Annual Meeting of Members

June 18, 2018

Information Package on
Amendments to CNA’s Articles and Bylaws
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Background

The Canadian Nurses Association (CNA) is pursuing a plan to expand its membership beyond RNs and NPs by changing its membership structure to include licensed/registered practical nurses (LPNs/RPNs)\(^1\) and registered psychiatric nurses\(^2\) in the association.

To implement this change, CNA’s members will need to approve

1. Changes to the *Articles of Continuance*; and
2. Changes to the bylaws.

Both documents contain the same language regarding membership structure; therefore, both will need to be formally amended.

The agenda is being propelled by the decision in British Columbia to unite the four regulated nursing categories under one new regulatory body: the B.C. College of Nursing Professionals. At the same time, the four nursing categories united to create one new professional association: the Nurses and Nurse Practitioners of British Columbia (NNPBC). The establishment of NNPBC will mean that CNA’s current jurisdictional member in B.C., the Association of Registered Nurses of British Columbia (ARNBC), will no longer exist.

Currently, ARNBC’s membership includes only registered nurses; however, the new association’s members will include RNs, NPs, LPNs and RPNs. This has brought this issue to the forefront, as under CNA’s longstanding governance structure, only organizations made up of RNs and NPs may be CNA jurisdictional members, meaning that the new association is not eligible for Jurisdictional Membership in CNA pursuant to the current CNA bylaws.

While the context in B.C. is acting as a catalyst for change, the longstanding fragmentation of professional nursing across Canada has not served the public well and is holding back our effectiveness as a professional workforce and political force. A lack of unity and collaboration within nursing has had negative implications at the practice, organizational and systems levels. CNA sees its proposed membership changes as a strategic opportunity for nurses to bring their voices together within a united national professional association.

The proposal to expand CNA membership was discussed at the November 2017 CNA board of directors meeting. The CNA board unanimously approved a motion to bring forward to voting delegates at the June 18 annual meeting of members the proposed amendments to enact this membership change.

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\(^1\) Licensed/registered practical nurses are employed in all Canadian jurisdictions. Everywhere except Ontario, these professionals are referred to as LPNs; in Ontario, they are known as RPNs.

\(^2\) Registered psychiatric nurses are educated and regulated solely in British Columbia, Alberta, Saskatchewan, Manitoba and Yukon.
Overview of Proposed Amendments to Articles and Bylaws

Under CNA’s longstanding governance structure, organizations made up of RNs and NPs are the only organizations eligible for membership in CNA. To expand membership beyond RNs and NPs to include other nursing designations, CNA’s articles and bylaws need to be changed.

Key amendments include:

- Broadening the wording so that registered nurses are not the only nursing designation referred to throughout the bylaws. Wherever “registered nurse(s)” is written, the wording is revised to: “nurse(s)”.

- Broadening the wording so that a student body does not only refer to a body that represents nursing students enrolled in educational programs for entry to practice as a registered nurse. The wording is revised to: nursing students enrolled in educational programs for entry to practice as a nurse.

- Adjusting the names of the membership classes. Currently, member classes are referred to as Classes A, B, C and D, followed by a descriptive name — e.g., Class D Members (Family of Nursing). The system of using both class designations and specific names for each class (for example, Class A Members are also Jurisdictional Members) has been identified as confusing and unnecessary by a number of members. Given this, the proposed changes include removal of the class designation and going forward using the descriptive terms only. As an example, wherever Class A Members (Jurisdictional Members) is written, the wording is revised to: Jurisdictional Members. This amendment does not change any of the rights or obligations of CNA’s members; it simply simplifies the terms used to refer to such members.

As these changes are Fundamental Changes within the meaning of the Canada Not-for-profit Corporations Act, they must be approved by Special Resolution — or two-thirds of the members voting thereon.

All the amendments can be viewed in tracked changes in Appendix A: Proposed Bylaw Amendments 2018.
Webinars

CNA organized several one-hour webinars to give voting delegates, members and those interested in more details about the amended/revised bylaws and to answer questions.

We have planned two English sessions and one French session. The content for each will be the same.

1. May 15, 2018 – 3:30-4:30 ET (English)
2. May 17, 2018 – 12:30-13:30 ET (English)
3. May 18, 2018 – 12:00-13:00 ET (French)

A recording will be available the day following each webinar.

How to join the webinar

10 minutes before the scheduled start time, open a Chrome or Firefox browser. Your computer will need to have the latest version of Flash Player.

1. Click the following webinar link or copy and paste it into your browser (same link for all three webinars): https://cnawebinars.adobeconnect.com/cnaboard/.
2. Click Enter as a Guest and type in your name. Click Enter Room.
3. Once in the webinar, the Join Audio Conference box will open and provide steps to call in.
4. Click the 2nd option in the box — Dial-in to the audio Conference via Phone — then follow these steps:
   - Call 1-877-216-4736
   - Enter the Conference Code: 5850746320
   - Scroll down to reveal the identity code, which you’ll key into your phone. Press the # sign, enter the 5 digits, press the # sign again. This 5-digit code only appears on your screen after you have clicked the link and joined the webinar.
   - Note: If you do not see a phone icon beside your name, please repeat the final step: Press the # sign, enter the 5 digits, and press the # sign again.
   - Click “Done” to close the Join Audio Conference box

Consultation Period

Leading up to the annual meeting, CNA has been consulting members and stakeholders on the proposal to expand membership. Through an online opinion survey (cna'aiic.ca/memberinput) and presentations and discussions at meetings and conferences across the country, many thoughtful ideas, pieces of advice and critical questions have emerged.

Early responses to the opinion survey indicate that many nurses believe a united profession is long overdue; however, some feel that distinct nursing voices could be diluted under one association.

In Canadian Nurse magazine, CEO Mike Villeneuve addresses the main concerns being expressed and provides information about next steps if the amendments are passed. These concerns are also addressed in the Frequently Asked Questions section.
Frequently Asked Questions

What are the changes that CNA is exploring?

CNA is pursuing a plan to expand its membership beyond RNs and NPs by inviting licensed/registered practical nurses (LPNs/RPNs) and registered psychiatric nurses to be members of the association.

Why now?

The timing is right for two reasons.

First, the nursing profession includes four regulated nursing designations. Every day across this country nurses from each of these groups can be found in the same workplaces and/or on teams. To reflect this reality, Canada’s national professional nursing association should be in a position to represent the voices of all nursing groups and strongly promote and contribute to intra-professional collaboration. CNA is a brand that many nurses in all categories want to be associated with; and when any groups or individuals want to join an association, it normally means they see the value for their investment. CNA has been approached by many groups beyond RNs asking about accessing our products and services, so this certainly has had the attention of our board and members.

Second, policy and legislative changes affecting associations, regulatory colleges and health care have an unavoidable impact on CNA’s membership categories. More specifically:

- In November 2017, the B.C. government passed legislation that allows a single body to regulate all nursing designations. That new body is in the process of amalgamation. At the same time, the new professional association in the province (NNPBC) plans to be operational in spring 2018. Its membership categories also include all nursing designations. For NNPBC to remain as CNA’s jurisdictional member for B.C., all nursing regulated groups must be welcomed into the CNA fold.

- In Nova Scotia, a new government policy on self-regulated professions means that regulatory bodies are required to work exclusively in the public interest rather than as advocates for the profession (a key aspect of CNA’s work). Because of the changing regulatory landscape, CNA’s jurisdictional member in N.S., the College of Registered Nurses of Nova Scotia (CRNNS) (which fulfilled the regulatory role), must withdraw its membership in CNA because CRNNS will no longer be doing professional association work.
How will CNA ensure the distinct voices of each nursing group is not lost under one national association?

We envision CNA as a hub for Canadian nursing. If the vote on the membership expansion is passed at the annual meeting on June 18, that means it would be possible for regulated nurses in all categories to become members. Determining what the membership models will look is the important next step. CNA will undertake a governance review to evaluate the structures we’d have to put in place to be inclusive of both the unique and collective needs of the different regulated nursing groups. One example might be creating advisory councils for each regulated category — to hear all viewpoints — along with an equitable governing board that helps each group feel fully included. We will consult with the different categories of nurses about their needs and the best ways to support each of them.

A unified structure would allow us to focus on each category and tailor specific projects and advocacy for that group, while marshalling the power of our numbers and our unity when a strong collective voice is required. Many different groups across society work well with different member categories falling under one umbrella organization and we want to do the same. One example in nursing is the longstanding strong position of the Royal College of Nursing in the United Kingdom, which successfully speaks for all nursing categories, whether a health-care aide or a registered nurse holding a PhD. There are special programs for the different groups, but they have strength in unity.

Is this proposed expansion really about securing new revenue?

CNA is a not-for-profit organization; revenues are used to support our work to advance nursing and health, and to provide our members with the programs and services they expect of their national professional association. As with any other organization, CNA requires stable revenues to survive and thrive.

At the core of its mandate, CNA aims to advance nursing excellence and positive health outcomes in the public interest. By creating a strong national and inclusive nursing body, nursing will gain a stronger advocacy voice. If more members join, CNA will have more stable financial resources to build and sustain the practice and educational programs nurses in all categories have been telling us they want.

How can CNA consider bringing all nurses under one professional association when some of us believe RN positions are being filled by nurses in other categories?

Canadians deserve the right provider delivering the right care (appropriate, safe, effective and satisfying) in the right place and time. Let’s be clear. CNA has always opposed the practice of employers replacing any care providers based purely on saving money, and we will continue to do so. Economics will always influence policy decisions, but rigorous evidence, experience and common sense must also drive the decision-making. We will continue to bring these considerations to policy tables.

The health needs of Canadians are changing, and the ways we deploy our nursing workforces will change too. The jobs of 1950 are different from those today; and those we do today will be
just as different in 2050. The evolving competencies required to care for diverse populations may mean having many types of care providers. We don’t know it today but a generation from now there may be an entirely new sort of nursing professional created. Who knows? But there are and will continue to be huge unmet demands for care; there is plenty of work to go around.

In advocating for nursing and health, it’s CNA’s duty to deliver evidence and advice to governments, employers and Canadians about how we safely deploy the right number and mix of nurses — and in what circumstances a specific category of nurse is warranted.

We are not suggesting that strong professional representation among the regulated categories should be abolished in the provinces and territories; we are talking about ways to build a more effective, inclusive voice at the pan-Canadian level. We know from other associations that there is power in having strong, intra-professional collaboration within one association, working together to deliver messages about how nursing, and all of us in the profession, can deliver better health, better care and better value for Canadians.

CNA is currently conducting a survey on intra-professional collaboration. Is this related to the membership expansion vote?

The recent survey on intra-professional collaboration is not connected to the proposed membership expansion. The survey results will be beneficial, regardless of the outcome of the membership expansion vote at the annual meeting. The survey lets all nurses give their input on strategies to strengthen intra-professional collaboration. In the second phase of the survey, based on the items that nurses deemed important, CNA will ask respondents to determine which priority areas it should act on. Read more about this survey and nursing collaboration in a feature article, “Better Together,” in the January/February Canadian Nurse.

When and how will this membership change be voted on?

Voting delegates, who are selected in advance of the CNA annual meeting of members, will decide on the proposed bylaw amendment. A two-thirds majority is required for this bylaw to pass.

Only designated voting delegates in attendance may vote.

You can also watch the annual meeting:

- In person — Shaw Centre, Ottawa, 8:30 a.m. to 4:30 p.m. ET
- Online — via live Facebook streaming, cna-aiic.ca/meeting, 8:30 a.m. to 4:30 p.m. ET
Legal Terms

The information below on important terms is being provided to inform discussion and decision on the proposed amendments to CNA’s articles and bylaws. This document uses some specific legal terms with which readers may be unfamiliar. For ease of reference, we have included definitions of some of the key terms used herein. Additional relevant definitions may be found in the CNA bylaws and the Canada Not-for-profit Corporations Act (the “Act”).

Articles: CNA has Articles of Continuance, a legal document that evidences the existence of the corporation and sets out specific rules as to directors, members and governance of the corporation.

Bylaws: The bylaws of a corporation are the rules adopted by the directors and members to govern the internal operations of the corporation.

Fundamental change: Fundamental changes are certain major changes to a corporation (e.g., a change to its articles of incorporation or an amalgamation), which, as per the Act, must be approved by the members of the corporation by Special Resolution. A Special Resolution is a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Member: A member is an organization or group that has been admitted to membership in CNA in accordance with the articles and bylaws of the corporation, and that has certain rights by virtue of such membership. These rights are set out in the Act, as well as in the articles and bylaws, and include the right to vote, to obtain information and to attend meetings. In CNA’s case, the members are:

Class A – Jurisdictional Members

Class B – Canadian Nursing Students’ Association

Class C – Canadian Network of Nursing Specialties

Class D – Family of Nursing Members (independent and retired)
Special Resolution

Because the proposed amendments to CNA’s articles and bylaws are fundamental changes within the meaning of the Canada Not-For-Profit Corporations Act, they must be approved by Special Resolution – or two thirds of the members voting on it. The wording of the Special Resolution is provided below.

SPECIAL RESOLUTION OF MEMBERS OF CANADIAN NURSES ASSOCIATION (the “Corporation”)

AMENDMENT OF BY-LAWS AND APPROVAL OF ARTICLES OF AMENDMENT

BE IT RESOLVED AS A SPECIAL RESOLUTION that:

1. the general operating by-law of the Corporation (the “By-Law”) be amended and is hereby approved in the form attached hereto as Appendix “A”;

2. the Articles of Amendment of the Corporation (the “Articles”) be amended and is hereby approved in the form attached hereto Appendix “B”;

3. any officer or director of the Corporation is hereby authorized to take all such actions and execute, deliver and file all such documents, including the Articles and By-Law, which are necessary or desirable for the implementation of this resolution.

The members of the Corporation hereby consent to the foregoing resolutions pursuant to the provisions of the Canada Not-for-Profit Corporations Act.
Appendix A: Proposed Bylaw Amendments 2018

Tracked changes indicate proposed revisions to CNA’s current 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 “Fees” has the meaning set out in Article 15;

1.8 “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”;

1.9 “Independent Nurse” means a Registered Nurse who does not belong to a nursing organization that is a Jurisdictional Member;
1.10 "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;

1.11 “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;

1.12 “Nurse” means an individual who is recognized to practice as a nurse by a regulatory body of nurses in a Canadian province or territory;

1.13 “Nurse Emeritus” means an individual who was a Registered Nurse and who has retired from practice and is no longer licensed with recognized to practice as a nurse by a nursing regulatory body in Canada;

1.14 "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;

1.15 "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

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

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

1.18 “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.
11. **Membership Conditions.** Subject to the articles of the Corporation, there shall be four classes of Members in the Corporation, namely, Class A Jurisdictional Members, Student Members, Class B Members, Class C Nursing Specialty Members and Class D Family of Nursing 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 Jurisdictional 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) make payment of the Fees as set out in Article 15;

(d) have applied and have been accepted for Class A voting membership in as Jurisdictional Members of the Corporation.

11.2 As set out in the Articles, each Class A Jurisdictional Member is entitled to receive notice of, attend and vote at all Meetings of Members. Each Class A Jurisdictional 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 Jurisdictional 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 As at the June 21, 2017, annual meeting of members, the Class A Members are: Association of Registered Nurses of British Columbia, College and Association of Registered Nurses of Alberta, Saskatchewan Registered Nurses’ Association, Association of Registered Nurses of Manitoba, Nurses Association of New Brunswick, College of Registered Nurses of Nova Scotia, 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.

11.3 **Class B Student Members (“Canadian Nursing Students’ Association”).** Class B, Student 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 as Student Members of the Corporation.

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

11.5 At the date of continuance, the Class B Members are: the Canadian Nursing Students’ Association.

11.6 Class C Members (“Canadian Network of Nursing Specialties”). Class C Nursing Specialty Members. Nursing Specialty 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 as Nursing Specialty Members of the Corporation.

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

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

11.9 Class D Members (“Family of Nursing Members”). Class D Family of Nursing 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 as Family of Nursing Members of the Corporation.
11.10 As set out in the Articles, each Class D Family of Nursing Member is entitled to receive notice of, attend and vote at all meetings of Members. Each Class D Family of Nursing Member shall be entitled to exercise five (5) votes at all Meetings of Members. Notwithstanding anything else in this By-law, a Class D Family of Nursing 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.

11.11 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.

11.12 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of Members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1) (e), (h), (l) or (m) of the Act.

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 Jurisdictional Members 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 (collectively, the “Fees”), based on the number of Registered Nurses affiliated with such Class A Jurisdictional Member. Such fees will be fixed by resolution and voted on by Class A Jurisdictional Members at an Annual Meeting of CNA to become effective as determined by the Board. For the purposes of this Article 15, the number of Registered Nurses affiliated with a Class A Jurisdictional Member shall be no less than all of the Registered Nurses and Nurse Practitioners with a current practising license/registration who are members or registrants of such Member.

The membership fees for all other classes of membership 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 10 Directors representing the Class A Jurisdictional Members, each of whom shall serve for a term of two (2) years. In each year the Class A Jurisdictional Members shall elect a number of Directors equal to the number of Directors elected by the Class A Jurisdictional Members whose terms have expired. The individual elected as a Director to represent the Class A Jurisdictional Members may be the president of such Class A Jurisdictional Members or their designate, but is not required to be the president or designate of such Class A Jurisdictional Members;

30.3 in each year the Class B Student 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 Nursing Specialty Members. In every year the Class C Nursing Specialty Members shall elect one Director to serve for a term of two years;

30.5 in every second year the Members shall elect one Director to represent Registered Nurses in Ontario, for a term of two years;

30.6 in every second year the Members shall elect one Director to represent Registered Nurses in Quebec, for a term of two years;

30.7 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 each 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 pertained or otherwise founded on such 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 21st day of June, 2017.

______________________________
Barbara Shellian_____
President, June 21, 2017
Schedule “A”
Fundamental Changes

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.
Appendix B: Articles of Amendment of the Corporation

The Corporation is authorized to establish four classes of members: Jurisdictional Members, Student Members, Nursing Specialty Members and Family of Nursing Members, as follows:

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

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

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

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