

## **AMENDMENT NO. 1 TO THE GENERAL BYLAW FOR THE MANITOBA DENTAL ASSOCIATION**

The General Bylaw (the “**By-Law**”) for the Manitoba Dental Association (the “**Association**”) enacted by the board of directors on the 2<sup>nd</sup> day of November, 2013 adopted, ratified, sanctioned and confirmed by the members of the Association on the 16<sup>th</sup> day of December, 2013 pursuant to section 43(2) of *The Dental Association Act* (Manitoba) (the “**Act**”), is hereby amended as follows:

1. The addition of a new Section XX.I immediately following the Section entitled “SECTION XX – DECISIONS OF THE BOARD” which reads as follows:

### **SECTION XX.I – CODE OF CONDUCT FOR DIRECTORS**

1. Every member of the Board shall respect the Code of Conduct for Directors, as adopted and amended by the Board from time to time (the “**Code of Conduct**”) and shall at the commencement of their term and following any amendment thereto, sign the Code of Conduct.
  2. The purpose of the Code of Conduct is to ensure that Directors perform their duties in a manner that promotes the highest standard of public trust and integrity.
  3. Any Director who fails to comply with any of the terms of the Code of Conduct, or fails to sign the Code of Conduct at the commencement of their term and following any amendment thereto shall be subject to disciplinary action as determined by a 2/3<sup>rd</sup> majority vote of the Board up to and including removal from the Board.
2. The addition of a new Section XX.II immediately following the Section entitled “SECTION XX.I – CODE OF CONDUCT FOR DIRECTORS” which reads as follows:

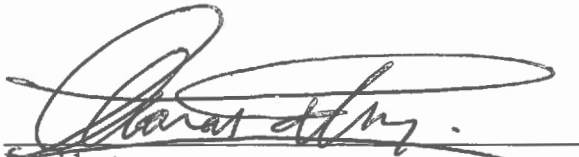
### **SECTION XX.II – REMOVAL OF A MEMBER OF THE BOARD**

1. All Directors accept their election or appointment to the Board with the understanding that they must work within all governance policies, exclude their personal interests, and make collective decisions in the best interests of the Association and must not take any action that would create any real or perceived situation where the Association’s impartiality or commitment to its mandate to protect and serve the public interest could be under question.
2. A Director who is an elected member may be removed from the Board upon a 2/3<sup>rd</sup> majority vote of the Board if:
  - a. they are found guilty of an offence under the Criminal Code of Canada; or

- b. they are or have been at any prior time (including for certainty prior to the adoption of this By-Law, as amended from time to time) engaged in any conduct or activity that is, in the opinion of the Board, unprofessional or contrary to the duties of a Director, or has engaged in any conduct contrary to the best interests of the Association in any way, including without limitation, following a suspension or cancellation of the license of the member (as defined in the Act) by an inquiry panel pursuant to the Act (as may be amended or supplemented from time to time); and
  - c. the President, Vice-President or a designate of either of them shall give the Director subject of the proposed removal in addition to all other Directors no less than seven (7) days prior written notice of the date on which a vote is to be held to consider the removal resolution and to allow the Director facing the removal the opportunity to make written submissions to the Board before the vote is held.
- 3. A Director who is a public representative may be removed from the Board by the Province as determined by the Province, including following a Board resolution passed by 2/3<sup>rd</sup> majority vote that the public representative Director has engaged in conduct or activity that is contrary to the duties of a Director or has engaged in conduct that is contrary to the best interests of the Association, following which the President of the Board or the President's designate shall forward a letter to the relevant minister outlining the concerns with a request for the removal of the public representative as a Director.
- 3. The addition of the following language to clause 1 and 3 in the Section entitled "SECTION V – DIRECTOR TERMS OF OFFICE" immediately following the words "his or her position on the Board": ", subject to Sections XX.I and XX.II."
- 4. The addition of the following language to clause 2 in the section entitled "SECTION V – DIRECTOR TERMS OF OFFICE" immediately following the words "nominated from the District": ", subject to Sections XX.I and XX.II."
- 5. The addition of the following language to clause 3 and 4 in the section entitled "SECTION V – DIRECTOR TERMS OF OFFICE" immediately following the words "in the first year of a two year term" "subject to Sections XX.I and XX.II:"

***[Signature Page to Follow]***

This amendment no. 1 to the By-Law was passed by the Board of Directors at Winnipeg, in Manitoba on Manitoba on the 16 day of June, 2022.

  
President  
Secretary

This amendment will become effective on the 3rd day of August, 2022 unless 10 members request on or before 2<sup>nd</sup> day of August, 2022, in writing, its ratification at a general meeting of the Association pursuant to section 43(2) of the Dental Association Act of Manitoba.