



By-Law No. 1

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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 ~~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 ~~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 ~~1.3~~ "**Board**" means the board of directors of CNA ~~and "**Director**" means a member of the Board;~~

1.4 ~~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 ~~1.5~~ "**CEO**" means Chief Executive Officer, the employee who reports directly to the Board;

1.6 ~~1.6~~ "**CNA**" or "**Corporation**" means Canadian Nurses Association;

1.7 "**Director**" means a member of the Board;

~~1.7 — "**Fees**" has the meaning set out in Article 15;~~

~~1.8 —~~

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 Nurse who does not belong to a nursing organization that is a Jurisdictional Member;~~

~~1.10~~—

1.9 “Licensed Practical Nurse” means an individual that is licensed to practice as a licensed practical nurse by a Regulatory Body;

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 ~~1.11~~ “**Member**” means an ~~organization~~ individual Nurse, Nurse Practitioner, Nursing Student or ~~group~~ Nurse Emeritus that has been admitted to membership in the Corporation in accordance with the Articles and these By-laws and ~~which~~ who has the right to vote at Meetings of Members;

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

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

1.14 “Nurse Practitioner” means an individual who is licensed to practice as a nurse practitioner by a Regulatory Body;

1.15 “Nursing Student” means a nursing student enrolled in a Canadian educational program for entry to practice as a Nurse;

1.16 ~~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;

1.17 ~~1.15~~ "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast on that resolution;

1.18 ~~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;

1.19 “Registered Practical Nurse” means an individual that is licensed to practice in Ontario as a registered practical nurse by a Regulatory Body;

1.20 “Registered Psychiatric Nurse” means an individual that is licensed to practice as a registered psychiatric nurse by a Regulatory Body;

1.21 “Registered Nurse” means an individual that is licensed to practice as a registered nurse by a Regulatory Body;

1.22 “Regulatory Body” means a nursing licensing or registration body or professional college representing Nurses in a Canadian province or territory and that meets such other criteria as the Board may determine. To be a member in “good standing” of a Regulatory Body a Nurse must be licensed to practice by such body without a then-current suspension or revocation of such license;

1.23 ~~1.17~~ “**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.~~
3. **Equity, Diversity and Inclusion.** The Corporation affirms its commitment to inclusion and the dismantling of racist and systemic discriminatory practices within the organization, nursing, and health care, including as to its internal practices, nomination procedures and ensuring that the Corporation reflect the diversity of nurses in what is now called Canada.
4. ~~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.

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

5.1 ~~8.1~~ borrow money on the credit of the Corporation;

5.2 ~~8.2~~ issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

5.3 ~~8.3~~ give a guarantee on behalf of the Corporation; and

5.4 ~~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.

6. ~~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

7. ~~11.~~ **Membership Conditions.** Subject to the Articles, there shall be ~~four classes~~ one (1) class of Members in the Corporation, ~~namely Jurisdictional Members, Student Members, Nursing Specialty Members and 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~~ ~~—~~ **Jurisdictional Members.** ~~Jurisdictional membership~~ Membership shall be available only to ~~organizations or corporations~~ Nurses, Nursing Students and Nurses Emeritus that: ~~(a)~~ are interested in furthering the Corporation's purposes;

~~(b)~~ ~~—~~ are a provincial or territorial nursing association, professional college or another body representing 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 as Jurisdictional Members of the Corporation.

~~11.2 — As set out in the Articles, each Jurisdictional Member is entitled to receive notice of, attend and vote at all Meetings of Members. 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.~~

~~11.3 — **Student Members.** 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 Nurse** and that meets such other criteria as the Board may determine;~~

~~(c) have applied and have and who have applied for and been accepted as **Student** Members of the Corporation.~~

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

~~11.5 — **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 as Nursing Specialty Members of the Corporation.~~

~~11.6 — As set out in the Articles, each Nursing Specialty Member is entitled to receive notice of, attend and vote at all meetings of Members. Each Nursing Specialty Member shall be entitled to exercise ten (10) votes at all Meetings of Members.~~

~~11.7 — **Family of Nursing Members.** 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;~~

~~(e) — have applied and have been accepted as Family of Nursing Members of the Corporation.~~

~~11.8 — As set out in the Articles, each Family of Nursing Member is entitled to receive notice of, attend and vote at all meetings of Members. Each 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 Family of Nursing Member shall only be entitled to vote at Meetings of the Members if such Member represents one thousand (1000) or more Nurses, or in the case of the Nurse Emeritus group One Thousand (1000) or more Nurses Emeritus.~~

7.1 ~~11.9~~ 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.~~

7.2 Notwithstanding anything else in this By-Law, the membership structure set-out in this section 7 shall be implemented effective as of January 1st, 2022. For further certainty, until January 1st, 2022 the membership structure in force immediately prior to approval of this By-Law shall remain in force.

8. **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:

8.1 ~~14.1~~ violating any provision of the Articles, By-laws, or written policies of the Corporation;

8.2 ~~14.2~~ carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;

8.3 ~~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.

- 9. ~~15.~~ Membership Dues.** ~~Jurisdictional~~ Members shall pay an annual 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 Nurses affiliated with such Jurisdictional Member.~~ Such fees will be fixed by resolution and voted on by 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 Nurses affiliated with a Jurisdictional Member shall be no less than all of the Nurses 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~~ section 8 of the By-laws, as this constitutes a breach of the By-laws.

- 10. ~~16.~~ Termination of Membership.** A membership in the Corporation is terminated when:

10.1 ~~16.1~~ in the case of a Member ~~that is a corporation, the corporation is dissolved~~ dies;

10.2 ~~16.2~~ a Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;

10.3 ~~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.~~

10.4 ~~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

10.5 ~~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

11. ~~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:

11.1 ~~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

11.2 ~~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.

12. ~~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~~section 11 of the By-laws ~~of the Corporation.~~

13. ~~20.~~ **Members Calling a Members' Meeting.** The Board shall call a special meeting of Members in accordance with ~~Section~~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; ~~5~~ unless the Board decides otherwise.

14. ~~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.

15. ~~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.

16. ~~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 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~~ 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.

17. ~~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 ~~Nurse Board members~~ Directors who are Nurses shall be chosen by the ~~Corporation's~~ Board.

18. ~~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~~ thirty (30) 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.

19. ~~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:

19.1 ~~26.1~~ enables the votes to be gathered in a manner that permits their subsequent verification, and

19.2 ~~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.

20. ~~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.

21. ~~28.~~ **Members' Meeting Held Entirely by Electronic Means.** If the Directors or Members of the Corporation call a ~~meeting~~ 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.

22. **Votes to Govern at Members' Meetings.** At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by an Ordinary Resolution. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

BOARD OF DIRECTORS AND OFFICERS

~~29. **Powers and Functions of the Board.** The Corporation's Board shall manage the activities and affairs of the Corporation.~~

23. **Officers.** The officers of the Corporation shall be:

- 23.1 the President;
- 23.2 the President-Elect;
- 23.3 the Vice-President; and
- 23.4 the CEO.

The President, President-Elect and Vice-President shall each be either a Registered Psychiatric Nurse, a Nurse Practitioner, a Licenced Practical Nurse (or, if from Ontario, a Registered Practical Nurse) or a Registered Nurse. In addition, of the Offices of the President, President-Elect and Vice-President, the Corporation desires that one of each such Offices be filled by an individual that is a Registered Psychiatric Nurse, a Nurse Practitioner, a Licenced Practical Nurse or a Registered Nurse such that three of the four of those categories are represented among such Officers at all times. In each year where the election of the President-Elect is required, the Nominating Committee shall issue a call for nominations to recruit appropriate candidates to fulfill the requirements of this section 23. If no such appropriate candidates are recruited in response to the first call for nominations, the Nominating Committee shall issue a second call for nominations and use its best efforts to recruit appropriate candidates. In the event that following such second call for nominations there are no appropriate candidates to fulfill the requirements of this section 23, those requirements shall be deemed not to apply for the purpose of the election of Directors in such year.

24. ~~30.~~ **Board Composition and Term.** The majority of Directors shall be Nurses. In addition to the requirements of the Act and these By-Laws, all Directors shall meet the requirements for Directors set out in Board policy. The Board shall consist of ~~the~~ between seven (7) and eleven (11) Directors, as set-out in its Articles. The number of Directors ~~specified in~~ the Board within that range may be set by the Members by Special Resolution or by the Board if the Members delegate this authority to the Board; however, the range itself may only be amended by amending the Articles ~~as follows~~ of the Corporation:

24.1 ~~30.1~~ in every second year the Members shall elect one individual to serve a term of four years, the first two (2) years of which they shall serve as a Director and the President-Elect and the ~~second~~ following two (2) years of which they shall serve as Director and President. In addition to the other criteria in these By-laws, in order to be eligible for election or to serve as President or President-Elect, an individual must be a Nurse that is a member in good standing of a Regulatory Body;

~~30.2~~ — there shall be 10 Directors representing

24.2 in every second year the ~~Jurisdictional~~ Members, ~~each of whom~~ shall elect one (1) individual to serve as a Director and Vice-President for a term of two (2) years. ~~In each;~~

24.3 in every second year the ~~Jurisdictional~~ Members shall elect ~~a number of Directors equal to the number of Directors elected by the Jurisdictional Members whose terms have expired. The individual elected as a Director to represent the Jurisdictional Members may be the president of such Jurisdictional Members or their designate, but is~~ one (1) individual to serve as the Public Representative Director for a term of two (2) years. The Public Director shall not ~~required to be the president or designate of such Jurisdictional Members~~ a Nurse;

24.4 ~~30.3~~ in ~~each~~ every second year the ~~Student~~ Members shall elect ~~one individual up to four (4) additional individuals~~ to serve as ~~a Director for a term of one year;~~

~~30.4~~ — there shall be two Directors ~~elected by the Nursing Specialty Members. In every year the Nursing Specialty Members shall elect one Director to serve~~ for a term of two (2) years; the number of which shall be determined in accordance with the resolution referenced in section 24 above.

25. Transitional Board and Officers.

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

~~30.6~~ — in every second year the Members shall elect one Director to represent 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

25.1 Following approval of this By-Law by the Members, the Board shall have eleven (11) Directors and be constituted as follows (the “Transitional Board”):

25.1.1 Directors then-currently serving a term to end in 2022 will continue in office for the duration of their term.

25.1.2 at the annual Meeting of Members at which this By-Law is approved, the Members shall elect two (2) additional Directors to serve for a term of one (1) year on the Transitional Board, ending at the following annual Meeting of Members (the “Additional Directors”). One of the Additional Directors shall be a Nursing Student and the other Additional Director shall be affiliated with a Nursing Specialty Member, as such term was defined immediately prior to the approval of this amended By-Law.

25.2 Following approval of this By-Law by the Members, the Officers in office on approval of this By-Law shall remain in office for the duration of their respective terms (the “Transitional Officers”).

25.3 Notwithstanding anything else herein, the Transitional Board shall not be constituted in accordance with section 24 and the Transitional Officers shall not be elected in accordance with section 23 or compliant with the terms thereof.

25.4 At the first annual Meeting of Members following approval of this By-Law, the Members will elect a new Board that complies with the provisions of section 24, provided that half of the Directors that are not the President-Elect and President shall be elected for term of one (1) year and half of such Directors shall be elected for a term of two (2) years. Thereafter, all Directors will be elected as provided for in section 24. If a sufficient number of candidates for Director do not choose to seek office for either a one (1) or two (2) year term, the determination as to which Directors will be elected for one (1) and two (2) year terms shall be made by the Nominating Committee.

25.5 At the ~~first~~ annual ~~meeting. In addition to the requirements of the Act, all Directors shall meet the requirements for Directors set out in Board policy~~ Meeting of Members following approval of this By-Law, a President-Elect shall be elected in accordance with section 23 and thereafter the Officers shall be elected in accordance with its terms.

26. Eligibility Criteria for Directors. The majority of meetings of the Board take place via electronic means. Therefore, only individuals who consent to Board meetings being held by such electronic means are eligible to seek office as a Director.

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

27.1 ~~32.1~~ the Director resigns by delivering a written resignation to the President of the Corporation;

- 27.2 ~~32.2~~ the Director is found by a court to be of unsound mind;
- 27.3 ~~32.3~~ the Director becomes bankrupt or suspends payment or compounds with such Director's creditors;
- 27.4 ~~32.4~~ if the Director is convicted of a criminal offence;
- 27.5 ~~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;
- 27.6 ~~32.6~~ the ~~director~~Director dies;
- 27.7 ~~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.
28. ~~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.
29. ~~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 a Nurse.~~
- ~~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.~~
30. ~~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, provided such candidate is elected by Ordinary Resolution. 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 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

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

32. ~~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.

33. ~~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.

34. ~~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.

35. ~~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.

36. ~~46.~~ **Participating in Meetings by Electronic Means.** ~~If a majority of the Directors consent thereto, a~~ 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.

37. ~~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

~~38.~~ 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:

- 38.1 ~~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;
- 38.2 ~~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~~39.1 the Board may approve such advance.

DISPUTE RESOLUTION

39. ~~53.~~ **Mediation and Arbitration**

- 39.1 ~~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~~section 40.
- 39.2 ~~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.
- 39.3 ~~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.
- 39.4 ~~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~~section 40.

- 39.5 ~~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.
- 39.6 ~~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.
- 39.7 ~~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.
- 39.8 ~~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

40. ~~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.
41. ~~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.
42. ~~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.
43. ~~57.~~ **Amendment of Bylaws.** Subject to the ~~articles~~ 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.

44. ~~58.~~ **Effective Date.** Subject to matters requiring a Special Resolution, this By-law shall be effective when made by the Board.

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.

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