

**Nurse Practitioner Association of Canada
Association des infirmières et infirmiers praticien du Canada**

(note: passed under the name Canadian Association of Advanced Practice Nurses, pending formal name change with Incorporations Canada)

Corporate Bylaws

1.0 Definitions

1.1 In this by-law and all other by-laws of the Corporation, 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 Corporation;
- (c) “Associate Member” is defined in paragraph 8.3 of this by-law;
- (d) “board” means the board of directors of the Corporation and “director” means a member of the board;
- (e) “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;
- (f) “Honorary Member” is defined in paragraph 8.4 of this by-law;
- (g) “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;
- (h) “Member” means any Regular Member, Associate Member, or Honorary Member of the Corporation;
- (i) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (j) “proposal” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Right to submit and discuss) of the Act;
- (k) “Regular Member” is defined in paragraph 8.2 of this by-law;

- (l) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (m) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- (n) “Voting Member” means any Regular Member or Honorary Member of the Corporation.

2.0 Interpretation

- 2.1 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.
- 2.2 Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3.0 Execution of Documents

- 3.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4.0 Financial Year End

- 4.1 The financial year end of the Corporation shall be December 31 in each year.

5.0 Banking Arrangements

- 5.1 The banking business of the Corporation 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 Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

6.0 Borrowing Powers

- 6.1 The directors of the Corporation may from time to time:
- (a) borrow money on the credit of the Corporation;
 - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
 - (c) 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.
- 6.2 Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.
- 6.3 Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

7.0 Annual Financial Statements

- 7.1 The Corporation shall make available on the website of the Corporation the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members. The Corporation shall publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available on the website of the Corporation and notify all Members of such publication by email. Any Member may, on request, obtain a copy free of charge at the registered office by prepaid mail.

8.0 Membership Conditions

- 8.1 Subject to the articles, there shall be three (3) classes of Members in the Corporation, namely, Regular Members, Associate Members and Honorary Members. The board of directors of the Corporation may, by resolution, approve the admission of Members of the Corporation in any class. 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:

8.2 Regular Members

- (a) The status of a Regular Member shall be available only to individuals who have applied and have been accepted for Regular Membership in the Corporation
- (b) Regular Membership shall be available to individuals who are registered as nurse practitioners and who:
 - (i) Reside in any province or territory in Canada
 - (ii) Support the mission of the Corporation, AND;
 - (iii) Pay the prescribed fee.
- (c) The term of membership of a Regular Member shall be annual, subject to renewal or unless terminated in accordance with the policies of the Corporation.
- (d) As set out in the articles, each Regular Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Regular Member shall be entitled to one (1) vote at such meetings.
- (e) As set out in the articles, each Regular Member may, by resolution of the board of directors, be assigned to their regional sub-classification for purposes of electing director positions assigned to represent regions.

8.3 Associate Members

- (a) Non-voting Associate Membership shall be available only to individuals who have applied and have been accepted for Associate Membership in the Corporation.
- (b) Non-voting Associate Membership shall be available to :
 - (i) students pursuing a Nurse Practitioner designation and have NOT had experience in a Nurse Practitioner role
 - (ii) OR retired nurse practitioners
 - (iii) OR those with nurse practitioner registration who do not live in Canada,
 - (iv) AND;
 - (v) Support the mission of the Corporation, AND;
 - (vi) Pay the prescribed fee.
- (c) The term of membership of an Associate Member shall be annual, subject to renewal or unless terminated in accordance with the policies of the Corporation.
- (d) Subject to the Act and the articles, an Associate Member shall be entitled to receive notice of and to attend, but not to vote at, meetings of the Members of the Corporation.

- (e) Associate Members shall not be eligible for election as a Corporation director.

8.4 Honorary Members

- (a) Honorary Membership shall be conferred upon individuals suggested to the board by one or more Regular Members and approved by vote of the Voting Members at a General Meeting of the Members.
- (b) Honorary Membership may be granted to a Regular Member
 - (i) whose active participation and longstanding membership in the Corporation warrants such respect, AND;
 - (ii) who is recognized by Members for their contributions to Nurse Practitioner practice, AND;
 - (iii) who wishes to accept the status of Honorary Member.
- (c) The term of membership of an Honorary Member shall be for the life of the Honorary Member, except where the Honorary Member requests to discontinue their membership or unless the Honorary Membership is terminated in accordance with the policies of the Corporation.
- (d) Honorary Members shall not be required to pay any membership fee to the Corporation.
- (e) Each Honorary Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Honorary Member shall be entitled to one (1) vote at such meetings.
- (f) An Honorary Member shall not be eligible for election as a Corporation director.

- 8.5 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members (or, if subsection 199 of the Act applies, of each applicable class of Members) is required to make any amendments to this section of the by-laws if those amendments affect membership rights generally or the membership rights of one or more classes of Member and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9.0 **Membership Transferability**

- 9.1 A Member's membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the Members (or, if subsection 199 of the Act applies, of each applicable class of Members) is required to make any amendment to add, change or delete this section of the by-laws.

10.0 Notice of Members' Meeting

- 10.1 Notice of the time and place of a meeting of Members shall be given to each Member by posting the notice, no later than 30 days before the day on which the meeting is to be held, to the home page of the corporate web site on which information respecting the Corporation's activities is regularly posted.
- 10.2 Notice of the time and place of a meeting shall be given to each Member, no later than 30 days before the day on which the meeting is to be held, by email notification, using the email recorded by each Member in the membership data base.
- 10.3 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members..

11.0 Members Calling a Members' Meeting

- 11.1 The board of directors shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Voting Members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Voting Member who signed the requisition may call the meeting.

12.0 Membership Dues

- 12.1 Regular Members and Associate Members shall be notified by email of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Regular Members or Associate Members in default shall automatically cease to be Members of the Corporation.

13.0 Termination of Membership

- 13.1 A Member's membership in the Corporation is terminated when:
- (a) the Member dies or resigns;
 - (b) the Member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
 - (c) the term of membership of a Regular Member or Associate Member expires and is not renewed; or
 - (d) the Corporation is liquidated and dissolved under the Act.

14.0 Effect of Termination of Membership

14.1 Subject to the articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

15.0 Proposals Nominating Directors at Annual Members' Meetings

15.1 Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of Members entitled to vote at the meeting at which the proposal is to be presented.

16.0 Cost of Publishing Proposals for Annual Members' Meetings

16.1 The Corporation shall pay any cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the Voting Members present at the meeting.

17.0 Place of Members' Meeting

17.1 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 or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

18.0 Persons Entitled to be Present at Members' Meetings

18.1 The only persons entitled to be present at a meeting of Members shall be Regular Members, Associate Members and Honorary Members in good standing, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation 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 Voting Members.

19.0 Chair of Members' Meetings

- 19.1 In the event that the president and the president elect are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

20.0 Quorum at Members' Meetings

- 20.1 A quorum at any meeting of the Members shall be shall be no fewer than 50% of the Directors in addition to no fewer than 20 Regular Members, present in person or via a communication facility which complies with paragraphs **Error! Reference source not found.** and 22.1 of this by-law. If a quorum is present at the opening of a meeting of Members, the Voting Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

21.0 Votes to Govern at Members' Meetings

- 21.1 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 question by Voting Members. In case of an equality of votes either on a show of hands or on a ballot, including the results of electronic voting if applicable, the chair of the meeting in addition to an original vote shall have a second or casting vote.

22.0 Participation by Electronic Means at Members' Meetings

- 22.1 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 makes available.

23.0 Members' Meeting Held Entirely by Electronic Means

- 23.1 If the directors or Voting Members of the Corporation call a meeting of Members pursuant to the Act, those directors or Voting 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.

24.0 Absentee Voting at Members' Meetings

- 24.1 Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication facility 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 Corporation without it being possible for the Corporation to identify how each Member voted.
- 24.2 Absentee voting will take place through polling software that tracks the members who have cast a vote, but does not reveal how they voted. The software will collate the results of the vote.
- 24.3 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Voting Members is required to make any amendment to the by-laws of the Corporation to change this method of voting by Voting Members not in attendance at a meeting of Members.

25.0 Number of Directors

- 25.1 The board shall be comprised of the fixed number of directors, not less than the minimum and not greater than the maximum number of directors specified in the articles, as determined from time to time by the Voting Members by ordinary resolution.
- 25.2 The board of directors, by ordinary resolution, may assign a proportion of director positions to represent regions of Canada.

26.0 Term of Office of Directors

- 26.1 The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of Members following their election. Directors may serve up to three (3) additional terms upon confirmation to the board by a majority of Voting Members at a general meeting.

27.0 Calling of Meetings of Board of Directors

- 27.1 Meetings of the board may be called by the President, the President-elect or any two (2) directors at any time.

28.0 Notice of Meeting of Board of Directors

- 28.1 Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 14 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.

29.0 Regular Meetings of the Board of Directors

- 29.1 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.

30.0 Votes to Govern at Meetings of the Board of Directors

- 30.1 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.

31.0 Committees of the Board of Directors

- 31.1 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.

32.0 Appointment of Officers

- 32.1 The board may designate the offices of the Corporation, appoint officers on a biennial (every two (2) years) or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.

33.0 Description of Offices

- 33.1 Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
- (a) President – The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The president shall act as the chair of the board and, when present, preside at all meetings of the board of directors and of the Members. The president shall act as liaison and representation between the Corporation, the Canadian Nurses Association (CNA), key national and provincial advanced nursing practice agencies including the Clinical Nurse Specialist Association of Canada, the International Council of Nurses Nurse

Practitioner/Advanced Nursing Practice Network, and other individuals, groups or agencies interested in advanced nursing practice or the Corporation, except where the board delegates these responsibilities to other directors.

- (b) President-elect – If the president is absent or is unable or refuses to act, the president-elect, shall, when present, preside at all meetings of the board of directors and of the Members. The president-elect shall collaborate with the president and other officers to learn about the Corporation, advanced practice nursing issues, and the role of the president. The president-elect will be responsible for managing the process of awarding bursaries, scholarships, or grants controlled by the Corporation. The president-elect shall have such other duties and powers as the board may specify.
- (c) The Past President – The past president, should they agree, will continue as an officer for 2 years following completion of a presidential term. The past president shall call a nominating committee for officer elections, as required. The past-president shall have such other duties and powers as the board may specify.
- (d) Secretary – The secretary shall attend and be the secretary of all meetings of the board, Members and committees of the board. The secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the secretary 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 Corporation.
- (e) Treasurer – The treasurer shall maintain the financial records of the Corporation and facilitate the appropriate use of Corporation finances. The treasurer completes or causes to be completed within defined or accepted time frames all financial transactions. The treasurer prepares an annual budget, in collaboration with the directors, and communicates this budget to the membership by such means as defined by the board. Pursuant to subsection 172(1) of the Act, the treasurer prepares and communicates to the Members the annual financial statement.
- (f) Membership Coordinator – The membership coordinator shall maintain or cause to be maintained the membership list of the Association, approvals and confirmations of memberships, and notifications of pending membership renewal dates and fees. The membership coordinator seeks and approves block membership partnership agreements from provincial, territorial or regional representative Nurse Practitioner organizations represented within the Corporation. The membership coordinator identifies to the board opportunities to promote expanded membership. The membership coordinator ensures executive or senior personnel representation from each block member organization for the Nurse Practitioner council.
- (g) Communications Director – The communications director generates or causes to be generated a Corporation newsletter a minimum of three (3) times yearly. The communications director maintains and continuously improves, or causes

maintenance and improvement to the Corporation website. The communications director solicits or causes the solicitation of paid advertisements for the website and newsletter to support Corporation revenues

- 33.2 The powers and duties of all other officers of the Corporation 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.

34.0 Vacancy in Office

- 34.1 In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. 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.

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

35.0 Method of Giving Any Notice

- 35.1 Any notice (which term includes any communication or document), other than notice of a meeting of Members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) 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 Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- (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.

35.2 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 Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

36.0 Invalidity of any Provisions of this By-law

36.1 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.

37.0 Omissions and Errors

37.1 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.

38.0 Dispute Resolution Mechanism

38.1 In the event that a dispute or controversy among Members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation, 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 Corporation 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 Corporation) 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 Corporation 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. 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.

38.2 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 arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

39.0 By-laws and Effective Date

39.1 Subject to the articles, the board of directors 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 Voting Members by ordinary resolution (or, in the case of a change in the by-laws to which section 197 of the Act applies, by special resolution of the Voting Members, or if section 199 of the Act applies, by a special resolution of each applicable class of Members). If the by-law, amendment or repeal is confirmed or confirmed as amended 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 entitled to vote thereon.

Date modified: April 20, 2017