



ANBLPN

Association of New Brunswick Licensed
Practical Nurses

AIAANB

L'Association des Infirmier(ère)s Auxiliaires
Autorisé(e)s du Nouveau-Brunswick

Bylaws

Association of New Brunswick Licensed Practical Nurses

May 7, 2018

These Bylaws are enacted pursuant to the provisions of the Companies Act, R.S.N.B. 1973 of the Province of New Brunswick and the Licensed Practical Nurses Act, 1977, c.60 amalgamated with the Act to Amend the Licensed Practical Nurses Act, 2014, c.8 and are subject to the provisions of, and the regulations, under those Acts.

BYLAWS as amended as of May 7, 2018.

BYLAWS RELATING TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF

ASSOCIATION OF NEW BRUNSWICK LICENSED PRACTICAL NURSES

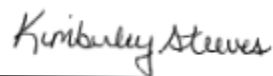
TO BE CONFIRMED, AMENDED OR REJECTED BY THE MEMBERS OF THE CORPORATION IN ACCORDANCE WITH THE PROVINCE OF NEW BRUNSWICK CORPORATIONS ACT, 1973 BY A VOTE OF ALL MEMBERS DULY CALLED FOR THE PURPOSE OF CONSIDERING SUCH BYLAWS.

DATED AT FREDERICTON, NEW BRUNSWICK THIS 7th DAY OF MAY, 2018.

True certified copy of the Bylaws of the

ASSOCIATION OF NEW BRUNSWICK LICENSED PRACTICAL NURSES

APPROVED BY THE MEMBERSHIP AT THE ANNUAL GENERAL MEETING THIS 7th DAY OF MAY, 2018.



Handwritten signature of Kimberley Steeves in cursive script.

President of the Board of Directors

Table of Contents

1.0	ARTICLE 1 - NAME	6
2.0	ARTICLE 2 - DEFINITIONS.....	6
	Act	6
	Articles	6
	Association	6
	Board.....	6
	Certificate of Registration	6
	Director	6
	Executive Committee	6
	GPN	7
	In Good Standing.....	7
	LPN	7
	Member	7
	Officer	7
	Registrar	7
	Secretariat.....	7
	Voting Member	7
3.0	ARTICLE 3 - VISION AND MISSION.....	8
	3.1 Vision.....	8
	3.2 Mission	8
4.0	ARTICLE 4 - HEAD OFFICE	8
5.0	ARTICLE 5 – MEMBERSHIP	8
	5.1 Membership Categories.....	8
	5.1.1 Fees	8
	5.2 Voting Members	9
	An Active LPN is.....	9
	5.3 Non-Voting Members	9
	An Inactive Member shall be:	9
	Graduate Practical Nurse	9
	Temporary Licensed Practical Nurse.....	9
	Honorary Lifetime Member	9

6.0	ARTICLE 6 - MEETING OF MEMBERSHIP	10
6.1	Time and Place of Meetings.....	10
6.2	Notice.....	10
6.3	Adjournments	10
6.4	Quorum of Members	10
6.5	Voting Procedure	10
6.6	Resolutions.....	11
6.6	Chairperson.....	11
6.7	Business at Annual Meeting.....	11
7.0	ARTICLE 7 - BOARD OF DIRECTORS	11
7.1	Board Structure.....	11
7.2	Election and Term of Office	12
7.3	Qualifications	13
7.4	Vacation of Office.....	13
7.5	Filling of Vacancies	14
7.6	Powers and Responsibilities of the Board	14
7.6.1	Executive Committee	14
7.7	Conflict of Interest and Confidentiality.....	17
8.0	ARTICLE 9 - EXECUTIVE DIRECTOR & REGISTRAR.....	17
8.1	Executive Director	17
8.2	Registrar	18
9.0	ARTICLE 10 - GENERAL	18
9.1	Notices	18
9.2	Rules of Order	18
9.3	Inspection of Records.....	19
9.4	Corporate Seal.....	19
9.5	Use of Association Insignia and Property	19
9.6	Execution of Instruments.....	19
10.0	ARTICLE 10 - INDEMINITY TO DIRECTORS OR AGENTS	19
11.0	ARTICLE 11 - FINANCE	20
11.1	Financial Year	20
11.2	Auditing.....	20
11.3	Budget.....	20

11.4 Authorized Borrowing..... 20
11.5 Reserve Funds 20
11.6 Banking..... 21
11.7 Deposit of Securities for Safekeeping 21
12.0 ARTICLE 12 - AMENDMENTS TO BYLAWS 21
13.0 ARTICLE 13 - REPEAL 22

1.0 ARTICLE 1 - NAME

The name of the Corporation shall be “The Association of New Brunswick Licensed Practical Nurses”, “L’Association des infirmier(ère)s Auxilliaries Autorisé(e)s du Nouveau-Brunswick”.

2.0 ARTICLE 2 - DEFINITIONS

Act

"Act" means the Licensed Practical Nurses Act, 1977, c.60 amalgamated with the Act to Amend the Licensed Practical Nurses Act, 2014, c.8

Articles

The term "Articles" means the Articles of Incorporation of the Association of New Brunswick Licensed Practical Nurses dated June 16, 1977 as from time to time amended, supplemented or restated.

Association

The term "Association" means the Association of New Brunswick Licensed Practical Nurses.

Board

The term "Board" means the Board of Directors of the Association of New Brunswick Licensed Practical Nurses.

Certificate of Registration

The term “Certificate of Registration” means a certificate of registration issued by the Executive Director / Registrar with respect to a Licensing of a licensed practical nurse.

Director

The term "Director" means a person elected or appointed to serve on the Board of Directors pursuant to the Act and these Bylaws.

Executive Committee

The term "Executive Committee" means

- The President
- The Vice-President
- The Treasurer
- The Secretary

GPN

The term "GPN" means Graduate Practical Nurse, and represents a temporary license to practice subject to the Act.

In Good Standing

The term "In good standing" means a Licensed Practical Nurse who has no practice restrictions.

LPN

The term "LPN" means Licensed Practical Nurse as defined by the Act.

Member

The term "Member", when used throughout these Bylaws, unless otherwise specifically referred to, shall be deemed to include all members.

Officer

The term "Officer or Officers" means a member or members of the Executive Committee of the Association

Registrar

The term "Registrar" means the Executive Director or Registrar of the Association as defined by the Act.

Secretariat

The term "Secretariat" means the Executive Director and employed staff of the Association.

Voting Member

The term "Voting Member" means any Active Member in good standing with the Association.

Words importing the singular number include the plural and vice versa. Words importing the masculine gender include the feminine and neuter genders and vice versa. Words importing persons include individuals, bodies corporate, partnerships, trust and un-incorporated organizations where the context so requires.

3.0 ARTICLE 3 - VISION AND MISSION

3.1 Vision

The Association of New Brunswick License Practical nurses ensures the public of their commitment to safe, competent, and compassionate, ethical care by regulating and enhancing the profession of practical nursing.

3.2 Mission

Licensed Practical Nurses are an integral element of collaborative health care; respected for their skills and expertise, compassion and unwavering ethical standards.

4.0 ARTICLE 4 - HEAD OFFICE

The Head office of the Association shall be in the City of Fredericton, in the County of York and the Province of New Brunswick and at a place therein where the affairs of the Association are from time to time carried on as fixed resolution of the Board of Directors.

5.0 ARTICLE 5 – MEMBERSHIP

5.1 Membership Categories

All persons registered as practical nurses in New Brunswick are eligible for membership in the Association. The members may, by amendment to the bylaws, as set out herein, establish such membership categories as they deem fit from time to time, but not limited to existing membership categories and further, may by resolution at any general meeting discontinue one or more membership categories from time to time and in accordance to the Act.

A member shall be deemed to be in good standing when not in arrears of the payment of any membership fees or other sums due to the Association and is not under investigation for professional misconduct, incompetence or incapacity or has not been approved as a member by the Board.

The Board shall set the requirements for all membership categories

5.1.1 Fees

The annual fees shall be paid by November 30th preceding the forthcoming year. Any person who has not paid their annual fees by November 30th of each year shall be suspended and subject to a fine as set out by the Board of Directors.

Any member who achieves Active Status throughout the year after November 30th shall pay a pro-rated amount for the remainder of the registration year in accordance with the rules set out by the Association.

Members may withdraw from the Association by providing notice in writing of their intention to do so to the Association office. The notice shall become effective thirty (30) days after the date

of posting and the membership rights hereunder shall then be terminated provided always that there shall be no refund of dues paid to the Association except at the discretion of the Board.

If any member fails to pay their dues by the 30th of November or is in arrears for fees, such member shall be automatically suspended and a Notice of Suspension shall be forwarded to the member by the Executive Director / Registrar. The suspension shall be effective on the date the annual fees were due.

5.2 Voting Members

All persons who hold an Active or Inactive LPN Status in the Province of New Brunswick as granted by the Registrar and are in good standing with the Association shall enjoy full membership privileges including the right to vote at meetings and to hold a position of Director or Officer of the Association. Each Voting Member is entitled to one vote.

An Active LPN is

A Licensed Practical Nurse duly registered to practice in the Province of New Brunswick in accordance with the Act and rules set out by the Board of Directors.

An Inactive Member shall be

any previous licensed practical nurse not registered to practice in the Province of New Brunswick.

5.3 Non-Voting Members

A Non-Voting member will be subject to approval by the Board and is available to all persons who is a Graduate Practical Nurse or Honorary Lifetime Member. A Non-Voting Member shall pay fees in accordance with those fees set by the Board and shall be entitled to Notice of Meetings and attendance at the Association meetings and annual general meetings, but will not be entitled to vote.

Graduate Practical Nurse

- a) An LPN student who has successfully completed the requirements of an accredited LPN program in New Brunswick and has been recommended to write the Canadian Practical Nurse Registration examination.

Temporary Licensed Practical Nurse

- a) any practical nurse issued a temporary license in the Province of New Brunswick in accordance with the Act and rules set out by the Board of Directors.

Honorary Lifetime Member

- a) To those persons upon whom such membership is conferred by the Association.

6.0 ARTICLE 6 - MEETING OF MEMBERSHIP

6.1 Time and Place of Meetings

The annual general meeting, and any other general or special meeting of Members of the Association, shall be held in New Brunswick at such a time on such a day in each year as the Board may determine.

6.2 Notice

No public notice or advertisement of any meeting of members shall be required, but notice of the time and place of each such meeting shall be given no less than four (4) weeks before the day on which the meeting is to be held. For the purpose of sending notice to any member for any meeting or otherwise, the address of any member shall be the last address including email as recorded on the books of the Association. Time limits may be abridged for special meetings held under exigent circumstances.

An error or omission in giving notice of the annual or a special meeting or any adjourned meeting of membership shall not invalidate such meeting or make void any proceedings taken thereat.

6.3 Adjournments

Any meetings of the Association may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Unless the members decide otherwise, notice of such adjournment is not required.

6.4 Quorum of Members

A quorum for the transaction of business at any meeting of membership shall consist of those Voting members present in person.

6.5 Voting Procedure

At all meetings of the membership, every question shall be decided by a majority (50%+1) of the votes of the Voting Members present and in person. All questions are to be decided in the first instance by show of hands, unless a ballot is requested by any Voting Member.

Or in the case where electing members of the Executive Committee (50%+1) of the ballots cast.

Every member, present in person and entitled to vote, shall have one (1) vote.

If a poll be required by the chairman of the meeting or be duly demanded by any member and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the chairman of the meeting shall direct. The results of the poll shall be the decision of the members in annual or special meeting of the members as the case may be, upon the questions.

6.6 Resolutions

A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes is prima facie evidence of the fact without proof of the member or proportion of the votes recorded in favour of or against such resolution.

6.6 Chairperson

The Chairperson of a meeting of membership shall be:

- a) the President of the Board; or
- b) the Vice President of the Board if the President is not present; or
- c) a Director, elected by the members present, if the President or Vice President of the Board are not present.

6.7 Business at Annual Meeting

The Association shall hold an annual general meeting every year at the head office of the Association or elsewhere in New Brunswick as the Board may determine.

The business transacted at the annual general meeting of the Association shall include:

- a) Consideration of the Auditor's report including, Budget, Financial Statements and Annual Fees;
- b) the consideration of the President's Report;
- c) the consideration of the Executive Director / Registrar's Report;
- d) the consideration of the Practice Consultant's Report;
- e) the consideration of bylaw additions, amendments and /or repeals made by the Directors during the preceding year;
- f) the consideration of Resolutions
- g) the election and appointments of the Directors;

7.0 ARTICLE 7 - BOARD OF DIRECTORS

7.1 Board Structure

There shall be a Board of Directors composed of members in compliance with the Act. The affairs of the Association shall be managed by the Board of Directors which is representative of the Province. Each member of the Board shall, at the time of his election or appointment, and throughout their term of office, be a member of the Association in good standing. The Board of Directors shall not exceed fifteen

The Board shall consist of the following:

Executive Committee:

- a) President
- b) Vice President
- c) Treasurer
- d) Secretary

Directors at large:

- a) Six (6) Regional members
- b) Two (2) members of the public

Executive Director / Registrar

Shall serve as ex-officio or non-voting member of the Board and all committees.

7.2 Election and Term of Office

- a) Members of the Executive Committee shall be elected by written or electronic ballot as determined by the Board prior to the Annual General Meeting and shall hold office for a two (2) year term after which those in office shall retire but, if qualified, are eligible for election to a second term. No member of the Executive Committee may put their name forward for another Executive Committee position on the Board without first resigning their current position. Not all members of the Executive shall be elected in the same year. President and Secretary in year one (1) and Vice President and Treasurer in year two (2).
- b) Regional members of the Board shall be nominated by a region within thirty (30) days of the annual meeting and the Executive Committee shall choose one regional member from each region. Members shall serve a three (3) year term and may be appointed for one (1) additional three year term. If a region does not submit a name of a person to sit as a regional member, the Executive Committee may select a member to represent that region. Not all Regional members shall be elected in the same year. Regions one (1) and two (2) shall be elected in year one (1), Region three (3) and four (4) shall be elected in year two and Region five (5) and Six (6) shall be elected in year 3.
- c) Public members shall be appointed by the Board at the first meeting after their election and shall serve for a period of three (3) years. Public members may be appointed for one (1) additional three year term. Not all members of the public shall be nominated in the same year. One (1) public member to be appointed in year one (1) and one (1) public member to be appointed in year three (3).
- d) Each member of the Board shall, at all times, be a member of the Association in good standing.
- e) Nominations will not be received from the floor of a meeting of the membership. Any and all nominations for Executive Committee must be submitted through the Board of Directors. Nominations are reviewed by the Executive Director to ensure qualifications have been met prior to presenting the nominations to the membership no less than thirty (30) days in advance of the Annual meeting.
- f) A Director elected/appointed to fill a vacancy on the Board shall complete the term of office of the Director who has ceased to be a Director and thereafter may be elected/appointed for two (2) or three (3) consecutive terms depending on the position being filled.

- g) A Director, having served their maximum consecutive terms, may only be re-elected or appointed to any position on the Board following an interval of one (1) year of not serving on the Board.
- h) Directors shall be notified no less than seven (7) days in advance of every meeting of Directors.
- i) Any Director who fails to attend three (3) Board meetings, will automatically cease to be a Director at the conclusion of the third (3) Board meeting, unless the Board votes to waive this provision.
- j) Attendance of a Director at a meeting of Directors is deemed to be a waiver of notice of meeting.
- k) The Board shall manage the business and affairs of the Association acting honestly and in good faith and with a view to the best interests of the Association.

7.3 Qualifications

- a) Executive Committee members and Regional Directors must be members of the Association in good standing, and in addition, Executive Committee members must have prior board experience.
- b) A Public Director must be:
 - a. Good standing in the community
 - b. Cannot be financially interested or have any personal benefit directly or indirectly in the purchase or contract of property or services of the association.
 - c. Canadian citizen residing in New Brunswick
 - d. Must be a person from outside the healthcare profession
 - e. Not related to or affiliated with spouses, parents, children or siblings who are members of the Association.
- c) The following persons are disqualified from being Directors of the Association:
 - a. Anyone who is less than 18 years of age;
 - b. Anyone who has been found to be of unsound mind by a court in Canada or elsewhere;
 - c. a person who has the status of bankrupt

7.4 Vacation of Office

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) If by notice in writing to the Association, the Director resigns their office; or
- b) If removed from office before expiration of the term of office by a resolution passed by the majority of votes cast thereon at a meeting of the members duly called for that purpose; or

- c) If a Director's becomes bankrupt or suspends payment or compounds with said Director's creditors or makes an unauthorized assignment or is declared insolvent or is convicted of a criminal offence; or
- d) If that person loses their qualifications or eligibility as a Director included in section 7.3; or
- e) If a director is absent from three (3) consecutive meetings of the Board without leave of absence waiver; or
- f) If any order is made declaring the Director to be a mentally incompetent person or incapable of managing their affairs; or
- g) A conflict of interest where actions of a Director are questionable to the conduct of the position.

7.5 Filling of Vacancies

If any member of the Board of Directors resigns their office, or without reasonable excuse is absent from three or more meetings of the Board, or is suspended or expelled from the Association, the Board of Directors shall declare the office vacated. Vacancies on the Board may be filled for the remainder of the term of office from among the qualified members of the Association. Notwithstanding vacancies, the remaining members may exercise all the powers of the Board of Directors as long as a quorum remains in office.

President

If the position becomes vacated, the Vice-President shall be the interim President until the next annual general or special meeting of members.

Executive Committee (not including position of President)

If a position becomes vacated, the position shall be filled in the interim by a Regional Director appointed by the Board of Directors.

Regional Director

If a regional position becomes available, a request for nominations shall be asked of the region, and the, the Executive Committee shall select from amongst the nominees. If no nominations are brought forward, the Executive Committee may select a member to represent that region.

7.6 Powers and Responsibilities of the Board

Nothing in the Bylaws, including any assignment, reference or delegation of authority by the Board to the Executive Director or any other person, shall absolve the Board from exercising the authority required to meet its responsibility for the conduct of the affairs of the Corporation.

From time to time the Board of Directors may vary, add to or limit the powers or duties of any officer or officers.

7.6.1 Executive Committee

The Executive Committee shall facilitate the business affairs of the Association between meetings of the Board of Directors.

The Executive Committee shall be composed of the elected officers and the Executive Director and Registrar (non-voting). The Officers so named shall remain as members of the Executive Committee during their term of office. The Executive Director and Registrar shall remain ex-officio member of the Executive Committee during their term of employment and shall act as secretary to the Committee.

Authority - The Executive Committee shall have the power to govern the affairs of the Association between meetings of the Board of Directors subject to these by-laws and any limitations imposed by the Board. Such governance shall not involve any change of policy of the Association nor include the power to incur any extraordinary expenditure.

Study, examine, advise and make recommendations to the Directors on any matters of policy and on any other matters as directed by the Board.

Ensure all minutes and actions of the Executive are presented for approval at the next Board meeting.

Acts of the Executive Committee must be confirmed by the Board of Directors and if in default of confirmation shall then cease to have force and effect.

- a) **President** - The President shall, when present, preside at all meetings of the Association and of the members of the Board of Directors and the Executive Committee. The President shall also be charged with the oversight and supervision of the operations of the Association. The President with the secretary or other officer appointed by the Board of Directors for the purpose shall sign all resolutions and all other documents requiring their signatures.
- b) **Vice President** - The Vice President shall perform all duties of, and shall be subject to the same obligations as the President, whenever the President ceases to hold office for any reason or is prevented from attending to his or her duties and shall preside at all meeting of the Association or members of the Board of Directors or the Executive Committee in the absence of or upon the request of the President.
- c) **Treasurer** - The Treasurer shall serve as a member of the Board of Directors and be responsible, with the Executive Committee for all actual and proposed fiscal transactions of the Association. The Treasurer shall render to the Board of Directors whenever required, an account of the financial position of the Association, shall submit the Auditor's report to membership at the Annual General Meeting and perform such other duties as may be assigned by the Board of Directors and the Executive Committee.
- d) **Secretary** - The Secretary shall serve as a member of the Board of Directors and the Executive Committee, shall record the minutes of all meetings of the Association as required and perform such other duties as may be assigned by the Board of Directors and the Executive Committee.

Subject to any limitations of its authority imposed by Acts of the Legislature and Regulations thereunder, the Board may exercise all such powers and do all such acts as may be exercised or done by the Association. The powers or acts of the members in accordance with the Bylaws of the Association may not be exercised by the Board. No Executive, Director or other person will have the power to overrule or direct Board decisions on matters conferred upon the Board by the Bylaws or in any other way effectively fetter the discretion of the Board. More specifically and without restricting the generality of the foregoing, the Board shall be responsible to:

- a) Hire or terminate the Executive Director. The Executive Director reports to and is responsible to the Board and acts as secretary and advisor to the Board.
- b) Define the Executive Director's duties and responsibilities.
- c) Complete an annual performance review of the Executive Director by assessing their performance against predetermined criteria aligned with the Strategic Plan.
- d) Establish Board policies governing the Association
- e) Provide for preparation and custody of Minutes of proceedings of the Association and the Directors and other books and records of the Association.
- f) Designate, by resolution of the Board, a bank or other financial institution where monies of the Association shall be deposited and through whom financial transactions shall be conducted, and appoint appropriate signing officers.
- g) Adopt an Association seal and determine its use.
- h) Delegate, by resolution of the Board, specific matters as it may from time to time determine. Such rules and regulations, consistent with the Act and these Bylaws, relating to the governance of the Association as it deems expedient. Such rules and regulations shall have force and effect upon resolution of the Board.
- i) Develop a program for orienting Board members of their duties and responsibilities.
- j) Participate actively and openly in discussion at the board meetings with respect to policy decisions.
- k) The annual fees paid by members shall be reviewed and set on a yearly basis.
- l) In addition to overseeing those Committees identified in the Act, the Board shall have the power to appoint or dissolve such standing committees, ad hoc committee or task forces, to determine their terms of reference and operating guidelines and appoint members to such committees as from time to time may be deemed necessary. All reports, recommendations or other actions of committees shall ultimately be submitted to the Board for their consideration. This authority is tempered by provisions of the Act.
- m) Setting of the strategic direction consistent with legislation by actively participating in the development of the Strategic Plan.
- n) Approve and monitor the capital and operating plans and budgets aligned to the strategic direction of the Association.
- o) Establishing a process and a schedule for monitoring and assessing performance areas of Board responsibility including:
 - a. Fulfillment of Strategic directions in a manner consistent with Mission, Vision and Values
 - b. Oversee of management performance

- c. Financial conditions
- d. External relations
- e. Board's own effectiveness against approved performance standards and indicators
- f. Review Terms of Reference and appropriateness of guidelines and effectiveness of all its Standing Committees.

7.7 Conflict of Interest and Confidentiality

- a) Each Director shall act in an ethical manner, when representing the Association and when making decisions that provide directions to the Association.
- b) Each Director is responsible to act honestly, in good faith and in the best interest of the Association and, in so doing, to support the Association in fulfilling its mission and discharging its accountabilities. This includes maintaining confidentiality when required.
- c) Each Director shall declare a conflict of interest when in conflict with Board policy.
- d) Directors and their families shall not enter into any contract or transaction with the Association except:
 - a. On a competitive bid basis or other similar basis in writing;
 - b. Where the Director has declared any interest therein, and where he or she has absented himself/herself from the meeting and where he or she has not voted thereon.
- e) Every Director, Executive or employee of the Association shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements would adversely affect the interests of the Association.

7.8 Director's Remuneration

Board and Committee members must be reimbursed by the Association for reasonable expenses necessarily incurred in connection with the activities of the Association.

- a) Honorarium and / or expenses shall be determined by the Board.

8.0ARTICLE 9 - EXECUTIVE DIRECTOR & REGISTRAR

8.1 Executive Director

The Executive Director shall be the Chief Executive Officer and may also, if duly qualified, to be the Registrar of the Association and responsible to the Board. The Executive Director shall be given authority and shall be held responsible for the administration and operation of the Association's program in all of its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Board. The Executive Director shall act as secretary and advisor to the Board. The Executive Director does not vote at any meeting.

8.2 Registrar

The Registrar has overall responsibility for document and information management for the Association. Title usage and certification marks within the Certification Programs are his or her responsibility, as well as maintaining records of persons who have applied for and/or achieved certification, Title usage and/or Levels of certification(s) under the Act, Bylaws, Certification Program and the National Certification programs.

The Registrar maintains and coordinates clerical and educational records for all individuals who have applied for and/or achieved certification within the Certification Program, including the application for certification and supporting materials, continuing professional development records [CPD], personnel reports and records of disciplinary proceedings, appeals and complaints.

The Registrar maintains the records by checking for completion and accuracy and ensures all information is entered into the ANBLPN information management electronic database records.

The Executive Director may act as Registrar of the Association. Under the circumstances where the Registrar is not also the Executive Director, the Registrar shall report directly to the Executive Director.

9.0 ARTICLE 10 - GENERAL

9.1 Notices

Any notice, that requires any communication or documents to be given, sent, delivered, or served pursuant to the Act, the articles, the bylaws or otherwise to a member, Director, Executive, or Auditor, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her recorded address by any means of prepaid transmitted or recorded communication.

A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The Executive Director may change or cause to be changed the recorded address of any member, Director, Executive or Auditor in accordance with any information believed by him or her to be reliable.

9.2 Rules of Order

Normal parliamentary procedure using *Roberts Rules of Order* shall govern all deliberations and procedures of the Association, when not inconsistent with the Bylaws of the Association.

9.3 Inspection of Records

Books and records may be inspected by voting members during regular business hours at the Association office upon at least twenty-four (24) hours' notice.

9.4 Corporate Seal

This Seal, an impression which is stamped on the margin hereof, or such form of seal as may be authorized from time to time by special resolution of the Board, shall be the Corporate Seal of the Association.

9.5 Use of Association Insignia and Property

The official insignia of the Association may be used on stationary and advertising by active members.

On termination of membership for any reason whatsoever or on any person ceasing to be an elected Officer or Director of the Association, such person, member or representative thereof shall return all insignias, books, documents, papers, record certificates, accounts and all other property in his, their or its possessions or control, which are the property of the Association, to the Head Office of the Association or to a duly authorized officer thereof.

9.6 Execution of Instruments

Unless otherwise directed or permitted by the Boards, deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed on behalf of the Association by any two (2) authorized signing officers.

In addition, the Board may direct, by motion, the manner in which, and the person or persons by whom, any particular instrument or class of instrument may or shall be signed.

10.0 ARTICLE 10 - INDEMNITY TO DIRECTORS OR AGENTS

Every Director of the Association or other person who has undertaken or is about to act as an agent on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- a) all costs, charges and expenses which such Director, Executive or agent sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any Act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
- b) all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or

expenses as are occasioned by their own willful neglect, default or criminal conduct.

11.0 ARTICLE 11 - FINANCE

11.1 Financial Year

The fiscal year of the Association shall terminate on such day and in each year as the Board may from time to time by motion determine and, until otherwise determined, shall end December 31.

11.2 Auditing

The books, accounts and records of the Association shall be audited at least once a year by a duly qualified accountant recommended by the Executive Director. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Association.

11.3 Budget

The Board shall be guided in establishing a budget by the requirement of maintaining financial sustainability. Normal expectations should be a "balanced budget"

11.4 Authorized Borrowing

From time to time the Board may authorize any Director, Officer or Executive Director of the Association to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Association as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

The Board may from time to time at its discretion:

- a) Borrow money on the credit of the Association;
- b) Issue, sell or pledge securities for the Association;
- c) Charge, mortgage, or pledge for any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

11.5 Reserve Funds

The Association shall maintain sufficient reserve funds to cover financial eventualities that it may encounter. Such reserve shall cover a minimum of six (6) months operational costs to a maximum of two (2) years predicted operational costs and must also consider any debt repayment plans.

11.6 Banking

The banking business of the Association shall be transacted with such banks, trust companies and other corporate bodies or organizations as may from time to time be designated by or under the authority of the Board.

Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe, for and in the name of the Association.

Banking Signing Officers

The Board shall by motion from time to time designate signing officers of the Association and they are hereby authorized, subject to any limitations contained in a specific motion, for and in the name of the Association to:

- a) draft, accept, sign and make all or any bills or exchange, promissory notes, cheques and orders for the payment of money;
- b) receive all monies and give receipts for the same;
- c) sign contracts and other legal documents in the name of and on behalf of the Association as directed by the Board;
- d) negotiate with, deposit, and also transfer to, the bank or financial institutions for the credit of the Association only, all or any bills of exchange, promissory notes, cheques or orders for payment of money and other negotiable papers;

11.7 Deposit of Securities for Safekeeping

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn from time to time, only upon written order of the Association signed by such Officer or Officers, Director or Directors, Agent or Agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

12.0 ARTICLE 12 - AMENDMENTS TO BYLAWS

- a) The Directors may, by motion, make, amend, or repeal any Bylaws that regulate the activities and affairs of the Association.
- b) The Directors shall submit a Bylaw, or an amendment or repeal of a Bylaw to the next meeting of the members and the members may, by motion, confirm, reject or amend the Bylaw, Amendment or Repeal by two-thirds (2/3) of the Voting members in attendance. Notice of any Bylaw, Amendment, or Repeal of a Bylaw shall be sent to the members in the Notice of Meeting.

- c) A new Bylaw, or an amendment, or repeal is effective from the day of the motion of Directors until confirmed, confirmed as amended, or rejected by the voting members.
- d) If a Bylaw, or any amendment or repeal of a bylaw is rejected by the voting members or is not submitted to the next meeting of members, the bylaw amendment or repeal thereof, ceases to be effective and no subsequent bylaw amendment or repeal having substantially the same purpose or effect shall be effective until confirmed as amended by the voting members.

13.0 ARTICLE 13 - REPEAL

Upon enactment of this Bylaw all other Bylaws of the Association are hereby repealed.