



MANITOBA DENTAL ASSOCIATION

THE GENERAL BYLAW

GENERAL BYLAW FOR THE MANITOBA DENTAL ASSOCIATION

PREAMBLE

A bylaw pursuant to *The Dental Association Act (The Act)* to administer the structure and functions of the Manitoba Dental Association (the Association).

SECTION I - ELECTORAL DISTRICTS

1. The Province of Manitoba (the Province shall be divided into the following districts for the purposes of nomination and voting in the election of the Board of Directors (Directors) (see SCHEDULE A - ELECTORAL DISTRICT MAP):
 - a. District 1 (CENTRAL) shall include all of the area in the Townships one to thirty-eight:
 - i. in the Ranges one to seventeen east of the Principal Meridian; and
 - ii. in the Ranges one to three west of the Principal Meridian.
 - b. District 2 (WESTERN) shall include all of the area in the Townships one to seventeen:
 - i. in the Ranges four to twenty-nine west of the Principal Meridian.
 - c. District 3 (NORTHERN) shall include all of the area in the Province not a part of District 1 and 2.

SECTION II - NOMINATION AND VOTING PRIVILEGES OF MEMBERS

1. Only members in the following registrant classes are eligible to nominate and vote in an election for the Director or Directors in his or her district:
 - a. general practitioner;
 - b. dental specialist;
 - c. academic;
 - d. student; or
 - e. charitable purpose.
2. A member who neither resides nor practises dentistry in the Province shall be ineligible to nominate or vote in an election for a Director or Directors.

SECTION III - MEMBER NOMINATION AND VOTING DISTRICT

1. Upon registration, a member shall identify in writing:
 - a. the location or locations of the facilities he or she practices dentistry; and
 - b. the location of the primary facility he or she practices dentistry if more than one is identified.
2. A member shall notify the Association in writing of any changes in the location or locations of the facilities or the primary facility he or she practices dentistry within 30 days of any change.
3. The Registrar shall enter in the registry the primary practice of each registered member as indicated in the most recent notification by that member.
4. A member shall only nominate or vote in an election in the District of his or her primary practice.

SECTION IV - BOARD COMPOSITION

1. The voting members of the Board of Directors (the Board) shall consist of:
 - a. four members elected from District 1;
 - b. one member elected from District 2;
 - c. one member elected from District 3;
 - d. one associate member elected by registered dental assistants in the Province;
 - e. the immediate past president of the Board; and
 - f. three public representatives appointed by the Province.

SECTION V - DIRECTOR TERMS OF OFFICE

- 1. A Director shall serve for a term of two years from the time of taking his or her position on the Board.**
- 2. A Director may remain on the Board until another Director is appointed if there are no eligible candidates nominated from the District.**
- 3. A member appointed by the Board to fill a Director position in a District unfilled or vacated before 26th day of November in the first year of a two year term:**
 - a. shall remain in the position until the next annual election; and**
 - b. is eligible to be nominated for the Director position in the District.**
- 4. A member subsequently elected or acclaimed to a Director position vacated in the first term shall serve a term of one year from the time of taking his or her position on the Board.**
- 5. A member appointed by the Board to fill a Director position in a District vacated after the 26th day of November in the first year of a two year term:**
 - a. shall remain in the position to complete the two year term.**

SECTION VI - NOTIFICATION OF ELECTIONS

- 1. The Association Secretary (the Secretary) on or before the third Saturday in November, shall notify the eligible voting members in a district of:**
 - a. expiry in the following January of the term of office for any Director representing that district;**
 - b. any vacancy of a position for Director representing that district; and**
 - c. the form approved by the Board to nominate a member from the district to fill a vacancy of a position for Director.**

SECTION VII - NOMINATIONS

- 1. A member shall be eligible for nomination to be elected Director for a District if:**
 - a. he or she is eligible to nominate or vote in an election for a Director;**
 - b. he or she is a member in good standing;**
 - c. he or she does not have any outstanding fine, fee, debt or levy owed to the Association; and**
 - d. his or her primary facility is located in the District where he or she seeks nomination.**
- 2. A nomination for election to the Board shall be in the form approved by the Board and include as a minimum:**
 - a. nominations shall be in writing;**
 - b. signatures of at least two members eligible to nominate from that district; and**
 - c. the written consent of the member nominated.**
- 3. Every nomination must be in the hands of the Secretary on or before the first Saturday in December or are otherwise invalid.**
- 4. The Registrar shall decide the eligibility of any member nominated for election.**

SECTION VIII - APPOINTMENT OF ELECTION OFFICIALS

- 1. The Secretary shall administer the elections of Directors for the Board.**
- 2. The Board shall appoint a deputy election official (deputy) to assist the Secretary.**
- 3. The deputy has the authority to perform the role of the Secretary if the Secretary is unable to act.**

SECTION VIII - ELECTIONS, ACCLAMATIONS, VACANT AND UNFILLED DIRECTOR POSITIONS

1. The Secretary shall declare an election for Director or Directors in a District where the number of eligible candidates nominated in a District exceeds the number of Directors to be elected for that District.
2. The Secretary shall declare a candidate or candidates acclaimed as Director or Directors for a District where the number of eligible candidates nominated does not exceed the number of Directors to be elected for that District.
3. The Secretary shall declare the Director serving as Vice President acclaimed in a District where his or her two year term would otherwise end.
4. The Secretary shall declare a vacancy for Director or Directors in a District where the number of eligible candidates nominated is less than the number of Directors to be elected for that District.
5. The Secretary on the first business day following the second Saturday in December shall notify the eligible voting members in a District of:
 - a. the name or names of eligible candidates for election to the positions of Director in the District;
 - b. the name or names of members acclaimed to the positions of Director in the District; and
 - c. vacancies for Director or Directors in the District.
6. The Secretary on the first business day following the second Saturday in December shall mail the eligible voting members in a District subject to an election :
 - a. a ballot in a form approved by the Board:
 - i. alphabetically listing the names of eligible candidates for election in the District; and
 - ii. envelope addressed to the Secretary marked "*voting envelope.*"
7. The Directors shall appoint a member from the District of to fill a vacated or unfilled Director position until the next annual election.

SECTION IX - VOTING

1. The voting ballot shall be in a form approved by the Board.
2. A voting ballot shall be eligible to be counted if:
 - a. completed by a member eligible to vote in the District;
 - b. ballot is marked with an 'X' opposite only the name of the candidate or candidates;
 - c. ballot is marked for no more than the number of positions available for election in the district;
 - d. no other marks are visible on the ballot;
 - e. ballot folded, sealed, signed and placed in the envelope provided by the Secretary; and
 - f. delivered to hands of the Secretary on or before noon on the thirty first day of December.
3. A voting ballot that is not completed and delivered in accordance with Subsection IX(2) is invalid and shall not be counted.
4. The Secretary shall secure unopened in his or her custody all voting envelopes received by him or her on or before noon on the thirty first day of December until 5:00 PM in the afternoon on election day.

SECTION X - ELECTION DAY

1. Election day is the first business day in January.

SECTION XI -VOTE COUNTING

1. The Secretary shall begin to open the voting envelopes and count the ballots at 5:00 PM in the afternoon on election day in the presence of scrutinizers.
2. Any person entitled to vote in the election may be present at the location of the vote counting.
3. Each candidate may appoint one member (scrutinizer) to monitor the opening of voting envelopes and counting of ballots on election day.
4. The President or the Registrar shall appoint two scrutinizers if no scrutinizers appointed by the candidates are present on election day.
5. Only the Secretary, his or her deputy and the scrutinizers may participate in opening of voting envelopes and counting of ballots.
6. The Secretary shall decide the validity of any ballot.
7. A recount of the voting ballots shall automatically occur if the difference in votes between the candidates is less than 5% of all valid votes counted.

SECTION XII - ELECTORAL DECISIONS

1. The candidate with the highest number of votes shall be elected as a Director for the District.
2. If more than one Director position is open in a District, the candidate or candidates with the next highest number of votes shall be elected as a Director or Directors for the District up to the maximum number to be elected for that District.
3. If after the automatic recount there is an equality of votes for two or more candidates in a District, the election of a Director shall be determined through a random draw of a candidate name from a suitable receptacle by the Secretary in the presence of the scrutinizers.
4. The Secretary shall declare the results of the election and certify it to the President.
5. The President shall report the results of the election at the Association annual general meeting.

SECTION XIII - SAVING PROVISIONS

6. Any failure on the part of the Secretary to comply with any provisions of this bylaw shall not invalidate an election of a Director.

SECTION XIV - DISPUTING RESULTS OF ELECTION

1. A member may dispute (disputing member) the results of an election for a Director.
2. A disputing member has fourteen days after the President reports the election results at the annual general meeting to file a written petition of the election results with the Registrar.
3. A disputing member shall state in his or her written petition the grounds for disputing the election and provide all the evidence he or she believes supports the petition.
4. The Registrar shall notify the Board and the Director identified in the petition by the disputing member within fourteen days of receiving the petition.
5. The Director identified in the petition by the disputing member shall not participate in Board meetings or decisions until the Board declares that he or she has been duly elected.

6. The Board shall select from amongst its voting directors three directors to compose a committee (the Committee) that shall establish its own process for the hearing.
7. The Committee shall hold the hearing within sixty days of receiving the petition.
8. The Committee shall give the disputing member, the Director identified in the petition by the disputing member and the Secretary thirty days written notice of the date, time and place of the hearing.
9. The Committee shall accept and consider any written submissions by the Director identified in the petition by the disputing member and the Secretary in their deliberations.
10. In addition to the written submissions of the disputing member and the Director identified in the petition by the disputing member, either may appear before the Committee with or without counsel and make representations.
11. The Committee shall submit a written report to the Board within 30 days of the hearing.
12. The Board shall declare whether the Director identified in the petition by the disputing member:
 - a. was duly elected as a Director and shall participate in Board meetings and decision; or
 - b. was not duly elected as a Director and the position is vacated.
13. A written decision and reasons for the decision shall be given to the disputing member, Director identified in the petition by the disputing member and the Secretary.

SECTION XV - MEETINGS OF THE BOARD

1. Board meetings may be convened by the President or Vice President or any two Directors at any time.
2. The Secretary shall deliver or mail written notice of Board meeting to each Director not less than one week prior to the date of the meeting.
3. A Board meeting may be held at any time without written notice if at least six Directors - one third of whom are public representatives - are present or if those absent waive notice or have signified their consent in writing to the meeting being held in their absence.
4. Board meetings shall be held at the Association office or at such place in Manitoba as the Directors may from time to time determine.
5. The Secretary shall record and keep minutes of proceedings at Board meetings.

SECTION XVI - QUORUM

1. A majority of voting Directors is required to constitute a Board meeting and conduct the business of the Association.

SECTION XVII- ELECTION OF PRESIDENT

1. Election for the President of the Association shall be at the first Board meeting after the election of the Directors.
2. Voting Directors are eligible to nominate a candidate for President.
3. Voting Directors are eligible for nomination and election as President.
4. The retiring President shall be eligible for nomination and election as President for a further term of office.
5. The President shall be elected by a majority of the voting Directors.

SECTION XVIII - ELECTION OF VICE PRESIDENT

1. Election for the Vice President of the Association shall be at the first Board meeting after the election of the Directors.
2. Voting Directors are eligible to nominate a candidate for Vice President.
3. Voting Directors are eligible for nomination and election as Vice President.
4. The Vice President shall be elected by a majority of the voting Directors.

SECTION XIX - CHAIRPERSON OF BOARD MEETINGS

1. The President shall act as Chairperson of Board meetings.
2. The Vice President shall act as Chairperson of Board meetings in the absence of the President.
3. The Directors at a Board meeting shall elect a Chairperson from among themselves in the absence of the President and Vice President.
4. The retiring President shall act as Chairperson at the first Board meeting after the election of the Directors until a new President is elected.
5. The Chairperson shall not vote on a question or motion unless the votes are equal.

SECTION XX - DECISIONS OF THE BOARD

1. All questions or motions before the Board shall be decided by a majority of the voting Directors.
2. The Chairperson shall cast the deciding vote on a question or motion if there is an equality of eligible votes.
3. A resolution or Bylaw signed by all the Directors is as valid and effective as if passed at a Board meeting, duly called, constituted and held.

SECTION XXI - APPOINTMENTS - OFFICERS

1. The Registrar shall be appointed by the Board at the first Board meeting after the election of the Directors.
2. The Secretary shall be appointed by the Board at the first Board meeting after the election of the Directors.
3. The Peer Review Chairperson shall be appointed by the Board at the first Board meeting after the election of the Directors.
4. The Board may establish policies on the terms and conditions of officers.

SECTION XXII - APPOINTMENTS - REPRESENTATIVES

1. The Association voting representative to the Canadian Dental Regulatory Authority Federation shall be appointed annually by the Board at the first Board meeting after the election of the Directors.
2. The Association voting representative to the National Dental Examining Board shall be appointed annually by the Board at the first Board meeting after the election of the Directors.
3. The Association voting representative to the Canadian Dental Association shall be appointed annually by the Board at the first Board meeting after the election of the Directors.
4. The Board may establish policies on the terms and conditions of representatives.

SECTION XXIII - APPOINTMENTS - PEER REVIEW COMMITTEE

1. Members shall be appointed to the Peer Review Committee by the Board at the first Board meeting after the election of the Directors.
2. Public representatives shall be appointed to the Peer Review Committee by the Province of Manitoba.
3. Members in good standing are eligible for appointment to the Peer Review Committee.
4. Members shall be appointed for a three year term and shall not be eligible for reappointment for one year after the completion of that term.

SECTION XXIV - APPOINTMENTS OTHER COMMITTEES


1. Members shall be appointed by the Board to committees as necessary for Association activities.
2. Individuals shall be appointed by the Board to committees as necessary for Association activities.
3. The Board may delegate appointment of members or individuals to a Committee in its Terms of Reference.
4. The Board may establish policies on the terms and conditions of committee members.

SECTION XXV - REMUNERATION

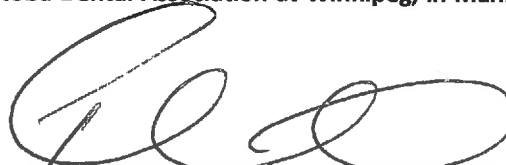
1. The salary or honorarium to be paid to officers of the Association and the remuneration for Directors and committee members shall be determined from time to time by resolution of the Board.
2. Directors may by resolutions award special remuneration to any officer, Director or committee member undertaking any services on behalf of the Association other than work ordinarily required of an officer, Director or committee member.
3. Confirmation of salary, honorarium or remuneration for any officer, Director or committee member by the members of the Association shall not be required.

All bylaws with prefixes "01-", "02", "04-", "05-", "13-", "22-", "34-" or "35-" of the MDA are hereby repealed.

DONE and PASSED by the Board of Directors of the Manitoba Dental Association at Winnipeg, in Manitoba this 2nd day of November 2013.



President



Secretary

This by-law will become effective on the 17th day of December, 2013, unless 10 members request on or before the 16th day of December 2013 in writing, its ratification at a general meeting of the Association pursuant to ss. 43(2) of *The Dental Association Act*.

Attached: Schedule A.

○ THOMPSON

○ THE PAS

NORTHERN #3

○ SWAN RIVER

TWP 39

TWP 38

○ DAUPHIN

RANGE IV

RANGE III

○ RUSSELL

CENTRAL #1

TWP 18

TWP 17

○ MINNEDOSA

WESTERN #2

RANGE IV

RANGE III

PORTAGE LA PRAIRIE ○

○ WINNIPEG

○ BRANDON

○ CARMEN

MORDEN ○