Important Terms

These documents use 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 By-laws 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. On CNA’s continuance to the Act, the *Articles of Continuance* replaced the *Letters Patent and Supplementary Letters Patent*.

**By-laws:** The by-laws 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, as well as by each class of members affected by the change, by Special Resolution.

**Member:** A member is an organization or group that has been admitted to membership in CNA in accordance with the articles and by-laws 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 by-laws 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).

**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.
Introduction
Historically, the Canadian Nurses Association (CNA) has been grounded in requiring universal membership of its jurisdictional members (Class A Members), meaning that each jurisdictional member has been required to pay fees or purchase services from CNA for each active registered nurse or nurse practitioner that is currently practising and affiliated with that jurisdictional member. This principle is consistent with that of other key nursing organizations — the unions and regulators — and has been the norm over CNA’s history. Universal membership has kept CNA strong, ensuring that it represents the professional voice of nursing from coast to coast to coast.

At the March 2015 board of directors meeting, the board considered and recommended a change to CNA’s by-laws that, if approved, will reaffirm the requirement of universal membership for jurisdictional members. The board believes that incorporating this long-standing practice into CNA’s by-laws will provide clarity to all Class A Members. This clarity is particularly important under the new not-for-profit act, which has led to the creation of more than one membership class, each having different responsibilities and accountabilities.

This proposed by-law change is an opportunity to formalize what traditionally has been part of CNA’s core structure. It recognizes the commitment of the Class A Members to CNA by providing additional specificity regarding membership roles, responsibilities and accountability. It also supports the principle of equity, recognizing those Class A Members that bring all of their members to CNA.

Proposed By-law Change
Since this by-law amendment is considered to be a “Fundamental Change” within the meaning of the Act, it requires approval by a Special Resolution of the members. In addition, this amendment must be approved by a class vote of the Class A Members, also by Special Resolution. As noted above, a Special Resolution requires two-thirds of the votes cast on the motion.

The Board has recommended amendments to Articles 1, 11 and 15 of CNA’s by-laws, as set out below, with the current language of the by-laws in black and the proposed changes in red. These changes have been reviewed by CNA’s legal counsel.
1. Definitions

“Fees” has the meaning set out in Article 15;

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) make payment of the Fees as set out in Article 15;

(d) 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.
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 *(collectively, the Fees)*, 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. **For the purposes of this Article 15, the number of Registered Nurses affiliated with a Class A 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.”**