ARTICLE 1.0 NAME

1.1 The Manitoba Medical Association may carry on business as “Doctors Manitoba”. Doctors Manitoba shall function as the Manitoba division of the Canadian Medical Association.

1.2 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 serve and unite a vibrant medical profession in Manitoba.
2.2 To advocate for the highest standards of health and health care for all Manitobans.
2.3 To improve medical services for all Manitobans.
2.4 To negotiate fees with government, public and semi-public agencies and others for medical services performed by physicians, as well as all other related terms, and to enter into agreements on behalf of physicians with respect thereto.
2.5 To promote physician health and wellness.
2.6 To negotiate, establish and operate benefit plans for members.
2.7 To advocate on behalf of physicians with respect to matters affecting the medical profession.
2.8 To promote the integrity and honour of the medical profession.
2.9 To promote medical education and knowledge for members.

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 Doctors Manitoba shall establish the following categories of membership, all of which shall include voting rights and:

4.1.1 Full Member – a licenced medical practitioner whose gross income (fee-for-service and/or alternate funded) in the fiscal year ended March 31 exceeds an amount determined by the Board of Directors from time to time.

4.1.2 Partial Member – a licenced medical practitioner whose gross income (fee-for-service and/or alternate funded) in the fiscal year ended March 31 was less than an amount determined by the Board of Directors from time to time.
4.1.3 **Resident Member** – a medical practitioner taking postgraduate training in the College of Medicine, University of Manitoba.

4.1.4 **Retired Member** – a medical practitioner who is fully retired from the practice of medicine.

4.1.5 **Special Consideration Member** – a medical practitioner whose unique circumstances are recognized by the Board of Directors as being appropriate to permit a reduction in applicable fees and/or dues.

4.1.6 **Honorary Member** – a medical practitioner who is appointed by the Canadian Medical Association to such membership upon the recommendation of the Doctors Manitoba Board of Directors. An Honourary Member shall not pay any fees and/or dues.

4.1.7 **Affiliate Member** – a medical practitioner who does not have membership in the Canadian Medical Association. An Affiliate Member shall not be eligible for any position on the Executive of the Board of Directors of Doctors Manitoba.

4.2 Doctors Manitoba shall establish the following categories of non-voting membership:

4.2.1 **Student** – any undergraduate medical student of the Faculty of Medicine, University of Manitoba.

4.3 All Members shall pay such fees and/or dues within such timelines as determined by the Board of Directors from time to time.

4.4 The Board of Directors may suspend from membership any Member who has not paid the applicable fees and/or dues within the timelines determined, without prejudice to the Member's financial liability to Doctors Manitoba.

4.5 Any Member convicted of an offence that results in his/her name being removed from the register of any provincial medical regulatory/licensing authority may be suspended at the discretion of the Board of Directors but may continue participation in the insurance program providing his/her membership fees are paid in full.

4.6 By accepting membership in Doctors Manitoba, each Member agrees to be governed by the Constitution & By-laws of 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 Subject to Article 5.3, each Member shall register in a District Medical Society.

5.3 Resident Members shall not register in a District Medical Society. A Resident Member to whom the Professional Association of Residents and Interns of Manitoba Collective Agreement does not apply shall register in a District Medical Society.

5.4 Each District Medical Society shall consist of those Members who are registered in that specific District Medical Society.

5.5 Subject to Article 5.1.3, each District Medical Society shall elect one representative to the Board of Directors of Doctors Manitoba.

5.6 The geographical boundaries of each District Medical Society are described in Appendix “A”, which is attached hereto and forming part of the Constitution & 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 he/she 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 Where a single nomination is received prior to the deadline to submit written nominations, the Chief Executive Officer shall declare the nominee elected by acclamation.
6.4 Where two or more nominations are received prior to the deadline to submit written
nominations, the Members of the District Medical Society shall elect one via secret
ballot in accordance with Article 6.5.

6.5 Where two or more nominations are received prior to the deadline to submit written
nominations pursuant to Article 6.4, the Chief Executive Officer shall mail to each
registered Member a printed ballot containing the name of each candidate with two
envelopes, such that one return envelope shall show the name of the Member and the
second enclosed plain envelope shall contain only the duly marked ballot. Ballots
shall be returned to the Chief Executive Officer within fifteen (15) days from the date
of postmark/mailing to the Members. Ballots received after this period shall not be
valid for the election. The Chief Executive Officer shall appoint one or more
Honourary, Retired or Senior Members, who are ineligible to vote in the election, to
act as a Returning Officer with respect to the counting of ballots. Each candidate
may appoint a scrutineer to view the counting of ballots. The winning candidate shall
be elected on the basis of a plurality of votes cast. The Chief Executive Officer shall
promptly inform the candidates of the results and make them known to Members in
the next issue of the official journal or by any other means.

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:

- Reading papers and evaluating discussions on scientific or technical matters of
  particular interest in their Specialty and/or Subspecialty of medicine;

- Voicing considered expressions of opinion for the benefit of the Association on all
  matters that concern the section;

- Providing advice to the Board of Directors.

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 his/her
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 his/her 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 a General Meeting on an annual basis, 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 Constitution & 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, who shall at its discretion determine the proper use of the report.

7.8 The Board of Directors may at its discretion dissolve a Section and it shall not be revived except on a new application for recognition.

ARTICLE 8.0 THE BOARD OF DIRECTORS

8.1 The Board of Directors shall consist of the:

A) President;
B) President-Elect;
C) Immediate Past-President;
D) Honourary Treasurer;
E) Honourary Secretary;
F) one elected representative per each District Medical Society, in accordance with Article 5.0;
G) one representative to the Canadian Medical Association;
H) one representative of, and appointed by, the University Medical Group (‘UMG’);
I) one representative of, and appointed by, the Professional Association of Residents and Interns of Manitoba (‘PARIM’);
J) one representative of, and appointed by, the Manitoba Medical Students’ Association (‘MMSA’);
K) Chief Executive Officer of Doctors Manitoba.

8.2 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 Business Meeting.

8.3 Each member of the Board of Directors shall have one vote, except the representative of Doctors Manitoba to the Canadian Medical Association and the Chief Executive Officer of Doctors Manitoba, whom shall not have a vote.

8.4 The President shall serve a term of one year.

8.5 The President-Elect shall be elected by the Members of Doctors Manitoba annually at the Annual General Business Meeting and shall serve a term of one year. At the next Annual General Business 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 Business Meeting.

8.6 In the event that the President-Elect is unable to assume his/her 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.

8.7 The President, President-Elect and Immediate Past-President shall not also represent a District Medical Society.

8.8 Any Past-President may be elected to the Board of Directors subsequent to the expiration of his/her term as Immediate Past-President but shall not be eligible to hold the office of President-Elect or President.

8.9 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.

ARTICLE 9.0 DUTIES OF THE BOARD OF DIRECTORS

9.1 The Board of Directors shall be responsible for the affairs of Doctors Manitoba; it shall direct and integrate the work of all Committees and shall, after study of the reports of Committees to the Annual General Business Meeting, make comments and recommendations on such reports to the Annual General Business Meeting and shall submit a comprehensive report to the next Annual General Business 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 his/her duties and fix his/her 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 Business Meeting;

F) at its discretion, authorize the Honourary Treasurer to reimburse or give an honorarium to any Member of who is charged with activities on behalf of Doctors Manitoba;

G) at its discretion, authorize each member of the Board of Directors to be reimbursed for his/her legitimate expenses incurred in attending meetings of the Board of Directors or Executive;

H) at its discretion, delegate matters to the Executive for decision and action;

I) at its discretion, invite any Member to attend a Board of Directors meeting;

J) appoint the Standing and Special Committees of Doctors Manitoba, whom shall hold office for the Association Year;

K) name the representatives of Doctors Manitoba to outside bodies, whom shall hold office for the Association Year;

L) appoint a representative of Doctors Manitoba to the Canadian Medical Association Board of Directors, as required;

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 preside at the scientific sessions and social functions of Doctors Manitoba and represent Doctors Manitoba at outside 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 Business Meeting. The President shall be a member ex-officio of all Committees and Sections of Doctors Manitoba.

9.5 The President-Elect shall assist the President in the performance of his/her duties and shall perform the duties of the President in his/her absence.

9.6 The Immediate Past-President shall assist the President in the performance of his/her duties.

9.7 The Honourary Treasurer shall be responsible for the accounting of all monies and securities that are the property of Doctors Manitoba and shall ensure that all accounts for payment are properly documented. The Honourary Treasurer shall ensure that all cheques drawn on a Doctors Manitoba account be signed by two persons authorized by the Board of Directors and shall be covered by vouchers. The Honourary Treasurer shall prepare, cause to be audited by a Chartered Accountant, and present at the Annual General Business Meeting an Annual Financial Statement. The Honourary Treasurer shall be a member ex-officio of all Committees and Sections of Doctors Manitoba except the Governance & Nominating Committee.

9.8 The Honourary Secretary shall authenticate the published transactions belonging to Doctors Manitoba and perform such other duties as may be required of him/her by Doctors Manitoba or the President. The Honourary Secretary shall be a member ex-officio of all Committees and Sections of Doctors Manitoba except the Governance & Nominating Committee.

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. He/she shall carry out such duties as assigned by the President, the Executive, and the Board of Directors including the supervision of all properties and of all financial affairs of the Association. He/she shall be a member ex-officio of all Committees and Sections except the Governance & Nominating Committee. He/she shall have no voting power. He/she shall give due notice of the time and place of all Annual and Special General Meetings by publishing the same in the official journal of Doctors Manitoba or, if necessary, by notice to each member. He/she shall keep the minutes of the Annual General Business Meeting and of meetings of the Board of Directors. He/she shall notify the Executive and members of Committees of their appointment and of their duties in connection therewith. He/she shall publish the official program of each Annual General Business Meeting. All his/her legitimate expenses shall be paid for him/her out of the funds of Doctors Manitoba and he/she 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 President shall be the Chair of the Board of Directors. He/She may appoint any other member of the Board of Directors other than the Chief Executive Officer to act as Chair, subject to ratification by 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. He/She 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 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 Constitution & 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 Constitution & 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 Constitution & 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 PARIM representative, PARIM shall appoint a new representative in a manner satisfactory to PARIM.

11.6 In the case of a vacancy on account of death, illness, resignation, or otherwise, of the UMG representative, UMG shall appoint a representative in a manner satisfactory to UMG 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 representative 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 Section, by election in accordance with the Constitution & By-laws.

ARTICLE 12.0 ANNUAL GENERAL BUSINESS MEETING

12.1 Doctors Manitoba shall on an annual basis convene an Annual General Business Meeting (‘AGBM’). The program of the AGBM may include scientific sessions, social functions, Section meetings, business sessions and any other sessions at the discretion of the Board of Directors.
12.2 The AGBM shall consist only of Members of Doctors Manitoba and invited guests of the Board of Directors. A Member must register and pay any applicable fees prior to participating in any session of the AGBM.

12.3 The time and place of the AGBM shall be determined by the Board of Directors. The Board of Directors shall notify the Members of the time and place no less than 30 days prior to the AGBM.

12.4 The President shall preside as Chair at all sessions of the AGBM or appoint any voting Member to act as the Chair at any or all sessions.

12.5 A quorum for the transaction of business at any AGBM shall be eighty (80) voting Members of Doctors Manitoba.

12.6 The Order of Business for the AGBM shall be determined by the Chair of each particular 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 AGBM. In the event that a procedural conflict arises between Robert's Rules of Order and any other rules adopted at the meeting, the latter shall prevail.

12.8 By way of an approved resolution, the Members may make recommendations to the Board of Directors in respect of any policy and business matter of Doctors Manitoba.

12.9 At any AGBM, 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 At the AGBM, the Members shall elect the position of President-Elect.

12.11 A Member may be nominated for the position of President-Elect by:

A) the Governance & Nominating Committee of Doctors Manitoba; or

B) formal written nomination of five (5) signatures of Members and the consent of the nominee.

12.12 Nominations for the position of President-Elect shall be delivered to the Chief Executive Officer by not later than five (5) business days prior to the ABGM.

12.13 In the event that two or more nominations are received by the Chief Executive Officer in accordance with Articles 12.11 and 12.12, the position of President-Elect shall be elected by secret mail ballot. The Chief Executive Officer shall mail to each Member a printed ballot containing the name of each candidate with two envelopes,
such that one return envelope shall show the name of the Member and the second enclosed plain envelope shall contain only the duly marked ballot. Ballots shall be returned to the Chief Executive Officer within fifteen (15) days from the date of postmark/mailing to the Members. Ballots received after this period shall not be valid for the election.

12.14 The Board of Directors shall be responsible for appointing a Returning Officer with respect to the counting of the ballots. Each candidate may appoint a scrutineer to view the counting of ballots. The winning candidate shall be elected on the basis of a plurality of votes cast. The Chief Executive Officer shall promptly inform the candidates of the results and make them known to Members in the next issue of the official journal or by any other means.

**ARTICLE 13.0   SPECIAL MEETING**

13.1 Doctors Manitoba shall hold a Special Meeting upon receipt by the President and Chief Executive Officer of a written requisition signed by twenty-five (25) voting Members stating the agenda of such meeting. Any Special Meeting shall deal only with the stated agenda, which shall not include proposed amendments to the Constitution & By-laws of Doctors Manitoba.

13.2 The Special Meeting shall be held at a time and place at the President's discretion but shall take place within ninety (90) days of receiving the written requisition. The President shall give no less than fourteen (14) days notice to Members 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 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. In the event that 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 Where the Board of Directors deems a meeting of the Members to be of an emergency nature, it may 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, Special Committees and Ad Hoc 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 Annual General Business Meeting 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 conducted by a Committee shall be through the Offices of the Chief Executive Officer, or copies should be filed there.

Standing Committees

14.6 Doctors Manitoba shall have the following Standing Committees:

A) Governance & Nominating Committee;
B) Finance & Audit Committee;
C) Insurance Committee;
D) Physician Health & Wellness Committee.
14.7 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.

14.8 The Governance & Nominating 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.

14.9 The Governance & Human Resources Committee shall:

A) be required to bring a nomination before the Annual General Business Meeting 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 published in the official journal at least one month before the Annual General Business Meeting or, failing that possibility, mailed to the membership at least two weeks before the Annual General Business Meeting;

B) define and periodically review and update the role and responsibility of Board members and Standing Committee members;

C) periodically assess the ongoing competencies, composition and needs of the Board of Director and Standing Committee members;

D) periodically review and update a skills-profile of the Board of Directors and Standing Committees;

E) liaise with candidates or potential candidates for election (or re-election) to the Board of Directors;

F) periodically review and update a process for board orientation, information-sharing, education and team-building;

G) periodically assess the performance of the Board of Directors and propose any necessary changes;

H) annually review and evaluate committees, advisory bodies, and representation on outside bodies and propose any necessary changes;

I) periodically review organizational and Board of Directors’ policies, effectiveness and practices including with respect to member participation, conflicts of interest, and staff and Board conduct, and confidentiality and propose any necessary changes;
J) nominate Board members for election to the position of Honourary Secretary and Honourary Treasurer;

K) consider and report on any proposed amendment to the Constitution & By-laws;

L) liaise with the Finance & Audit Committee, and make recommendations to the Board of Directors, with respect to CEO and senior staff compensation;

M) upon delegation by the Board of Directors, develop an adequate measure and process for an annual CEO performance assessment and provide recommendations in that regard;

N) periodically require the CEO to report on human resource management, strategies and development.

14.10 The Finance & Audit Committee shall consist of no less than one 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 Board of Directors shall appoint the Honourary Treasurer as the Chair. The Committee may invite one non-Member to be a member of the Committee with no voting rights. The Chair shall not vote other than in the event of a tie.

14.11 The Finance & Audit Committee shall be responsible for and/or make recommendations to the Board with respect to:

A) the preparation of an annual budget and financial planning;

B) setting of membership dues;

C) the investment of Doctors Manitoba funds and policies related thereto;

D) the review of major expenditures;

E) the financial management of the insurance program;

F) annual review of travel expenses and honoraria for members;

G) ensuring the proper preparation, accuracy, completeness and reporting of financial records;

H) ensuring the performance and reporting of any necessary independent financial audits.

14.12 The Insurance Committee shall consist of no less than one Board member, one Member who resides outside Winnipeg but does not practice medicine in Winnipeg, eight other Members, all of whom are appointed by the Board of Directors, as well as one Resident Member appointed by PARIM and one Student Member appointed
by the Manitoba Medical Students Association. The President of the Board of Directors shall be an *ex-officio* member of the Committee with no 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.

14.13 The Insurance Committee shall study matters pertinent to the establishment and maintenance of disability, accident, life, extended health and other insurance policies available to Members of Doctors Manitoba, including the annual financial experience of each plan, and shall make recommendations to the Board of Directors.

14.14 The Physician Health & Wellness Committee shall consist of one Board member, no less than four but no more than six additional Members, one Resident Member, one Student Member, one Retired Member, one representative of the College of Physicians & Surgeons of Manitoba, one representative of the College of Medicine, University of Manitoba, one representative of the Physicians At Risk Program and one representative of the MD Care Program, each of whom shall be appointed by the Board of Directors and have voting rights. The President of the Board of Directors shall be an *ex-officio* member of the Committee with no voting rights. In addition, the CEO shall appoint one staff person as a member of the Committee with no 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.

14.15 The Physician Health & Wellness Committee shall contribute to the continuing development, operation and evaluation of the Doctors Manitoba Physician Health & Wellness Program and provide guidance on its ongoing mission, policies and evaluation. It shall promote professional and public education in relevant areas. It shall also oversee on a strictly confidential basis the Physicians-At-Risk (‘PAR’) Program. The Doctors Manitoba Physician Health & Wellness Program shall include the PAR Program, which shall endeavor to assist physicians and medical students who have developed or are developing difficulties in their professional or private lives.

*Special Committees*

14.16 Doctors Manitoba shall have the following Special Committees:

- A) Public Health Issues Committee;
- B) Awards Committee.

14.17 The Board of Directors shall have power to establish a Special Committee, to determine and vary the composition of the committee, to discontinue its activities and to dissolve the committee.

14.18 The Board of Directors shall appoint the members of each Special Committee, including the Chair, for a term of office coinciding with the Association Year.

14.20 The Public Health Issues Committee shall study, report and act upon matters that affect the health of the citizens of Manitoba. In promoting health and encouraging
preventive strategies, the activities of the Committee will re-affirm the medical profession's concern about maintaining health and preventing illness.

14.21 The Awards Committee will be responsible for recommending candidates for the following seven awards:

A) **The Distinguished Service Award** is given in recognition of medical care provided to patients and the community that has enhanced the image of the physician and the profession through his/her devotion to the highest ideals of the medical profession and promotion of the art and science of medicine through teaching, writing and administration. The Distinguished Service Award is the highest award bestowed by Doctors Manitoba.

B) **Physician of the Year Award** is given in recognition of significant contribution to the practice of medicine and/or to the community by a Member of Doctors Manitoba.

C) **Health or Safety Promotion Award** is given in recognition of a contribution towards improving and promoting the health or safety of Manitobans specifically or humanity generally.

D) **Scholastic Award** is given in recognition of scholarly activity in the health professions (examples of scholarly activity are research, teaching, and writing).

E) **Health Administration Award** is given in recognition of a contribution to policy and/or administration of health care.

F) **Dr. Jack Armstrong Humanitarian Award** is given in recognition of outstanding contributions by a Member or former Member of Doctors Manitoba in the service of humanity either within Canada or abroad.

G) **Resident of the Year Award** is given in recognition of a Resident Member who exhibits excellence in academic and clinical training and noteworthy contributions to the Resident’s home program/specialty or residency program.

14.22 Nominees for the Distinguished Service Award must be living but need not be resident in Manitoba. Doctors Manitoba prefers but does not require a winner of the Distinguished Service Award to be a Member of Doctors Manitoba. Nominees for all other awards must reside in Manitoba.

14.23 In the case of the demise of a nominee for an award after selection by the Board of Directors but prior to presentation, the award shall be presented posthumously.

14.24 Non-physicians are eligible for nomination in all categories other than the Distinguished Service Award, Physician of the Year, and Resident of the Year. Non-Members are eligible for all categories other than Physician of the Year. It is recommended, but not required, that at least one non-physician be included in the awards each year.
14.25 The Awards Committee has the right to make confidential enquiries to inform itself. All nominations will be kept strictly confidential.

14.26 The Awards Committee shall also be responsible for nominating members to receive CMA Senior Membership as well as any other CMA awards.

Ad Hoc Committees

14.27 An Ad Hoc Committee may be created by the President or 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 an Ad Hoc Committee shall be determined, and 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 Business 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 the Honourary Treasurer or his/her accredited representative an annual membership fee of an amount to be determined by the Board of Directors and the General Council of the Canadian Medical Association.

16.2 Such membership fee 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 Resignation of membership in Doctors Manitoba may be effected 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 The funds so raised shall be appropriated to defray 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 AGBM. The first meeting of the Board of Directors subsequent to the AGBM 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 Business 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 Business 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 Business Meeting, a ballot to accept or reject the proposed amendment may be mailed 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.
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 AGBM)
October 9, 2014 (additional privileges for Affiliate Members)
June 8, 2017 (Comprehensive revisions, including voting rights of the MMSA representative)