



Canadian Association of Foot Care Nurses

In these Bylaws, unless the context otherwise requires:

INTERPRETATION

1.
 - (a) The name of the Association (hereinafter called the 'Association') is called the Canadian Association of Foot Care Nurses (CAFCN).
 - (b) "Act" means the Canada Corporations Act Part II – Non-Profit Organizations.
 - (c) "Executive Committee" or "Executive" means the Executive from time to time of the Association.
 - (d) In these Bylaws and in all other Bylaws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the feminine gender shall include the plural number or the masculine gender, as the case may be, and vice versa, and references to persons shall include individuals, bodies, partnerships, trusts, incorporated associations, firms and corporations.
 - (e) The headings used throughout these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any article be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

HEAD OFFICE

2. The head office of the Association shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the Executive Committee may, by resolution, determine. Subject to the Act, the Association may, by a Bylaw, change the place or municipality and the province in which the registered office of the Association shall be situated. A copy of the Bylaws shall be filed with the Minister of Industry.

MEMBERSHIP

3. Membership in the Association shall be limited to person(s) interested in furthering the objectives of the Association and shall consist of anyone whose application for admission as a member has received the approval of the Executive Committee of the Association. (In this application we are referring to registered nurses, licensed/registered practical nurses, registered psychiatric nurses, honorary membership, associate membership and corporate membership). Voting membership in the Association is available to all registered nurses and licensed/registered practical nurses, and registered psychiatric nurses who are members in good standing.
 - (a) *Full Membership* - A full member is a nurse who maintains active registration with their respective regulatory body. Full members have voice and vote.
 - (b) *Honorary Membership* - Honorary membership is given to a person who has worked with and has advanced the goals of CAFCN. Honorary membership shall have no rights of notice of meetings nor shall the member have the right to vote at any meetings of the Association and shall not pay membership fees. Honorary membership will be presented at an annual general meeting. Honorary membership does not provide the member with eligibility to hold office.
 - (c) *Affiliate Membership* – any member of another health profession or the public, upon application, and payment of the designated fee. Affiliate members are entitled to voice, but have no voting right, and are not eligible to hold an Executive position.
 - (d) *Associate Membership* - Any interested person (not qualified as a full member) which supports the objectives of the Association may become an associate member under such terms and conditions as the Executive Committee may from time to time deem appropriate. This designation does not have voting privileges and is not eligible to hold an Executive position.
 - (e) *Corporate Membership* - Any interested partnership, corporation, agency or other group (not qualified as a full member) which supports the objectives of the Association may become a corporate member under such terms and conditions as the Executive may from time to time deem appropriate. Corporate members do not have voting privileges and is not eligible to hold an Executive position.
4. Membership fee as set by membership at an annual meeting of the Association.

5. Any member may withdraw from the Association by delivering to the Association a resignation in writing and lodging a copy of the same with the Secretary of the Association.
6. Any member may be required to resign by a vote of three-quarters (3/4) of the members and the decision of the resignation will be made in a timely manner by the Executive Committee.

MEMBERS MEETINGS

7. The annual or any other general meeting of the members shall be held at the head office of the Association or at any place in Canada as the Executive Committee may determine and on such day as the said Officers shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.

The Association shall follow the rules in Robert's Rules of Order and shall govern the Association in all cases to which they are applicable.

8. At every annual general meeting, in addition to any business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Executive Committee or the President or Vice-President shall have power to call at any time, a general meeting of the members of the Association. The Executive Committee shall call a special general meeting of members on written requisition of members carrying out not less than 50% of the voting rights, 2/3 members present in person (or represented by proxy) at a meeting will constitute a quorum.
9. Fourteen (14) day's written notice shall be given to each voting member of any annual or special general meeting of members. Written notice may be given by mail/email and publication on the Association website. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if the member has the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote.

A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to

the extent authorized by the proxy. A proxy holder must be a member of the Association. NOTE: A member may only exercise one (1) proxy vote besides their own vote.

10. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these Bylaws.
11. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had threat. For the purpose of sending notice to any member, or officer for any meeting or otherwise, the address of the member, or officer shall be his last address recorded on the books of the Association.

EXECUTIVE COMMITTEE

12. There shall be an Executive Committee who shall be elected by membership at the annual general meeting. The Executive Committee shall exercise such powers as are authorized by the membership. Any Executive Committee member may be removed by a majority vote of the Executive Committee. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
13. The property and business of the Association shall be managed by an Executive Committee comprised of a minimum of three (3) Officers. The number of Officers shall be determined from time to time by a majority vote of the Officers at a meeting of the Executive Committee and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of Officers to be elected to the Executive Committee. Officers must be individuals, 18 years of age, with power under law to contract. Officers shall be full members.
14. The applicants for incorporation shall become the first Officers of the Association whose term of office on the Executive Committee shall continue until their successors are elected. At the first annual meeting of members, the Executive Committee then elected shall replace the provisional directors named in the Letters Patent of the Association.

15. Officers shall be elected for a term of two (2) years by the members at an annual general meeting of members.
16. The office of an Officer shall be automatically vacated:
 - (a) If a special general meeting of members, a resolution is passed by two-thirds (2/3) of the votes cast in favour of the removal of the Officer;
 - (b) If an Officer has resigned his/her office by delivering a written resignation to the secretary of the Association;
 - (c) If he/she are found by a court to be of unsound mind;
 - (d) On death; provided that if any vacancy shall occur for any reason in this paragraph contained, the Executive Committee by majority vote, may, fill the vacancy with a member of the Association.
17. The Officers shall serve as such without remuneration and no Officer shall directly or indirectly receive any profit from his/her position as such; provided that an Officer may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing here in contained shall be constructed to preclude any Officer from serving the Association as an Officer or in any other capacity and receiving compensation therefore.
18. A retiring Officer shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected.

POWERS OF OFFICERS

19. The Executive Committee of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save a hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
20. The Officers shall have power to authorize expenditures on behalf of the Association from time to time and any delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees. The Officers shall have the power to enter into a trust arrangement with a trust company for the benefit of promoting the interest of the Association in accordance with such terms as the Executive Committee may prescribe.

The Executive Committee is hereby authorized, from time to time

- (a) To borrow money upon the credit of the Association, from any bank, Corporation, firm or person upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Executive Committee in its discretion may deem expedient;
 - (b) To limit or increase the amount to be borrowed;
 - (c) To issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Executive Committee;
 - (d) To secure any such bond, debentures or other securities, or other present or future borrowing or liability of the corporation by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.
21. The Executive Committee shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.
 22. The Executive Committee may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Executive Committee at the time of such appointment.
 23. Honorariums for all Officers, agents and employees and committee members shall be fixed by the Executive Committee by resolution.

OFFICERS MEETINGS

24. Meetings of the Executive Committee may be held at any time and place to be determined by the Officers provided that 48 hours written notice shall be given, other than by mail, to each Officer. Notice by email or publication on website shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the Executive Committee. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the President of the Association shall invalidate such meeting or make void any proceedings

taken thereat and any Officer may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at. Each Officer is authorized to exercise one (1) vote.

25. A majority of Officers in office, from time to time, but no less than two Officers, shall constitute a quorum for meetings of the Executive Committee. Any meeting of the Executive Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Bylaws of the Association.

INDEMNITIES TO OFFICERS AND OTHERS

26. Every Officer of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against;
 - (a) All costs, charges and expenses which such Officer, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any Act, deed, matter of thing whatsoever, made done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;
 - (b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

OFFICERS

27. The Officers of the Association shall be a President, Past President, Vice President, Secretary, Membership Chair and Treasurer and any such other officers as the Executive Committee may by Bylaws determine. Any two (2) offices may be held by the same person with the exception of President, who will hold one position only. Officers must be full members of the Association.
28. Officers of the Association shall be elected by resolution at the annual general meeting of the Association.
29. The Officers of the Association shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Executive Committee at any time.

DUTIES OF OFFICERS

30. PRESIDENT

The President shall be appointed either by the voting membership at the annual general meeting or by the Executive Committee.

The President must be in good standing and can be removed by the Executive if there is just cause or a lapse in membership.

The term of office is two (2) years for a maximum of two (2) consecutive terms unless there is no one who will come forth to serve in this position or until a replacement is found.

No remuneration is necessary unless expenses have incurred and these have been pre-approved by the Executive.

The duties of the President shall include:

1. The President shall be the Chief Executive Officer of the Association.
2. The President shall manage the general and active management of the affairs of the Association.
3. The President shall carry out all orders and resolutions of the Executive Committee. The President shall be the custodian of the Seal of the Association.
4. The President shall preside at all meetings of the Association and of the Executive Committee.
5. The President shall arrange for all meetings, compiles agenda together with Secretary, and conduct the meeting following parliamentary procedure.
6. The President shall oversee the financial obligations of the Association working with the Treasurer.
7. The President shall maintains the records at the Head Office for Corporations Canada and submit to Corporation Canada an annual report.
8. The President shall act as key contact person for Corporations Canada and provide any necessary documentation or correspondence requested.
9. The President is responsible for communication/liaison between Provincial Advisors, national associations and national sponsors.
10. The President is responsible to collate regional and national foot care activity updates in an annual report.
11. The President actively participates, promotes and supports national initiatives.
12. The President promotes and supports the development of regional initiatives.

13. The President shall co-sign all cheques issued not exceeding \$3,000.00 without the approval of the membership.

The Past President shall be a mentor to the President and a resource to the Association. The Past President shall perform such duties from time to time as imposed by the Executive Committee or President.

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Executive Committee.

31. TREASURER

The Treasurer shall be appointed either by the voting membership at the annual general meeting or by the Executive Committee.

The Treasurer must be in good standing and can be removed by the Executive if there is just cause or a lapse in membership.

The term of office is two (2) years for a maximum of two (2) consecutive terms unless there is no one who will come forth to serve in this position or until a replacement is found.

No remuneration is necessary unless expenses have incurred and these have been pre-approved by the Executive.

The duties of the Treasurer shall include:

1. The Treasurer shall be custodian of the funds and securities of the Association.
2. The Treasurer shall keep a record of all monies received, issue receipts for same including annual membership and conference fees.
3. The Treasurer shall maintain accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association.
4. The Treasurer shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or in the case of securities in such registered dealer in securities as may be designated by the Executive Committee from time to time.
5. The Treasurer shall distribute the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Officers at the regular meeting of the Executive Committee, or whenever they may

- be require it, an accounting of all the transactions and a statement of the financial position of the Association.
6. The Treasurer shall co-sign all cheques issued not exceeding \$3,000.00 without the approval of the membership.
 7. The Treasurer shall have the books audited annually before annual general meeting by an Accountant auditor who is not related to the Treasurer.
 8. The Treasurer shall prepare an annual financial report for the annual general meeting.
 9. The Treasurer shall arrange the auditor for the report.
 10. The Treasurer shall prepare an annual budget to be presented at the annual general meeting.
 11. The Treasurer shall on termination of office, surrender all books and financial reports/records to the successor.
 12. The Treasurer shall communicate with conference co-ordinator the proposed budget for the annual conference.
 13. The Treasurer shall also perform such other duties as may from time to time be directed by the Executive Committee or President.

32. SECRETARY

The Secretary shall be appointed either by the voting membership at the annual general meeting or by the Executive Committee.

The Secretary must be in good standing and can be removed by the Executive if there is just cause or a lapse in membership.

The term of office is two (2) years for a maximum of two (2) consecutive terms unless there is no one who will come forth to serve in this position or until a replacement is found.

No remuneration is necessary unless expenses have incurred and these have been pre-approved by the Executive.

The duties of the Secretary shall include:

1. Attendance at all meetings and act as the recorder.
2. Record all votes and minutes of all proceedings.
3. Provides notification of all meetings of the members and of the Executive Committee.
4. Maintains records for the Association of all meetings and distribute documents to all members as necessary.
5. Assists in the preparation of the annual report for the annual general meeting.
6. Performs duties as assigned by the Executive Committee or President.

33. MEMBERSHIP CHAIR

The Membership Chair shall be appointed either by the voting membership at the annual general meeting or by the Executive Committee.

The Membership Chair must be in good standing and can be removed by the Executive if there is just cause or a lapse in membership.

The term of office is two (2) years for a maximum of two (2) consecutive terms, unless there is no one who will come forth to serve in this position or until a replacement is found.

No remuneration is necessary unless expenses have incurred and these have been pre-approved by the Executive.

The duties of the Membership Chair shall include:

1. Shall be responsible for maintaining a register of paid membership of the Association, complete membership cards and forward dues to the Treasurer on a regular basis.
2. Assist with promoting and updating memberships at conferences.
3. Shall perform such duties from time to time as imposed by the Executive Committee or President.

34. PROVINCIAL/TERRITORIAL ADVISORS

Provincial/Territorial Advisors shall be appointed at the annual general meeting or by the Executive Committee.

Provincial/Territorial Advisors must be in good standing and can be removed by the Executive if there is just cause or lapse in membership payment.

No remuneration is necessary unless expenses have incurred and these have been approved by the Executive.

The term of this position shall be two (2) years for a maximum of two (2) consecutive terms.

The Association shall have a minimum of one (1) Provincial/Territorial advisor from each of the Provinces and Territories.

One Provincial/Territorial Advisor per province will receive a complimentary annual CAFCN conference registration.

The duties of the Provincial/Territorial Advisor's shall include:

1. Are responsible to communicate with the Executive, foot care nurses, health care managers, nursing educators, clinical or evidence-based authors/researchers, and local foot care related suppliers, speakers and sponsors within your province/territory to expand the role of the Association.
2. Are responsible for attendance on Provincial quarterly teleconference meetings. If unable to attend their own division, should try to call in on another division and give an update on their activity.
3. Are responsible to send provincial/territorial foot care activity updates to the Executive Committee following quarterly teleconference.
4. Encouraged to attend the annual Provincial/Territorial face to face meeting in conjunction with the annual general meeting.
5. Actively participate, promote and support National initiatives.
6. Actively participate, promote and support the development of regional initiatives to enhance foot care practices.
7. Shall perform such duties from time to time as imposed by the Executive Committee or President.
8. Where there is more than one Provincial/Territorial Advisor in a Province or Territory and there is a need for a vote there would only be one vote per Province or Territory.

35. AD HOC COMMITTEES

Ad Hoc Committees shall be determined by the Executive Committee to address a specific topic for specified period of time.

Ad-Hoc committee members must be members of the Association in good standing and can be removed by the Executive if there is just cause or a lapse in membership payment.

Ad Hoc committees will work closely with the Executive Committee. All proposals must be brought to the attention of the Executive Committee before being put into action.

No remuneration is necessary unless expenses have incurred and these have been pre-approved by the Executive.

Voting on changes shall be done at the annual general meeting.

36. EDUCATION COMMITTEE

The Education Committee consists of members appointed from membership, either by the Executive or by voting members at the annual general meeting.

Members of this committee must be in good standing in the active membership and can be removed if there is a just cause or a lapse in membership dues.

No remuneration is necessary unless expenses have incurred and these have been pre-approved by the Executive.

The term of this committee is two (2) years, with a maximum of two (2) consecutive terms.

The Education Committee Chair shall be elected by the Education Committee or be appointed by the Executive.

The membership of the Education Committee shall have at least three (3) members from the active membership plus the chair.

Duties of the Education committee include: The Education Committee would be responsible for overseeing the preliminary development of guidelines, skills and certification.

37. BYLAW COMMITTEE

The Bylaw Committee consists of members appointed from membership, either by the Executive or by voting members at the annual general meeting.

Members of this committee must be in good standing in the active membership and can be removed if there is a just cause or a lapse in membership dues.

No remuneration is necessary unless expenses have incurred and these have been pre-approved by the Executive.

The term of office shall be two (2) years unless approved otherwise by the Executive or by membership at the annual general meeting.

The Bylaws are the basic rules of the Canadian Association of Foot Care Nurses as they relate to the Association. The Bylaws of CAFCN describe the associations Vision and Goals, explain the qualification and method of selection of members and provide guidance for the Officers, committees and meetings that will assist the Association in working towards the Goals and Visions.

Amendments to these Bylaws may be made and approved at the Annual meeting but cannot be enacted upon until they are approved by the Ministry of Industry.

A member of the Executive shall be one member of the committee.

The Bylaws committee shall be comprised of one member from each region (ideally).

Duties of the Bylaw Committee include:

1. The Bylaws committee shall collaborate with the Executive to prepare changes in the Bylaw.
2. The Chair of the Bylaws committee shall be prepared to present necessary changes at the Annual Meeting for approval.
3. The Bylaws committee shall review and update the Bylaw that have been voted on and presented to the Executive prior to for submission to the Ministry of Industry.

38. POLICY COMMITTEE

The Policy Committee consists of members appointed from membership, either by the Executive or by voting members at the annual general meeting.

Members must be in good standing and can be removed by the Executive if there is just cause or lapse in membership payment.

The term of this committee is two (2) years, with a maximum of two (2) consecutive terms.

The membership of this committee shall have at least three (3) members.

No remuneration is necessary unless expenses have incurred and these have been pre-approved by the Executive.

Before any policy can be implemented it must be passed at the annual meeting with a quorum of two thirds (2/3) of membership present.

39. NOMINATING COMMITTEE

The Nominating Committee consists of members appointed from membership, either by the Executive or by voting members at the annual general meeting.

Members must be in good standing and can be removed by the Executive if there is just cause or a lapse in membership payment.

The Nominating Committee shall consist of three (3) active members.

The Past President will act as chair and the two remaining members will be appointed at the annual general meeting, for the following year.

No remuneration is necessary unless expenses have incurred and these have been pre-approved by the Executive.

The term of this committee is one (1) year.

Duties of Nominating Committee include:

1. The nominating committee shall be responsible for the slate of Officers for the voting body at the annual general meeting.

40. PUBLIC RELATIONS COMMITTEE

The Public Relations Committee consists of members appointed from membership, either by the Executive or by voting members at the Annual General Meeting.

Members of this committee must be in good standing in the active membership and can be removed if there is a just cause or a lapse in membership dues.

No remuneration is necessary unless expenses have incurred and these have been preapproved by the Executive.

The term of office shall be two (2) years unless approved otherwise by the Executive or by membership at the annual general meeting.

The Public Relations Committee shall develop correspondence and official position statements of the Association in consultation with the Executive Committee.

41. WEBSITE

The Webmaster consists of a member appointed from the active membership, either by the Executive or by voting members at the annual general meeting.

Member must be in good standing and can be removed by the Executive if there is just cause or a lapse in membership dues.

No remuneration is necessary unless expenses have incurred and these have been pre-approved by the Executive.

The webmaster must have a good working knowledge of computers.

Duties of the Webmaster include:

1. The Webmaster will oversee the day to day management of the web site.
2. The aim of the Association is to provide information using a paperless venue.
3. The webmaster will work in collaboration with the Web Designer.

42. CONFERENCE COMMITTEE

Members on this committee must be members of the membership and be in good standing and can be removed if there is just cause or a lapse in membership dues.

The Conference Committee shall be appointed at the annual general meeting.

The term of office will be for 1 year with the exception of the chair who will remain for the next conference as co-chair. However, if a member wishes to remain on the committee for a second term, he/she must bring their name forward at the annual general meeting and be approved at that time.

No remuneration is necessary unless expenses have incurred and these have been pre-approved by the Executive.

The Conference Chair will be from the host province.

Duties of the Conference Committee include:

1. The Conference Chair will conduct correspondence: thank you notes to vendors/sponsors, exhibitors and speakers as necessary.
2. Conference budget (based on the previous year) to be approved by the Executive. All expenses must be pre-approved before any transaction is agreed upon.
3. Arrange for printing of conference attendance certificates to be distributed at the conference.

43. NEWSLETTER COMMITTEE

The Newsletter Committee consists of two (2) members either appointed from the active membership, either by the Executive or by voting members at the annual general meeting.

Members must be in good standing and can be removed if there is just cause or a lapse in membership dues.

The term of office shall be two (2) years, with a maximum of two (2) consecutive terms.

No remuneration is necessary unless expenses have incurred and these have been pre-approved by the Executive.

The Newsletter committee collaborates with the Executive Committee and Provincial Advisors.

The newsletter will be published two (2) times a year with input from the various ad-hoc committees.

44. VACANCIES

Vacancies on the Executive Committee, however caused, may so long as a quorum of Officers remain in office, be appointed by the Executive Committee from among qualified members of the Association, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next general meeting of the members at which the Officers for the ensuing two (2) years are elected. If there is not a quorum of Executive Committee, the remaining Officers shall forthwith call a meeting of the members to fill the vacancy.

If in the opinion of the Executive Committee an Officer is not acting in the best interests of the Association, it may, by a simple majority vote, call an extraordinary meeting of the Executive Committee to determine whether or not the Officer concerned shall be dismissed from the Executive Committee. Any Executive Committee member missing three (3) consecutive meetings of the Executive Committee without notice of intent to be absent may be removed from the Committee.

The members of the Executive Committee may by resolution passed by a least two thirds (2/3) of the votes cast at an annual general meeting of which notice specifying the intention to pass such resolution has been given, remove any officer before the expiration of her/his term of office, and may by a majority of votes cast at that meeting, elect any person in her/his stead for the remainder of the term.

45. EXECUTION OF DOCUMENTS

Contracts, documents including financial expenditures or any instruments in writing requiring the signature of the Association, shall

be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without further authorization or formality. The Officers shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents including financial expenditures and instruments in writing. The Officers may give the Association's power of attorney to any registered dealer in securities for the purpose of transferring of and dealing with any stocks, bonds, and other securities of the Association. The Seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer appointed by resolution of the Executive Committee.

46. FINANCIAL YEAR

The financial year of the Association shall be determined by the Executive Committee.

47. AMENDMENT OF BYLAWS

The Bylaws of the Association not embodied in the Letters Patent may be amended by Bylaw, or a new Bylaw, relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the Officers at a meeting of the Executive Committee and sanctioned by an affirmative vote to at least two-thirds (2/3) of the vote cast in favour of the bylaw at a meeting of members duly called for the purpose of considering the said Bylaw, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Ministry of Industry has been obtained.

48. AUDITORS

The members shall, at each annual general meeting; appoint an auditor to audit the accounts and annual financial statement of the Association for report to the members at the next annual general meeting. The remuneration of the auditor shall be fixed by the Executive Committee.

49. BOOKS AND RECORDS

The Officers shall see that all necessary books and records of the Association required by the bylaws of the corporation or by any applicable statute or law are regularly and properly kept.

CANADIAN ASSOCIATION OF FOOT CARE NURSES

Mission Statement

The Mission of the Canadian Association of Foot Care Nurses is to advance the practice of foot care through a collaborative and networking process for all individuals providing foot care.

Goals:

- **Collaborate** with health care professionals across Canada to promote optimal foot care and to improve client outcomes.
- **Develop** educational opportunities, national guidelines and a certification process for nursing foot care.
- **Promote** public awareness of the benefits of foot care and of the role of a foot care nurse within the health care team.
- **Facilitate** the development and publication of clinical and research based articles related to the advancement of nursing foot care.

Objectives:

- To provide a network for foot care nurses to collaborate with one another;
- To provide an annual educational conference to enhance learning in a supportive environment and build a stronger Association;
- To collaborate with CNA to develop a national certification process for foot care nurses;
- To work in collaboration with provincial groups and colleges to build a national organization that will develop guidelines that enhance foot care practice across Canada;
- To review requests and assist and support member in facilitating, developing and publishing actual clinical and research based articles and/or trials relating to the advancement of medical and/or nursing foot care;
- To review requests and assist agencies and/or organizations, when deemed in the best interest of foot care, in facilitating, developing and publishing actual clinical and research based articles and/or trials relating to the advancement of medical and/or nursing foot care.