

Newfoundland and Labrador Registered Nurses' Education and Research Trust

CONSTITUTION

ARTICLE I

Name The name of the organization shall be the Newfoundland and Labrador Registered Nurses' Education and Research Trust herein after called the "Trust".

ARTICLE II

Objectives The objective of the Trust shall be:

1. To facilitate an increased knowledge base in nursing for the benefit of the public at large by:
 - 1.1 Providing scholarships and bursaries to (a) qualified students enrolled in schools of nursing who meet the criteria set down for the awarding of such financial assistance; and (b) nurses for continuing education who meet the criteria set down for the awarding of such financial assistance.
 - 1.2 Providing awards to nurses conducting nursing research who meet the criteria set down for the awarding of such financial assistance.
 - 1.3 Managing funds for scholarships, bursaries, and nursing research awards.

ARTICLE III

Relationship with the College of Registered Nurses of Newfoundland and Labrador (CRNNL)

The Trust was established in 1986 by a motion of the Association of Registered Nurses of Newfoundland and Labrador (ARNNL) Council. As of September 1, 2019, ARNNL became the College of Registered Nurses of Newfoundland and Labrador (CRNNL), herein after called "CRNNL".

Provisions in the Trust Constitution are predicated in part on the in-kind support services, including staff support, provided by CRNNL to the Trust pursuant to a letter of commitment from CRNNL to the Trust dated October 22, 2015.

The Executive Director of CRNNL shall have the overall responsibility of administering the Trust between meetings of the Board of Directors. The Executive Director may delegate assignments to appropriate CRNNL staff or the Trust Coordinator.

Headquarters Headquarters for the Trust shall be located at the offices of the College of Registered Nurses of Newfoundland and Labrador (CRNNL).

ARTICLE IV

Members of the Trust

SECTION 1

~~Regular Member:~~ a regular member shall pay the fee prescribed by the Trust and shall be a nurse who holds **a practising licence or non-practicing membership** with the CRNNL.

~~Sustaining Member:~~ a sustaining member shall pay the fee prescribed by the Trust and shall be any person who holds non-practising membership with CRNNL, or any member of the public with like interests.

~~Patron:~~ a patron shall pay the fee prescribed by the Trust and shall be any person, firm, association, or corporation whose application for such class of membership has been approved by the Board.

Honorary Member: an honorary member shall be any person who has rendered distinguished service or valuable assistance to the Trust and whose status as such member has been approved by the Board according to criteria set down by the Board.

ARTICLE V

Board

SECTION 1

1. The Governing body of the Trust shall be called the Board of Directors.
2. The Board shall consist of seven (7) **elected** Directors **and the Executive Director of CRNNL**.
 - 2.1 A minimum of four (4) of the **elected** Directors must be Registered Nurses with CRNNL.
 - 2.2 All seven (7) **elected** Directors must have been a Registered Nurse at some point in their career.
 - 2.3. **The Executive Director of CRNNL shall be a non-voting Director of the Board.**
3. All members of the Board of Directors must be members of the Trust.
4. All members of the Board of Directors must reside in Newfoundland and Labrador.

Members of the Board of Directors

SECTION 2

President

President Elect

Four (4) Regional Directors, one each representing Eastern, Central, Western, and

Labrador-Grenfell regions as defined by the boundaries of the Regional Health Authorities

One Director-at-Large

The Executive Director of CRNNL. ~~shall be a non-voting member of the Board.~~

Support to the Board
of Directors

SECTION 2.1

The Trust Coordinator and staff of CRNNL providing support to the Board are non-voting.

The Secretary shall be the Trust Coordinator who provides support to the Board and the Awards process.

The Director of Corporate Services of CRNNL shall provide financial guidance to the Board on an ad hoc basis.

Term of Office
of the Board
of Directors

SECTION 3

1. The term of office shall be three years from the date of election and shall commence at the close of the Annual Meeting.
2. Directors shall hold only one office at a time.
3. Directors shall be eligible to serve only three consecutive terms in the same office.
4. A Director who is absent from two (2) consecutive meetings without cause shall resign from the Board.
5. The President Elect shall become President in the event that the President is unable to complete her/his term of office.
6. In the event that a Director is unable to complete her/his term of office, the vacancy shall be filled by appointment by the Board of Directors for the remaining term.
7. In the event that a position is not filled at the annual election, the vacancy may be filled by appointment by the Board of Directors in the interim until the next election.

Election of the
Board of Directors

SECTION 4

1. The President, President-Elect, Director-at-Large and Regional Directors shall be elected at the Annual Meeting by the members in attendance.
2. The election of members to the Board of Directors will be staggered to promote continuity.

3. Prior to the election, the incumbent Board of Directors shall agree to a process to be administered by the Trust Coordinator for identifying prospective candidates who are willing and able to serve as Directors.

Duties of Board of Directors

SECTION 5

1. The President shall preside at all meetings of the Trust.
2. The President Elect shall perform the duties of the President in her/his absence.
3. The President shall assign duties to the Trust Coordinator and Director of Corporate Services as directed by the Board to facilitate the appropriate operation of the Trust between meetings.
 - 3.1 The Trust Coordinator shall support the Board by carrying out the assigned administrative duties of the Trust between meetings of the Board of Directors. The Trust Coordinator may seek support from appropriate CRNNL staff as per arrangements agreed upon between the Trust and the CRNNL.
 - 3.2 The Director of Corporate Services shall support the Board by carrying out the assigned financial duties of the Trust between meetings of the Board of Directors.
5. The Board of Directors shall attend and participate in the meetings of the Board.

ARTICLE VI

Resignation of Members

SECTION 1

Membership in the Trust shall not be transferable and shall cease upon failure to submit the annual fee prescribed by Trust.

ARTICLE VII

Fees

The annual membership fee for each class of member, except for Honourary Members, shall be prescribed by the Board of Directors subject to approval at the next Annual Meeting.

ARTICLE VIII

Meetings

SECTION 1

General Meetings consist of the Annual Meeting and any Special Meetings.

General Meetings are open to all members of the Trust.

Meetings of the Board of Directors of the Trust will be held at the call of the President. At least two meetings must be held each year.

Annual Meeting

SECTION 2

The Annual Meeting of the Trust shall be, if appropriate, in conjunction with the Annual Meeting of CRNNL.

A notice of the Annual Meeting shall be advertised through CRNNL's established communications processes at least twenty-one days prior to the date of the meeting.

Special Meetings

SECTION 3

1. Special Meetings of the Trust may be called at any time by the President.
2. The Board of Directors shall give careful consideration to calling a Special Meeting upon receipt of a written and signed request of at least 10 members of the Trust, providing that a reason for such a meeting is stated.
3. Reasons for Special Meetings must be stated in a notification to members.
4. No matter shall be discussed at a Special Meeting apart from that specified in the notice to members.

Motions

SECTION 4

Motions at Board Meeting shall be passed by a majority of votes cast at the meeting (i.e., fifty percent plus one).

Motions at a General Meeting, with the exception of Special Resolutions, shall be passed by a majority of votes cast at the meeting (i.e., fifty percent plus one).

Special Resolutions

Special Resolutions are required for making changes to the Trust including changes to the Constitution or dissolution of the Trust.

Special Resolutions shall only be passed at a General Meeting of the Trust.

The full text of a Special Resolution shall be available to members of the Trust at least twenty-one (21) days prior to the date of the General Meeting at which it is presented.

Special Resolutions shall not be raised from the floor of a General Meeting.

Special Resolutions shall be passed by a two-thirds majority of votes cast at the General Meeting.

Quorum

ARTICLE IX

~~Ten members of the Trust plus a quorum of members of the Board of Directors shall constitute a quorum for a General Meeting.~~

Fourteen (14) members of the Trust, at least four (4) of whom must be elected members of the Board of Directors, shall constitute a quorum for a General Meeting.

Fifty percent plus one Board Member ***of the elected Board Members*** is a quorum for the Board of Directors meeting.

ARTICLE X

Power and Functions
of the Board of
Directors

1. Govern the management and use of funds of the Trust in keeping with the objectives of the Trust.
2. Develop criteria for disbursement of funds in keeping with the objectives of the Trust.
3. Request, acquire, accept or receive gifts, donations, bequests or subscriptions of money, or real or personal property, whether they be unconditional or subject to special conditions, provided any special conditions are not inconsistent with the objectives of the Trust.
4. Authorize investments as considered appropriate by the Board. Profits from investments of monies in the Trust shall become part of the finances of the Trust and shall be used for promoting the objectives of the Trust.

ARTICLE XI

Signing Officers

Contracts, documents or any other instruments in writing, requiring the signature of the Board of the Trust shall be signed by the Trust Coordinator, CRNNL Executive Director or the President.

ARTICLE XII

Bank

SECTION 1

Funds of the Trust shall be deposited in a Chartered Bank/Trust Company chosen by the Board of Directors.

SECTION 2

The Trust Coordinator, in conjunction with the CRNNL Director of Corporate Services, shall have custody of the funds and securities of the Trust. They shall have full and

accurate accounts of receipts and disbursement in books belonging to the Trust and shall deposit all monies and other valuable effects in the name and to the credit of the Trust.

They shall ensure all donations are acknowledged by a written receipt for tax purposes.

ARTICLE XIII

Audit

The Board of Directors shall ensure that an annual audit is carried out by a chartered accountant. The report of the audit shall be presented at a General Meeting and be available to members of the Trust and members of the public upon request.

ARTICLE XIV

Fiscal Year

The fiscal year of the Trust shall be April 1 to March 31.

ARTICLE XV

Committees

The Board of the Trust shall have the power to strike standing and ad hoc committees whose terms of reference shall be established by the Board. These committees shall report to the Board.

ARTICLE XVI

Dissolution of the Trust

The Trust shall not be dissolved voluntarily unless a Special Resolution to do so is passed by the members of the Trust at a General Meeting.

In the event that the Trust is dissolved, all monies in the Trust shall be transferred to a registered charitable organization such as the Canadian Nurses Foundation or similar organization.

ARTICLE XVII

Amendments to the Constitution

This Constitution may be amended at any General Meeting of the Trust by a two-thirds majority of votes cast provided that notice of such amendment is included with a notice to members of the Meeting.

ARTICLE XVIII

General

The organization will be operated without purpose of gain for its members, and any profits or other assets of the organization will be used solely to promote its purposes.

The Trust was founded in 1986 and became a Registered Charity in 1987.

This Constitution was approved at the 1997 Annual Meeting.

This Constitution was revised and approved at the 2002 Annual Meeting.
This Constitution was revised and approved at the 2017 Annual Meeting.
This Constitution was revised and approved at the 2018 Annual Meeting.
This Constitution was revised and approved at the 2019 Annual Meeting.

Proposed Amendments to Trust Constitution

CURRENT CONSTITUTION	PROPOSED AMENDMENTS (<i>changes underlined in italics</i>)	RATIONALE
<p align="center">ARTICLE IV</p> <p><u>Members of the Trust</u></p> <p><u>Regular Member:</u> a regular member shall pay the fee prescribed by the Trust and shall be a nurse who holds a practising licence with the CRNNL.</p> <p><u>Sustaining Member:</u> a sustaining member shall pay the fee prescribed by the Trust and shall be any person who holds non-practising membership with CRNNL or any member of the public with like interests.</p> <p><u>Patron:</u> a patron shall pay the fee prescribed by the Trust and shall be any person, firm, association, or corporation whose application for such class of membership has been approved by the Board.</p> <p><u>Honorary Member:</u> an honorary member shall be any person who has rendered distinguished service or valuable assistance to the Trust and whose status as such member has been approved by the Board according to criteria set down by the Board.</p>	<p align="center">ARTICLE IV</p> <p><u>Members of the Trust</u></p> <p><u>Regular Member:</u> a regular member shall pay the fee prescribed by the Trust and shall be a nurse who holds a practising licence <i>or non-practicing membership</i> with the CRNNL.</p> <p><u>Sustaining Member:</u> a sustaining member shall pay the fee prescribed by the Trust and shall be any person who holds non-practising membership with CRNNL or any member of the public with like interests.</p> <p><u>Patron:</u> a patron shall pay the fee prescribed by the Trust and shall be any person, firm, association, or corporation whose application for such class of membership has been approved by the Board.</p> <p><u>Honorary Member:</u> an honorary member shall be any person who has rendered distinguished service or valuable assistance to the Trust and whose status as such member has been approved by the Board according to criteria set down by the Board.</p>	<p>Existing terminology differentiating membership types was confusing.</p> <p>For the purpose of administering the scholarship/bursary program, a member of the Trust is someone who is eligible to apply for funding. Membership is defined as a practising registrant or non-practicing member of CRNNL who pays the membership fee.</p> <p>Anyone who makes a donation to the Trust is referred to as a "Donor" rather than a sustaining member or patron and does not receive membership in the Trust (i.e., eligibility to apply for funding) as a result of the donation.</p>

Proposed Amendments to Trust Constitution

CURRENT CONSTITUTION		PROPOSED AMENDMENTS (changes underlined in italics)		RATIONALE
ARTICLE V		ARTICLE V		
<u>Board</u>	SECTION 1	<u>Board</u>	SECTION 1	
1.	The Governing body of the Trust shall be called the Board of Directors.	1.	The Governing body of the Trust shall be called the Board of Directors.	
2.	The Board shall consist of seven (7) Directors. 2.1 A minimum of four (4) of the Directors must be Registered Nurses with CRNNL. 2.2 All seven (7) Directors must have been a Registered Nurse at some point in their career.	2.	The Board shall consist of seven (7) <u>elect</u> Directors <u>and the Executive Director of CRNNL.</u> 2.1 A minimum of four (4) of the <u>elect</u> Directors must be Registered Nurses with CRNNL. 2.2 All seven (7) <u>elect</u> Directors must have been a Registered Nurse at some point in their career.	Wording was updated to clarify that the Executive Director (ED) of CRNNL is a non-elected Director of the Trust Board. "Elected" was added where necessary to differentiate between the CRNNL ED and other Directors.
3.	All members of the Board of Directors must be members of the Trust.			
4.	All members of the Board of Directors must reside in Newfoundland and Labrador.	2.3. <u>The Executive Director of CRNNL shall be a non-voting Director of the Board.</u>		Item was moved from Section 2 as it relates to the CRNNL ED role as a Director.
	SECTION 2		SECTION 2	
	<u>Members of the Board of Directors</u>		<u>Members of the Board of Directors</u>	
	President		President	
	President Elect		President Elect	
	Four (4) Regional Directors, one each representing Eastern, Central, Western, and Labrador-Grenfell regions as defined by the boundaries of the Regional Health Authorities		Four (4) Regional Directors, one each representing Eastern, Central, Western, and Labrador-Grenfell regions as defined by the boundaries of the Regional Health Authorities	
	One Director-at-Large		One Director-at-Large	
	The Executive Director of CRNNL shall be a non-voting member of the Board.		The Executive Director of CRNNL. shall be a non-voting member of the Board.	Moved to 2.3 in Section 1.

Proposed Amendments to Trust Constitution

CURRENT CONSTITUTION	PROPOSED AMENDMENTS (changes underlined in italics)	RATIONALE
<p align="center">ARTICLE IX</p> <p><u>Quorum</u></p> <p>Ten members of the Trust plus a quorum of members of the Board of Directors shall constitute a quorum for a General Meeting.</p> <p>Fifty percent plus one Board Member <i>of the elected Board Members</i> is a quorum for the Board of Directors meeting.</p>	<p align="center">ARTICLE IX</p> <p><u>Quorum</u></p> <p>Ten members of the Trust plus a quorum of members of the Board of Directors shall constitute a quorum for a General Meeting.</p> <p><i><u>Fourteen (14) members of the Trust, at least four (4) of whom must be elected members of the Board of Directors, shall constitute a quorum for a General Meeting.</u></i></p> <p>Fifty percent plus one Board Member <i><u>of the elected Board Members</u></i> is a quorum for the Board of Directors meeting.</p>	<p>Wording changes to clarify the definition of a quorum for a general meeting and Board meeting. Specifying “elected” Board members clarifies that the CRNNL ED may be counted towards the quorum of Trust members for a General Meeting but does not count towards the quorum of the Board for either a General Meeting or Board meeting.</p>
	<p><i><u>ARTICLE XVIII</u></i></p> <p><i><u>General</u></i></p> <p><i><u>The organization will be operated without purpose of gain for it's members, and any profits or other assets of the organization will be used solely to promote its purposes.</u></i></p>	<p>A new article was added at the request of the Canada Revenue Agency's Charity Division.</p>