

Newfoundland and Labrador Registered Nurses' Education and Research Trust

Revisions to Draft Constitution

<p>ARTICLE I</p> <p><u>Name</u></p> <p>The name of the organization charitable foundation shall be the Newfoundland and Labrador Registered Nurses' Education and Research Trust herein after called the "Trust".</p>	<p>Wording updated</p>
<p>ARTICLE II</p> <p><u>Objectives</u></p> <p>The objective of the Trust shall be:</p> <ol style="list-style-type: none"> 1. To facilitate an increased advancement of nursing knowledge base and to generate new nursing knowledge for the benefit of the public at large by: <ol style="list-style-type: none"> 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. 	<p>Wording updated</p> <p>Wording updated</p>
<p>ARTICLE III</p> <p><u>Relationship with the College of Registered Nurses of Newfoundland and</u></p>	

<p><u>Labrador (CRNNL)</u></p> <p><u>Headquarters</u></p>	<p>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".</p> <p>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.</p> <p>The Executive Director of CRNNL shall have the overall responsibility of administering the Trust between meetings of the Board of Directors as per the bylaws set out by the Trust. The Executive Director may delegate assignments to appropriate CRNNL staff or the Trust Coordinator.</p> <p>Headquarters for the Trust shall be located at the offices of the College of Registered Nurses of Newfoundland and Labrador (CRNNL).</p>	<p>Moved to bylaws 6 (k) (p.2)</p> <p>Moved to bylaws 9 (g) (p.3)</p> <p>Moved to bylaws 4 (c) (p.1)</p>
<p><u>Members of the Trust</u></p>	<p>ARTICLE IV</p> <p>Membership SECTION 1</p> <p><u>Member:</u> a 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.</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>Membership in the Trust will be all registered nurses and nurse practitioners holding a practicing license with the CRNNL.</p>	<p>Moved to bylaws 7 (a) (p.3)</p> <p>Moved to bylaws 7 (c) (p.3)</p>

ARTICLE V		
<u>Board Governing Structure</u>	SECTION 1	
1.	The Governing body of the Trust shall be called the Board of Directors.	
2.	All members of the board of Directors must be members of the Trust.	
3.	The Board shall consist of seven (7) elected Directors and the Executive Director of CRNNL.	Revised to specify the number of Board members who must be RNs while allowing for non-nursing/community Board members.
2.1	A minimum of four (4) of the elected Directors must be Registered Nurses with CRNNL. At least two (2) of the Directors of the Board must have a current practicing license with CRNNL or have held a practicing license within the last five (5) years.	
2.2	All seven (7) elected Directors must have been a Registered Nurse at some point in their career. Directors of the Trust can be from the community at large as per the byalws set out by the Trust.	Recommended to increase options for recruiting Board members.
2.3.	The Executive Director of CRNNL shall be a non-voting Director of the Board.	Move to bylaws 8 (g) (p.3)
3.	All members of the Board of Directors must be members of the Trust.	Moved to #2
4.	All members of the Board of Directors must reside in Newfoundland and Labrador.	Moved to bylaws 8 (h) (p.3)
<u>Appointment of the Board of Directors</u>	Article VI 1. The members of the Board of Directors shall be appointed at the Annual Meeting of the Trust.	Description of the new appointment process

	<p>2. The term of office of a Directors shall be 3 years from the date of appointment and reappointment shall e as per the bylaws set out by the Trust.</p> <p>3. The term of office of the members of the Board of the Trust shall not exceed three consecutive terms.</p> <p>4. A vacancy in the position of director shall be filled by appointment as deemed appropriate by the Board of Directors as per the byalws.</p>	
<p><u>Members of the Board of Directors</u></p>	<p>SECTION 2</p> <p>President</p> <p>President Elect</p> <p>Four (4) Regional Directors, one each representing Eastern, Central, Western, and Labrador Grenfell regions as defined by the boundaries of the Regional Health Authorities</p> <p>One Director at Large</p> <p>The Executive Director of CRNNL.</p>	Moved to bylaws 8 & 9 (p.3)
<p><u>Support to the Board of Directors</u></p>	<p>SECTION 2.1</p> <p>The Trust Coordinator and staff of CRNNL providing support to the Board are non-voting.</p> <p>The Secretary shall be the Trust Coordinator who provides support to the Board and the Awards process.</p> <p>The Director of Corporate Services of CRNNL shall provide financial guidance to the Board on an ad hoc basis.</p>	<p>Moved to bylaws 9 (i) (p.4)</p> <p>Moved to bylaws 9 (j) (p.4)</p>
<p><u>Term of Office</u></p>	<p>SECTION 3</p>	

<p><u>of the Board of Directors</u></p> <ol style="list-style-type: none"> 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. 	<p>Moved to Article VI #2</p> <p>Moved to bylaws 11 (d) (p.4)</p> <p>Moved to Article VI #3</p> <p>Moved to bylaws 12 (b) (p.4)</p> <p>Vice President is used instead of President-Elect.. See bylaws # 9. Officers of the Trust for (p.3) description.</p> <p>Moved to bylaws 9 (f) (p.3)</p> <p>Moved to Article VI #4</p>
<p><u>Election of the Board of Directors</u></p> <p>SECTION 4</p> <ol style="list-style-type: none"> 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 	<p>Article VI, Bylaws #9 and Board of Directors Policy #2.0 describe the appointment process that replaces the election of Board members.</p>

<p>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.</p>	
<p><u>Duties of Board of Directors</u> — SECTION 5</p> <p>1. The President shall preside at all meetings of the Trust.</p> <p>2. The President Elect shall perform the duties of the President in her/his absence.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>5. The Board of Directors shall attend and participate in the meetings of the Board.</p>	<p>Moved to bylaws 13 and 14 (p. 5)</p>
<p>ARTICLE VI</p>	<p>The definition of a Regular Member of the Trust in bylaw 7 (a) on p. 3 includes “paying the yearly fee approved by the Board”. Bylaw</p>

<u>Resignation of Members</u>	<p>SECTION 1</p> <p>Membership in the Trust shall not be transferable and shall cease upon failure to submit the annual fee prescribed by Trust.</p>	12 (e) (p.5) addresses membership for public members of the Board.
<u>Fees</u>	<p>ARTICLE VII-VII</p> <p>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.</p>	Wording updated
<u>Meetings</u>	<p>ARTICLE VIII</p> <p>SECTION 1</p> <p>General Meetings consist of the Annual Meeting and any Special Meetings.</p> <p>General Meetings are open to all members of the Trust.</p> <p>1 Meetings of the Board of Directors of the Trust will be held at the call of the President. At least A minimum of two meetings must be held each calendar year.</p> <p>2. Special meetings of the Trust may be called at any time by the President of the Trust as per the bylaws of the Trust.</p>	<p>Wording updated</p> <p>Moved from Section 3. Special Meetings</p>
<u>Annual Meeting</u>	<p>SECTION 2</p> <p>The Annual Meeting of the Trust shall be, if appropriate, in conjunction with the Annual Meeting of CRNNL.</p> <p>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.</p>	Moved to bylaws 15 (p.6)

<p><u>Special Meetings</u> SECTION 3</p> <ol style="list-style-type: none"> 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. 	<p>Moved to Article VIII #2</p> <p>Moved to bylaws 15 (p.6)</p>
<p><u>Motions</u> SECTION 4</p> <p>Motions at Board Meeting shall be passed by a majority of votes cast at the meeting (i.e., fifty percent plus one).</p> <p>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).</p>	<p>Deleted</p>
<p><u>Special Resolutions</u> Article IX</p> <p>Special Resolutions are required for making changes to the Trust including changes to the Trust Constitution or dissolution of the Trust.</p> <p>Special Resolutions shall only be passed at a General Meeting of the Trust.</p> <p>The full text of a Special Resolution shall be available to</p>	<p>Wording updated</p> <p>Moved to bylaws 16 (f) (p.6)</p> <p>Wording updated</p>

	<p>members of the Trust at least twenty-one (21) days prior to the date of the General Meeting at which it is presented as per the bylaws set out by the Trust.</p> <p>Special Resolutions shall not be raised from the floor of a General Meeting.</p> <p>Special Resolutions shall be passed by a two-thirds majority of votes cast at the General Meeting.</p>	
<u>Quorum</u>	<p>ARTICLE IX</p> <p>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.</p> <p>Fifty percent plus one of the elected Board Members is a quorum for the Board of Directors meeting.</p>	<p>Moved to bylaws 16 (d) (p.6)</p> <p>Moved to bylaws 14 (g) (p.5)</p>
<u>Power and Functions of the Board of Directors</u>	<p>ARTICLE X</p> <ol style="list-style-type: none"> 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 	<p>Moved to bylaws 13 (p. 5)</p>

	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.	
<u>Signing Officers</u>	ARTICLE XI 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.	Moved to bylaws 13 (c) (p. 5)
<u>Bank</u>	ARTICLE XII 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.	Deleted
<u>Audit</u>	ARTICLE XIII-X The Board of Directors shall ensure that an annual audit at a minimum a review engagement annual audit is carried out by a chartered accountant. The report results of the audit shall be presented at a General Meeting and be available to members	Wording updated

	of the Trust and members of the public to the membership and the public upon request.	
<u>Fiscal Year</u>	<p>ARTICLE XIV XI</p> <p>The fiscal year of the Trust shall be April 1 to March 31.</p>	Article renumbered
<u>Committees</u>	<p>ARTICLE XV</p> <p>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.</p>	Moved to bylaws 10 (p. 4)
<u>Dissolution of the Trust</u>	<p>ARTICLE XVI XII</p> <p>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.</p> <p>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 that's objectives support the advancement of education or knowledge in nursing.</p>	<p>Article renumbered</p> <p>Wording updated</p> <p>Wording updated</p>
<u>Amendments to the Constitution</u>	<p>ARTICLE XVII XII</p> <p>This The 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 and approved by Members</p>	Wording updated

of the Board of Directors	
<p>ARTICLE XVIII</p> <p><u>General</u> — 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.</p>	Deleted