



**No. 2010**  
**Current By-Laws: Revisions, 2010.**

**Article #1: INTERPRETATION**

In all by-laws of the Corporation, where the context so requires or permits, the singular shall include the plural, and the plural the singular, the word "person" shall include firms and corporations and the masculine gender shall include the feminine and neuter genders; and wherever reference is made to "the Canada Corporations Act" or the "Act", it shall mean the Canada Corporations Act and every act or statute substituted therefore, and in the case of such substitution, the reference in the by-laws of the Corporation to non-existing acts or statutes shall be read as referring to the substituted provisions in the new act or statute.

**Article #2: HEAD OFFICE**

The head office of the Corporation shall be at such place therein as the directors may from time to time determine. Currently this is with Malachite Management Inc. in Vancouver, BC.

**Article #3: SEAL**

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

**Article #4: BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors (16 members) which shall be comprised of five (5) officers elected by the membership of the Corporation, one director designated by each conjoint Provincial Gerontological Nursing Association and one director elected from the Canadian Gerontological Nursing Association members in that province/territory to represent each province/territory without a conjoint gerontological nursing association.

Members of the Board of Directors shall hold office for a term of two (2) years, or until their successors are elected or appointed.

All members of the Board of Directors shall at the time of their election/appointment or within ten (10) day thereafter, and throughout their term of office, be members of the Corporation.

The Board of Directors of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Board meeting, of which notice specifying the intention to pass such resolution has been given, remove any committee members, director or officer before the expiration of his/her term of office.

#### **Article #5: EXECUTIVE COMMITTEE**

Positions on the Executive Committee are President, President-elect, Secretary, Treasurer/Membership Coordinator and Past President. The Executive Committee is accountable to the Board of Directors, and is responsible for the implementation of policies and activities for the ongoing operation of the Corporation.

Notice of meeting will be delivered, phoned, faxed, or electronically delivered to all Executive members two (2) weeks prior to the meeting. The statement of the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

Meetings of the Executive Committee shall be held as determined by the Board or at the call of the President. Quorum of the Executive Committee shall be three (3) members.

The Executive Committee of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at an Executive meeting, of which notice specifying the intention to pass such resolution has been given, remove any committee members, director or officer before the expiration of his/her term of office.

#### **Article #6: VACANCIES, BOARD OF DIRECTORS**

A vacancy of an officer will be filled by the Board of Directors from among the qualified members of the Corporation until such vacancy shall be filled by election at the next annual meeting.

A vacancy of a director representing a conjoint Provincial Gerontological Nursing Association shall be filled by the conjoint Provincial Gerontological Nursing Association.

A vacancy of a director of a non-conjoint provincial Gerontological Nursing Association will be filled by the Board of Directors from among the qualified members of the Corporation until such vacancy shall be filled by election at the next annual meeting.

#### **Article #7: QUORUM AND MEETINGS, BOARD OF DIRECTORS**

A majority of the elected and designated Board members shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors will hold a minimum of two (2) meetings per year, at a time and place as from time to time determined by the Board. Formal notice of meetings shall be phoned, faxed or electronically delivered to all Board members two (2) weeks prior to the meeting. The statement of the Secretary that notice has been given pursuant to this by-law, shall be sufficient and

conclusive evidence of the giving of notice. The Board may appoint a day, or days in any month, or months for regular meetings at any hour to be named, and no notice of such regular meeting need be sent. A Directors' meeting may also be held, without notice, immediately following the annual general meeting of the members. The directors may consider or transact any business, either special or general at any meeting of the Board.

If all the directors consent thereto generally, or in respect of a particular meeting, a director may participate in a meeting of the board, or of a committee of the board by means of such telephone conference, or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in a meeting by such means is deemed to be present in the meetings. Meetings held by telephone conference or other communication facilities will be deemed to be full meetings.

#### Telephone Participation

The (member, directors, executive committee) of the Corporation may meet by teleconference provided that either a majority of the (member, directors, executive committee) consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the (member, directors, executive committee) at a meeting of the (member, directors, executive committee) of the Corporation.

#### Meeting by Other Electronic Means

The (member, directors, executive committee) of the Corporation may meet by other electronic means that permits each (member, directors, executive committee) to communicate adequately with each other, provided that:

- a) the (members, board of directors, executive committee) of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
- b) each (member, directors, executive committee) has equal access to the specific means of communication to be used;
- c) each (member, directors, executive committee) has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

### **Article #8: VOTING, BOARD OF DIRECTORS**

Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot, if so demanded by any director present, but if no demand were made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President of the Board, his/her duties may be performed by the President-elect, or such other director as the Board may from time to time appoint for the purpose.

## **Article #9: POWERS**

The members of the Board shall administer the affairs of the Corporation in all things, and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and perform all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Board is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable; and the Board may designate one or more of its members for any one or more of the offices of the Corporation to sign documents required to carry these decisions into effect. At each annual meeting the Board shall present for approval a budget for the following year.

## **Article #10: REMUNERATION OF BOARD MEMBERS**

Members of the Board, officers and committee members shall receive no remuneration for acting as such, reasonable expenses incurred by any member of the Board, officer, or committee member in the performance of his/her duty may be paid. A reasonable remuneration for all agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such agents or employees shall cease to be payable from the date of such meeting of members.

## **Article #11: OFFICERS**

The officers of CGNA are a President, a Past President, a President-elect, a Secretary, a Treasurer-elect, and a Treasurer/Membership Coordinator. These positions shall be elected by the membership. The term of each position is two (2) years or until their successors are elected. The term of office of the Treasurer/Membership Coordinator will begin in even years, after the Annual General Meeting.

Elections shall be by ballot, and whenever possible, the nominating committee shall present a slate of at least two (2) persons for each office. All officers shall be elected by a majority vote. The new Executive shall assume their duties on the first day of the month following the biennial conference.

The assumption of roles: President-elect to President to Past President; Treasurer-elect, after first year, to Treasurer/Membership Coordinator for next two years.

## **Article #12: DUTIES OF THE PRESIDENT, PRESIDENT-ELECT AND PAST PRESIDENT**

The President shall, when present, preside at all meetings of the members of the Corporation, the Board of Directors and the Executive. The President shall sign all by-laws and minutes of meetings of the Board of Directors in the absence of specific direction by the Board to the contrary. During the absence or inability of the President of the Board, his/her duties and powers may be exercised by the President-elect.

The President shall be the custodian of the seal of the Corporation. The Past President shall chair the Nominating Committee.

## **Article #13: DUTIES OF SECRETARY**

The Secretary shall record all facts and minutes of the proceedings in the books kept for that purpose. The Secretary shall give notices required to be given to members and to Directors, and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation.

The Secretary shall also perform such other duties as may from time to time be determined by the Board of Directors.

## **Article #14: DUTIES OF THE TREASURER/MEMBERSHIP COORDINATOR**

The Treasurer/Membership Coordinator shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer/Membership Coordinator shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer/Membership Coordinator, and of the financial position of the Corporation.

CGNA has moved to a business model of operations and has contracted with a business office which will share financial and accounting responsibilities with the Treasurer. The business office will perform some of the daily, weekly duties of the treasurer. (E.g. deposits, writing cheques, and general accounting).

The business office will also maintain a directory of all members of CGNA, prepare membership reports, etc.

The Treasurer/Membership coordinator shall monitor the above actions that the business office undertakes on the corporation's behalf.

The Treasurer will provide financial reports for each Board meeting or as requested.

The Treasurer will retain primary responsibility for managing the investments of the corporation, including the scholarship funds.

The Treasurer will ensure the books are available for audit as appointed by the previous AGM.

The Treasurer/Membership Coordinator shall maintain a directory of all members of the Corporation in a format approved by the Board of Directors, prepare reports on membership at each Board meeting or as requested, and maintain effective relationships with conjoint

provincial/territorial gerontological nursing associations on membership issues. The Treasurer/Membership Coordinator shall provide support to those provinces/territories without a conjoint Provincial Gerontological Nursing Association, in order to support the expansion of the membership of CGNA.

The Treasurer/Membership Coordinator shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### **Article #15: DUTIES OF OTHER BOARD MEMBERS**

Directors shall communicate regularly with their Provincial Gerontological Nursing Association and/or CGNA members in their province in order to maintain effective links and disseminate information.

#### **Article #16: EXECUTION OF DOCUMENTS**

Deeds, transfers, licenses, contract and engagements on behalf of the Corporation shall be signed by the President or President-elect and the Secretary or another director. The President shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President or President-elect, the Secretary or by a person authorized by the Board.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

#### **Article #17: BOOKS AND RECORDS**

The members of the Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation, or by any applicable statute or law, are regularly and properly kept.

#### **Article #18: MEMBERS**

There shall be six (6) categories of membership:

- (a) Regular membership, which shall consist of Registered Nurses or Licensed or Registered Practical Nurses or Registered Psychiatric Nurses who shall be voting members of the Association and are eligible to hold office in the Association.
- (b) Student membership, which shall consist of Registered Nurses or Licensed or Registered Practical Nurses or Registered Psychiatric Nurses enrolled full-time in educational institutions, who shall be voting members of the Association, and who shall pay fifty (50%) percent of the regular membership fee of CGNA.

- (c) Associate membership which shall consist of Registered Nurses or Licensed or Registered Practical Nurses or Registered Psychiatric Nurses not currently employed in nursing, other nursing personnel, and others who have an interest in the health care of elderly persons, who shall be non-voting members of the Association, and who shall pay fifty (50%) percent of the regular membership of CGNA.
- (d) Student associate membership, which shall consist of any undergraduate nursing students enrolled at an recognized institution in a province or territory in Canada studying toward Registered Nurse, Licensed Practical Nurse, Registered Practical Nurse, or Registered Psychiatric Nurse designation with the provincial or territorial regulatory body may become an associate of the Association upon payment of an annual fee of such an amount or amounts as may, from time to time, be fixed by resolution of the Board and ratified by members voting at the Annual General Meeting.

Associates shall be entitled only to those rights and privileges of the Association as may, from time to time, be determined by resolution of the Board of Directors and shall receive a certificate identifying such person as an associate thereof.

- (e) Retired membership, which shall consist of any member of the Association who is not in paid employment and who has
  - (a) reached the age of 60; or
  - (b) reached the age of 55 and maintained regular membership in the Association or other provincial gerontological nursing association for a total of 15 years, may become a retired member. A retired member shall have all the rights and privileges of regular members
- (f) Honourary life membership, which may be conferred on members of the Association as recognized by the Association for their contribution to the field of gerontological nursing, who shall be voting members of the Association and who shall pay no regular membership fees to CGNA.

Membership shall normally be through membership in a conjoint Provincial Gerontological Nursing Association. All members of Provincial Gerontological Nursing Associations shall enjoy the same membership in the national association. If there is not a conjoint provincial gerontological nursing association in the province/territory, a member may join the Canadian Gerontological Nursing Association directly. Applicants are approved for the appropriate category of membership.

Members may resign by resignation in writing delivered to the Corporation. Members shall also be deemed to have resigned if they fail to renew their membership within sixty (60) days following the end of the membership year. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable to the Corporation prior to resignation.

Membership shall continue only during the pleasure of the Board, if any resolution of the Board so provides, the membership of any members, including members ex officio, shall terminate upon the passing of any such resolution, or at such later time as may be provided therein. Each member shall promptly receive confirmation of membership.

## **Article #19: FEES**

Membership fees shall be recommended by the Board and approved by resolution at a General meeting. In provinces/territories that have a conjoint Provincial Gerontological Nursing Association, membership will be through membership in the conjoint Provincial Gerontological Nursing Association through a joint fee covering both provincial and CGNA membership.

Where there is not a conjoint Provincial Gerontological Nursing Association a member may join CGNA directly and the CGNA fees are then paid directly to CGNA, dependent on the category of membership.

### **Article #20: MEETINGS OF MEMBERS**

Meetings of the members shall be held annually or more frequently if required, on sixty (60) days notice. At the annual meeting reports of the officers shall be presented, together with the budget for the ensuing year, and the financial statements for the last completed financial year, and the part of the year just preceding the meeting subject to the provision, if any, contained in the Letters Patent of the Corporation. Proceedings at all meetings shall be governed by Roberts Rules of Order, as it shall be published from time to time.

A special meeting may be called by the President upon written request of ten (10) members. Such meeting shall be held with ninety (90) days of receipt of the request by the Secretary.

### **Article #21: MEMBERS QUORUM**

A quorum for the transaction of business at any meeting of members shall consist of twenty (20) voting members.

If quorum is not achieved at a general meeting the mechanism for voting on a motion will be at the next Board of Directors meeting. This Board of Directors meeting may be a regular Board meeting or called as a special Board meeting.

### **Article #22: MEMBERS VOTES**

Subject to the provisions, if any contained in these by-laws, and in the Letters Patent of the Corporation, each member present of the Corporation, shall at all meeting of members, be entitled to one (1) vote.

Except as otherwise provided in Article #9, at all meetings of members every questions shall be decided by a majority of the votes of the members present in person, unless otherwise required by the by-laws of the Corporation, or any by-law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the number of proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting

upon the matter in questions. In case of any equality of votes at any general meeting, whether upon a show of hands or at a poll, the President shall be entitled to a casting vote.

### **Article #23: ADJOURNMENTS**

Any meetings of the members of the Corporation, the Board, or of the Executive, may be adjourned to any time, and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **Article #24: NOTICE**

Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or by electronic means or by depositing same in a post office or a public letter-box, in a post paid, sealed wrapper addressed to the director, officer or member at his/her address as the same appears on the books of the Corporation. A notice or other document so sent by post, shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if sent by electronic means, shall be held to be sent when the same was documented as sent by the electronic means. For the purpose of sending any notice, the address of any member, director or officer shall be his/her last address, as recorded on the books of the Corporation.

No error or omission in giving notice of any meeting, or any adjourned meeting of the directors, or the members of the Corporation shall invalidate such meetings, or make void any proceedings taken thereat and any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his/her last address recorded on the books of the Corporation.

If special business is conducted at the annual or any special general meeting of members, the notice calling it will give sufficient information to enable members to form a reasoned judgment on the decision to be taken.

### **Article #25: ANNUAL AND SPECIAL MEETINGS OF MEMBERS**

The annual or any special general meetings of the members, shall be held at the head office of the Corporation, or elsewhere in Canada as the Board of Directors may determine, and on such day as the said directors shall appoint. During the AGM, members shall be provided with minutes from the last AGM, the audited financial report, and proposed budget for the upcoming year. The Board shall approve the minutes of the AGM at the first Board meeting subsequent to the AGM.

### **Article #26: AUDITORS**

One or more auditors shall be appointed at each annual meeting of the members of the Corporation. The auditors of the Corporation when appointed, shall hold office until the next annual meeting after being appointed, or until their successors are appointed, unless previously removed by resolution of the members in general meeting or by the Board of Directors. If the remuneration of the auditor or auditors is not fixed by the members at the annual meeting, then the remuneration of the auditor or auditors shall be fixed by the Directors of the Corporation. The auditors shall be supplied with a copy of the balance sheet, and it shall be their duty to examine it with the accounts and vouchers relating thereto. The auditors shall have a list delivered to them of all books kept by the Corporation, and shall at all reasonable times have access to the books and accounts of the Corporation.

The auditors shall make an annual report upon the balance sheet, and every such report shall state whether in their opinion, the balance sheet is a full and fair balance sheet properly drawn up, so as to exhibit a true and correct view of the state of the Corporation's affairs. The treasurer presents the Auditor's annual report to the members at the AGM.

### **Article #27: NOMINATING COMMITTEE**

There shall be a Nominating Committee of three (3) persons chaired by the Past President, and composed of members of the Board from different provinces/territories. The Nominating Committee shall call for nominations at least six (6) months prior to the meeting at which officers shall be elected. The Committee shall circulate its report to the members at least sixty (60) days prior to the meeting. The report shall, where possible, include two (2) names for each office to be filled. Members may nominate additional candidates at the meeting itself. All candidates shall agree to serve, before nomination takes place.

### **Article #28: OTHER COMMITTEES**

Other Committees may be appointed by the Board of Directors, and their terms of reference shall be specific.

### **Article #29: PROTECTION OF DIRECTORS AND OFFICERS**

No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for, or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of, or belonging to the Corporation shall be placed out of, or invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation which whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by any error or judgment or oversight on his/her part for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective officer or trust or in relation thereto, unless the same shall happen by or through his/her own wilful act or default.

No act or proceeding of any member of the Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity, in regard to such act or proceeding of the qualification of such director or directors.

Board members may rely on the accuracy of any statement or report prepared by the Corporation's auditors, and shall not be responsible or held liable for any loss or damage resulting from the paying of any dividends, or otherwise acting upon such statement or report.

### **Article #30: INDEMNITY OF DIRECTORS AND OFFICERS**

Every Director or officer of the Corporation and his/her heirs, executors and administrators and estate and effects respectively, shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such directors or officers may sustain or incur in or about any actions, suit or proceeding which is brought, commenced or prosecuted against him/her for, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office.
- (b) All other costs, charges and expenses which he/she may sustain or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

### **Article #31: FINANCIAL YEAR**

The fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of March each year.

### **Article #32: CHEQUES**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be from time to time be determined by resolution of the Board of Directors, and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for that purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers, and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

### **Article #33: AMENDMENT OF BY-LAWS**

Proposed amendments to these by-laws must be submitted in writing to the Secretary at least three (3) months prior to a general meeting and thereafter, the Secretary shall send a copy to each member at least sixty (60) days prior to the meeting at which they will be considered.

These by-laws may be deleted, altered, amended or supplemented by a vote of not less than two-thirds (2/3) of the directors present at a meeting of the Board of Directors duly called and held for the purposes of considering the alteration, amendment or supplement and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members duly called for the purpose provided that the deletion, alteration, amendment or supplement of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry of Canada has been obtained.