



Updated: April 2020

RESTATED BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of ASSOCIATION OF REGULATED NURSES OF MANITOBA INC. (the "Association")

CONTENTS SECTION ONE – INTERPRETATION

1.1 DEFINITIONS - In the By-laws of the Corporation, unless the context otherwise requires:

The singular includes the plural;

The feminine gender includes the masculine gender;

"**ACT**" means *The Corporations Act* of Manitoba (the "**Act**"), R.S.M. 1987 c.225 and the Regulations passed pursuant to that Act and any legislation that may be substituted therefor;

"**ASSOCIATION**" means the Association of Regulated Nurses of Manitoba Inc.;

"**BOARD**" means the Board of Directors of the Association;

"**BY-LAWS**" means this By-law and all other by-laws of the Association that may be in force;

"**COLLEGE**" means the respective College, i.e. College of Licensed Practical Nurses; or College of Registered Nurses of Manitoba; or College of Registered Psychiatric Nurses of Manitoba;

"**MEETING OF MEMBERS**" means an annual meeting of Members and/or a special meeting of Members of the Association;

"**MEMBERS**" means Practicing Members, Non-Practicing Members, Student Members and Associate Members;

"**NURSE**" means a person whose name appears on a register that authorizes practice from their respective College;

"**VOTING MEMBERS**" means Practicing Members and Non-Practicing Members.

SECTION TWO - MEMBERSHIP

2.1 CATEGORY OF MEMBERSHIP - The Association will have four categories of membership, namely:

- (a) Practicing Members;
- (b) Non-Practicing Members;
- (c) Student Members; and
- (d) Associate Members.

2.2.1 ELIGIBILITY FOR PRACTICING MEMBERS - A person is eligible to be a Practicing Member if that person:

- (a) is a Nurse whose name appears on a register that authorizes practice from their respective College; *or*;
- (b) has submitted an application to their respective College to be authorized to practice.

2.2.2 ELIGIBILITY FOR NON-PRACTICING MEMBERS - A person is eligible to be a Non-Practicing Member if that person:

- (a) was formerly a Nurse, provided their registration was not cancelled by their respective College for any reason other than non-payment of fees or voluntary non-renewal; or
- b) was formerly listed on a register that authorizes practice from a respective College (or equivalent organization) in another Province or Territory of Canada and is now a resident of Manitoba, provided that person's authorization to practice in any other jurisdiction was not cancelled or revoked for any reason other than nonpayment of fees or voluntary non-renewal.

2.2.3 ELIGIBILITY FOR STUDENT MEMBERS - A person is eligible to be a Student Member if that person is enrolled in an entry level nursing education program approved by their respective College.

2.2.4 ELIGIBILITY OF ASSOCIATE MEMBERS - A person is eligible to be an Associate Member if that person supports the purpose of the Association and whose application is accepted by the Board or a delegate of the Board appointed for that purpose.

2.3 ADMISSION TO MEMBERSHIP - A person shall become a Member upon demonstrating eligibility for Membership and paying the membership fee of the Association set by the Board. The Board may establish a process to determine an applicant's eligibility as a Member.

2.4 MEMBERSHIP FEES - The Board will determine the amount of the annual membership fees. The Board may set a different membership fee for each category of membership.

2.5 EXPULSION OF A MEMBER - A Member may be expelled by the process established by the Board from time to time.

2.6 RESIGNATION OF MEMBERSHIP - A Member may resign by providing notice in writing to the Association.

2.7 TERMINATION OF MEMBERSHIP -

- (a) A Member's membership shall automatically terminate when membership fees, if any, are in arrears,
- (b) A Practicing Member's membership shall automatically terminate when the Member's name has been removed from the register that authorizes practice from their respective College.
- (c) A Member shall not be entitled to any compensation upon termination of membership.
- (d) A Member whose membership has terminated for non-payment of fees shall be reinstated as a Member upon payment of the fee for the current year and any arrears.
- (e) A Member whose membership was terminated because their name was removed from the register that authorizes practice from their respective College shall be reinstated upon payment of the fee for the current year and providing satisfactory evidence to the Association that the Member has made application for reinstatement to the register that authorizes practice from their respective College.

SECTION THREE - BUSINESS OF THE ASSOCIATION

3.1 REGISTERED OFFICE - The registered office of the Association shall be in the city of Winnipeg, in the Province of Manitoba, at such location as the Board may from time to time determine.

3.2 FINANCIAL YEAR - The financial or fiscal year of the Association shall be the calendar year.

3.3 EXECUTION OF INSTRUMENTS - Contracts, instruments and other documents requiring the signature of the Association may be signed by any two officers of the Association. In addition, the Board may from time to time by Board resolution appoint any person or persons by whom any particular instrument or class of instruments may or shall be signed.

3.4 APPOINTMENT OF AUDITORS OR ACCOUNTANTS - The Members, at the annual meeting of Members, may, after considering the recommendation of the Board, by Member's resolution appoint an independent chartered professional accountant or a firm of independent chartered professional accountants to be either the auditor(s) or the accountant(s) of the Association.

3.5 BANKING ARRANGEMENTS - The Board may by Board resolution designate the bank, credit union, trust company or other financial institution with which the banking business of the Association shall be transacted.

3.6 MEMBER OF OTHER ASSOCIATIONS - The Association will have the right to become a member of, and cooperate with any other association, or corporation whose purposes or objectives are similar to or consistent with the Association's undertaking. The Board may from time to time by Board resolution direct the manner in which and the person or persons by whom any particular voting rights in such association or corporation may or shall be exercised.

SECTION FOUR – DIRECTORS

4.1 NUMBER OF DIRECTORS - Until changed in accordance with the By-law of the Association, the Board shall consist of a minimum of (3) and a maximum of twelve (12) Directors, composed of the following:

- (a) the president;
- (b) the president-elect;
- (c) up to 8 directors-at-large; and
- (d) up to 2 public representative directors.

4.2 PUBLIC REPRESENTATIVE DIRECTORS - The Public Representative Directors do not need to be Members. Public representatives are elected to provide a citizen's perspective.

4.3 QUORUM - The quorum for the transaction of business at any meeting of the Board shall consist of a majority of Directors then in office.

4.4 NOMINATION - The Board may establish a nomination process for directors-at-large and public representative directors in order to provide for appropriate representation on the Board.

4.5 ELECTION AND TERM OF OFFICE -

- (a) In order to allow an opportunity for wider participation by Members in the election of Directors, the Board may establish a process for the election of Directors by Members by electronic means occurring other than during the annual meeting of Members. The process may establish the effective date for the commencement of the term of the newly elected Directors.
- (b) The term of office of all Board members, except the President and President-Elect, shall be three (3) years, with a maximum of two (2) consecutive terms.
- (c) If a person ceases to be a director, the Board may appoint a replacement to fill the balance of the term, so that approximately 1/3 of the director positions are available to be filled annually;
- (d) A Director who has served two consecutive terms may seek election after at least two years has elapsed since the expiry of their last term;
- (e) All terms of office shall commence at the end of the Annual Meeting of Members;
- (f) The term of the President-Elect shall be two years, followed by a two-year term as President subject to (i) and (ii) below, no member may hold the office of President or President-Elect for more than one term;
 - i. If the President is unable to complete his or her term, the President-Elect will move into the position of President and will serve the balance of the President's term, followed by the full term the President-Elect would have served at the end of his or her original term as President-Elect. An interim President-Elect will be elected/appointed by the Board from among the Board Directors to serve the balance of the term;
 - ii. If the President-Elect is unable to complete his or her term, the Board will elect/appoint an interim President-Elect from the Board Directors to complete the balance of the term, and that individual will then serve a full term as President.

4.6 FIRST MEETING OF NEW BOARD - Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members.

4.7 REMOVAL OF DIRECTORS BY MEMBERS - Subject to the provisions of the Act, the Members may, by resolution of a two-thirds vote of Voting Members passed at a special meeting of Members, remove the President, the President-elect or any other Director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Directors.

4.8 VACATION OF OFFICE - A person ceases to be a director if that person:

- (a) resigns;
- (b) dies;
- (c) is removed from office by a resolution of the Members, in accordance with Section 4.7;
- (d) has the status of a bankrupt;
- (e) except for Public Representative Directors, ceases to be a Voting Member or to be qualified to be a Voting Member; or
- (f) is not re-elected or re-appointed, as the case may be.

4.9 REMOVAL OF DIRECTORS FOR FAILURE TO ATTEND- If a Director fails to attend three (3) consecutive meetings of the Board without reasonable excuse, the sufficiency whereof shall be in the sole discretion of the Board, the Board may terminate such Director's appointment as a member of the Board, and the Board may appoint a replacement to fill such vacancy for the unexpired portion of such Director's term.

4.10 ACTION BY THE BOARD -

- (a) The Board shall have the full power to manage and administer the business and affairs of the Association.
- (b) If there are vacancies on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of Directors remain in office.

4.11 Participating in Meetings by Electronic Means. If all of the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting, provided that:

- (a) The Board has passed standing rules addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedures for establishing quorum and recording votes;
- (b) Each Director has equal access to the specific means of communication to be used; and
- (c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.12 PLACES OF MEETINGS - Meetings of the Board may be held at any place in Manitoba.

4.13 CALLING OF MEETINGS - Meetings of the Board shall be held from time to time and at such place as the President, failing whom, the President-Elect, failing who, not less than two (2) Directors may determine.

4.14 NOTICE OF MEETING - Notice of the time and place of each meeting of the Board shall be given to each Director not less than three (3) days before the time when the meeting is to be held. A notice of meeting of Directors need not specify the purpose of the business to be transacted at the meeting, except where the Act requires such purpose of business to be specified. A Director may in any manner waive notice of or otherwise consent to a meeting of the Board. No public notice or advertising of any meeting of the Board shall be required.

4.15 CHAIRPERSON - The President of the Association, failing whom, the President-Elect, shall be the Chairperson of any meeting of the Board. If no such Officer is present, the Directors present shall choose one of their number to be the Chairperson.

4.16 VOTES TO GOVERN - At all meetings of the Board, every question and all powers, authority and discretion exercised by the Board shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairperson of the meeting shall not be entitled to a second or casting vote.

4.17 CONFLICT OF INTEREST - A Director or Officer who is a party to or who is a director of or has a material interest in any person who is a party to a material contract or proposed material contract with the Association shall disclose in writing to the Association or request to have entered in the minutes of meetings of Directors of the Association the nature and extent of her/his interest at the time and in the manner provided by the Act. Any Director or Officer so interested shall not vote on any resolution to approve the contract, except in the manner and to the extent provided in the Act.

4.18 REMUNERATION AND EXPENSES - A Director is not entitled to any compensation, provided, however, by a decision of the Board, shall be entitled to be reimbursed for such expenses properly incurred by them in attending to the affairs of the Association.

SECTION FIVE – COMMITTEES

5.1 COMMITTEES -

- (a) Committees of the Association may be appointed by the Board for such purposes and upon such terms as set by the Board.
- (b) The chair of a committee of the Association shall be selected from among the members of the Board.
- (c) Unless otherwise determined by the Board, each committee shall have the power to regulate its procedure.

SECTION SIX – OFFICERS OF THE ASSOCIATION

6.1 OFFICERS - The officers of the Association shall be:

- (a) the president;
- (b) the president-elect;
- (c) the secretary and
- (d) the executive director.

6.2 TERM OF OFFICE -

- (a) The president shall not hold the office of president for more than one term of two (2) years, unless appointed to fill a vacancy in the office.
- (b) The president-elect shall not hold the office of president-elect for more than one term of two (2) years unless appointed to fill a vacancy in the office.
- (c) The secretary and executive director shall serve for such term as determined by the Board.
- (d) The executive director may also hold the office of secretary.

6.3 TRANSITION TO PRESIDENT – The individual elected as president-elect (unless such person resigns, dies or otherwise ceases to act) shall immediately, following the annual meeting at which time the President's term expires, become president of the Association.

6.4 DUTIES OF THE OFFICERS -

- (a) The president of the Association shall,
 - (i) be chair of the Board;
 - (ii) preside at all meetings of the Members and of the Board;
 - (iii) perform all acts and deeds pertaining to the office of a president, and shall exercise a general control and supervision over the affairs of the Association; and
 - (iv) perform such other acts and duties as the Board may, from time to time, direct.

- (b) The president-elect of the Association shall,
 - (i) have such power and perform such duties as may be assigned by the Board or by the president; and
 - (ii) in the absence of the president, perform the duties of the president.

- (c) The secretary of the Board shall,
 - (i) keep all record of the Association, including a record of all meetings of the Members and the Board;
 - (ii) send copies of minutes of any such meetings to the Directors;
 - (iii) send such communiqué or other documentation indicating the activities of the Board to the Members as the Board, in its discretion, considers appropriate;
 - (iv) notify officers of their election; and
 - (v) perform such other acts and duties as the Board may, from time to time, direct.

6.5 EXECUTIVE DIRECTOR - The executive director of the Association shall,

- (a) be appointed by, and be responsible to, the Board;

- (b) have the right to notice of, attend and speak at meetings of the Board; but not have the right to vote, and

- (c) perform such other acts and duties as the Board may, from time to time, direct.

6.6 VARIATION OF POWERS AND DUTIES - The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

6.7 INABILITY OF OFFICER OR DIRECTOR TO PERFORM DUTIES - If any Officer or Director is unable to perform her functions or discharge her duties as such Director or Officer, the Board may appoint such other Director(s) or Officer(s) to perform the functions and/or to discharge the duties of that Director or Officer.

SECTION SEVEN – DELEGATION

7.1 DELEGATION BY THE BOARD OF DIRECTORS - The Board shall not delegate any authority or power exclusively conferred on it by the Act.

SECTION EIGHT - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 INDEMNITY - Subject to the limitations contained in the Act, the Association shall indemnify each Director and each Officer of the Association, and each former Director and Officer of the Association and their heirs and legal representatives (the "Indemnitee"), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such Indemnitee in respect of any civil, criminal or administrative action or proceeding to which the Indemnitee has made a party by reason of being or having been a Director or Officer of the Association if:

- (a) The Indemnitee acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnitee had reasonable grounds for believing that her conduct was lawful.

8.2 INSURANCE - Subject to the limitations contained in the Act, the Association shall purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

SECTION NINE - MEMBERS

9.1 MEETINGS

- (a) The Association shall hold an Annual Meeting of Members of the Association at such time and place in Manitoba as may be determined by the Board;

- (b) A Special Meeting of Members of the Association may be called at any time by the Board or upon a written request by 10 members of the Association;
- (c) Only such business as is specified in the notice calling the meeting of Members may be transacted at a Special Meeting;
- (d) The Board may provide that meetings may be held entirely by electronic means;
- (e) The Board may provide that Members can attend and/or vote by mail, or electronic means.

9.2 NOTICE OF MEETINGS - Notice of the time and place of each meeting of Members shall be given in the manner provided in Section 10.1, not less than twenty-one (21) days nor more than fifty (50) before the date of the meeting.

9.3 PERSONS ENTITLED TO BE PRESENT - Any interested party, together with the Members, Directors and auditor of the Association, shall be entitled to be present at a meeting of Members.

9.4 QUORUM - A quorum for the transaction of business at any meeting of Members shall be the lesser of 1% of the Members or eight (8) Members.

9.5 VOTING -

- (a) Each Voting Member present shall have one (1) vote on all questions arising at any meeting of the Members, except for the Associate Members and Students Members who shall not have a vote;
- (b) Unless otherwise required by the provisions of the Act or the Bylaws of the Association, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the question shall be deemed to have been lost;
- (c) At a meeting of the Members voting shall be by a show of hands unless the chair of the meeting directs otherwise or a ballot is demanded by any Member;
- (d) The Board may provide that Voting Members can vote in advance of or during a meeting by mail or electronic means;
- (e) Proxies will not be permitted for Members meetings.

9.6 RESOLUTION IN WRITING - A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members.

SECTION TEN - NOTICES

10.1 METHOD OF GIVING NOTICE -

- (a) Any notice to be given pursuant to the Act, the By-laws or otherwise to a Member, Director, or Officer shall be sufficiently given if delivered personally or given by mail, facsimile or electronic mail at the address of the person recorded in the register of Members of the Association.
- (b) A notice so delivered shall be deemed to have been given when it is delivered personally; a notice so mailed shall be deemed to have been given on the third (3rd) day after deposit in a post office or public letter box; and a notice so sent by facsimile or electronic mail shall be deemed to have been given when sent.

10.2 COMPUTATION OF TIME - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.3 UNDELIVERED NOTICES - If any notice given to a Member pursuant to Section 10.1 is returned on two (2) consecutive occasions because she cannot be found, the Association shall not be required to give any further notices to such Member until she informs the Association in writing of her new address.

10.4 OMISSIONS AND ERRORS - The accidental omission to give any notice to any Member, Director or Officer, or the non-receipt of any notice to any Member, Director or Officer or any error contained in any such notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.5 WAIVER OF NOTICE - Any Member, Director or Officer may at any time waive any notice, or waive or abridge the time for any notice required to be given to her under any provision of the By-laws or otherwise and such waiver or abridgment shall cure any default in the giving or in the time of such notice as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a meeting of Members or of the Board, which may be given in any manner.

SECTION ELEVEN - RULES OF PROCEDURE

11.1 RULES OF PROCEDURE - The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the Association or with the powers granted under the Act.

SECTION TWELVE- EFFECTIVE DATE (AND REPEAL)

12.1 EFFECTIVE DATE - This By-law shall come into force when confirmed by the Members in accordance with the Act.

12.2 AMENDMENT - The provisions of this or any other by-law of the Association may be amended or rescinded at any regular meeting of the Board by a two-third majority vote of the Board members present at such meeting and thereafter, confirmed by the Members in accordance with the Act. An amended by-law shall be effective from the date of the resolution of the Directors, until confirmed, amended or rejected by the Members.

THIS RESTATED BY-LAW IS ENACTED by the Board on the _____ day of _____, 2020.

Original signed _____

Original signed _____