

CANADIAN ASSOCIATION OF CRITICAL CARE NURSES

Constitution and By-laws



Created:
August 1984

Revised:
September 1984
October 1985
December 1987
August 1988
November 1988
September 1991
September 1993
October 1998
September 2000
October 2001
October 2003
October 2007
September 2009

The original document was prepared by CORREDUC SERVICES from the original by-laws of The National Association of Critical Care Nurses of Canada, and The Canadian Association of Critical Care Nurses.

CONSTITUTION AND BY-LAW

Preliminary

The Association is incorporated under the Canada Corporation Act and is governed by the regulations contained in this By-law and such other By-laws as from time to time be in force.

The words used in this By-law importing the singular number only shall include the plural and vice versa and, except when otherwise not clearly excluded, words importing persons shall include corporations.

The name of the Corporation (hereinafter called "The Association") is The Canadian Association of Critical Care Nurses.

The Head Office of the Association shall be in such place therein as the Board of Directors may from time to time by resolution determine.

The objectives for which the Association is established now are:

- (a) to maintain the highest possible standard of critical care nursing by promoting:
 - i) national certification standards
 - ii) continuing education,
 - iii) nursing research
 - iv) professional accountability

- (b) to provide informed guidance in the shaping of the health care delivery system as it relates to care of the critically ill.

INTERPRETATION

1. In these By-laws, unless the context otherwise requires, the following definitions shall apply:
 1. "ACT" means the Canada Corporations Act, as it pertains to non-share capital corporations, and any statute that may be substituted therefore, as from time to time amended, and any reference to a particular provision of the Act shall be deemed also to be a reference to any similar provision resulting from the amendment or replacement thereof ;
 2. "BOARD" means the Board of Directors of the Corporation;
 3. "BY-LAWS" means this by-law and all other by-laws of the Corporation from time to time in force and effect ;
 4. "CONTRACTS, DOCUMENTS OR INSTRUMENTS IN WRITING" include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paper writings ;
 5. "CORPORATION" means the Corporation incorporated by Letters Patent under the Act under the name of The Canadian Association of Critical Care Nurses ;
 6. "ELECTED OFFICERS" means the President, Vice President, Treasurer, and the Secretary and Directors (2) as defined in these by-laws ;
 7. "MEETING OF MEMBERS" means any annual general meeting of members or any special meeting of members ;
 8. "MEMBER" means any Active, Student, Associate, Honourary Member or Life member as defined and determined in these by-laws ;
 9. "OFFICER" means all officers of the Corporation including Elected Officers ;

Interpretation (cont'd)

10. "VOTING MEMBER" means an Active or a Life member as defined in these by-laws;

11. "AFFILIATION" with a critical care setting means actively working in research, education or management of a critical care specialty in an active treatment centre or institute of higher learning or demonstrate participation in activities that would maintain a current knowledge of critical care issues as decided by the Board of Directors of CACCN.

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ARTICLE I - FISCAL YEAR

SECTION 1 - FISCAL YEAR

- 1.1 The fiscal year of the Association shall end on the 31st day of March of each year.

ARTICLE II - MEMBERSHIP

SECTION 1 - CLASSES OF MEMBERS

- 1.1 There shall be five (5) classes of members.
 - 1.11 ACTIVE MEMBER - any registered nurse, with an interest in critical care, who possess a current and valid licence or certificate in the province, territory or country in which the registered nurse practises.
 - 1.12 STUDENT MEMBER – any student nurse in an accredited professional nursing program, who is currently not licensed as a registered nurse or graduate nurse.
 - 1.13 LIFE MEMBER -- any member in the association who has made significant contributions to the association as determined by the board may be provided Life Member status.
 - 1.14 ASSOCIATE MEMBER - any person with an interest in critical care, but who does not meet the requirements for an ACTIVE MEMBER.
 - 1.15 HONOURARY MEMBER - persons who are not otherwise eligible for membership in the Association and whom the Association wishes to honour.

Article II, Section 1 (cont'd)

- 1.2 SPECIAL MEMBERSHIP PROVISIONS - notwithstanding anything contained in ARTICLE II - MEMBERSHIP the following special membership provisions shall apply:

International Members who meet the Active member designation will have access to all CACCN benefits however may not hold office or serve on committees at the National level.

SECTION 2 - PRESENT MEMBERS

- 2.1 The present Members of each class shall be those who appear in the records of the Association as Members of that class.

SECTION 3 - CONDITION OF MEMBERSHIP

- 3.1 Membership privileges shall be extended only to those members who have paid the annual membership dues, as determined from time to time by the Board.

SECTION 4 - CHAPTERS

- 4.1 The Board of Directors may by resolution authorize the establishment of local chapters of the Association, in accordance with Article XVI, and .on due application and receipt of annual membership fees as from time to time determined by the Board.

Article II (cont'd)

SECTION 5 - ADMISSION OF NEW MEMBERS

- 5.1 ACTIVE MEMBERS must submit to the Association:
- 5.11 an application in the form prescribed by the Board;
 - 5.12 annual membership dues, as prescribed by the Board;
 - 5.13 evidence of the applicant's current and valid licence or certificate to practise nursing in the jurisdiction in which the applicant practices;
- 5.2 ASSOCIATE MEMBERS may be admitted from time to time by the Board of Directors upon due application and payment of membership fees.
- 5.3 HONOURARY MEMBERS shall be admitted from time to time upon unanimous resolution of the Board.
- 5.4 STUDENT MEMBERS must submit to the Association:
- 5.41 an application in the form prescribed by the Board;
 - 5.42 annual membership dues, as prescribed by the Board;
 - 5.43 evidence of the applicant's current and valid enrolment in an accredited professional nursing program and are not a registered nurse or graduate nurse.
- 5.6 LIFE MEMBER shall be any member in the association who has made significant contributions to the association as determined by the board may be provided Life Member status.
- 5.5 The Board of Directors reserves the exclusive right to accept or reject any application for membership in any class. The submitted membership fee shall be returned to unsuccessful applicants.

SECTION 6 - REMOVAL OF MEMBERS

- 6.1 Any member whose annual dues are unpaid for the current year shall have their membership privileges removed in the Association until such dues are paid.

Article II, Section 6 (cont'd)

- 6.2 Any complaint against a member giving grounds for the expulsion or suspension of such member shall be under oath and signed by at least two (2) Active Members. The Board of Directors shall advise the member of the complaint against him or her and shall give the member two weeks notice of a meeting of the Board of Directors at which (s)he shall present a defence. If, after considering such defence, the Board of Directors considers it to be insufficient, the matter shall be placed before the next general meeting of the Association. A member can only be expelled or suspended by a resolution in favour of which a two-thirds majority of the Active members at a general meeting called for the purpose shall have voted, the vote to be by secret ballot.

SECTION 7 - RESIGNATION OF MEMBERS

- 7.1 Any member may resign by submitting their resignation in writing to the Secretary.

SECTION 8 - REINSTATEMENT OF MEMBERS

- 8.1 Any member who has resigned may apply to the Board of Directors to have their membership reinstated and the Board of Directors may do so on such terms and conditions as it may decide.
- 8.2 Any member who has been expelled may make application for reinstatement only after the expiry of thirty (30) days from the date of such expulsion and then may only be reinstated by a resolution in favour of which no less than two-thirds of the Active members present at a general meeting called for the purpose shall have voted, the vote to be by secret ballot.

ARTICLE III - MEETINGS OF MEMBERS

SECTION 1 - NOTICE OF MEETINGS

- 1.1 A printed, written or typewritten notice stating the day, hour, and place of meeting, and the general nature of the business to be transacted, shall be served either personally or by sending such notice to each Active Member at least sixty (60) days (exclusive of the day of mailing, but inclusive of the day for which notice is given) before the date of every meeting at such address as appears on the Register, or if no address is given therein then to the last address of such Active Member known to the Secretary; provided always that a meeting may be held at any time and at any place within Canada without notice, if notice is waived by all Active Members in writing. Notice of any meeting or any irregularity in any meeting, or in the notice thereof, may be waived by an Active Member. The accidental omission to give notice of any meeting or the non-receipt of any notice by any Active Member or Active Members shall not invalidate any resolution passed or any proceedings taken at any meeting. With respect to any notice sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, and put into the post office or into one of Canada Post's letter boxes. The signature to any notice to be given by the Association may be written, stamped, typewritten, or printed.

SECTION 2 - ANNUAL MEETING

- 2.2 The Annual Meeting of the Association shall be held in the Fall of each year at a time and place determined by the Board of Directors.
- 2.3 The auditor or auditors of the Association shall be appointed at the Annual Meeting of the Association and if not so appointed shall be appointed by the Directors to hold office until the next Annual Meeting or until a successor or successors are appointed. The auditors shall make an annual audit and report to the members of the Association on the accounts and balance sheets of the Association.

Article III (cont'd)

SECTION 3 - SPECIAL MEETINGS

- 3.1 Other meeting of the Association, whether Special or General may be convened by order of the Board of Directors at any time on its own motion provided that the Board of Directors must call a special general meeting if it receives a request in writing signed by a least twenty-five (25) percent of the Active Members and specifying the business for which such meeting is required.

SECTION 4 - QUORUM

- 4.1 At least 2.5% of the Active Members with membership representation from at least three Canadian regions constitute a quorum. No business shall be transacted at any general or special meeting unless the said quorum be present at the commencement of business.

SECTION 5 - PROXIES

- 5.1 Every Active Member may, by means of a proxy, appoint a person, not necessarily a member of the Association, as her or his nominee to attend and act at the meetings in the manner to the extent and with the power conferred by the proxy. The proxy shall be in writing under the hand of the member or the member's attorney, authorized in writing, and shall cease to be valid after the expiration of one (1) year from the date thereof. The proxy may be in any form not inconsistent with the Canada Corporations Act or any successor statute or statutes.
- 5.2 The following shall be a sufficient form of proxy ;

I, _____, of _____ an Active Member of the Canadian Association of Critical Care Nurses hereby appoint _____ of _____ or failing this member , then _____ of _____ as my proxy to vote for me and on my behalf at the meeting of members of the Association to be held on the _____ day of _____, 20____, and at any adjournment thereof.
Dated at _____ this ___ day of _____ 20 ____.
Signature of Member

Article III, Section 5 (cont'd)

- 5.3 The Directors may by resolution fix a time not exceeding ten (10) days preceding any meeting or adjourned meeting of members before which time proxies to be used at that meeting must be deposited with the Association and any period of time so fixed shall be specified in the notice calling the meeting.

SECTION 6 - VOTING

- 6.1 Each Active and Life Member shall be entitled to vote on all questions. In case of a tie vote the Chairman of the meeting shall have a second, or casting vote. Associate Members, Honourary Members and Student Members shall not have the right to vote.
- 6.2 Unless a poll is requested, a declaration by the Chairperson of the meeting that a resolution has been carried or lost and an entry in the minute book to that effect shall be deemed to be conclusive evidence of that fact.
- 6.3 If a poll is requested by three (3) or more Active Members it shall be taken in such a manner as the Chairperson of the meeting may direct.
- 6.4 The Chairperson of the meeting shall be the sole and absolute judge of the validity of any vote or votes cast at a meeting and as such may direct that any votes, which the Chair deems to be invalid, be not counted for any purpose.

SECTION 7 - ADJOURNMENT

- 7.1 The Chairperson may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given. Any business may be brought before or dealt with at the original meeting in accordance with the original notice calling the same.

SECTION 8 - CONDUCT

- 8.1 All meeting shall be conducted in accordance with Bourinot's Rules of Order, insofar as they shall apply.

Article III (cont'd)

SECTION 9 - AMENDMENTS TO BY-LAW

- 9.1 At general meetings, or special meetings duly called for the purpose, the Association shall have the authority to confirm, repeal, or amend proposed By-law changes upon a two-thirds majority vote, provided that the membership has received a Notice of Motion stating the intent not less than sixty (60) days prior to the meeting.
- 9.2 Notwithstanding the foregoing the Board of Directors shall have the provisional authority to make additional By-laws or to repeal or amend existing By-laws. The changes effected shall, unless confirmed at a special meeting of the Association, have force until the next Annual General Meeting. If the membership does not approve the Board of Director's amendment no act done or right acquired under the By-law shall be prejudicially affected by the failure to confirm.
- 9.3 Neither repeal nor amendment of the By-law shall be enforced until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

ARTICLE IV - DIRECTORS

SECTION 1 - NUMBER AND QUALIFICATIONS

- 1.1 The affairs of the Association shall be managed by a Board of seven (7) Directors of whom four (4) shall constitute a quorum. Each Director must be an Active Member of the Association and be currently working in or affiliated with a critical care specialty, at the time of election.

SECTION 2 - ELECTION AND TERM OF OFFICE

- 2.1 Election of Directors shall be by ballot of Active Members of the Association. Each shall be elected as a Board Member as detailed in Article VII following and shall serve the term of office detailed therein. A Director will be eligible for re-election to one additional consecutive term and thereafter must vacate office for a one-year period before becoming eligible for nomination to the Board as a Director.

SECTION 3 - NOMINATING COMMITTEE

- 3.1 A Nominating Committee under the chair of the Vice President shall be appointed by the Board of Directors not later than January 1 of each year and shall consist of the Vice President and three members of the Association. The Nomination Committee shall solicit and receive nominations by region for election to the Board of Directors at the next annual meeting. For purposes of the Association there shall be three (3) regions including Western region (Man,Sask,Alta,BC and those ones formally known as the Yukon and Northwest Territories); Central region (Ont,PQ) and Eastern region (NB,PEI,NS and Nfld).

Article IV (cont'd)

SECTION 4 - NOMINATIONS

- 4.1 Any three (3) Active Members may nominate any other duly qualified person for election to the Board of Directors. Such nominations must be in writing, signed by the nominators and must be accompanied by the written consent of the nominee to act as a Director if elected. Nominations must be received by the Nominating Committee at least sixty (60) days prior to the Annual General Meeting each year. Each nominator may nominate one candidate only.
- 4.2 Notwithstanding the provisions of subsection (i) above, if there are an insufficient number of nominees for election to the Board of Directors at the Annual General Meeting nominations shall be accepted from the floor, provided that each such nomination shall be made by three (3) members of the Association and that sufficient proof of the willingness of the nominee to serve, if elected, shall have been presented.

SECTION 5 - VACATING OFFICE

- 5.1 The office of any Director shall ipso facto be vacated:
- 5.11 if the Director ceases to be an Active Member of the Association;
 - 5.12 if the Director ceases to be a member in good standing with their regulatory body;
 - 5.13 if by notice in writing to the Association, the Director resigns the office of Director;
 - 5.14 if the Director becomes bankrupt or suspends payment or compounds with creditors or makes an authorized assignment or is declared insolvent;
 - 5.15 if the Director is found to be a mentally incompetent person or becomes of unsound mind;

Article IV (cont'd)

SECTION 6 - FILLING VACANCIES

- 6.1 Any vacancy occurring in the Board of Directors may be filled by the Directors then in office who shall appoint a qualified person to hold office as a Director for the balance of the term of the Director whose departure from the Board has created the vacancy. The appointee shall not necessarily fill the office vacated but shall otherwise sit on the Board of Directors.

SECTION 7 - REMOVAL OF DIRECTORS

- 7.1 Any Director may at any time be removed from office by a resolution passed by a two-thirds majority of the Active Members present and voting at a special meeting of the Association duly called for the purpose, and, by a majority of the votes cast at the meeting another qualified person may be elected in her or his stead for the remainder of the term.

SECTION 8 - SUBMISSION OF ACTS TO MEMBERS FOR APPROVAL

- 8.1 The Board of Directors in its discretion may submit any contract, act, or transaction for approval or ratification at any Annual Meeting of the Active Members or at any Special Meeting of the Active Members called for the purpose of considering the same, and any contract, act, or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any additional or different requirement is imposed by Supplementary Letters Patent or any other By-law) shall be as valid and binding upon the Association and upon all members as though it had been approved or ratified by every other Active Member of the Association.

SECTION 9 - PUBLICATION

- 9.1 The Board of Directors may arrange for the publication, in any manner, of any material which it considers to be likely to be advantageous to the Association.

Article IV (cont'd)

SECTION 10 - REMUNERATION

10.1 Directors or members may be paid such remuneration, if any, as the Board of Directors may from time to time determine provided that no Director, in the normal course of duties, shall receive remuneration other than out-of-pocket expenses. The Board may, from time to time, by resolution award special remuneration out of the funds of the Association to any Director or Member who undertakes any special mission on behalf of the Association. As well, all Officers of the Association and Committee members shall be paid out-of-pocket expenses incurred in their attending Board, Committee or Members' meetings or in undertaking any special mission on behalf of the Association when such participation has been specifically requested by or on behalf of the Board of Directors.

SECTION 11 - STAFF

11.1 The Board of Directors shall have complete control over the appointment and remuneration of all staff of the Association. Individuals related by blood or marriage to any member of the Board of Directors are ineligible for staff positions with the Association.

SECTION 12 - COMMITTEES

12.1 The Board of Directors may appoint committees, which shall be of such size and constitution and shall have such powers as the Directors may determine.

ARTICLE V - MEETINGS OF DIRECTORS

SECTION 1 - PLACE

- 1.1 Meetings of the Directors may be held at the Head Office or at such places as the Directors may from time to time determine.

SECTION 2 - NOTICE

- 2.1 Such meetings may be held at any time without formal notice if all the Directors are present, or those absent have signified their consent in writing of the meeting being held in their absence. Meetings may be at any time convened by the President or the Vice President. Save as aforesaid, notice of such meetings shall be delivered, mailed, faxed or e-mailed to each Director five days (exclusive of the day on which the notice was delivered, mailed, faxed or e-mailed, but inclusive of the day for which the notice is given before the meeting is to take place. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Director at any time. The presence of any Director at any meeting shall be deemed to constitute a waiver by the Director of notice of calling the said meeting. After the election of Directors at a general meeting, or the first meeting of the Board of Directors to be held immediately following such a meeting, or in the case where a Director has been elected or appointed to fill a vacancy on the Board, no notice to the newly elected Director or Directors shall be necessary in order legally to constitute the meeting, provided a quorum of Directors be present.
- 2.2 Questions arising at any meeting of Directors shall be decided by a majority vote, except where otherwise required in the By-law. In the case of an equality of votes the Chair in addition to her or his original vote shall have a second or casting vote. If any two Directors present at a meeting so request, the vote shall be taken by ballot.

SECTION 3 - CALLING OF MEETINGS

- 3.1 Meetings of the Board of Directors shall be called at the request of the President or on the request of any two Directors.

Article V (cont'd)

SECTION 4 - PROCEDURE AT MEETINGS

- 4.1 At the request of any Director present at a meeting, any resolution of the Board passed at such meetings shall be adjourned until the next meeting of the Board and if so adjourned, such motion shall not be effective unless and until it is confirmed by a vote of a majority of the Directors present at the meeting to which such motion was adjourned. Such adjourned motion shall not be further adjourned except by the affirmative vote of two-thirds of the Directors present at the meeting of the Board to which such motion was originally adjourned.

SECTION 5 - ACTION WITHOUT MEETING

- 5.1 Provided that written consent shall be received from all Directors any action required, permitted and attributed to the Board of Directors may be taken without formal meeting of the Board. Such written consent shall be filed with the minutes of the proceedings of the Board.

SECTION 6 - PUBLICATION OF PROCEEDINGS

- 6.1 No report of any proceeding of the Board of Directors shall be published without the prior consent of the Board.

SECTION 7 - FINANCIAL STATEMENTS

- 7.1 CACCN shall maintain an operating bank account in the name of the CACCN. The President and the Treasurer shall have signing authority over the bank account, whereby either Officer's signature is binding on the account.
- 7.2 CACCN may not invest in any stocks or bonds or in any mutual fund that invests in stocks or bonds. CACCN may invest in checking accounts, deposit, or treasury bills.
- 7.3 The Board of Directors shall at each Board Meeting receive and review Monthly Financial Statements of the Board.
- 7.4 The President and the Treasurer shall receive and review monthly all National accounts of the CACCN.

ARTICLE VI - INDEMNIFICATION OF DIRECTORS

SECTION 1 - INDEMNIFICATION OF DIRECTORS

- 1.1 The Directors of the Association are hereby authorized from time to time to give indemnities to any Directors or other person who has undertaken, or is about to undertake, any liability on behalf of the Association, and to secure such Director or other person against loss by mortgage or charge upon the assets of the Association, and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation of the members of the Association.

ARTICLE VII - OFFICERS

SECTION 1 - OFFICERS

- 1.1 The officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, each of whom shall be a member of the Board of Directors, and will form the executive of the board. Other officers may be appointed as the Board of Directors decides.

SECTION 2 - ELECTION OF OFFICERS

- 2.1 Duly qualified members may be elected to a term of office of two (2) years as a Director, and that election of officers of the Association shall be made by the Board of Directors at the first meeting of the Board following election of such Directors. At the discretion of the Officers and Directors of the Board, the term of office may be amended by one (1) year (either extended or reduced) to ensure continued effective operation of the Association
- 2.2 There shall be elected seven (7) Directors of the Association with two (2) Directors from each of the three regions and an additional director, will be elected to the board, in the position of Director at Large. The Director at Large will not be representative of any particular region.

Article VII, Section 2 (cont'd)

- 2.3 There shall be elected the following officers of the Association - President, Vice President, Secretary, Treasurer, with election to the offices of Treasurer, Secretary, Vice President and President to be made by the Board of Directors from among its members at the first meeting of the Board of Directors following election of Directors to the Board annually. The term of office for the President shall be two years.
- 2.4 The Board may appoint such other officers and agents as it deems necessary, who shall have such authority and shall perform such duties as the Board may from time to time prescribe.
- 2.5 The officers of the Association shall hold office until their duly elected successors are appointed in their stead.

SECTION 3 - LIMITATION OF AUTHORITY

- 3.1 No officer or member shall obligate the Association or commit it to any policy, programme, purchase, sale or responsibility without the express authority of the Board in each case; but the President and Treasurer may accept property on behalf of the Association tentatively on condition that such acceptance shall be withdrawn and cancelled if confirmation be not formally given at the next meeting of the Board following such tentative acceptance.

SECTION 4 - DELEGATION OF POWERS

- 4.1 In the case of the absence of the President or Vice President the Board may delegate the powers of such office to any other officer or to any Director for the time being, provided that a majority of the Board concur therein.

Article VII (cont'd)

SECTION 5 - PRESIDENT

- 5.1 The President shall be the chief officer of the Association and shall preside at all meetings of the Association and of its Directors. The President shall report to all meetings of the Association and be an ex officio member of all committees of the Association.
- 5.2 The President shall have custody of all records of the Association and its seal.
- 5.3 The President shall keep or cause to be kept a book or books wherein shall be recorded;
 - 5.3.1 A copy of the Letters Patent and of any supplementary Letters Patent issued to the Association and of the by-laws of the Association duly authenticated.
 - 5.3.2 The minutes of all meetings of the members of the Association whether special, general or annual.
 - 5.3.3 The minutes of all meetings of the Board of Directors.
 - 5.3.4 A register and books wherein shall be recorded the names, post office addresses and callings of all persons who are or have been members of the Association, together with the category, post office address and calling of every such person while being a Member.
- 5.4 The President shall perform all the duties incidental to this office and such other duties as from time to time shall be assigned by the Board.

Article VII (cont'd)

SECTION 6 - VICE PRESIDENT

- 6.1 The Vice President shall be vested with all the powers and shall perform all the duties of the President in the event of the absence of the President, or the President's disability, or the President's refusal to act.
- 6.2 The Vice President shall perform all duties incidental to this office and such other duties as may be from time to time assigned by the Board.

SECTION 7 - SECRETARY

- 7.1 The Secretary shall perform all duties incidental to this office, or which are properly required by the Board.

SECTION 8 - TREASURER

- 8.1 The Treasurer shall perform all duties incidental to this office, or which are properly required by the Board.

SECTION 9 - DYNAMICS

- 9.1 The Chair for Dynamics will be a member of the Board of Directors.

ARTICLE VIII - ANNUAL DUES

SECTION 1 - DUES

- 1.1 All classes of members, except Honourary Members and Life Members shall pay such annual dues as prescribed by the Board of Directors.

SECTION 2 - PAYMENT OF DUES

- 2.1 All annual dues shall be due and payable, annually from the time of joining the Association. Payment due on the first day of the month, in each year, for the year commencing. All memberships shall be paid directly to National Office.

SECTION 3 - PAYMENT OF CHAPTER PORTION OF DUES

- 3.1 The Board shall return the \$ 15.00 for Active and Associate Members and \$ 7.50 for Student Members, which constitutes the Chapter portion of the membership fees to the Chapter within 30 days of the end of the quarter in which the fees were received.

SECTION 4 - ELECTION

- 4.1 No election of any member of any class shall be effective until the annual dues payable on such election have been paid.

SECTION 5 - DEFAULT IN PAYMENT OF DUES

- 5.1 A member whose annual dues remain unpaid by the 30th of the month following expiry shall have membership privileges suspended until such time as dues are paid.
- 5.2 Suspension of membership privileges for non-payment of annual dues shall not constitute resignation in good standing.

ARTICLE IX - PROPERTY AND PUBLICATIONS

SECTION 1 - DISPOSAL OF PROPERTY

- 1.1 The whole or part of the assets or properties of the Association may be sold or disposed of only pursuant to a resolution of the Board of Directors confirmed by the affirmative vote of the majority of the Active Members present at a general meeting.

SECTION 2 - PUBLICATIONS

- 2.1 Every publication of the Association and every paper presented to the Association or accepted for publication in whole or in part shall be the property of the Association. The Board of Directors shall have the power to release the rights of the Association in and to any such document.

ARTICLE X - EXAMINATION OF BOOKS

SECTION 1 - EXAMINATION OF BOOKS

- 1.1 The Board of Directors may from time to time determine whether or not the accounts and books of the Association or any of them be open for inspection by the members, and if so at what time and place and under what conditions such inspection shall take place. No member shall have any right to inspect any book, account or document of the Association except as conferred by statute, or as authorized by a resolution of the Board of Directors, or by a resolution of the Active Members at a General Meeting.

ARTICLE XI - SIGNING POWERS

SECTION 1 - SIGNING POWERS

- 1.1 Except as provided in Article V - Section 7, the President or the Vice President together with the Treasurer or failing them by any one of the foregoing officers together with any other Director shall have the authority to sign in the name and on behalf of the Association all instruments in writing, and any instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Corporate Seal of the Association may, when required, be affixed to any instrument in writing.

ARTICLE XII - CERTIFICATION OF DOCUMENTS

SECTION 1 - CERTIFICATION OF DOCUMENTS

- 1.1 Copies of by-laws, resolution or other proceedings of the Board of Directors or of the Members of the Association may be certified under the Corporate Seal of the Association by the President or by such other officer of the Association as the Board of Directors may from time to time by resolution appoint to perform such duties.

ARTICLE XIII - SEAL

SECTION 1 - CORPORATE SEAL

- 1.1 The Corporate Seal of the Association shall be in the form impressed in the margin hereof.

ARTICLE XIV - FINANCIAL RECORDS

SECTION 1 - FINANCIAL RECORDS

- 1.1 The Association's bank accounts shall be kept in such chartered bank, trust company or other firm or corporation carrying on a banking business as the Board of Directors may by resolution from time to time determine.
- 1.2 Cheques on the bank accounts, drafts drawn or accepted by the Association, promissory notes given by it, acceptance, bills of exchange, orders for the payment of money and other instruments as the case may be, by such officer or officers, person or persons as the Board of Directors may by resolution from time to time name for the purpose.
- 1.3 Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable papers may be endorsed from deposit to the credit of the Association's bank account by such officer or officers, person or persons, as the Board of Directors may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the Association's name.

ARTICLE XV - DISSOLUTION

SECTION 1 - DISSOLUTION

- 1.1 In the event of dissolution of the Association by resolution approved by a majority of Active Members present and voting at an Annual General Meeting or Special Meeting called for that purpose the assets of the Association shall be donated to a non-profit organization specified by resolution of the Board of Directors. The aforesaid by-law of this Association has this day been approved for adoption.

ARTICLE XVI - CHAPTERS

SECTION 1 - DEFINITION

- 1.1 Members may request Board approval for the creation of a Chapter of the CACCN, where the members live or practise in a geographic region, or where the members share a common subinterest in critical care nursing.
- 1.2 Where the Board grants approval for the creation of a Chapter in accordance with Article II, Section 4, the Chapter shall be known as the _____ Chapter of the Canadian Association of Critical Care Nurses, with the name to be suggested by the Chapter membership, and to be approved by the Board.

SECTION 2 - CREATION OF A CHAPTER

- 2.1 A request for Board approval for the creation of a Chapter must be accompanied by a Chapter Application form as prescribed by the Board, certifying that the Chapter meets the following criteria:
 - 2.11 there are a minimum of 10 Active Members of the CACCN, who wish to also be members of the Chapter;
 - 2.12 an initial organizational meeting of the Chapter members has been held, at which was passed a resolution by simple majority requesting the creation of the Chapter and suggesting the name of the Chapter; and
 - 2.13 the Chapter members have passed resolutions by simple majority electing the Executive Officers, each of whom shall be Active Members of the CACCN. The Officers shall consist of a minimum of 4 positions of President, Vice-President, Secretary and Treasurer,
- 2.2 The Board shall have the sole discretion to determine if a Chapter meets the criteria specified in Section 2.1 of the Article.

Article XVI, Section 2 (cont'd)

- 2.3 Where the Board grants approval for the creation of the Chapter, the Board shall also resolve to send start up funds to the Chapter, in an amount to be determined by the Board, within 2 months of the Board's approval.
- 2.4 Within one year of the Board's approval for the creation of the Chapter, the Chapter shall submit for Board approval the Chapter's by-laws, rules and regulations, which have been accepted by a simple majority of the Chapter's members, and which do not conflict with Constitution and by-laws of the CACCN.

SECTION 3 - CHAPTER MAINTENANCE REQUIREMENTS

- 3.1 The Chapter shall maintain a minimum of 10 Active Members. If a Chapter's membership falls below 10 Active Members for 6 months or longer, then the Board may, at its sole discretion, resolve to apply the Closing provisions in Section 4 of this Article.
- 3.2 All meetings of the Chapter Executive and Chapter Membership, shall be conducted in accordance with Bourinot's Rule of Order. A Resolution may be passed by a simple majority of those present at the meeting.
- 3.3 The Chapter shall hold a meeting of its membership at least once per year, at a time and place to be determined by the Chapter President. Notice of a membership meeting shall be given to the Chapter members at least 2 weeks in advance of any meeting. The Chapter By-Laws may be revised by the Chapter Executive, but such revisions are not effective until approved by the Chapter Membership, and the Board.
- 3.4 The Chapter shall maintain a bank account in the name of either CACCN Chapter or the _____ Chapter CACCN, which funds shall belong to the Chapter unless the closing provisions in Section 4 of this Article are applied. The Chapter President and the Chapter Treasurer shall have signing authority over the bank account, whereby either Officer's signature is binding on the account.

Article XVI, Section 3 (cont'd)

- 3.5 The Chapter shall submit to the Board on a quarterly and annual basis a Financial Report and on a semi-annual basis an Activity Report, in forms prescribed by the Board from time to time. The Reports shall be submitted to the Board within 30 days of the end of the quarter or year.
- 3.6 Chapters may not invest in any stocks or bonds or in any mutual fund that invests in stocks or bonds. Chapters may invest in checking accounts, savings account, money market funds, certificates of deposit, or treasury bills.
- 3.7 The Chapter shall not incur a debt or deficit.
- 3.8 The Chapter may fundraise for its own benefit, and spend funds at its discretion, as long as the funds are used for goals and objectives consistent with the goals and objectives of the CACCN. However, preapproval of the Board shall be obtained for the use of any funds for the following purposes:
- 3.81 donations to any non-profit organization;
 - 3.82 financial obligations lasting beyond one year;
 - 3.83 contracts to acquire office space or lease equipment.
- 3.9 Chapters which acquire or lease office space must carry liability and personal injury insurance at the Chapter's expense, with coverage in the amount of \$500,000 and naming CACCN as the beneficiary.

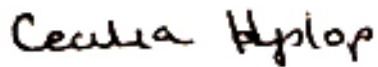
SECTION 4 - CLOSING OF THE CHAPTER

- 4.1 The Board may dissolve the Chapter by its own resolution where the Board determines that the Chapter has failed to comply with any of the requirements in Section 3 of this Article, or where the Board determines the Chapter has conducted its business in a dishonourable fashion, or in breach of the CACCN's mission and objectives. The Board shall have sole discretion in these determinations.
- 4.2 Upon closing, the bank account of the Chapter becomes the sole property of the CACCN, and the funds shall be forwarded to the Board, together with a final Financial Report and Activity Report.

Article XVI, Section 4 (cont'd)

4.3 If in the future, the Chapter wishes to reopen, it shall follow the procedures in Sections 2 and 3 of this Article. The Board may, at its sole discretion, direct to the new Chapter, all or a portion of the fund referred to in Section 4.2 of this Article.

Dated at Fredericton, New Brunswick this 27th day of September 2009.



**Cecilia St. George-Hyslop
President, CACCN**

Affix Seal



**Pamela Cybulski
Secretary, CACCN**