

Doctors Manitoba
BY-LAW NO. 1

Table of Contents

Article 1 – Name

Article 2 – Aims and Objectives

Article 3 – Code of Ethics

Article 4 – Membership

Article 5 – District Medical Societies

Article 6 – Election of District Medical Society Representatives

Article 7 – Sections

Article 8 – The Board of Directors

Article 9 – Duties of the Board of Directors

Article 10 – The Executive

Article 11 – Vacancies

Article 12 – Annual General Meeting

Article 13 – Special Meeting

Article 14 – Committees

Article 15 – Outside Committees and Bodies

Article 16 – Funds and Appropriations

Article 17 – The Association Year

Article 18 – The Fiscal Year

Article 19 – Amendments

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 unite and advocate for physicians with respect to matters affecting the medical profession. This includes but is not limited to negotiating fees, agreements and benefit programs for physicians, operating benefits plans for physicians, promoting physician health and wellness, continuous medical education, high standards of health care for Manitobans and the integrity, ethics and honour of the medical profession.

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 Dues 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.

ARTICLE 5.0 DISTRICT MEDICAL SOCIETIES

- 5.1 The following District Medical Societies shall be established for the purpose of governance of Doctors Manitoba:
- 5.1.1 Concordia District Medical Society (Winnipeg)
 - 5.1.2 Grace District Medical Society (Winnipeg)
 - 5.1.3 Health Sciences Centre District Medical Society (Winnipeg) (2 positions)
 - 5.1.4 Misericordia District Medical Society (Winnipeg)
 - 5.1.5 St. Boniface District Medical Society (Winnipeg)
 - 5.1.6 Seven Oaks District Medical Society (Winnipeg)
 - 5.1.7 Victoria District Medical Society (Winnipeg)
 - 5.1.8 Northern District Medical Society
 - 5.1.9 Parkland District Medical Society
 - 5.1.10 Assiniboine District Medical Society
 - 5.1.11 Central District Medical Society
 - 5.1.12 Brandon District Medical Society
 - 5.1.13 Interlake District Medical Society
 - 5.1.14 Eastman District Medical Society
- 5.2 Each Member, except a Member who is a medical student or physician resident, shall register in a District Medical Society.
- 5.3 Each District Medical Society shall consist of those Members who are registered in that specific District Medical Society.
- 5.4 Subject to Article 5.1.3, each District Medical Society shall elect one representative to the Board of Directors of Doctors Manitoba.
- 5.5 The geographical boundaries of each District Medical Society are described in Appendix "A", which is attached hereto and forms part of the By-laws.

ARTICLE 6.0 ELECTION OF DISTRICT MEDICAL SOCIETY REPRESENTATIVES

- 6.1 A Member may vote in an election with respect to, and be nominated to represent, the District Medical Society in which the Member is registered.
- 6.2 The Chief Executive Officer of Doctors Manitoba shall send a written call to all Members registered in a District Medical Society for nominations for the position of District Medical Society 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 District Medical Society is received prior to the deadline to submit written nominations, the Chief Executive Officer shall declare the nominee elected by acclamation.
- 6.4 If two or more nominations for a District Medical Society are received prior to the deadline to submit written nominations, the Members of that District Medical Society shall elect one representative via secret ballot in accordance with Article 6.5.

- 6.5 If two or more nominations are received prior to the deadline to submit written nominations pursuant to Article 6.4, the Chief Executive Officer shall conduct a vote in accordance with the Doctors Manitoba Voting and Election Policy. The Chief Executive Officer shall promptly inform the candidates of the results and communicate the results to Members.

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

- f) 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 District Medical Society, in accordance with Article 5.0;
 - g) one physician Member appointed by the University Medical Group ('UMG');
 - h) one physician resident Member appointed by the Professional Association of Residents and Interns of Manitoba ('PARIM');
 - i) one medical student Member appointed by the Manitoba Medical Students' Association ('MMSA');
 - j) 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 District Medical Societies 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 immediately 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 District Medical Society.
- 8.9 Any Past-President may be elected to the Board of Directors after their term as Immediate Past-President expires, but shall not be eligible to hold the office of President-Elect or President.
- 8.10 A District Medical Society 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 and shall, after study of the reports of Committees to the Annual General Meeting, make comments and recommendations on such reports to the Annual General Meeting and shall submit a comprehensive report to the next Annual General Meeting for discussion.
- 9.2 Each member of the Board of Directors shall be bound by the *Doctors Manitoba – Board Code of Conduct*.
- 9.3 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 the publication of the official journal and any other communiqué of Doctors Manitoba and of all published proceedings, transactions, memoirs, essays, papers and programs and may delegate this responsibility at its discretion;
 - d) draw up 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) invite any Member to attend a Board of Directors meeting at its discretion;
 - i) appoint Members to the Standing and Special Committees, whom shall hold office for the Association Year; and
 - j) name representatives to outside bodies, whom shall hold office for the Association Year.
- 9.4 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.
- 9.5 The President-Elect shall assist the President in the performance of their duties and shall perform the duties of the President in their absence.
- 9.6 The Immediate Past-President shall assist the President in the performance of their duties.
- 9.7 The Honourary Treasurer shall Chair the Finance, Audit, and Risk Committee, and shall be responsible for the oversight and accounting of all monies and securities that are the property of Doctors Manitoba and ensure that all accounts for payment are properly documented in accordance with the Finance Policy. The Honourary Treasurer shall ensure an annual audit is conducted by a Chartered Professional Accountant, and present an Annual Financial Statement for information at the Annual General Meeting.
- 9.8 The Honourary Secretary shall authenticate the published transactions belonging to Doctors Manitoba and perform such other duties as may be required by Doctors Manitoba or the President.
- 9.9 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 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.

- 9.10 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.
- 9.11 The Past President shall be appointed the Board Meeting Chair. Should the Past President be unable to serve as Board Meeting Chair, the President may appoint any other member of the Board of Directors except the Chief Executive Officer, subject to the ratification of the Board of Directors.
- 9.12 The Chair of the Board of Directors shall not vote other than in the event of a tie.
- 9.13 Fifty percent (50%) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business by the Board.
- 9.14 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.
- 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.
- 11.3 In the case of a vacancy on account of death, illness, resignation, or otherwise, in any office elected by a District Medical Society, the vacancy shall be filled by such District Medical Society by election in accordance with the By-laws 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, the vacancy shall be filled by election of the Members of Doctors Manitoba in accordance with the By-laws 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 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 attend 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 unless a motion is approved otherwise. Where a motion is voted on by way of show of hands, 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 District Medical Society 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) business 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.
- 12.14 The Board of Directors shall appoint a Returning Officer with respect to the counting of the ballots. Each candidate may appoint a scrutineer to view the counting of ballots.

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.
- 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 present and ratified by a mailed ballot receiving two-thirds majority of all Members voting on the mailed ballot. The President shall use his/her discretion to determine the date of the mailed ballot 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 unless a motion is approved otherwise. Where a motion is voted on by way of show of hands, 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 and agenda of the Emergency Special Meeting.

ARTICLE 14.0 COMMITTEES

- 14.1 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.

- 14.2 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.
- 14.3 Each Committee shall promptly provide a copy of minutes from all Committee meetings to the Board of Directors.
- 14.4 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.
- 14.5 Correspondence to and from a Committee shall be through the Office of the Chief Executive Officer, or copies of the correspondence shall be filed there.
- 14.6 A Committee may change its name upon approval by the Board of Directors.

Standing Committees

- 14.7 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;
 - b) Finance, Audit, and Risk Committee
- 14.8 The establishment, composition, mandate/terms of reference, discontinuance and dissolution of a Standing Committee shall only be permitted by way of an amendment to the Constitution & By-laws in accordance with Article 19.
- 14.9 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.
- 14.10 The Governance & Human Resources Committee shall:
 - a) review 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) 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.
- 14.11 The Finance, Audit and Risk Committee shall be responsible for and/or make recommendations to the Board with respect to:
 - a) coordinating 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 will also review and assess potential areas of organizational risk and develop mitigation strategies to address them.

- 14.12 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 Constitution & 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 Constitution & 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 Constitution & 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 Aborig Health Cmttee 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)