



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

NWB GENERAL REGULATIONS

This document is a free translation. The original French text would be binding in case of dispute.



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1. NAME (STATUS)

- 1.1. This organization is duly recognized under the Companies Act, Part III (L.R.Q., chap. C-38, art. 218), as a legal person under the corporate name:

Infirmières et Infirmiers Sans Frontières (IISF) / Nurses Without Borders (NWB)

Filed under registration number 1163018204 at the Registraire des entreprises du Québec on May 30, 2005.

- 1.2. In addition, on May 30, 2005, under number 84474 0944 RR 0001, the organization was duly registered, with the same name, with the Canada Revenue Agency as a charity. As such, NWB benefits from the tax exemption provided for in section 149 (1) (f) of the Income Tax Act.

2. HEAD OFFICE

The head office is located at:

2401-15 Boulevard La Fayette, Longueuil (Quebec), Canada, J4K 0B2
Phone, WhatsApp: +1 (514) 797-2005
Email: info@iisf.ca, Website: www.iisf.ca/en

Following resolution, the Board of Directors (BOD) may set another address within the limits of the judicial district where the organization has its registered office. However, in order to move the head office of the organization outside the judicial district of Abitibi, it would then be necessary to modify the said regulations by a resolution of the members meeting at an Annual General Assembly (AGA) or a special meeting and adopted by two thirds (2/3) of the votes.

3. MEMBERS

3.1 Who can become a member?

Any natural or legal person who supports the NWB charter can become a member upon request. It is not necessary to be a member of a professional order.

3.2 Conditions required to be recognized as a member of the organization

- ✓ Accept and respect the organization's statements as stipulated in the charter;
- ✓ Comply with the regulations issued by the organization;
- ✓ Be accepted by the Board of Directors¹;
- ✓ Pay an annual contribution, the amount of which is determined by a resolution of the Board of Directors.

¹ To make this decision, the members of the Board will rely on the NWB Charter as well as articles 3.3, 3.4, 5.12 and 5.14 of the general regulations.



3.3 Membership category

Regular member:

Anyone who meets the conditions of articles 3.1 and 3.2

Honorary member:

Anyone who has met the conditions of articles 3.1 and 3.2 for a period of 10 years or more or any person specifically appointed by the BOD. The honorary member enjoys the same privileges and obligations as the regular member. However, NWB graciously suspends the obligation of the annual contribution of the honorary member who will then sit on the Standing Committee of the Assembly of Honorary Members. This Committee will act as advisory committee for the Board.

Ambassador member:

Anyone who meets the conditions of articles 3.1 and 3.2 for a period of 20 years or more or any person specifically appointed by the BOD. The ambassador member enjoys the same privileges and obligations as the regular member. NWB graciously suspends the obligation of its annual contribution. This member will act as counsel for the BOD.

3.4 Suspension and expulsion

The BOD may, by resolution, suspend for a period it determines or permanently expel any member who violates any provision of the rules of the organization or whose conduct or activities are deemed harmful to the organization. Any expelled member may appeal this decision to the General Assembly.

3.5 Resignation of a member

Any member can resign from the organization by giving the BOD a notice to that effect. The resignation is effective upon receipt of the notice by the BOD.

3.6 List of members qualified to vote

The Secretary General of the organization must draw up an annual list of members qualified to vote at AGAs. Each member has the right to consult the list.

3.7 Abandonment / withdrawal / surplus of money from a supported project

In the case of project abandonment by participants, cancellation of support by NWB or in the case where a surplus of money has been accumulated for a project and donations directed to the project have been collected by NWB:

- ✓ The group leader will redirect donations to one (1) or more humanitarian or cooperation organizations that must be registered with the REQ and/or the ARC;
- ✓ The organization receiving the donation must be an organization duly registered with the Canada Revenue Agency;
- ✓ NWB may suggest redirecting the donation to one (1) or more projects supported by NWB.



3.8 Departure of a member of the Board of Directors, an employee, a counselor, a volunteer or any other person acting for NWB

At the time of departure, for whatever reason, the person in question has the duty and the obligation to immediately hand over all the equipment belonging to NWB. This includes all physical material (books, paper documents, computers, printers, geolocation device, promotional material) and all electronic material (emails, electronic documents and, where applicable, any access codes associated with the person's role and function within the organization).

If the person does not discharge this duty and obligation diligently and in good faith before the day of their departure, the Executive Directors of the BOD of NWB may appeal to the competent courts as soon as possible.

4. ASSEMBLY OF MEMBERS

4.1 Types of Assemblies

There are two types of General Assemblies: Annual and Special.

4.2 Procedures for deliberative assemblies

The procedures used are those provided for in the applicable Morin Code "Deliberative meeting procedures". However, the regulations and procedures provided for in the NWB General Regulations will prevail, even if they go against the Morin Code.

In case of doubt about the interpretation of the regulations, in the event of a difference of opinion or in the event of absolute silence on a question concerning the regulations or procedures, it is up to the chairman of the meeting to make a decision based on this document or the Morin Code, except in the event of an appeal by the Assembly, which judges as a last resort.

At the assembly of members, the members adopt all the resolutions necessary for the proper functioning of the organization. In addition to keeping a written record of the decisions made at the AGA or SGA, the resolutions are binding. It is the responsibility of the Board of Directors to see that the decisions voted by resolution are carried out as soon as possible.

4.3 Annual General Assembly (AGA)

4.3.1 Convocation

The AGA must take place on a date set by the BOD within six months of the end of the fiscal year. All members must be invited by email. The notice will also be posted on the organization's website: www.iisf.ca

4.3.2 Quorum

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

4.3.3 Agenda and Notice of Meeting

The agenda is set by the Board of Directors. Any other subject may be added at the request of at least three (3) members, thirty (30) calendar days before the date of the meeting.



The agenda and the notice of meeting must be sent to the members at least fifteen (15) calendar days before the AGA. The agenda for the AGA will be posted on the organization's website:

www.iisf.ca

4.3.4 Responsibilities

The AGA proceeds to the election of the members of the BOD whose mandate is terminated or whose position is vacant.

The AGA approves the annual financial statements.

Once every four years, the AGA appoints the external auditor(s).

4.3.5 Location of the General Assembly

The Board of Directors decides on the location of the AGA.

<https://www.quebec.ca/nouvelles/actualites/details/covid-19-assemblees-annuelles-des-societes-par-actions-et-des-organismes-a-but-non-lucratif-quebecois-pendant-la-pandemie>

Since the amendment of the Companies Act on November 6, 2019, meetings of members, as well as meetings of the boards, may be held by means that allow all members to communicate immediately with each other, including by telephone, video conference or other technology, whether all members agree.

4.3.6 Authorized representative in the event of absence from the AGA

A member who is unable to attend the AGA in person may designate a proxyholder empowered to vote on their behalf by proxy.

A member who wishes to grant a proxy to a proxyholder must send the Secretary General of the organization the form of proxy provided for this purpose.

A voting member present at the AGA cannot represent more than 2 other members by proxy.

4.3.7 Voting

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

4.4 Special General Assembly (SGA)

4.4.1 Definition

The Special General Assembly is convened by the BOD or by the members for one (1) or more objects defined according to the formalities provided for by law and the NWB General Regulations.

4.4.2 Convocation

The Secretary General, upon written request from at least ten members, must call a Special General Assembly to be held within twenty days of receipt of the request. The president or the Board of Directors can also convene such meetings. The notice of any SGA must indicate the case or matters to be taken into consideration as well as the location and time of the start of the SGA.

4.4.3 Quorum

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



4.4.4 Voting

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

The AGA approves the annual financial statements completed and signed by the external firm within the time frame required by law.

Once every two (2) years, the AGA appoints an accounting firm to conduct the external audit for the certification of the NWV annual financial report.

4.4.5 Location of the Special General Assembly

The Board decides where the SGA will take place.

5. BOARD OF DIRECTORS

5.1 Procedures during Board meetings

The procedures used are those provided for in the applicable Morin Code "Deliberative meeting procedures". However, the regulations and procedures provided for in the NWB General Regulations will prevail, even if they go against the Morin Code.

In case of doubt about the interpretation of the regulations, in the event of a difference of opinion or in the event of absolute silence on a question concerning the regulations or procedures, it is up to the chairman of the meeting to make a decision based on this document or the Morin Code, except in the event of an appeal by the Assembly, which judges as a last resort.

5.2 Composition

All members of the Board are appointed by the AGA. The Board will be composed of a maximum of nine (9) members. Five (5) positions will be reserved for members in good standing of the Quebec Order of Nurses (OIIQ). The other four (4) positions will be occupied by members from other health professions or with other skills that the General Assembly, or the BOD, deem necessary for the good of the organization. The Board consists of at least three (3) Directors. The members of the BOD elect among them a President, a Secretary General and a Treasurer who will become de facto Executive Directors. One of the Directors or administrators will be designated Vice-President and will act in this capacity in the absence of the President. The other members of the Board are automatically appointed Administrators.

5.3 Duties Responsibilities and Obligations of Directors and Officers

Appointed by the GA, directors hold a position of trust in relation to the organization and its members.

A «Canadian Police Certificate» must be presented to the NWB General Secretary upon appointment and reappointment.

In order to ensure a stable, effective and efficient Board of Directors, the active and complete presence of each member of the Board of Directors at all regular Board meetings as well as at the annual working sessions, i.e. the "strategy retreat" and the annual pre-departure training, is mandatory.

Each member of the Board of Directors submits his or her annual report to the Secretary General no later than one month after the end of the fiscal year.



5.3.1 Standard of Care

Must exercise diligence, competence, honesty, good faith and in the best interests of the organization, rather than their own personal interests.

5.3.2 Duty of Compliance

Shall comply with the organization's charter, regulations, by-laws, internal rules and any unanimous member agreement.

5.3.3 Indemnification of the Organization

The organization shall maintain a directors' and officers' liability insurance policy.

5.3.4 E-mail

All Board members shall use the email address designated by the NWB Secretary to communicate all matters arising from their duties.

5.3.5 Accountability.

All members of the Board of Directors are accountable to the various Canadian and Quebec laws and to the Board and its representatives

5.3.6 The president (Executive Directors)

- a) except in the event of incapacity, attends all BOD meetings and AGAs;
- b) chairs all meetings of the Board;
- c) sees to the execution of decisions;
- d) signs all documents requiring the President's signature;
- e) at the operational level, is responsible for ensuring the link between the executive directors and the administrators of the BOD;
- f) is a de facto member of all committees and may attend their meetings and activities whenever it is deemed necessary;
- g) fulfills all the duties inherent in this office and exercises all the powers which may from time to time be attributed to the President by the BOD.

5.3.7 The Vice-President

- a) replaces the President in the event of absence or incapacity or at the request of the President in a specific file;
- b) In the absence or incapacity of the president or the vice-president, an interim may be appointed either by the president or by the BOD.

5.3.8 The Treasurer (Executive Directors)

- a) except in the event of incapacity, attends all BOD meetings and AGAs;
- b) is in charge of the funds of the organization and its books of accounts;
- c) reports to the President and to the Board of Directors on all financial operations and the financial situation of the organization during Board meetings;
- d) keeps a record of the organization's receipts and disbursements in one or more books appropriate for this purpose;
- e) occupies the position of Director of Human Resources and is therefore responsible for preparing employment contracts, pay, government disbursements, staff performance appraisals and the maintenance of administrative records.



5.3.9 The Secretary General (Executive Directors)

- a) except in the event of incapacity, attends all BOD meetings and AGA;
- b) sees to the convening of all AGAs and all BOD meetings;
- c) sees that the minutes are drawn up;
- d) reviews all official documents of the organization;
- e) signs all documents requiring the Secretary General's signature;
- f) has custody of the archives;
- g) assigns "@ iisf.ca" emails to Directors and Administrators of the Board;
- h) performs any other function assigned to this office.

5.4 Quorum

A majority of the elected members is a quorum for holding a BOD meeting. Two directors out of three (3) must be present at all board meetings.

5.5 Fees

Excluding what is expressly authorized by Canada Revenue Agency and Revenu Québec, the members of the Board of Directors, during their term of office, cannot receive any honorarium from the organization for any reason whatsoever.

5.6 Remuneration of Directors, Officers and Members

Expenses reasonably incurred by the Board members in the course of their duties are reimbursable according to the terms and scales provided for by resolution of the BOD. The expenses must have been authorized by the Board of Directors before being incurred. In case of emergencies, they may be authorized by the President and the Treasurer.

5.7 Convening to an ordinary BOD meeting or a special BOD meeting

The Board meets at least three (3) times a year. The BOD can hold its meetings by notice of meeting.

The Secretary General must send the members of the Board of Directors the notice of meeting and the agenda of the meeting and state the matters which will be submitted to it at least ten (10) days before the meeting is held.

In the case of a special BOD meeting, the General Secretary of the BOD must send the notice of convocation and the agenda of the meeting and state the business which will be submitted to it at least two (2) days before the meeting, by email and by a publication on a private network dedicated to the members of the NWB Board.

5.8 Participation in meetings of the Board of Directors by telecommunication

Participation in BOD meetings can be by audioconference, videoconference and Web-conference. In this case, the procedure allowing members to join the meeting will be sent by the Secretary General when the agenda is sent.



5.9 Operation relating to extraordinary meetings (by email)

<u>Convocation</u>	At least three (3) working days before the date of the meeting, the secretary general sends each member of the committee an email notice of the 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 processed.
<u>Quorum</u>	100% of members
<u>Votes</u>	By email, the member votes FOR or AGAINST by making a "reply to all" with the history included. Once the scheduled meeting time has passed, the member who has not responded is counted as a vote FOR the proposal presented.

5.10 Voting

Voting is won by the majority, each member having the right to only one (1) vote. In the event of a tie, the President or, if absent, the Vice-President has a casting vote.

In the absence of a Board member at an ordinary Board meeting, vote by proxy is not authorized.

5.11 Powers of the Board of Directors

In the interest of the organization, the BOD:

- a) adopt all resolutions necessary for its proper functioning. In addition to keeping a written record of the decisions taken by the Board, the resolutions of the Board are binding. It is the responsibility of the directors to carry out the decisions voted by resolutions as soon as possible.
- b) adopts the annual report.
- c) sees to the proper functioning of the organization. When it deems it appropriate, it adopts regulations for the internal management of its operations.
- d) exercises the powers and performs the acts provided for by the Charter and General Regulations and all those that the law requires in the interest of the organization.
- e) adopts, by resolution, the standards of use and visibility of the organization's logo and acronyms.
- f) administers the property of the organization. The funds of the organization are committed by decision of the Board of Directors.
- g) hires permanent and temporary staff.
- h) forms a special committee whose mandate is to study all the matters submitted to it by the Board. The committee reports to the Board and sends it its final recommendations.
- i) appoints a professional, as an adviser member, whose mandate is to study all the matters submitted to them by the board. The appointee reports to the Board and send it their recommendations.
- j) is not bound by the recommendations of the committee or the professional adviser and determines whether or not to follow them.
- k) appoints the three Executive Directors of the BOD and the head office Coordinator to sign all the bank accounts, two signatures out of four being mandatory, including that of the Treasurer.
- l) according to the assessment of the organization's needs, can replace with another active member, any member of the Board who has ceased to fulfill their functions before the end of



their term. The member thus appointed remains in office until the end of the term of the person they replace.

- m) only the BOD, through its President or, failing that, through its Vice-President, a member of the BOD or an employee designated by the President, may make representations or statements to the media on behalf of NWB.
- n) chooses the financial institution where the funds of the organization will be deposited.

5.12 Conflicts of interest

Any direct or indirect conflict of interest involving members of the Board, staff members and volunteers is prohibited. If someone is in a conflict of interest by affiliation with a supplier of goods or services, current or potential, with grantees or with an organization with competitive or incompatible objectives, this person must inform the BOD and refrain from participating in decisions that affect the source of the conflict of interest. Likewise, Board members and staff are prohibited from accepting gifts for their personal use. Unauthorized transactions, loans for personal use to members of the board and staff, and the use of resources for partisan purposes or personal gain are also prohibited.

5.13 Elections

Before proceeding to the elections, the Assembly must choose a president and an election secretary. The directors are elected by secret ballot or by show of hands from among the active members of the organization gathered at an 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 the mandate of half of the members of the Board of Directors must be effective in a year different from the other half. Directors must fall into separate categories.

5.14 Removal

Reason 1

Any member of the Board who, during their mandate, is absent for two consecutive meetings or more than a third (see Article 5.3), of the meetings without valid reason could be dismissed from office according to paragraph 5.14.1. The BOD proceeds to their replacement as provided for in article 5.11. In the event of an administrator's absence, it is up to the administrators of the next Board of Directors to decide by secret ballot if the reason is deemed "valid" by the peers. The administrator in question will be notified by email by the Secretary General of the result of the secret vote.

Reason 2

Any administrator who:

- ✓ breaches the organization's charter;

Or

- ✓ breaches the regulations, procedures or policies issued by the organization;

Or

- ✓ is found guilty of a criminal act incompatible with the functions of administrator;

Or

- ✓ Who no longer has the probity required in the eyes of the BOD, is liable to the dismissal of their functions by the BOD.



5.14.7 To confirm the dismissal of the administrator targeted by grounds 1 or 2, the BOD must conduct a secret ballot after giving the member in question the opportunity to be heard.

5.15 Annual Financial Report

The selection of an accounting firm to certify the annual financial report of the NWB shall be made by resolution of the Board of Directors and endorsed by resolution of the AGA.

The certification of the NWB's financial report by the firm will be made based on data provided by the NWB Treasurer.

The accounting certification will be done in the form of an audit if the administration fund is greater than \$200,000.00 or an engagement report or compilation of accounting data (notice to readers) if the administration fund is less than \$200,000.00.

5.16 Request for leave of absence by an administrator, director or employee

- a) He/she must advise the Secretary General in advance of his/her annual vacation in order to plan his/her replacement.
- b) For exceptional reasons, he/she may submit a request for leave to the Board of Directors. Respectfully, the Board of Directors will take note of the person's situation and will then study the request in the absence of the person. A special leave of absence from his/her duties may be granted without being subject to article 5.14
- c) For any exceptional request for leave of absence, the Board of Directors shall give priority consideration to organizational and operational responsibilities, notwithstanding the seriousness of the applicant's situation. The decision rendered by the Board shall be based on the principles of governance guided by all the articles of the present by-law in the best interest of the organization. The Board shall evaluate the potential impact of such a request by considering the time frame and the ability of the Board to effectively replace the applicant during the period of leave.

6 AMENDMENTS TO GENERAL REGULATIONS

The general regulations of the organization enter into force in accordance with the provisions of the Companies Act.

Amendments to the General Regulations may be studied by the members of the Board and proposals will be presented to the members meeting at a General Assembly. Amendments to the General Regulations are approved by the members meeting in Annual General Assembly or Special General Assembly, by at least two thirds of the members present.

Any proposal to amend the General Regulations or any proposal to add regulations to the General Regulations shall be communicated to the members at the same time as the notice of the meeting of the Board of Directors or of the General Assembly.

7 AMENDMENTS TO THE CHARTER OF THE ORGANIZATION

The organization's Charter came into effect when NWB was incorporated on May 5, 2005. The NWB Charter describes the philosophy, mission and commitments of NWB.



Amendments to the Charter may be studied by the members of the Board and proposals will be presented to the members meeting at a General Assembly. Amendments to the Charter are approved by the members meeting in Annual General Assembly or Special General Assembly, by at least two thirds of the members present.

Any proposed amendment to the Charter or any proposed addition is communicated to the members at the same time as the notice of the meeting of the Board of Directors or of the General Assembly.

8 DISSOLUTION OF THE ORGANIZATION

The organization can only be dissolved by the vote of two thirds of the members of the organization present at a General Assembly specially convened for this purpose by a notice of thirty days, given by email or in writing to each of the active members.

In the event of dissolution, the BOD will ensure that the remaining assets of the organization are given to one (1) or more charitable or cooperation organizations which must be registered with the REQ and/or the CRA.



Upon resolution of the General Assembly, the modifications of the General Regulations dated October 10, 2010 were adopted unanimously at the Annual General Assembly held in Rouyn-Noranda on October 17, 2012.

Adopted by the 8th AGA, held on October 17, 2012.

Revised and adopted by the 9th AGA, held on October 16, 2013.

Addition of article 5.8 and adopted by the 10th AGA, held on October 4, 2014.

Modification of articles 2, 5.14, and adopted by the 14th AGA, held on September 29, 2018.

Modification of article 5.14 and adopted by the 15th AGA, held on September 27, 2019.

Revised and adopted by the 16th AGA, held on October 11th, 2020.

Revised and adopted by the SGA, held on November 8th, 2020.

Revised and adopted by the 17th AGA on November 14, 2021.

Revised and adopted by the 18th AGA on October 19, 2022.

Thanks to Marie-Ève POTVIN-GIRARD Administrator on the NWB Board of Directors and Francis LAFLECHE for reviewing this translation.