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CANADIAN ASSOCIATION OF CRITICAL CARE NURSES

ASSOCIATION CANADIENNE DES INFIRMIERES ET DES INFIRMERS EN SOINS INTENSIFS

GENERAL OPERATING BY-LAW NO. 3

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A By-law relating generally to the conduct of the affairs of

CANADIAN ASSOCIATION OF CRITICAL CARE NURSES
ASSOCIATION CANADIENNE DES INFIRMIERES ET DES INFIRMIERS EN SOINS INTENSIFS
(the "Association")

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ASSOCIATION CANADIENNE DES INFIRMIERES ET DES INFIRMIERS EN SOINS INTENSIFS

(the "Association")

WHEREAS the Association was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 16th day of February, 1983;

AND WHEREAS the Association has applied for a Certificate of Continuance to be continued under the *Canada Not-for-Profit Corporations Act* S. C. *2009, c.23,* to be effective on April 1, 2014;

NOW THEREFORE BE IT ENACTED as a General Operating By-law of the Association to take effect in accordance with section 11.01 as follows:

SECTION I
INTERPRETATION

1.01 Definitions

In all By-laws and resolutions of the Association, unless the context otherwise requires:

(a) "Act" means the *Canada Not-for-Profit Corporations Act,* S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.

(b) "Articles" means the original or restated a1ticles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association.

(c) "Board" means the board of directors of the Association.

(d) "By-laws" means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect.

(e) "Director" means a member of the Board.

(f) "Member" means a member of the Association and "Members" or "Membership" means the collective membership of the Association.

(g) "Officer" means an officer of the Association.

(h) "Operating Policies" means the operating policies approved by the Board m accordance with section 2.06 of this by-law.

(i) "Ordina1y Resolution" means a resolution passed by a majority of the votes cast on that resolution.

(j) "Proposal" means a proposal submitted by a Member of the Association that meets the requirements of section 163 of the Act.

(k) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.

(l) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

(a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;

(b) words imp011ing the singular number only will include the plural and *vice versa;*

(c) the word "person" will include an individual, sole proprietorship, pa11nership, unincorporated association, body corporate, and a natural person; and

(d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the A11icles or the Act, as the case may be, shall prevail.

SECTION II
FINANCIAL AND OTHER MATTERS

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Association shall be the 30th day of April in each year.

2.02 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or

any part of it shall be transacted by any Officer or Officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

2.04 Public Accountant and Level of Financial Review

The Association shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.05 Annual Financial Statements

The Association shall send copies of the annual financial statements and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Association may give notice to the Members stating that such documents are available at the registered office of the Association and any Member may request a copy free of charge at the registered office or by prepaid mail.

2.06 Operating Policies

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

SECTION III
MEMBERS

3.01 Classes and Conditions of Membership

There shall be one (l) class of Members in the Association. Membership in the Association shall be available to any registered nurse with an interest in critical care, who possesses a current and valid license or certificate in the province, territory or country in which the registered nurse practices. Membership may be further divided by categories of

membership as described in the Association's Operating Policies. Each category shall have the privileges and pay the membership fee set out in the Operating Policies. Each Member shall have one (I) vote at meetings of the Members of the Association.

The Association may approve categories of Affiliates as further described in the Association's Operating Policies. Affiliates shall not be Members of the Association and shall have no voting privileges in the Association. Upon payment of the appropriate fee, Affiliates shall have the privileges set out in the Operating Policies.

3.02 Rights of Members

A Member of the Association shall have the right to receive notice of, attend, speak and pa1ticipate at all meetings of Members and the right to one (1) vote at all meetings of Members.

3.03 Termination of Membership

Membership in the Association is te1minated when:

(a) the Member dies;

(b) the Member ceases to maintain the qualifications for membership set out m section 3.01;

(c) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;

(d) the Member is removed as a Member of the Association in accordance with section 3.05;

(e) the Member's te1m of membership expires, if any; or

(f) the Association is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

3.04 Membership Dues

The Directors may determine the amount and the manner in which membership dues are to be paid. Members shall be notified in writing of the dues payable at any time by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall thereupon cease to be Members of the Association.

3.05 Discipline of Members -

The Board may suspend or remove any Member from the Association for any one or more of the following grounds:

(a) violating any provision of the A11icles, By-laws, or Operating Policies of the Association;

(b) ca1Tying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion; and/or

(c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Association.

In the event that the Board proposes that a Member should be expelled or suspended from membership in the Association, the President shall provide twenty (20) days' notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Association. Where written submissions are received in accordance with this section, the Board will consider such submissions in a1Tiving at a final decision and shall notify the Member concerning such final decision within a fm1her twenty (20) days from the date of receipt of the submissions.

SECTION IV
MEETINGS OF MEMBERS

4.01 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Association's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Association required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.02 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members ought to be held, the Board shall call a special meeting of

Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.03 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

4.04 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

4.05 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

(a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Association provides notice electronically, as referenced to in section 4.0S(b), and if a Member requests that notice be given by non-electronic means, the Association shall give notice of the meeting to the Member so requesting in the manner set out in section 4.0S(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Association during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Association shall include any Proposal submitted to the Association under section 4.13.

4.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.08 Chair of the Meeting

The chair of Members' meetings shall be the President or the Vice-President if the President is absent or unable to act. In the event that the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

4.09 Quorum

Subject to the Act, a quorum at any meeting of the Members shall be two and a half percent (2.5%) of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of dete1mining quorum, a Member may be present in person, or by telephonic and/or by other electronic means.

4.10 Meetings Held by Electronic Means

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

(a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that pe1mits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person pa1ticipating in a meeting by such means is deemed to be present at the meeting.

(b) Notwithstanding clause (a), if the Directors or Members of the Association call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations,

entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

(c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Association has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

4.11 Absentee Voting by Proxy

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

(a) a proxy is valid only at the meeting in respect of which it 1s given or at a continuation of the meeting after an adjournment;

(b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;

(c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;

(d) a proxy shall be in writing, executed by the Member or such Member's attorney and shall conf01m with the requirements of the Regulations; and

(e) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

4.12 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be dete1mined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote to which the chair may otherwise be entitled.

4.13 Proposals at Annual Meetings

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Association notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Association shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in suppo11 of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

4.14 Resolution in Lieu of Meeting

A resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Association by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION V
DIRECTORS

5.01 Powers

Subject to the Act and the A11icles, the Board shall manage or supervise the management of the activities and affairs of the Association.

5.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers or employees of the Association or its affiliates.

5.03 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall be a Member of the Association and currently working in or affiliated with a critical care specialty at the time of election. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt, shall be a Director.

5.04 Composition of Board

The Board shall be composed of the following Directors:

(a) Seven (7) Directors-at-Large elected from **active members anywhere in Canada.**
(b) An active member is defined as: Individuals holding a registered nursing license **currently working** in critical care in Canada. May vote, may serve on committees and may hold a National Board position.

5.05 Election of Directors and Term

(a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.

(b) The terms of office of Directors shall be two (2) years or as determined by Ordinary Resolution of the Members.

(c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

(d) Directors shall be eligible for re-election for one (1) additional consecutive term, not including a term as President or Vice-President. Directors may re-apply for nomination to the Board after a one (1) year leave of absence from the Board.

(e) The Board may establish a nominating committee, the details of which shall be set fo11h in the Operating Policies. In that event, the nominating committee will present a report to the Members for the election of Directors, and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.

5.06 Appointment of Directors

Pursuant to the Articles, following the conclusion of the annual general meeting of Members each year, the Board may appoint Directors (the "appointed Directors") to hold office for a te1m expiring not later than the close of the next annual meeting of Members. The number of appointed Directors shall not exceed one-third (1/3) of the number of Directors elected by the Members at the previous annual meeting of Members.

5.07 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.09, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

5.08 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

5.09 Removal

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.10 Filling Vacancies

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.11 Delegation

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

5.12 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board.

Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

5.13 Conflict of Interest

Every Director and Officer shall disclose to the Association the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Association, in accordance with the manner and timing provided in section 141 of the Act.

5.14 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as pa11 of their employment or volunteer activities.

5.15 Indemnification

The Association shall provide present or former Directors or Officers with the indemnification described in section 15l of the Act.

SECTION VI
MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Association or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 9.01 of this By-law to every Director of the Association not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the

business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

6.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

6.05 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

6.06 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board, provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with section 5.02. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.08 Resolutions in Writing

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

SECTION VII
OFFICERS

7.01 Appointment

The Board may designate the offices of the Association, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Association, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

(a) **President** - The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members.

(b) **Vice-President** - The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President if any, shall, when present, preside at all meetings of the Board and of the Members.

(c) **Secretary** - The Secretary shall be a Director. The Secretary shall attend and be the Secretary of all meetings of the Board, Members, and committees of the Board. The Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.

(d) **Treasurer** – The Treasurer shall be a Director. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Association; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Association.

(e) **Chief Operating Officer** - The Chief Operating Officer, if one is appointed, shall supervise the day-to-day operations and administration of the Association. The Board may delegate to the Chief Operating Officer the power to manage and direct the business and affairs of the Association and to employ and discharge agents and employees of the Association. The Chief Operating Officer shall

conform to all lawful orders given by the Board of Directors of the Association and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Association.

The duties of all other Officers of the Association shall be such as the terms of their engagement calls for or the Board or the President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.03 Term of Office

Officers, except the President, Vice-President and Chief Operating Officer shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting. The President and Vice-President shall hold their position for a period of two (2) years.

7.04 Vacancy in Office

In the absence of a written agreement to the contra1y, the Board may remove, whether for cause or without cause, any Officer of the Association. Unless so removed, an Officer shall hold office until the earlier of:

(a) the Officer's successor being appointed;
(b) the Officer's resignation;
(c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
(d) such Officer's death.

If the office of any Officer of the Association shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION VIII
CHAPTERS

8.01 Number and Organization

The Association shall have such number of Chapters as dete1mined by the Board from time to time. Such Chapters may be organized in accordance with this Bylaw by any individuals, groups, area or Province in Canada with the consent of the Board.

Chapters shall consist of at least ten (10) Members of the Association in good standing as defined in section 3.01. When any group, area, or Province is recognized as being organized as a Chapter, all Members of the Association in the group, area, or Province,

shall immediately become recognized members of the Chapter.

8.02 Application and Recognition

Any individuals, groups, area or Province in Canada wishing to apply for recognition by the Association as a Chapter shall make written application therefore to the Board of the Association in accordance with the process and requirements established by Operating Policy.

Once the Board has determined whether any individuals, groups, area or Province in Canada meet the requirements set forth in Operating Policy, the Members shall approve recognition of the Chapter by a Special Resolution. Thereafter the operation of the Chapter may be examined by the Board before official recognition is extended to the Chapter.

8.03 Rights and Responsibilities

(a) Each Chapter will comply with the Articles and By-laws of the Association, and to operate in conformity with the purposes and objectives of the Association.

(b) Each Chapter shall operate on a basis covering the groups, areas, or Provinces assigned by the Board of the Association to the Chapter concerned, and to attempt to procure membership in the Association from every person eligible within the territory of the Chapter.

8.04 Chapter Administration

Each Chapter may be administered by an executive committee, consisting of a president, vice-president and other members of the Chapter, in which case it is provided that:

(a) Financial statements of the Chapter shall be forwarded to the Treasurer of the Association, not less than thi1ty (30) days after the end of the fiscal year; and

(b) Each Chapter may operate under any suitable name of the area, but it is provided that they must indicate on their letterhead, on all stationery, promotional material and advertising, that they operate as "Blank" Chapter of the Association.

8.05 Termination

(a) Failure to comply with any of the filing requirements or other prescribed obligations shall constitute grounds for requiring a Chapter to show cause to the Board why it should not be terminated as a Chapter.

(b) Prior to terminating a Chapter, the Board shall provide thirty (30) days' notice of termination to the Chapter and shall provide reasons for the proposed termination. The Chapter may make written submissions to the President in response to the

notice received within such thirty (30) day period. The Board will notify the Chapter concerning its final decision within a further fourteen (14) days from the date of the decision.

SECTION IX
NOTICES

9.01 Method of Giving Notices

Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the A11icles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

(a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Association in accordance with the Act and received by Corporations Canada; or

(b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

(c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so 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 Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or pm1ly written, stamped, type-written or printed.

9.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

9.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Association shall not be required to give any fu11her notices to such Member until such Member informs the Association in writing of his or her new address.

9.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9.05 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION X
ARTICLES AND BY-LAWS

10.01 Amendment of Articles

The Articles of the Association may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the ce11ificate of amendment.

10.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

10.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members approving such By-law, amendment or repeal. A Board resolution is not required to

make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

SECTION XI
EFFECTIVE DATE

11.01 Effective Date

This By-law is effective upon the approval of the revisions to General Operating Bylaw 2 by Special Resolution of the Members.

ENACTED by the Directors of the Association this 31st day of August, 2026.

Carmel Montgomery, President

Marley Gregorio, Vice-President

APPROVED by the Members of the Association this 22nd day of October, 2026

Carmel Montgomery, President

Marley Gregorio, Vice-President

SPECIAL RESOLUTION OF THE MEMBERS OF
CANADIAN ASSOCIATION OF CRITICAL CARE NURSES
(the "Corporation")

WHEREAS:

1. Part 10, By-laws and Members, of the Canada Not-for-Profit Corporations Act (S.C. 2009, c. 23), provides authority to the Board of Directors to, by resolution, make, amend or repeal any by-laws that regulate the activities and affairs of CACCN and that such amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution.

2. Any amendment to the General Operating By-law that is considered a Fundamental Change of the Act takes effect only when confirmed by the Members.

3. A resolution was duly moved, seconded and carried by the Directors on August 31, 2026 approving revisions to the General Operating Bylaw No. 2, specifically, Section 5.04 (a), (b), (c), and (d), Composition of the Board, approved by the Members on October 22,2026.

4. A resolution was duly moved, seconded and carried by the Members on October 22, 2026 approving revisions to the General Operating Bylaw No. 2, specifically, Section 5.04 (a), (b), (c), and (d), Composition of the Board, approved by the Members on October 22, 2026 and approving the General Operating Bylaw No. 3.

5. The General Operating By-Law No. 3 contains no Fundamental Changes under the Canada Not-for-Profit Corporations Act.

BE IT RESOLVED THAT:

1. The General Operating By-law No. 3 is hereby approved in the form attached hereto as Appendix "A.

2. Any officer or director of the Corporation is hereby authorized to take all such actions and execute, deliver, and file all such documents which are necessary or desirable for the implementation of this resolution.

3. The members of the Corporation hereby consent to the foregoing resolutions pursuant to the provisions of the Canada Not-for-Profit Corporations Act.

The undersigned, being the duly appointed President and Vice-President of the Corporation, certifies that the above is a true and correct copy of a special resolution of the Canadian Association of Critical Care Nurses, passed at a meeting of members held on October 22, 2026 by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated this October 26, 2026

Carmel Montgomery, President

Marley Gregorio, Vice-President