



Infirmières et Infirmiers Sans Frontières (IISF)
Nurses Without Borders (NWB) | Enfermeras y Enfermeros Sin Fronteras (EESF)

370, avenue Caouette
Rouyn-Noranda (Québec), CANADA, J9X 3X3
Tél. du Canada: 1 877 870-8728, poste 2615
Tél. de l'international: 1 819 762-0971, poste 2615

IISF.CA | INFO@IISF.CA

GENERAL RULES

*This is a free traduction, you can refere at the original document in French.

1. NAME

- 1.1 This organization is duly recognized under the Act Companies, Part III (R.S.Q., c. C-38, s. 218), by or under the name:

Infirmiers et infirmières sans frontière (IISF) / Nurses Without Borders (NWB).

Filed under registration number 1163018204 on 30 May 2005, the Enterprise Registrar of Quebec May 30, 2005.

- 1.2 Furthermore, on 30 May 2005 under the number 84474 0944 RR 0001, IISF / NWB is duly registered under the same name, to the Agency Customs and Revenue Canada as a charitable organization. As such, IISF / NWB enjoys the exemption from tax under section 149 (1) (f) of the Tax Act on income.

2. HEAD OFFICE

The headquarters is located in 370 Caouette Avenue, Rouyn-Noranda (Quebec), Canada, J9X 3X3

Phone: (819) 762-0971, ext. 2615 Toll free: 1 877 870-8728, extension 2615,

Fax: (819) 797-4727,

Email : info@IISF.ca,

Website : www.iisf.ca

On resolution, the Board of Directors (BOD) may fix another address in the boundaries of the judicial district where it is headquartered. However, to move the headquarters of the Organization outside the judicial district of Abitibi, it will then proceed with a modification



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of the said Regulations by resolution of the members 2/3 adopted together at the Annual General Meeting (AGM) or special general meeting.

3. MEMBERS

3.1 Who can join?

Any natural or legal person who supports the charter IISF / NWB can become a member by making the request. It is not necessary to be a member of a professional order to do so.

3.2 The conditions required to be considered a member of the organization:

- ✓ To accept and respect the statements of the organization as stated in the charter;
- ✓ Comply with regulations issued by the Agency;
- ✓ To be accepted by the Board of Directors;
- ✓ Acknowledge an annual contribution, the amount is determined by a Resolution of the Board of Directors.

3.3 Suspension and expulsion

The Board may, by resolution, suspend, for the period it determines or expel definitively, any member who violates any other provision of the regulations, or whose conduct or activities are deemed harmful to anybody. Any member expelled may appeal this decision to the General Assembly.

3.4 Resignation of a member

Any member may resign from the organization by delivering to the CA a notice to that effect. The resignation is effective upon receipt of the notice by the CA.

3.5 List of members entitled to vote

The Secretary General of the Agency shall each year, on the day of the AGM establish a list of members entitled to vote. Each member is entitled to consult the list.

3.6 Abandon/ withdraw/surplus of money from a supported project



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In the event of discontinuance of the project by the participants or cancellation of NWB support or a surplus of money accumulated for the project and donations directed to the project have been collected by NWB:

- ✓ The group leader directs donations to a similar humanitarian cause;
- ✓ The organization that will receive the donation should be an organization duly registered with the Canada Revenue Agency;;
- ✓ NWB may suggest directing the donation to projects supported by NWB: House of the humanitarian cooperant in Senegal, Senegal Formation Health Found, Emergency Found for children in Senegal, etc.

4. MEETING OF MEMBERS

4.1 Types of assembly

General meetings are annual or special.

4.2 Annual Meeting

4.2.1 Convocation

The AGM must take place on a date fixed by the Board no later than six months the end of the fiscal year. All members must be invited by email or in writing. The call will also be posted on the website of IISF / NWB; www.iisf.ca

4.2.2 Quorum

The quorum of ten members registered in the books of the organization.

4.2.3 Agenda and Notice of Meeting

The agenda is set by the CA. Any other subject can be added at the request of three members at least thirty (30) days before the meeting.

The agenda and meeting notice must be sent at least fifteen (15) days prior to the AGM.

The agenda of the AGM will also be posted on the site Web IISF / NWB; www.iisf.ca

4.2.4 Responsibilities and Procedures

The AGM proceeded to the election of board members whose term ended or whose status is vacant.



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The AGM approved the annual financial statements.

Once in three years, the AGM shall designate the external auditors.

The procedures of the assembly will be done according to the regulations of the deliberative assemblies of the Morin code.

4.2.5 **Location of the general meeting**

The Board decided on where the AGM will take place.

4.2.6 **The power of an Attorney in case of absence at the annual general meeting**

Members who cannot attend in person at the AGM may appoint an attorney entitled to vote on their behalf by a proxy.

A member wishing to grant a proxy to proxy must refer the proxy form required for that effect to the Secretary General of the Agency.

4.2.7 **Vote**

Each active member in good standings with the organization has a right to vote.

4.3 **Special General Meeting**

4.3.1 **Nature**

The Special General Meeting is a meeting called by the Board or by members for a defined object or following to the formalities prescribed by law and these rules.

4.3.2 **Convocation**

The Secretary General, upon written request of at least ten members, will be required to call a special meeting to be held within twenty days of the receipt of the request. It will also be open to the president or the board to convene such meetings.

The notice of a Special General meeting shall state the business or affairs that should or must be taken into consideration as well as the time, place and the start time of the Special General Meeting.



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4.3.3 **Quorum**

The quorum shall be ten members registered in the books of the organization.

4.3.4 **Vote**

Each member in good standing with the organization has a right to vote.

4.3.5 **Location of Special General Meeting**

The Board decided on where to place the special general meeting.

5. **BOARD OF DIRECTORS**

5.1 **Composition**

The Board consists of at least three (3) directors and a maximum of nine (9) administrators. Board members elect from among themselves a President, a Secretary General and a Treasurer who will become de facto directors. A director or administrators will be appointed as Vice President and will act as such in the absence of President. The other board members are appointed as office administrators.

5.2 **Functions of managers and administrators**

5.2.1 **The President**

- a) presides at all meetings;
- b) oversees the enforcement of decisions;
- c) signs all documents requiring his signature;
- d) performs all the duties inherent to his office and exercise all the powers that may be, from time to time, assigned to him by the CA.

5.2.2 **The Vice President**

- a) Replaces the President in case of absence or incapacity;



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b) In case of absence or incapacity of the president or vice president, acting may be appointed to an administrator or the CA.

5.2.3 **The Treasurer**

- a) has the care and custody of funds of the Agency and its accounting books;
- b) accounts all financial operations and the financial position of the Agency at meetings with the Board, the President and the CA;
- c) keeps a record of receipts and disbursements of the organization in an appropriate book for this purpose.

5.2.4 **The Secretary General**

- a) attends the AGM or special meetings and CA is responsible to account the time
- b) reviews all official documents of the Agency;
- c) signs all documents requiring his signature;
- d) has custody of the archives;
- e) performs any other functions assigned to it.

5.3 **Quorum**

A quorum for the holding of a CA is formed by a majority of the elected directors. Two or three directors must be present at all meetings of the CA.

5.4 **Fees**

Excluding that this is explicitly unauthorized by Revenue Canada and Revenue Quebec, any Member of the Board, during the time of their mandate, cannot receive any fees from anybody, for any reason.

5.5 **Expenses**



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Expenses unreasonably incurred by the directors in their functions are repayable. Expenses must have been authorized by the board before to be incurred. Except during an emergency, they can be authorized by the President and the treasurer.

5.6 **Convocation**

The Board meets at least three times a year. The Board may hold its meetings with a Council notice.

The Secretary General of the CA must send the notice and the agenda of the meeting and state the business to be subject to it at least 10 days before the holding the meeting.

5.7 **Attendance at meetings of the board by telecommunication**

Participation in CA may be done simultaneously from anywhere using either audio conferencing, video conferencing or web conferencing. The Board members will previously send a request to the Secretary General or the President three days before the date of holding of the CA.

5.8 **Relative procedure for Extraordinary Meetings (by e-mail)**

Convening: At least three (3) working days prior to the date of the meeting, the committee leader will e-mail each member of the committee a notice of meeting indicating the day, time and agenda of the meeting, As well as an electronic copy of each of the resolutions to be adopted. No resolution other than those mentioned in the notice of meeting may be dealt with.

Quorum: 100% of the members

Votes: By email, the member votes FOR or AGAIN by performing a "reply to all" with the included history. After the scheduled time for the meeting, the member who did not respond is counted as a vote for the proposal.



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5.9 **Voting**

Voting is by majority vote, each member entitled to one vote. In the case of a tie, the President or in his absence, the vice president will execute a casting vote.

5.10 **Powers of the Board**

Where it is considered to be in the interest of the organization, the CA;

- ✓ Oversees the operation of the organization. It acquires, when it estimates appropriate, an agreement for the internal management of its operation.
- ✓ Exercises the powers and performs the acts specified in the charter and the general regulations and execute all what the law permits in the interest of the Agency.
- ✓ Administers the assets of the Agency and assures the Organization of the fund's decision of the Board of Directors.
- ✓ Shall hire permanent or partial staff.
- ✓ Forms a special committee whose mandate is to investigate all cases which are submitted by the Board. The Committee reports to the Board and conveys its final recommendations.
- ✓ Notifies members and appoints a professional whose mandate is to study all matters submitted to him by the Board. The person named reports to the CA and forwards its recommendations.
- ✓ The board is not bound by the committee's recommendations and determines whether to follow them or not.



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- ✓ Designates three board members and the coordinator at the headquarters for the signing of checks. Other than them, only the President or Treasurer is allowed to sign checks. Always two signatures are required to legitimate this operation.
- ✓ Any member of the board who has to stop executing his role before the end of his term will be replaced by another active member. Any member so appointed shall remain in function until the end of the term of the person he replaces.
- ✓ Only the CA, its President or, if not available, by a board member or by someone appointed by the President, can make representations or statements on behalf of IISF / NWB.
- ✓ Chooses the financial institution where the funds of the Organization shall be deposited.

5.11 **Conflicts of Interest**

Any conflict of direct or indirect interest involving board members, the staff and volunteers are prohibited. If someone is in conflict of interest by affiliation with a supplier of goods or services, current or potential, with grantees or with an organization with competing or conflicting goals, that person must inform the Board and abstain from taking part in decisions that affect the source of conflict of interest. Similarly, it is forbidden to board members and staff, to accept for their own use gifts. Are prohibited also: unverified transactions, loans for personal purposes to board members and staff, as well as the use of resources for partisan purposes or personal gain.

5.12 **Elections**

Before the elections, we should choose a presiding officer. The Directors are elected by secret ballot or show of hands among the active members of the organization at the annual meeting. These members are elected for a term of two years. In order not to jeopardize the sustainability of the organization, the end of terms for half of the



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members of the Board shall be effective one year different from the other half.
Managers must be in separate categories.

5.13 **Dismissal**

Reason 1:

Any board member who during his mandate is absent in two sessions or more, or consecutive third, without cause, could be dismissed, according to paragraph 5.12.1. The Board shall replace him as provided in section 5.9.

Reason 2:

Any director who has a failure:

✓ In respect of the organization chart;

Or

✓ For regulations and policies enacted by the Organization;

Or

✓ Who is convicted of a criminal act incompatible with the functions of director;

Or

✓ Whoever has no more integrity in the eyes of CA is likely to be removed from the office by the CA.

Is liable to the dismissal of his duties by the CA.

5.12.1 To confirm the removal of a director, referred by the patterns 1 and 2, the CA will conduct a secret ballot after giving him an opportunity to be heard.

5.14 **Fiscal Year**

The financial statements shall be prepared by the treasurer, approved by the Board for the ending of the year and must be submitted to the AGM for approval. The financial statements will be reviewed at each three (3) years, or by external auditors appointed by the AGM.

6. **AMENDMENTS TO GENERAL RULES**



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The general regulations of the Agency come into force in accordance with provisions of the Companies Act. Amendments to the regulations are approved by the members at a general meeting or special general meeting with at least two thirds of members present.

Any proposed amendment to the General Regulations or any proposal adding regulations to the General Regulations shall be communicated to the members together with the notice of the meeting or at the spot of a general meeting.

7. **TERMINATION OF ORGANIZATION**

The Organization may be dissolved only by the vote of two thirds of the organization present at a general meeting called for that purpose with a thirty day notice given by email or in writing to each member's assets.

In case of dissolution, the Board will ensure that the remaining assets of the organization are delivered a similar Charity.

On resolution of the AGM, changes to the said General Regulations dated October 10, 2010 were unanimously adopted at the General Annually Assembly held in Rouyn-Noranda, dated October 17, 2012.

Adopted by the 8th AGM, dated October 17, 2012. Revised October 16, 2013
Addition of Article 5.8, dated 4 October 2014.