



# College of Dental Hygienists of Manitoba

## **BY - LAWS**

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**Ensuring the public has access to safe, competent dental hygiene care that contributes to improved oral and overall health.**

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# THE COLLEGE OF DENTAL HYGIENISTS OF MANITOBA

## BY-LAWS

### PREAMBLE

1. **Incorporation**

The College of Dental Hygienists of Manitoba is an entity established under *The Dental Hygienists Act*, herein referred to as “the Act”, which received Royal Assent on December 8, 2005 and was proclaimed on April 15, 2008.

The College of Dental Hygienists of Manitoba is established as a body corporate under the name College of Dental Hygienists of Manitoba as per section 4(1) of *the Act*.

2. **Name of Organization**

The name of the organization is the College of Dental Hygienists of Manitoba, or CDHM, or C.D.H.M, herein also referred to as “the college”.

3. **Index**

<b>Article I</b>	<b>Interpretation</b>
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<b>Article V</b>	<b>Election of Members of the council</b>
<b>Article VI</b>	<b>Council Members</b>
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<b>Article VIII</b>	<b>Board of Assessors</b>
<b>Article IX</b>	<b>Conflict of Interest</b>
<b>Article X</b>	<b>Administration of the College</b>
<b>Article XI</b>	<b>Code of Ethics</b>
<b>Article XII</b>	<b>Amendment of the By-laws</b>
<b>Article XIII</b>	<b>Distribution of Information</b>

## **ARTICLE I: INTERPRETATION**

### **Legislation**

- 1.1 When interpreting these by-laws, words and expressions have the same meaning as in *The Dental Hygienists Act*, unless the context otherwise requires.
- 1.2 In these by-laws, singular words include the plural and gender specific words include the opposite gender, and:
- (a) “board of assessors” means the committee established under section 8 of *The Dental Hygienists Act* to consider and decide on applications for registration;
  - (b) “council” means the governing body of the CDHM;
  - (c) “director” means a member of the council, the governing body of CDHM;
  - (d) “ex-officio” means a position without a vote;
  - (e) “in camera” means that a portion of the council or council committee meeting is held in private, without observers, to deal with matters of a confidential nature or a personal nature concerning an individual;
  - (f) “officer” means the individuals elected by council to the positions of Chair and Vice-Chair;
  - (g) “proxy” means the authority provided by a member to another eligible voting member to act on his or her behalf at a meeting of the members of the college;
  - (h) “quorum” means the number of individuals needed to be present to convene a meeting;
  - (i) “Registrar” or “Executive Director” means the staff person or management organization appointed by and directly accountable to the council and who is an ex-officio member of council;
  - (j) “register” means a register of names and data which must be maintained by the Registrar, subject to the direction of council, as established under the Dental Hygienists Act;
  - (k) “scrutineers” mean the individuals appointed at a member meeting to determine the results of a vote;
  - (l) “special resolution” means a resolution supported by a 2/3 (*two thirds*) majority vote.

### **Headings**

- 1.3 The division of the by-laws into sections and paragraphs and the insertion of headings and index are for convenience and reference only and do not affect the interpretation of the by-laws.

## **ARTICLE II: MEMBERSHIP**

### **Obligations of membership**

All members must:

- 2.1 Notify the Registrar, by editing the member’s own profile in the College’s software site, or in event that site is inoperative, in writing sent via regular post, facsimile or electronic mail of change in name, home address, email address, phone number, business address and business phone number or membership status within thirty days of the changes.

- 2.2 Changes in name must be done on paper copy, notarized in accordance with College requirements, and sent via regular post or hand-delivered within thirty days of the changes.
- 2.3 Answer all correspondence from the college to which a reply is required within 30 days from the date of the correspondence unless another date is specified. When reminder correspondence is sent to a member from the college, and the member fails to respond in writing within 15 days from the date stipulated in the reminder correspondence, the member may be referred to the Registrar, who may then make a referral to the complaints committee under clause 22(1) (b) of the Act. In the event that reminder correspondence is sent in regards to non-renewal or non-payment of fees, this failure to respond within the 15 days will result in immediate cancellation of the person's registration.

**Members on the Register of Practising Dental Hygienists**

- 2.4 Practising dental hygienists are entitled to:
- (a) engage in the practice of dental hygiene, subject to any restrictions or conditions placed on the member;
  - (b) official college publications;
  - (c) full voting privileges and other privileges extended by the college;
  - (d) stand for election or appointment to any position within the college, subject to these by-laws;
  - (e) attend and participate in meetings of the college in accordance with these by-laws.

**Members on the Non-practising Register**

- 2.5 Non-practising dental hygienists are entitled to:
- (a) official college publications;
  - (b) full voting privileges and other privileges extended by the college;
  - (c) stand for election or appointment to any position within the college, subject to these by-laws;
  - (d) attend and participate in meetings of the college in accordance with these by-laws.

**Dental hygienists on the temporary practice register**

- 2.6 Dental hygienists who are on the temporary practice register are entitled to:
- (a) engage in the temporary practice of dental hygiene, subject to restrictions and conditions placed on the member; and
  - (b) attend and participate in, but not vote at, meetings of the college.

**Dental hygienists on the student register**

- 2.7 Student dental hygienists are entitled to:
- (a) engage in the practice of dental hygiene under supervision subject to restrictions and conditions placed on the member;
  - (b) official college publications; and
  - (c) attend and participate in, but not vote at, meetings of the college.

### **ARTICLE III: MEMBERSHIP and RELATED FEES**

- 3.1 The membership year of the college will commence on the 15th day of January and terminate on the 14th day of the following January. The addition of an annual renewal due date, no earlier than 8 weeks prior to the termination of the membership year (*January 14th*), may be established to allow for the timely review and processing of renewal applications.
- 3.2 Membership fees will be established by the council. Any fee increment will be presented and discussed at a meeting of the members of the college.
- 3.3 The Registrar must send notification of the membership fees payable for the ensuing year at least 60 days prior to the annual renewal due date.
- 3.4 Membership fees will not be pro-rated with the exception of new graduates.
- 3.5 Dental hygienists applying for membership must pay a one-time, non-refundable application fee in addition to the applicable annual fee. Dental hygienists renewing their membership must pay only the applicable annual fee or any other fees that may apply.
- 3.6 Registration renewal requirements must be received or postmarked on or before the annual renewal due date.
- 3.7 Dental hygienists re-applying for membership after allowing their membership to lapse for a period of more than 90 days must pay a re-registration fee, in addition to the applicable annual fee.
- 3.8 Dental hygienists who do not renew their membership by the annual due date or who allow their membership to lapse for a period of less than 90 days, must pay a late fee in addition to the applicable annual fee.
- 3.9 Applicants for membership whose educational program requires review by the board of assessors must pay any credentialing or other related fees.
- 3.10 Should an individual's membership application be refused or withdrawn, the initial application fee and credentialing fee will be retained by the college.
- 3.11 A member whose name is on the non-practising register who complies with the requirements in the regulation with respect to the register of dental hygienists and who wishes to have his or her name transferred to the register of practising dental hygienists must pay the difference between the fees paid and the applicable annual registration fee due for the current year. **A transfer fee may be applied.**
- 3.12 A member may terminate his or her membership and registration with the college by returning his or her membership certificate and card to the Registrar for cancellation. The individual will not be entitled to receive a refund of fees.

## **ARTICLE IV: MEETINGS**

### **Annual general meeting (AGM)**

- 4.1 The annual general meeting must be held no later than 180 days after fiscal year end.
- 4.2 The council will prescribe the agenda for the meeting and it must include provisions for:
- (a) approval of the agenda
  - (b) approval of the minutes of the previous annual general meeting
  - (c) report of the council
  - (d) report of the Registrar
  - (e) election of members to council
  - (f) bylaw revisions
  - (g) results of the annual audit-or management review
  - (h) appointment of an auditor or management review firm
  - (i) resolutions by any member, and
  - (j) any other business which the council may so decide.
- 4.3 At least 30 days before the date of the annual general meeting, the college must send written, electronic or facsimile notice the annual general meeting to all council members and to every member of the college at the last recorded address, with a copy of the agenda for the meeting and the minutes of the preceding annual general meeting.
- 4.4 The Chair of the council shall act as chair of the meeting. The Chair may delegate the chair of the annual general meeting to another officer of the council.
- 4.5 Resolutions put forward at an annual general meeting must be in writing, signed by the mover and seconder and received by the Chair no fewer than 5 business days prior to the commencement of the meeting. Either the mover or the seconder must be present in person or by distance conferencing, if available, at the meeting for the resolution to be considered.
- 4.6 Resolutions adopted at the meeting shall be considered by the council, but are not binding on the council. The council shall report on the disposition of any such resolution at the next annual general meeting.

### **Special general meeting**

- 4.7 In addition to the requirements in subsection 4(5) of the Act, a special general meeting may be called by the council or 5% of the membership at any time to bring business before the membership of the college.
- 4.8 The business to be transacted at a special general meeting of the college will be limited to that specified in the notice.
- 4.9 At least 30 days before the date of a special general meeting, the college must send written, electronic or facsimile notice of the date, time and place of the special general meeting to all council members and to every member of the college at his or her last recorded address, with a copy of the business to be considered at the meeting.

- 4.10 The Chair of the council shall act as chair of the meeting. The Chair may delegate the chair of the special general meeting to another officer of the council.

**Quorum**

- 4.11 At any annual or special general meeting, members will be considered to be present if participating in person, through proxy or by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other.
- 4.12 At any annual or special general meeting, five percent of voting members will constitute a quorum. Should the number of members present at an annual, or special general meeting fall below five percent after the meeting has been called to order, the valid transaction of business can still continue.

**Voting at annual and special general meetings of the college**

- 4.13 The voting body will consist of the members on the register of practising dental hygienists and on the register of non-practising dental hygienists, who are in good standing at the date of the meeting.
- 4.14 A majority vote of those eligible members who are present is required for adoption of any motion at an annual, or special general meeting, according to the established rules of order governing the meeting.
- 4.15 Eligibility to vote at a meeting will be determined by proof of a current registration on either the register of practising dental hygienists or the register of non-practising dental hygienists.
- 4.16 A vote may be taken by ballot or by a show of voting cards at the discretion of the chair.
- 4.17 The chair of the meeting must appoint from amongst those assembled, scrutineers who will tabulate the vote for and against in the show of voting cards or, in the event of a ballot vote, collect and count the ballots and report the results to the chair.
- 4.18 The chair shall ordinarily have no vote.

In the event of a tie vote, either by a count of voting cards or ballot vote, the chair of the meeting will cast the deciding vote or request a second vote at his or her discretion.

- 4.19 The council can elect to have members return a vote on an issue, via regular mail, electronic mail, or facsimile provided that the question has been put to the member in a notice, via regular mail, electronic mail or facsimile to the member's last recorded address. If the motion is passed, the issue will be considered resolved retro-active to the date of notice.

**Proxies**

- 4.20 Any member eligible to vote may be represented by proxy at annual or special general meetings of the college by another eligible voting member.
- 4.21 The represented member must submit the signed proxy form to the college at least 5 business days before the meeting takes place.



- 4.22 A proxy is valid only for the meeting for which it was specifically given.
- 4.23 The member who wishes to vote by proxy must fulfill the proxy requirements as determined by the college.
- 4.24 Any member eligible to vote can hold a proxy for no more than one voting member of the college.

**Meetings of the council**

- 4.25 The council shall establish the frequency, agenda and procedure of meetings of the council provided it holds at least two meetings per year.
- 4.26 Notice of all meetings of the council stating the business to be transacted must be given to each member of the council no fewer than 5 business days before the meeting.
- 4.27 A meeting of the council may be held without notice if all council members agree to waive notice and those who will be absent from the meeting consent to the meeting.
- 4.28 A majority of the council, one of whom must in normal practice be a public representative, constitutes a quorum for the transaction of business. Quorum is established at the beginning of the meeting.
- 4.29 Council members will be considered to be present at the council meeting if participating in person or via distance conferencing if available.
- 4.30 Voting at any council meeting may be by voice vote, show of hands or poll at the discretion of the council. A majority vote of those council members who are present is required for adoption of any motion. In the event of a tie, the chair of the meeting will cast the deciding vote or request a second vote at his or her discretion.
- 4.31 As deemed necessary by the council, the council may elect to go *in camera* for a portion of their meeting.

**Minutes of Meetings**

- 4.32 Minutes shall be taken at annual, and special general meetings and be available to the membership.
- 4.33 Minutes shall be taken at meetings of council, be made available to council members and retained on file.

## **ARTICLE V: ELECTION OF MEMBERS OF THE COUNCIL**

- 5.1 The council will consist of a minimum of nine (9) and a maximum of twelve (12) members, 1/3 of whom shall be public members in accordance with sections 6(1) and 6(2) of the Act. The minister must appoint the public representatives to the council.
- 5.2 Election of the council must be held at the annual general meeting of the college.
- 5.3 Members in good standing on the practising or non-practising register are eligible for election or appointment to any position on council or its committees, subject to section 30(1) of the Act.
- 5.4 Only members in good standing who have had a minimum of two years practice in dental hygiene in Canada will be eligible to serve as members of the council. Members in good standing who have practiced for less than two years are eligible to serve on committees of council.
- 5.5 Current employees of the college shall not be eligible to serve as directors on the council. Any past employee of the college shall not be eligible for council membership for at least three (3) years after employment has ended.
- 5.6 The council shall establish rules regarding nomination of candidates for election to the council, the manner of voting for council members, and the conduct and regulation of council members. The rules for election of council will be made available for the membership no later than 3 months before the AGM.
- 5.7 Members on the register of practising dental hygienists or the register of non-practising dental hygienists, who are in good standing with the college at the date of the election, will be entitled to vote for the election of council members.
- 5.8 The elected council members must be announced following the election at the annual general meeting.

## **ARTICLE VI: COUNCIL MEMBERS**

- 6.1 Council members are responsible for governance that is accountable, lawful, prudent and ethical.  
Every council member shall:
  - (a) act honestly and in good faith with a view to the best interests of the college;
  - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
  - (c) not act in a conflict of interest;
  - (d) not abuse their position;
  - (e) sign and abide by an oath of confidentiality including electronic communications; and
  - (f) follow the Act, regulations, bylaws and the policies/rules of the college.

### **Terms of office**

- 6.2 Elected members of the council will hold office for a term of three years. They are eligible for re-appointment by the membership to a second full consecutive term or a maximum of 6 consecutive years. Council members shall then stand down from the council for one year after which they may be eligible for re-election to the council.
- 6.3 The council will endeavour to ensure staggered terms for council members.
- 6.4 Each public representative will be appointed to council by the Minister for a three (3) year term, and may thereafter be reappointed for two (2) more full terms. Public representatives may serve a maximum of nine (9) consecutive years.
- 6.5 When a position held by a public representative on the council becomes vacant during any given year, the council must request that the Minister appoint a replacement for the balance of the term.
- 6.6 A council member may resign by sending his or her resignation in writing to the chair or other council officer and the resignation is effective when accepted by the council.
- 6.7 Where a vacancy on the council occurs during any year involving an elected council member, the council will appoint, by special resolution of the remaining council members, an eligible member of the college to fill the vacancy on the council for the balance of the term of office vacated.
- 6.8 When vacancies of elected members on the council are 50% of these members, the remaining members must call a special general meeting to have an election to fill the vacancies.

### **Attendance of council members**

- 6.9 Council members must attend a minimum of three quarters of the regularly scheduled council meetings during each term. Failure to do so will be deemed to be a resignation. A council member may be considered for reinstatement by the council at his or her request, but only once per term.

### **Removal from the council**

- 6.10 The council may, by special resolution remove a council member from the council if:
- (a) the council member consistently does not perform his or her duties as determined by the council;
  - (b) the council member consistently does not adhere to the Act, by-laws, regulations or policies of the college;
  - (c) the council member's membership has been allowed to lapse, been suspended or revoked.

### **Return of Property**

- 6.11 Upon request of Council or when a council or council committee member resigns, retires, dies or is removed, any property of the college in his or her possession is to be returned to the Council. Any electronic property of the College is to be permanently deleted from

personal computers. The elimination of electronic property and the return of any College property is to be done in a timely manner.

### **Officers of the council**

- 6.12 The council must select from among the council members at least 2 Officers: a chair and vice-chair of council. Public representatives are eligible for officer positions. Election of these two positions will be made at the first council meeting following the AGM. The council may determine other Officer positions at its discretion from time to time.
- 6.13 Officers of the council will hold office for a term of one year. They are eligible for re-appointment by the council to three consecutive one year terms. Officers shall then stand down from that office for one year after which they may be eligible for reelection to the position.
- 6.14 The Chair will be responsible to ensure the integrity of the council's governance and will preside at meetings of the council.

The Vice- Chair will be responsible for the integrity of the council's documents and planning processes, assisting the Chair to ensure the integrity of the council's governance and, when reasonable, will preside at meetings of the council in the event of the Chair's absence with full accountability of that office.

- 6.15 The Registrar:
- (a) will be an ex-officio member at general member, council and council committee meetings.
  - (b) will carry out the responsibilities of the treasurer and must perform the executive functions delegated to that position by council as set out in *the Act*, these bylaws and council policies.

The council may delegate to the Registrar position full executive authority to direct and manage the operational requirements of the college and to hire and discharge agents and employees. The Registrar does not have authority over anything which the Act, bylaws or council policy requires the members of council to perform unless specific tasks are delegated to the Registrar by council.

### **ARTICLE VII: COUNCIL COMMITTEES**

- 7.1 The council must establish such committees as set out in the Act and others as it deems necessary to fulfill the objectives of the college.
- 7.2 The council may, by special resolution, remove with or without cause, any member from any council committee.

### **ARTICLE VIII: BOARD OF ASSESSORS**

- 8.1 The board of assessors consists of at least three members of the college who are all entitled to one vote at their meetings.

## **ARTICLE IX: CONFLICT OF INTEREST**

- 9.1 Members, council members, committee members and officers must ensure that they avoid any situation that may give rise to a conflict of interest or to an appearance of conflict of interest.
- 9.2 Council members shall not be employed in any capacity by the College (*see Article 5.5*).
- 9.3 A conflict of interest is deemed to exist in any situation where a member, council member or officer has interests in a matter that may be reasonably seen to influence their professional advice and conduct.
- 9.4 “Personal interests” (*as stated in 9.3*) includes but is not limited to financial, professional, family and other personal relationships, and includes those situations in which a family member or associate of the member has a significant interest in a matter.
- 9.5 If a member discovers that he or she is in a conflict of interest situation, he or she must take immediate steps to remove the conflict of interest.
- 9.6 If a council member or officer discovers that he or she is in a conflict of interest situation, he or she must:
- (a) disclose the conflict of interest to the council and the Registrar,
  - (b) not vote or exercise his or her duties in regard to the area of conflict of interest, and
  - (c) take immediate steps to remove the conflict of interest.

## **ARTICLE X: ADMINISTRATION OF THE COLLEGE**

### **Head office**

- 10.1 The head office of the college will be located in the City of Winnipeg, in Manitoba.

### **Corporate Seal**

- 10.2 The corporate seal of the college will remain in the head office of the college. It may, when required, be affixed to contracts, documents or instruments in writing signed by any Officer or Officers, person or persons appointed as aforesaid by resolution of the council

### **Agents and employees**

- 10.3 The council may appoint or employ such agents, consultants, specialists, or employees as necessary to assist the council in the performance of its duties under the Act and the regulation, and must establish duties and remuneration for these persons as necessary.

### **Banking and financial affairs**

- 10.4 The signing authorities of the college are the Registrar, the Chair and Vice-Chair and any two other members of council. Contracts, documents and instruments in writing so signed by two of the signing authorities are binding on the college.

- 10.5 The college may invest surplus revenues that may accrue and such investment must be registered in the name of the college.
- 10.6 Members must, at each annual general meeting, appoint an auditor to review the accounts of the college and to hold office until the next annual general meeting. The council may fill any vacancy in the office of auditor. The remuneration of the auditor will be fixed by the council.
- 10.7 A financial review must be completed once every fiscal year.
- 10.8 The council must prepare and, at each annual general meeting of the college, submit a financial statement of operations of the college for the past year, duly certified by the auditor.
- 10.9 The council may determine remuneration for traveling and living expenses incurred by members of the council and committees thereof while engaged in the business of the council.
- 10.10 The council may determine remuneration payable to members of the council or committees, or boards for attending to the business of the college.
- 10.11 The fiscal year of the college ends on the 30<sup>th</sup> day of April.

**Retention of lawyer**

- 10.12 The council may retain a lawyer to advise the council on all legal matters pertaining to the college.

**Procedures at Meetings**

- 10.13 The rules contained in the current edition of Roberts Rules of Order, or any other rules of order adopted by the council will govern the college in all cases to which they are applicable and in which they are not inconsistent with *the Act* or these by-laws, or any special rules of order the college may adopt.

**ARTICLE XI: CODE OF ETHICS**

- 11.1 All dental hygienists will abide by the most recent version of the Canadian Dental Hygiene Association's Code of Ethics and any other ethical guidelines adopted by council.

**ARTICLE XII: AMENDMENT OF THE BY-LAWS**

- 12.1 These by-laws may be repealed or amended at a general meeting by a majority vote, provided that previous notice of the amendment has been sent with written notice of the meeting as per Article IV (4.6).

12.2 Any proposed by-law changes must be approved by a majority of council members at a council meeting prior to presentation to the membership.

**ARTICLE XIII: DISTRIBUTION OF INFORMATION**

The college may distribute information and notices to members through a variety of formats including regular post, electronic mail, facsimile or by posting such items on the college's website.

**BYLAWS AMENDED THIS \_\_\_\_\_ day of \_\_\_\_\_, 2018. WITNESS the corporate seal of the Corporation.**

**SIGNATURES:**

\_\_\_\_\_  
**Signature (Chair)**

\_\_\_\_\_  
**Signature (Vice-Chair)**