

Doctors Manitoba
BY-LAW NO. 1

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ARTICLE 1.0 NAME

- 1.1 The Manitoba Medical Association may carry on business and operate as “Doctors Manitoba”. The Head Office of Doctors Manitoba shall be situated in the City of Winnipeg, in the Province of Manitoba, and at such place therein as the Board of Directors from time to time may determine. The Board of Directors may establish other offices at such places as the affairs of Doctors Manitoba may require.

ARTICLE 2.0 AIMS & OBJECTIVES

- 2.1 To strengthen and support the whole physician, including economic, professional, physical, and mental well-being, and to ensure members have the support and resources they need to thrive and succeed through negotiations, advocacy, communications, and the delivery of programs and services.

ARTICLE 3.0 CODE OF ETHICS

- 3.1 The Code of Ethics of the Canadian Medical Association shall be the Code of Ethics of Doctors Manitoba. Membership in Doctors Manitoba shall imply acceptance of the Code of Ethics as a guide to ethical conduct.

ARTICLE 4.0 MEMBERSHIP

- 4.1 The Board of Directors shall determine Doctors Manitoba membership categories, which shall include medical practitioners, physician residents, medical students and retired physicians. Each member of Doctors Manitoba (“Member”) shall have full voting rights at the Annual General Meeting and any Special Meeting.
- 4.2 Each Member shall pay fees in the amount and within timelines as determined by the Board of Directors and in accordance with the Membership Fees Policy.
- 4.3 The Board of Directors may suspend from membership any Member who has not paid the applicable fees as determined. Suspension from membership does not affect the Member’s financial liability to Doctors Manitoba.
- 4.4 Any Member convicted of an offence that results in their name being removed or suspended from the register of any provincial medical regulatory/licensing authority may have his or her voting and membership rights suspended or terminated, at the discretion of Doctors Manitoba staff. The member may continue participation in the insurance program providing membership fees are paid in full, at the discretion of Doctors Manitoba staff.
- 4.5 Each Member agrees to be governed by the By-laws by accepting membership in Doctors Manitoba.
- 4.6 Each Member agrees to provide Doctors Manitoba with a current and active e-mail address for the purpose of receiving required notices, including notices of renewal, the Annual General Meeting, special meetings, nominations and elections, the ratification of Master Agreements and other agreements, and rebates. The sending of any such notice to the e-mail address provided shall be considered notice to the Member.

ARTICLE 5.0 MEDICAL DISTRICTS

- 5.1 The following Medical Districts shall be established for the purpose of governance of Doctors Manitoba:
- 5.1.1 Winnipeg Family Physicians Medical District (3 positions)
 - 5.1.2 Health Sciences Centre Specialists Medical District
 - 5.1.3 St. Boniface General Hospital Specialists Medical District
 - 5.1.4 Winnipeg Community Specialists Medical District
 - 5.1.5 Northern Medical District
 - 5.1.6 Parkland-Assiniboine Medical District
 - 5.1.7 Brandon Medical District
 - 5.1.8 Interlake-Eastern Medical District
 - 5.1.9 Southern Medical District
- 5.2 Each Member, except a Member who is a medical student or physician resident, shall register in a Medical District.
- 5.3 Each Medical District shall consist of those Members who are registered in that specific Medical District.
- 5.4 Subject to Article 5.1.1, each Medical District shall elect one representative to the Board of Directors of Doctors Manitoba.
- 5.5 The geographical boundaries of each Medical District are described in Appendix "A", which is attached hereto and forms part of the By-laws.

ARTICLE 6.0 ELECTION OF MEDICAL DISTRICT REPRESENTATIVES

- 6.1 A Member may vote in an election with respect to, and be nominated to represent, the Medical District in which the Member is registered and in accordance with the Voting and Election Policy.
- 6.2 The Chief Executive Officer of Doctors Manitoba shall send a written call to all Members registered in a Medical District for nominations for the position of Medical District representative to the Board of Directors. Nominations for the position must be submitted to the Chief Executive Officer of Doctors Manitoba within thirty (30) calendar days.
- 6.3 If a single nomination for a Medical District other than the Winnipeg Family Physicians Medical District, or three or less nominations for the Winnipeg Family Physicians Medical District, is/are received prior to the deadline to submit written nominations, the Chief Executive Officer shall declare the nominee(s) elected by acclamation.
- 6.4 If two or more nominations for a Medical District other than the Winnipeg Family Physicians Medical District, or four or more nominations for the Winnipeg Family Physicians Medical District, are received prior to the deadline to submit written nominations, the Members of that Medical District shall elect one representative(s) by secret ballot in accordance with the Voting and Election Policy.

- 6.5 In any election in which all or some Members are eligible to vote, including elections for Medical Districts pursuant to Article 6.0 and elections for President-Elect pursuant to Article 12.0:
- (a) the Board shall appoint a Returning Officer with respect to the conduct and the certification of the vote, and each candidate may appoint a scrutineer to observe the conduct and the certification of the vote;
 - (b) upon the conclusion of any election pursuant to Article 6.0, the Chief Executive Officer shall promptly inform the candidates of the results and communicate the results to Members; and
 - (c) if there is a tie vote the Returning Officer shall approach the candidates who are tied to determine whether they can agree on the candidate to take the position and, if they cannot agree, another election will be held among the candidates who are tied in accordance with the Voting and Election Policy.

ARTICLE 7.0 SECTIONS

- 7.1 Subject to the approval of the Board of Directors, Members of Doctors Manitoba may organize a Section for the purpose of:
- a) Advocating for the benefit of the Association on any matter that concerns the Section; and
 - b) Providing advice as requested for Doctors Manitoba staff.
- 7.2 An application to create a Section shall be filed with the Chief Executive Officer and considered at the next meeting of the Board of Directors. The Board of Directors may deny the application, grant the application, grant the application on such conditions or with such variations as it deems appropriate, or postpone the consideration of the application until such time as it has gathered all relevant facts.
- 7.3 Any Section or other affiliated body whose purpose pertains to the same or related subject matter of a proposed new Section shall be given notice of the application and an opportunity to submit information to the Board of Directors, in a form directed by the Board of Directors at its discretion.
- 7.4 Each Section shall elect a Chair, a Secretary and any other Officers approved by the Board of Directors of Doctors Manitoba. An Officer shall hold office until the Officer's respective successor is elected. The Chair of the Section shall notify the Chief Executive Officer of the name of each Officer immediately following election. The Chair or the Chair's delegate shall preside at all meetings of the Section.
- 7.5 The Secretary shall record the proceedings of the Section meetings and shall promptly provide a copy to the Chief Executive Officer.
- 7.6 A Section shall hold an Annual General Meeting each calendar year, at the call of the Chair. If the Chair does not call an Annual General Meeting as required, the Board of Directors of Doctors Manitoba may do so at its discretion.

7.7 A Section:

- a) may apply to the Board of Directors of Doctors Manitoba for a grant of funds;
- b) shall confine its activities to such areas that do not conflict with another Section or with Doctors Manitoba;
- c) shall not negotiate or make agreements with outside bodies on their own behalf or on behalf of Doctors Manitoba;
- d) shall not adopt rules and/or regulations that, at the discretion of the Board of Directors of Doctors Manitoba, conflict with the By-laws or policies or interests of Doctors Manitoba;
- e) shall not speak for, or on behalf of, Doctors Manitoba unless the Board of Directors approves a resolution providing the Section with specific and limited authority to do so;
- f) shall submit the report of any study conducted by a Section to the Board of Directors, which shall at its discretion determine the proper use of the report.

7.8 The Board of Directors may at its discretion dissolve a Section. The Section may be revived only by a new application for recognition.

ARTICLE 8.0 THE BOARD OF DIRECTORS

8.1 The Board of Directors shall consist of:

- a) President;
- b) President-Elect;
- c) Immediate Past-President;
- d) Honourary Treasurer;
- e) Honourary Secretary;
- f) one elected representative from each Medical District other than the Winnipeg Family Physicians Medical District;
- g) three elected representatives from the Winnipeg Family Physicians Medical District;
- h) one physician Member appointed by the University Medical Group ('UMG');
- i) one physician resident Member appointed by the Professional Association of Residents and Interns of Manitoba ('PARIM');
- j) one medical student Member appointed by the Manitoba Medical Students' Association ('MMSA'); and
- k) Chief Executive Officer of Doctors Manitoba (ex-officio member without voting rights).

8.2 Guests (including the Canadian Medical Association representative) can be invited to attend Board meetings at the discretion of the Board of Directors. Guests do not have voting rights.

8.3 The Board of Directors shall elect from the representatives of the Medical Districts the Honourary Treasurer and the Honourary Secretary to each serve for a term of one year. The Honourary Treasurer and the Honourary Secretary shall each remain in office until re-elected or replaced by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting.

8.4 Each member of the Board of Directors shall have one vote.

- 8.5 The President shall serve a term of one year.
- 8.6 The President-Elect shall be elected in accordance with articles 12.10, 12.11, and 12.12. The President-Elect shall be announced at the Annual General Meeting. At the next Annual General Meeting after being elected President-Elect, the President-Elect shall be installed and assume the position of President during a ceremony following the adjournment of that Annual General Meeting.
- 8.7 In the event that the President-Elect is unable to assume their duties as President, then the outgoing President shall be permitted to seek an additional one-year term as President by election of the Members of Doctors Manitoba. If the outgoing President serves an additional one-year term, the outgoing Immediate Past-President shall be permitted to serve an additional one-year term.
- 8.8 The President, President-Elect and Immediate Past-President shall not also represent a Medical District.
- 8.9 Any Past-President may be elected to the Board of Directors more than four years after their term as Immediate Past-President expires, but shall not be eligible to hold the office of President-Elect or President again.
- 8.10 A Medical District representative shall serve a term of two years and may be re-elected for further term(s) but shall not serve more than three consecutive terms.
- 8.11 The physician Member for UMG specified in Article 8.1(G) shall serve a term of two years and may be re-appointed for further term(s) but shall not serve more than three consecutive terms.
- 8.12 The physician resident Member specified in Article 8.1(H) and medical student Member specified in Article 8.1(I) shall each serve a term of one year and may be re-appointed for further term(s) but shall not serve more than three consecutive terms.

ARTICLE 9.0 DUTIES OF THE BOARD OF DIRECTORS

- 9.1 The Board of Directors shall be responsible for the affairs of Doctors Manitoba. The Board of Directors shall direct and integrate the work of all Committees as outlined in Article 14.0 and may, after study of any reports of Committees, make comments and recommendations on such reports to the Annual General Meeting and submit a comprehensive report to the next Annual General Meeting for discussion.
- 9.2 The Board shall be responsible to consider the views and wishes of the membership including:
 - a) Working to ensure the Board and Committees are representative of Member diversity, including personal and professional attributes including but not limited to geography (location of practice), practice focus such as family practice or speciality, gender, race, ethnicity, and race; and
 - b) Seeking Member feedback and advice to guide Board decision-making.

9.3 To meet the obligation described in this Article, the Board shall:

- a) Assess how the Board and Committees reflect Member diversity including currently or traditionally underrepresented groups;
- b) Provide a report to the Annual General Meeting which includes an assessment of Board and Committee diversity and inclusion;
- c) Update this assessment in any call for nominations or appointments to the Board or Committees, and include in the call for nominations a statement inviting nominations from underrepresented groups; and
- d) Update this assessment in any Medical District election to help inform District members in advance of their vote.

9.4 Each member of the Board of Directors shall be bound by the Doctors Manitoba Code of Conduct.

9.5 The Board of Directors shall:

- a) represent Doctors Manitoba in negotiations with outside agencies and may delegate this responsibility at its discretion;
- b) be responsible for the appointment of the Chief Executive Officer, designate their duties and fix their remuneration;
- c) be responsible for all official communications of Doctors Manitoba and of all published proceedings, transactions, memoirs, essays, papers and programs and may delegate this responsibility at its discretion;
- d) prepare a budget for the ensuing fiscal year that will reflect, insofar as possible, the authorized expenditure funds for all activities of Doctors Manitoba and contain a contingency for new commitments that may be subsequently authorized;
- e) appoint an Auditor and shall have the accounts of the Honourary Treasurer audited annually or more often if desirable and make an annual report on the audited accounts to the Annual General Meeting;
- f) at its discretion, require Doctors Manitoba to have a policy on payment of expenses and honorariums to any Member for legitimate expenses incurred during activities (including meetings) on behalf of Doctors Manitoba;
- g) delegate matters to the Executive for decision and action at its discretion;
- h) assess and develop the expertise of Board Directors through education and mentorship;
- i) seek technical or specialized advice to support the Board's duties and decision-making where appropriate;
- j) invite any Member to attend a Board of Directors meeting at its discretion;
- k) appoint Members to the Standing and Special Committees, whom shall hold office for the Association Year;
- l) name representatives to outside bodies, whom shall hold office for the Association Year; and
- m) provide regular updates to Members on important developments, issues and decisions.

9.6 Any Board Director who ceases to practice primarily in the Province of Manitoba must immediately notify the President in writing and resign as a Board Director.

9.7 Any Medical District representative who ceases to practice primarily in the Medical District they represent, must immediately notify the President in writing.

- 9.8 Any Director who fails to meet their fiduciary duties or requirements set out in the By-Laws or policies, or who violates the Code of Conduct or Conflict of Interest Rules, may be subject to disciplinary action up to and including removal as a Director as set out in the Code of Conduct.
- 9.9 The President shall be concerned with, and responsible for, the broad, general policies of Doctors Manitoba under the direction of the Board of Directors and shall perform all such duties related thereto. The President shall represent Doctors Manitoba at functions or delegate another Board member to do so. The President shall submit a comprehensive report of the activities of the Board of Directors to, and deliver an address at, the Annual General Meeting. The President shall be an ex-officio member of all Committees and Sections of Doctors Manitoba.
- 9.10 The President-Elect shall assist the President in the performance of their duties and shall perform the duties of the President in their absence.
- 9.11 The Immediate Past-President shall assist the President in the performance of their duties and shall chair the Governance and Human Resources Committee.
- 9.12 The Honourary Treasurer shall Chair the Finance, Audit & Risk Committee, and perform such other duties as may be required by Doctors Manitoba or the President.
- 9.13 The Honourary Secretary shall authenticate minutes, resolutions, or other documents prepared by Doctors Manitoba upon request, serve as a member of the Finance, Audit & Risk Committee, and perform such other duties as may be required by Doctors Manitoba or the President.
- 9.14 The Chief Executive Officer shall be appointed by the Board of Directors and shall remain in office at the discretion of the Board of Directors. The Chief Executive Officer shall carry out such duties in order to fulfill the strategic plan as assigned by the Board of Directors including the supervision of all properties and of all financial affairs of the Association. The Chief Executive Officer shall be an ex-officio member of all Committees and Sections. and have no voting power. The Chief Executive Officer shall notify each Member of the time and place of all Annual General Meetings and Special Meetings by electronic means or otherwise. The Chief Executive Officer shall keep the minutes of the Annual General Meeting and of meetings of the Board of Directors. The Board of Directors may also require the Chief Executive Officer to provide to the Board the terms of reference of any operational or Special Committees that are created. The Chief Executive Officer shall notify the Executive and members of Committees of their appointments and their duties in connection therewith. The Chief Executive Officer shall publish the official program of each Annual General Meeting. All legitimate expenses shall be paid out of the funds of Doctors Manitoba and the Chief Executive Officer shall receive remuneration to be determined at the discretion of the Board of Directors.
- 9.15 The Board of Directors shall meet from time to time either at the call of the President or at the written request of any three voting members of the Board of Directors.

- 9.16 The Past President shall be appointed the Chair of the Board of Directors. Should the Past President be unable to serve at a Board Meeting, the President may appoint any other member of the Board of Directors except the Chief Executive Officer to act as the interim Chair of the Board of Directors for the meeting, subject to the ratification of the Board of Directors.
- 9.17 The Chair of the Board of Directors shall not vote other than in the event of a tie.
- 9.18 Fifty percent (50%) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business by the Board.
- 9.19 Doctors Manitoba shall indemnify and save harmless each and every present and former member of the Board of Directors, as well as any Member who sits or who has sat on any duly constituted committee of Doctors Manitoba (each an "Indemnified Party"), and each of their respective heirs and legal representatives, harmless from and against all amounts, losses, costs, charges, damages, expenses of whatsoever nature or kind that become payable, including an amount paid to settle an action or satisfy a judgment, and including reasonable legal costs that are reasonably incurred by an Indemnified Party in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Party is made a party by reason of or arising out of the Indemnified Party holding or having held such position with Doctors Manitoba, provided that the Indemnified Party:
- a) acted honestly, ethically and in good faith with a view to the best interests of Doctors Manitoba; and
 - b) acted with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE 10.0 THE EXECUTIVE

- 10.1 The Executive of the Board of Directors shall consist of the:
- a) President;
 - b) President-Elect;
 - c) Immediate Past-President;
 - d) Honourary Treasurer;
 - e) Honourary Secretary;
 - f) Chief Executive Officer of Doctors Manitoba.
- 10.2 Each member of the Executive shall have one vote, except the Chief Executive Officer of Doctors Manitoba, whom shall not have a vote.
- 10.3 The President shall be the Chair of the Executive. The President may appoint any other member of the Executive other than the Chief Executive Officer to act as Chair, subject to ratification by the Executive.
- 10.4 The Chair of the Executive shall not vote other than in the event of a tie.
- 10.5 Fifty percent (50%) of the voting members of the Executive shall constitute a quorum for the transaction of business by the Executive.

ARTICLE 11.0 VACANCIES

- 11.1 In the case of vacancy on account of death, illness, resignation, or otherwise, in any office appointed by the Board of Directors or in the office of President, the Board of Directors shall appoint any eligible Member of the Board of Directors to take the place of the vacancy on an interim basis for the remainder of the term upon considering the recommendation of the Governance & Human Resources Committee.
- 11.2 In the case of a vacancy on account of death, illness, resignation, or otherwise, in any office elected by the Board of Directors, the vacancy shall be filled by election of the Board of Directors in accordance with the By-laws and upon considering the recommendation of the Governance & Human Resources Committee.
- 11.3 In the case of a vacancy on account of death, illness, resignation, or otherwise, in any office elected by a Medical District more than six months before the next scheduled election for that office, the vacancy shall be filled by such Medical District by election in accordance with the By-laws and the Voting and Election Policy on an interim basis for the remainder of the term.
- 11.4 In the case of a vacancy on account of death, illness, resignation, or otherwise, in any office elected by the Members of Doctors Manitoba more than six months before the next scheduled election for that office, the vacancy shall be filled by election of the Members of Doctors Manitoba in accordance with the By-laws and the Voting and Election Policy on an interim basis for the remainder of the term.
- 11.5 In the case of a vacancy on account of death, illness, resignation, or otherwise, of the UMG representative, UMG shall appoint a new Physician Member in a manner satisfactory to UMG on an interim basis for the remainder of the term.
- 11.6 In the case of a vacancy on account of death, illness, resignation, or otherwise, of the PARIM representative, PARIM shall appoint a new physician resident Member in a manner satisfactory to PARIM on an interim basis for the remainder of the term.
- 11.7 In the case of a vacancy on account of death, illness, resignation, or otherwise, of the MMSA representative, MMSA shall appoint a new medical student Member in a manner satisfactory to MMSA on an interim basis for the remainder of the term.
- 11.8 In the case of a vacancy on account of death, illness, resignation, or otherwise, in any office elected by a Section, the vacancy shall be filled by the Section, by election in accordance with the Constitution & By-laws of the Section.

ARTICLE 12.0 ANNUAL GENERAL MEETING

- 12.1 Doctors Manitoba shall hold an Annual General Meeting ('AGM') each calendar year. The program of the AGM, and whether the AGM is in-person, virtual, or hybrid shall be determined at the discretion of the Board of Directors.
- 12.2 Only Members of Doctors Manitoba and invited guests of the Board of Directors may participate in the AGM. A Member must register and pay any applicable fees prior to participating in any session of the AGM.

- 12.3 The time and place of the AGM shall be determined by the Board of Directors. Members shall be notified of the time and place no less than 30 days prior to the AGM.
- 12.4 The President or another voting Member appointed by the President shall preside as Chair at all sessions of the AGM.
- 12.5 A quorum for the transaction of business at any AGM shall be eighty (80) voting Members of Doctors Manitoba.
- 12.6 The Order of Business for each session of the AGM shall be determined by the Chair of the session unless otherwise determined by the Board of Directors.
- 12.7 Robert's Rules of Order shall be the guide for conducting all sessions of the AGM. If a procedural conflict arises between Robert's Rules of Order and any other rules adopted at the meeting, the latter shall prevail.
- 12.8 Members may make recommendations to the Board of Directors in respect of any policy and business matter of Doctors Manitoba by way of an approved resolution.
- 12.9 At any AGM, any motion voted on shall be by way of show of hands, by electronic voting, or by other means at the discretion of the Board of Directors as set out in the notice of the AGM, unless a motion is approved otherwise. Where a motion is voted on, a declaration by the Chair that the motion has been carried or carried unanimously or defeated shall be conclusive without proof of the number or proportion of votes recorded in favour or against the motion, unless a poll is demanded by a Member in which case the results of the vote shall be counted and recorded.
- 12.10 The Board of Directors shall announce the position of President-Elect at the AGM.
- 12.11 A Member who is a Member of a Medical District may be nominated for the position of President-Elect by:
- a) the Governance & Human Resources Committee of Doctors Manitoba; or
 - b) formal written nomination of five (5) signatures of Members and the consent of the Member being nominated.
- 12.12 Nominations for the position of President-Elect shall be delivered to the Chief Executive Officer by not later than sixty (60) days prior to the AGM.
- 12.13 If two or more nominations are received prior to the deadline to submit written nominations pursuant to Articles 12.11 and 12.12, the Chief Executive Officer shall conduct a vote prior to the AGM, in accordance with Doctors Manitoba Voting and Election Policy. The Chief Executive Officer shall promptly inform the candidates of the results. The Board of Directors will communicate the results to Members at the AGM.

ARTICLE 13.0 SPECIAL MEETING OF MEMBERS

- 13.1 Doctors Manitoba shall hold a Special Meeting upon receipt by the President or Chief Executive Officer of a written requisition signed by twenty-five (25) voting Members stating the agenda for the Special Meeting. Any Special Meeting shall deal only with the stated agenda, which shall not include proposed amendments to the By-laws of Doctors Manitoba. The format of the Special Meeting, whether in-person, virtual or a hybrid, shall be at the discretion of the President.
- 13.2 The Special Meeting shall be held at a time and place at the President's discretion within ninety (90) days of receiving the written requisition. Members shall be given no less than fourteen (14) days' notice of the time, place and agenda of the Special Meeting.
- 13.3 A quorum for the transaction of business at any Special Meeting shall be five (5) per cent of voting Members of Doctors Manitoba.
- 13.4 Motions must be passed by a two-thirds majority of voting Members participating and ratified by a two-thirds majority of all voting Members in a ratification vote held in accordance with the Voting and Election Policy. The President shall use his/her discretion to determine the date of the ratification vote but it shall be held within ninety (90) days of the Special Meeting.
- 13.5 The President or another voting Member appointed by the President shall preside as Chair of the Special Meeting. Subject to Article 13.1, the Order of Business of a Special Meeting shall be determined by the Chair unless otherwise determined by the Board of Directors.
- 13.6 Robert's Rules of Order shall be the guide for conducting all sessions of any Special Meeting. If a procedural conflict arises between Robert's Rules of Order and any other rules adopted at the meeting, the latter shall prevail.
- 13.7 At any Special Meeting, any motion voted on shall be by way of show of hands, by electronic voting, or by other means at the discretion of the Board of Directors as set out in the notice of the Special Meeting. Where a motion is voted on, a declaration by the Chair that the motion has been carried or carried unanimously or defeated shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion, unless a poll is demanded by a Member in which case the results of the vote shall be counted and recorded.
- 13.8 The Board of Directors may, after receiving a requisition for a Special Meeting or on its own, call an Emergency Special Meeting and the said fourteen (14) day notice for a Special Meeting pursuant to Article 13.2 may be waived or abridged and the Board of Directors shall instead provide no less than forty-eight (48) hours' notice via email and the Doctors Manitoba website of the time, place, format, and agenda of the Emergency Special Meeting.

ARTICLE 14.0 COMMITTEES

- 14.1 In order to strengthen and enhance governance, and assist in meeting fiduciary responsibilities, Doctors Manitoba shall have Standing Committees and Special Committees. A Committee shall not take any action on behalf of Doctors Manitoba beyond its specific mandate/terms of reference without the prior approval of the Board of Directors. All Committees are responsible to consider the views and wishes of the membership including varying personal and professional attributes including but not limited to geography (location of practice), practice focus such as family practice or specialty, gender, race and ethnicity, and age, and to seek Member feedback and advice to guide Committee decision-making.
- 14.2 Any meeting of a Committee may be in-person, virtual, or hybrid, at the discretion of the Chair of the Committee.
- 14.3 Each Committee shall report to the Board of Directors as frequently as required and no less than annually. Each Committee shall also report to the AGM through the Board of Directors.
- 14.4 Each Committee shall promptly provide a copy of minutes from all Committee meetings to the Board of Directors.
- 14.5 A Committee shall not expend any monies or incur any indebtedness or obligation on behalf of Doctors Manitoba without the prior approval of the Board of Directors.
- 14.6 Correspondence to and from a Committee shall be through the Office of the Chief Executive Officer or their designate and copies of the correspondence shall be filed there.
- 14.7 A Committee may change its name upon approval by the Board of Directors.
- 14.8 A Standing Committee is a permanent committee that meets regularly to do ongoing work typically related to governance and finance. Doctors Manitoba shall have the following Standing Committees:
 - a) Governance & Human Resource Committee; and
 - b) Finance, Audit, and Risk Committee.
- 14.9 The establishment, composition, discontinuance and dissolution of a Standing Committee shall only be permitted by way of an amendment to the By-laws in accordance with Article 19. Each year the President shall issue a Mandate Letter to each Standing Committee, and Terms of Reference for the Standing Committee shall be approved by the Board of Directors. The President is an ex-officio member with voting rights of each Standing Committee.

- 14.10 The Governance & Human Resource Committee shall consist of no less than three but no more than five Board members, each of whom shall be appointed by the Board of Directors and have voting rights. In addition, the President of the Board shall be an ex-officio member of the Committee with voting rights and the CEO shall be an ex-officio member of the Committee with no voting rights. The Committee may invite one non-Member to be a member of the Committee with voting rights. The Board of Directors shall appoint the Chair with advice from the Committee. The Chair shall not vote other than in the event of a tie.
- 14.11 The Governance & Human Resources Committee shall:
- a) enhance the governance capacity of the Board and Committees through reviewing all matters related to governance and governance standards for Doctors Manitoba, as well as Board and Committees' membership and ensuring oversight of organizational capacity. The Committee advises the Board and makes appropriate recommendations;
 - b) strengthen and enhance the diversity and inclusiveness of the Board and Committees, including attracting, supporting, nominating, and recommending candidates for positions within the Board, Board Executive, and Committees; and
 - c) be required to bring a nomination before the Board of Directors at least sixty (60) days prior to the AGM for the office of President-Elect for the succeeding year. It shall present this nomination to the Board of Directors in such time that it may be considered and communicated at least 60 days before the AGM.
- 14.12 The Finance, Audit, and Risk Committee coordinates the Board of Directors financial oversight responsibilities by recommending policy to the Board, interpreting it for staff, and monitoring its implementation. In addition to providing Board oversight of Doctors Manitoba's annual financial audit, the Committee reviews and assesses potential areas of organizational risk and develops mitigation strategies to address them. The duties include ensuring that accurate and complete financial records are maintained, timely and meaningful financial statements are prepared and presented to the Board, and overseeing budget preparation and financial planning.
- 14.13 Special Committees may be created by the Board of Directors to carry out a specific and short-term purpose and shall be dissolved at the discretion of the Board of Directors. The mandate, terms of reference and composition of a Special Committee shall be determined, and Members appointed by, the Board of Directors.

ARTICLE 15.0 OUTSIDE COMMITTEES AND BODIES

- 15.1 The Board of Directors may, at its discretion, appoint a representative to any outside body or committee in which it is permitted or invited by that outside body or committee. The appointment shall be for the term or terms coinciding with the Annual Year of that body, which may not necessarily coincide with that of the Association Year and the appointments or nominations shall conform with any other stipulations requested by the outside body upon approval by the Board of Directors.

- 15.2 A representative to any outside body or committee shall be expected to represent the policies, positions and views of Doctors Manitoba. A representative to any outside body or committee shall not speak for, or on behalf of, Doctors Manitoba unless the Board of Directors approves a resolution providing the representative with specific and limited authority to do so.
- 15.3 Each representative to any outside body or committee shall report to the Board of Directors as frequently as required and no less than annually, and shall also report to the Annual General Meeting through the Board of Directors.
- 15.4 Each representative to any outside body or committee shall promptly provide a copy of minutes from all committee meetings to the Board of Directors.

ARTICLE 16.0 FUNDS AND APPROPRIATIONS

- 16.1 Every Member shall pay to Doctors Manitoba an annual membership fee of an amount to be determined by the Board of Directors.
- 16.2 Membership fees shall be due September 1st of each year. Fees received from a new Member prior to June 30th shall apply to the current membership year. Fees received from a new Member subsequent to June 30th shall apply to the following membership year.
- 16.3 A Member may resign their membership in Doctors Manitoba by giving written notice to the Chief Executive Officer. Membership fees are not refundable. Life insurance and other insurance policies shall remain in effect until the end of the applicable policy year.
- 16.4 Membership fees are used for the expenses of Doctors Manitoba and for such other objects as may be deemed proper.

ARTICLE 17.0 THE ASSOCIATION YEAR

- 17.1 The Association Year of Doctors Manitoba shall begin at the commencement of the first meeting of the Board of Directors subsequent to the AGM. The first meeting of the Board of Directors subsequent to the AGM shall convene no later than June 30 of each calendar year.

ARTICLE 18.0 THE FISCAL YEAR

- 18.1 The Fiscal Year of Doctors Manitoba shall begin on the first day of September in each year and end on the last day of August in the subsequent calendar year.

ARTICLE 19.0 AMENDMENTS

- 19.1 The By-laws may be amended by way of motion of at least five (5) members made in writing and delivered to the Chief Executive Officer at least sixty (60) days in advance of the Annual General Meeting. The motion shall be presented to the Board of Directors at the first meeting of the Board of Directors after receiving the motion. The Board of Directors shall then present the motion at the Annual General Meeting along with its comments and/or recommendations. Any amendment to the By-laws shall require a two-thirds majority vote of Members present.
- 19.2 In the event a quorum is not achieved at the Annual General Meeting, a ballot to accept or reject the proposed amendment may be sent to all voting Members at the discretion of the Board of Directors. Any amendment to the By-laws shall require a two-thirds majority vote of Members voting.

Amended by Doctors Manitoba:

Jan 17, 2007 (name of Humanitarian Award changed)

June 27, 2007 (Council on Health Care disbanded) and PHIC created as standing de facto

June 25, 2008 same as June 27 (in error) and ad hoc Aboriginal Health Committee disbanded

July 16, 2012 (Change name and Terms of Reference for Finance & Audit Committee)

May 15, 2013 (Comprehensive revisions approved by membership at AGM) October 9, 2014 (additional privileges for Affiliate Members)

June 8, 2017 (Comprehensive revisions, including voting rights of the MMSA representative)

May 8, 2020 (Modernization of standing and operational committees)

May 11, 2023 (Modernization of Board composition, format of meetings, and member engagement)

Appendix “A”

Geographical Boundaries of Medical Districts set out in Article 5.0 of the By-Laws of Doctors Manitoba

“Health Regulation” means the Health Authorities and Health Regions Regulation (Regulation 80/2022); and

“Municipal Regulation” means the Municipal Status and Boundaries Regulation (Regulation 567/88).

- 5.1.1 Winnipeg Family Physicians Medical District (3 positions): The Winnipeg-Churchill Health Region as defined in the Health Regulation, excluding the Town of Churchill.
- 5.1.2 Health Sciences Centre Specialists Medical District: The Health Science Centre in Winnipeg.
- 5.1.3 St. Boniface General Hospital Specialists Medical District: The St. Boniface General Hospital in Winnipeg.
- 5.1.4 Winnipeg Community Specialists Medical District: all of the Winnipeg-Churchill Health Region as defined in the Health Regulation, excluding the Health Sciences Centre, St. Boniface General Hospital, and the Town of Churchill.
- 5.1.5 Northern Medical District: The Northern Health Region as defined in the Health Regulation, plus the Town of Churchill.
- 5.1.6 Parkland-Assiniboine Medical District: The Prairie Mountain Health Region as defined in the Health Regulation, excluding the City of Brandon as defined in the Municipal Regulation.
- 5.1.7 Brandon Medical District: The City of Brandon as defined in the Municipal Regulation.
- 5.1.8 Interlake-Eastern Medical District: The Interlake-Eastern Health Region as defined in the Health Regulation.
- 5.1.9 Southern Medical District: The Southern Health Region as defined in the Health Regulation.

TRANSITIONAL PROVISIONS

Note: These transitional provisions were passed by the Motion at the Annual General Meeting on May 11, 2023. They will be in effect until the Medical District elections in 2025 are completed, and then will be deleted.

1. Notwithstanding the provisions set out in Article 5.0 and Article 8.0, any elections for Medical District representatives before September 1, 2023 will be conducted for the Medical Districts in existence as of May 1, 2023. Further, any Director elected to the Board before September 1, 2023 shall continue to serve as a Director for the Medical District in which they were elected, and shall be described as a Director for that Medical District, until the next election in that Medical District.
2. Notwithstanding the provisions set out in Article 11.3, if there is a vacancy after September 1, 2023 and before the next election in that Medical District on account of death, illness, resignation, or otherwise, in any office elected by a Medical District, the vacancy shall not be filled. The President may designate one or more Directors to have primary responsibility for communicating with Members in that Medical District, until the next election in that Medical District.