

BY-LAWS
THE CANADIAN ASSOCIATION FOR PARISH NURSING MINISTRY (CAPNM)
Approved May 2023

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions. In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- (i) “Act” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (ii) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (iii) “Board” means the board of directors of the Corporation;
- (iv) “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (v) CAPNM means THE CANADIAN ASSOCIATION FOR PARISH NURSING MINISTRY (CAPNM);
- (vi) “Director” means an individual elected or appointed to the Board;
- (vii) “Effective Date” means the date upon which the Director appointed under the Act issues a certificate of continuance in accordance with section 276 of the Act;
- (viii) “Member” means an individual, organization or group that has been admitted to membership in CAPNM in accordance with the Articles and Bylaws as set out in 4. Conditions of Membership (4.1-4-6).
- (ix) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution; and
- (x) “Special Resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.2 In the interpretation of this bylaw, unless the context otherwise requires, the following rules shall apply:

- (i) Words in the singular include the plural and vice-versa;
- (ii) Words in one gender include all genders;
- (iii) Person includes an individual, body corporate, partnership, trust and unincorporated organizations. Other than as specified herein, words and expressions defined in the Act have the same meanings when used in these bylaws.
- (iv) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (v) Notwithstanding any provision of the By-laws, where any such provision conflicts with a unanimous member agreement or the Articles, the unanimous member agreement or the Articles, as the case may be, shall govern.
- (vi) The By-laws will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles.

1.3 Diversity, Equity and Inclusion: CAPNM affirms its commitment to inclusion and dismantling of racist and systemic discriminatory practices within the organization, including as to its internal practices, nomination procedures and ensuring that CAPNM reflects the diversity of the membership in all its jurisdictions.

2. CORPORATE SEAL

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

3. HEAD OFFICE

3.1 CAPNM head office is located at 19 Dufferin St. Burford, ON N0E 1A0

4. MEMBERSHIP

4.1 Membership in the CAPNM shall be extended to persons interested in furthering the purposes of the CAPNM and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the CAPNM. Subject to the Articles, there shall be two classes of members in the CAPNM: individual members, and organizational members. The two classes of members are divided into the following four (4) categories:

- (i) **Parish Nurse:** a registered nurse hired or recognized by a faith community to carry out a health ministry. A Parish Nurse is classified as an individual member and subject to the Articles, shall be entitled to 1 vote at all meetings of members;
- (ii) **Faith Community:** a formally recognized faith organization or community such as a congregation, presbytery, district, national office, faith based educational institution, parish or diocese. A Faith Community is classified as an organizational member and subject to the Articles, shall be entitled to designate two representatives to attend and vote at all meetings of members. Subject to the Articles, each Faith Community shall be entitled to 2 votes at all meetings of members;
- (iii) **Organization:** any organization or community interested in the parish nursing ministry, not included under any other membership category. An Organization is classified as an organizational member and subject to the Articles, shall be entitled to designate two representatives to attend and vote at all meetings of members. Subject to the Articles, each Organization shall be entitled to 2 votes at all meetings of members; and
- (iv) **Individual:** any person interested in the parish nursing ministry, not included under any other membership category. An Individual is classified as an individual member and subject to the Articles, shall be entitled to 1 vote at all meetings of members.

4.2 Membership dues shall be set through a vote of those in attendance at the annual general meeting and remain in force until such time as they are amended by the membership at a subsequent annual general meeting.

4.3 The membership year shall be from January 1 to December 31. Application for membership renewal fee is due between October 1st to December 31st of the preceding year.

4.4 All membership fees must be paid by members no later than 60 days prior to any members' meeting. The Board may fix a record date for any of the purposes set out in the Act within the time periods set out in the regulations to the Act. Any member in default of payment of such membership fees may have their membership rights suspended or terminated in accordance with section 4.6 below.

4.5 A membership in the CAPNM is terminated when:

- (i) the member dies, or in the case of a member that is a corporation, the corporation is dissolved;
- (ii) a member fails to maintain any qualifications for membership described in Section 4 of these by-laws;
- (iii) the member resigns by delivering a written resignation to the chair of the board of the CAPNM in which case such resignation shall be effective on the date specified in the resignation;
- (iv) the member is expelled in accordance with section 4.6 below or is otherwise terminated in accordance with the Articles or By-laws;

- (v) the members term of membership expires; or
- (vi) the CAPNM is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the CAPNM, automatically cease to exist.

4.6 The Board shall have the authority to suspend or expel any member from the CAPNM for any one or more of the following grounds:

- (i) violating any provision of the Articles, By-laws, or written policies of the CAPNM;
- (ii) carrying out any conduct which may be detrimental to the CAPNM as determined by the Board in its sole discretion; and
- (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the CAPNM.

In the event that the board determines that a member should be expelled or suspended from membership in the CAPNM, the President, or such other Officer as may be designated by the Board, will provide reasons for the proposed expulsion or suspension to the member and that the said member will be expelled or suspended twenty (20) days from the date in the written notice. The member may make written submissions to the president, or such other officer as may be designated by the Board. If no such submissions are received, the board may proceed to notify the member that the member is suspended or expelled from membership in the CAPNM. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such a final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

5. MEMBERS' MEETINGS

5.1 Meetings of Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

5.2 An annual meeting of members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than six (6) months after the end of the CAPNM's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the CAPNM required by the Act to be presented at the meeting, electing Directors, appointing the public accountant, and transacting such other business as may properly be brought before the meeting or is required under the Act

5.3 All meetings of the members and the Board shall be conducted in accordance with the most current edition of *Nathan's Company Meetings, including Rules of Order*.

5.4 The Board may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members. Subject to the exceptions in the Act, the Board shall call a special meeting of members on written requisition of members carrying not less than five percent (5%) of the voting rights. The majority of the members registered to vote at any meeting of members shall constitute a quorum.

5.5

- (i) Means of Notice. In accordance with and subject to the Act, notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
 - a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
 - b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
- (ii) Alternate Means of Notice. Where the CAPNM provides notice electronically, and if a member requests that notice be given by non-electronic means, the CAPNM shall give notice of the meeting to the member so requesting in the manner set out in section 5.5(1)(a).
- (iii) Notice to Others. Notice of a meeting of members shall also be given to each Director and to the public accountant of the CAPNM during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held. Notice of any meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting.

The Directors may fix a record date for determination of members entitled to receive notice of any meeting of members in accordance with the requirements of the Act.
- (iv) Change in Manner of Giving Notice. Pursuant to the Act, a Special Resolution is required to make any amendment to the By-laws of the CAPNM to change the manner of giving notice to members entitled to vote at a meeting of members.

5.6 The CAPNM shall send copies of the annual financial statements and any other documents required by the Act to the members between twenty-one (21) and sixty (60) days before the day on which the annual meeting of members is held.

5.7 At any meeting of members every question shall, unless otherwise provided by the Act, the Articles or the By-laws, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have a casting vote.

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

5.8 No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the members of the CAPNM shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the CAPNM.

5.9 The directors may determine that any annual meeting of the members shall be held by telephone or other electronic means of communication as will permit all persons participating in the meeting to hear each other and verbally participate in the proceedings ("Electronic Participation"). Any member participating in such meeting by such means is deemed to be in attendance at such meeting.

5.10 If an annual meeting of members is primarily intended to be held by members attending in person at such meeting, the directors may determine that members unable to attend in person may participate in such members' meeting by Electronic Participation; in such case, any person participating by Electronic Participation is deemed to be in attendance at such meeting.

5.11 In the event of any Electronic Participation being authorized, the directors shall, from time to time, determine any procedures for how votes shall be cast and other procedural issues.

5.12 If Electronic Participation is to be permitted at any members' meeting, CAPNM shall arrange and pay for such means of Electronic Participation used for any such meeting.

5.13 Voting by Proxy. Every member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (ii) a member may revoke a proxy by depositing an instrument signed by the member in accordance with the regulations to the Act;
- (iii) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (iv) a proxy shall be in writing, executed by the member or the member's attorney and shall conform with the requirements of the regulations to the Act; and
- (v) votes by proxy shall be collected, counted, and reported in such manner as the chair of the meeting directs.

6. BOARD OF DIRECTORS

6.1 The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board. At least two (2) Directors shall not be Officers or employees of the CAPNM or its affiliates.

6.2 Replaced by 6.4

6.3 The Directors shall be elected by the members at each annual meeting of members at which an election of directors is required. Each Director shall be elected to hold office until the third annual meeting after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election. No Director may be elected for more than three (3) consecutive terms, unless a minimum of twenty-four (24) months has elapsed since the expiry of that individual's last term.

6.4 There will be representation on the CAPNM Board of Directors from at least three (3) of the four (4) Canadian regions as follows : the East (known as the Atlantic Provinces), Central (known as Quebec and Ontario), the Prairies (known as Manitoba, Saskatchewan, Alberta) and West (known as British Columbia, Nunavut and the Territories).

6.5 The Board shall be composed of the following:

- (i) at least four (4) parish nurse directors;
- (ii) at least one (1) faith community director;
- (iii) one (1) organization director;
- (iv) one (1) individual director; and
- (v) one (1) director at large.

6.6 A minimum of three members of the Board of Directors will be active Registered Parish Nurses. Two of the three Parish Nurse Directors will be the Officers who will be active Registered Parish Nurses.

6.7 The past chair may remain on the board of directors for a one (1) year term.

6.8 A nominating committee shall be established. The past chair of the board of directors shall be the chair of the nominating committee. Members of the nominating committee may not let their name stand for nomination. The nominating committee shall strive to ensure that there are at least twice the number of nominations than positions to be filled.

6.9 All nominees must have consented to have their name presented. Those presented prior to the meeting must have given their consent in writing. Nominations may be received from the floor at the annual general meeting if made by two members, and provided that the requirements for nominations are met.

6.10 The office of director shall be automatically vacated:

- (i) if a director has resigned the office by delivering a written resignation to the secretary-treasurer of the CAPNM;
- (ii) if the director is determined to be legally incapacitated;
- (iii) if the director becomes bankrupt;
- (iv) if a director misses twenty-five percent (25%) of meetings, or two consecutive meetings without reasonable justification; or
- (v) on death;

6.11 Subject to the Act, the members may by Ordinary Resolution at a special meeting of members remove any Director from office before the expiration of the Directors' term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

6.12 In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the members to elect the number or minimum number of Directors provided for in the Articles. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect the number or minimum number of Directors provided for in the Articles, the Board shall forthwith call a special meeting of members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

6.13 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

7. DIRECTORS' MEETINGS

7.1 Meetings of the board of directors may be held at any time and place to be determined by the chair provided that at least forty-eight (48) hours electronic mail notice of such meeting shall be given to each director or at least fourteen (14) days prior notice of the meeting has been provided by regular mail. Any such notice shall be sent to the latest email or mailing address, as the case may be, provided by the director to CAPNM. Meetings may be held by means of a teleconference. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the CAPNM shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

7.2 Subject to the Act or the Articles, a majority of the number of Directors elected or appointed according to section 6.3 shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person or, if authorized under this By-law, by teleconference and/or by other electronic means.

7.3 In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting shall not have a casting vote.

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

8. OFFICERS

8.1 The officers of the CAPNM shall be the (A) chair, (B) vice-chair, (C) secretary-treasurer and any such other officers as the Board may by by-law determine. Administrative duties may be delegated to a hired staff person.

8.2 The officers shall be appointed (for a term of one year) from among the Directors by Ordinary Resolution of the Board.

8.3 The officers of the CAPNM may hold office for a maximum of three (3) consecutive years from the date of appointment, or until their successors are appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time.

9. DUTIES OF OFFICERS

9.1 The chair shall be the chief executive officer of the CAPNM. The chair shall have the general and active management of the affairs of the CAPNM. The chair shall see that all orders and resolutions of the Board are carried into effect. The chair shall preside at all meetings of the CAPNM and of the Board, including the Annual General Meeting.

9.2 The vice-chair shall, in the absence or disability of the chair, perform the duties and exercise the powers of the chair and shall perform such other duties as shall from time to time be imposed by the Board. The vice-chair shall be designated as the chairperson elect.

9.3 The secretary-treasurer have the custody of the funds and securities of the CAPNM and shall keep or cause to be kept full and accurate accounts of all assets, liabilities, receipts and disbursements of the CAPNM in the books belonging to the CAPNM and shall deposit or cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the CAPNM in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The secretary-treasurer shall disburse or cause to be disbursed the funds of the CAPNM as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the CAPNM. The secretary-treasurer shall also perform such other duties as may from time to time be directed by the Board.

9.4 The secretary-treasurer may be empowered by the Board, upon Ordinary resolution of the Board, to carry out the affairs of the CAPNM generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary-treasurer shall give or cause to be given notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board or chair, under whose supervision the secretary-treasurer shall be. The secretary-treasurer shall be custodian of the seal of the CAPNM, which shall be delivered only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

9.5 The duties of all other officers of the CAPNM shall be such as the terms of their engagement call for or the Board requires of them.

10. DIRECTOR AND OFFICERS AS LIAISON TO COMMITTEES

10.1 Officers of the Board and Directors are required to be responsible as a Liaison Director to at least one of the CAPNM Committees.

10.2 The Liaison Director may become a committee member of the designated Standing Committee with all duties and responsibilities as a member, including the issue of monetary commitments of the committee budget. The following standing committees are hereby established:

- (i) Executive Committee;
- (ii) Fundraising Committee;
- (iii) Nominating Committee;
- (iv) Standards for Practice Committee;
- (v) Education Committee;
- (vi) Membership & Visibility Committee;
- (vii) Research Committee
- (viii) Bylaws Committee

10.3 Each Liaison Director will provide information to their designated committee from the Board of Directors and from the Board of Directors to the Committee in a timely fashion.

11. EXECUTIVE COMMITTEE

11.1 There shall be an executive committee composed of the officers of the CAPNM. The executive committee shall exercise such powers as are authorized by the Board. Any executive committee member may be removed by an Ordinary Resolution of the Board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

10.2 Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that at least forty-eight (48) hours electronic mail written notice of such meeting shall be given to each member of the committee, or at least fourteen (14) days prior notice of the meeting has been provided by regular mail²⁰. Two (2) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the CAPNM shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

11. EXECUTION OF DOCUMENTS

11.1 Contracts, documents or any instruments in writing requiring the signature of the CAPNM, shall be signed by any two (2) officers and all contracts, documents and instruments in writing so signed shall be binding upon the CAPNM without any further authorization or formality. The Board shall have power from time to time by Ordinary Resolution to appoint an officer or officers on behalf of the CAPNM to sign specific contracts, documents and instruments in writing. The Board may give the CAPNM's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the CAPNM. The seal of the CAPNM when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

12. MINUTES OF BOARD OF DIRECTORS (AND EXECUTIVE COMMITTEE)

12.1 A copy of the minutes of the Board (and the minutes of the executive committee) shall be distributed to each Director within fifteen (15) days of the holding of such meeting. Upon written request, such minutes may be made available to any member of the CAPNM at the discretion of the Board.

13. FINANCIAL YEAR

13.1 Unless otherwise determined by the Board, the financial year-end of the CAPNM shall be December 31.

14. AMENDMENTS

14.1 The Articles may only be amended if the amendment is sanctioned by a Special Resolution of the members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

14.2 Subject to the Articles, the Board may, by Ordinary Resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the CAPNM. Any such By-law, amendment or repeal shall be effective from the date of the Ordinary Resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of members or if it is rejected by the Members at the meeting.

This section does not apply to a By-law that requires a Special Resolution of the members according to subsection 197(1) (fundamental change) of the Act.

Notwithstanding the foregoing, this By-law shall come into effect on the Effective Date.

15. PUBLIC ACCOUNTANT

15.1 The CAPNM shall be subject to the requirements relating to appointment of a public accountant and level of financial review required by the Act.

16. RULES AND REGULATIONS

16.1 The Board may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the CAPNM as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the CAPNM when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

18. INDEMNIFICATION BYLAW

18.1 Every Director or Officer of CAPNM or other person who has undertaken or is about to undertake any liability on behalf of CAPNM, and their heirs, executors and administrators, and estates and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of CAPNM from and against:

1. All costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in and about any action, suit or proceedings which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of an act, deed, matter or thing whatsoever, made, done, or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability;
2. All other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs , charges, or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.
3. In the event an individual requests an advance of funds in order to defend an action, claim, or suit or proceeding as reference in 1. and 2., the board may approve such advance.