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November 5th 2016

# PANBC Annual General Meeting 2016

## AGENDA ITEMS

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Thank you for another year of being a part of the PeriAnesthesia Nurses Association of British Columbia for 2016! We all appreciate your participation and ongoing membership. On that note, we hope that this association will continue to fruitfully prosper in the years ahead!

Attached to this AGM are:

**Appendix A:** AGM Minutes 2015

**Appendix B:** AGM Attendance List (TBA - published online)

**Appendix C:** Copy of the PANBC Bylaws & Constitution

Please find the following agenda items for discussion and voting below:

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November 5th 2016

# PANBC Annual General Meeting 2016

## AGENDA ITEMS



1. **Introductions of BOD:** Jane Ngai, Mariam Akhtary, Kylie Thirlwell, Emily Aubry, Levi Abaya, Holly Heath
2. **Name of attendees:** as listed in Appendix B
3. **Approval of Agenda:** Approval by all members
4. **Approval of AGM minutes 2015**
  - a. Motion to approve the AGM minutes 2015
  - b. Second motion by:
  - c. All in favor:
  - d. Opposed: None
  - e. Motion moved
5. **Additions to the 2016 Agenda:**
  - a. None
6. **Update on BOD positions available and to be voted upon at the end of AGM**
  - a. President: **Vacant**
  - b. President Elect: **Vacant**
  - c. President Past:
    - i. Mariam Akhtary
    - ii. Jane Ngai
  - d. Secretary: **Vacant**
  - e. Secretary Elect: **Vacant**
  - f. Treasure/Registrar: **Vacant**
  - g. Treasure/Registrar Elect: **Vacant**
  - h. Regional Advisors: **Vacant**
  - i. Scrutinizers: **Vacant**
    - i. No nominations received to BOD - We will call from the floor
7. **Business:**
  - a. **PANBC Bursary for National Conference:**
    - i. No applicants
  - b. **Winners of the PANBC Bursary for the PANBC Provincial Conference Fee:**
    - i. **[REDACTED]**
    - ii. **[REDACTED]**
    - iii. **[REDACTED]**
    - iv. **[REDACTED]**
    - v. **[REDACTED]**
  - c. **PANBC CNA Certification Bursary Recipient:**
    - i. No applicants this year
8. **Financial Report:** Jane/Holly  
Total Projected PANBC Funds at the end of 2016 year: **[REDACTED]**
9. **Membership Report:** Jane  
Total Membership September 2016 - September 2017 = **[REDACTED]**

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10. **PANBC is looking for Volunteers for the following Committees:**
    - a. Website Committee: Jane Ngai
    - b. Newsletter Committee
  11. **PACU CNA Certification Exams**
    - a. The April 11 to August 8th application period to write the 2016 exams is now closed.  
The 2017 certification exams and application dates will be announced via: [www.nurseone.ca](http://www.nurseone.ca)
    - b. Bursaries are available via NAPANc and PANBC
  12. **Study guide for Certification Exam**
    - a. Is complete (“pdf”) and available for free to NAPANc members writing the CNA exam
  13. **Next Standards: 2017**
  14. **NAPANc: Needing Volunteers**
    - a. All Committees
  15. **International Conference**
    - a. “Tides of Change - Advocacy, Education & Research”  
ICPAN 2017 - Sydney, Australia - November 1-4, 2017
  16. **National Conference:**
    - a. “Tune into your Practice”  
NAPANc- Toronto, Canada - November 5th 2016
  17. **PANBC BOD Election:**
    - a. Call to vote for [REDACTED]
    - b. Motion to elect [REDACTED] as [REDACTED] by:
      - i. Second motion:
      - ii. Opposed:
      - iii. Abstentions:
      - iv. Motion:
    - c. If no nominations it is up to the BOD to appoint by **December 15th, 2016**.
    - d. If positions are not filled, PANBC will be **dissolved**. Bank funds from PANBC will be transferred to NAPANc for holding in case candidate in the future spearheads restarting PANBC as an official association again.
  18. **PANBC is looking for addition of Regional Representatives:**
    - a. Positions available:
      - i. Vancouver Coastal Regional Representative
      - ii. Fraser Health Authority Representative
      - iii. Vancouver Island Representative
      - iv. Northern Health Representative
      - v. Provincial Health Services Authority Representative
      - vi. Interior Health Representative
      - vii. First Nations Health Representative
    - b. Anesthesia Representative: **Vacant**
  19. **PANBC Conference Follow up meeting:** TBA in January 2016
  20. **Adjournment of Meeting at** [REDACTED]

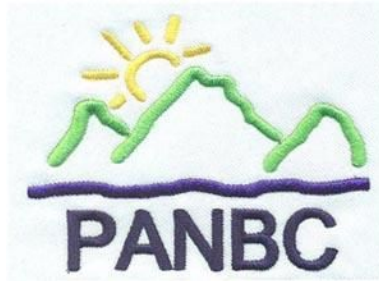


Thank you all for coming today and enjoy the conference!

-- The PANBC Executive Board, 2016

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**APPENDIX A: PANBC AGM 2015 MINUTES**



**PANBC AGM Meeting Agenda**  
**November 7<sup>th</sup> 2015 @ 10:15**

1. Introductions of BOD: Lorna Jensen, Ingrid Harrison, Sabine Wadhams, Stephanie Whitehead (regrets: Melanie Mulder)
2. Name of attendees: as listed in Appendix A
3. Approval of Agenda:
4. Approval of AGM minutes 2014
  - a. Motion to approve the AGM minutes 2014 by:
  - b. Second motion by:
  - c. All in favor:
  - d. Opposed:
  - e. Motion
5. Additions to 2015 Agenda:
  - a.
6. Update on BOD positions available and to be voted upon at the end of AGM
  - a. President: Vacant
  - b. President Elect: Vacant
  - c. President Past: Lorna Jensen
  - d. Secretary: Vacant
  - e. Secretary Elect: Vacant
  - f. Treasure/Registrar: Vacant
  - g. Treasure/Registrar Elect: Vacant
  - h. Regional Advisors: Vacant
  - i. Scrutinizers: Grace & Kaitlynn
    - i. No nominations received to BOD
7. Business:
  - a. PANBC Bursary for National Conference:
    - i. No applicants.
    - ii. Monies were used for 3 NAPANc Standards door prizes at the PANBC conference
  - b. Winners of PANBC Bursary for PANBC Provincial conference fee:
    - i. Nasrin Kherani
    - ii. Ken Friesen.

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- iii. Heather Johnson
  - c. PANBC Certification bursary recipient: No applicants this year
- 8.
9. Financial Report: Lorna/Melanie
- Total Projected PANBC funds at end of 2015 year: \$10,021.89
- a. Motion to approve Proposed 2016 budget by XXXXXX
    - i. Second motion:
    - ii. All in favor:
    - iii. Opposed:
    - iv. Abstentions:
    - v. Motion:
10. Membership Report: Lorna/Melanie
- Total membership Sept. 2015 – Sept. 2016 = 108 members in good standing
11. PANBC is looking for Volunteers for the following Committees:
- a. Website Committee
  - b. Newsletter Committee
12. PACU CNA Certification Exams Update-Now online
- a. Register by April 11 to July 1, 2016
  - b. Sitting is September 19 to October 7, 2015
  - c. NAPANc updated some questions
  - d. Bursary's available via NAPANc, PANBC and FHA PPI.
13. Study guide for Certification Exam
- a. Almost complete
  - b. Will be available for free to NAPANc members writing CNA exam
  - c. Will be online version "PDF"
14. Next Standards: 2017
15. NAPANc: Needing Volunteers
- a. All Committees: Laura Van Loon
16. NAPANc
- a. Needs a copy of PANBC AGM minutes yearly.
    - i. To officiate for insurance & liability purposes
  - b. Asking for copy of yearly C&B as well
    - i. C&B should be posted for General Public-on our website
    - ii. Notification to members (60 days prior AGM for changes)
  - c. NAPANc has increased its rate from \$5 per member to \$10 per member
    - i. Motion for PANBC to increase their fees by \$5 for 2016-2017 years to match NAPANc increase by Lorna Jensen
    - ii. Seconded by:
    - iii. Second motion:
    - iv. All in favor:
    - v. Opposed:
    - vi. Abstentions:
    - vii. Motion:
17. International Conference:
- a. 2015-Denmark had 20 countries with 16RN's from Canada in Sept 2015
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- b. 2017- Not yet announced: Australia is interested
18. National Conference:
- a. Niagara on the Lake, November 2016
19. PANBC BOD Election
- a. Call for vote for XXXX - Lorna Jensen called 3 times for nominations for Position – none received. Position remains vacant and may be appointed by BOD as per C&B's
  - b. Motion to elect XXXX as XXXX by:
    - i. Second motion:
    - ii. All in favor:
    - iii. Opposed:
    - iv. Abstentions:
    - v. Motion:
  - c. Motion to elect as XXXXX as Vancouver Coastal Regional representative by:
    - i. Second motion:
    - ii. All in favor:
    - iii. Opposed:
    - iv. Abstentions:
    - v. Motion
  - d. Motion to elect as XXXX as FHA Regional representative by: Lorna Jensen
    - i. Second motion:
    - ii. All in favor:
    - iii. Opposed:
    - iv. Abstentions:
    - v. Motion:
  - e. If no nominations - it is up to BOD to appoint
20. PANBC looking for addition of Regional Representatives
- a. Positions available:
    - i. Vancouver Island:
    - ii. Northern Health:
    - iii. Provincial Health Services:
    - iv. Interior Health representative
  - b. Anesthesia Representative: Dr. Feisal Mohamedali
21. PANBC Conference Follow up meeting: TBA in January 2016
22. Adjournment of Meeting @ XXXX:

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**APPENDIX B: AGM Attendance List - Complete list viewable online** after November 5th, 2016

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## APPENDIX C: PANBC BYLAWS & CONSTITUTION



### PERIANESTHESIA NURSES ASSOCIATION OF BRITISH COLUMBIA (PANBC)

#### CONSTITUTION AND BYLAWS

#### ARTICLE I – GENERAL

##### 1.1 NAME

The name of the Society is the PeriAnesthesia Nurses Association of British Columbia (“PANBC”)

##### 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:

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

PANBC©

#709 - 6888 ALDERBRIDGE WAY  
RICHMOND,  
BRITISH COLUMBIA V6X 0A7

Tel. (604)551-7356 or (604) 806-9090 LOCAL 62273

Web [www.panbc.ca](http://www.panbc.ca)

##### 1.5 FINANCIAL YEAR

The fiscal year of the Corporation shall be from September 1<sup>st</sup> through August 31 of each year.

#### ARTICLE 2 – PURPOSES

2.1 THE PURPOSES FOR WHICH THE CORPORATION OR ASSOCIATION IS ESTABLISHED ARE:



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To promote high standards of nursing practice within perianesthesia settings in order to provide quality nursing care to the people of British Columbia

To promote continuing education to support standards of perianesthesia nursing practice

To establish cooperation and liaison with all groups, associations, institutions or bodies that may impact and effect the objectives of PANBC

To broaden public awareness of the role of the perianesthesia practitioner as a valid member of the health care team

CNA Certification (Exam)

### **ARTICLE 3 – BYLAWS**

#### **3.1 DEFINITION:**

A member who is currently in good standing within British Columbia and is also a national member of NAPAN.

#### **3.2 THE FOLLOWING CLASSES OF MEMBERSHIP ARE ESTABLISHED:**

3.2.1 ACTIVE: Registered Nurse who is currently registered with CRNBC 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 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 STUDENT: Student members who hold a reduced annual membership are not entitled to hold office or to vote on Corporation issues.

3.2.4 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

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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 with CRNBC

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

3.4.4 Any group supportive of PANBC 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 Registrar 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

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Membership dues for each class of members as listed in Article 3 shall be fixed by resolution at an annual meeting of PANBC 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 PANBC at the head office/ mailing address as per Section 1.3 by the first day of September in each year for the year then commencing.

#### 4.4 NAPANc Affiliation

- A portion of PANBC membership dues is paid by PANBC to NAPANc to obtain NAPANc membership. PANBC's portion of NAPANc dues is owed for the current year by April 1<sup>st</sup> each year.

#### 4.5 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 PANBC shall be held at such a time and at such a place in British Columbia as may be decided upon by the Board of Directors. Any matters, which are properly the concern of PANBC, may be considered at this meeting. 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 PANBC may be held at such time and place in British Columbia as determined by the Board of Directors. The number of voting members required to requisition a special meeting should be required to be no less than five percent (5%) of the voting members. 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

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

### 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

Ten percent (10%) of the membership 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 PANBC. 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 PANBC Board of Directors shall consist of the Officers of the Corporation:

#### 6.1.1 OFFICERS OF THE CORPORATION:

- President
- President Elect
- Secretary
- Treasurer

#### 6.1.1.1 As well as:

- Regional directors (or delegate) – one from each Health Authority

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Vancouver Island, Vancouver Coastal, Fraser Health, Interior Health, Northern Health, Provincial Health Service.

6.1.2 The President or designate of each jurisdiction.

6.1.3 Non-voting members of the Board shall consist of Past President, Treasurer Elect and Secretary Elect

## 6.2 ELIGIBILITY TO HOLD OFFICE AS A DIRECTOR OF THE BOARD

All Directors of the Board of the Corporation must hold active membership in PANBC© 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.

## 6.3 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 for a two year term. A director of the Board may be nominated for successive terms.

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.

## 6.4 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 remaining BOD's, until the next annual general meeting with election of officers. A vacancy in the position of immediate Past President will not be filled.

## 6.5 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.

## 6.6 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.

## 6.7 REMOVAL OF OFFICERS AND DIRECTORS OF THE BOARD

Any Director may be removed from office by a three-quarter (3/4) vote of the voting delegates at a meeting of

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PANBC.

#### 6.8 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.

#### 6.9 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 PANBC 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 PANBC responsibilities and their personal interest or their responsibilities to themselves or others.

#### 6.10 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.

#### 6.11 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 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.

#### 6.12 QUORUM AND MEETINGS, BOARD OF DIRECTORS

At least fifty-one percent (51%) of the Board of Directors.

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### 6.13 MEETING OF THE BOARD

There shall be a minimum of three (3) 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.

### 6.14 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.

### 6.15 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.

### 6.16 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.

### 6.17 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.

### 6.18 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

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Purposed, 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.

#### 6.19 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 are regularly and properly kept.

#### 6.20 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.

#### 6.21 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.

#### 6.22 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.

### **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, Secretary, Treasurer, and Immediate Past-President.

##### 7.2.1 PRESIDENT (two-year term)

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

- contribute to the vision and direction of the Corporation



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- 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
  - serve as NAPAN representative or will appoint a delegate
  - 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 PANBC 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 PANBC committees except the Nomination Committee
  - must be an active member of PANBC

#### 7.2.1a PRESIDENT-ELECT (one-year term)

- becomes president automatically after the two-year term as president-elect:
  
- fulfils the responsibilities of the president if the president is absent, and assumes the presidency if the elected president is unable to complete a full term of office;
- oversees the board's planning and evaluation process; and
- is a member of the board of directors of PANBC
- must be an active member of PANBC

#### 7.2.2 SECRETARY (two-year term)

- 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

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- 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
  - must be an active member of PANBC

#### 7.2.2a SECRETARY-ELECT (one-year term)

- becomes secretary automatically after the two-year term as secretary-elect:
- fulfils the responsibilities of the secretary if the secretary is absent, and assumes the role of the secretary if the elected secretary is unable to complete a full term of office;
- oversees the board's planning and evaluation process; and
- is a non-voting member of the board of directors of PANBC
- must be an active member of PANBC

#### 7.2.3 TREASURER/REGISTRAR (two-year term)

- 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, within forty-eight hours, to the PANBC President
- must be an active member of PANBC

#### 7.2.3a TREASURER/REGISTRAR-ELECT (one-year term)

- becomes treasurer automatically after the two-year term as treasurer-elect:
- fulfils the responsibilities of the treasurer if the treasurer is absent, and assumes the role of the treasurer if the elected treasurer is unable to complete a full term of office;
- oversees the board's planning and evaluation process; and
- is a non-voting member of the board of directors of PANBC
- must be an active member of PANBC

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#### 7.2.4 IMMEDIATE PAST PRESIDENT (one year term)

- 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
- position shall commence once the position of President is filled by the President Elect
- is a non-voting member of the Board of Directors
- must be an active member of PANBC

#### 7.2.5 ELECTION AND TERM OF THE MEMBERS OF THE BOARD OF DIRECTORS

- Election of Directors of the Board shall be by vote of active members. Each Director shall be elected to a specified position on the Board to hold office until the second annual meeting after she shall have been elected or until her/his successor shall have been duly elected and qualified. Regional Directors are elected at their regional level and their names brought to the Corporation. Of the remaining Directors, one half shall be retired at the annual general meeting but shall be eligible for re-election if otherwise qualified. The Treasurer and Secretary will serve a one year term of office initially.

### **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.

#### 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 other meetings at the request of the Officers of the Corporation.

### **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.

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#### **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.

#### **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 November 28, 2008.

#### **ARTICLE 13-BURSARY**

· PANBC will provide on Bursary yearly to an awarded PANBC member to attend the NAPANc conference at the early bird rate if PANBC funds allow. The funds will be assessed yearly and the decision will be made by the BOD.

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**Form 1**  
**Society Act**  
**Constitution**

1. The Name of the Society is Perianesthesia Nurses Association of British Columbia (PANBC)
2. The purpose (s) of the society is (are):
  - To promote high standards of nursing practice within perianesthesia settings in order to provide quality nursing care to the people of Canada
  - To promote continuing education to support standards of perianesthesia nursing practice
  - To establish cooperation and liaison with all groups, associations, institutions or bodies that may impact and effect the objectives of PANBC
  - To broaden public awareness pf the role of the perianesthesia practitioner as a valid member of the health care team
  - CNA Certification (Exam)

**BYLAWS**

The bylaws of the society are those set out in Schedule B to the Society Act

Dated: \_\_\_\_\_

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WITNESS (es)

APPLICANTS FOR INCORPORATIONS

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