

## COLLEGE OF REGISTERED PSYCHIATRIC NURSES OF MANITOBA- BY-LAWS

The College has a duty to serve the public interest. The College must carry out its activities and govern its members in a manner that serves and protects the public interest.

### Article 1 DEFINITIONS AND INTERPRETATION

#### 1.01 Definitions

In these by-laws unless otherwise stated:

“**Act**” means the *Registered Psychiatric Nurses Act* including the Regulations made pursuant to the Act.

“**Board**” means the Board of the College.

“**By-Laws**” means the by-laws of the College made under section 52 of the *Registered Psychiatric Nurses Act*.

“**College**” means the College of Registered Psychiatric Nurses of Manitoba.

“**Executive Director**” means the executive director of the College appointed under the *Registered Psychiatric Nurses Act*.

“**Member**” means a person registered under the *Registered Psychiatric Nurses Act*.

“**Minister**” means the Minister appointed by the Lieutenant Governor in Council to administer the *Registered Psychiatric Nurses Act*.

“**Public representative**” means a person who is not and never has been registered under the *Registered Psychiatric Nurses Act* and who is not a member of a health profession regulated by an Act of the Legislature for which the Minister has statutory responsibility.

“**Register**” means a register established under the *Registered Psychiatric Nurses Act*.

“**Registered Psychiatric Nurse**” means a person who is registered as a Registered Psychiatric Nurse under the Act.

“**Regulation**” means the *Registered Psychiatric Nurses Regulation* made under section 51 of the Act.

“**Year**” when referring to term of office means the period between one annual general meeting and the next. In all other instances, year shall be the calendar year.

#### 1.02 Interpretation

In the interpretation of these By-Laws, words in the singular include words in the plural and vice versa and words in one gender include all genders. Words defined in the Act have the same meaning when used in these by-laws.

**Article 2 NAME AND OFFICE**

**2.01 Name**

The name of the organization shall be the College of Registered Psychiatric Nurses of Manitoba.

**2.02 Head Office**

The head office of the College shall be located in Manitoba at such location the Board may time to time determine.

**2.03 Seal**

The College shall have a seal, which is inscribed "College of Registered Psychiatric Nurses of Manitoba." The seal shall remain at the head office of the College and, whenever used, shall be authenticated by the signature of a signing officer of the College.

**2.04 Officials Directory**

The Board shall establish and maintain a directory that contains the names and contact information for the Board members, committee members and the Executive Director.

**Article 3 BOARD**

**3.01 Composition**

- a) The affairs of the College shall be governed by a Board of not less than ten (10) and not more than twelve (12) board members who are either members of the College or public representatives.
- b) In accordance with section 6(2) of the Act, at least 1/3 of the board members must be public representatives. At least 50% of the public representatives shall be appointed by the Minister responsible for the Act. The other public representatives shall be appointed by the Board.
- c) If the Minister fails to appoint a public representative within three (3) months of the date the College provides notification of a vacancy, the Board shall appoint a public representative to fill the position or vacancy.
- d) All other board members shall be practising Registered Psychiatric Nurses elected by the members in accordance with article 5.

**3.02 Term of Office- Elected Board Member**

- a) The term of office, unless otherwise provided in this by-law, commences immediately following the election or acclamation date.
- b) Each elected member of the Board shall be elected to serve a two-year term with a maximum of three consecutive terms.
- c) An elected board member, within his or her term, may assume an officer position.
- d) A board member who assumes an officer position may exceed the maximum number of three terms but must not exceed a total of twelve consecutive years on the Board.
- e) If any elected board member vacates his or her position, the Board may appoint a Registered Psychiatric Nurse for the remainder of that term.

### **3.03 Term of Office- Public Representatives**

Each public representative shall serve a two-year term.

### **3.04 Officers**

- a) The officers of the College shall be the President, Vice President and one other member elected by the Board as executive member at large.
- b) The President and Vice-President shall be practising Registered Psychiatric Nurses.
- c) The officers shall be elected by and from the Board for a two-year term.
- d) The President may serve in that position for a maximum of two consecutive terms.
- e) The President shall be an ex officio member of all committees of the Board except the investigation and discipline committees.
- f) The President and Vice President duties shall be as fixed from time to time by Board policy.

### **3.05 Procedural Policy**

The Board may establish policies outlining any procedural rules applicable to the meetings of the members, Board or committees.

## **Article 4 BUSINESS OF THE COLLEGE**

### **4.01 Executive Director**

- a) The Executive Director shall be a Registered Psychiatric Nurse appointed by and responsible to the Board.
- b) The Executive Director shall obey and carry out all lawful instructions given to him or her by the Board and, as delegated by the Board, be responsible for the administration and operation of the business and affairs of the College. The Executive Director shall at all reasonable times give the board members all information they may require regarding the affairs of the College.
- c) The Executive Director shall:
  - i) be an ex-officio, non-voting member of the Board
  - ii) be an ex-officio, non-voting officer of the College
  - iii) be an ex-officio, non-voting member of all committees of the College with the exception of the appointments/nominating committee, the investigation committee and the discipline committee.
- d) In accordance with section 6(6) of the Act, the Executive Director may appoint any other staff necessary to perform the work of the College. The Executive Director shall set out the duties and remuneration for these staff in accordance with the policies and guidelines set by the Board.

### **4.02 Execution of Documents or Instruments**

- a) The Executive Director, in accordance with policies established by the Board, shall prescribe any form, instrument or document, including the certificate of registration that may be required for the purposes of the Act, its regulations and these by-laws.
- b) All contracts and agreements shall be signed in the manner set out in Board policy. In addition, the Board may direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.
- c) The seal of the College may be affixed to documents, signed on behalf of the College.

#### **4.03 Banking and Finance**

- a) The banking business of the College shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board may designate, appoint or authorize.
- b) Signing officers for the College shall be appointed by the Board following the election of the Board and these shall remain as such until succeeded.
- c) Cheques, drafts and other instruments, negotiable or non-negotiable, shall be signed by two signing officers of the College and in accordance with Board policy.
- d) The Board may make any investments that are authorized by an investment policy approved by the Board from time to time.
- e) The real and personal property of the College shall be insured against loss or damage. The Executive Director shall ensure that the College's assets are protected, adequately maintained, and not unnecessarily risked in accordance with Board policy.
- f) The Board may authorize the borrowing of funds to meet the objectives and operations of the College.

#### **4.04 Financial Year and Audit**

- a) The financial year end of the College shall be December 31 each year.
- b) A chartered accountant, a certified general accountant or certified management accountant shall be appointed as auditor by the Board. The audit shall be submitted to the Board as soon after the close of the fiscal year as possible and shall be presented at the annual meeting.

### **Article 5 ELECTIONS**

#### **5.01 Eligibility**

- 1) A member is eligible for election or appointment to the Board if:
  - a) the member is on the Practising register of the College;
  - b) on the deadline for the receipt of nominations, the member is a member in good standing and his or her registration is not subject to terms, conditions or limitations;
  - c) on the deadline for the receipt of nominations, the member is not subject to any disciplinary or incapacity proceedings;
  - d) the members registration has not been cancelled, suspended, surrendered or subject to conditions within the current calendar year and the six previous calendar years for the matters (a) to (g) identified in section 42 of the Act;
  - e) on the deadline for receipt of nomination, the members home address is in Manitoba;
  - f) the member has not previously been removed from the Board under article 5.05 (b) (iv), (c) or (e) in the three years preceding the date of the election;
  - g) a period of at least one year has lapsed since the member had previously served the maximum term of office on the Board.
- 2) No employee of the College shall be eligible for election or appointment to the Board.
- 3) Every member who is on the register of practising Registered Psychiatric Nurses on the date(s) of the election is eligible to vote.
- 4) Dispute as to whether a member is eligible for election or to vote in an election shall be determined by the Board.

## **5.02 Frequency of Elections**

Election of the elected members of the Board shall be held concurrently with the annual general meeting of the College every two (2) years unless otherwise specified by the Board.

## **5.03 Election Process**

- a) The Governance Committee shall supervise the nominating process and elections.
- b) At least ninety days before that date of an election, the Governance Committee shall notify each member who is eligible to vote on the date of the election, the nomination procedure and the deadline for returning the nomination to the College.
- c) The nomination of a candidate for election shall be received by the Governance Committee at least sixty days before the date of the election.
- d) No later than thirty days before the date of an election, the Governance Committee shall send to every member eligible to vote, a voting notice including candidate profiles and voting instructions.
- e) Proxy voting is prohibited.
- f) Voting for eligible candidates shall be conducted by electronic ballot through the College's online regulatory management system. The vote will open at least fourteen days before the date of the annual general meeting and shall close at midnight, Central Time (CT) on the closing date. Members who are eligible to vote will be permitted to vote at any time during the voting period. Confirmation to the voter will be provided when the vote has been entered.
- g) The Governance Committee shall promptly notify each eligible candidate of the results of the elections and the number of votes cast for each eligible candidate.
- h) The College shall notify its members of the results of all elections in a manner directed by the Board.

## **5.04 Spoiled Ballots**

- a) A ballot that is received from a member who is not eligible to vote is spoiled and may not be used in deciding the matter.
- b) If more than one ballot is received from a member then all ballots received from that member are considered to be spoiled and may not be used in deciding the matter.

## **5.05 Cease to be a Board Member**

- a) Any elected board member may resign at any time by providing written notice to the President.
- b) Any elected board member ceases to be a board member if he or she:
  - i) is a member residing and working outside of Manitoba;
  - ii) resigns;
  - iii) is no longer on the Practising register;
  - iv) becomes an employee of the College.
- c) Where any board member
  - i) is subject to a finding in accordance with section 42 of the Act; or
  - ii) is convicted of an offense punishable by more than six months imprisonment or is sentenced to a term of imprisonment, whether conditional or otherwiseHe or she ceases to be a member of the Board, unless reinstated by resolution of the Board at one of the next two regularly scheduled meetings of the Board.

- d) When a person ceases to be a board member, all committee appointments and representations held by that person shall be declared vacant.
- e) The Board, by a three-quarters majority vote, may remove any board member who fails, refuses or is unable to fulfill the duties of a board member, including participation on committees of the Board to which that board member is appointed.

#### **5.06 Vacancy on the Board**

- a) Where a vacancy occurs in an elected position on the Board, the Board shall appoint an eligible member for the remainder of the term.
- b) If the Vice President or executive member at large vacates his or her officer position, the Board shall appoint a replacement from among the elected or appointed board members, whichever the case may be.
- c) If the President vacates his or her position, the Vice President shall assume the position of President for the remainder of the term.

### **Article 6 MEETINGS OF THE BOARD**

#### **6.01 Board Meetings**

- a) Regular, special and emergency Board meetings shall be held at such times and places and with such notice to board members as may be fixed from time to time by Board policy.
- b) There shall be no fewer than four (4) meetings per year.
- c) The College shall permit members of the public to attend meetings of the College and of the Board except where the Board considers that a private meeting is necessary to consider matters of a confidential nature or a personal nature concerning an individual.
- d) A special meeting of the Board may be convened by the President with a minimum of four days' notice. Only such business as is stated in the notice of meeting shall be considered.
- e) A meeting of the Board may be held, without notice, immediately following the annual general meeting.

#### **6.02 Quorum**

- a) Unless specifically provided for otherwise under the Act or the regulations, a majority of members constitutes a quorum for the meeting of the Board or a committee
- b) For the Board, a majority of board members shall form a quorum as long as there is at least one officer and one public member.

#### **6.03 Conflict of Interest**

All Board and committee members of the College shall declare any real or potential conflicts of interest in accordance Board policy and must not engage in any activities or in decision-making concerning matters where they have a direct or indirect personal, professional or financial interest.

#### **6.04 Confidentiality**

All Board and committee members of the College shall acknowledge their duty of confidentiality in accordance with Act and in a manner that is directed by Board policy.

#### **6.05 Remuneration**

Board members attending meetings of the Board or any committee of the Board shall be paid remuneration expenses as may be fixed from time to time by the Board.

## **Article 7 MEETING OF MEMBERS**

### **7.01 Annual General Meeting**

- a) The Board shall convene at least one general meeting of the College in the calendar year at a date, time and place to be determined by the Board. The agenda shall be prescribed by the Board.
- b) Written or electronic notice setting out the business proposed for the meeting and a draft of all proposed resolutions, proposed changes to by-laws, financial statements and any other reports from the Board shall be provided to each member not less than thirty (30) days before the meeting is to take place.

### **7.02 Special General Meetings**

The Board may also, and shall in any event upon the written request of not less than four percent (4%) of the members of the College qualified to vote at a general meeting, call a special general meeting. Only such business as set forth in the notice shall be considered at the special meeting. Notice to the members shall be provided in accordance to policies as may be fixed from time to time by the Board.

### **7.03 Quorum**

A quorum for any annual general meeting or special general meeting of the College shall be at least twelve practising Registered Psychiatric Nurses in attendance at the meeting.

### **7.04 Voting at Annual and Special Meetings**

- a) Each practising Registered Psychiatric Nurse in attendance at an annual or special meeting shall be entitled to one vote.
- b) A majority vote of those eligible members present shall be needed for adoption at an annual meeting unless otherwise stated in these by-laws.
- c) A two thirds (2/3) vote of those eligible members present shall be needed for adoption at a special meeting unless otherwise stated in these by-laws.
- d) The procedural rules of the College shall apply to every annual general and special general meeting of the College.

## **Article 8 COMMITTEES**

### **8.01 Standing Committees**

- a) The College shall have Investigation and Discipline Committees, the duties of which are set out in Part 6 of the Act.
- b) In accordance with Section 6(7) of the Act, the College shall establish the following Standing Committees:
  - i) Governance Committee which shall act as the College's appointment /nominating committee for the purpose of recruiting public representatives
  - ii) Psychiatric Nursing Educational Approval Committee for the purpose of approving psychiatric nursing education programs
- c) In accordance with Section 6(7) of the Act the College establishes the following additional committees:
  - i) Executive Committee
  - ii) Quality Assurance Committee
  - iii) Finance Committee
- d) All committees shall perform the duties and functions in accordance with the Act, the regulation and the terms of reference approved by the Board.

## **8.02 Working or Special Committees**

The Board may, from time to time, appoint such working or special committees, task forces or working groups as it deems appropriate or necessary to carry out the objectives of the College. Every such working or special committee, task force or work group shall have specified terms of reference approved by the Board and may be dissolved by a resolution of the Board.

## **8.04 Reporting of Committees**

All Committees shall report to the Board.

## **8.05 Appointments to the Committees**

- a) At its first meeting following an election, the Board shall elect the officers who are the members of the Executive Committee.
- b) At its first meeting following an election, the Board shall appoint the members of the standing committees.
- c) At its first meeting following an election, the Board shall appoint the chairpersons of the standing committees.

## **8.06 Appointment of Public Representatives to the Committees**

The Board shall appoint public representatives to its standing committees in a manner that is consistent with composition identified in section 8.08 of these by-laws.

## **8.07 Term of Office and Vacancies**

- a) Each member appointed to a standing committee shall serve a two-year term with a maximum of three consecutive terms.
- b) A committee member who assumes the Chair position within his or her term may exceed the maximum number of three terms but must not exceed a total of twelve consecutive years on a committee.
- c) If any appointed committee member vacates his or her position before the end of his or her term, the Board may appoint a Registered Psychiatric Nurse or another public representative for the remainder of that term, whichever the case may be.

## **8.08 Committee Composition and Quorum**

- a) Investigation Committee
  - i) Shall consist of at least five members, one third of whom are public representatives appointed by the Board;
  - ii) A quorum for any meeting of the Investigation Committee shall be at least three members of the Investigation Committee, at least one of whom is a public representative.
- b) Discipline Committee
  - i) Shall consist of at least of twelve persons, one third of whom are public representatives appointed by the Board;
  - ii) Pursuant to section 33(2) of the Act, a panel of the discipline committee shall be comprised of at least three members, one third of whom are public representatives.
- c) Governance Committee
  - i) Shall consist of at least three members, one of whom is a member of the Board and one of whom is a public representative;
  - ii) A quorum of the governance committee shall be the majority of the committee members.
- d) Psychiatric Nursing Education Approval Committee
  - i) Shall consist of at least six members, one third of whom are public representatives. At least 50% of the public representatives shall be appointed by the Minister responsible for the Act. The other public representatives shall be appointed by the Board.
  - ii) If the Minister fails to appoint a public representative within three (3) months of the date the College provides notification of a vacancy, the Board shall appoint a public representative to fill the position or vacancy.
  - iii) A quorum of the psychiatric nursing education approval committee shall be the majority of the committee members.



- e) Executive Committee
  - i) Shall consist of the officers of the Board and the Chair of the Finance Committee. The executive member at large shall be a public representative appointed to the Board;
  - ii) A quorum of the Executive Committee shall be the majority of the committee.
- f) Quality Assurance Committee
  - i) Shall consist of at least five members appointed by the Board;
  - ii) A quorum of the Quality Assurance Committee shall be the majority of the committee.
- g) Finance Committee
  - i) Shall consist of at least three members, two of whom are members of the Board and one of whom is a public representative;
  - ii) A quorum of the Finance Committee shall be the majority of the committee.

#### **8.09 Remuneration**

Committee members attending meetings shall be paid remuneration expenses as may be fixed from time to time by the Board.

## **Article 9 MEMBERS**

### **9.01 Classes of Members**

In accordance with Section 7 of the Act, the Executive Director shall maintain three registers for members of the College:

- i) the register of practising Registered Psychiatric Nurses;
- ii) the register of Graduate Psychiatric Nurses;
- iii) the register of Non-Practising members.

The class of Life Member is continued for the purposes of renewal.

The individuals on these registers are the members of the College.

### **9.02 Rights, Privileges and Obligations of All Members**

All members:

- a) are entitled to attend and participate in discussions at College meetings;
- b) are entitled to receive copies of any official College publications;
- c) shall pay the fees prescribed in the by-laws;
- d) shall report to the College, within thirty (30) days:
  - i) any change in name;
  - ii) any change in home address, telephone number, facsimile number, or electronic e-mail address;

- iii) any change to place(s) of employment including business address, telephone number, facsimile number, or electronic e-mail address for each place of practice;
- e) shall answer all correspondence from the College in which a reply requested or demanded, within fifteen (15) days or the deadline specified in the correspondence, unless an extension is granted by the Board;
- f) shall accurately complete and submit the required annual renewal by providing such information as may be requested and required pursuant to the Act, regulation and these by-laws.

### **9.03 Rights, Privileges and Obligations of Practising Members**

Registered Psychiatric Nurses:

- a) are entitled to hold office, upon election thereto, on the Board;
- b) are entitled to serve as an appointed member on any committee of the College;
- c) are entitled to attend, participate in, and vote at meetings of the college in accordance with these by-laws

### **9.04 Rights, Privileges and Obligations of Graduate Members**

Graduate Psychiatric Nurses:

- a) are entitled to attend and participate in, but not vote at meetings of the College;
- b) are entitled to serve as a member on any committee of the College but shall not hold the position of chairperson of such a committee and shall not sit on the Board.

### **9.05 Rights, Privileges and Obligations of Non-Practising Members**

Non-Practising Members:

- a) are entitled to attend and participate in, but not vote at meetings of the college;
- b) are entitled to serve as a member on any committee of the College but shall not hold the position of chairpersons of such committee or sit on the Board.

### **9.06 Rights, Privileges and Obligations of Life Members**

Life members shall have all the rights and responsibilities of those members on the register of non-practising psychiatric nurses.

### **9.07 Unauthorized Practice**

A person practising psychiatric nursing while not on the Practising register, who was otherwise eligible to be on the Practising register, having used the title which was restricted to members and having held him or herself out as member or qualified to practice as a Registered Psychiatric Nurse, shall be referred to the Investigation Committee.

## Article 10 FEES

### 10.1 Membership Year

The membership year of the College shall commence on the first day of January and terminate on the last day of December.

### 10.2 Registration Fees

Registration fees payable by members of the College are those fees recommended by the Board and determined at a general meeting of the College.

### 10.3 Initial Fees

- a) The initial application fee shall be as fixed from time to time by Board policy. Initial registration is to be to the Graduate or Practising register.
- b) The initial practising registration fees shall be prorated based on the date the applicant is entered onto the register, as follows:

Applications made between January 1 and March 31	full registration fee
Applications made between April 1 and June 30	75% of registration fee
Applications made between July 1 and September 30	50% of registration fee
Applications between October 1 and December 31	25% of registration fee

- c) The initial graduate registration fees shall be as recommended by the Board and determined at the general meeting of the College.

### 10.4 Renewal Fees - Practising and Non-Practising Members

- a) Practising and Non-Practising members must renew annually. The fee for annual renewal shall be as recommended by the Board and determined at a general meeting of the College.
- b) Registration shall expire on December 31st each year, unless renewed prior to that date. Each person whose membership has expired shall enjoy none of the rights and privileges of a member.
- c) The annual renewal fee and the prescribed form, completed in full, is due on November 15th of the year preceding that for which application is being made. If not received by December 1st, an automatic late fee, of one hundred dollars (\$100.00) plus the applicable GST, will be applied over and above the renewal fee for those renewing to the Practising register. Notification of such shall be sent pursuant to section 21(1) of the regulation.
- d) If the renewal fee and the late are not received by December 31st, the member's registration shall be cancelled and notification of such shall be sent pursuant to section 21(2) of the regulation.

### 10.5 Renewal- Graduate Members

Pursuant to section 10(1) of the regulation, graduate registration expires four months from the date it was issued but on application may be renewed in accordance with policies established by the Board. The fee for the renewal of graduate registration shall be as recommended by the Board and determined at a general meeting of the College.

### 10.6 Unauthorized Practice Fee

A person practising psychiatric nursing while not on the Practising register, who was otherwise eligible to be on the Practising register, having used the title which was restricted to members and having held him or herself out as member or qualified to practice as a Registered Psychiatric Nurse, shall be assessed an additional fee of one thousand dollars (\$1000) for reinstatement to the Practising register.

### **10.7 Reinstatement Fee**

- a) Upon application, a person whose registration has been cancelled for non-renewal is entitled to have his or her Practising registration reinstated pursuant to section 22(1) of the regulation and policies established by the Board. The application fee for reinstatement shall be two hundred dollars (\$200) and is in addition to the current year's registration fee.
- b) An applicant for reinstatement under section 50 of the Act, shall pay the reinstatement fee referred to in section 10.7 (a) in addition to the current year's registration fee and any costs that the Board may impose arising from the imposition of any conditions.
- c) Applicants for reinstatement shall have the registration fee prorated based on the date the applicant is entered onto the Practising register and the schedule in section 10.3 (b) of these by-laws.
- d) The reinstatement fee may be waived for those persons who have maintained registration in good standing in another Canadian province or territory during all or part of the time the applicant was not registered in Manitoba providing that such applicant meets all the requirements identified in the Act, the regulation, these by-laws and policies established by the Board.

### **10.8 Membership Conversion Fees**

- a) Upon meeting the requirements in section 14 of the regulation, a graduate member is entitled to convert his or her membership to Practising. The fee for initial registration on the Practising register shall be prorated based on the date the applicant is entered onto the register and the schedule in section 10.3 (b) of these by-laws.
- b) Upon meeting the requirements in section 15(1) of the regulation, a Non-Practising member is entitled to convert his or her membership to Practising. The fee for registration on the Practising register shall be prorated based on the date the applicant is entered onto the register and the schedule in section 10.3 (b) of these by-laws.

### **10.9 Other Fees**

Other fees payable on application, review, assessment or examination and other miscellaneous fees or charges shall be as fixed from time to time by Board policy.

*This publication is available in alternate formats on request*