



National Association of PeriAnesthesia Nurses of Canada

CONSTITUTION AND BYLAWS

NATIONAL ASSOCIATION OF PERIANESTHESIA NURSES OF CANADA

ARTICLE I – GENERAL

- 1.1 **NAME**
The name of the Corporation is the National Association of PeriAnesthesia Nurses of Canada (“NAPAN[®]”) and l’Association nationale des infirmières et infirmiers en soins périanesthésiques du Canada (ANIPA[®]).
- 1.1.1 The logo of the corporation shall be NAPAN[®] and ANIPA[®]
- 1.2 **CORPORATE SEAL**
The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.
- 1.3 **DEFINITION**
PeriAnesthesia nursing:
The PeriAnesthesia nursing paradigm uses knowledge, philosophy, theory, research methodology, and literature from nursing and other disciplines. Through collaboration with other health care professionals, the PeriAnesthesia nursing paradigm focuses on perianesthesia clients of all ages who receive surgery/procedure, sedation/analgesia and anesthetic agents/techniques within the perianesthesia environment on the continuum between wellness and illness.
- 1.4 **HEAD OFFICE/MAILING ADDRESS**
NAPAN[®]
50 THE DRIVEWAY
OTTAWA, ONTARIO
K2P 1E2
Tel: (613)237-3520 1 800 361-8404
Fax: (613)237-3530
Web www.cna.nurses.ca
- 1.5 **FINANCIAL YEAR**
The fiscal year of the Corporation shall be from April 1 to March 31 of each year.

ARTICLE 2 – OBJECTIVES

- 2.1 THE CHARITABLE OBJECTIVES FOR WHICH THE CORPORATION OR ASSOCIATION IS ESTABLISHED ARE:
- 2.1.1 To advance education for PeriAnesthesia nurses across Canada through the provision of scholarships, bursaries, and other forms of financial assistance and
- 2.1.2 To develop a national examination for PeriAnesthesia nurses in Canada to obtain certification.

ARTICLE 3 – MEMBERSHIP

- 3.1 DEFINITION:
A member currently in good standing within their jurisdictional and national membership of NAPAN[®]. (“Jurisdictional” referring to a province, territory or region so deemed by NAPAN[®])
- 3.2 THE FOLLOWING CLASSES OF MEMBERSHIP ARE ESTABLISHED:
- 3.2.1 ACTIVE: Registered Nurse who is currently registered with his/her designated nurses licensing body and who is working in an environment where perianesthetic nursing is practiced or has a vested interest in the perianesthetic care of clients. Active membership status includes entitlement to hold office and to vote on corporate issues.
- 3.2.2 ASSOCIATE: Health care practitioner who is working in an environment where perianesthetic nursing is practiced or has a vested interest in the perianesthetic care of clients. Associate membership holds a reduced annual membership and does not include entitlement to hold office or to vote on corporate issues.
- 3.2.3 AFFILIATE: Affiliate members who hold a reduced annual membership are not entitled to hold office or to vote on corporate issues.
- 3.2.4 STUDENT: Student members who hold a reduced annual membership are not entitled to hold office or to vote on Corporation issues.
- 3.2.5 HONORARY MEMBERSHIP to be determined.
- 3.3 CONDITION OF MEMBERSHIP
Membership in the Corporation shall be limited to persons interested in furthering the objectives of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation.
- Membership in the Corporation and the privileges, which accrue with such membership, shall be extended to those members who have paid the annual membership dues as determined by the Board of Directors of the Corporation.
- Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual or special meeting.
- 3.4 ADMISSION OF NEW MEMBERS
- 3.4.1 Individuals applying for Active Membership must submit to the Corporation:
- an application in the form prescribed by the Board of Directors
 - annual membership dues as prescribed by the Board of Directors

- evidence of the applicant's current registration status with their nurses licensing body in Canada
- evidence of the applicant's current involvement or interest in perianesthesia nursing as described in Section 3.2.1 of this Article
- evidence of the applicant's current registration within a NAPAN® jurisdiction
- each provincial/territorial chapter shall be responsible to verify provincial/territorial nursing membership through their respective provincial/territorial licensing body in Canada

3.4.2 Individuals applying for Associated Membership must submit to the Corporation:

- an application in the form prescribed by the Board of Directors
- annual membership dues as prescribed by the Board of Directors
- evidence of the applicant's current professional designation
- evidence of the applicant's current involvement or interest in perianesthesia nursing as described in Section 3.2.2 of this Article

3.4.3 Individuals applying for Student Membership must submit to the Corporation:

- an application in the form prescribed by the Board of Directors
- annual membership dues as prescribed by the Board of Directors
- evidence of the applicant's current student status
- evidence of the applicant's current involvement in or interest in perianesthesia nursing as described in Section 3.2.4 of this Article

Any group supportive of NAPAN® applying for affiliate status must submit to the Corporation:

- an application in the form prescribed by the Board of Directors
- annual membership dues as prescribed by the Board of Directors
- current involvement or interest in perianesthesia nursing as described in Section 3.2.3

The Board of Directors reserves the exclusive right to accept or reject any application for membership in any class. The submitted membership fee shall be returned to unsuccessful applicants.

3.5 REMOVAL OF MEMBERS

Any member whose dues are unpaid for the current year shall have membership privileges removed until such dues are paid.

3.6 RESIGNATION OF MEMBERS

Any member may resign by submitting a resignation in writing to the Secretary at any time. There will be no rebate of dues.

3.7 REINSTATEMENT OF MEMBERS

Any member who has resigned may apply to the Board of Directors in writing to have membership reinstated. The Board of Directors may or may not reinstate the membership on such terms and conditions as it may decide. Reinstatement prior to the end of the current year will result in no additional submission of dues.

ARTICLE 4 – ANNUAL DUES

4.1 MEMBERSHIP DUES

Membership dues for each class of members as listed in Article 3 shall be fixed by resolution at an annual meeting of NAPAN[®] to become effective no fewer than fifteen months from the date of the resolution.

Such dues shall continue to be the annual membership dues until changes made by the resolution at an annual meeting become effective.

4.2 ELIGIBILITY

All classes of members, except Honorary Members, shall pay such annual dues as prescribed by the Board of Directors.

4.3 PAYMENT OF DUES

All annual dues shall be payable to NAPAN[®] at the head office/ mailing address as per Section 1.3 by the first day of April in each year for the year then commencing.

4.4 ACCEPTANCE OF MEMBERS

No membership of any class shall be effective until the annual dues payable for such membership are paid.

ARTICLE 5 – MEETING OF MEMBERS

5.1 ANNUAL MEETINGS OF MEMBERS

An annual meeting for the transaction of business of NAPAN[®] shall be held at such a time and at such a place in Canada as may be decided upon by the Board of Directors. Any matters, which are properly the concern of NAPAN[®], may be considered at this meeting. At every annual meeting, in addition to any other business that may be transacted, the report of directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Board of Directors or the President or President-Elect shall have the power to call at any time, a general meeting of the members of the Corporation.

Members will be required to submit in writing additional agenda items seven days prior to the meeting. The board will then consider the agenda item.

Emergent items can be brought to the Board of Directors in writing 24 hours prior to the annual general meeting. It will be up to the Board of Directors discretion to include the issue on the agenda. The Board of Directors will be required to respond in writing to any member who submits an item for the agenda. Some issues may require resolution outside of the annual general meeting.

5.2 SPECIAL MEETINGS

A special meeting of NAPAN[®] may be held at such time and place in Canada as determined by the Board of Directors. At least four active members representing four jurisdictions may require the Board of Directors to convene a special meeting by filing with the Board of Directors a written request, signed by the signing officer of the jurisdictional members. The number of voting members required to requisition a special meeting should be no less than five percent (5%) of the voting members representing a minimum of four (4) jurisdictions. Any request of such a meeting shall set out the reason for it and the business to be transacted. Any meetings to be convened in this manner shall be held within thirty days of such a request, and be held at such a place and time as stipulated by the Board of Directors.

No business shall be transacted at a special meeting except such business as has been specified in the written request.

5.3 NOTICE OF MEETINGS

Written notice shall be given to each member of any annual or special meeting of the Corporation.

For an annual meeting, written notice shall be sent to each member by the Board of Directors at least sixty (60) days before the date of the meeting. For special meetings, the Board of Directors shall send such notice to each member by letter or electronic means within forty-eight (48) hours of receipt of the written request.

5.4 NOTICE OF ERROR OR OMISSION

No error or omission in giving notice of any meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken there and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

For purpose of sending notice to any member, the director or officer for any meeting or otherwise, the address shall be his/her last address recorded on the books of the Corporation.

5.5 VOTING OF MEMBERS

Each voting member present at a General or Special Meeting shall have the right to exercise one vote. The chair may only cast a vote at a General Assembly in order to break a tie. Every question submitted to any meeting of members may be decided either by a show of hands or by poll, at the request of any active member present.

5.6 QUORUM OF MEMBERS

Fifty-one 51% of the active members present shall form a quorum for the transaction of business

ARTICLE 6 – BOARD OF DIRECTORS

6.1 DEFINITION OF THE TERM “BOARD OF DIRECTORS”

The Applicants for Associate Nursing Group and for Incorporation shall become the first Board of the Association and the Corporation whose term of office on the Board of Directors shall be for a period until their successors are elected. There shall be a minimum of three Directors.

At the first meeting of the members, the newly elected Board shall replace the Provisional Directors named in the Letters Patent of the Corporation.

A Board of Directors shall manage the affairs of NAPAN[®]. Each member of the Board of Directors has the right to exercise one vote. The number of Directors shall be determined by a majority of the Directors at a Board meeting and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members at a meeting called for the purpose of determining the number of Directors to be elected to the Board of Directors.

The Board of Directors shall be composed of:

6.1.1 OFFICERS OF THE CORPORATION:

President
Immediate Past President
President – Elect
Secretary
Secretary – Elect
Treasurer

Treasurer – Elect

Secretary- Elect and Treasurer – Elect positions shall be activated at the discretion of the Board of Directors.

6.1.2 The President or designate of each jurisdiction.

6.2 **ADVISORY COUNCIL**

The Advisory Council is appointed by the Board of Directors to advise the Board of Directors on managing the Corporation. Members of the Advisory Council are not eligible to exercise a vote.

The Advisory Council is composed of:

6.2.1 Four public or professional representatives appointed by the Board of Directors with the assistance from the Nominating Committee.

6.2.2 Two members appointed by the Board of Directors with the assistance from the Nominating Committee to reflect NAPAN[®] current corporate directions as determined by the Board of Directors.

6.2.3 One member of associate members appointed by and from the associate members.

6.3 **ELIGIBILITY TO HOLD OFFICE AS A DIRECTOR OF THE BOARD**

All Directors of the Board of the Corporation must hold active membership in NAPAN[®] and hold active membership at the time of nomination and election, and maintain such active membership for the duration of his/her term of office.

6.4 **ELECTION AND TERM OF OFFICE**

Election of Directors of the Board shall be by vote of active members in attendance at an annual meeting of members. Each Director shall be elected to a specified position on the Board to hold office until the second annual meeting after he/she has been elected or until her/his successor shall have been duly elected and qualified. Jurisdictional members are elected at their regional level and their names brought to the association. Of the remaining Directors, one half shall be retired at the annual general meeting but shall be eligible for re-election if otherwise qualified.

A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and a successor is elected.

6.5 **VACANCIES**

Vacancies among the Board of Directors, exclusive of the President, or immediate Past President, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors who by majority vote, may, by appointment, fill the vacancy from among the qualified members of the Association.

Otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

If the President vacates her/his office during her/his term, that office will be filled by the President Elect who will remain in that office until the next annual general meeting with election of officers.

A vacancy in the position of immediate Past President will not be filled.

6.6 **RESIGNATION OR DEATH**

If a Director should resign her/his office by delivering a written resignation to the Secretary of the Corporation, die, or otherwise cease to act, the Board may appoint a replacement for the remainder of the term in office.

6.7 INABILITY OR REFUSAL TO SERVE

The office of Director shall be automatically vacated if she/he is found by a court to be of unsound mind; if she/he becomes bankrupt or suspends payments or compounds with creditors. If the President-Elect should be unable or refuse in writing to proceed to the office of President, the position must be filled with the Past President of designate before an election. Any member of a jurisdiction member may be nominated in their place for such office by any jurisdiction and any nomination so made must be filed with the nominating chair before the election. A nomination so made must be supported by the consent of the nominee in writing.

6.8 REMOVAL OF OFFICERS AND DIRECTORS OF THE BOARD

All Directors of the Board, other than the President, President-Elect and jurisdictional President, may be removed from office by a three-quarters (3/4) vote of Directors. Any Director may be removed from office by a three-quarter (3/4) vote of the voting delegates at a meeting of NAPAN[®].

An Officer or Director of the Corporation shall cease to hold office if and when a motion requesting removal of that person from office is approved by a two-thirds (2/3) majority of votes at a special meeting of the General Assembly at which the person has been invited to speak.

A member or chair of a committee shall cease to hold office if and when a motion requesting removal of that person from office is approved by a two-thirds (2/3) majority of votes cast at a meeting of the Board of Directors at which that person has been invited to make a statement.

6.9 REMUNERATION OF DIRECTORS & ADVISORY COUNCIL

The Directors and Advisory Council members shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred in performance of his/her duties.

6.10 CONFLICT OF INTEREST

A Board member must declare a conflict of interest related to any item of business that comes before a meeting.

A conflict is present when an individual has an outside interest that can be reasonably be expected to influence how the individual might conduct NAPAN[®] business. A conflict of interest exists whether or not the individual is actually influenced by a competing interest.

Board and Committee members must refrain from placing themselves in any position in which there is a conflict of interest – actual, potential or perceived – between their NAPAN[®] responsibilities and their personal interest or their responsibilities to themselves or others.

6.11 POWERS

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate (means transfer) borrow, sell exchange or otherwise dispose of shares, stocks rights, warrants, options or other securities, lands,

buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association for such consideration and upon such terms and conditions as they may deem advisable.

The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequest endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.

6.12 VOTING, BOARD OF DIRECTORS

The President shall chair all meetings of the Board of Directors of the Corporation. In the absence of the President his/her duties may be performed by the President-Elect or such other Director as the Board may from time to time appoint for the purpose.

Questions arising at any meeting of the Directors shall be decided by a majority of votes. Each voting member present at the meeting shall have the right to exercise one vote. The Chair may only cast a vote at a meeting of the Board of Directors in order to break a tied vote. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of fact. The number or proportion of the votes recorded in favor of or against such resolution need not be recorded. Alternate Directors may attend a Board meeting but may not exercise a vote.

6.13 QUORUM AND MEETINGS, BOARD OF DIRECTORS

At least fifty-one percent (51%) of the Board of Directors which will include a minimum of fifty-one percent (51%) of the Officers and a minimum of fifty-one percent (51%) of the jurisdictional members.

6.14 MEETING OF THE BOARD

There shall be a minimum of one (1) meeting per year of the Board of Directors and any additional meetings will be called at the discretion of the Chair. Where all Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.

6.15 NOTICE OF MEETINGS OF THE BOARD

Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such a meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent fourteen days prior to the meeting.

6.16 ACTION WITHOUT A MEETING

Unless otherwise restricted by law or by the articles of the Corporation or bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors consent in writing to such action. The written consents to such action shall be filed with the minutes of the proceedings of the Board of Directors.

6.17 MINUTES OF THE BOARD OF DIRECTORS

The minutes of the Board of Directors who are named in Article 6.1 shall be available within sixty (60) days of the date of each meeting.

6.18 INDEMNIFICATION OF THE BOARD OF DIRECTORS OF THE CORPORATION

The Corporation shall indemnify and save the Board of Directors and make any Director and/or Directors harmless from and against all liabilities, claims, actions, causes or action, damages, losses and legal costs of every nature and kind whatsoever which the Board of Directors and any Director and/or Directors may suffer or incur as a result of actions taken by them/him/her within the scope of their/his/her authority as the Board of Directors or member thereof of the Corporation.

6.19 EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or his/her designate and by the Secretary and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by any two (2) Officers of the Corporation or by one (1) Officer and one authorized designated agent.

The President and two other Officers of the Corporation may, upon collaboration, transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the Corporate Seal and deliver under the Corporate Seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers or shares, bonds or other securities on the books of any company or Corporation. Notwithstanding any previous to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instruments, contract or obligations of the Corporation may or shall be executed.

6.20 BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law is regularly and properly kept.

6.21 ADJOURNMENTS

Any meeting of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

6.22 CHEQUES

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officers, or Officer and authorized designated agent of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, and may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers or agent so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank forms or settlement of balances and release of verification slips.

6.23 DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by at least two (2) such Officers of the Corporation, and in such manner, as shall from time to time be determined by resolution. The Officers of the Corporation shall be fully protected in acting in accordance with the direction of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

6.24 APPOINTMENT OF AUDITORS

An auditor shall be appointed by the members at each annual meeting to audit the books for report to members at the annual general meeting of the Corporation. The Board of Directors shall fix the remuneration of the auditor. The scope of such an audit will be defined by the Board of Directors and may be a full audit, financial review or independent review. The auditors shall make an annual audit and report to the members of the Corporation on the accounts and balance sheet of the Corporation.

It is especially provided that in the event of dissolution or wind up of the Corporation, all remaining assets after payment of its liabilities shall be distributed to one or more organizations in Canada carrying on activities with similar objectives.

ARTICLE 7 – DUTIES OF THE OFFICERS OF THE CORPORATION

7.1 MEMBERSHIP

The Officers of the Corporation comprise of the Executive Committee and shall consist of the following members; President, President-Elect, Secretary, Treasurer, and Immediate Past-President.

7.2 DUTIES

It is expected that the Officers of the Corporation will attend all meetings of the Corporation.

7.2.1 PRESIDENT

As the Chief Officer of the Corporation, the President shall:

- contribute to the vision and direction of the Corporation
- be accountable to the membership for furthering the goals of the Corporation
- assume the role of the Chair of the Executive Committee
- be responsible to the Board of Directors
- act as a mentor for the President-Elect
- when present preside at all meetings of the members of the Corporation and of the Board of Directors
- be charged with the general and supervision of the affairs and operations of the Corporation
- the President, or his/her delegate and one Officer of the Corporation, shall sign all by-laws, cheques and all other documents related to the business of the Corporation as required
- represent the opinions and views of the Association to the public or media as required
- assist in preparing an annual operating budget to be presented to the Board of Directors
- assist the Board of Directors in establishing and maintaining an ongoing strategic plan with defined goals and objectives and operational strategies
- act as a liaison between the regions and the Executive Committee as required
- schedule all regular meetings of the Corporation
- prepare a Presidential message for all issues of the newsletter
- attend Board of Directors, Executive Committee and Annual General Meetings
- assume other duties as requested by the Board of Directors

- follow the NAPAN[®] Conflict of Interest Guidelines
- assume the role of Immediate Past President upon completion of his/her term as President
- be an ex-officio member of all NAPAN[®] committees except the Nomination Committee

7.2.2 PRESIDENT-ELECT

The President-Elect shall:

- assist the President in the discharge of his/her duties
- assume such responsibilities as shall be required by the Officers of the Corporation
- be prepared to assume the office of President in the event of that member's absence, resignation, inability or refusal to act, or due removal from Office
- assume the position of President upon completion of the President- Elect two (2) year term

7.2.3 SECRETARY

The Secretary shall:

- attend all meetings of the Officers of the Corporation and/or Board of Directors and record all facts and minutes of all proceedings in the books for that purpose
- give all notices required to be given to members and to Officers
- have experience in taking and producing minutes, have computer skill/literacy and access to email
- keep or cause to be kept a list of all members of the Corporation and call the role when required
- be a custodian of the Seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Directors of the Corporation to do so and to such person or persons as may be named in the resolution
- perform such other duties as may from time to time be determined by the Board of Directors
- provide mentorship for the Secretary-Elect

7.2.4 TREASURER

The Treasurer shall:

- have experience with bookkeeping or accounting, have computer skills/literacy and have access to email
- keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account
- deposit all monies or other valuable effects in name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors
- disperse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof
- render to the Board of Directors at regular meetings thereof or whenever required of him/her an account of all of his/her transactions as Treasurer, and of the financial position of the Corporation
- prepare and present an annual operating budget to the Board of Directors
- be one of the signing officers of the Corporation
- perform such other duties as may from time to time be determined by the Board of Directors
- propose the name of an auditor to members at the annual general meeting
- report all delinquencies, with-in forty-eight hours, to the NAPAN[®] President
- provide mentorship to the Treasurer-Elect

7.2.5 IMMEDIATE PAST PRESIDENT

The Immediate Past President shall:

- assume the responsibility of the Chair of the Nominating Committee for a two year term
- provide mentorship for the President and other members of the Board of Directors
- perform such other duties as may from time to time be determined by the Board of Directors

7.2.6 SECRETARY-ELECT

The Secretary-Elect shall:

- assist the Secretary of the Corporation through mentorship
- have access to email
- develop computer skills/literacy as a minute-taker
- assist Committees as a recorder if requested
- attend all meetings of the Officers of the Corporation and/or Board of Directors
- assume responsibilities as shall be required by the Board of Directors
- be prepared to assume the office of Secretary of the Corporation in the event of that member's absence, resignation, inability or refusal to act, or due removal from office
- assume the position of Secretary of the Corporation upon completion of the Secretary-Elect two (2) year term

7.2.7 TREASURER-ELECT

The Treasurer-Elect shall:

- assist the Treasurer through mentorship
- have access to email
- develop computer skills/literacy
- develop bookkeeping or accounting skills
- attend all meetings of the Officers of the Corporation and/or Board of Directors
- be one of the signing officers of the Corporation if required
- assume responsibilities as shall be required by the Board of Directors
- be prepared to assume the office of Treasurer of the Corporation in the event of that member's absence, resignation, inability or refusal to act, or due to removal from office
- assume the position of Treasurer of the Corporation upon completion of the Treasurer-Elect two (2) year term

ARTICLE 8 – DUTIES OF THE DIRECTORS OF THE CORPORATION (EXCLUSIVE OF THE OFFICERS)

8.1 MEMBERSHIP

The members of the Board of Directors shall include the Officers of the Corporation also known as the Executive Committee, the Immediate Past President, Jurisdictional PeriAnesthesia Representatives and the Advisory Council.

8.2 DUTIES

It is expected that these members of the Board of Directors will, at a minimum, attend the joint meetings of the Board of Directors and Advisory Council and other meetings at the request of the Officers of the Corporation.

8.2.1 JURISDICTIONAL REPRESENTATIVES

The Jurisdictional Representatives shall:

- represent the needs, opinions and interests of the particular region from which he/she is elected and act as liaison between the National Board and his/her region
- coordinate educational activities within his/her region in accordance with the objectives of the Corporation

- report on activities and financial status of the region to the Board of Directors of the Corporation upon its request and to present a report at the annual general meeting
- perform such other duties as may from time to time be determined by the Board of Directors
- Submit the Minutes from the Annual General Meeting of the Jurisdiction to the Secretary of NAPAN[®] within 60 days of the Annual General Meeting having taken place

8.2.2 ADVISORY COUNCIL

The Advisory Council shall:

- have expertise in a policy area identified as a priority by the Board of Directors in the context of NAPAN[®]'s objectives
- have an interest in health care and be knowledgeable about perianesthesia nursing
- have time to devote to the role
- have volunteer or work experience that demonstrates acting in the public interest or the public good
- identify and report emerging trends and issues affecting health care and those affecting perianesthesia nursing

ARTICLE 9 – AMENDMENTS

The Board of Directors shall have the provisional authority to amend or repeal the provisions of the by-law by resolution at a meeting of the Board of Directors provided that such resolution is supported by a two-thirds (2/3) majority of the members of the Board of Directors present at the meeting.

Where the by-law is amended or repealed by resolution of the Board of Directors such amendment or repeal shall be in effect until the matter is placed before a regular meeting of the members of the Corporation for approval by the members.

All revisions to the by-laws shall be made available to the active members of the Corporation. Such resolution effecting changes to the by-law shall require the consent of two-thirds (2/3) of the active membership present and voting at the annual general meeting subsequent to the changes being proposed. The repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Ministry of Industry has been obtained.

Where amendments or repeal were effected by resolution of the Board of Directors and subsequently rejected by the membership, the provisions in force prior to the resolution of the Board of Directors shall be liable for any related action or actions taken during the period of amendment or repeal effected by due resolution of the Board of Directors.

ARTICLE 10 - COMMITTEES

The Board of Directors may appoint committees whose members will hold office at the will of the Board of Directors. The Directors shall determine the duties of such committees. A committee cannot oblige the Association or make any expense in its name without the approval of the Board of Directors. There must be at least one member of the Board of Directors on each committee.

ARTICLE 11 – RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation, as they deem expedient.

ARTICLE 12 – INTERPRETATION

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words imported the singular number of the feminine gender shall include the plural number or the masculine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations

Approved by Industry Canada: 2002

Revised: May, 2009

Revised: October, 2011

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