



International Council of Nurses

CONSTITUTION

(amended in 2021)

ICN CONSTITUTION

PREAMBLE

The International Council of Nurses, founded in 1899, is an independent, non-partisan¹ non-governmental federation of national nurses' associations*.

Through this Constitution, ICN states its purpose and objectives, and describes the relationship with its members.

For further guidance on the implementation of objectives and detail of operational relationships, reference should be made to the relevant strategic and operational governance policies.

¹ All words, phrases and initials that are starred with an asterisk (*) are defined in the ICN Official Definitions to the Constitution, which form part of this Constitution.

In this document the singular serves also for the plural, and the feminine for the masculine according to the required context.

I. GENERAL PROVISIONS

ARTICLE 1 TITLE AND SITE

The title of this Federation shall be International Council of Nurses (hereafter called ICN) whose headquarters are located in Geneva, Switzerland.

ARTICLE 2 DESCRIPTION

The ICN is a federation of national nurses' associations* which are in compliance with this Constitution and have been formally admitted* into membership ICN is a not-for-profit, voluntary organisation. ICN functions under a policy of non-discrimination*.

II. PURPOSE AND OBJECTIVES

ARTICLE 3 PURPOSE

The purpose of ICN is to represent nurses worldwide and to be the voice of nursing internationally.

ARTICLE 4 OBJECTIVES

1. To influence nursing, health and social policy, professional and socio-economic standards world-wide.
2. To assist national nurses' associations* (NNAs) to improve the standards of nursing and the competence of nurses.
3. To promote the development of strong national nurses' associations*.
4. To represent nurses and nursing internationally.
5. To establish, receive and manage funds and trusts which contribute to the advancement of nursing and of ICN.

ARTICLE 5 ICN LANGUAGES

The official language of ICN is English. The working languages are English, French and Spanish.

1. For ICN purposes, the term official language shall mean the language in which:
 - a) ICN files and legal instruments are kept; (should any questions arise as to the meaning in translated documents, the meaning in the text written in the official language shall prevail).
 - b) Meetings of the ICN committees and advisory groups are conducted.
2. For ICN purposes the term working language shall mean the languages:
 - a) In which documents for the Council of National Nursing Association Representatives (CNR) meetings and to member associations are translated.
 - b) For which interpretation into and from one or all of the working languages is provided at CNR meetings as well as major and selected Congress programmes.
 - c) Used in correspondence with and from ICN member associations.

III. MEMBERSHIP

ARTICLE 6 DEFINITION OF NURSE FOR MEMBERSHIP PURPOSES

A nurse is a person who has completed a nursing education programme and is qualified and authorised in her country* to practise as a nurse.

ARTICLE 7 CRITERIA AND CATEGORIES FOR MEMBERSHIP

1. There are currently two categories of membership:
 - i.* Alliance – Under this category, national nursing groups in the country decide to form a new national nursing organisation for international purposes. Banded together in an international alliance, the Alliance becomes the full ICN member. The Alliance determines its own makeup and may include national generalist and specialist groups.
 - ii.* Traditional – Under this category there is normally only one full NNA per country and this is the most representative generalist nursing organisation in the country. In the case where the association represents less than 6% of nurses in the country additional full ICN members, that comply with the requirements of size* and also comply with the requirements for a National Nurses' Association*, may also join.
2. Within a country*, normally one national nurses' association* may become a full member of ICN provided that:
 - a) Its constitution, regulations, rules and practices are not in conflict with Article 2, or with the purpose and objectives of ICN, as set out in Articles 3 and 4 of the ICN Constitution.
 - b) If the association is a section of a health workers' organisation, the section has its own separate regulations which are not in conflict with Article 2 or with the purpose and objectives of ICN.
 - c) The association or unit is controlled* by nurses gaining its authority from its members, and speaks on nursing matters.
 - d) Among those seeking ICN membership:
 - i.* the association is the most representative* of nurses in the country*, according to the ICN definition of nurse (Article 6) and the definition of most representative.

OR

 - ii.* the association complies with the requirements of size for an additional member in those countries where the existing member (s) represent less than 6% of nurses in the country.

- e) The association is able to meet its financial obligation related to ICN dues.
3. The CNR may establish categories of membership as deemed appropriate and in the best interest of ICN. The rights and obligations as well as the dues for such categories of membership shall be as established by the CNR and formally recorded in the minutes of the relevant meeting.

ARTICLE 8 ADMISSION PROCEDURES

1. Any national nurses' association* which fulfils the criteria stated in Article 7, may apply for membership with ICN.
- a) Where all criteria set out in Article 7 are met, the NNA is accepted into membership by a mail ballot of the CNR.
 - b) Where there is no NNA from a given country* in membership of ICN and two or more NNAs meeting the criteria apply for membership of ICN, and where one of the NNAs represents more than 6% of Nurses the ICN Board will make a clear recommendation which will be voted upon by CNR in postal ballot.
2. An association is admitted to ICN following acceptance in accordance with Article 8.1, and payment of the initial dues as stated in Article 14.
3. In the event of a major structural change involving an NNA while still representing the same nurses, the ICN Board of Directors should analyse the situation and act as follows:
If all requirements for membership with ICN are met by the new entity wishing to assume the previous NNA's role, its application for transfer of membership with ICN shall be approved by the Board. If there are uncertainties about the status, the application shall be referred to CNR.

ARTICLE 9 RIGHTS AND OBLIGATIONS OF FULL MEMBER ASSOCIATIONS

1. To vote and to speak as part of the Council of National Nursing Association Representatives (CNR).
- a) Votes will be allocated according to a tiered progressive voting system
2. To nominate candidates for ICN elections and committees as requested by the Board.

3. To nominate candidates for ICN awards and scholarships as requested by the Board.
4. To send to the ICN Chief Executive Officer the names and addresses of all its officers immediately after their election or appointment.
5. To send to the ICN Chief Executive Officer a copy of its Constitution and Regulations in the legal language of the country* and in one of the three ICN working languages and details of all amendments thereto; a summary of the main principles and topics of all current national nursing practice legislation or other legal acts referring to nursing in the country*, within six months of their adoption.
6. To notify the ICN Chief Executive Officer on the number of its nurse members each year and forward to ICN its annual dues based on that membership.
7. To pay its full dues as outlined in Article 13 and 14.
8. To propose amendments to the ICN constitution.

ARTICLE 10 WITHDRAWAL FROM MEMBERSHIP

A member association not in arrears with its dues may withdraw its membership in ICN by giving written notice to the ICN Board of Directors by December 31, twelve months in advance of withdrawing. Any member association so withdrawing its membership in ICN shall receive formal acknowledgement of Board action. The association shall relinquish all rights and responsibilities of membership at the end of the twelve-month period following notice of withdrawal.

ARTICLE 11 SUSPENSION AND TERMINATION OF MEMBERSHIP

1. Any member association which fails to pay its dues in full (as defined in Article 14) for two successive years without reasonable explanation acceptable to the ICN Board of Directors, shall be formally notified in writing that its membership will be suspended unless payment is received within 90 days. The CNR shall be informed at its following meeting of any association whose membership has been so suspended.
2. The suspension period shall be limited for a maximum of two years. After this period, unless full dues have been paid, the association which has been suspended for failure to pay dues shall have its membership with ICN terminated and the CNR shall be informed.

3. In extraordinary circumstances* when a member association is unable to fulfil its obligations (Article 9), the Board of Directors shall study the specific case to decide the length of time and if such an association is to be considered a suspended member.
4. During the period of suspension, the association shall lose its rights (Article 9), unless the Board of Directors determines otherwise.
5. The suspension or termination of any member association may be recommended by the Board of Directors of those NNAs demonstrably violating the non-discrimination* policy of the ICN Constitution (Article 2) or no longer meeting the criteria for membership (Article 7).

ARTICLE 12 REINSTATEMENT AND/OR READMISSION PROCEDURES

1. a) An association which had its membership suspended by the Board for failure to pay dues, may have its membership reinstated. A governance policy of the ICN Board of Directors establishes the mechanism for the settlement of unpaid membership dues.

b) In the case of extraordinary circumstances* resulting in suspension of any association for more than 4 years it shall be reinstated without payment of back dues provided the NNA meets the criteria for membership and has paid one year's dues in advance.

c) The CNR shall be informed of NNAs thus reinstated to membership.
2. Following the withdrawal or termination the readmission process is the same as for admission (Article 8) and the considerations set out below.

a) An association which is not in arrears with its dues and has withdrawn on its own initiative from ICN membership, according to Article 10, may apply for readmission providing that it meets the criteria for membership and has not been replaced by another nursing organisation from that country*.

b) Where termination is related to non payment of dues, commencement of the readmission process is dependent on the complete or partial settlement of the unpaid membership dues and upon payment of the dues for the current year of reinstatement. A governance policy of the ICN board of Directors establishes the mechanism for the settlement of the unpaid membership dues.

IV. DUES

ARTICLE 13 DETERMINATION OF DUES

1. The annual dues for all member associations shall be based on the full membership (including life members*) and shall be stated in the currency of the country* of ICN headquarters.
2. Association membership count shall be based on the number of individuals meeting the definition of nurse as set out in Article 6.
3. The ICN annual dues shall be of such amount as shall be decided upon by the CNR acting on the recommendation of the Board of Directors.

ARTICLE 14 PAYMENT OF DUES

1. All dues shall be paid according to the ICN policies and established deadlines.
2. In the year of admission payment of dues for new member associations shall commence on the date of admission to ICN.

V. STATUTORY BODIES, ORGANISATIONS AND ACTIVITIES OF ICN

Section 1 Council of National Nursing Association Representatives

ARTICLE 15 DEFINITION

The Council of National Nursing Association Representatives (CNR) is the governing body of ICN.

ARTICLE 16 COMPOSITION

1. A National Nursing Association Representative is a nurse selected by the member association to be its representative, who may or may not be the president of that association, but who meets the ICN definition of nurse and is credentialed to represent the NNA. When a national nursing association representative is elected or appointed an officer or a member of the ICN Board of Directors that member association represented must provide a substitute to represent it in the CNR.

2. Any national nursing association representative may be represented by a proxy at meetings of the CNR but the proxy must:
 - a) Be a nurse who meets the ICN definition of nurse for membership purposes.
 - b) Be a member of the same member association as the national nursing association representative for whom the nurse is standing as proxy.
 - c) Present acceptable credentials in advance of the meeting from the member association to be represented by the proxy.
3. Members of the ICN Board of Directors shall participate in meetings of the CNR but shall not be entitled to vote. However, the President of ICN shall have the casting vote in the case of a tie except in the case of elections.
4. The technical adviser(s) accompanying the national nursing association representative of a member association may participate in meetings of the CNR but shall have no right to vote except when acting as the authorised proxy for the national nursing association representative (Ref. Article 16.2).

ARTICLE 17 FUNCTIONS

1. To provide policy direction to fulfil the objectives of ICN.
2. To establish categories of membership and determine their rights and obligations as well as dues.
3. To act upon recommendations of the Board of Directors relating to admission and readmission of member associations into ICN.
4. To receive and consider information from the Board regarding ICN activities since the last CNR.
5. To receive nominees for the Board and to elect the Board.
6. To act upon proposed amendments to the ICN Constitution.
7. To act upon recommendations of the Board of Directors for the amount of NNA dues.
8. To act through mail, written, or electronic communication on ICN business that requires immediate attention by the CNR between meetings.
9. To act upon recommendations for the dissolution of the ICN.

ARTICLE 18 MEETINGS

1. Meetings of the CNR shall be held every two years. NNAs shall be informed of the date and potential location at least 12 months in advance of the meeting. Meetings will be held in person or may be held virtually. In case of unforeseen circumstances, the Board may change date and location.
2. Special meetings of the CNR, either in person or virtual, shall be held as deemed advisable by the Board of Directors or as shall be called by the Board of Directors upon the written request made to the President of at least one-fifth of the member associations representing three ICN areas.
3. At meetings of the CNR the right to speak is limited to:
 - a) National full ICN member association Representatives and technical advisers from member associations, ICN Board of Directors and the ICN Chief Executive Officer.
 - b) Official observers, guests and staff present - speaking on the invitation of the presiding officer.
4. Except when either the President or the majority of the NNAs present request otherwise, voting at meetings of the CNR shall be by a show of hands, electronic or any other reliable means.
5. The decisions are made by majority vote except for cases provided for under article 35.1. A majority vote shall consist of more than one-half of the votes cast by the members of the CNR who are both present and voting. For virtual meetings, being present requires the NNA to have an appropriate representative participate in the virtual meeting following the instructions provided by the Secretariat. Abstentions shall be excluded from the total from which the majority is calculated.

Section 2 ICN Areas

ARTICLE 19 AREAS OF ICN

ICN Areas are created for organisational purposes and for nominations to the ICN Board of Directors. The areas and their delineation are established by CNR.

ARTICLE 20 MODIFICATION OF AREAS – REPEALED

Section 3 Board of Directors

ARTICLE 21 DEFINITION

The ICN Board of Directors serves as the agent of the CNR in the intervals between its meetings and carries out other functions as defined in this Constitution.

ARTICLE 22 COMPOSITION

The Board of Directors shall consist of the President and members elected on an area basis. Members of the board, including the President, must be nurses and must remain members in good standing in an ICN member association.

ARTICLE 23 EXECUTIVE COMMITTEE

The President and not less than three Vice-Presidents shall constitute the Executive Committee of the Board.

ARTICLE 24 SPECIFIC FUNCTIONS OF THE PRESIDENT AND THE VICE-PRESIDENTS

1. The President shall be the chairperson of the Board of Directors and an "ex-officio" member of all committees. The President shall preside over all meetings of the CNR and the Board of Directors and shall work closely with the Chief Executive Officer in conducting the affairs of ICN.
2. The President and three Vice-Presidents shall serve as an Executive Committee of the Board of Directors to transact business between Board meetings and make recommendations to the Board on strategic priorities and financial matters. Such transactions shall be reported at the next regular meeting of the Board.

ARTICLE 25 FUNCTIONS OF THE BOARD OF DIRECTORS

1. To establish and carry out policies including those adopted by CNR.
2. To recommend to the CNR admission and readmission of member associations and to report on problems associated with eligibility related to member associations.

3. To suspend, terminate and reinstate member associations as appropriate and report the outcome to CNR.
4. To consider and present to the CNR proposed amendments to the ICN Constitution.
5. To appoint committees and to receive and take action on reports from the committees.
6. To provide for the establishment and maintenance of ICN headquarters.
7. To appoint a Chief Executive Officer and determine conditions of employment.
8. To appoint not less than two nor more than four Trustees, two of whom shall be the President and Chief Executive Officer in whom the properties of ICN shall be vested.
9. To decide on the host association and the venue of the CNR biennial meetings and the ICN biennial congress/conference and report outcomes to the CNR.
10. To establish and monitor financial policies including budgets and controls.
11. To recommend to the CNR the amount of ICN dues for member associations.
12. To carry out all such other actions as may be needed to attain or sustain achievement of ICN objectives.

ARTICLE 26 VACANCIES

In the event of a vacancy and/or inability to serve the position shall be filled in the following manner:

- a) In the case of the President's absence or inability to serve, the President's functions shall be assumed by the First Vice President until the next election.
- b) In the case of the Vice Presidents, the Board shall elect a member from among their ranks as Vice-President until next elections using the process outlined in Article 34.3.
- c) In the case of members of the Board, a vacancy shall be filled, only if it occurs in the first half of the term of office. The unelected candidate from the same area who received the

highest number of votes shall be appointed to the vacant position by the Board of Directors. In the event of there being no unelected candidate for area member, the Board of Directors shall fill the vacancy following consultation with member associations in the area in which the vacancy occurred.

ARTICLE 27 MEETINGS

1. Regular meetings of the Board of Directors shall be held at least once annually.
2. Special meetings of the Board of Directors shall be held on the decision of the President, or upon the written request of at least one-third of the members of the Board of Directors.
3. Members of the Board of Directors who are absent from three consecutive Board meetings during a term of office shall no longer be considered members of the Board of Directors and shall be so advised in writing.
4. Business which requires immediate action may be conducted by mail, or any means of telecommunication.

Section 4 Committees of the Board

ARTICLE 28 DEFINITION

The Board may from time to time appoint a committee(s) for specific purposes. Suggestions for nurse membership of such committees may be solicited from member NNAs.

Section 5 Chief Executive Officer

ARTICLE 29 DEFINITION

The Chief Executive Officer shall be a nurse and a member of a national nurses' association* in full membership with ICN and be appointed by the ICN Board of Directors to serve as the Chief Executive Officer and as the Secretary to the Board.

ARTICLE 30 ACCOUNTABILITY

The Chief Executive Officer shall be accountable to the Board of Directors and be responsible for the general management of the staff and the implementation of ICN projects and programmes according to the policies established by the CNR and the Board.

Section 6 Audit and Risk Committee

ARTICLE 30B AUDIT AND RISK COMMITTEE

The function of the Audit and Risk Committee is:

- 1) To provide the Board oversight of the effectiveness of the organization's risk management, internal control and compliance system.
- 2) To oversee the organization's relationship with the ICN selected external auditor, respectively to assess their qualifications, performance, charged fees and independence.
- 3) To assess the accuracy, adequacy and integrity of financial and nonfinancial statements.
- 4) To report its results at least annually to the Board for information and action, and to send an annual report of work completed by the ARC to all NNAs in years between CNR.
- 5) To report its results to the President for the next regularly scheduled CNR meeting and to recommend if the Board has discharged its responsibilities.

The Audit and Risk Committee is an autonomous body which shall fulfil its duties in independence and impartiality from CNR, the Board and ICN Staff.

VI. NOMINATIONS AND ELECTIONS

ARTICLE 31 NOMINATIONS

1. Member associations may nominate one candidate for President and one candidate as a member of the Board of Directors for and from the ICN area.
2. No person may be nominated for more than one position on the ballot in the same election.
3. At least 16 months prior to the completion of a quadrennial term of office, nomination forms shall be sent by the Chief Executive Officer to each member association.

ARTICLE 32 ELECTIONS

1. CNR members elect the President from among the nominated persons.
2. CNR elects the members of the Board according to the numbers of the seats allocated to each area. The following criteria shall be used:
 - (a) Each area with less than 10% of the total ICN membership would have one member on the Board.
 - (b) Each area representing 10-20% of the total ICN membership is entitled to two members on the Board.
 - (c) Each area representing more than 20% of the total ICN membership is entitled to three members on the Board.
 - (d) No area shall have more than 3 members on the Board.
 - (e) In areas with more than one member on the board, the board members will be allocated in accordance to the ICN sub-areas.
 - (f) Before each quadrennial election an adjustment must be made according to the membership census.
3. The President is not considered in this count and can come from any area.

ARTICLE 33 TERMS OF OFFICE

1. A Board member who has served for one or two four-year terms is still eligible for election as President.
2. A Board member shall serve a four year term of office with the right of re-election for one further four year term, consecutively or non consecutively.
3. Where a Board member has served part of a term this will be counted, for re-election eligibility purposes, as a whole term.
4. The President shall serve a four year term of office and shall not be eligible for re-election, either as President or to any other Board position.

ARTICLE 34 VOTING / QUORUM

1. Every four years, the CNR shall elect the President and the other members of the Board of Directors who shall serve until the end of the CNR at which their successors are elected.
2. Voting for the President and members of the Board of Directors shall be by secret ballot at the CNR. Each national nursing association representative or her proxy shall be entitled to cast their votes in all sections of the ballot.
3. The three Vice-Presidents shall be elected by secret ballot of the Board from among the Board members. The three nominees having received the highest number of votes shall be declared the First Vice-President, Second Vice-President and Third Vice-President, according to the numerical order of votes received. The Vice-Presidents must be from different ICN areas.
4. The persons elected shall be those receiving the highest number of votes in the appropriate section of the ballot.
5. In the event of more than one person receiving an equal number of votes for any particular position, a second ballot shall be taken, restricted to those nominees who are tied. If any tie votes recur on the second ballot, voting shall continue until the tie is broken.
6. Any secret ballot papers shall be retained for a period of six months after which they shall be destroyed.
7. A quorum, unless otherwise provided by this Constitution, for the transaction of business and meetings shall be:

- a) Council of National Nursing Association Representatives: one third of the total number of associations in good standing.
- b) Board of Directors: two members of the Executive Committee and six Board of Directors members.
- c) Executive Committee: three members of the Executive Committee.

VII. FINAL PROVISIONS

ARTICLE 35 AMENDMENTS

- 1. This Constitution may be amended at any meeting of the CNR by a two-thirds majority vote of the votes cast by the members of the CNR who are both present and voting.
- 2. Proposed amendments/potential changes may be submitted to the CNR by the Board of Directors, and by the member associations.
- 3. All proposed amendments/potential changes shall be at ICN headquarters at least 12 months before the next meeting of the CNR.

ARTICLE 36 DISSOLUTION OF THE INTERNATIONAL COUNCIL OF NURSES

- 1. The International Council of Nurses may be dissolved at a regular, interim or special meeting of the CNR, provided:
 - a) That a recommendation to the effect is presented in writing to the Board of Directors by one-third of the member associations drawn from a majority of the ICN areas.
 - b) That a minimum of one year's notice of the recommendation is received by member associations.
 - c) That at least three-fourths of the member associations are present.
 - d) That at least two-thirds of the member associations present at the meeting vote in favour of the dissolution of the organisation.

2. In the case of dissolution, after full payment of debts (including employees' salaries and indemnifications to ICN personnel, ICN Board members and Committee members) the net assets of the organisation shall be allocated to one or several public law institutions and/or collectivities operating in similar fields of activity and also benefiting tax-exempt status. Under the Swiss law, the assets may not, under any circumstances, be returned to the founding individuals or to the members, nor may they be used for their benefit, in whole or in part, or in any manner whatsoever. Public law institutions and/or collectivities shall be selected by ICN and approved by at least one-third of the members present at the CNR meeting.

ARTICLE 37 APPLICABLE LAW

The International Council of Nurses is governed by Swiss Law and by the present Constitution.

On matters not covered by the Constitution, article 60 et seq of the Swiss Civil Code shall apply, including the legal appeal process.

VIII. TRANSITIONAL PROVISIONS

ARTICLE 38 MEMBERSHIP BY COLLABORATION CATEGORY

National Nursing Associations who have obtained their membership under the Collaboration category remain allowed to use this model with the same rights and duties as previously to the deletion of this model in Article 7. Under this category, there is one full ICN member with the associated rights and responsibilities. However, it speaks from the informed perspective of the input of the selected national nursing collaboration groups. The full NNA members selects national generalist and specialist groups with whom it wishes to collaborate on international issues and establishes national operating rules for doing so. The full ICN member seeks input from the collaborating organisations prior to forming its position on international issues.

ICN OFFICIAL DEFINITIONS TO THE CONSTITUTION

Controlled by nurses

Nurses have the authority to direct and make decisions on all nursing matters within the association/unit.

Country

Any state or customs territory that can exercise exclusive legal and regulatory authority with internal autonomy. In situations where the “country” status may be in question, or where there is a change in status, a recommendation on action will be forwarded to the CNR by the Board of Directors.

Extraordinary Circumstances

Circumstances affecting an NNA not able to be predicted, planned for, or controlled.

Formally Admitted

When an applicant organisation has completed the application process, CNR has accepted the organisation into membership by either postal ballot or by secret ballot and the organisation has paid their dues.

ICN Year

The ICN year is 1st January to 31st December.

Life Members

Nurses who pay an amount of dues in advance and become NNA’s life members.

Most Representative

The following factors shall be collectively taken into account when determining which NNA is the most representative among those seeking ICN membership:

- In accord with ICN’s policy, purpose and objectives.
- Number and categories of nurses represented in the organisation.
- Geographic distribution of membership within the country*.
- Range of work settings, sectors and clinical fields.
- Range of services and programmes offered by the organisation, e.g. professional, socio-economic, educational.

- Relationship/recognition of the organisation by/to the government and the public.

National Nurses' Association

Is an entity with generalist nurse members that can be a national organisation of nursing personnel*, or a national federation of nurses' organisations, or a separate nurses' section/chapter within an organisation of healthcare workers where the organisation has members across the geography of the country. In this document National Nurses' Association is synonymous with National Nursing Organisations.

Non Discrimination

Treats all members and applicant members in a fair, equal and impartial manner and will provide reasons for the basis of its decision making.

Non Partisan

Not controlled or influenced by, or supporting, any single political party.

Nursing Personnel

The range of personnel, irrespective of statutory regulation, engaged in nursing care functions in clinical, academic, supervisory, consultative, primary or auxiliary roles.

Requirement for size

For the inclusion of additional National Nurses' Association ICN has set progressively higher targets for any new members. The first additional member must be at least the same size +10%, and thereafter additional members must have a combined size of the existing members plus 50%. This places a limit on the number of additional associations that can come from a particular country.