



periOPERATIVE REGISTERED NURSES ASSOCIATION OF NOVA SCOTIA

## BYLAWS

## **AMENDED BY-LAWS**

### **OF**

## **PERIOPERATIVE REGISTERED NURSES ASSOCIATION OF NOVA SCOTIA ORNANS**

1. In these By-Laws unless there be something in the subject or context inconsistent therewith:

(a) *ORNANS* means the Perioperative Registered Nurses Association of Nova Scotia.

(b) *Registrar* means the Registrar of Joint Stock Companies appointed under the *Nova Scotia Companies Act*.

(c) *Special Resolution* means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

### **AFFILIATION**

2. ORNANS shall be a member of the Operating Room Nurses Association of Canada (ORNAC).

3. ORNANS shall be a special interest group member of the College of Registered Nurses of Nova Scotia (CRNNS).

4. ORNANS shall be a special interest group member of College of Licensed Practical Nurses of Nova Scotia (CLPNNS).

### **OBJECTIVES**

5. The objectives of ORNANS shall be:

(a) To promote standards for optimum patient care during the Perioperative phase;

(b) To encourage and promote continuing education;

(c) To promote the correspondence and exchange of ideas and techniques among the members throughout Nova Scotia;

(d) To provide leadership and representation of Perioperative registered nursing practice at a provincial level to outside agencies.

(e) To provide representation for Nova Scotia Perioperative registered nurses at the national level.

## **MEMBERSHIP**

6. The subscribers to the Memorandum of Association and such other persons over the age of 18 as shall be admitted to membership in accordance with these By-Laws, and none other, shall be members of ORNANS, and their names shall be entered in the Registry of Members accordingly.

7. For the purposes of registration, the number of members of ORNANS is unlimited.

8. The Board of Directors of ORNANS shall determine the membership fee, if any, from time to time. Members shall be notified in writing of the fees payable at any time. If membership fees are not paid when due, the Member(s) in default shall thereupon cease to be Members of ORNANS.

9. The Board of Directors of ORNANS shall prescribe the application process, from time to time.

10. Membership in ORNANS shall not be transferable.

11. Membership in ORNANS shall be limited to registered nurses interested in furthering the objectives of ORNANS and who are admitted as members by the Board. The following shall be admitted to membership in ORNANS:

Professional nurses who:

(a) are currently members in good standing of the College of Registered Nurses of Nova Scotia and who are actively working in Perioperative registered nursing and/or related Perioperative functions; and

(b) are eligible to be a member of the Operating Room Nurses Association of Canada or its successor organization.

12. The entry in the Register of Members by the Secretary or the Secretary's delegate of the name and address of any individual shall constitute an admission to membership in ORNANS.

13. Members have the right to attend and vote at meetings of the members, are eligible to be appointed as directors or officers, and may serve on committees. Members are responsible for behaving in accordance with the By-Laws and objectives of ORNANS.

14. Membership in ORNANS shall cease upon the death of a member, or if, by notice in writing to ORNANS, the member resigns their membership, or if the member ceases to qualify for membership in accordance with these By-Laws, or if the member ceases to reside for more than six months in any calendar year in Nova Scotia.

15. The members of ORNANS may by Special Resolution revoke the membership of any member of ORNANS.

16. The directors may at their discretion elect honorary associates ("Honorary Associates"), who may include:

(a) Nurses not currently active as a Perioperative Nurse, but who were previously active in Perioperative nursing, or have special skills or knowledge relative to Perioperative nursing; and

(b) Past members/associations of ORNANS who have been recognized for their contribution to the objectives of ORNANS.

17. Honorary Associates shall not be members of ORNANS, shall not be entitled to vote or participate at meetings of ORNANS.

18. Licensed Practical Nurses ("LPNs") currently active as a Perioperative nurse or in a related Perioperative function may become an Associate of ORNANS. LPNs shall not be members of ORNANS and shall not be entitled to vote, but may attend and participate at meetings of ORNANS. LPN's would be required to pay an Associate Fee as determined by the Directors.

### **FISCAL YEAR**

19. The fiscal year of ORNANS shall be determined by the Board of Directors.

### **MEETINGS OF THE MEMBERS**

20. The annual general meeting of the members of ORNANS shall be held within ninety days after the end of each fiscal year of ORNANS. ORNANS shall hold an annual meeting of the members at a place and time determined by the Board of Directors in each year, of which notice to the last known address of each member shall be delivered by mail, e-mail, facsimile, or telephone, not less than twenty-one (21) days before the date of the meeting.

21. An extraordinary general meeting of members of ORNANS may be called by the President or by a majority of the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per cent (25%) in number of the members of ORNANS.

22. At a general meeting, the Board of Directors may present any matters to be voted upon by the members, including those matters that require a special resolution of the members.

23. Twenty-One (21) days' notice of a meeting of the members of ORNANS, specifying the place, day and hour of the meeting and, In the case of special business, the nature of the business shall be given to the members. Notice shall be given in writing. Such written notice may be delivered as follows:

(a) personally;

(b) by sending it through the post in a prepaid letter addressed to the member at the member's last known address;

(c) by telefaxing it to the member at the member's last known telefax number;

(d) by emailing it to the member at the member's last known email address. Any notice shall be deemed to have been given at the following times:

(i) three days after mailing and in proving such service it shall be sufficient to prove the date that the envelope containing the notice was properly addressed and placed at the post office.

(ii) at the time shown on the telefax confirmation receipt showing that the notice was telefaxed to the last known telefax number of the member; or

(iii) at the time shown on the email confirmation receipt showing that the member received the email addressed to the member at the member's last known email address.

It shall be the responsibility of all members to notify the registered office of ORNANS of any change in their mailing address, telefax number and email address.

The non-receipt of any notice by any member shall not invalidate the proceedings at any ordinary general meeting or extraordinary general meeting of ORNANS otherwise duly called and convened.

24. At each annual general meeting ("AGM") of ORNANS, the following items of business shall be dealt with and shall be deemed to be ordinary business:

(a) Minutes of preceding general meeting;

(b) Consideration of the financial statements including balance sheet and operation statement;

(c) Consideration of the annual report of the directors, committee chairpersons and Regional Executives;

(d) Election of directors;

(e) Appointment of Auditors;

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of ORNANS.

25. No business shall be transacted at any meeting of ORNANS unless a quorum of members is present at the commencement of such business and such quorum shall consist of the lesser of fifteen (15) or twenty-five percent (25%) of the members listed in the Register of Members.

26. Any member who has not withdrawn from membership nor has been expelled shall have the right to vote at any meeting of ORNANS. Each member entitled to vote may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing and is valid only at the meeting in respect

of which it is given, or if that meeting is adjourned, at that rescheduled meeting, and may be revoked in writing by the member.

27. A member may participate in a meeting of the members or a committee meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to communicate with each other, and a member participating in a meeting by those means is deemed to be present at that meeting.

28. If within one half hour after time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.

29. (a) The President of ORNANS shall preside as Chair at every general meeting of

ORNANS.

(b) If there is no President or if at any meeting he or she is not present at the time of holding the same, the President Elect shall preside as Chair.

30. In the case of an equality of votes, the Chair shall have an additional (casting) vote.

31. The Chair may, with the consent of the members, adjourn any meeting from time to time and from place to place, but no business shall be transacted at such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

32. At any meeting unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of ORNANS shall be sufficient evidence of the fact without proof of the number or proportion of the members recorded in favour of or against such resolution.

33. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of ORNANS in a general meeting.

## **VOTES OF MEMBERS**

34. Every member shall have one vote and no more.

## **DIRECTORS**

35. Unless otherwise determined by general meeting, the number of directors shall be at least five (5) and no more than twenty (20).

36. Any member of ORNANS shall be eligible to be elected a director of ORNANS. The members shall elect directors from among their number.

37. To the extent that there are Regional Chapters of ORNANS, the members of the Regional Chapters shall each elect a minimum of one and a maximum of 2 representatives from within their Regional Chapters to serve on the Board of Directors. Such election may be done at the Regional Chapter's annual meeting of the members, or by such other method as the Board of Directors may deem suitable from time to time.

38. Directors shall be eligible for re-appointment.

39. In the event that a director resigns their office or ceases to be a member in ORNANS, their office as director shall *ipso facto* be vacated, and the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors.

40. Meetings of the Board of Directors shall be held as often as the business of ORNANS may require, but at least once every six (6) months and shall be called by the Secretary, on the request of the President or any two (2) directors. A meeting of the directors may be held at the close of every ordinary or annual general meeting of ORNANS without notice. Notice of all other meetings shall be given as if by-law 21 was repeated here and applied *mutatis mutandis*.

41. No business shall be transacted at any meeting of the Board of Directors unless a majority of the directors are present.

42. A director may participate in a meeting of directors or a committee meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to communicate with each other, and a director participating in a meeting by those means is deemed to be present at that meeting.

43. If within one half hour after time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.

44. The President or, in his or her absence, the President Elect or, in the absence of both of them, any director appointed by majority vote from among those directors present shall preside as Chair at meetings of the Board.

45. In the case of an equality of votes, the Chair shall have an additional (casting) vote.

46. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

47. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a meeting of the Board of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board of Directors.

## **POWERS OF DIRECTORS**

48. The management of the activities of the Association shall be vested in the directors who, in addition to the powers and authorities by these By-Laws or otherwise expressly conferred upon them, may exercise all such powers and so all such acts and things as may be exercised or done by ORNANS and are not hereby or by statute expressly directed or required to be exercised or done by ORNANS in general meeting. The directors shall appoint an executive committee, consisting of the officers and shall appoint the committees as specified in these By-Laws and such other committees as it sees fit.

49. Any request for funding pursuant to the Objects of ORNANS shall be approved by the Board of Directors of ORNANS.

## **OFFICERS**

50. The officers of ORNANS shall be a President, a President Elect, the Past President, a Treasurer and a Secretary.

51. The directors at the first meeting of the directors following the annual general meeting shall elect one of their number to be the President of ORNANS. The President shall have general supervision of the activities of ORNANS and shall perform such duties as may be assigned to him or her by the members from time to time.

52. The directors shall also elect from their number a President Elect. The President Elect shall, at the request of the members and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President, or during such period of a meeting that the President may request the President Elect to do.

53. (a) The directors shall also elect from their number a Secretary of ORNANS who shall keep the minutes of the meetings of the members and directors and shall perform such other duties as may be assigned to him or her by the members. If the members think fit, the same person may be elected to hold both offices of Secretary and Treasurer.

(b) The directors shall also elect from their number a Treasurer of ORNANS who shall be responsible for keeping the accounts of ORNANS.

(c) The directors may appoint at any director's meeting a temporary substitute for the Secretary who shall, for the purpose of these By-Laws, be deemed to be the Secretary.

(d) Cheques or other negotiable instruments shall be signed by the President or President Elect, together with one (1) other officer.

54. Subject to the by-laws and policies of ORNANS, the Past President or Current President shall be nominated as ORNANS's representative on the Board of Directors of ORNANS. The nomination shall be in writing and submitted to the Nominating Committee of ORNANS.

55. All officers of ORNANS shall hold office for a period of two (2) years or until new officers are elected. The President shall hold office for only one 2 year term, but may be elected again



as President upon three (3) years having elapsed from the end of the previous term.

56. Any director or officer, upon a majority vote of the members in good standing, may be removed from office for any cause that the members may deem reasonable. Also, to the extent that there are Regional Chapters of ORNANS, the members in good standing of a Regional Chapter may by majority vote remove a director from their Regional Chapter for any cause that those members may deem reasonable. In addition, an officer, upon a majority vote of the Board of Directors, may be removed from office for any cause that the directors may deem reasonable.

57. Unless authorized at any meeting of the members and after notice for same shall have been given, no officer, director, or member of ORNANS shall receive any remuneration for his or her services.

### **COMMITTEES**

58. (a) A Nominating Committee shall be appointed by the Board of Directors and shall be comprised of a minimum of three (3) members of ORNANS.

(b) The purpose of the Nominating Committee shall be to recommend a slate of directors to the membership for each Director's office which will be vacant and for which an election is to be held at the next annual meeting.

(c) The Nominating Committee shall table its report to the directors at least one month prior to the date set for the annual meeting.

59. The Board of Directors of ORNANS may from time to time appoint any committee or advisory body, as it sees necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board of Directors, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its activities.

### **ACCOUNTS**

60. The directors shall annually present to the members a written report on the financial position of ORNANS. The report shall be in the form of:

(a) a balance sheet showing its assets, liabilities and equity, and

(b) a statement of its income and expenditure in the preceding fiscal year.

61. A copy of the financial report shall be signed by the auditor or by two directors.

62. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

63. An Auditor or Auditors of ORNANS may be appointed annually by the members at the annual general meeting and, on failure of the members to do so, the directors may make this appointment.

64. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of ORNANS with one week's notice. All other books and records of ORNANS may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of ORNANS.

#### **REPEAL AND AMENDMENT OF BY-LAWS**

65. ORNANS has the power to repeal or amend any of these By-Laws by a Special Resolution passed in the manner prescribed by the *Societies Act*.

#### **MISCELLANEOUS**

66. The Board of Directors may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with these By-Laws relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest, as well as procedural and other requirements relating to these By-Laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

67. ORNANS shall file with the Registrar with its annual statement a list of its officers and directors with their addresses, occupations and dates of appointment or election, and within fourteen (14) days of a change of officers or directors, notify the Registrar of the change.

68. ORNANS shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen (14) days after the resolution is passed.

69. The seal of ORNANS shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

70. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of ORNANS and of the Board of Directors shall be the responsibility of the Secretary.

71. The books and records of ORNANS may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of ORNANS.

72. Contracts, deeds, bills of exchange and other instruments shall be executed on behalf of ORNANS by the any two (2) officers of ORNANS, or otherwise as prescribed by these By-Laws.

73. The borrowing powers of ORNANS shall be exercised by special resolution of the members of ORNANS.

74. Upon dissolution or liquidation of ORNANS, any assets remaining after payment of ORNANS's debts and obligations shall be distributed to ORNAC, if ORNANS is legally obligated under an affiliation or similar agreement to do so, or if the Members choose to distribute such assets to ORNAC, or alternatively, to a non-profit corporation, association, society, charity or other entity with objects similar to those of ORNANS.

#### **COOPERATION WITH OTHER ENTITIES**

75. ORNANS may enter into agreements with other bodies corporate, organizations, authorities, persons or programs, but always in accordance with the Objectives of ORNANS.

76. ORNANS may establish and maintain one or more Regional Chapters of ORNANS.

(a) A Regional Chapter shall have the powers, not exceeding the powers of ORNANS, which ORNANS may from time to time confer.

(b) A letter of intent shall be submitted to the Board of Directors for all new chapters wishing to organize. An administrative stipend may, at the discretion of the Board of Directors, be provided to any such new chapter.

(c) Regional Chapters shall have an Executive ("Regional Executive") which will report to the Board of Directors of ORNANS and be governed by ORNANS By-Laws.

(d) Each member of the Regional Executive shall be an active member of ORNANS.

(e) Each region shall elect a Regional Presiding Officer (RPO) and a Secretary/Treasurer who will be called the Regional Executive Committee. The Committee may appoint hospital representatives at their discretion.

(f) The Regional Executive Committee will organize their operation to suit regional requirements providing there is no conflict with ORNANS or these By-Laws.

JUNE, 2015