



ARTICLES OF INCORPORATION

1. Corporate Name: **Global Alliance for Leadership in Nursing Education and Science**
2. The province or territory in Canada where the registered office is situated: ONTARIO
3. Minimum and maximum number of directors:
 - Minimum number: 3
 - Maximum number: 12
4. Statement of the purpose of the Corporation:
 - To represent the informed strategic international voice on the contribution of baccalaureate and graduate degree nursing education and scholarship to improving global health and health care;
 - To provide strategic level expertise in nursing education and professional development worldwide;
 - To assist national associations of Nursing Deans and national associations of Schools of Nursing in offering information, support and advice to health care policy-makers and nurse educators across the world;
 - To work in partnership with key global and national organizations, to increase the contribution of nursing and health professional education in the scaling up and strengthening of the health care workforce.
5. Restrictions on the activities that the Corporation may carry on, if any: None
6. The classes, or regional or other groups, of Members that the Corporation is authorized to establish: see ***Schedule 1, Classes or Regional or Other Groups of Members***
7. It is specially provided that in the event of dissolution or winding-up of the Corporation, all its remaining assets, after payment of its liabilities, shall be returned to its members in proportion to their respective annual membership fees paid to the Corporation.
8. Additional provisions, if any: None
9. Declaration: I hereby certify that I am an incorporator of the Corporation.

Cynthia Baker, RN, PhD

Executive Director, Canadian Association of Schools of Nursing

SCHEDULE 1 TO THE ARTICLES OF INCORPORATION OF THE GLOBAL ALLIANCE FOR NURSING EDUCATION AND SCIENCE: CLASSES OR REGIONAL OR OTHER GROUPS OF MEMBERS

1. TWO CLASSES OF MEMBERSHIP -

The membership in the Corporation is in two classes:

- a) "Members", and
- b) "Associate Members".

2. DEFINITION

- a) "Members" are national organizations of Nursing Deans, of Schools of Nursing, or of other academic associations in nursing that represent exclusively baccalaureate and graduate nursing education programs, recognized according to the procedure set out in the By-laws. Each member organisation shall have one vote, and three nominated representatives.
- b) "Associate Members" are individuals representing baccalaureate and graduate nursing degree granting institutions from countries which do not have any Members. Associate Members are recognized, according to the procedure set out in the By-laws, for their strategic educational mandate. Associate Members do not vote.

3. OPTIONAL GRADUATION OF MEMBERSHIP FEES ACCORDING TO THE COUNTRY'S GROSS NATIONAL INCOME

For each of the two classes of membership, the Board may, at its option, adopt the country categorization method for Gross National Income (GNI), as published from time to time in the *World Bank Atlas*. The Board may adopt a graduated schedule for annual membership fees, specifically for each such GNI category of countries recognized by the *World Bank Atlas*.

4. APPOINTEES

The Board may appoint Directors to the Board from time to time, for such term as the Board specifies, but at no time shall appointed Directors constitute more than one third of the Board.

BY-LAWS

A By-law relating generally to the conduct of the affairs of the **Global Alliance for Leadership in Nursing Education and Science**

SECTION 1 - GENERAL

1.01 Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

1. "Act" means the Canada Not-for-profit Corporations Act, and Regulations;
2. "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast;
3. "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast.
4. "Written" refers to a writing delivered in person or by first-class mail; it also includes written messages sent electronically, on condition that a record is kept of the message and of its transmission.

1.02 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board.

1.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation 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 signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.04 Financial Year End

The financial year end of the Corporation shall be determined by the Board of Directors.

1.05 Banking Arrangements

The banking business of the Corporation 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 of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

SECTION 2 - MEMBERSHIP

2.01 Membership Conditions

As set out in the Articles, there shall be two classes of membership in the Corporation, namely Members and Associate Members. Membership in the Corporation, whether for Members or Associate Members, shall be available only to organizations or individuals respectively, interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

Organizations eligible for membership shall be corporations, institutions, or other entities recognized by the domestic law of their respective jurisdiction as having the legal authority to undertake contractual and other legal matters. Exceptionally, the Board may agree to accept a written application for membership by an organization that is an unincorporated association, on the condition that there are one or more specified individuals who take written responsibility for that association's rights and duties of membership.

2.02 Membership Representation and Voting

Each Member organization shall provide the Corporation, in writing, the names and coordinates of three individuals who will be authorized to represent the Member from time to time.

As set out in the Articles, each Member organization has one vote, whereas Associate Members do not.

2.03 Term

Membership shall be for one year, renewable.

2.04 Notice of Meeting of the Membership

Notice of the time and place of a meeting of the membership shall be given to each member entitled to vote at the meeting by the following means:

1. 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
2. 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.

2.05 Absentee Voting by Mail or Electronic Means

A Member entitled to vote at a meeting of the membership may vote by mailed-in ballot, or vote by telephone or by other electronic means. The Corporation shall provide a voting system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification,

and

2. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

SECTION 3 - MEMBERSHIP DUES AND TERMINATION

3.01 Membership Dues

Members and Associate Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date, those in default shall automatically lose their membership.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

1. in the case of an Associate Member, the individual dies; or, in the case of a Member organization that is a corporation or similar legal entity, the organization is legally dissolved;
2. a member fails to maintain any qualifications for membership described in Section 2.01 of these By-laws;
3. the member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the Articles or By-laws;
5. the term of membership expires; or
6. the Corporation is liquidated or dissolved.

3.03 Discipline of Members

The Board shall have authority to suspend or expel any Member for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the

Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

SECTION 4 - MEETINGS OF THE MEMBERSHIP

4.01 Chair of the Meeting

In the event that the Chair of the Board and the vice-Chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to Chair the meeting.

4.02 Quorum

A quorum at any meeting of the membership shall be 50% plus one of the Members entitled to vote at the meeting (whether present in person or via communications equipment). If a quorum is present at the opening of a meeting of the membership, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.03 Votes to Govern

At any meeting of the membership every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting shall have a second or casting vote in addition to an original vote.

SECTION 5 - DIRECTORS

5.01 Election and Appointment

To stand for election to the Board, a person must be an individual who has been authorized to represent a Member in accordance with Section 2.02 above.

The Members will elect six Directors at the first meeting of the membership and at each succeeding annual meeting at which an election of Directors is required.

In addition, the Board may, in its discretion, appoint further individuals (eligible under Section 2.02) to the Board for a term of not more than two years from the date of the most recent meeting of the membership; but at no time shall the number of appointed Directors exceed one third of the Board.

5.02 Term

At the first meeting of the membership, three Directors will stand for election for a term of one year, and three will stand for election for a term of two years. Thereafter, all Directors will serve for a term of two years. The term of office will begin on January 1st. In the event of a conflict between this provision on the term for Directors and the provisions of Section 7 of these By-laws on the term for officers, the latter shall apply.

Directors are eligible for re-election.

5.03 Composition of the Board

To encourage a diversity of geographic representation.

1. No Member will have more than one representative on the Board.
2. Subparagraph (1) above takes effect only when the Corporation has over six Members.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the vice-Chair of the Board or any two (2) Directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator.

6.02 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 8.01 of this By-law to every Director not less than 7 days 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. Except where provided by law, no notice of meeting need specify the purpose or the business to be transacted.

6.03 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 except where provided by law, no other notice shall be required for any such regular meeting.

6.04 Votes to Govern

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 shall have a second or casting

vote in addition to an original vote.

6.05 Committees

The Board may from time to time appoint any committee or other advisory body it deems necessary or appropriate and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

SECTION 7 - OFFICERS

7.01 Description and Term

Unless otherwise specified by the Board, the officers shall have the following duties and powers associated with their positions:

3. The Chair of the Board shall preside at all meetings of the Board and of the membership. The Chair shall have such other duties and powers as the Board may specify. The Chair shall serve for a term of two years from the date of the most recent meeting of the membership.
4. The Deputy Chair of the Board shall be a Director elected by the Board. The Deputy Chair shall fulfill the duties of the Chair in the latter's absence, and have such other duties and powers as the Board may specify. The Deputy Chair shall serve for a term of two years from the date of the most recent meeting of the membership, at the end of which the Deputy Chair shall assume the office of Chair.

At the end of their respective terms, the Chair and Deputy Chair are not eligible to serve a further term in the same office, for a period of four years. They do, however, remain eligible to stand for re-election to the Board.

The powers and duties of all other officers shall be such as the terms of their engagement call for or the Board or Chair 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.

7.02 Vacancy in Office

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

1. the officer's successor being appointed,
2. the officer's resignation,
3. such officer ceasing to be a Director or
4. such officer's death.

If the office of any officer shall be or become vacant, the Directors may, by resolution, appoint another Director to fill such vacancy.

SECTION 8 - NOTICES

8.01 Method of Giving Notices

Any notice (including any communication or document) to be given, other than notice of a meeting of the membership or a meeting of the Board, shall be sufficiently given:

1. 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 Corporation or its Notice of Directors); or
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
4. 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 Chair 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 Chair to be reliable. The declaration by the Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

8.02 Invalidity of any provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions.

8.03 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 Corporation has provided notice in accordance with the By-laws 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.

SECTION 9 - AMENDMENT

In accordance with the Act, a special resolution is required to change:

- The name of the Corporation;
- The province of its registered office;
- Restrictions on its activities;
- The classes of Members;
- Conditions of membership;

- The designation, rights or conditions of any class of membership;
- Transferability of membership;
- The minimum or maximum number of Directors;
- The statement of purpose, as it appears in the Articles;
- The distribution of property on liquidation,
- Notice provisions for Meetings of Members; and
- Provisions for voting, by Members not in attendance at a Meeting of Members.

SECTION 10 - EFFECTIVE DATE

10.01 Effective Date

Subject to matters requiring a special resolution, this By-law shall be effective when made by the Board.

CERTIFIED to be By-law No. 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 5th day of April, 2013 and confirmed by the members of the Corporation by special resolution on the 5th day of April, 2013.

Dated as of the 10th day of May, 2013.



Cynthia J. Baker, RN, PhD
Executive Director
Canadian Association of Schools of Nursing