects, may apply for letters patent continuing it as a corporation under Part II of the Canada Corporations Act;

AND WHEREAS it has been established that CANADIAN NURSES’ ASSOCIATION (hereinafter called “The Corporation”) was incorporated by Act of the Parliament of Canada, being Chapter 88 of the Statutes of Canada, 1947, as amended by Chapter 75 of the Statutes of Canada, 1953-1954;

AND WHEREAS the Corporation has applied for letters patent continuing it as a corporation under Part II of the Canada Corporations Act under the name CANADIAN NURSES’ ASSOCIATION – ASSOCIATION DES INFIRMIÈRES CANADIENNES and has satisfactorily established the sufficiency of all proceedings required by the said Act to be taken and the truth and sufficiency of all facts required to be established previous to the granting of such letters patent;

NOW KNOW YE that the Minister of Consumer and Corporate Affairs, by virtue of the power vested in him by section 147B of the Canada Corporations Act, does, by these letters patent, continue the Corporation as a corporation under the provisions of Part II of the said Act and does ordain and declare as follows:
A) The name of the Corporation shall be CANADIAN NURSES’ ASSOCIATION – ASSOCIATION DES INFIRMIÈRES CANADIENNES.

B) The head office of the Corporation shall be at the City of Ottawa, in the Province of Ontario, or such other place in Canada as the Corporation may by bylaw determine from time to time.

C) The objects of the Corporation shall be as follows:
   1. to promote high standards of nursing practice in order to provide quality nursing care for the people of Canada;
   2. to promote educational programs required to achieve high standards of practice;
   3. to encourage an attitude of mutual understanding and to promote unity among nurses;
   4. to speak for Canadian nursing and to represent Canadian nursing to other organizations on national and international levels;
   5. to foster and participate in affairs contributing to community services;
   6. to promote the social and economic welfare of the nurse in the practice of his/her profession.

D) The membership of the Corporation shall consist of the ten (10) provincial associations: The Alberta Association of Registered Nurses, Registered Nurses’ Association of British Columbia, The Manitoba Association of Registered Nurses, Association of Registered Nurses of Newfoundland, The Registered Nurses’ Association of Nova Scotia, The New Brunswick Association of Registered Nurses, Registered Nurses’ Association of Ontario, The Association of Nurses of the Province of Quebec, The Association of Nurses of Prince Edward Island, and The Saskatchewan Registered Nurses’ Association, or their respective successors and assigns, and such other classes of members as the Corporation may establish by bylaw from time to time.

And, in accordance with the provisions of Section 63 of the said Act, it is hereby ordained and declared that, when authorized by bylaw, duly passed by the directors and sanctioned by a least two-thirds (2/3) of the votes cast at a special general meeting of the members duly called for considering the bylaw, the directors of the Corporation may from time to time:
   a) borrow money upon the credit of the Corporation;
   b) limit or increase the amount to be borrowed;
   c) issue debentures or other securities of the Corporation;
   d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and,
   e) secure any such 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.

Any such bylaw may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in such bylaw.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed, by or on behalf of the Corporation.

And it is further ordained and declared that the business of the Corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions to the Corporation shall be used in promoting its objects.
GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs of Ottawa this fifteenth day of July one thousand nine hundred and seventy.

1970

Letters Patent Incorporating

Canadian Nurses’ Association

Dated 15th July 1970

Recorded 31st August 1970

Film 264 Document 162

L. McCann

Deputy Registrar General of Canada
2012

Supplementary Letters Patent

issued to

Canadian Nurses Association
Association des infirmières et
infirmiers du Canada

The Minister of Industry by virtue of the powers vested in him by the Canada Corporations Act, does hereby vary the objects of the Corporation and amend and vary the provisions of the letters patent incorporating the Corporation of the whole as provided in the by-laws.

Date of Supplementary Letters Patent
26 September 2012

GIVEN under the seal of office of the Minister of Industry.

Recorded 26 September 2012
File number: 34883-0

M. Girouard
Director, Corporations Canada
Industry Canada

Bylaw

A bylaw to vary the letters patent of the Corporation by changing the objects and membership and authorizing application for Supplementary Letters Patent to confirm the same.

BE IT ENACTED as a bylaw of the Canadian Nurses Association – Association des infirmières et infirmiers du Canada (herein called the “Association”) that:
1. That Clause C of the letters patent be changed to read:

• to advance nursing excellence and positive health outcomes in the public interest;
• to promote profession-led regulation in the public interest;
• to act in the public interest for Canadian nursing and nurses, providing national and international leadership in nursing and health; and
• to advocate in the public interest for a publicly funded, not-for-profit health system

2. Clause D of the letters patent be changed to read: “The membership of the Corporation shall be divided into such classes as may be established by bylaw and shall consist of: Association of Registered Nurses of British Columbia, College and Association of Registered Nurses of Alberta, Saskatchewan Registered Nurses’ Association, College of Registered Nurses of Manitoba, Registered Nurses’ Association of Ontario, Nurses Association of New Brunswick, College of Registered Nurses of Nova Scotia, The Association of Registered Nurses of Prince Edward Island, Association of Registered Nurses of Newfoundland and Labrador, Registered Nurses Association of the Northwest Territories and Nunavut, and Yukon Registered Nurses Association, or their respective successors and assigns and such other persons or entities as may become members of the corporation.”

The Association be and is hereby authorized to make application to the Minister of Consumer and Corporate Affairs for Supplementary Letters Patent to amend the Letters Patent incorporating the Association to vary the members as set out in foregoing paragraph 1.

3. The directors and officers of the Association be and hereby are authorized and directed to do, sign and execute all things for the due carrying out of the foregoing.

ENACTED this 18th day of June 2012.

Judith Shamian Rachel Bard
President Chief Executive Officer

CERTIFIED TO BE A TRUE COPY

Rachel Bard
Chief Executive Officer
Supplementary Letters Patent

issued to

Canadian Nurses Association
Association des infirmières et infirmiers du Canada

The Minister of Industry by virtue of the powers vested in him by the Canada Corporations Act, does hereby vary the objects of the Corporation and amend and vary the provisions of the letters patent incorporating the Corporation of the whole as provided in the by-laws.

Date of Supplementary Letters Patent
19 September 2013

GIVEN under the seal of office of the Minister of Industry.

Recorded 19 September 2013
File number: 34883-0

M. Girouard
Director, Corporations Canada
Industry Canada

Bylaw

A bylaw to vary the letters patent of the Corporation by changing the objects and membership and authorizing application for Supplementary Letters Patent to confirm the same.

BE IT ENACTED as a bylaw of the Canadian Nurses Association – Association des infirmières et infirmiers du Canada (herein called the “Association”) that:

Clause D of the letters patent be changed to read: “The membership of the Corporation shall consist of: Association of Registered Nurses of British Columbia, College and Association of Registered Nurses of Alberta, Saskatchewan Registered Nurses’ Association, College of Registered Nurses of Manitoba, Registered Nurses’ Association of Ontario, Nurses Association of New Brunswick, College of Registered Nurses of Nova Scotia, The Association of Registered Nurses of Prince Edward Island, Association of Registered Nurses of Newfoundland and Labrador, Registered Nurses Association of the Northwest Territories and Nunavut, and Yukon Registered Nurses Association, or their respective successors and assigns.”
The Association be and is hereby authorized to make application to the Minister of Consumer and Corporate Affairs for Supplementary Letters Patent to amend the Letters Patent incorporating the Association to vary the members as set out in foregoing paragraph 1.

The directors and officers of the Association be and hereby are authorized and directed to do, sign and execute all things for the due carrying out of the foregoing.

ENACTED this 19th day of June 2013.

Barbara Mildon                    Rachel Bard
President                    Chief Executive Officer

CERTIFIED TO BE A TRUE COPY

Rachel Bard
Chief Executive Officer
AMENDMENT to CNA BYLAWS,
as approved at the
board of directors meeting, November 27, 2013
and at the Special Meeting of Members, January 29, 2014

Bylaws

1. LEGISLATION, DEFINITIONS AND INTERPRETATION

1.1 Legislation: The Canadian Nurses Association (CNA) is an association incorporated under Part II of the Canada Corporations Act as a not-for-profit organization.

1.2 Definitions:

• CNA: Canadian Nurses Association
• Board: board of directors of CNA
• Director: a member of the board of directors of CNA
• Ex officio: positions by virtue of office or position
• Member: any member of CNA notwithstanding category of membership
• CEO (Chief Executive Officer): the employee holding the most senior position of CNA who reports directly to the Board
• Objects (as defined in the Letters Patent):
  • to advance nursing excellence and positive health outcomes in the public interest;
  • to promote profession-led regulation in the public interest;
  • to act in the public interest for Canadian nursing and nurses, providing national and international leadership in nursing and health; and
  • to advocate in the public interest for a publicly funded, not-for-profit health system.

1.3 Interpretation: The singular shall include the plural and singular. Both the English and the French versions of the bylaws are official.
2. MEMBERSHIP

2.1 Application for Membership: The board establishes policies for membership criteria.

2.2 Membership Categories: CNA has the following classes of membership, the conditions of which are set in board policy.

   a) Jurisdictional Member: A nursing body listed in the letters patent or the successor or assign of such body or any other nursing body whose application for membership has been approved by the board.

      i) Individual Member: Any nurse who is a member in good standing of a jurisdictional member and whose annual CNA membership fee has been duly paid.

   b) Student Member: The student organization constituted in Canada which has a majority of nursing students enrolled in education programs for entry to practice as registered nurses and meets the criteria for membership as set out in board policy.

      i) Individual student member: Any nursing student who is enrolled in an education program for entry to practice as a registered nurse, is a member in good standing of the student member and in the case of Ontario, also an associate member of the Registered Nurses’ Association of Ontario (RNAO).

   c) Associate Member: Any group constituted in Canada that has a majority of regulated nursing personnel and meets the criteria for membership set out in board policy.

   d) Affiliate Member: Any other national organization or corporate body constituted in Canada that meets the criteria for membership set out in board policy.

2.3 Rights of Members: Any member in good standing is entitled to rights as set out in board policy.

2.4 Obligations of Members: All members must pay the annual fees assessed to remain members in good standing and must adhere to other obligations of membership as determined by board policy.

2.5 Annual Membership Fees:

   a) Membership fees for each existing class of member shall be fixed by resolution at an annual meeting of CNA to become effective the first of January following the annual meeting. Such fees shall continue to be the annual membership fees until changes made by resolution at an annual meeting of CNA become effective.

   b) Membership fees for each new class of members shall be fixed by resolution at an annual meeting of CNA to become effective as determined by the CNA board.

   c) All classes of members shall remit fees to CNA within time limits stipulated in board policy.
2.6 Withdrawal:

a) Jurisdictional members may withdraw from CNA by presenting to the CEO of CNA a duly authorized written notice from the jurisdictional member to that effect, passed in accordance with the legislation of the jurisdiction. The notice must specify the effective date of the jurisdictional member’s withdrawal from CNA, and must be given at least one year in advance of that date. As a condition of withdrawal, the jurisdictional member must pay any arrears of fees owed CNA, and all current fees payable to CNA up to the effective date of withdrawal.

Upon receipt of notice of withdrawal, CNA will inform CNA members of the intended withdrawal.

b) The student member may withdraw from CNA by presenting to the CEO of CNA a written resignation signed by the duly authorized officers.

c) Associate or affiliate members may withdraw from CNA by presenting to the CEO of CNA a written resignation signed by the duly authorized officers.

2.7 Removal:

a) Any jurisdictional member may be suspended temporarily by a three-quarters (¾) vote of the Board and may be required to resign by a three-quarters (¾) vote of the voting delegates at an annual or a special meeting of CNA.

Board policy stipulates the conditions and process, including reinstatement.

b) The student member may be suspended temporarily by a three-quarters (¾) vote of the board and may be required to resign by a three-quarters (¾) vote of the voting delegates at an annual or a special meeting of CNA.

Board policy stipulates the conditions and process, including reinstatement.

c) Any associate or affiliate member may be required to resign by a three-quarters (¼) vote of the Board.

Board policy stipulates the conditions and process, including reinstatement.

2.8 Annual Meeting: The CNA annual meeting shall be held each year at such time and place in Canada as may be designated by the board.

The order of business at any annual meeting shall be determined by the board prior to the opening of the meeting in question and shall include any matters that are properly the concern of CNA.

2.9 Special Meetings of CNA: A special meeting of CNA may be held at such time and place in Canada as may be determined by the board. At least four jurisdictional members may require the board to convene a special meeting of CNA by filing with the CEO a written request, signed by the elected signing officers of the jurisdictional members.
Any request requiring a special meeting shall set out the reasons for it and the business to be transacted. Any meeting required to be convened in the manner set forth above shall be held within 35 business days of the receipt by the CEO of the notice of such request.

No business shall be transacted at a special meeting except such business as specified in the notice.

2.10 Notice of Meetings: A notice of each annual and each special meeting shall be sent by the CEO to the board and the executive director or CEO of each jurisdictional member.

For an annual meeting, such notice shall be sent at least 60 calendar days before the date of the meeting, indicating the time and place of the meeting.

For a special meeting, such notice shall be sent as soon as the meeting has been called. The notice shall indicate the time and place and contain sufficient information to allow the member to form a reasoned judgment on the decision to be taken.

No error or omission in giving notice of an annual or special meeting will invalidate the meeting and make void its proceedings. Any member may waive or abridge notice of a meeting and may ratify proceedings from that meeting.

2.11 Officers at Meetings: In case the president or president-elect should be unable to preside at any annual or special meeting, a chair from existing registered nurse board members shall be chosen by the voting delegates.

In case the CEO (or, in her or his absence, one of the members of the professional staff of CNA) should be unable to act as the secretary of the meeting, the chair shall choose a secretary for the meeting.

2.12 Quorum at Annual and Special Meetings: The quorum at any annual or special meeting of CNA shall be the voting delegates representing a majority of the total voting delegates and must include representation from at least six jurisdictional members.

2.13 Voting Body: At each annual and special meeting of CNA, the voting body shall consist of the voting delegates from the jurisdictional members who are current members in good standing of CNA and are registered nurses. Other members shall have no vote.

2.14 Representation: Each jurisdictional member shall have one vote plus one additional vote per 1,000 individual members or part thereof belonging to CNA. The total votes for each jurisdictional member shall be based on its paid CNA membership in the calendar year immediately preceding the annual meeting of CNA.

Nursing student members shall not be counted as individual members of jurisdictions for the purpose of calculating the number of votes to which jurisdictions are entitled.

2.15 Minutes: The minutes of each annual meeting and of any special meeting shall be distributed by the CEO within 60 days of the date of the meeting to the members of the board of directors and to the office of each of the jurisdictional members and upon request to anyone else.

The board of directors shall have the authority to approve the minutes of the annual and special meetings.
2.16 Voting for President-Elect: There shall be a ballot for the president-elect. The candidate receiving the highest number of votes shall be declared elected.

2.17 Casting Vote in Case of a Tie for President-Elect: If two or more members receive an equal number of votes greater than the other members on the ballot, the president shall direct a new ballot to be prepared containing only the names of the members who are tied with the highest number of votes, and a run-off election shall then be held.

2.18 Voting

2.18.1 Voting In Person at Annual or Special Meetings: Voting in person at annual or special meetings of members:

(a) shall be by electronic recorder, or by voting cards if the electronic system fails; and

(b) the chair of the meeting shall, if necessary, take required steps to ensure accuracy of count and announcement of results.

2.18.2 Electronic Meetings and Voting:

2.18.2.1 An annual or a special meeting of members may be held either:

(a) entirely by telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously (the “Facilities”); or

(b) partly by means of the Facilities and partly by means of personal attendance at such meeting.

if a majority of the voting delegates who are registered nurses, from the jurisdictional members which are current members in good standing of CNA, consent:

(i) in person at such meeting;

(ii) by means of the Facilities; or

(iii) by e-mail or mail, received by CNA in advance of the start of such meeting pursuant to paragraph 2.18.3.1 hereof,

and a voting delegate, from a jurisdictional member in good standing of CNA, participating in such a meeting by means of the Facilities shall be deemed to be present in person at that meeting for the purposes of this bylaw.

2.18.2.2 If an annual or a special meeting is held either entirely or partly by means of the Facilities, voting delegates participating by means of the Facilities must either be identified by voice communication or must verify her or his identity by means of an electronic verification system that confirms her or his identity for purposes of establishing quorum for the meeting and for purposes of recording each vote by such voting delegate.
2.18.3 E-mail Ballots or Mail Ballots:

2.18.3.1 The board may give voting delegates who are registered nurses, from the jurisdictional members which are current members in good standing of CNA, the right to vote by either e-mail ballot or mail ballot on any particular question prior to a deadline set by the board, without such voting delegates attending an annual or special meeting of members in person or by means of the Facilities, provided:

(a) voting delegates are provided with notice of the question upon which they are voting in advance of the vote;
(b) voting delegates verify their identity by means of an electronic or mail verification system that confirms their identity; and
(c) the total of e-mail and mail ballots received by CNA on the question prior to the deadline set by the board equals the quorum required for an annual or special meeting of members.

2.18.3.2 Notwithstanding paragraph 2.18.3.1 (c) hereof, should the question be the consent required pursuant to paragraph 2.18.2.1 hereof, the total of e-mail and mail ballots received by CNA on the question prior to the deadline set by the board shall be added to the number of voting delegates attending the annual or special meeting of members in person and the number of voting delegates participating in such meeting by means of the Facilities to determine quorum.

2.18.3.3 Notwithstanding paragraph 2.18.3.1 hereof, the following matters must be dealt with at an annual or special meeting of members, including such meetings by means of the Facilities, and cannot be decided upon by use of an e-mail or mail ballot:

(a) approval of changes to the corporation’s Letters Patent;
(b) change of head office;
(c) request by a director of the corporation for indemnification by the corporation;
(d) conflict of interest issues;
(e) confirmation of contract by members despite conflict of interest;
(f) the holding of annual meetings
(g) the appointment of an auditor; and
(h) approval of change to the corporation’s bylaws.

2.18.4 Majority Required: All motions or resolutions shall be decided by the majority of the votes cast.
3. BOARD OF DIRECTORS

3.1 Powers and Functions: The affairs of CNA shall be governed by a pan-Canadian policy board. The board shall have the responsibility and authority to:

   a) develop and approve strategic directions;
   b) hire and provide guidance to the CEO;
   c) ensure that CNA policies are implemented satisfactorily
   d) report fully to CNA at each annual meeting the business transacted since the last annual meeting
   e) honour those who have made an outstanding contribution to nursing

Without limiting its general responsibilities, the board delegates responsibility and authority for implementation of CNA policies to the CEO and may delegate its powers and duties to the CEO, provided such delegation is allowed by law.

3.2 Composition: The board shall be composed of:

   a) the president
   b) the president-elect
   c) presidents or designates elected by jurisdictional members
   d) two public representatives appointed by the board
   e) two registered nurse members of associate members appointed by and from the associate members
   f) the president or designate of the student member who shall be a voting member as long as she/he is a student enrolled in an education program for entry to practice as a registered nurse in the current calendar year
   g) the CNA CEO, who shall be a non-voting, ex-officio member.

3.3 Terms of Office:

   a) Directors under section 3.2 (a) and (b) shall be elected for a term of two years.

   b) Directors under section 3.2 (c) shall be appointed by their respective jurisdictions. The renewability shall be as determined by the bylaws of the jurisdictional member.

   c) Directors under section 3.2 (d) shall be appointed as follows: One director appointed in every odd-numbered year for a two-year term ending August 31 of every odd-numbered year and one director appointed in every even-numbered year for a two-year term ending August 31 of every even-numbered year.

   d) Directors under section 3.2 (e) shall be appointed as follows: One director appointed in every odd-numbered year for a two-year term ending August 31 of every odd-numbered year and one director appointed in every even-numbered year for a two-year term ending August 31 of every even-numbered year.

   e) Director under section 3.2 (f) shall be appointed by the student member and the appointment be effective as determined by the student member. The renewability shall be as determined by the bylaws of the student member.

   No Director from 3.2 (d) or 3.2 (e) shall hold the same office for more than two (2) consecutive terms.
3.4 **Resignation or Death:** If a director other than the president or designate of a jurisdictional member’s or student member’s elected officers should resign, die or otherwise cease to act, and as long as a quorum of directors remains in office, the board may make the necessary replacement in its entire discretion, subject to the provisions of section 3.2 of these bylaws.

3.5 **Removal:** A director under sections 3.2 (c) and 3.2 (d) may be removed from office by a three-quarters (¾) vote of directors, and any director may be removed from office by a three-quarters (¾) vote of the voting delegates at an annual or a special meeting of CNA.

3.6 **Meetings of the Board:** Meetings shall be held at the head office of CNA or at such other place in Canada and at a time as the board may designate or, in the absence of designation by the board, as may be designated by the president.

3.7 **Notices of Board Meetings:** Notices of meetings of the board shall be given by the CEO at least four weeks before such meetings.

Meetings of the board may be held at any time without formal notice if all directors are present or those absent have waived notice or have signified their consent by letter or other electronic means addressed to the meeting being held in their absence.

No notice shall be necessary for a meeting to be held immediately after an annual or special meeting of CNA.

No error or omission in giving notice of any meeting of directors will invalidate the meeting or make void its proceedings. Any director may waive or abridge notice of a meeting and may ratify proceedings from that meeting.

3.8 **Quorum for Board Meetings:** The quorum for a meeting of the board shall be a majority of the members.

3.9 **Secretary:** The CEO of CNA (or delegate) shall act as a non-voting secretary at all meetings of the board, with the exception of in camera meetings, at which the president-elect shall act as secretary of the meeting and record all minutes.

3.10 **Voting on Motions:** Each director shall have one vote. All motions shall be decided by a majority. In the case of a tie, the president at such meeting shall be entitled to a casting vote in addition to her or his own as a director. Voting by postal mail or electronic means under conditions specified by board policy shall be valid.

Motions passed by synchronous telephonic, electronic or other communications that permits all participants to communicate adequately with each other during the meeting shall be valid.

3.11 **Remote Conduct of Board Business:** If all the directors present at or participating in the meeting consent, a meeting of the board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present in person at that meeting for the purposes of this bylaw.

3.12 **Advisors:** The executive director of a jurisdictional member or the person holding a similar position (or an alternate) shall be invited to attend meetings of the board as an advisor to the director representing such jurisdictional member, but shall not be entitled to vote thereat.
4. OFFICERS

4.1 Officers: The officers of CNA shall be:
   a) the president
   b) the president-elect
   c) the CEO.

4.2 Terms of Office: The president-elect shall be elected for a two-year term at every second annual meeting of the members. The president-elect shall automatically succeed the president.

4.3 Provision of Additional Nominations: Additional nominations may be made by a voting delegate at an annual meeting of CNA at which an election is to be held, providing such nominations are supported by the consent of each nominee in writing.

4.4 Inability or Refusal to Serve: If the president-elect should be unable or should refuse, in writing, to proceed to the office of president, any member of a jurisdictional member may be nominated in her or his place for such office by any jurisdictional member. Any nomination so made must be filed with the president before the election. A nomination so made must be supported by the consent of the nominee in writing.

4.5 Removal of Officers: The president and president-elect may be removed from office by a three-quarters (¾) vote of the voting delegates at an annual or a special meeting of CNA.

   The CEO may be removed from office by a three-quarters (¾) vote of the board.

5. COMMITTEES and ORGANIZATIONS

5.1 Committees: In addition to any committee required by the Canada Corporations Act, the board has the authority to establish such internal and external committees, task forces, expert groups and other organizations and agencies related to CNA as required to conduct the affairs of CNA. The board shall determine the mandate, term of office and responsibilities of such groups as set out in the terms of reference.

5.2 Quorum for Meetings: The quorum for a meeting of any committee of CNA shall be a majority of the members.

5.3 Conduct of Meetings: Committee members shall meet, keep a record of their meetings and report the results of their work to the board as set out in the terms of reference.

   If all members present at or participating in the meeting consent, a meeting of the Committee may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member participating in such a meeting by such means is deemed to be present in person at that meeting for the purposes of this bylaw.

   Motions passed by synchronous telephonic, electronic or other communications that permits all participants to communicate adequately with each other during the meeting shall be valid.
6.1 Fiscal Year: The financial year of CNA shall be 1 January to 31 December.

6.2 Membership Year: The membership year of CNA shall be 1 January to 31 December.

6.3 Indemnification:
   a) Each director and officer holds office with protection from CNA. CNA indemnifies each director and officer against all costs and charges that result from any act done as director or officer for CNA. CNA does not protect any director or officer for acts of fraud, dishonesty or bad faith.
   b) No director or officer is liable for the acts of any other director, officer or employee. No director or officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with CNA. No director or officer is liable for any loss due to an oversight or error in judgment, or by an action when acting as director or officer of CNA, unless the act is fraud, dishonesty or bad faith.

6.4 Audit: An auditor or auditors shall be appointed at each annual meeting of CNA. A vacancy of the auditor may be filled by the board. An annual audit of the books of CNA shall be made and the auditor’s report shall be presented at the annual meeting of CNA.

Directors or officers can rely on the accuracy of any statement or report prepared by CNA’s auditor. Directors or officers are not liable for any loss or damage as a result of acting on that statement or report.

6.5 Borrowing Powers: The directors of CNA are hereby authorized from time to time:
   a) to borrow money upon the credit of CNA in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise
   b) to issue debentures or other securities of CNA
   c) to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient
   d) to mortgage, hypothecate, charge or pledge, or give security in any manner whatever upon, all or any property, real and personal, immoveable and moveable, undertaking and rights of CNA, present and future, to secure any debentures or other securities of CNA, present or future, or any money borrowed or to be borrowed or any obligation or liability of CNA, present or future
   e) to delegate to such officer(s) or director(s) of CNA as the directors may designate all or any of the foregoing powers to such extent and in such manner as the directors may determine.

This bylaw shall remain in force and be binding upon CNA as regards any party acting on the faith thereof, until a copy, certified by the CEO under CNA’s seal, of a bylaw repealing or replacing this bylaw shall have been received by such party and duly acknowledged in writing.

6.6 Property: CNA may acquire and own all kinds of real or personal property and may sell, exchange, mortgage, lease, let, improve or develop such property.

6.7 Remuneration: Directors and volunteers shall not receive any remuneration for their services but may be repaid for expenses incurred in the discharge of their duties as determined by board policy and the Canada Corporations Act.
6.8 Execution of Documents: Contracts, documents or any instruments in writing requiring the signature of CNA shall be signed by any two of the president, president-elect and CEO. The directors shall have power to appoint an officer or officers on behalf of CNA either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

**Voting Rights in Other Bodies Corporate:** Unless the directors otherwise determine, any two of the officers may designate such other person or persons to exercise the voting rights attaching to any securities held by CNA in other bodies corporate as they shall determine.

6.9 Seal: The seal of CNA shall have the words “Canadian Nurses Association – Association des infirmières et infirmiers du Canada” endorsed thereon.

The seal of CNA shall be in the custody of the CEO and when required may be affixed to contracts, documents and instruments in writing that require to be sealed.

7. MISCELLANEOUS MATTERS

7.1 Winding Up: CNA shall not be voluntarily wound up unless the members at a meeting called for that purpose pass a special resolution that will require three-quarters (¾) of votes by voting delegates present at an annual or special meeting. If CNA is wound up, all assets remaining after payment of debts shall be distributed to the jurisdictional members according to board policy.

7.2 Head Office: The head office of CNA shall be located in the city of Ottawa, province of Ontario, Canada.

7.3 Books and Records: All books and records of CNA shall be regularly and properly maintained.

7.4 Parliamentary Authority: At all CNA meetings, procedural matters not specifically addressed in these bylaws and special rules of order shall be governed by the current *Robert’s Rules of Order*.

7.5 Dispute Resolution: The board may establish a dispute resolution process in board policy to assist in director–director relations.

7.6 Association Policies: The board may make, amend, or repeal such policies not inconsistent with these bylaws relating to the management and operation of CNA as they deem expedient.

7.7 Amendment of Bylaws: The general bylaws of CNA may be amended or replaced by bylaws enacted by a two-thirds (⅔) vote of the directors at a meeting of the board and sanctioned by a two-thirds (⅔) vote of those voting delegates present and voting at any annual or special meeting of CNA, provided, however, that the amendment or repeal of the general bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

A jurisdictional member wishing to provide any proposed amendment must do so in writing to the CEO at least three months prior to the date of any annual or special meeting at which the amendment is to be voted upon.
Proposed amendment(s) must be sent to jurisdictional executive directors within a month of receipt of said proposed amendment and to the voting delegates three weeks prior to the annual or special meeting.

These general bylaws may be amended at any annual meeting by a unanimous vote of all the voting delegates present and voting, without any previous notice of any kind.

Whenever amendments are made to bylaws, consequential editorial changes may be made to the bylaws or board policies as required.

**7.8 Repeal of Previous Bylaws:** These bylaws repeal and supersede any previous bylaws of CNA.
CNA’s new proposed bylaws

By-Law No. 1

PERLEY-ROBERTSON, HILL & McDOUGALL LLP
BARRISTERS & SOLICITORS-AVOCATS & PROCUREURS
PATENT & TRADE MARK AGENTS-AGENTS DE BREVETS & MARQUES
340 Albert Street, Suite 1400, Ottawa, Ontario, K1R 0A5
BY-LAW NO. 1
A by-law relating generally to the conduct of the affairs of
Canadian Nurses Association/
Association des infirmières et infirmiers du Canada

(hereinafter referred to as the “Corporation”)

DEFINITIONS AND INTERPRETATION

1. Definitions. In this By-law and in all other By-laws of the Corporation, unless the context otherwise requires:

1.1 “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;

1.2 “Articles” mean the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

1.3 “Board” means the board of directors of CNA and “Director” means a member of the Board;

1.4 “By-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

1.5 “CEO” means Chief Executive Officer, the employee who reports directly to the Board;

1.6 “CNA” or “Corporation” means Canadian Nurses Association;

1.7 “Fundamental Change” has the meaning given to such term in the Act as may be amended from time to time, the current text of which is attached hereto as Schedule “A”;

1.8 “Independent Nurse” means a Registered Nurse who does not belong to a nursing organization that is a Jurisdictional Member;

1.9 “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;
1.10 “Member” means an organization or group that has been admitted to membership in the Corporation in accordance with the Articles and these By-laws and which has the right to vote at Meetings of Members;

1.11 “Nurse Emeritus” means an individual who was a Registered Nurse and who has retired from practice and is no longer licensed with a nursing regulatory body in Canada;

1.12 “Officer” or “Officers” means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;

1.13 “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;

1.14 “Proposal” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

1.15 “Registered Nurse” means an individual who is recognized by the regulatory body of nurses in a Canadian province or territory as a registered nurse;

1.16 Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation. In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws. In the event of a discrepancy between the English and French versions of this By-law the English version shall be paramount.

BUSINESS OF THE CORPORATION

3. Legislation. The Canadian Nurses Association (CNA) is an association continued under the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 as a not-for-profit organization.

4. Corporate Seal. The Corporation may have a seal. The seal of CNA shall have the words “Canadian Nurses Association – Association des infirmières et infirmiers du Canada” endorsed thereon. The seal of CNA shall be in the custody of the CEO and when required may be affixed to contracts, documents and instruments in writing.

5. Financial Year End. The financial year of CNA shall be 1 January to 31 December or as otherwise determined by the Board.
6. **Membership Year.** The membership year of CNA shall be 1 January to 31 December or as otherwise determined by the Board.

7. **Execution of Documents.** Contracts, documents or any instruments in writing requiring the signature of CNA shall be signed by any two of the President, President-Elect and CEO. The Board shall have power to appoint any individual to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing on behalf of CNA. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any individual authorized to sign a document may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

8. **Borrowing Powers.** The Board may, without authorization of the Members:

8.1 borrow money on the credit of the Corporation;

8.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

8.3 give a guarantee on behalf; and

8.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

9. **Annual Financial Statements** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) 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.

10. **Governance Review.** A governance review regarding the Corporation’s Board membership and structure shall be carried out at a minimum of every four years.

**MEMBERSHIP IN THE CORPORATION**

11. **Membership Conditions.** Subject to the articles, there shall be four classes of Members in the Corporation, namely, Class A Members, Class B Members, Class C Members and Class D Members. The Board may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

11.1 Class A Members (“Jurisdictional Members”). Class A membership shall be available only to organizations or corporations that:
(a) are interested in furthering the Corporation’s purposes;

(b) are a provincial or territorial nursing association, professional college or another body representing Registered Nurses in a geographic region and that meets such other criteria as the Board may determine;

(c) have applied and have been accepted for Class A voting membership in the Corporation.

11.2 As set out in the Articles, each Class A Member is entitled to receive notice of, attend and vote at all Meetings of Members. Each Class A Member that represents ten thousand (10,000) or more Registered Nurses shall be entitled to exercise fifteen (15) votes at all Meetings of Members. Each Class A Member that represents nine thousand nine hundred and ninety nine (9,999) Registered Nurses or less shall be entitled to exercise ten (10) votes at all Meetings of Members.

11.3 At the date of continuance, the Class A Members are: Association of Registered Nurses of British Columbia, College and Association of Registered Nurses of Alberta, Saskatchewan Registered Nurses’ Association, College of Registered Nurses of Manitoba, Registered Nurses’ Association of Ontario, Nurses Association of New Brunswick, College of Registered Nurses of Nova Scotia, The Association of Registered Nurses of Prince Edward Island, Association of Registered Nurses of Newfoundland and Labrador, Registered Nurses Association of the Northwest Territories and Nunavut, and Yukon Registered Nurses Association.

11.4 Class B Members (“Canadian Nursing Students’ Association”). Class B membership shall be available only to organizations or corporations that:

(a) are interested in furthering the Corporation’s purposes;

(b) are a body representing nursing students in Canada which has a majority of nursing students enrolled in educational programs for entry to practice as a Registered Nurse and that meets such other criteria as the Board may determine;

(c) have applied and have been accepted for Class B voting membership in the Corporation.

11.5 As set out in the Articles, each Class B Member is entitled to receive notice of, attend and vote at all Meetings of Members. Each Class B Member shall be entitled to exercise five (5) votes at all Meetings of Members.

11.6 At the date of continuance, the Class B Members are: the Canadian Nursing Students’ Association.
11.7 Class C Members ("Canadian Network of Nursing Specialties"). Class C membership shall be available only to organizations or corporations that:

(a) are interested in furthering the Corporation’s purposes;

(b) are a body in a specialized area of nursing in Canada, and that meet such other criteria as the Board may determine;

(c) have applied and have been accepted for Class C voting membership in the Corporation.

11.8 As set out in the Articles, each Class C Member is entitled to receive notice of, attend and vote at all meetings of Members. Each Class C Member shall be entitled to exercise ten (10) votes at all Meetings of Members.

11.9 At the date of continuance, the Class C Members are: the Canadian Network of Nursing Specialties.

11.10 Class D Members ("Family of Nursing Members"). Class D membership shall be available only to organizations or corporations that:

(a) are interested in furthering the Corporation’s purposes;

(b) are a body representing the family of nursing in Canada and that meets such criteria as the Board may determine;

(c) have applied and have been accepted for Class D voting membership in the Corporation.

11.11 As set out in the Articles, each Class D Member is entitled to receive notice of, attend and vote at all meetings of Members. Each Class D Member shall be entitled to exercise five (5) votes at all Meetings of Members. Notwithstanding anything else in this By-law, a Class D Member shall only be entitled to vote at Meetings of the Members if such Member represents one thousand (1000) or more Registered Nurses, or in the case of the Nurse Emeritus group One Thousand (1000) or more Nurses Emeritus.

11.12 At the date of continuance, the Class D Members are: the Family of Nursing Members, namely, the Independent Nurses group and the Nurse Emeritus group.

11.13 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution
12. **Membership Transferability.** A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to add, change or delete this section of the By-laws.

13. **Obligations of Members.** All Members must adhere to the obligations of membership as outlined in the Corporation’s Articles, By-laws and Board policy, shall disclose all potential Conflicts of Interest and shall pay the annual fees assessed in respect of their membership.

14. **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:

   14.1 violating any provision of the Articles, By-laws, or written policies of the Corporation;

   14.2 carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;

   14.3 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-Elect, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is 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. In order to carry out a disciplinary process, a two-thirds (2/3) vote of the Board is required.

15. **Membership Dues.** Organizations in Class A shall pay a membership fee or, where applicable the purchase price for the provision of services or an alternate arrangement as determined by the Board, based on the number of registered nurses affiliated with such Class A Member. Such fees will be fixed by resolution and voted on by Class A Members at an Annual Meeting of CNA to become effective as determined by the Board.

The membership fees for all other classes shall be calculated and determined by the Board. Such fees
will be fixed by resolutions and voted on by Members of the class to which the fee applies at an Annual Meeting of CNA to become effective as determined by the Board.

All classes of Members shall remit membership fees, or the purchase price for the provision of services, to the Corporation within the time limits stipulated by the Board. If any Member is in arrears, they will not be permitted to vote at a Meeting of Members, and will be subject to the discipline process under Article 14, as this constitutes a breach of the By-laws.

16. Termination of Membership. A membership in the Corporation is terminated when:

16.1 in the case of a Member that is a corporation, the corporation is dissolved;

16.2 a Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;

16.3 the Member resigns by delivering a written resignation to the CEO of the Board that specifies the effective date of the Member’s withdrawal from the Corporation, and must be given at least three years in advance of that date. As a condition of withdrawal, the Member must pay any arrears of fees owed to the Corporation, and all current fees payable to the Corporation up to the effective date of withdrawal. Upon receipt of notice of withdrawal, the Corporation will inform its Members of the intended withdrawal;

16.4 the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-laws; or

16.5 the Corporation is liquidated or dissolved under the Act.

17. Subject to the Articles, upon any termination of membership, the Members shall return all property belonging to the Corporation and all rights of such Members in the property of the Corporation shall be terminated.

MEETINGS OF MEMBERS

18. 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 such Meeting of Members by the following means:

18.1 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

18.2 by telephonic, electronic or other communication facility to each Member entitled to vote at the
meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

19. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to Article 18 of the By-laws of the Corporation.

20. **Members Calling a Members’ Meeting.** The Board shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting. A Member that requisitions a meeting must pay all expenses for the meeting, unless the Board decides otherwise.

21. **Electronic Meetings.** Meetings of the Members can occur in person, electronically, or partly in person and partly electronically. It is at the Board’s discretion to decide if a meeting is to be held electronically, or partly in person and partly electronically.

22. **Place of Members’ Meeting.** Subject to compliance with section 159 (Place of Members’ Meetings) of the Act, meetings of the Members may be held at any place within Canada determined by the Board. Meetings of the Members can occur in person, electronically, or partly in person and partly electronically, as determined by the Board.

23. **Persons entitled to be present at Members’ Meetings.** Members, Directors and the public accountant of the Corporation are entitled to be present at a meeting of Members. Canadian Registered Nurses, Canadian nursing students and Nurses Emeritus are welcome to attend, subject to availability of physical space. Any other person may be admitted only on the invitation of the chair of the meeting. However, only those Members entitled to vote at the Members’ meeting according to the provisions of the Act, Articles and By-laws are entitled to cast a vote at the meeting.

24. **Chair of Members’ Meetings.** In case the President or President-Elect should be unable to preside at any Meeting of the Members, a chair from existing Registered Nurse Board members shall be chosen by the Corporation’s Board.

25. **Quorum at Members’ Meetings.** A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. Notwithstanding anything else in this By-law, where a motion or resolution is put before a Meeting of the Members, quorum must be present for a vote on such motion to take place.

26. **Electronic Voting.** Where the Board approves electronic voting for a Meeting of the Members, pursuant to the Act, a Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

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

27. Participation by Electronic Means at Meetings of the Members. Where the Board approves participation in a Meeting of the Members by electronic means, 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.

28. Members’ Meeting Held Entirely by Electronic Means. 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.

BOARD OF DIRECTORS

29. Powers and Functions of the Board. The Corporation’s Board shall manage the activities and affairs of the Corporation.

30. Composition and Term. The Board shall consist of the number of Directors specified in the Articles as follows:

30.1 in every second year the Members shall elect one individual to serve a term of four years, the first two years of which they shall serve as a Director and the President-Elect and the second two years of which they shall serve as Director and President;

30.2 there shall be 11 Directors representing the Class A Members, each of whom shall serve for a term of two (2) years. In each year the Class A Members shall elect a number of Directors equal to the number of Directors elected by the Class A Members whose terms have expired. The individual elected as a Director to represent the Class A Member may be the president of such Class A Member or their designate, but is not required to be the president or designate of such Class A Member;

30.3 in each year the Class B Members shall elect one individual to serve as a Director for a term of one year;

30.4 there shall be two Directors elected by the Class C Members. In every year the Class C Members shall elect one Director to serve for a term of two years;
30.5 there shall be two public representative Directors. In every year the Board shall appoint one individual as public representative Director to serve for a term of two years.

31. **Nomination Process.** The nomination committee of the Board will put forward a slate of individuals for consideration by the Members at the annual meeting; however, Members may nominate additional candidates for Directors from the floor of the annual meeting. In addition to the requirements of the Act, all Directors shall meet the requirements for Directors set out in Board policy.

32. **Vacancy on Board.** The office of Director shall be automatically vacated if, during their term:

   32.1 the Director resigns by delivering a written resignation to the President of the Corporation;

   32.2 the Director is found by a court to be of unsound mind;

   32.3 the Director becomes bankrupt or suspends payment or compounds with such Director’s creditors;

   32.4 if the Director is convicted of a criminal offence;

   32.5 at a meeting of Members an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;

   32.6 the director dies;

   32.7 the 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. The Board has the discretion to exempt the Director from this provision.

33. **Committees of the Board.** The Board may from time to time establish any committee or other advisory body, appoint its members, and determine the mandate and terms of reference of such committee or body. The Board may terminate any committee or remove a committee member in their sole discretion.

34. **Remuneration of Directors and Officers.** Subject to the discretion of the Board, the Directors and Officers of the Corporation may be remunerated for their services.
OFFICERS

35. **Powers and Functions.** The Officers of the Corporation have powers and duties specified by the Corporation’s Board.

36. **Composition.** The officers of the Corporation shall be:

36.1 the President;
36.2 the President-Elect;
36.3 the CEO.

37. The President and President-Elect of the Corporation shall be Registered Nurses.

38. **Provision of Additional Nominations for the Position of President-Elect.** Additional nominations may be made by a voting delegate at an annual meeting of CNA at which an election is to be held, providing such nominations are supported by the consent of each nominee in writing.

39. **Voting for President-Elect.** There shall be a ballot for the President-Elect. The candidate receiving the highest number of votes shall be declared elected. If two or more candidates receive an equal number of votes greater than the other candidates on the ballot, the President shall direct a new ballot to be prepared containing only the names of the candidates who are tied with the highest number of votes, and a run-off election shall then be held.

40. **Vacancy in Office.** If the president-elect should be unable or should refuse, in writing, to proceed to the office of president, any Registered Nurse may be nominated in her or his place for such office by any Member. Any nomination so made must be filed with the president before the election by the Members. A nomination so made must be supported by the consent of the nominee in writing.

MEETINGS OF THE BOARD

41. **Calling of Meetings.** Meetings of the Board may be called by the President or any two Officers at any time.

42. **Notice of Meetings of Board.** Notices of regular meetings of the Board shall be given by the CEO at least four weeks before such meetings. Meetings for matters that are time sensitive or pressing may be called without four weeks notice at the discretion of the President and the notice period for same shall be at the discretion of the President.

43. **Regular Meetings of the Board.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any motion of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director.
forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

44. **Quorum.** The quorum for a meeting of the Board shall be a majority of the Directors. If a quorum is present at the opening of a meeting of the Board, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. Notwithstanding anything else in this By-law, where a motion or resolution is put before a Board meeting, quorum must be present for a vote on such motion to take place.

45. **Votes to Govern at Meetings of the Board.** Each Director shall have one vote. All motions shall be decided by a majority. In the case of a tie, the chair at such meeting shall be entitled to a casting vote in addition to her or his own as a Director.

46. **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.

47. **Directors’ Meeting Held Entirely by Electronic Means.** If the Directors call a meeting of the Board, 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.

**CONFLICT OF INTEREST**

48. **Conflict of Interest.** For the purposes of these By-laws “Conflict of Interest” means a situation where there could exist the perception or risk that the judgment of an individual, or the fiduciary duty of such individual to the Corporation, could be influenced or appear to be influenced by:

48.1 their personal interests or the personal interests of their friends, family or business associates;

48.2 the interests of another entity in which they are involved, interested or to which they owe an obligation;

48.3 any interest or relationship that is outside of the Corporation.

For further certainty, a Conflict of Interest within the meaning of this By-law includes but is not limited to the circumstances contemplated by Article 141 of the Act.

49. **Disclosure of Conflict.** At the beginning of each meeting of the Board, the Directors shall be given an opportunity to declare any Conflicts of Interest or perceived Conflicts of Interest as to any matter to be discussed at the meeting or any matters that have come to the attention of the Directors since the last Board meeting.
In addition to the requirements in the Act or the By-laws, Directors shall disclose all Conflicts of Interest to the Board as soon as they are aware of such a Conflict of Interest.

50. **Deemed Conflict.** In the event a Director does not identify or disclose a Conflict of Interest, the Board may, in its sole and absolute discretion deem a Director to be in a Conflict of Interest.

51. **In the Event of Conflict.** In the event a Director discloses a Conflict of Interest or is deemed by the Board to have a Conflict of Interest, the Board may, in its sole and absolute discretion require a Director in a Conflict of Interest to leave a Board meeting while an issue on which such a Director has the Conflict of Interest is discussed. In the event that a Director discloses a Conflict of Interest or is deemed by the Board to have a Conflict of Interest as to a particular issue, such Director will not participate in the discussion, move or second a motion or vote on matters involving such issue.

**INDEMNIFICATION**

52. **Indemnification of Directors and Officers and Others.** Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

52.1 all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director’s, Officer’s or other person’s office or in respect of any such liability;

52.2 all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director’s, Officer’s or other person’s own willful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in section 52.1 the Board may approve such advance.

**DISPUTE RESOLUTION**

53. **Mediation and Arbitration**

53.1 Disputes or controversies among Members, Directors, Officers, committee members, volunteers and the Corporation are to be resolved in accordance with this Article 53.

53.2 If appropriate, the parties involved in a dispute are to try to resolve the matter in private meetings between themselves and as may be set out in Board policy.
53.3 In the event that the parties involved in a dispute cannot agree to disagree or resolve the matter amongst themselves in accordance with the foregoing and the dispute requires a resolution, such parties shall engage the services of a mutually agreeable external professional mediator. In the event the parties cannot agree on an external professional mediator each party shall select a mediator and such mediators shall then agree among themselves on the mediator to hear the dispute. The external professional mediator shall have the authority to select procedures and process for such mediation.

53.4 In the event the mediation does not resolve the disputes or controversies at issue, the parties involved in a dispute shall refer such dispute to arbitration in accordance with the provisions of this Article 53.

53.5 Such arbitration shall be in accordance with the Arbitration Act (Ontario) as amended from time to time and shall be heard by a single arbitrator (the “Arbitrator”) appointed by the mutual agreement of the parties hereto; and failing such agreement by the Senior Regional Justice of the Ontario Superior Court in Ottawa.

53.6 The arbitration will take place in the City of Ottawa and be conducted in English unless otherwise agreed to by the parties thereto.

53.7 The Arbitrator has the right to grant legal and equitable relief including injunctive relief and the right to grant permanent and interim injunctive relief. The Arbitrator shall not amend or otherwise alter the terms and conditions of these By-laws or any policy or procedures of the Board or the Corporation. The Arbitrator shall render a decision within ninety (90) days after his or her appointment as Arbitrator.

53.8 The final award of such Arbitrator shall be a condition precedent to an action in any court, including but not limited to an action to determine procedural or other issues involving the arbitration itself, and such award shall be final and binding on the parties with no appeal to any court. The parties shall carry out any decision or order of the Arbitrator in good faith.

GENERAL

54. 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.

55. Omissions and Errors. The accidental omission to give any notice to any Member, Director, officer, member of a committee of 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
56. **Repeal of Prior By-laws.** All previous by-laws of the Corporation are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the previous by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

57. **Amendment of By-laws.** Subject to the articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a By-law that requires a Special Resolution of the Members according to subsection 197(1) (fundamental change) of the Act or as otherwise set out in these By-laws because such By-law amendments or repeals are only effective when confirmed by Members.

58. **Effective Date.** Subject to matters requiring a Special Resolution, 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 __________, 20____ and confirmed by the Members of the Corporation by Special Resolution on the ____ day of __________, 20____.

Name:       Name:
Title:       Title:
Amendment of articles or by-laws

197. (1) A special resolution of the members — or, if section 199 applies, of each applicable class or group of members — is required to make any amendment to the articles or the by-laws of a corporation to

(a) change the corporation’s name;

(b) change the province in which the corporation’s registered office is situated;

(c) add, change or remove any restriction on the activities that the corporation may carry on;

(d) create a new class or group of members;

(e) change a condition required for being a member;

(f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;

(g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;

(h) add, change or remove a provision respecting the transfer of a membership;

(i) subject to section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;

(j) change the statement of the purpose of the corporation;

(k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;

(l) change the manner of giving notice to members entitled to vote at a meeting of members;

(m) change the method of voting by members not in attendance at a meeting of members; or

(n) add, change or remove any other provision that is permitted by this Act to be set out in the articles.

Revocation

(2) The directors of a corporation may, if authorized by the members in the special resolution effecting an amendment under this section, revoke the resolution before it is acted on without further approval of the members.

Amendment of number name

(3) Despite subsection (1), if a corporation has a designating number as a name, the directors may amend its articles to change that name to a verbal name.