

NNPBC's Relationship with the LPNABC

Nurses and Nurse Practitioners of BC (NNPBC) is disappointed that individuals and organizations are circulating uninformed and inaccurate rumours about why LPNABC is not part of NNPBC. Out of respect for our LPNABC Colleagues, NNPBC had intended to remain silent while allowing LPNABC the opportunity to resolve outstanding issues. However, in the face of erroneous information being publicly presented, NNPBC would like to clarify the following facts:

2014 – June 2018

- LPNABC was a valued member of the BC Coalition of Nursing Associations, which included representation from all four professional associations (ARNBC, BCNPA, LPNABC and ARPNBC) and was the impetus for establishing - Nurses and Nurse Practitioners of BC.
- BCCNA members, including LPNABC, signed a Memorandum of Understanding (June 13, 2016). This agreement did not mention a potential amalgamation, and in fact, implicitly states "Each member will continue to be separate organizations and remain accountable to its own members." The MOU was terminated with the formation of NNPBC.
- LPNABC had been a vital and important part of BCCNA's strategic plans for NNPBC and we are grateful for their partnership, leadership and collaboration.

July 2018

- LPNABC indicated they would like to hold an extraordinary meeting asking members to vote on amalgamation into NNPBC on July 26, 2018.
- Prior to this vote, and in preparation of the necessary documents the LPNABC would require, NNPBC's legal team reviewed the LPNABC Bylaws and provided notice to NNPBC that, "A society's official bylaws are the ones that have been approved by a special resolution of the members and filed with the B.C. Corporate Registry. The last bylaws of LPNABC were filed with the B.C. Corporate Registry on April 30, 2007 (the "Official Bylaws")."
- Since 2007, LPNABC's members have amended the bylaws, but no new or amended bylaws were filed with the B.C. Corporate Registry.
- This was a significant concern for the newly forming association, because in an amalgamation, the existing societies are dissolved and the newly formed association assumes its liabilities.
- Previously history, in a similar situation, has led us to understand that there is a high risk of a lawsuit being brought against LPNABC for these inconsistencies – a lawsuit that if amalgamation occurs, would be the responsibility of NNPBC.
- Amalgamation was no longer an option for LPNABC. Instead individual directors of LPNABC were offered an opportunity to join the LPN Council of NNPBC, which was the same position they would have held after an amalgamation.
- The directors were not asked to abandon their position as directors of LPNABC.
- If LPNABC Directors chose to move forward as LPN Councillors of NNPBC, they were asked to take steps to dissolve LPNABC either by a membership vote or by not filing a transition application under the Societies Act (both of these options are consistent with the Societies Act and LPNABC's bylaws).

- This proposal was reasonable given the timeline and was the same method that was being used to establish another NNPBC Council.
- The majority of the LPNABC Directors chose to remain with LPNABC and continue to move the organization forward.
- Two of the Directors of LPNABC resigned from LPNABC and have taken positions on the LPN Council and the NNPBC Board of Directors. In addition, three highly respected LPN leaders have joined the LPN Council.
- We were disappointed that the other LPNABC Directors chose to remain with and sustain LPNABC, but NNPBC accepted their decision and have moved forward to create an LPN Council consistent with NNPBC Bylaws and to ensure the LPN voice and perspective is part of NNPBC going forward.

August 2018

- LPNABC held its AGM in July and elected/appointed their new board. However, as this was done prior to the filing of new Bylaws, NNPBC has strongly recommended the LPNABC seek legal advice to ensure they have met the criteria for compliance.
- Although LPNABC may become fully compliant with their Bylaws and the Societies Act, there is still a lengthy 'statute of limitations' throughout which another organization could choose to sue LPNABC for mistakes of the past.
- Therefore, for the foreseeable future, LPNABC as an organization, will not be able to amalgamate with NNPBC as this would be an unreasonable risk for the new Association. We regret that the nursing environment in B.C. is a litigious one, and we will make every effort to avoid opening the NNPBC up to significant risk.
- NNPBC will have no further comment or take any further action on LPNABC's Bylaws or legal situation.

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