

MANITOBA OPERATING ROOM NURSES ASSOCIATION



CONSTITUTION AND BY-LAWS 2021

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Past Revisions:

Amendments to the 1994 MORNA Constitution and By-Laws were approved by the membership at a Special Meeting May 2, 2000.

Amendments to the 2000 MORNA Constitution and By-Laws were approved by membership at regular business meetings.

Amendments to the 2000 MORNA Constitution and By-Laws were approved by membership at the 2020 Virtual AGM meeting.

Amendments to the 2020 MORNA Constitution and By-Laws were approved by membership at the 2021 Virtual AGM meeting (May 20).

Amendments to the 2020 MORNA Constitution and By-Laws were approved by membership at 2021 regular business meeting (October 21).

Past Members: Gerry Boughen, Elizabeth Herman, Sharon Hodge, Mary Knight,
Ray Larkins, Eva Marie Lessing, Thelma Meaney, Monica
Palmquist, Karen Sagness, Kim Goodman

MORNA Constitution and By-Laws Committee Members

- Dawn De Muelenaere – President
- Vacant – Past President
- Kassie Klassen – President-Elect
- Eva Marie Lessing
- Vanessa Ferdinand – Secretary
- Lesia Yasinski

The MORNA Constitution and By-Laws Committee Members would like to acknowledge and thank those Provincial Operating Room Nursing Associations which shared their Constitution and Bylaws, and The Operating Room Nurses Association of Canada (ORNAC).

Date of Approval by Membership: 21 October 2021

MANITOBA OPERATING ROOM NURSES ASSOCIATION CONSTITUTION AND BY-LAWS

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References:

ORNAC General Operating By-Law 1

Affiliation Agreement between ORNAC and MORNA
ORNAC Operating Policy Manual

ORNAC Policy and Procedure

Article 1

Name and Associations

- 1.1 The name of the organization shall be the **Manitoba Operating Room Nurses Association**, herein referred to as MORNA.
- 1.2 MORNA is a nursing specialty of the College of Registered Nurses of Manitoba (CRNM) and the Association of Regulated Nurses of Manitoba (ARNM), through which there is association with the Canadian Nurses Association (CNA).
- 1.3 MORNA is a member of the provincial council of the Operating Room Nurses Association of Canada (ORNAC), as defined in the ORNAC General Operating Bylaw No.1, Section 1.01(m)

Article 2

MORNA Emblem

- 2.1 The MORNA Emblem is a registered trade-mark of the association. The emblem is registered with the Canadian Intellectual Property Office – Canadian trade- marks database Web site www.cipo.gc.ca. File and Registration Numbers for the Logos are: File Number 1104696, Registration #TMA613,003 File Number 1104695, Registration # TMA593,579
- 2.2 The emblem of MORNA was adopted in 1984. The emblem represents the caring relationship between perioperative nurses and their patients. The colours of the emblem shall be green (colour # 378 PMS) and white.
- 2.3 The emblem shall be used in different versions as letterhead, or in a triangular form (with or without lettering). When the emblem is used as a pin, the name of the Association shall be included around the border of the pin.

- 2.4 The MORNA flag is the MORNA emblem on a white background. It may be posted at the MORNA meetings or activities.
- 2.5 Modification of the emblem requires the specific permission of the Executive or Board of Directors.
- 2.6 Approved versions of the MORNA emblem are attached (Appendix 1, 2, 3 & 4)

Article 3

Definition of Perioperative Nursing Practice

From ORNAC General Operating By-law No. 1 Section 1.01(f), (o)...

(f) "Canadian Perioperative Registered Nurse" means a Registered Nurse licensed to practice within a Canadian province or territory, whose field of practice is focused on the perioperative continuum of care providing safe and effective care/service to the surgical patient/client and their family. In addition, perioperative nursing practice focuses on but is not limited to education, leadership, research and advanced perioperative nursing practice in the settings of hospital operating rooms, ambulatory care settings/facilities, out-patient clinics, private/non-hospital surgical suites and physician's offices, and educational institutions.

(o) "Retired Perioperative Registered Nurse (RNs)" means a Registered Nurse who no longer holds a valid license to practice through provincial and territorial legislation and regulation but who previously met the requirements of a Canadian Perioperative Registered Nurse.

Article 4

Objectives of MORNA shall be to:

- 4.1 Develop and promote professional standards, based on the CNA Code of Ethics for Nurses, which promote optimum perioperative patient care.
- 4.2 Support and promote the ORNAC Standards for Perioperative Practice.

- 4.3 Promotes perioperative nursing practice and education by the networking of ideas and techniques through meetings, communications, presentations, conferences and workshops.
- 4.4 Develop a strong sense of collegiality among the perioperative nursing community, for professional and personal growth.
- 4.5 Advocate for the perioperative nurse on issues and decisions affecting their practice.
- 4.6 Establish resources for educational, social and research activities for perioperative nurses.
- 4.7 Establish recognition and financial awards for Active MORNA Members or others who have made significant contributions to perioperative nursing.
- 4.8 Contribute and disburse funds to support the cause of perioperative nursing.
- 4.9 Establish and maintain links with ORNAC, CRNM, ARNM and other professional associations.

Article 5

Membership and Fees

- 5.1 Membership shall consist of Canadian Perioperative Registered Nurses with an active CRNM license and meet the criteria as defined by ORNAC's Operating Policy re: Membership.
- 5.2 Membership in MORNA is a privilege which is contingent upon the application to ORNAC as referenced by ORNAC Policy, and compliance with the Constitution and By-Laws of MORNA.
- 5.3 Active membership in MORNA is required in order to hold office, vote and serve on elected or appointed committees.
- 5.4 No person shall be entitled to membership in more than one category.
- 5.5 Active Membership: Canadian Perioperative Registered Nurses with an active CRNM membership whose residence and primary perioperative

nursing practice is within the Province of Manitoba. Active members have paid their annual membership fees.

- 5.6 Associate Members: Defined as per ORNAC's Associate Member Policy. Canadian Perioperative Registered Nurses not currently active in Perioperative Nursing, but who were previously involved, or have special skills or knowledge relative to perioperative nursing and have paid their annual membership dues.

Students in an accredited Nursing Program and or recognized post basic Perioperative Program may be Associate Members and be ex-officio members on MORNA committees.

- 5.7 Honorary Life Members: The Board of Directors of MORNA may grant an Honorary Life Membership to registered nurses for outstanding or meritorious service to MORNA or perioperative nursing. An Honorary Life Member shall not be required to pay dues and shall not be entitled to vote.

- 5.8 Rights of Membership:

- 5.8.1 Active and Associate Members are

- Eligible to receive preferred rates at MORNA conferences and workshops
- Eligible to hold office and / or serve on elected or appointed committees

- 5.8.2 Active Members are:

- Eligible to vote on all matters of business

Article 6

MORNA's Representation on the ORNAC Board

- 6.1 The Manitoba Director will be on the ORNAC Board of Directors and serve as the representative for the MORNA provincial council.
- 6.1.1 The Manitoba Director will be elected by the Members at each annual meeting of ORNAC Members at which an election of Manitoba Director is required. The term shall be two (2) years with the maximum number of terms for each director being three (3) terms of two (2) years in duration.

- 6.1.2 Eligibility criteria for the Manitoba Director will be as identified in the ORNAC Bylaws (5.03 Qualifications).

Article 7

Organization

MORNA is a provincial association whose affairs are managed by a Board of Directors which shall be composed of Executive Officers, Hospital Representatives, and Chairpersons of Standing or Ad Hoc Committees.

Article 8

Board of Directors

- 8.1 All members of the Board of Directors shall hold current Active or Associate Membership in ORNAC.
- 8.2 Must reside and be employed in the province of Manitoba.
- 8.3 The Board of Directors is the governing body of MORNA. It has all the powers of MORNA between meetings, to manage and administer all MORNA affairs.
- 8.4 The Board of Directors shall be composed of:
 - 8.4.1 President
 - 8.4.2 President Elect
 - 8.4.3 Past President
 - 8.4.4 Treasurer
 - 8.4.5 Secretary
 - 8.4.6 Educational Coordinator
 - 8.4.7 One representative from each hospital based operating room or accredited surgical facility

- 8.4.8 Chairperson of Standing Committees or Ad Hoc Committees
- 8.5 The Board of Directors shall:
 - 8.5.1 Review the annual budget prior to presentation to the membership at the first meeting of the fiscal year.
 - 8.5.2 Plan the annual calendar of events, e.g. general meetings with educational sessions, workshops, conferences, annual meetings, etc.
 - 8.5.3 Establish administrative policies as required, including the educational funding guidelines.
 - 8.5.4 Establish committees as necessary to fulfill the objectives of the organization.
 - 8.5.5 Approve the appointment of members to committees. Approve terms of references for all Standing and Ad Hoc Committees. Receive committee reports and act on the recommendations.
 - 8.5.6 Terminate non-functioning committees.
 - 8.5.7 Meet regularly to conduct the business of MORNA.
 - 8.5.8 Establish emergency policies (by majority vote) to address issues not covered by the MORNA Constitution and By-Laws. The decision of the Board of Directors shall be ratified at the next meeting of the membership.
- 8.6 The term of office of each elected member shall be two years.
- 8.7 The Board of Directors as the governing body of MORNA shall review annually:
 - 8.7.1 Requests of the MORNA President for funding to attend the ORNAC annual general meeting and/or Provincial Conference to reimburse the cost of travel, and accommodations. Registration fees for the Biannual conference will be applied for from the education funds.
 - 8.7.2 Request from the Annual Workshop Chairperson and active committee members for waiving of registration fees for the workshop.
 - 8.7.3 The requests for funding will be placed in the annual budget to present to membership for final approval. Level of annual funding possible will be determined by the treasurer.

Article 9

Executive Officers of the Board of Directors

9.1 The Executive Officers of the Board of Directors are:

9.1.1 President

9.1.2 President Elect

9.1.3 Past President

9.1.4 Treasurer

9.1.5 Secretary

9.1.6 Educational Coordinator

Article 10

Duties of Executive Officers

10.1 **Duties of the President**

10.1.1 Is responsible to the membership and the Board of Directors for conducting the business and directing the activities of MORNA.

10.1.2 Calls and presides at all meetings of the Board of Directors and all meetings of MORNA

10.1.3 Prepares agendas for all meetings and communicates with the Secretary to ensure notices of meetings are issued

10.1.4 Is the signing officer for MORNA, with the Treasurer and President Elect.

10.1.5 Is the official MORNA representative and liaison with external groups and organizations.

10.1.6 Maintains communication with Professional licensing bodies i.e. CRNM, ARNM. Ensures that the CRNM, ARNM receives notification of

perioperative publications i.e. *The ORNAC Standards for Perioperative Registered Nursing Practice*.

- 10.1.7 Appoints committee chairpersons and members requested, subject to the approval of the Board of Directors.
- 10.1.8 Is an ex-officio member of all MORNA Standing and Ad Hoc Committees, with the exception of the Nominating Committee.
- 10.1.9 Communicates and collaborates with the Manitoba Director regularly (monthly) to discuss MORNA provincial council and ORNAC board current issues, trends, and concerns. Acts as a possible alternative for an ORNAC Board meeting
- 10.1.10 Has the authority to make decisions on issues which may arise. Decisions shall be made in consultation with a minimum of three additional executive members, and informs the board of directors of all decisions made. The action of the President requires ratification by membership.
- 10.1.11 Submits the MORNA Annual Report to the membership at the Annual General Meeting.
- 10.1.12 Terminates non-functioning committees, subject to the approval of the Board of Directors.
- 10.1.13 The President shall not carry a vote. In the event of a tie, the President shall call for a second ballot. In the event of a tie following the second ballot the President shall cast the deciding ballot.
- 10.1.14 Assumes other duties as required.
- 10.1.15 Upon completion of his/her term becomes the Past President.

10.2 Duties of the President Elect

- 10.2.1 Assumes the duties and responsibilities of the President during the President's absence.
- 10.2.2 Is a signing officer for MORNA, with the President and the Treasurer.
- 10.2.3 Chairs the Communication committee, with the Educational Coordinator and Secretary as Co-Chairs. Participation in the MORNA media, social media platforms and maintenance of the MORNA Website.
- 10.2.4 Organizes the dinner as required for the Annual General Meeting

- 10.2.5 Performs other duties as requested by the President.
- 10.2.6 Upon completion of his / her term becomes the President.

10.3 Duties of the Past President

- 10.3.1 Acts as a consultant to the Executive and the Board of Directors.
- 10.3.2 Assumes duties as delegated by the Executive.
- 10.3.3 Chairs the Constitution and By-Laws Committee.
- 10.3.4 Chairs the Nominating Committee.
- 10.3.5 Performs other duties as requested by the President.

10.4 Duties of the Treasurer

- 10.4.1 Is a signing officer for MORNA, with the President and President Elect.
- 10.4.2 Keeps an accurate record of all monies received and disbursed, and submits a year-end financial statement.

(See Article 14 Finances, Investments and Contracts)

- 10.4.3 Submits a report on the balance in the treasury at all MORNA Meetings.
- 10.4.4 Prepares a budget for the ensuing fiscal year July 1st to June 30th of the following year in consultation with the Board of Directors and presents it to membership for approval at the first meeting of the fiscal year.
- 10.4.5 Recommends and receives approval from the membership for the appointment of an independent accountant with a professional designation (CA, CMA, CPA or CGA) for the current fiscal year. Is responsible for having the books audited or a review engagement that is to be determined by the Executive done at the end of the fiscal year and presents the financial statement to the Executive and Membership at the first meeting of the new fiscal year. Provides documentation as required to the accountant.
- 10.4.6 Receives and maintains an updated membership from the Manitoba Director.

- 10.4.7 Maintains an accurate and confidential list of all members. Use of the membership list requires approval from the membership.
- 10.4.8 Receives all monies from workshops, conferences, dinners, fundraising, etc., unless alternate arrangements are made. Accounts for all such monies in the MORNA Statements.
- 10.4.9 Submits reports and issues cheques as required.
- 10.4.10 Is responsible for processing members requests for educational funding according to established criteria and submitting requests to the Executive.
- 10.4.11 Performs other duties as requested by the President.
- 10.4.12 New Documents will be kept in accordance with the Income Tax Act and The Canada Not for Profit Corporations (NFP) Act.
- 10.4.13 Ensures an Annual Income Tax Return is filed in accordance with The Canada Not for Profit Corporations (NFP) Act.

10.5 **Duties of the Secretary**

- 10.5.1 Records and distributes the minutes of all MORNA meetings.
- 10.5.2 Maintains an accurate record of attendance at all MORNA meetings. Provides an annual verification of attendance report as required for membership purposes e.g. certification or educational funding.
- 10.5.3 Completes correspondence as directed by the Executive or Board of Directors.
- 10.5.4 Maintains all MORNA records, documents and correspondence for the most recent two years, and then scans documents to be archived electronically.
- 10.5.5 Participates on the Communications Committee as Co-chair with the Educational Coordinator (Co-Chair) and President Elect (Chair). Responsible for the content distributed on the social media platforms and maintenance of the MORNA Website.
- 10.5.6 Schedule Zoom meetings and check availability of meeting rooms.
- 10.5.7 Distributes all notices of meetings and educational events.

- 10.5.8 Responsible for the production, distribution and updating of resources for Hospital Representatives. Ensures approval of the Executive and / or Board of Directors prior to distribution of changes.
- 10.5.9 Performs other duties as requested by the President.
- 10.5.10 Ensures all electronic backup files using current format and file storage technology.
- 10.5.11 Ensures Corporations Canada is notified of changes to the Executive Officers of the Board of Directors.

10.6 Duties of the Educational Coordinator

- 10.6.1 Coordinates all aspects of perioperative nursing education for the association.
- 10.6.2 Participates on the Communications Committee as Co-Chair, with the Secretary (Co-Chair) and President Elect (Chair). Participates in updating content of the MORNA social media platform and the MORNA website.
- 10.6.3 Keeps membership informed of all opportunities for educational activities related to perioperative nursing (both MORNA and other) through the MORNA social media platform and the MORNA website.
- 10.6.4 Works in close communication with the Secretary to ensure that there are timely notices of educational events and submits MORNA educational information to be placed in the affiliate association's calendar of events.
- 10.6.5 Confirms rooms for all meetings.
- 10.6.6 Ensures appropriate audiovisual equipment is available for meetings and educational sessions.
- 10.6.7 Maintains a list of MORNA educational material and other available resources for use by MORNA members.
- 10.6.8 Performs other duties as requested by the President.

10.7 Duties of the Manitoba Director

- 10.7.1 Attends MORNA provincial council executive and member meetings as a non-voting member to ensure ORNAC business and strategic planning is shared and communicated with provincial council members.
- 10.7.2 Attends and represents MORNA provincial council membership concerns and activity at the ORNAC Board Meetings.
- 10.7.3 Actively leads/participates on ORNAC national committees and strategic planning activities.
- 10.7.4 Submits required Board of Director reports biannually which provides updates on initiatives, contributions, challenges and opportunities, activities, as well as the financial performance of Provincial ORNAC council.
- 10.7.5 Submits required Annual Provincial Report which includes Past and Present membership numbers, Executive board of Directors members and terms.
- 10.7.6 Receives and maintains an updated membership form ORNAC.

Article 11

Duties of the Hospital Representatives

- 11.1 Is either appointed or elected by the MORNA members within each hospital based operating room or accredited surgical facility.
- 11.2 Attends all meetings of the Board of Directors (or arranges for an alternate), and reports back to their facility.
- 11.3 Posts MORNA notices including meeting schedule and any special education event.
- 11.4 Informs staff regarding the benefits of membership and encourages all perioperative nurses to become ORNAC members.
- 11.5 Plan and coordinate their facility's educational session with assistance of the Educational Coordinator as required.
- 11.6 Acts as a liaison between MORNA and its members, ensuring members receive appropriate support and / or resources.

Article 12

Meetings

12.1 **Meetings of the Board of Directors**

- 12.1.1 The Board of Directors shall meet a minimum of once per year at the call of the President, or any two members of the Board.
- 12.1.2 Notice of Board Meetings shall be provided to all members of the Board at least one week in advance, whenever possible.
- 12.1.3 Those Board members present, either in person or virtually, shall constitute a quorum.
- 12.1.4 Proxy / Voting – There shall not be any proxy rights when an individual Board member is unable to attend a meeting. A Board member cannot carry more than one vote at a meeting.

12.2 **General Meetings and Educational Sessions**

- 12.2.1 Membership shall hold a minimum of five general meetings during the year in the months from September to June.
- 12.2.2 There shall be a minimum of five educational sessions, which may be held in conjunction with a general meeting, or may be a separate event e.g. workshop.
- 12.2.3 Those members of MORNA present shall constitute a quorum.
- 12.2.4 Proxy / Voting – There shall not be any proxy rights, when an individual Active Member is unable to attend a meeting. An individual cannot carry more than one vote at a meeting.

12.3 **Annual General Meeting**

- 12.3.1 The Annual General Meeting of MORNA shall be held in either May or June.
- 12.3.2 Notice of the Annual General Meeting shall be provided in writing / electronic notice to all Board members, Hospital Representatives at least two weeks in advance.
- 12.3.3 The Agenda for the Annual General Meeting shall include:
 - President's report

- Secretary's report
 - Treasurer's report
 - Educational Coordinator Report
 - Standing Committee Reports
 - Constitution and By-Laws
 - Nominating Committee and Election of Officers
 - Ad Hoc Committee Reports
 - Any other matter or report that the Board of Directors or the members of MORNA may identify.
- 12.3.4 Those members of MORNA present, either in person or virtually, shall constitute a quorum.
- 12.3.5 Proxy / Voting – There shall not be any proxy rights when an individual Active member is unable to attend a meeting. An individual cannot carry more than one vote at a meeting.
- 12.4 Special Meeting
- 12.4.1 A Special Meeting of MORNA members may be called at any time by the President or any two members of the Board of Directors.
- 12.4.2 Notice of a Special Meeting, including an agenda, shall be provided in writing to all MORNA members at least one week prior to the meeting whenever possible.
- 12.4.3 Those members of MORNA present, either in person or virtually, shall constitute a quorum.
- 12.4.4 Proxy / Voting – There shall not be any proxy rights when an individual Active member is unable to attend a meeting. An individual cannot carry more than one vote at a meeting.

For quorum – representation from both executive and members must be present.

Article 13

Awards

The MORNA Board of Directors may create awards for excellence in perioperative nursing.

Guidelines shall be approved by the Board of Directors.

Article 14

Finances, Investments and Contracts

14.1 Finances

- 14.1.1 The fiscal year shall be from July 1st of one year to June 30th of the following year.

ORNAC Affiliate Agreement 2.02(b)(iii)

Within four (4) months after the end of each fiscal year, ORNAC will provide financial statements of the previous fiscal year of ORNAC to the Council (consisting of at least a balance sheet as of the end of such fiscal year and statement of revenue, expense, cash flow and changes in fund balances for such fiscal year, together with detailed notes thereto), determined in accordance with generally accepted accounting principles consistently applied, that is audited by independent auditors of recognized national standing.

- 14.1.2 New Annual Membership and Affiliates fees shall be determined by ORNAC.

- 14.1.3 All funds received shall be deposited into an account in the name of MORNA at a Chartered Bank which has its head office in Canada. All accounts shall be secured by the Canadian Deposit Insurance Corporation (CDIC). Each account shall be maintained at a balance to fall within the limits of such insurance.

- 14.1.4 All expenditures shall be by cheque and shall be signed by two of the three MORNA signing officers.
- 14.1.5 An audit or review engagement shall be conducted at least once a year by an independent accountant with a professional designation (CA, CMA, CPA or CGA). The appointment of the independent accountant shall be done at the first meeting of each fiscal year. A complete and proper statement of financial standing for the previous fiscal year shall be made available by the independent accountant for the first meeting of the fiscal year and shall be presented to the membership at that meeting by the Treasurer.
- 14.1.6 The Board of Directors shall utilize the funds of MORNA to advance the purpose of the Association. The Board shall be empowered to solicit or otherwise raise funds and receive additional gifts to sustain and augment MORNA funds.

14.1.7 **Important Dates for financial matters are:**

First meeting of the fiscal year

- Presentation of the independent accountant's report to the membership for the previous fiscal year
- Presentation and approval of the annual budget by membership
- Appointment of an independent accountant for the current fiscal year

By July 31st of the fiscal year

- Delivery of financial statements and all supporting documents and receipts to the independent accountant by the Treasurer
- Exceptions to this date must be approved by the Executive
- Budget submissions to the Treasurer

At each meeting of the Board or Membership

- The Treasurer shall provide a written report of bank and account balances, outstanding accounts, investments and a summary

Within Four months of the end of the fiscal year

- Submits financial statements of the previous fiscal year to ORNAC as per article 14.1.1

14.2 Investments

All funds, investments and property of all kinds, all gifts, legacies, grants or contributions (“Funds”) received by MORNA shall be managed by the Board of Directors, and shall be administered in accordance with the following:

- 14.2.1 Investments shall be limited to government bonds (either provincial or federal) which have an “A” rating or better, or in a Guaranteed investment certificates (GIC) offered through a Canadian Chartered Bank.
- 14.2.2 All decisions which relate to the use or investment of “Funds” in any manner shall be approved by a 2/3rd vote of the Board of Directors, provided the “Funds” are invested as indicated in 14.2.1. The 2/3rd vote of the Directors refer to those Directors present at the meeting which constitutes a quorum. The decision of the Board of Directors shall be ratified at the next meeting of membership.

14.3 Contracts

- 14.3.1 Any and all deeds, documents, instruments and writings signed for and on behalf of MORNA by any two members of the Executive or Board of Directors shall be binding upon the organization.
- 14.3.2 MORNA shall be financially independent. The Executive or Board of Directors shall not borrow nor lend money.

Article 15

Committees

15.1 Ad Hoc Committees

- 15.1.1 Ad Hoc committees may be established by the Board of Directors or membership as necessary to accomplish the objectives of MORNA. Board or President shall clearly articulate the purpose, objective(s),

membership, budget, time frame and reporting relationship for any Ad Hoc committees.

15.2 **Standing Committees** shall be:

15.2.1 Communications Committee

15.2.2 Nominating Committee

15.2.3 Provincial Workshop Planning Committee

15.2.4 Constitution and By-Laws Committee

15.3 **Communications Committee:** Membership and Duties

15.3.1 The President Elect is the Chair with the Educational Coordinator and Secretary as Co-Chairs. The President is an ex-officio member. Other committee members are appointed by the Board of Directors and ratified by membership.

15.3.2 Produces and manages the social media content of MORNA and maintains the MORNA website

15.3.3 Informs membership of all opportunities for educational activities related to perioperative nursing (both MORNA and other) through the MORNA social media platforms and the MORNA website.

15.3.4 Organizes, promotes and reports OR Nurses' Day events.

15.3.5 Develops MORNA promotional materials and / or displays

15.4 **Nominating Committee:** Membership and Duties

15.4.1 The Past President is the Chair and two additional members are elected bi-annually at the Annual Meeting.

15.4.2 Presents candidates who are Active Members of MORNA for positions of the Executive Officers and Nominating Committee. A nominee shall consent in writing if not present at the Annual Meeting.

15.4.3 Submits a brief biography of the candidates to the facilities in advance of the Annual General Meeting.

15.4.4 Is responsible for the nominations process and conducts the elections as identified in Article 16.

15.4.5 Elected members of the Nominating Committee shall be eligible to be nominated for Executive positions.

15.5 **Provincial Workshop Planning Committee:** Membership and Duties

- 15.5.1 The workshop chair(s) and sub-committee chairs are appointed by the Board of Directors and ratified by membership.

The President is an ex-officio member.

- 15.5.2 Plans, organizes and evaluates MORNA Workshops.

- 15.5.3 Prepares and submits a budget for the Provincial Workshop to the Board of Directors for approval. Informs the Board of Directors of any changes to this budget which must be approved.

- 15.5.4 Submits a detailed financial statement of the workshop income and expenses.

15.6 **Constitution and By-Laws Committee:** Membership and Duties

- 15.6.1 The Past President is the Chair. Members will also include the President and the President Elect. Other committee members are appointed by the Board of Directors and ratified by the membership.

- 15.6.2 Is responsible for reviewing the Constitution and By-Laws and submitting proposed recommendations and amendments to the Board of Directors as identified in Article 18.

Article 16

Elections, Scrutineers, and Proxy

16.1 Elections

- 16.1.1 Any Active MORNA member is eligible to hold office and serve on elected committees

- 16.1.2 Candidates and / or incumbents for the positions of MORNA President and President Elect shall meet the requirements of "Definition of Perioperative Nursing Practice and the Eligibility Criteria" for the board position as per ORNAC Policy & Procedure – Nominating Committee Operating Policy. Alternates designated by MORNA to attend ORNAC Board meetings shall also meet said requirements.

- 16.1.3 An Executive Officer wishing to run for another executive office must tender their resignation in writing to the President at least one week prior to the election.
- 16.1.4 A vacancy that occurs in the office of the President is filled immediately by the President Elect.
- 16.1.5 Elections shall be held at the Annual General Meeting. If a resignation or vacancy occurs, an election shall be held at the next general meeting to fill the vacancy. If unsuccessful in filling the vacancy, the Executive may appoint a qualified MORNA member to fill the position for the remainder of the term.
- 16.1.6 The President Elect, Secretary and two members of the Nominating Committee shall be elected in the even numbered years.
- 16.1.7 The Treasurer and the Educational Coordinator shall be elected in the odd numbered years.
- 16.1.8 All elections shall be conducted by the Nominating Committee.
- 16.1.9 Nominations shall be accepted from the floor for all elected positions. Any vote shall be by secret ballot.

There shall be a motion to destroy all ballots.

- 16.1.10 The President shall not carry a vote.

In the event of a tie, the President shall call for a second ballot. In the event of a tie following the second ballot the President shall cast the deciding ballot.

16.2 Scrutineers

Scrutineer(s) shall be used whenever a secret ballot is required e.g. elections. The appointment of scrutineer(s) shall be ratified by a vote of the membership or Board. It is preferable that scrutineer(s) be individuals not participating in the vote, but when Active Members are required to act as a scrutineer, they shall retain their right to vote.

16.3 Proxy / Voting

There shall not be any proxy rights, when an individual Active Member is unable to attend a meeting.

An individual cannot carry more than one vote at a meeting, e.g. as a member of the Executive and as a Hospital Representative or alternate.

Article 17

Dismissal, Suspension and Expulsion

17.1 When an issue arises which affects the well-being or integrity of MORNA, the Board of Directors shall have the right and duty to establish criteria for any issue not covered by the MORNA Constitution and By-Laws, to provide a forum at a meeting for discussion, and to vote by majority upon the dismissal, suspension or expulsion of any Executive Officer and / or members.

17.2 As per ORNAC General Operating By-Law Section 3 .03 Termination of Membership

Membership in the Association is terminated when:

- the Member dies;
- the Member ceases to maintain the qualifications for membership set out in section 3.01;
- the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
- the Member is removed as a Member of the Association in accordance with section 3.05;
- the Member's term of membership expires, if any; or
- the Association is liquidated or dissolved under the Act.
- Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

17.3 Deliberations by the Board of Directors will be based on the principles of ethics and shall be in compliance with the provisions of the Constitution and By-Laws of MORNA and in consultation with ORNAC.

17.4 An appeal by a dismissed, suspended or expelled member must be brought to the Board of Directors in writing. This will be presented to the general membership for consideration and final decision.

- 17.5 A member who wishes to be reinstated may apply for membership when such application is accompanied by a positive recommendation by the Board of Directors to the membership.

Article 18

Amendments to the Constitution

The Constitution and By-Laws may be amended by two-thirds (2/3) majority vote of the members present at the Annual General Meeting or at a Special Meeting called for that purpose by the Board of Directors. The full details of the proposed amendments must be sent out to all membership in written / electronic notice two weeks prior to the meeting.

Article 19

Dissolution of MORNA Provincial Council

In the case of 5.02(f) of the Affiliate agreement between ORNAC and the MORNA

Provincial Council:

After the Council has paid all debts and liabilities on winding up or dissolution, its remaining property shall be distributed or disposed of to ORNAC.

If the provincial Council notifies ORNAC of reorganization, a new affiliation agreement would be determined which would include the future disbursement of funds back to the Provincial Council.

The Council will return to ORNAC any manuals, books, videos, tapes, computer software, and any other materials or means bearing any trade-mark, trade name, emblem, logo or other mark owned by ORNAC.

Article 20

Parliamentary Authority

If a procedural manner is brought into issue at any MORNA meeting, *“Robert’s Rules of Order”* shall govern any situation not covered by the Constitution and By-Laws.

Article 21

Effective Date

Certificate of Incorporation Canada Not-for profit Corporations Act (NFP Act) Corporation Number 1054917-7

Corporation Key 95110430

See Appendix 5 & 6

Appendix 1



Office de la propriété
intellectuelle
du Canada

Un organisme
d'Industrie Canada

Canadian
Intellectual Property
Office

An Agency of
Industry Canada

Marques de commerce *Certificat de renouvellement*

La présente atteste que
l'enregistrement de
cette marque de commerce
est renouvelé conformément
à l'article 46 de la *Loi*
sur les marques de commerce.



Trade-marks *Certificate of Renewal*

This is to certify that this
trade-mark registration
is renewed
in accordance
with section 46 of
the *Trade-marks Act*.

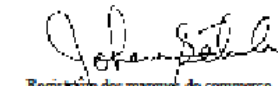


Numéro d'enregistrement
Registration Number

TMA593,579

Numéro de dossier
File Number

1104695


Registraire des marques de commerce
Registrar of Trade-marks

Date

9 avr/Apr 2018

Date de prise d'effet
du renouvellement
Effective Date
of Renewal

30 oct/Oct 2018

Canada

OPIC  CIPO

Appendix 2



MORNA

Appendix 3



Manitoba Operating Room Nurses Association

1. Letterhead, Envelopes or Forms

- As above, and with the following two variations:



Manitoba Operating Room
Nurses Association



2. MORNA Pin and Triangular shape

- May be used in this shape both with lettering (below, and on official pin), and without lettering (see front cover of this Constitution).



Use of a version of the logo which does not contain lettering must be accompanied by the name "Manitoba Operating Room Nurses Association" on the document.

Appendix 4



Innovation, Science and
Economic Development Canada
Corporations Canada

Innovation, Sciences et
Développement économique Canada
Corporations Canada

Certificate of Incorporation

Canada Not-for-profit Corporations Act

Certificat de constitution

*Loi canadienne sur les organisations à but non
lucratif*

MANITOBA OPERATING ROOM NURSES ASSOCIATION

Corporate name / Dénomination de l'organisation

1054917-7

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named
corporation, the articles of incorporation of which
are attached, is incorporated under the *Canada
Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée,
dont les statuts constitutifs sont joints, est
constituée en vertu de la *Loi canadienne sur les
organisations à but non lucratif*.

Virginie Ethier

Director / Directeur

2017-12-20

Date of Incorporation (YYYY-MM-DD)
Date de constitution (AAAA-MM-JJ)

Canada



Form 4001
Articles of Incorporation
Canada Not-for-profit Corporations
Act (NFP Act)

Formulaire 4001
Statuts constitutifs
Loi canadienne sur les
organisations à but non lucratif
(Loi BNL)

1	Corporate name Dénomination de l'organisation MANITOBA OPERATING ROOM NURSES ASSOCIATION
2	The province or territory in Canada where the registered office is situated La province ou le territoire au Canada où est maintenu le siège MB
3	Minimum and maximum number of directors Nombres minimal et maximal d'administrateurs Min. 3 Max. 6
4	Statement of the purpose of the corporation Déclaration d'intention de l'organisation See attached schedule / Voir l'annexe ci-jointe
5	Restrictions on the activities that the corporation may carry on, if any Limites imposées aux activités de l'organisation, le cas échéant None
6	The classes, or regional or other groups, of members that the corporation is authorized to establish Les catégories, groupes régionaux ou autres groupes de membres que l'organisation est autorisée à établir See attached schedule / Voir l'annexe ci-jointe
7	Statement regarding the distribution of property remaining on liquidation Déclaration relative à la répartition du reliquat des biens lors de la liquidation See attached schedule / Voir l'annexe ci-jointe
8	Additional provisions, if any Dispositions supplémentaires, le cas échéant None
9	Declaration: I hereby certify that I am an incorporator of the corporation. Déclaration : J'atteste que je suis un fondateur de l'organisation.

Name(s) - Nom(s)	Original Signed by - Original signé par
Kim Goodman	Kim Goodman Kim Goodman
Karen Sagness	Karen Sagness Karen Sagness
Dawn Affleck	Dawn Affleck Dawn Affleck
Iris MacMillan	Iris MacMillan Iris MacMillan

A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

La personne qui fait une déclaration fautive ou trompeuse, ou qui aide une personne à faire une telle déclaration, commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois ou l'une de ces peines (paragraphe 262(2) de la Loi BNL).

You are providing information required by the NFP Act. Note that both the NFP Act and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la Loi BNL. Il est à noter que la Loi BNL et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

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Schedule / Annexe
Purpose Of Corporation / Déclaration d'intention de l'organisation

The Purpose of the Corporation is to support and promote optimum perioperative patient care, which includes:

- Develop and promote professional standards, based on the CNA CODE OF ETHICS FOR NURSES, which promote optimum perioperative patient care;
- Support and promote the ORNAC STANDARDS FOR PERIOPERATIVE PRACTICE;
- Promote perioperative nursing practice and education through meetings, communication, presentations, conferences and workshops;
- Develop a strong sense of collegiality among the perioperative nursing communication for professional and personal growth;
- Advocate for the perioperative nurses on issues and decisions affecting their practice;
- Establish resources for educational, social and research activities for perioperative nurses;
- Establish recognition and financial awards for Active MORNA Members or others who have made significant contributions to perioperative nursing;
- Contribute and disrepute funds to support perioperative nursing; and
- Establish and maintain links with ORNAC, CRNM, and other professional associations.

Schedule / Annexe
Classes of Members / Catégories de membres

The Corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Schedule / Annexe

Distribution of Property on Liquidation / Répartition du reliquat des biens lors de la liquidation

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.



Form 4002

**Initial Registered Office Address
and First Board of Directors**

*Canada Not-for-profit Corporations Act
(NFP Act)*

Formulaire 4002

**Adresse initiale du siège et
premier conseil d'administration**

*Loi canadienne sur les organisations à
but non lucratif (Loi BNL)*

1	Corporate name Dénomination de l'organisation MANITOBA OPERATING ROOM NURSES ASSOCIATION
2	Complete address of the registered office Adresse complète du siège 301-386 Broadway Winnipeg MB R3C 3R6
3	Additional address Autre adresse
4	Directors of the corporation Administrateurs de l'organisation See attached schedule / Voir l'annexe ci-jointe
5	Declaration: I hereby certify that I am an incorporator of the new corporation or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the NFP Act. Déclaration : J'atteste que je suis un fondateur de la nouvelle organisation ou que je suis un administrateur ou un dirigeant autorisé de l'organisation se prorogeant ou se fusionnant en vertu de la Loi BNL.

Original signed by / Original signé par
Kim Goodman

Kim Goodman
204-787-3661

A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

La personne qui fait une déclaration fautive ou trompeuse, ou qui aide une personne à faire une telle déclaration, commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois ou l'une de ces peines (paragraphe 262(2) de la Loi BNL).

You are providing information required by the NFP Act. Note that both the NFP Act and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la Loi BNL. Il est à noter que la Loi BNL et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe
Directors of the corporation / Administrateurs de l'organisation

Kim Goodman	820 Sherbrook Street, Winnipeg MB R3A 1R9, Canada
Dawn Affleck	409 Tache Avenue, Winnipeg MB R2H 2A6, Canada
Karen Sagness	820 Sherbrook Street, Winnipeg MB R3A 1R9, Canada
Iris MacMillan	2300 McPhillips St, Winnipeg MB R2V 3M3, Canada
Carmen Saban	150 McTavish Ave. E., Brandon MB R7A 2B3, Canada

Appendix 5



Innovation, Science and
Economic Development Canada
Corporations Canada

Innovation, Sciences et
Développement économique Canada
Corporations Canada

2018-03-20

Corporations Canada
C. D. Howe Building
235 Queen Street
Ottawa, Ontario K1A 0H5

Corporations Canada
Édifice C.D. Howe
235, rue Queen
Ottawa (Ontario) K1A 0H5

Corporation Information Sheet

Canada Not-for-profit Corporations Act (NFP Act)

Fiche de renseignements concernant l'organisation

*Loi canadienne sur les organisations à but non lucratif
(Loi BNL)*

MANITOBA OPERATING ROOM NURSES ASSOCIATION

Corporation Number	1054917-7	Numéro d'organisation
Corporation Key	95110430	Clé de société
Required for changes online		Requise pour mettre les renseignements à jour en ligne
Anniversary Date	12-20	Date anniversaire
Required to file annual return	(mm-dd/mm-jj)	Requise pour le dépôt du rapport annuel
Annual Return Filing Period	12-20 to/au 02-18	Période pour déposer le rapport annuel
Starting in 2018	(mm-dd/mm-jj)	Débutant en 2018

Reporting Obligations

A corporation can be dissolved if it defaults in filing a document required by the NFP Act. To understand the corporation's reporting obligations, consult the pamphlet "Your Reporting Obligations under the Canada Not-for-profit Corporations Act" enclosed or available on our website.

Corporate Name

Where a name has been approved, be aware that the corporation assumes full responsibility for any risk of confusion with trade names and trademarks (including those set out in the Nuans Name Search Report). The corporation may be required to change its name in the event that representations are made to Corporations Canada and it is established that confusion is likely to occur. Also note that any name granted is subject to the laws of the jurisdiction where the corporation carries on its activities. For additional information about protecting corporate names, consult our website.

Obligations de déclaration

Une organisation peut être dissoute si elle omet de déposer un document requis par la Loi BNL. Pour connaître les obligations de déclaration de l'organisation, veuillez consulter « Vos obligations de déclaration en vertu de la Loi canadienne sur les organisations à but non lucratif » ci-joint ou disponible dans notre site Web.

Dénomination

Dans les cas où Corporations Canada a approuvé une dénomination, il faut savoir que l'organisation assume toute responsabilité de risque de confusion avec toutes dénominations commerciales, marques de commerce existantes (y compris celles qui sont citées dans le Rapport Nuans de recherche de dénominations). L'organisation devra peut-être changer sa dénomination advenant le cas où des représentations soient faites auprès de Corporations Canada établissant qu'il existe une probabilité de confusion. Il faut aussi noter que toute dénomination octroyée est assujettie aux lois de la province ou du territoire où l'organisation mène ses activités. Pour obtenir des renseignements supplémentaires concernant la protection d'une dénomination, consulter notre site Web.