



**BY-LAWS OF THE CANADIAN ASSOCIATION OF PERINATAL AND WOMEN'S HEALTH NURSES /  
ASSOCIATION CANADIENNE DES INFIRMIERES ET INFIRMIERS EN PERINATALITE ET EN SANTE DES  
FEMMES (CAPWHN)**  
(hereinafter called CAPWHN)

**1.0 GENERAL**

**1.1 Definitions**

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

- (a) **"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;
- (b) **"Articles"** means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) **"Board"** means the Board of Directors of the Corporation and **"Director"** means a Member of the Board;
- (d) **"Corporation"** means the Canadian Association of Perinatal and Women's Health Nurses (CAPWHN).
- (e) **"Meeting of Members"** includes an annual general meeting or a special Meeting of Members
- (f) **"Ordinary Resolution"** means a Resolution passed by a majority of not less than 50% plus 1 of the votes cast on that Resolution;
- (g) **"Special Resolution"** means a Resolution passed by the majority of not less than two-third (2/3) of the votes cast on that Resolution;

**1.2 Interpretation**

In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than in 1.1 above, words and expressions defined in the Act have the same meanings when used in these By-Laws.

**1.3 Execution of documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed, with prior approval from the Board of Directors, by the Executive Director or a director as designated by the Board. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, Resolution, By-Law or other document of the Corporation to be a true copy thereof.

**1.4 Financial year end**

The financial year end of the Corporation shall be determined by the Board of Directors.

### **1.5 Banking arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by Resolution.

### **1.6 Annual financial statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (annual financial statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsections 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the national office or by prepaid mail.

## **2.0 MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION**

### **2.1 Membership classes**

Subject to the Articles, there shall be two classes of Members in the Corporation, namely, Nurse Members and Associate Members. Membership in the Corporation shall be available only to individuals interested in furthering CAPWHN's purposes and who have applied for and been accepted into Membership in the Corporation by Ordinary Resolution of the Board or in such other manner as may be determined by the Board by Ordinary Resolution. All members must be in ethical and professional good standing with their respective regulatory body(ies) where applicable.

The following conditions of membership shall apply:

#### **2.1.1 Nurse Members**

Membership in the Nurse Members class shall be available only to:

- (a) Registered Nurses in Canada;
- (b) Registered Practical Nurses in Canada;
- (c) Licensed Practical Nurses in Canada;
- (d) Infirmières et infirmiers (Quebec);
- (e) Infirmières et infirmiers auxiliaires (Quebec);
- (f) Individuals who are retired from employment but who, prior to retirement, were eligible to be Nurse Members of the Corporation;
- (g) Students enrolled in a full-time pre-registration nursing program in Canada.

The term of Membership of a Nurse Member shall be annual, subject to renewal in accordance with the policies of the Corporation.

As set out in the Articles, each Nurse Member who is entitled to receive notice to attend and vote at Meetings of Members shall be entitled to one (1) vote at such meetings.

#### **2.1.2 Associate Members**

Associate Members are non-voting Members and, subject to the Act and the Articles, shall not be entitled to receive notice of, attend or vote at Meetings of Members. Membership in the Associate Members class shall be available to any health care professional who does not meet the eligibility qualifications of the Nurse Members class.

The term of Membership of an Associate Member shall be annual, subject to renewal in accordance with the policies of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special Resolution of the Members is required to make any amendments to this section of the By-Laws if those amendments affect Membership rights and/or conditions described in paragraph 197(1)(e), (h), (l) or (m).

## **2.2 Notice of meeting to Members**

Notice of the time and place of any 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 21 to 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 21 to 35 days before the day on which the meeting is to be held.

Notice of any meeting where special business will be conducted should contain sufficient information to permit the Member to form a reasoned judgment on the decision(s) to be taken.

Note: Pursuant to subsection 197(1)(l) (Fundamental changes) of the Act, a Special Resolution of the Members is required to make any amendment to the By-Laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

## **2.3 Absentee voting**

Members may not vote by proxy at any meeting of members. Pursuant to section 171(1) (Absentee voting) of the Act, a member entitled to vote at an annual general meeting or at a special meeting of members may vote by mailed-in ballot or telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) allows the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

## **3.0 MEMBERSHIP – DUES AND TERMINATION**

### **3.1 Membership dues**

Membership dues and special assessments may be set by the Board from time to time.

Members shall be notified in writing of the Membership dues at any time payable by them and, if any are not paid within the time limit set by the Board, the Members in default shall thereupon cease to be Members of the Corporation. The Membership year shall be 12 months from the date Membership dues are received.

### **3.2 Membership termination**

A Membership in the Corporation is terminated when;

- (a) the Member dies;
- (b) the Member fails to maintain any qualifications for Membership described in section 2.1 of these By-Laws;

- (c) the Member resigns by delivering a written resignation to the President of the Board. The resignation shall be effective on the date specified in the resignation but such resignation shall not exempt of any obligation or liability to the Corporation incurred or arising prior to resignation until such liability or obligation is discharged;
- (d) the Member's term of Membership expires; or
- (e) the Corporation 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 Corporation, automatically cease to exit.

### **3.3 Membership transferability**

Membership in the Corporation is not transferable except with the approval of the board. Members may only transfer from one membership class to another if they meet the eligibility criteria of the other class as stipulated in these by-laws.

## **4.0 MEETINGS OF MEMBERS**

### **4.1 Annual general meeting (AGM)**

There shall be an annual general meeting (AGM) of the Membership of the Corporation no more than fifteen (15) months after last annual general meeting, and no more than six (6) months after the end of the fiscal year.

The Members may consider and transact any business either special or general at any Meeting of Members.

### **4.2 Special meetings**

Subject to the Act, special meetings of Members shall also be held upon written request by at least five percent (5%) of the Members entitled to vote on the Resolution to be considered at the meeting. Such written requests by the Members shall be filed with the Corporation in accordance with the requirement of the Act.

### **4.3 Place of meetings**

Subject to compliance with the Act, the Meetings of Members shall be held at any place within Canada, or outside Canada, as the Board may determine.

### **4.4 Notice to Directors and Public Accountant**

Notice of any Meeting of Members shall be given to the Directors and the Public Accountant via regular mail, courier, e-mail, facsimile or other communication facility to the last recorded address (or number as applicable) of each director and Public Accountant. Notice shall be sent to the Directors and the Public Accountant at least 21 days but not more than 60 days before the time appointed for the meeting.

### **4.5 Adjournment**

The chair of any Meeting of Members may with the consent of the majority of Members at the meeting adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the new meeting is within 31 days of the adjournment. Any business may be brought before or dealt with at any adjourned meeting which

might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **4.6 Waiving notice**

A Member and any other person entitled to attend a meeting may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting of the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **4.7 Special Business**

All business transacted at a Meeting of Members, except consideration of the financial statements and the Public Accountant's report, election of Directors and reappointment of the incumbent Public Accountant constitutes special business.

#### **4.8 Persons entitled to be present**

The only persons entitled to be present at a meeting of the Members shall be those entitled to vote at the meeting, the Directors and the Public Accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-Laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

#### **4.9 Chair of the meeting**

The chair of any Meeting of Members shall be the President or, in her absence, the Chair shall be one of the following Officers chosen in the following order:

- a) First, the President-Designate;
- b) Second, the Past-President; and then
- c) Third, the Secretary/Treasurer.

In the event that these Officers are all absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.10 Quorum**

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act or by the Letters Patent or any other Bylaw) shall be twenty five (25) Members present in person. If a quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and shall adhere to such adjournment.

#### **4.11 Votes to govern**

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-Laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes either on

show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **5.0 DIRECTORS OF THE BOARD**

### **5.1 Number of Directors**

Subject to the minimum and the maximum number of Directors as provided for in the Articles, the Directors may, from time to time, fix the number of Directors of the Corporation and the number of Directors to be elected at annual Meetings of Members. No decrease in the number of Directors shall shorten the term of an incumbent director.

### **5.2 Qualifications**

All Directors must be Nurse Members of the Corporation who meet the member requirements for paragraphs 2.1.1 a) through e) of these By-Laws. Each director shall be an individual who is 18 years of age or older with the power under law to contract. No person who has the status of bankrupt shall be a director.

### **5.3 Composition of Board**

There must be a minimum of one (1) Director from each of the following regions on the Board at all times:

- a) British Columbia/Alberta/Yukon
- b) Manitoba/Saskatchewan/North West Territories
- c) Ontario
- d) Quebec
- e) Atlantic/Nunavut

### **5.4 Terms of office for Directors**

At the first election following the adoption of these by-laws by the members, the terms of office for Directors shall be as follows:

- a. one (1) year for 50% of the Directors (rounded up one number if necessary); and
- b. two (2) years for the remainder of the Directors.

Thereafter, Directors, upon election (or appointment as per the Articles), shall immediately enter into the performance of their duties and shall continue in office for two (2) years or until their successors shall be duly elected and qualified, or unless they resign, are removed or are otherwise unable to fulfil an unexpired term.

Directors may serve a maximum of three (3) consecutive terms. Directors shall be eligible for re-election to the Board if two (2) years have passed following the expiry of their last term.

### **5.5 Resignation or removal**

Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent to the President.

Any Director may be removed by an Ordinary Resolution of the membership at any Meeting of Members at which a quorum is present.

## **5.6 Vacancies**

Subject to the Act, any vacancy occurring on the Board by reason of death, resignation or otherwise, may be filled by the remaining Directors for the rest of the unexpired term. Vacancies must be filled by the Board in order to ensure the regional composition is intact as required by Section 5.3 of these By-Laws. Otherwise the Board may resolve not to fill the vacancy at its discretion.

If there is not a quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any Meeting of Members, the Directors then in office shall forthwith call a special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

## **5.7 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefore.

## **6.0 MEETINGS OF THE BOARD**

### **6.1 Place of meetings**

Meetings of the Board of Directors may be held at any place within or outside Canada as the Board may determine.

### **6.2 Calling of meetings**

A meeting of the Board of Directors may be convened by the President of the Board, the President-Designate of the Board in the absence of the President, the Past President in the absence of the President and President-Designate, or in the absence of all three, any two (2) Directors at any time.

### **6.3 Notice of meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 8.1 of this By-Laws to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

### **6.4 First meeting following annual general meeting**

If the first meeting of the Board of Directors following the election of Directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

### **6.5 Regular meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any Resolution of the Board fixing the place and the time of

such regular meetings of the Board shall be sent to each of the director forthwith after being passed, but no other notice shall be required for any such regular meeting except if the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

#### **6.6 Quorum**

Fifty percent (50%) of the number of Directors fixed by the Board as per Article 5.1 of these By-Laws will form a quorum for the transaction of CAPWHN business. If the number of Directors at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to adjourn the meeting and to set the date and time of the next meeting. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-Laws.

#### **6.7 Meetings other than in person**

Provided that all Directors consent and can participate and communicate equally and with due regard to security, meetings of the Board and its committees may be held in person, by teleconference, or in any other manner, electronic or otherwise, that is appropriate to conducting the affairs of the Board and the organization.

Where a meeting of Directors is held by teleconference or by other electronic means, a Director participating at such meeting by teleconference or by other electronic means shall be deemed, for the purposes of these Bylaws, to be present in person.

#### **6.8 Votes to govern**

Unless otherwise required by the Act or the Articles of the Corporation, questions arising at any meeting of the Board shall be decided by consensus of the Directors present at the meeting. A consensus will be considered to have been reached when no director objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by Ordinary Resolution of the Directors. In that event, each director is authorized to exercise one vote. In the case of an equality of votes, the Chair, in addition to her original vote shall have a second or casting vote.

#### **6.9 Chair of the meeting**

The chair of any Board meeting shall be the President or, in her absence, the Chair shall be one of the following Officers chosen in the following order:

- a) First, the President-Designate;
- b) Second, the Past-President; and then
- c) Third, the Secretary/Treasurer.

In the event that these Officers are all absent, the Members who are present and entitled to vote at the meeting shall choose one to their number to chair the meeting.



## **7.0 OFFICERS**

### **7.1 Description of offices**

Unless otherwise specified by the Board, the offices of the Corporation are the President, President-Designate, Past-President and Secretary/Treasurer. All Officers must be Directors. Subject to the Act, the Board may assign, modify, restrict or supplement the duties and powers of the Officers.

### **7.2 Vacancy in office**

The Board may remove any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of;

- (a) the Officer's successor being appointed,
- (b) the Officer's resignation,
- (c) such Officer ceasing to be a director or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy.

## **8.0 NOTICES**

### **8.1 Method of giving notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of annual general Meeting of Members or a meeting of the Board of Directors, pursuant to the Act, the Articles, the By-Laws or otherwise to Member, director, Officer or Member of a committee of the Board or to the Public Accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of changes of Directors); or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;  
or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The treasurer may change or cause to be changed the recorded address of any Member, director, Officer, Public Accountant or Member of a committee of the Board in accordance with any information believed by the treasurer to be reliable. The declaration by the treasurer that the notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or Officer of the Corporation to any notice or other document to be given

by the Corporation may be written, stamped, type-written or printed or partly written, stamped type-written or printed.

### **8.2 Invalidity of any provisions of this By-Law**

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

### **8.3 Omissions and errors**

No error or omission in giving notice of any Annual or Special Meeting or any adjourned meeting of the Members of the Corporation shall invalidate any Resolution passed or any proceedings taken at any Meeting of Members.

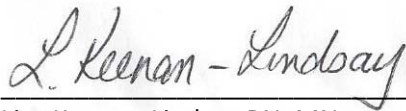
## **9.0 EFFECTIVE DATE**

### **9.1 Effective date**

Subject to matters requiring a Special Resolution, this By-Law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by Ordinary Resolution on the 19<sup>th</sup> of August 2014 and confirmed by the Members of the Corporation by Special Resolution on the 25<sup>th</sup> of October 2014.

Dated as of the 25<sup>th</sup> day of October, 2014.



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Lisa Keenan-Lindsay RN, MN  
President