

# Newfoundland and Labrador Registered Nurses' Education and Research Trust

## CONSTITUTION

### ARTICLE I

Name The name of the organization shall be the Newfoundland and Labrador Registered Nurses' Education and Research Trust herein after called the "Trust".

### ARTICLE II

Objectives The objective of the Trust shall be:

1. To facilitate an increased knowledge base in nursing for the benefit of the public at large by:
  - 1.1 Providing scholarships and bursaries to (a) qualified students enrolled in schools of nursing who meet the criteria set down for the awarding of such financial assistance; and (b) nurses for continuing education who meet the criteria set down for the awarding of such financial assistance.
  - 1.2 Providing awards to nurses conducting nursing research who meet the criteria set down for the awarding of such financial assistance.
  - 1.3 Managing funds for scholarships, bursaries, and nursing research awards.

### ARTICLE III

Relationship with the College of Registered Nurses of Newfoundland and Labrador (CRNNL)

The Trust was established in 1986 by a motion of the Association of Registered Nurses of Newfoundland and Labrador (ARNNL) Council. As of September 1, 2019, ARNNL became the College of Registered Nurses of Newfoundland and Labrador (CRNNL), herein after called "CRNNL".

Provisions in the Trust Constitution are predicated in part on the in-kind support services, including staff support, provided by CRNNL to the Trust pursuant to a letter of commitment from CRNNL to the Trust dated October 22, 2015.

The Executive Director of CRNNL shall have the overall responsibility of administering the Trust between meetings of the Board of Directors. The Executive Director may delegate assignments to appropriate CRNNL staff or the Trust Coordinator.

Headquarters Headquarters for the Trust shall be located at the offices of the College of Registered Nurses of Newfoundland and Labrador (CRNNL).

## ARTICLE IV

### Members of the Trust

#### SECTION 1

Member: a member shall pay the fee prescribed by the Trust and shall be a nurse who holds a practising licence or non-practicing membership with the CRNNL.

Honorary Member: an honorary member shall be any person who has rendered distinguished service or valuable assistance to the Trust and whose status as such member has been approved by the Board according to criteria set down by the Board.

## ARTICLE V

### Board

#### SECTION 1

1. The Governing body of the Trust shall be called the Board of Directors.
2. The Board shall consist of seven (7) elected Directors and the Executive Director of CRNNL.
  - 2.1 A minimum of four (4) of the elected Directors must be Registered Nurses with CRNNL.
  - 2.2 All seven (7) elected Directors must have been a Registered Nurse at some point in their career.
  - 2.3. The Executive Director of CRNNL shall be a non-voting Director of the Board.
3. All members of the Board of Directors must be members of the Trust.
4. All members of the Board of Directors must reside in Newfoundland and Labrador.

### Members of the Board of Directors

#### SECTION 2

President

President Elect

Four (4) Regional Directors, one each representing Eastern, Central, Western, and Labrador-Grenfell regions as defined by the boundaries of the Regional Health Authorities

One Director-at-Large

The Executive Director of CRNNL.

Support to the Board  
of Directors

SECTION 2.1

The Trust Coordinator and staff of CRNNL providing support to the Board are non-voting.

The Secretary shall be the Trust Coordinator who provides support to the Board and the Awards process.

The Director of Corporate Services of CRNNL shall provide financial guidance to the Board on an ad hoc basis.

Term of Office  
of the Board  
of Directors

SECTION 3

1. The term of office shall be three years from the date of election and shall commence at the close of the Annual Meeting.
2. Directors shall hold only one office at a time.
3. Directors shall be eligible to serve only three consecutive terms in the same office.
4. A Director who is absent from two (2) consecutive meetings without cause shall resign from the Board.
5. The President Elect shall become President in the event that the President is unable to complete her/his term of office.
6. In the event that a Director is unable to complete her/his term of office, the vacancy shall be filled by appointment by the Board of Directors for the remaining term.
7. In the event that a position is not filled at the annual election, the vacancy may be filled by appointment by the Board of Directors in the interim until the next election.

Election of the  
Board of Directors

SECTION 4

1. The President, President-Elect, Director-at-Large and Regional Directors shall be elected at the Annual Meeting by the members in attendance.
2. The election of members to the Board of Directors will be staggered to promote continuity.
3. Prior to the election, the incumbent Board of Directors shall agree to a process to be administered by the Trust Coordinator for identifying prospective candidates who are willing and able to serve as Directors.

Duties of Board  
of Directors

SECTION 5

1. The President shall preside at all meetings of the Trust.

2. The President Elect shall perform the duties of the President in her/his absence.
3. The President shall assign duties to the Trust Coordinator and Director of Corporate Services as directed by the Board to facilitate the appropriate operation of the Trust between meetings.
  - 3.1 The Trust Coordinator shall support the Board by carrying out the assigned administrative duties of the Trust between meetings of the Board of Directors. The Trust Coordinator may seek support from appropriate CRNNL staff as per arrangements agreed upon between the Trust and the CRNNL.
  - 3.2 The Director of Corporate Services shall support the Board by carrying out the assigned financial duties of the Trust between meetings of the Board of Directors.
5. The Board of Directors shall attend and participate in the meetings of the Board.

## **ARTICLE VI**

### Resignation of Members

#### **SECTION 1**

Membership in the Trust shall not be transferable and shall cease upon failure to submit the annual fee prescribed by Trust.

## **ARTICLE VII**

### Fees

The annual membership fee for each class of member, except for Honourary Members, shall be prescribed by the Board of Directors subject to approval at the next Annual Meeting.

## **ARTICLE VIII**

### Meetings

#### **SECTION 1**

General Meetings consist of the Annual Meeting and any Special Meetings.

General Meetings are open to all members of the Trust.

Meetings of the Board of Directors of the Trust will be held at the call of the President. At least two meetings must be held each year.

### Annual Meeting

#### **SECTION 2**

The Annual Meeting of the Trust shall be, if appropriate, in conjunction with the Annual

Meeting of CRNNL.

A notice of the Annual Meeting shall be advertised through CRNNL's established communications processes at least twenty-one days prior to the date of the meeting.

Special Meetings

SECTION 3

1. Special Meetings of the Trust may be called at any time by the President.
2. The Board of Directors shall give careful consideration to calling a Special Meeting upon receipt of a written and signed request of at least 10 members of the Trust, providing that a reason for such a meeting is stated.
3. Reasons for Special Meetings must be stated in a notification to members.
4. No matter shall be discussed at a Special Meeting apart from that specified in the notice to members.

Motions

SECTION 4

Motions at Board Meeting shall be passed by a majority of votes cast at the meeting (i.e., fifty percent plus one).

Motions at a General Meeting, with the exception of Special Resolutions, shall be passed by a majority of votes cast at the meeting (i.e., fifty percent plus one).

Special Resolutions

Special Resolutions are required for making changes to the Trust including changes to the Constitution or dissolution of the Trust.

Special Resolutions shall only be passed at a General Meeting of the Trust.

The full text of a Special Resolution shall be available to members of the Trust at least twenty-one (21) days prior to the date of the General Meeting at which it is presented.

Special Resolutions shall not be raised from the floor of a General Meeting.

Special Resolutions shall be passed by a two-thirds majority of votes cast at the General Meeting.

Quorum

**ARTICLE IX**

Fourteen (14) members of the Trust, at least four (4) of whom must be elected members of the Board of Directors, shall constitute a quorum for a General Meeting.

Fifty percent plus one of the elected Board Members is a quorum for the Board of Directors meeting.

**ARTICLE X**

Power and Functions  
of the Board of  
Directors

1. Govern the management and use of funds of the Trust in keeping with the objectives of the Trust.
2. Develop criteria for disbursement of funds in keeping with the objectives of the Trust.
3. Request, acquire, accept or receive gifts, donations, bequests or subscriptions of money, or real or personal property, whether they be unconditional or subject to special conditions, provided any special conditions are not inconsistent with the objectives of the Trust.
4. Authorize investments as considered appropriate by the Board. Profits from investments of monies in the Trust shall become part of the finances of the Trust and shall be used for promoting the objectives of the Trust.

**ARTICLE XI**

Signing Officers

Contracts, documents or any other instruments in writing, requiring the signature of the Board of the Trust shall be signed by the Trust Coordinator, CRNNL Executive Director or the President.

**ARTICLE XII**

Bank

SECTION 1

Funds of the Trust shall be deposited in a Chartered Bank/Trust Company chosen by the Board of Directors.

SECTION 2

The Trust Coordinator, in conjunction with the CRNNL Director of Corporate Services, shall have custody of the funds and securities of the Trust. They shall have full and accurate accounts of receipts and disbursement in books belonging to the Trust and shall deposit all monies and other valuable effects in the name and to the credit of the Trust.

They shall ensure all donations are acknowledged by a written receipt for tax purposes.

**ARTICLE XIII**

Audit

The Board of Directors shall ensure that an annual audit is carried out by a chartered accountant. The report of the audit shall be presented at a General Meeting and be available to members of the Trust and members of the public upon request.

**ARTICLE XIV**

Fiscal Year

The fiscal year of the Trust shall be April 1 to March 31.

**ARTICLE XV**

Committees

The Board of the Trust shall have the power to strike standing and ad hoc committees whose terms of reference shall be established by the Board. These committees shall report to the Board.

**ARTICLE XVI**

Dissolution of the Trust

The Trust shall not be dissolved voluntarily unless a Special Resolution to do so is passed by the members of the Trust at a General Meeting.

In the event that the Trust is dissolved, all monies in the Trust shall be transferred to a registered charitable organization such as the Canadian Nurses Foundation or similar organization.

**ARTICLE XVII**

Amendments to the Constitution

This Constitution may be amended at any General Meeting of the Trust by a two-thirds majority of votes cast provided that notice of such amendment is included with a notice to members of the Meeting.

**ARTICLE XVIII**

General

The organization will be operated without purpose of gain for it's members, and any profits or other assets of the organization will be used solely to promote its purposes.

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The Trust was founded in 1986 and became a Registered Charity in 1987.

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This Constitution was revised and approved at the 2021 Annual Meeting.