



Canadian Council of Registered Nurse Regulators (CCRNR)
Suite 302 - 396 Osborne St, PO Box 244, Beaverton ON L0K 1A0
email: info@ccnr.ca/ web: www.ccrnr.ca
phone: 705-426-2777/fax: 1-866-814-6456

By-law No. 1

of the

**Canadian Council of Registered Nurse
Regulators**

First Approved September 30, 2011
Amended at September 25, 2014 Annual Meeting

TABLE OF CONTENTS

| | |
|--|---|
| 1. PURPOSE | 1 |
| 2. OBJECTS | 1 |
| 3. GUIDING PRINCIPLES | 2 |
| 4. INTERPRETATION..... | 2 |
| 4.01 – <i>Definitions</i> | 2 |
| 4.02 – <i>Singular and Plural / Masculine and Feminine</i> | 3 |
| 4.03 – <i>Consistency with Federal Legislation</i> | 3 |
| 4.04 – <i>Calculating Time</i> | 3 |
| 4.05 – <i>Holidays</i> | 3 |
| 5. HEAD OFFICE | 3 |
| 6. MEMBERSHIP | 4 |
| 6.01 – <i>Classes of Membership</i> | 4 |
| 6.02 – <i>Conditions of Membership: Class A Members (Regulatory Bodies)</i> | 4 |
| 6.03 – <i>Conditions of Membership: Class B Members (Representatives of Class A Members)</i> | 4 |
| 6.04 – <i>Communications to Class A Members</i> | 4 |
| 6.05 – <i>Termination of Membership</i> | 5 |
| 6.06 – <i>Voting Rights</i> | 5 |
| 6.07 – <i>Membership Dues</i> | 5 |
| 6.08 – <i>Failure to Pay Dues</i> | 5 |
| 6.09 – <i>Calculation of Dues</i> | 6 |
| 6.10 – <i>Withdrawal of Class A Membership</i> | 6 |
| 6.11 – <i>Withdrawal of Class B Membership</i> | 6 |
| 6.12 – <i>Membership not Transferable</i> | 6 |
| 7. MEETINGS OF MEMBERS..... | 6 |
| 7.01 – <i>Location and Frequency of Meetings</i> | 6 |
| 7.02 – <i>Notice of Meetings</i> | 7 |
| 7.03 – <i>Method of Notice</i> | 7 |
| 7.04 – <i>Notice Irregularities / Waiver of Notice</i> | 7 |
| 7.05 – <i>Manner of Meeting</i> | 7 |
| 7.06 – <i>Quorum</i> | 7 |
| 7.07 – <i>Chair</i> | 7 |
| 7.08 – <i>Simple Majority</i> | 7 |
| 7.09 – <i>Chair Voting</i> | 8 |
| 7.10 – <i>Tie Votes</i> | 8 |
| 7.11 – <i>Resolution by Electronic Means</i> | 8 |
| 7.12 – <i>Rules</i> | 8 |
| 7.13 – <i>Minutes</i> | 8 |
| 7.14 – <i>Adjournments</i> | 8 |
| 7.15 – <i>Calling of Meetings</i> | 8 |
| 7.16 – <i>Business to be Conducted</i> | 9 |

| | |
|---|-----------|
| 8. BOARD OF DIRECTORS | 9 |
| 8.01 – Authority of the Board | 9 |
| 8.02 – First Directors | 9 |
| 8.03 – Composition of the Board | 9 |
| 8.04 – Qualifications of Directors | 9 |
| 8.05 – Duties of Directors | 10 |
| 8.06 – Removal at Behest of Class A Member | 10 |
| 8.07 – Remuneration of Directors..... | 10 |
| 9. BOARD MEETINGS | 10 |
| 9.01 – Location and Frequency of Meetings..... | 10 |
| 9.02 – Notice of Meetings | 10 |
| 9.03 – Method of Notice..... | 11 |
| 9.04 – Notice Irregularities / Waiver of Notice..... | 11 |
| 9.05 – Business at Meetings | 11 |
| 9.06 – Calling Special Meetings | 11 |
| 9.07 – Notice of Special Meetings..... | 11 |
| 9.08 – Special Meetings Without Notice | 11 |
| 9.09 – Manner of Meeting | 12 |
| 9.10 – Quorum..... | 12 |
| 9.11 – Attendance of Advisors | 12 |
| 9.12 – Chair | 12 |
| 9.13 – Voting | 12 |
| 9.14 – Simple Majority | 12 |
| 9.15 – Chair Voting | 12 |
| 9.16 – Tie Votes | 13 |
| 9.17 – Rules | 13 |
| 9.18 – Minutes..... | 13 |
| 9.19 – Adjournments..... | 13 |
| 10. CONFLICTS OF INTEREST..... | 13 |
| 10.01 – Duty to Avoid Conflicts..... | 13 |
| 10.02 – Duty to Class A Members | 13 |
| 10.03 – Recognition of Conflict..... | 13 |
| 10.04 – Interests of Related Persons..... | 14 |
| 10.05 – Where a Conflict May Exist | 14 |
| 10.06 – Conflicts Recorded in Minutes | 14 |
| 10.07 – Use of Council Information or Property | 14 |
| 11. OFFICERS | 15 |
| 11.01 – Officers of the Council..... | 15 |
| 11.02 – Term of Office..... | 15 |
| 11.03 – Maximum Term | 15 |
| 11.04 – Remuneration of Officers | 15 |
| 11.05 - Appointment of Secretary..... | 15 |

| | |
|--|-----------|
| 12. ELECTION OF OFFICERS | 15 |
| 12.01 – <i>Frequency of Election</i> | 15 |
| 12.02 – <i>Scrutineer</i> | 16 |
| 12.03 – <i>Eligibility for Nomination / Election</i> | 16 |
| 12.04 – <i>Nominations</i> | 16 |
| 12.05 – <i>Acceptance of Nomination</i> | 16 |
| 12.06 – <i>Order of Nominations</i> | 16 |
| 12.07 – <i>Re-Nominations</i> | 16 |
| 12.08 – <i>Statement</i> | 16 |
| 12.09 – <i>Election Procedure</i> | 16 |
| 12.10 – <i>Most Votes</i> | 17 |
| 12.11 – <i>Tie Votes</i> | 17 |
| 12.12 – <i>Acclamation</i> | 17 |
| 12.13 – <i>Appointment of Successful Candidates</i> | 17 |
| 12.14 – <i>Filling Vacancies (President)</i> | 17 |
| 12.15 – <i>Filling Vacancies (Other Officers)</i> | 17 |
| 12.16 – <i>Removal</i> | 17 |
| 13. DUTIES OF OFFICERS | 18 |
| 13.01 – <i>Duties of the President</i> | 18 |
| 13.02 – <i>Duties of the Vice-President</i> | 18 |
| 13.03 – <i>Other Officers</i> | 18 |
| 14. BANKING AND FINANCE..... | 18 |
| 14.01 – <i>Fiscal Year</i> | 18 |
| 14.02 – <i>Appointed Bank</i> | 19 |
| 14.03 – <i>Authorized Signatories for Amounts Less Than \$5,000</i> | 19 |
| 14.04 – <i>Authorized Signatories for Amounts of \$5,000 or More</i> | 19 |
| 14.05 – <i>Budget</i> | 19 |
| 14.06 – <i>Authorization for Expenses</i> | 19 |
| 14.07 – <i>Expenses for Meeting Attendance</i> | 20 |
| 14.08 – <i>Grants</i> | 20 |
| 14.09 – <i>Investments</i> | 20 |
| 14.10 – <i>Safekeeping</i> | 21 |
| 14.11 – <i>Appointment of Auditor</i> | 21 |
| 14.12 – <i>Term of Auditor</i> | 21 |
| 14.13 – <i>Audited Financial Statements and Report</i> | 21 |
| 14.14 – <i>Deadline for Report</i> | 21 |
| 14.15 – <i>Distribution of Assets on Liquidation</i> | 21 |
| 15. EXECUTION OF CONTRACTS AND OTHER DOCUMENTS | 22 |
| 15.01 – <i>General Signing Authority</i> | 22 |
| 15.02 – <i>Signing Authority for Contracts over \$5,000</i> | 22 |
| 15.03 – <i>Other Signing Authority</i> | 22 |
| 15.04 – <i>Seal</i> | 22 |
| 15.05 – <i>Use of Seal</i> | 23 |

| | |
|--|-----------|
| 16. COMMITTEES..... | 23 |
| 16.01 – Creation of Committees | 23 |
| 16.02 – Duties and Responsibilities..... | 23 |
| 17. COMMUNICATIONS | 23 |
| 17.01 – Authorized Spokesperson | 23 |
| 17.02 – Media Contacts..... | 23 |
| 18. BY-LAWS AND AMENDMENTS..... | 24 |
| 18.01 – Making, Amending, Repealing | 24 |
| 18.02 – Effective Date | 25 |

By-law No. 1

Canadian Council of Registered Nurse Regulators

A by-law relating generally to the conduct of the affairs of the Canadian Council of Registered Nurse Regulators (the "Council")

Be it enacted as a by-law of the Council as follows:

1. PURPOSE

Subject to the letters patent and the regulatory autonomy of each Council Member, the purpose of the Council is to:

- promote excellence in professional nursing regulation, and
- serve as a national forum and voice regarding interprovincial/territorial, national and global regulatory matters for nursing regulation.

2. OBJECTS

Subject to the letters patent and the regulatory autonomy of each Class A Member, the objects of the Council are to:

- create and maintain an effective forum for the exchange of information regarding regulatory trends, best practices, policy and legislation in respect of nursing;
- monitor interprovincial/territorial, national and global trends and issues related to nursing regulation;
- develop and promote national perspectives on nursing regulation;
- advise on and promote best regulatory practices and harmonized approaches to nursing regulation;
- undertake projects of shared interest to Members, alone or in collaboration with other national and/or global organizations;
- establish external liaisons and partnerships that position the Council to address professional nursing regulatory matters; and
- promote understanding of the purpose of nursing regulation.

3. GUIDING PRINCIPLES

Subject to the letters patent and the regulatory autonomy of each Class A Member, the guiding principles of the Council are that:

- the public interest will be the foundation for all Council activities;
- the regulatory autonomy of each Member will be recognized and respected;
- while formal decision making will be by majority vote, the Council, the Board and any committee thereof will, at all times, seek consensus;
- the Council will speak with a harmonized voice while respecting the diversity among its Members; and
- projects of the Council will be financed by participating Members and/or external sources.

4. INTERPRETATION

4.01 – Definitions

In these by-laws, unless otherwise defined or required by the context,

“Act” means the *Canada Not-for-profit Corporations Act*;

“Auditor” means the public accountant or firm of public accountants appointed by Members under article 14.11;

“Board” means the board of directors of the Council;

“Council” means the Canadian Council of Registered Nurse Regulators;

“Director” means a Class B Member who is either a first Director of the Council as set out in article 8.02 or who holds the position of Director in accordance with article 8.03;

“Duties of Membership” means the duties and expectations for Members, as established by the Board and communicated to Members, but without prejudice to the authority, duties and responsibilities of each Member to his, her or its respective provincial or territorial regulatory mandate;

“Legal Counsel” means a lawyer retained by and acting on behalf of the Council or the Board;

“Member” means (i) a Canadian organization with a legislated mandate to regulate registered nurses in a province or territory of Canada as listed in article 6.02, and (ii) an individual listed in article 6.03, and in either case whose application for membership with the Council has been formally accepted by the Council and who has agreed to the Duties of Membership;

“Minister” means the Minister of Industry for Canada; and

“Officer” means the President, Vice-President, or an individual holding an Officer position as established by the Board under article 11.01.

4.02 – Singular and Plural / Masculine and Feminine

In these and all by-laws of the Council, the singular shall include the plural, the plural shall include the singular, the masculine shall include the feminine and the feminine shall include the masculine.

4.03 – Consistency with Federal Legislation

All provisions of these and all by-laws of the Council shall be interpreted in a manner consistent with applicable federal legislation governing not-for-profit corporations and where any inconsistency is found to exist, the inconsistent provision shall, where practical, be severed from the by-law.

4.04 – Calculating Time

A reference to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

4.05 – Holidays

A time limit that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend. Holidays shall be those at the place where the Council's head office is situate.

5. HEAD OFFICE

The head office of the Council shall be in the Municipality of Brock, in the province of Ontario, at such address as the Board may, by resolution, determine. Subject to the Act, the Council may, by by-law, change the place or municipality and the province in which the head office of the Council shall be situated. A copy of such by-law approved by at least two-thirds (2/3) of the votes cast by Class B Members in favour of the by-law shall be filed with the Minister.

6. MEMBERSHIP

6.01 – Classes of Membership

There shall be two classes of Members: (i) Class A Members (Regulatory Bodies), and (ii) Class B Members (Representatives of Class A Members).

6.02 – Conditions of Membership: Class A Members (Regulatory Bodies)

Class A Members shall be restricted to the following Canadian organizations, or any successor organization, whose application for membership with the Council has been formally accepted by the Council and who has agreed to the Duties of Membership:

- The College of Registered Nurses of British Columbia
- The College of Nurses of Ontario
- l'Ordre des infirmières et infirmiers du Québec
- The College and Association of Registered Nurses of Alberta
- The College of Registered Nurses of Manitoba
- The Nurses Association of New Brunswick
- The College of Registered Nurses of Nova Scotia
- The Association of Registered Nurses of Newfoundland and Labrador
- The Association of Registered Nurses of Prince Edward Island
- The Registered Nurses Association of the Northwest Territories and Nunavut
- The Saskatchewan Registered Nurses' Association
- The Yukon Registered Nurses Association

6.03 – Conditions of Membership: Class B Members (Representatives of Class A Members)

Class B Members shall be restricted to the following representatives from the Class A Members, respectively, or any individual occupying an equivalent acting position or successor position, whose application for membership with the Council has been formally accepted by the Council and who has agreed to the Duties of Membership:

- Registrar and Chief Executive Officer of the College of Registered Nurses of British Columbia
- Executive Director and Chief Executive Officer of the College of Nurses of Ontario
- President/CEO or Secretary General of the Ordre des infirmières et infirmiers du Québec

- Chief Executive Officer of the College and Association of Registered Nurses of Alberta
- Executive Director of the College of Registered Nurses of Manitoba
- Executive Director of the Nurses Association of New Brunswick
- Executive Director of the College of Registered Nurses of Nova Scotia
- Executive Director of the Association of Registered Nurses of Newfoundland and Labrador
- Executive Director of the Association of Registered Nurses of Prince Edward Island
- Executive Director of the Registered Nurses Association of the Northwest Territories and Nunavut
- Executive Director of the Saskatchewan Registered Nurses' Association
- Executive Director of the Yukon Registered Nurses Association

6.04 – Communications to Class A Members

Class B Members shall be responsible for communicating the activities of the Council to their corresponding Class A Members.

6.05 – Termination of Membership

Membership ends when the Member no longer meets the conditions of membership relative to his, her or its class or withdraws from membership and, in the case of a Class B Member, when his or her corresponding Class A Member is no longer a Member.

6.06 – Voting Rights

Class B Members shall each have one (1) vote at meetings of Members. Class A Members shall not have the right to vote at meetings of Members.

6.07 – Membership Dues

Membership dues shall be paid by each Class A Member to the Council on an annual basis and shall be used to pay for the administrative costs associated with the operation and work of the Council.

6.08 – Failure to Pay Dues

If a Class A Member fails to pay its membership dues within thirty (30) days of same becoming due, such Class A Member shall pay, in addition to its outstanding dues, a late fee in an amount

set by the Board from time to time, and if a Class A Member fails to pay its membership dues or any late fees within ninety (90) days of the original deadline for payment of membership dues, its corresponding Class B Member shall automatically cease to hold voting privileges, but the voting privileges of such Class B Member shall, on payment of all unpaid dues and fees, be reinstated.

6.09 – Calculation of Dues

Membership dues shall be set by the Board from time to time but each Class A Member shall be required to pay an equal share of the total base dues set by the Board and each Class A Member with more than 3,000 registered nurse and nurse practitioner registrants shall be required to pay an equal share of the total additional dues set by the Board.

6.10 – Withdrawal of Class A Membership

A Class A Member wishing to withdraw its membership with the Council shall do so in writing and is required to pay all membership dues arising during the period of one (1) year after the date of the notice of withdrawal, which shall otherwise take effect immediately.

6.11 – Withdrawal of Class B Membership

A Class B Member shall be deemed to withdraw his or her membership with the Council when his or her corresponding Class A Member withdraws its membership under article 6.10 or is otherwise no longer a Member or when the Class B Member no longer holds a position listed in article 6.03; otherwise, a Class B Member wishing to withdraw his or her membership with the Council shall do so in writing.

6.12 – Membership not Transferable

A Member shall not be entitled to transfer his, her or its membership in the Council.

7. MEETINGS OF MEMBERS

7.01 – Location and Frequency of Meetings

Meetings of Members shall be held at the place, time and frequency as determined by the Board, but an annual meeting of Members shall be held at least once per year within six (6) months of the conclusion of each fiscal year and the first annual meeting of Members shall be held within six (6) months of the date that the Council comes into existence.

7.02 – Notice of Meetings

The President shall notify Members of the date, time and place of the meeting between twenty-one (21) and thirty-five (35) days before the day on which the meeting is to be held.

7.03 – Method of Notice

Notice of meetings shall be in writing and may be provided electronically or by other communication facility unless the Member requests to receive notice by non-electronic means, in which case notice shall be by mail, courier or personal delivery. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.

7.04 – Notice Irregularities / Waiver of Notice

A Member may, at any time, waive the requirement for notice of a meeting and the inadvertent failure to give or receive notice does not affect the validity of a decision made at the meeting.

7.05 – Manner of Meeting

A meeting of Members may be conducted by means of teleconference or any other means that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously (including audio or video conferencing), and persons participating in the meeting by such means are deemed to be present at the meeting.

7.06 – Quorum

A quorum of Members is obtained when more than 50% of the Class B Members, but not less than three (3), are present.

7.07 – Chair

The President acts as Chair at meetings of Members, but where the President is unable to chair all or a portion of the meeting, the Vice-President shall serve as Chair and, where the Vice-President is unable to serve as Chair, the President, or if the President is unavailable, the Vice-President, shall designate another Class B Member to serve as Chair for all or any portion of the meeting.

7.08 – Simple Majority

Unless specifically provided for otherwise in these or any other by-laws of the Council, the Act or other applicable federal legislation governing not-for-profit corporations, every motion

which properly comes before a meeting of the Members shall be decided by a simple majority of the total number of votes cast.

7.09 – Chair Voting

The Chair is entitled to one (1) vote on any matter put to a vote.

7.10 – Tie Votes

In the event of a tie vote, the motion is defeated.

7.11 – Resolution by Electronic Means

Except as otherwise provided in the Act, other applicable federal legislation governing not-for-profit corporations or the by-laws, a resolution signed by all Class B Members, including a resolution where all or some of the Class B have signed by electronic means, is valid and effective as if passed at a meeting of Members.

7.12 – Rules

Except where inconsistent with applicable federal legislation governing not-for-profit corporations or the by-laws, the rules of order for meetings of Members are the latest edition of Roberts Rules of Order.

7.13 – Minutes

The President shall ensure that accurate minutes of all meetings of Members are recorded, approved and maintained at the head office.

7.14 – Adjournments

Whether or not a quorum is present, the presiding Chair may, from time to time, with the consent of not less than a majority of the Class B Members present, adjourn any properly called meeting to a fixed time and place, and any matter brought before the original meeting may be considered and transacted at a reconvened meeting provided that a quorum is present.

7.15 – Calling of Meetings

The Board or the President shall have power to call, at any time, a general meeting of the Members. The Board shall call a special general meeting of Members on written requisition of Members carrying not less than 25% of the voting rights.

7.16 – Business to Be Conducted

At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business, either special or general, at any meeting of the Members.

8. BOARD OF DIRECTORS

8.01 – Authority of the Board

The Board shall manage the property, transact the business and affairs, and act on behalf of the Council and shall appoint employees and fix their duties and remuneration.

8.02 – First Directors

Subject to article 8.04, the Class B Member corresponding to every Class A Member shall be an applicant for incorporation and shall become a first Director of the Council. Such first Directors shall continue in office until their successors are appointed.

8.03 – Composition of the Board

Subject to article 8.04, the Board shall be composed of at least four (4) Directors and the Class B Member corresponding to every Class A Member shall be a Director, to the intent that each Class A Member shall be entitled to have one (1) Director on the Board. At their first meeting the Members shall elect such Class B Members to replace the first Directors. All Directors shall remain in office for four (4) years or until they withdraw, become disqualified or are replaced, in each case as set forth in these by-laws.

8.04 – Qualifications of Directors

The following persons are disqualified from being a Director:

- (i) anyone who is not a Class B Member;
- (ii) anyone who is on leave from his or her position with his or her corresponding Class A Member due to an investigation of such person by such Class A Member;
- (iii) anyone who is less than 18 years of age;
- (iv) anyone who has been declared incapable by a court;
- (v) a person who is not an individual; or

- (vi) a person who has the status of a bankrupt.

8.05 – Duties of Directors

Every Director shall, in the performance of his or her duties:

- (i) be familiar with these by-laws and any policies or guidelines of the Council;
- (ii) be familiar with any other records, documents and materials that may be necessary for the performance of his or her duties;
- (iii) regularly attend meetings on time and participate constructively in discussions;
- (iv) avoid or, where that is not possible, declare any conflicts of interest;
- (v) act in an appropriate manner with Council staff, other Directors and/or Officers and stakeholders; and
- (vi) perform the duties of the position conscientiously and with due care and diligence.

8.06 – Removal at Behest of Class A Member

The Members shall, at the request of a Class A Member, remove its corresponding Director from office and, subject to articles 8.03 and 8.04, replace him or her with a new Director corresponding to such Class A Member.

8.07 – Remuneration of Directors

The Directors shall not be remunerated out of the funds of the Council.

9. BOARD MEETINGS

9.01 – Location and Frequency of Meetings

Board meetings shall be held at a place, date and time set in advance and shall occur at regular intervals and at such frequency as necessary for the Board to conduct its business but shall, in any event, occur at least two (2) times per year.

9.02 – Notice of Meetings

The President shall notify Directors before each meeting of the place, date and time of the meeting and the general nature of the business to be transacted, at least ten (10) days before the date of the meeting.

9.03 – Method of Notice

Notice shall be in writing and may be provided electronically or by other communication facility unless the Member requests to receive notice by non-electronic means, in which case, notice shall be by mail, courier or personal delivery.

9.04 – Notice Irregularities / Waiver of Notice

A Director who attends a meeting may, at any time, waive the requirement for notice of a meeting and the inadvertent failure to give or receive notice does not affect the validity of a decision made at the meeting.

9.05 – Business at Meetings

The Board may only consider or transact at a regular meeting:

- (i) matters on the agenda;
- (ii) matters brought by the President; and
- (iii) such other matters, not included on the agenda, as the majority of Directors present determine to be of an important nature.

9.06 – Calling Special Meetings

The President shall call and convene a special meeting of the Board:

- (i) at his or her discretion; or
- (ii) upon receipt of the written request of any three (3) Directors.

9.07 – Notice of Special Meetings

Subject to article 9.08, the President shall notify Directors of the special meeting, setting out the date, time and place of the meeting and the general nature of the business to be transacted, at least two (2) days prior to the date of the meeting.

9.08 – Special Meetings Without Notice

A special meeting may also be held without notice at any date, time and place provided that all Directors are present in person or in a manner that allows them to participate in discussion

simultaneously and instantaneously, including audio or video conferencing, or if all the absent Directors have consented, in writing or electronically, to the holding of such a special meeting.

9.09 – Manner of Meeting

Any Board meeting may be conducted by means of teleconference or any other means that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously (including audio or video conferencing), and persons participating in the meeting by such means are deemed to be present at the meeting.

9.10 – Quorum

A quorum of Directors is obtained when more than 50% of the Directors are present.

9.11 – Attendance of Advisors

Directors are entitled to be accompanied to Board meetings by an advisor of their choosing who is an employee of their corresponding Class A Member, but an advisor shall not participate in the meeting unless invited to do so by the Board or the Director.

9.12 – Chair

The President acts as Chair of the Board, but where the President is unable to chair all or a portion of the meeting, the Vice-President shall serve as Chair and, where the Vice-President is unable to serve as Chair, the President, or if the President is unavailable, the Vice-President, shall designate another Class B Member to serve as Chair for all or any portion of the meeting.

9.13 – Voting

Each Director is entitled to one vote on any matter put to a vote.

9.14 – Simple Majority

Unless specifically provided for otherwise in the Act, these by-laws or other applicable federal legislation governing not-for-profit corporations, every motion which properly comes before the Board shall be decided by a simple majority of the votes.

9.15 – Chair Voting

The Chair is entitled to one vote on any matter put to a vote.

9.16 – Tie Votes

In the event of a tie vote, the motion is defeated.

9.17 – Rules

Except where inconsistent with applicable federal legislation governing not-for-profit corporations or the by-laws, the rules of order for Board meetings are the latest edition of Roberts Rules of Order.

9.18 – Minutes

The President shall ensure that accurate minutes of all Board meetings are recorded, approved and maintained at the head office.

9.19 – Adjournments

Whether or not a quorum is present, the presiding Chair may, from time to time, with the consent of the Directors present, adjourn any properly called meeting to a fixed time and place, and any matter brought before the original meeting may be considered and transacted at a reconvened meeting provided that a quorum is present.

10. CONFLICTS OF INTEREST

10.01 – Duty to Avoid Conflicts

Directors shall not engage in any activities or in decision-making concerning any matters where they have a direct or indirect personal or financial interest.

10.02 – Duty to Class A Members

It is not a conflict of interest for a Director to engage in activities or decision-making that will or may impact his or her corresponding Class A Member but the activities or decision-making of each Director shall respect the regulatory autonomy of his or her corresponding Class A Member.

10.03 – Recognition of Conflict

Directors recognize that a conflict of interest or an appearance of a conflict of interest by a Director:

- (i) could bring discredit to the Council,
- (ii) could amount to a breach of the fiduciary obligation of the Director to the Council, and
- (iii) could create liability for either the Council and / or the Director involved.

10.04 – Interests of Related Persons

For the purposes of this by-law, the direct or indirect personal or financial interests of a parent, spouse, child or sibling of a Director are interpreted to be the interests of the Director and the term “spouse” includes a common-law spouse and a same-sex partner of the person.

10.05 – Where a Conflict May Exist

Where a Director believes that he or she may have a conflict of interest in any matter, which is the subject of deliberation or action by the Board, he or she shall

- (i) consult, as needed, with the President and / or Legal Counsel and, if there is any doubt about whether he or she may have or be perceived to have a conflict, prior to any consideration of the matter, declare the potential conflict to the Board and accept the Board’s direction as to whether there is an appearance of a conflict;
- (ii) where there appears to be a conflict of interest, not take part in the discussion of, or vote on, any question in respect of the matter;
- (iii) where there appears to be a conflict of interest, absent himself or herself from the portion of any meeting relating to the matter; and
- (iv) where there appears to be a conflict of interest, not attempt in any way to influence the voting or do anything that might be perceived as attempting to influence the decision of other Directors on the matter.

10.06 – Conflicts Recorded in Minutes

Every declaration of a conflict of interest shall be recorded in the minutes of the meeting together with a description of the nature of the conflict.

10.07 – Use of Council Information or Property

A Director shall not use Council property or information of any kind to advance his or her own interests, direct or indirect.

11. OFFICERS

11.01 – Officers of the Council

The Officers of the Council shall be the President and Vice-President and such other Officers as the Board may determine from time-to-time.

11.02 – Term of Office

The term of office of an Officer shall commence on the day that the Officer is elected or, if the resolution electing such officer provides that the effective date of such election shall be a subsequent date, such Officer's term of office shall commence on such subsequent date and shall continue for two (2) years, until his or her successor is elected or until he or she dies, resigns or is removed from his or her post, whichever occurs first.

11.03 – Maximum Term

The maximum term in office in any one Officer position is two (2) consecutive terms and where an Officer has held the same office for two (2) consecutive terms, that individual shall not serve in that Officer position again until one (1) year has passed since his or her last day in that office.

11.04 – Remuneration of Officers

The Officers shall not be remunerated out of the funds of the Council.

11.05 – Appointment of Secretary

The Board may appoint a Secretary annually who need not be a Director, and if not a Director, will not be an Officer of the Council.

12. ELECTION OF OFFICERS

12.01 – Frequency of Election

An election of Officers shall be held every two (2) years at the first meeting of Directors following the annual meeting of Members.

12.02 – Scrutineer

The Directors shall appoint a scrutineer to supervise and administer the election of Officers.

12.03 – Eligibility for Nomination / Election

Only Directors are eligible for nomination and election as Officers of the Council.

12.04 – Nominations

A Director may nominate himself or herself or another Director to serve in a specific Officer position and any nomination that is seconded by another Director shall become a valid nomination.

12.05 – Acceptance of Nomination

Every individual nominated by another Director for election as Officer shall confirm whether she or he accepts the nomination prior to any vote.

12.06 – Order of Nominations

Nominations shall be accepted immediately prior to the election for each specific Officer position in the following order: President, Vice-President, and any other Officer positions created by the Board under article 11.01, in the order in which they were created.

12.07 – Re-Nominations

A Director who is nominated for an Officer position but is not elected, may be nominated for another Officer position.

12.08 – Statement

The scrutineer shall invite every nominee to provide the Directors with a brief written or oral statement regarding his or her candidacy prior to any vote.

12.09 – Election Procedure

The Directors shall elect, by secret ballot, including any electronic means of voting that would allow a Director to cast a ballot without revealing his or her identity, each of the Officers of the Council from amongst the Directors validly nominated. The elections for the Officer positions

shall be held in the following order: President, Vice-President, and any other Officer positions created by the Board under article 11.01, in the order in which they were created.

12.10 – Most Votes

The candidate receiving the most votes on a ballot shall be declared the winner.

12.11 – Tie Votes

In the event that a winner cannot be declared because two (2) or more candidates have received the same number of votes, the Directors shall vote again and if, on the second ballot, two (2) or more candidates have received the same number of votes, the scrutineer shall break the tie, by lot.

12.12 – Acclamation

If there is only one candidate nominated for an Officer position, the scrutineer shall declare that candidate to be elected by acclamation.

12.13 – Appointment of Successful Candidates

The Directors shall appoint, by resolution, each of the successful candidates to their respective Officer positions.

12.14 – Filling Vacancies (President)

In the event that the position of President becomes vacant for any reason, the Directors shall elect, and subsequently appoint, a new President to hold office for the remainder of the term.

12.15 – Filling Vacancies (Other Officers)

In the event that any other Officer position becomes vacant for any reason, the Directors may elect, and subsequently appoint, another individual to hold that office for the remainder of the term.

12.16 – Removal

The Board may at any time remove any Officer from office.

13. DUTIES OF OFFICERS

13.01 – Duties of the President

The President shall:

- (i) if present, preside as Chair at all meetings of the Members and the Board;
- (ii) act as spokesperson for the Council;
- (iii) perform those duties assigned to the President in the by-laws; and
- (iv) perform all duties and responsibilities pertaining to his or her office and such other duties and responsibilities as may be assigned by the Board.

13.02 – Duties of the Vice-President

The Vice-President shall:

- (i) perform the duties of the President in the event that the President is unable to perform those duties;
- (ii) perform those duties assigned to the Vice-President in the by-laws; and
- (iii) perform all duties and responsibilities pertaining to his or her office and such other duties and responsibilities as may be assigned by the Board.

13.03 – Other Officers

Any other Officer of the Council shall perform the duties and responsibilities pertaining to his or her office as set out in the by-laws and such other duties and responsibilities as may be assigned by the Board.

14. BANKING AND FINANCE

14.01 – Fiscal Year

The fiscal year of the Council shall commence on the first day of April and conclude on the last day of March the following year.

14.02 – Appointed Bank

The Board shall appoint, from time to time, one or more Schedule I Canadian banks chartered under the *Bank Act* (Canada) for the use of the Council.

14.03 – Authorized Signatories for Amounts Less Than \$5,000

Cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange in an amount less than \$5,000 may be signed by any one (1) of the following:

- (i) the President, or
- (ii) the Vice-President, or
- (iii) the Secretary or another appointee of the Council designated by the Directors.

14.04 – Authorized Signatories for Amounts of \$5,000 or More

Cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange in an amount of \$5,000 or more shall be signed by any two (2) of the following:

- (i) the President, or
- (ii) the Vice-President, or
- (iii) the Secretary or another appointee of the Council designated by the Directors,.

14.05 – Budget

The Board shall approve annually,

- (i) an operating expense and revenue budget for the Council for each fiscal year; and
- (ii) a capital budget for the Council for each fiscal year.

14.06 – Authorization for Expenses

The Officers may authorize purchases or leasing of goods and acquisition of services in accordance with the following:

- (i) the President alone may authorize expenses that have not previously been approved as an item in the Council budget or that exceed the amount budgeted for any item of expense if,
 - (a) the amount of the expenditure does not exceed \$5,000;

- (b) the President believes that the expenditure is necessary before the next scheduled Board meeting;
 - (c) the operating expense and capital budgets for the fiscal year will not be exceeded; and
 - (d) the expenditure is reported to the Board at the next Board meeting;
- (ii) the President and one other Officer may authorize expenses that have not previously been approved as an item in the Council budget or that exceed the amount budgeted for any item of expense if,
 - (a) the amount exceeds \$5,000 but is less than \$10,000;
 - (b) the President and the other Officer believe that the expenditure is necessary before the next scheduled Board meeting;
 - (c) the operating expense and capital budgets for the fiscal year will not be exceeded; and
 - (d) the expenditure is reported to the Board at the next Board meeting.

14.07 – Expenses for Meeting Attendance

Expenses associated with the attendance of Members and advisors at meetings shall be paid by their corresponding Class A Member and no expenses or per diems shall be paid out of the funds of the Council.

14.08 – Grants

Any Officer may negotiate the obtaining of a grant on direction of the Board and such agreements shall be approved by the Board.

14.09 – Investments

Funds not immediately required by the Council may be invested in one or more of the following securities:

- (i) securities and debt instruments issued or guaranteed by any one or more of the following:
 - (a) the Government of Canada, or

- (b) the Government of any province of Canada;
- (ii) securities and bank instruments guaranteed by a bank listed in Schedule I under the *Bank Act* (Canada) or such other financial institution approved by Council; and
- (iii) other investments approved by the Board generally.

14.10 – Safekeeping

Securities and other financial documents will be held for safekeeping in the name of the Council at its bank.

14.11 – Appointment of Auditor

The Members shall, at each annual meeting, appoint a public accountant or a firm of public accountants to audit the accounts of the Council and to prepare financial statements for each fiscal year. The remuneration of the Auditor shall be approved by the Board.

14.12 – Term of Auditor

The Auditor shall remain in office until the close of the next annual meeting provided that the Directors may fill any casual vacancy in the office of the Auditor.

14.13 – Audited Financial Statements and Report

The audited financial statements of the Council, together with a signed and certified copy of the Auditor's report, shall be presented at the annual meeting of Members.

14.14 – Deadline for Report

The report of the Auditor shall be prepared for presentation at the annual meeting of Members.

14.15 Distribution of Assets on Liquidation

In the event of dissolution of the Council, any funds, property or assets remaining on liquidation, after the discharge of any liabilities, shall be distributed as follows:

- (i) if applicable federal legislation governing not-for-profit corporations requires the distribution of the remaining funds, assets and property to one or more registered charities, the remaining funds, assets and property shall be distributed to the registered charity or charities identified by the Directors for this purpose;

- (ii) if applicable federal legislation governing not-for-profit corporations does not require the distribution of the remaining funds, assets and property to one or more registered charities, the remaining funds, assets and property shall be distributed among the Class A Members in a manner proportional to the percentage of each Class A Member's share of the total dues calculated for the most recent fiscal year.

15. EXECUTION OF CONTRACTS AND OTHER DOCUMENTS

15.01 – General Signing Authority

Subject to article 15.02, documents requiring execution by the Council, such as a contract, may be signed by the President and all documents so signed are binding upon the Council without further authorization or formality.

15.02 – Signing Authority for Contracts over \$5,000

Contracts requiring execution by the Council, where the total value of the contract is reasonably expected to exceed \$5,000, shall be signed by any two (2) of the following:

- (i) the President, or
- (ii) the Vice-President, or
- (iii) the Secretary or another appointee of the Council designated by the Board.

15.03 – Other Signing Authority

In addition to the President, the Board may appoint, from time to time, any one or more Officers or an employee of the Council to sign contracts, documents and instruments in writing on behalf of the Council, whether generally or in relation to specific contracts, documents or instruments in writing.

15.04 – Seal

The seal, an impression of which is depicted below, shall be the seal of the Council.

15.05 – Use of Seal

The seal of the Council shall be affixed to any document that requires the Council seal by a person authorized to sign the document on behalf of the Council. The Secretary shall be the custodian of the seal.

16. COMMITTEES

16.01 – Creation of Committees

The Board may establish and maintain any standing or special Committees, including Sub-Committees, Ad-Hoc Committees, Working Groups, and Networks, deemed necessary for the efficient function of the Council. Such Committee members shall not be remunerated from the funds of the Council and shall hold their offices at the will of the Board.

16.02 – Duties and Responsibilities

The duties and responsibilities of each Committee shall be those set out in the Terms of Reference for that Committee, as approved by the Board, where applicable.

17. COMMUNICATIONS

17.01 – Authorized Spokesperson

The President or, in the absence of the President, the Vice-President,

- (i) is the authorized spokesperson of the Council, but may request another Officer or Director to perform this function, where necessary; and
- (ii) may communicate with the media to provide interviews, respond to inquiries or comment on issues concerning the business, activities, positions or operations of the Council.

17.02 – Media Contacts

Any Director, Officer or Member of the Council who is asked by media representatives to provide interviews, respond to inquiries or to comment on issues concerning the business,

activities, positions or operations of the Council shall not provide any such communication and shall instead refer them to the President, who is the authorized spokesperson of the Council.

18. BY-LAWS AND AMENDMENTS

18.01 – Making, Amending, Repealing

The Directors may, by ordinary resolution, make, amend or repeal any by-laws, except for by-laws relating to the following items, which require a special resolution of at least 2/3 of the total number of votes cast by Members:

- (a) change the Council's name;
- (b) change the province in which the Council's head office is situated;
- (c) add, change or remove any restriction on the activities that the Council 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) increase or decrease the number of, or the minimum or maximum number of, Directors;
- (j) change the statement of the purpose, the objects or the guiding principles of the Council;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Council;
- (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 federal legislation governing not-for-profit corporations to be set out in the letters patent.

Notwithstanding the foregoing, the repeal or amendment of by-laws or the enactment of a new by-law relating to the requirements of Section 155(2) of the Act shall not be enforced or acted upon until the approval of the Minister has been obtained.

18.02 – Effective Date

Subject to article 18.01 and any requirement for prior approval contained in the applicable federal legislation governing not-for-profit corporations, any by-law, amendment or repeal is effective from the date of the resolution of the Directors.