

**By-law # 1 of**

**The Canadian Council of Cardiovascular Nurses  
Conseil canadien des infirmières et infirmiers en soins  
cardiovasculaires**

**June 6, 2013**

## Contents

ARTICLE I – GENERAL .....	4
1.01 Definitions .....	4
1.02 Interpretation .....	4
1.03 Corporate Seal .....	4
1.04 Execution of Documents .....	5
1.05 Financial Year .....	5
1.06 Banking Arrangements.....	5
1.07 Annual Financial Statements .....	5
ARTICLE II - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION .....	5
2.01 Membership Conditions .....	5
2.02 Notice of Meeting of Members .....	7
2.03 Absentee Voting by Mail Ballot .....	7
2.04 Absentee Voting by Proxy.....	7
2.05 Fundamental Changes .....	8
ARTICLE III - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE.....	8
3.01 Membership Dues.....	8
3.02 Termination of Membership.....	8
3.03 Discipline of Members .....	8
ARTICLE IV – MEETINGS of MEMBERS .....	9
4.01 Persons Entitled to be Present .....	9
4.02 Chair of the Meeting.....	9
4.03 Quorum.....	9
4.04 Votes to Govern .....	9
ARTICLE V – BOARD OF DIRECTORS .....	10
5.01 Composition .....	10
5.02 Election and Term .....	10
ARTICLE VI – MEETINGS OF DIRECTORS .....	11
6.01 Calling of Meetings .....	11
6.02 Notice of Meeting .....	11
6.03 Regular Meetings .....	11
6.04 Votes to Govern .....	11
6.05 Committees.....	11
6.06 Quorum .....	12
ARTICLE VII - OFFICERS.....	12
7.01 Description of Offices.....	12
7.02 Vacancy in Office.....	12
ARTICLE VIII — NOTICES.....	13
8.01 Method of Giving Notices .....	13
8.02 Invalidity of any provisions of this by-law .....	13
8.03 Omissions and Errors .....	13

ARTICLE IX — DISPUTE RESOLUTION ..... 14  
9.01 Mediation and Arbitration ..... 14  
9.02 Dispute Resolution Mechanism ..... 14  
ARTICLE X — EFFECTIVE DATE ..... 15  
10.01 Effective Date ..... 15

## **ARTICLE I – GENERAL**

### **1.01 Definitions**

In this by-law and all other by-laws of the Council, unless the context otherwise requires:

- a) “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;
- b) “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Council;
- c) “board” means the board of directors of the Council and “director” means a member of the board;
- d) “by-law” means this by-law and any other by-law of the Council as amended and which are, from time to time, in force and effect;
- e) “Council” means The Canadian Council of Cardiovascular Nurses/Conseil canadien des infirmières et infirmiers en soins cardiovasculaires
- f) “meeting of members” includes an annual meeting of members or a special meeting of members;
- g) “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;
- h) “proposal” means a proposal submitted by a member of the Council that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- j) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution; and
- k) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### **1.02 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 in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **1.03 Corporate Seal**

The Seal, an impression whereof, is stamped on the margin hereof, shall be the seal of the Council. The secretary of the Council shall be the custodian of the corporate seal.

#### **1.04 Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the Council, shall be signed by such directors or officers as are authorized by the Board from time to time. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Council to sign specific contracts, documents and instruments in writing. The directors may give the Council's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds and other securities of the Council. The seal of the Council when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Council to be a true copy thereof.

#### **1.05 Financial Year**

The financial or fiscal year of the Council shall terminate on such date as the Board of Directors may determine from time to time by Resolution

#### **1.06 Banking Arrangements**

The banking business of the Council shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Council and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

#### **1.07 Annual Financial Statements**

The Council 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 Council and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

### **ARTICLE II - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION**

#### **2.01 Membership Conditions**

Subject to the articles, there shall be five classes of members in the Council, namely, Registered Nurse, Retired Nurse, Student Nurse, Associate Non-Registered Nurse, and Honorary. The Board of Directors of the Council may, by resolution, approve the admission of the members of the Council. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

**Registered Nurse**

Upon application to the Council, Registered Nurse membership in the Council may be granted to a practicing or non-practicing registered nurse who supports and is interested in furthering the objectives of the Council.

The term of membership of a Registered Nurse voting member shall be annual, subject to renewal in accordance with the policies of the Council.

As set out in the articles, each Registered Nurse voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Registered Nurse voting member shall be entitled to one (1) vote at such meetings.

**Retired Nurse**

Upon application to the Council, Retired Nurse membership in the Council may be granted to a former member of the Council who does not currently hold a professional nurse's association registration who supports and is interested in furthering the objectives of the Council.

The term of membership of a Retired Nurse voting member shall be annual, subject to renewal in accordance with the policies of the Council.

As set out in the articles, each Retired Nurse voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Retired Nurse voting member shall be entitled to one (1) vote at such meetings.

**Student Nurse**

Upon application to the Council, Student Nurse membership in the Council may be granted to an individual who is enrolled in a basic program leading to licensing as a registered nurse.

The term of membership of a Student Nurse member shall be annual, subject to renewal in accordance with the policies of the Council.

As set out in the articles, each Student Nurse member is entitled to receive notice of, and attend at all meetings of members and each such Retired Nurse voting member shall be entitled to one (1) vote at such meetings.

**Associate Non-Registered Nurse**

Upon application to the Council, Associate Non-Registered Nurse membership in the Council may be granted to an individual who supports and is interested in furthering the objectives of the Council.

The term of membership of an Associate Non-Registered Nurse member shall be annual, subject to renewal in accordance with the policies of the Council.

As set out in the articles, each Associate Non-Registered Nurse member is entitled to receive notice of, and attend at all meetings of members but each such Associate Non-Registered Nurse member shall not be entitled to vote at such meetings.

### **Honorary Member**

Honorary membership in the Council may be granted to an individual who may or may not be a nurse, but who has given outstanding support and assistance to the Council.

The term of membership of an Honorary member shall be perpetual, in accordance with the policies of the Council.

As set out in the articles, each Honorary member is entitled to receive notice of, and attend at all meetings of members but each such Honorary member shall not be entitled to vote at such meetings.

### **2.02 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to attend the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to attend the meeting, at least 14 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to attend the meeting, at least 14 days before the day on which the meeting is to be held.

### **2.03 Absentee Voting by Mail Ballot**

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Council has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the Council without it being possible for the Council to identify how each member voted.

### **2.04 Absentee Voting by Proxy**

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by appointing in writing a proxy holder and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements in subsection 74 (2) of the Regulations.

Collection of Proxy - Each instrument appointing a proxy shall be filed with the Council not later than one week (7) days prior to the date set for the meeting. Instruments appointing a proxy shall be verified by the Secretary prior to such meeting being opened.

Form of Proxy - An instrument appointing a proxy shall be written under the hand of the appointer or his attorney duly authorized in writing, and shall be in any form of which the Board shall approve subject to the requirements of subsection 74 (2d) of the Regulations. The instrument appointing a proxy must allow for an authorization or a denial by the appointer or his attorney duly authorized in writing, for use of the proxy on matters which may come from the floor.

Every question submitted to a meeting of members of the Council shall be voted on in the first instance by a voice vote. Any member can then demand a standing vote. Any member can then demand that proxy votes be counted and added to the standing vote. Proxy votes can be counted and added to the standing vote for any vote being brought before the meeting which shall include motions made from the floor.

### **2.05 Fundamental Changes**

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the 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).

## **ARTICLE III - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **3.01 Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within sixty (60) days of the membership renewal date, the members in default shall automatically cease to be members of the Council.

### **3.02 Termination of Membership**

A membership in the Council is terminated when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualifications for membership described in Section 2.01 of these bylaws;
- c) the member resigns by delivering a written resignation to the chair of the board of the Council in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires; or
- f) the Council is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the **Council** automatically cease to exist.

### **3.03 Discipline of Members**

The board shall have authority to suspend or expel any member from the Council for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Council;



b) carrying out any conduct which may be detrimental to the Council as determined by the board in its sole discretion;

c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Council.

In the event that the board determines that a member should be expelled or suspended from membership in the Council, 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, 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 Council. 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.

#### **ARTICLE IV – MEETINGS of MEMBERS**

##### **4.01 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Council and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Council to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

##### **4.02 Chair of the Meeting**

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

##### **4.03 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be ten (10) 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.

##### **4.04 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. 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.

## **ARTICLE V – BOARD OF DIRECTORS**

### **5.01 Composition**

The property and business of the Council shall be managed by a Board of not less than nine (9) and not more than fifteen (15) Directors comprised of:

One (1) individual who shall have voting member status elected as President;

One (1) individual who shall have voting member status elected as President Elect;

One (1) individual who shall have voting member status elected as Past-President;

One (1) individual who shall have voting member status elected as Secretary Treasurer;

One (1) individual who shall have voting member status elected as Director, Professional Education;

One (1) individual who shall have voting member status elected as Director, Health Promotion and Advocacy;

One (1) individual who shall have voting member status elected as Director, Research;

One (1) individual who shall have voting member status elected as Director, National Conference;

One (1) individual who shall have voting member status elected as Director, Publications;

One (1) individual who shall have voting member status elected as Director, Membership;

One (1) individual who shall have voting member status elected as Director, Provincial Divisions; and

One (1) individual who shall have voting member status elected as Student nurse representative

Three (3) individuals who shall have voting member status elected as Directors at large

### **5.02 Election and Term**

Subject to these bylaws and the articles, any member in good standing of the Council may be nominated in accordance with the rules and regulations established by the Board from time to time and elected by the Members at each annual meeting at which an election of directors is required for a term expiring not later than three (3) years following their election.

At the end of their term, directors may stand for, and be re-elected by the voting members for a further consecutive three (3) years to a maximum of six (6) consecutive years.

Former directors may stand for election by the voting members provided that they have not exercised the office of director for a minimum of two (2) years following the end of their last term.

## **ARTICLE VI – MEETINGS OF DIRECTORS**

### **6.01 Calling of Meetings**

Meetings of the Board shall be held within one (1) month prior to the AGM and within one (1) following the end of the Annual Fall Conference.

Meetings of the board may be called by the chair of the board, the vice-chair of the board or upon the requisition in writing of thirty-three percent (33%) or three (3) of the Directors

### **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Council not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **6.03 Regular Meetings**

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 resolution 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.

### **6.04 Votes to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote

### **6.05 Committees**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

## **6.06 Quorum**

Thirty-three (33) percent of the Directors shall constitute a quorum at any meeting of the Board of Directors.

## **ARTICLE VII - OFFICERS**

### **7.01 Description of Offices**

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Council shall have the following duties and powers associated with their positions:

**President** – The President shall preside at all meetings of the board of directors and of the members. The President shall have such other duties and powers as the board may specify.

**Chief Staff Officer** – If appointed by the Board, the Chief Staff Officer shall be the chief executive officer of the Council and shall be responsible for implementing the strategic plans and policies of the Council. The president shall, subject to the authority of the board, have general supervision of the affairs of the Council.

**Secretary-Treasurer** - The Secretary-Treasurer shall attend and be the secretary of all meetings of the board, members and committees of the board. The Secretary-Treasurer shall enter or cause to be entered in the Council's minute book, minutes of all proceedings at such meetings; the secretary-treasurer shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Council.

The powers and duties of all other officers of the Council shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **7.02 Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Council. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed,
- b) the officer's resignation,
- c) such officer ceasing to be a director (if a necessary qualification of appointment) or
- d) such officer's death.

If the office of any officer of the Council shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **ARTICLE VIII — NOTICES**

### **8.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Council or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Council in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Council to any notice or other document to be given by the Council may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **8.02 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.

### **8.03 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 Council 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.

## **ARTICLE IX — DISPUTE RESOLUTION**

### **9.01 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Council are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

### **9.02 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Council arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Council is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Council as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Council) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Council is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

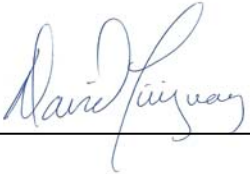
**ARTICLE X — EFFECTIVE DATE**

**10.01 Effective Date**

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Council, as enacted by the directors of the Council by resolution on the 17<sup>th</sup> day of September 2013 and confirmed by the members of the Council by special resolution on the 18<sup>th</sup> day of October 20X13.

Dated as of the 4<sup>th</sup> day of December 2013



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Executive Director