

CLINICAL NURSE SPECIALIST ASSOCIATION OF BRITISH COLUMBIA

Society Act

CONSTITUTION

1. The name of the Society is 'Clinical Nurse Specialist Association of British Columbia'.
2. The purposes of the Clinical Nurse Specialist Association of British Columbia are:
 - To provide a professional organization that supports and advances the professional interests of its members by fostering a social, economic and political climate in which Clinical Nurse Specialists can provide accessible, efficient and effective health care that meets the highest standards of advanced practice nursing.
 - To establish a sustainable and professional organization for all Clinical Nurse Specialists involved in advanced practice nursing within the province of British Columbia.
 - To promote and assist in the development of provincial and national standards of excellence in advanced practice nursing as it relates to the role and scope of practice of the Clinical Nurse Specialist.
 - To promote and disseminate advanced practice nursing research.
 - To provide networking opportunities and foster inter-professional connections for Clinical Nurse Specialists and other health care providers.
 - To encourage and promote educational programs to facilitate best practice in the care of patients/ clients/ residents who fall within the scope of practice of the Clinical Nurse Specialist.
 - To advocate on behalf of the care and needs of patients/ clients/ residents with regard to health care issues that fall within the scope of practice of the Clinical Nurse Specialist.
 - To influence government, the public, educational institutions, other health care professionals and health care facilities regarding critical health care issues of patients/ clients/ residents who fall within the scope of practice of the Clinical Nurse Specialist.
 - To promote communication among Clinical Nurse Specialists provincially, nationally and internationally.
 - To provide opportunities for affiliations with other provincial and national nursing organizations.
 - To maintain communication and share information with the College of Registered Nurses of British Columbia (CRNBC), the Canadian Nurses Association (CNA), the Canadian Association of Advanced Practice Nurses (CAAPN), and Registered Nurses Associations of other provinces.
3. In the event of the winding up or dissolution of the Clinical Nurse Specialist Association of British Columbia, the assets and funds which remain after all debts and liabilities have been paid, or provision for payment has been made, shall be given or transferred to an organization with similar purposes pursuant to section 149 (1) or (I) of the Income Tax Act (CDN).
A member's resolution may be passed to determine to which organization the remaining assets and funds will be transferred.
4. Notwithstanding Clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis.

5. No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him/ her while engaged in the affairs of the Society.
6. No part of the income of the Society shall be payable or otherwise available for the personal benefit of any member.
7. Paragraphs 3, 4, 5, 6 and 7 of the Constitution are alterable in accordance with the Society Act.

BYLAWS

PART 1- INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires:
 - 'DIRECTORS' means the Directors of the Society for the time being;
 - 'SOCIETY ACT' means the Society Act of British Columbia from time to time in force and all amendments to it;
 - 'REGISTERED ADDRESS' of a member means the member's address as recorded in the register of members;
 - 'The SOCIETY' means the 'Clinical Nurse Specialist Association of British Columbia;
 - 'TERM' means the time between the annual general meeting and the immediate next annual general meeting;
 - 'TERM OF OFFICE' relates to the number of terms or length of time for which a Director or Executive Officer or committee Chair may be appointed.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2 – MEMBERSHIP

3. The members of the Clinical Nurse Specialist Association of British Columbia are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the Directors for membership in the Society and, on acceptance by the Directors, is a member.
5. Every member must uphold the Constitution and comply with these Bylaws.
6. The amount of the first annual membership dues must be determined by the Directors, after which such dues must be determined at the annual general meeting of the Society.
7. There will be four classes of membership:
 - (1) Full/ Active Membership is open to all Clinical Nurse Specialists who are registered and members in good standing with the College of Registered Nurses of British Columbia (CRNNBC); university faculty in health-related disciplines; health authority administrators; and those currently practicing in the role and function of a Clinical Nurse Specialist as

- defined in the Canadian Nurses Association document ‘Advanced Practice Nursing Framework’.
- Full/ Active members will have voting privileges, will be eligible to hold office, and will be required to pay full annual membership dues.
- (2) Student Membership is open to CRNBC registered nurses who are enrolled in an advanced nursing education program at an accredited education institution.
Student members will have voting privileges but will not be eligible to hold office. They will be required to pay 50% of the annual membership dues.
- (3) Affiliate Membership is open to other persons who have an interest in or commitment to advanced practice nursing and the role of the Clinical Nurse Specialist, and who have applied to the Directors for membership and have been accepted.
Affiliate members will not have voting privileges and will not be eligible to hold office. They will be required to pay 50% of the annual membership dues.
- (4) Honorary Lifetime Membership may be conferred on persons recognized by the Society for their contribution to the field of advanced practice nursing and the role of the Clinical Nurse Specialist.
Honorary Lifetime members will have voting privileges and will be eligible to hold office. They may, but will not be required to, pay annual membership dues.
8. At all times the number of Full/ Active members shall exceed the total, combined number of Student, Affiliate and Honorary Lifetime members by 10%.
9. All members will have the right to attend all general meetings, special meetings and the annual general meeting, and to receive any communications and publications pertaining to the business of the Society. Full/ Active members, Student members and Honorary Lifetime members will be eligible to vote on any ordinary resolution or special resolution.
10. Only Full/ Active members in good standing may hold the office of President and Vice President and must have been members of the Clinical Nurse Specialist Association of British Columbia for at least one year.
11. A person will be accepted as a member in the appropriate class of membership upon completion of an application form and payment of the appropriate annual membership dues, provided the provisions in PART 2, bylaw 8 of these bylaws are not breached.
12. A person ceases to be a member of the Society
- (a) by delivering his or her resignation in writing to the Secretary of the Society, or by mailing it (postal or electronically), or delivering it to the address of the Society;
 - (b) on his or her death;
 - (c) on being expelled (see bylaw 13);
 - (d) on having been a member not in good standing for 12 consecutive months.
13. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reason(s) for the proposed expulsion.

- (3) The person who is the subject of the proposed resolution for expulsion must be given the opportunity to be heard at the general meeting before the special resolution is put to a vote.
14. All members are in good standing except a member who has failed to pay their current and appropriate annual membership dues according to their class of membership, or have any other subscription or debt due and owing by the member to the Society. The member is not in good standing as long as the debt remains unpaid.

PART 3 – MEETINGS OF MEMBERS

15. General meetings, special meetings and the annual general meeting are all general membership meetings and will be held at the time and place, in accordance with the Society Act, that the Directors/ Executive decide.
16. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
17. The Directors/ Executive members may, when they so decide, convene an extraordinary general meeting.
18. (1) Notice of a general meeting must specify the place, date and hour of the meeting and, in case of special business, the general nature of that business;
(2) The accidental omission to give notice of a meeting, or the non-receipt of a notice by any of the members entitled to receive notice, does not invalidate proceedings at that meeting;
(3) The Secretary, on behalf of the Directors/ Executive will notify all members of an upcoming general meeting at least 28 calendar days (not counting the day of mailing or the day of the meeting) before the general meeting, and such notice will specify the business to be transacted during the meeting including, but not limited to, resolutions for which notice is required.
(4) Notice of an upcoming Annual General Meeting will follow the procedure specified in this bylaw 18 (3), for notice of an upcoming general meeting.
(5) Extraordinary general meetings will be called by the Directors/Executive upon receipt of a requisition signed by at least 10% of the voting membership, provided that the requisitionists specify the business for which the extraordinary general meeting is to be called.
(6) The notice of a meeting can be sent by regular postal mail or email.
19. The first Annual General Meeting of the Clinical Nurse Specialist Association of British Columbia will be held not more than 15 months after the date of incorporation, after which an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

20. The current edition of ‘Robert’s Rules of Order (newly revised)’ shall govern the Society in all cases to which it applies and in which it does not conflict with these bylaws or with the Society Act.
21. Special business is considered to be
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and,
 - (b) all business conducted at an annual general meeting except for the following:
 - the adoption of rules of order
 - the consideration of financial statements
 - the report of the Directors

- the report of the auditor
 - the election of Directors/ Executive
 - the appointment of an auditor
 - any other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
22. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 (2) A quorum for the transaction of business at a general meeting of the Society will be 3 voting members present, or a greater number that the members may determine at a general meeting.
23. If, within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, must be terminated. In all other cases, however, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
24. Subject to bylaw 25, the President of the Society, the Vice President or, in the absence of both, one of the other Directors present must preside as Chair of a general meeting.
25. If at a general meeting there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting, the members present must choose one of their number to be the Chair.
26. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given to all members as in the case of the original meeting.
 (3) Except as provided in this bylaw 26(2), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
27. (1) A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.
 (2) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
28. (1) Each Full/ Active member, Student member and Honorary Lifetime member who is in good standing and present at a meeting of members is entitled to one vote.
 (2) A member is not entitled to vote on a resolution unless the member is in good standing in accordance with these bylaws.
 (3) Voting for all business other than for the election of Directors/ Executive will be by show of hands.
 (4) Electronic voting is permitted if the resolution to be voted on is made available electronically to all members no less than twenty-eight (28) calendar days prior to the meeting at which the resolution will be determined.
 (5) The deadline for the Society to receive the member's electronic vote is two (2) business days prior to the meeting at which the resolution will be determined.
 (6) Electronic votes shall be returned only to the Secretary or to the member designated to tabulate the votes.
 (7) Non-receipt of any electronic notice of a resolution by any of the members of the Society entitled to receive the resolution does not invalidate the resolution or the voting on the resolution.

- (8) Non-receipt of any member's electronic vote by the Society shall not invalidate the resolution or the voting on the resolution.
- (9) Voting by proxy is not permitted.

PART 5 – DIRECTORS AND OFFICERS

- 29. (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to the provision of:
 - (a) all laws affecting the Society
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.
- (2) A rule made by the Society in a general meeting does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 30. (1) The President, Vice President, Immediate Past President, Secretary and Treasurer/membership are members of the Executive and are Directors of the Society.
- (2) The Board of Directors will be comprised of a minimum of 5 and a maximum of 10 Full/Active members and Honorary Lifetime members, and will include the officers of the Executive as provided in this bylaw 30 (1).
- (3) Ad hoc Committee Chairs will join the officers of the Executive from time to time as deemed necessary and appointed by the Executive. The term of office for the Ad hoc Committee Chair will be determined by the tasks the Ad hoc committee is assigned to complete.
- 31. (1) Officers of the Executive including the President, Vice President, Secretary and Treasurer/membership, will be elected by the membership for 2 terms (approximately 2 years) or until their successor is elected.
- (2) The term of office of the President, Past President and Treasurer/membership will commence upon adjournment of the annual general meeting in even years.
- (3) The term of office of the Vice President and Secretary will commence upon adjournment of the annual general meeting in odd years.
- (4) All other Directors of the Society will be elected to their positions for 2 terms (approximately 2 years) on a rotational basis whereby half will be replaced or renewed annually based upon the year they became Directors.
- (5) Following incorporation of the Clinical Nurse Specialist Association of British Columbia and election of the first Directors, one-half will be elected for one term of office and one-half will be elected for 2 terms in order to achieve the rotational system provide in this bylaw 31(2), (3), (4).
- 32. (1) The Directors must retire from office at the annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation if only one candidate is standing for office. If there are two or more candidates for the same office, the vote must be by ballot. Electronic ballot is acceptable if a full list of candidates and the candidates credentials is provided for all members,

and the criteria for electronic voting is followed in accordance with bylaw 28 (4), (5), (6), (7), and (8). In the event of a tie vote between the top candidates the winner will be decided by lot.

(4) If a successor is not elected, the person previously elected or appointed continues to hold office.

33. (1) A member will not hold the same office on the Executive for more than 4 consecutive terms (approximately 4 years) or serve as an officer on the Executive for more than 8 consecutive terms (approximately 8 years). These restrictions may be lifted by a 2/3 vote of the members present during a general meeting, but will apply only to a specific position and only to a specific election.

(2) A member who has previously served 8 consecutive terms as a Director/Officer of the Executive can seek re-election after one term of not serving as a Director/Officer of the Executive

34. (1) The Directors may at any time, and from time to time, appoint a member as a Director to fill a vacancy in the Directors.

(2) A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.

35. (1) If a Director resigns his or her office, or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director.

(2) In the event of a vacancy in the office of President, the Vice President will assume the office of President for the remainder of the term(s). If, however, the Vice President is unable to assume the office of President, the Directors may appoint a member to serve as President only until the election at the next annual general meeting.

(3) In the event of a vacancy in the office of Vice President, the Immediate Past President will assume the office of Vice President for the remainder of the term(s) or until the election at the next annual general meeting when the position can be filled.

(4) An act or proceeding of the Directors of the Society is not invalid merely because there is less than the prescribed number of Directors in office.

36. (1) The members of the Society may, by special resolution, remove a Director before the expiration of his/her term of office, and may elect a successor to complete the term of office.

(2) A Director who, during the performance of their duties, is in conflict with these bylaws, may be removed from office by a 2/3 majority vote of the members at the next general meeting provided that a notice of such a proposal has been given to the members as specified in bylaw 18 (3), and provided that the Director in question has been given an opportunity of defense before the Society membership.

(4) A Director must disclose any conflict of interest that would impede their role as a Director and Officer of the Executive Board.

37. A Director must not be remunerated for being or acting as a Director, but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society and as approved by the Executive before the expense is incurred.

PART 6 – PROCEEDINGS OF DIRECTORS AND OFFICERS

38. (1) Directors of the Society will be the Officers of the Executive and other eligible members who are Directors of the Society according to bylaw 30 (2).

(2) The Directors may meet at the places they consider fit to conduct business, adjourn and otherwise regulate their meetings as they consider to be appropriate.

- (3) The Directors may from time to time set the quorum necessary to conduct business and, unless so set, the quorum is a majority of the Directors then in office. If there is an even number of Directors in office, such majority would be one-half of this number plus one.
- (4) The President is the Chair of all meetings of the Directors but, if at a meeting, the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as Chair. If neither is present, the Directors present may choose one of their number to be the Chair at that meeting.
- (5) The Board of Directors, which includes all Officers of the Executive and all other eligible members who are Directors of the Society, will meet once a year and/ or at the call of the President.
- (6) Officers of the Executive will hold at least 4 Executive meetings a year at the call of the President, and extra meetings will be called if 2 or more Officers request it.
- (7) Meetings of the Executive may be held by telephone conference calls or electronic communication such as videoconference or web-cast, provided a quorum is present to take part in such conference calls.
39. (1) The Board of Directors will review and ratify the proposed budget or changes in budget allocation greater than \$1,000.00, review proposed bylaw changes, and advise on matters that may affect the continuance of the Society.
- (2) The Executive will conduct the affairs of the Society between annual general meetings, conduct all extraordinary general meetings and the annual general meeting, and conduct all business and special business of the Society according to these bylaws and the Society Act.
- (3) The Executive may authorize expenses within the annual budget as approved during the preceding annual general meeting. Expenditures greater than \$2,000.00, or expenditures that exceed the total specified in the annual budget by more than 10%, will require the approval of the general voting membership of the society.
- (4) A Director may at any time, and the Secretary must, on the request of a Director, convene a meeting of the Directors.
40. (1) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they consider appropriate.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed upon it by the Directors, and must report every act or thing done in exercise of these powers to the earliest meeting of the Directors held after the act or thing has been done.
41. A committee must elect a Chair of its meeting but, if no Chair is elected or, if at a meeting, the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their members to be the Chair of the meeting.
42. The members of a committee may meet and adjourn as they consider appropriate.
43. (1) At least sixty (60) calendar days before the annual general meeting of the Society, the Immediate Past President will be instructed to form a Nominating Committee. In the first year of operation following incorporation as a society where there is no Immediate Past President, the Executive will appoint a member to chair the Nominating Committee.
- (2) The Nominating Committee will instruct the Secretary to inform all members of the Society of the available Director positions to be filled, sixty (60) calendar days before the annual general meeting, will solicit nominations and prepare a list of candidates for those offices which are vacant.
- (3) The Nominating Committee will comply with bylaws 40, 41 and 42.

44. For the first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
45. A Director of the Society, who may be absent temporarily from British Columbia, may send or deliver to the address of the Society a waiver of notice, which may be by letter or email, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn
 - (a) a notice of meeting of Directors is not required to be sent to that Director, and
 - (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
46. (1) Any questions arising at any meeting of the Directors and/ or committee of Directors must be decided by a majority of votes.
 - (2) In the case of a tie vote, the Chair does not have a second or casting vote and the proposed resolution does not pass.
47. A resolution proposed at any meeting of the Directors and/ or Committee of Directors need not be seconded, and the Chair of a meeting may move or propose a resolution.
48. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

PART 7 – DUTIES OF OFFICERS

49. (1) The President presides at all meetings of the Clinical Nurse Specialist Association of British Columbia and of the Directors.
 - (2) The President is the Chief Executive Officer of the Society and must supervise the other Officers in the execution of their duties, and is an ex-officio member of all committees.
 - (3) The President will approve all agendas and minutes of general meetings and Directors' meetings, and prepare a report for the annual general meeting.
 - (4) The President acts as the liaison with other professional and community organizations.
50. (1) The Vice President assists the President and other Officers of the Executive in the performance of their duties and will be responsible for facilitating the logistics needed for all meetings.
 - (2) The Vice President must carry out the duties of the President during the President's absence.
 - (3) In the event of a vacancy in the Office of President, the Vice President will assume the Office of President for the remainder of the term(s) as specified in bylaw 35 (2).
51. (1) The Immediate Past President acts as an advisor to the President and Officers of the Executive and is Chair of the Nominating Committee.
 - (2) In the event of a vacancy in the Office of Vice President, the Immediate Past President will assume the Office of Vice President as specified in bylaw 35 (3).
52. The Secretary must do the following:
 - (a) conduct the correspondence of the Society.
 - (b) issue notices of meetings of the Society and Directors, including giving notice to members of general meetings and the annual general meeting at least twenty-eight (28) calendar days prior to the meeting as specified in bylaw 18 (3) (4).

- (c) issue notices to all members regarding which Director positions will become vacant at the next annual general meeting, not less than sixty (60) calendar days prior to the annual general meeting as specified in bylaw 43 (2).
 - (d) keep minutes of all meetings of the Society and Directors.
 - (e) record and distribute minutes of all meetings in the books and/ or electronic storage system used for that purpose.
 - (f) have custody of all records, correspondence, contracts and documents of the Society, except those required to be kept by the Treasurer/ membership.
 - (g) maintain an accurate register of the names and demographical information of all members of the Society.
 - (h) perform such other duties as may from time to time be determined by the Directors.
53. The Treasurer/ membership must:
- (a) keep the financial records including books of account necessary to comply with the Society Act.
 - (b) receive all monies owing to the Society.
 - (c) discharge all debts of the Society by means of cheques co-signed by the Treasurer and one of two other Officers of the Executive designated to co-sign.
 - (d) supervise all funds and securities of the Society.
 - (e) prepare an annual budget for approval by the Directors and all members at the annual general meeting.
 - (f) collect all annual membership dues according to a person's class of membership by January 31st of each year and notify the Secretary of membership status with names and demographical information necessary to maintain accurate membership records.
 - (g) attend to all financial affairs of the Society and render financial statements to the Directors, members, the Auditor and others as required.
54. (1) In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.
- (2) In the absence of the Treasurer from a meeting, the Treasurer may submit a written financial statement to be read at the meeting and, if necessary, the Directors may appoint another person to act as Treasurer at the meeting.

PART 8 – DUES AND FINANCES

55. The fiscal year will be from January 1st to December 31st of each year.
56. (1) Annual dues for all members will be payable by January 31st of each year.
- (2) A member is not in good standing with the Society until membership dues are paid (see bylaw 14).
57. (1) Financial statements of the Society will be reviewed on an annual basis by two members of the Board of Directors who are not Officers of the Executive.
- (2) Financial statements of the Society will be reviewed by an auditor at the end of a Treasurer's term of office, and before a newly elected Treasurer takes over the office.
58. Liability insurance for Directors of the Society will be covered within the Society's annual budget of expenditures.
59. (1) Cheques must be co-signed by no less than two Officers of the Executive.
- (2) Officers of the Executive shall designate signing authorities and alternatives, one of whom will be the elected Treasurer/ membership.

PART 9 – BORROWING

60. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide and, in particular but without limiting that power, by the issue of debentures.
61. A debenture must not be issued without the authorization of a special resolution.
62. The members may, by special resolution, restrict the borrowing powers of the Directors, but any restriction imposed expires at the next annual general meeting.

PART 10 – AUDITOR

63. An Auditor will be appointed to review the financial statements of the Society at the end of a Treasurer's term of office, and before a newly elected Treasurer takes over the office.
64. The first Auditor will be appointed by the Directors who must also fill all vacancies occurring in the Office of the Auditor.
65. An Auditor will be appointed approximately every two years at the annual general meeting preceding the election of a new Treasurer, to hold office until the Auditor is re-elected or a successor is elected.
66. An Auditor can be removed by ordinary resolution.
67. An Auditor must be promptly informed in writing of the Auditor's appointment or removal.
68. The Auditor may attend general meetings of the Society.
69. A Director of the Society may not be its Auditor.

PART 11 – NOTICES TO MEMBERS

70. A notice may be given to a member either personally, by email, or by mail to a member's registered address.
71. A notice sent by mail or electronic mail is deemed to have been given on the second day following the day on which the notice was posted or electronically mailed and, in proving that notice has been given, it is sufficient to prove that the notice was correctly addressed and put in a Canadian post office receptacle or sent electronically to the email address of the member as held by the Secretary. Members are responsible for notifying the Secretary of any changes in their postal or email address.
72. (1) Notice of a general meeting must be given to the auditor and to every member shown on the register of members on the day notice is given.
(2) No other person is entitled to receive a notice of a general meeting of the Society.

PART 12 – BYLAWS

73. On being admitted to membership in the Clinical Nurse Specialist Association of British Columbia, each member is entitled to, and the Society must give the member without charge, a copy of the Constitution and Bylaws of the Society.
74. (1) These bylaws may not be altered or added to except by special resolution.

(2) A special resolution to alter or add to these bylaws must be passed by a 75% majority vote of the members present at the meeting where the changes to the bylaws are discussed, providing a notice of the proposed bylaw changes has been given as specified in bylaw 18 (3) or (4) and in accordance with the Society Act.

PART 13 – BRANCH SOCIETIES

75. (1) The Clinical Nurse Specialist Association of British Columbia may establish and maintain one or more Branch Societies (or Chapters) with, but not exceeding, the powers of the Society, and in accordance with the process set out in Part 1 “Incorporation”, Section 18 – “Branch Societies” and Section 19 – “Incorporation of Branch Societies” of the Society Act.
(2) A Branch Society (or Chapter) would be established and maintained to meet the needs of Clinical Nurse Specialists in different geographical locations of British Columbia, and other provinces or territories where affiliation with the Society is desired and has been requested.
(3). A Branch Society (or Chapter) would be governed by this Constitution and Bylaws and by the Society Act.
76. (1) A special resolution must be passed at a general meeting by a majority of not less than 75% of the votes of those members of the Society entitled to vote and, according to bylaw 18 (3), before a Branch Society is established.
(2) A notice must be sent immediately to the Registrar stating the intention of the Society to proceed with the formation of such a Branch, and requesting permission from the Registrar to proceed.
77. A minimum of 5 or more persons will be required to form a Branch Society (or Chapter).

We, the applicants for incorporation of the Clinical Nurse Specialist Association of British Columbia as a Society under the Society Act, approve this document as our Constitution and Bylaws.

DATED: March 15, 2010

WITNESSES

APPLICANTS FOR INCORPORATION

Signature:

Signature:

Name:

Name:

ADDRESS:

ADDRESS:

Signature:

Name:

ADDRESS:

**END OF CLINICAL NURSE SPECIALIST ASSOCIATION OF BRITISH COLUMBIA
APPLICATION FOR INCORPORATION UNDER THE SOCIETY ACT**