

Amalgamation Agreement

THIS AGREEMENT (“**Agreement**”) dated for reference _____, 2018, is made

BETWEEN:

ASSOCIATION OF NURSES AND NURSE PRACTITIONERS OF BRITISH COLUMBIA, a society organized under the *Societies Act* (British Columbia)

(“**NNPBC**”)

AND:

BRITISH COLUMBIA NURSE PRACTITIONER ASSOCIATION, a society organized under the *Societies Act* (British Columbia)

(“**BCNPA**”).

WHEREAS:

A. The College of Registered Nurses of British Columbia, the College of Registered Psychiatric Nurses of British Columbia and the College of Licensed Practical Nurses of British Columbia will be amalgamating under the Part 2.01 of the *Health Professions Act* (British Columbia). In this Agreement, the expression “**College**” shall mean any of the preceding colleges and the college that results from the amalgamation;

B. NNPBC and BCNPA (collectively, the “**Amalgamating Societies**”), acting under the authority contained in the *Societies Act* (British Columbia) (the “**Act**”), have agreed to amalgamate under the terms and conditions set out in this Agreement; and

C. It is desirable that the amalgamation of the Amalgamating Societies (the “**Amalgamation**”) be effected.

THEREFORE, in consideration of the covenants and agreements, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. AMALGAMATION

Each of the Amalgamating Societies agrees to amalgamate under the provisions under the Act, with the Amalgamation to be effective on the filing of the amalgamation application with the British Columbia Registrar of Companies (the “**Registrar**”). In this Agreement, the expression “**Amalgamated Society**” shall mean the society continuing from the Amalgamation.

2. NAME

The name of the Amalgamated Society shall be **ASSOCIATION OF NURSES AND NURSE PRACTITIONERS OF BRITISH COLUMBIA**.

3. AMALGAMATION APPLICATION AND BYLAWS

3.1 The forms of the Constitution and of the Bylaws of the Amalgamated Society shall be in the forms set out in Schedule A and Schedule B to this Agreement respectively.

3.2 If this Agreement is adopted by each of the Amalgamating Societies as required by the Act, the Amalgamating Societies agree that they will file the amalgamation application with the Registrar and any one of them is authorized to make that filing.

4. REGISTERED OFFICE

The mailing and delivery addresses of the registered office of the Amalgamated Society, until changed in accordance with the Act, shall be 100 – 1450 Creekside Dr., Vancouver, BC V6J 5B3.

5. DIRECTORS

The full names and addresses of the first directors of the Amalgamated Society are:

Full Name	Addresses	Director Position
Susan M. Peck	#44 1015 Ironwork Passage Vancouver BC V6H 3R4	Nurse Practitioners Council Director
Fiona E.B. Hutchison	10256 McEachern St. Maple Ridge BC V2W0B2	Nurse Practitioners Council Director
Tania Gayle Dick	66 Cedar Street, Alert Bay, BC V0N 1A0	Registered Nurses Council Director
Sally Elizabeth Thorne	3292 West 20th Ave, Vancouver BC V6L 1H9	Registered Nurses Council Director
Tess Robert Kroeker	56-34248 King Road, Abbotsford, BC V2S 0B1	Registered Psychiatric Nurses Council Director
Jacqollyne Keath	45-19455 65 Ave, Surrey, BC V9Y 5B4	Registered Psychiatric Nurses Council Director
Jennifer Gill	32921 3rd Avenue, Mission, BC V2V1N2	Licensed Practical Nurses Council Director
Brenda Childs	2962 McTavish Road, Salmon Arm, BC V1E 3J1	Licensed Practical Nurses Council Director
Becky Carolynn Palmer	11764 81 Avenue, Delta, BC V4C 7B3	CNO Director
Hannah MacDonald	45190 Caen Avenue, Chilliwack BC V2R 0N3	NECBC Director

The first directors shall hold office until they cease to hold office as specified in the Act, or in the Bylaws of the Amalgamated Society. The directors shall carry on and continue in the operations of the Amalgamated Society in such manner as they shall determine, subject to and in accordance with the Bylaws of the Amalgamated Society and the Act.

6. COUNCILS

Pursuant to Part 5 of the Bylaws, the Amalgamated Society shall have four Councils. The initial Councils are comprised of the individuals who held or last held the following positions prior to the amalgamation application being filed with the Registrar:

- (a) the Councillors of the Registered Nurses Council are comprised of the directors of the Association of Registered Nurses of British Columbia (ARNBC);
- (b) the Councillors of the Registered Psychiatric Nurses Council are comprised of the directors of the Association of Registered Psychiatric Nurses of British Columbia (ARPNBC);
- (c) the Councillors of the Licensed Practical Nurses Council are comprised of the directors of The Licensed Practical Nurses Association of British Columbia; and
- (d) the Councillors of the Nurse Practitioners Council are comprised of the directors of the BCNPA.

7. MEMBERSHIPS

7.1 The membership in the Amalgamated Society shall be comprised of the following classes:

- (a) Regular Members, which are comprised of:
 - (a) RN Members, who are persons that are registered with a College as registered nurses;
 - (b) NP Members, who are persons that are registered with a College as nurse practitioners;
 - (c) LPN Members, who are persons that are registered with a College as licensed practical nurses; and
 - (d) RPN Members, who are persons that are registered with a College as registered psychiatric nurses;
- (b) Student Members, who are students enrolled in a nursing education program recognized by the board as leading to registration as registered nurses, nurse practitioners, licensed practical nurses, or registered psychiatric nurses;
- (c) Non-Practising Members, who are non-practising registrants of a College; and
- (d) Retired Members, who are persons who have been registered with a College or another association that represented a nursing profession in British Columbia or in another Canadian jurisdiction at some time.

7.2 The Bylaws prescribe how a person becomes a member of the Amalgamated Society and the rights and obligations of the members.

7.3 Notwithstanding Section 7.2, the persons who held membership in BCNPA immediately before the Amalgamation and meet the eligibility criteria described in Section 7.1 shall become members of the Amalgamated Society on filing the amalgamation application with the Registrar.

8. FINANCIAL YEAR-END

The financial year-end of the Amalgamated Society shall be December 31, until changed by the directors of the Amalgamated Society.

9. ASSETS AND LIABILITIES

9.1 Upon the Amalgamation taking effect, the Amalgamated Society will have all the property, rights and interests and will be subject to all the debts, liabilities and obligations of the Amalgamating Societies without any further deeds, transfers or conveyances as fully and effectually and to all intents and purposes as they are now held by the respective Amalgamating Societies.

9.2 The directors of the Amalgamated Society shall have full power to carry the Amalgamation into effect and to perform such acts as are necessary or proper for such purposes.

10. TERMINATION

The Amalgamating Societies may, at any time prior to the issuance of the Certificate of Amalgamation, by an instrument approved by or subsequently ratified by resolution of their respective directors duly signed by a director or officer of each of the Amalgamating Societies, terminate this Agreement. Upon that termination, all rights of all the parties hereto will be at an end and this Agreement will be of no further force or effect.

11. EFFECTIVE DATE

11.1 This Agreement will not become effective until it has been adopted by each of the Amalgamating Societies in the manner required by the Act.

11.2 The Amalgamation will become effective as of the date upon which the amalgamation application is filed with the Registrar pursuant to section 87 of the Act, notwithstanding that NNPBC may have amalgamated with one or more other societies in between the time of passing the special resolution approving this Agreement and the filing of the amalgamation application with the Registrar.

12. ENUREMENT

This Agreement will enure to the benefit of, and will be binding upon, the respective successors and assigns of the parties to this Agreement.

13. MODIFICATION OF AGREEMENT

Each of the Amalgamating Societies may, by resolution of their respective directors or by special resolution, assent to any alteration or modification of this Agreement, including alterations or modifications of Schedule A or Schedule B, which may be necessary or desirable in the opinion of the respective directors or members, as the case may be, of each of the Amalgamating Societies passing such resolution, and all alterations and modifications so assented to shall be binding upon the Amalgamating Societies.

14. EXECUTION AND DELIVERY

Each of the Amalgamating Societies agrees to do, execute and deliver, and cause to be done, executed and delivered, all such further acts, deeds, documents and instruments as are necessary or desirable to give full force and effect to this Agreement.

15. COUNTERPARTS

This Agreement may be executed by the parties in one or more counterparts and transmitted by telecopy or other electronic means, and if so executed and transmitted this Agreement will be for all purposes as effective as if the parties had executed and delivered a single original Agreement.

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the date first above written.

**ASSOCIATION OF NURSES AND NURSE
PRACTITIONERS OF BRITISH COLUMBIA**

Per: _____

Name:

Title:

I/We have the authority to bind the society

**BRITISH COLUMBIA NURSE
PRACTITIONER ASSOCIATION**

By: _____

Name:

Title:

I/We have the authority to bind the society

SCHEDULE A
CONSTITUTION

[See attached.]

SOCIETIES ACT (BRITISH COLUMBIA)

ASSOCIATION OF NURSES AND NURSE PRACTITIONERS OF BRITISH COLUMBIA

CONSTITUTION

The name of the Society is Association of Nurses and Nurse Practitioners of British Columbia.

The purposes of the Society are:

- (a) to establish a professional organization for all nursing professions within British Columbia;
- (b) to promote excellence in nursing practice, education, research, leadership and policy;
- (c) to provide a provincial voice and forum for all nursing professionals to contribute to advancing the health of British Columbians through participation in the development of health and social policy;
- (d) to establish a professional organization that supports and advances the role of nursing professionals in providing accessible, efficient and effective health care that meets the highest standards;
- (e) to collaborate with other professional nursing organizations provincially and nationally;
- (f) to foster inter and intraprofessional consultation and collaboration among nursing professionals and other health care providers; and
- (g) to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Association.

SCHEDULE B

BYLAWS

[See attached.]