

CONDENSED VERSION
Proposed Bylaw Changes for College of Dental Hygienists of Manitoba (CDHM)
2014 Annual General Meeting (AGM)

Dear Member,

Enclosed please find the proposed changes to the Bylaws of the College of Dental Hygienists of Manitoba that will be presented to the general membership for approval at the October 2014 Annual General Meeting.

Please note that any additions/changes are generally printed in **RED**, deletions are shown as a strike through ~~abc~~, and/or as a DELETED text box and rationale for the proposed changes **highlighted in yellow italics**.

The Council requests that you review the proposed changes and come prepared to vote on these changes at the October AGM.

Part I: Includes changes in content and will be dealt with independently by resolutions.

Part II: Includes matters of “housekeeping” which align these bylaws with the Dental Hygiene Act and make corrections which have no real effect on the College or its operations. These will be combined and dealt with in one resolution.

If you require any clarification to any of the proposed changes or would like to see the entire copy of the bylaws including the proposed amendments, please refer to the CDHM website CDHM@CDHM.info

CDHM Proposed Bylaw Amendments

Part I: CHANGES in CONTENT

PREAMBLE

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ARTICLE I: INTERPRETATION

Definitions

- 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 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 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.

Rationale: These definitions were put into alphabetical order as is customary, the gender comment was separated from the definitions and the title “Executive Director” was added to the Registrar definition to cover the executive functions council has already delegated and to parallel other Manitoba regulated health colleges. “Board of Assessors” and “Register”, as required by the Act, were added for clarification.

ARTICLE II: MEMBERSHIP

Members on the Register of Practising Dental Hygienists

- 2.3 **Practising dental hygienists** ~~Members on the dental hygienists register~~ 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.

Rationale: The addition of “practicing “to the heading for clarification.

Dental hygienists on the Student Register

2.6 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.

Rationale: Added “under supervision” to more accurately depict a student situation.

ARTICLE III: MEMBERSHIP and RELATED FEES

3.2 Membership fees **and related fees** will be established by the council. Any fee ~~increment~~ **change** will be presented ~~and discussed~~ at a **general** meeting of the members of the college.

Rationale: Council makes the decision on all fees of the College. Changes in fees do not necessarily mean increases. “General” meeting is inserted for clarity as to the type of meeting any changes may be presented.

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 **plus** any other fees that may apply.

Rationale: Other fees may be added to the renewal fee in certain circumstances.

ARTICLE IV: MEETINGS

Annual General Meeting (AGM)

4.1 The annual general meeting must be held ~~to inform the membership of activities of the college over the past year. The meeting must be held~~ no later than 180 days after fiscal year end.

*Rationale: The **broad** intent of this change is to reflect our legal obligation under the Act to be accountable to the public. The **more narrow** intent of this change is to ensure council hears a membership voice particularly as it relates to elections and financial accountability. The specific business that is reported to the membership is already listed below in #4.2.*

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 ~~Chair~~ **council**
- ~~(d) report of the registrar~~
- ~~(e) council committee reports as required~~
- (d) election of **members to** council

- (e) ~~changes to bylaws~~ **revisions**
- (f) **results of the annual** ~~audited financial statements~~ or management review
- (g) appointment of an auditor or management review firm
- (h) resolutions by any member, and
- (i) any other business which the council may so decide.

Rationale: These edits were made because an AGM is a council event and there is not the obligation to have a report from the registrar... unless council decides in any given year to do so. Further, (i) allows for additions of committee reports and any others.

- 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.

Rationale: To be consistent with the rest of the document.

- 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.

Rationale: Distance conferencing may not always be available.

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** ~~no fewer than four~~ meetings per year.

Rationale: Bylaws generally state the minimum requirements with regard to meetings, not the maximum.

- 4.29 Council members will be considered to be present at the council meeting if participating in person or via **distance teleconferencing if available**.

Rationale: Wording to be consistent in the document and clarify the terms of distance conferencing.

- 4.30 Voting at any council meeting may be by ~~consensus~~, 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 her discretion.** ~~who shall ordinarily have no vote, will be entitled to vote.~~

Rationale: Members of council must be present at a council meeting in order to vote on any motion. Being "present" includes participation in the meeting via distance conferencing. Deletion of "consensus" as it is not a 'method' of voting. The remaining change is to be consistent with 4.5.

Minutes of Meetings

- 4.32 Minutes shall be taken at annual, and special **general** meetings and be available to the membership.

Rationale: For consistency with 4.7.

- 4.33 ~~The council must ensure that minutes are taken at each meeting of the College, provided to each council member,~~ Minutes shall be taken at meetings of council, be made available to council members and retained on file.

Rationale: It is required by law that minutes of meetings “of council” will be taken and be made available to all council members. Minutes of council committees and other meetings of the college are usually addressed in council policies not the bylaws.

ARTICLE V: ELECTION OF MEMBERS OF THE COUNCIL

- 5.1 The council will consist of a minimum of nine and a maximum of 12 members, 1/3 of whom shall be public members ~~six members and three public representatives~~ in accordance with section 6(1) and (2) of the Act. The minister must appoint the public representatives to the council.

Rationale: This change is to allow for the ability to expand Council. Council feels that committees of council should be represented at all council meetings by the chair of each committee. Presently, not all chairs of council committees are members of Council. The number of public members required with this expansion will be adjusted accordingly by appointments made by the Minister of Health.

- 5.3 Members in good standing on the practising or non-practising register are eligible for election or appointment to any position ~~within the college~~ on council or its committees, subject to section 30(1) of the Act.

Rationale: Addition of a member who is not “in good standing” is to clarify that members who have restrictions on their license may affect their eligibility to vote, be elected or be appointed to council or committees of council. Removal of “within the college” was made because the such wording could be perceived as meaning any position of the College which is inconsistent with Article V: Election of Council Members.

ARTICLE VI: COUNCIL MEMBERS

- 6.1 Council members are responsible for governance that is ~~owner~~ accountable, lawful, prudent and ethical. ~~and includes the exercise of effective stewardship as well as the delegation of responsibility, leadership and control of the college.~~

Rationale: Shortened the bylaw due to the inclusions below.

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; ~~and~~
- (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

Rationale: Given the sensitivity and privacy of documents/files, this addition warrants being stated in these Bylaws.

Removal from the Council

- 6.10 **Proposal to Omit:** A council member removes herself from office by failing to comply with the attendance requirements shown 6.9 Attendance of Council Members above. The council may remove any council member or officer by a special resolution of the Directors.

Rationale: Remove due to repetition of 6:11. If the omission is adopted, bylaws will be renumbered.

Officers of the Council

- 6.16 The Registrar:

This section has been restructured to more clearly define the role of the Registrar.

- a) will be an ex-officio, ~~non-voting~~ member at all general member, council and council committee meetings.

Rationale: "ex-officio" is defined as a non-voting member in 1.2 (f) ,therefore 'non-voting' is repetitious here.

- b) ~~must~~ 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. ~~as specified by the council in accordance with the policies adopted by the council.~~

Rationale: The wording more clearly defines the Registrar's function as treasurer as well as clarifying those functions delegated to the position by Council.

- ~~a) will perform the functions of a treasurer.~~

- c) 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.

- d) 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.

Rationale: Clearer definition of the role of the Registrar under the structure of Policy Governance® that has been adopted by Council.

ARTICLE VII: ~~STANDING-COUNCIL~~ COMMITTEES

Rationale: Change of wording to be consistent with the Dental Hygiene Act.

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.

- 8.2 **Proposal to OMIT** In the year 2008, one member will be appointed to a three year term, one member appointed for a two year term, one member will be appointed for a one year term. The subsequent years, new members will be appointed for a three year term.

Rationale to OMIT: This bylaw was created to stagger terms of the Board of Assessors at the inception of the College and is no longer relevant.

ARTICLE IX: CONFLICT OF INTEREST

- 9.3 A conflict of interest is deemed to exist in any situation where a member, council member or officer has personal interests in a matter that may be reasonably seen to influence their professional advice and conduct.
(a) in the case of a member, in relation to a client, or
(b) in the case of a council member or officer, in relation to the college or its members.

Rationale: Removal of a) & b) so that the clause is applicable in any situation, otherwise it only applies only to a) & b).

ARTICLE X: ADMINISTRATION OF THE COLLEGE

Banking and Financial Affairs

- 10.4 The signing authorities of the college are the Registrar, the **Chair and Vice-Chair** of council and ~~one~~ **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.

Rationale: The Chair or Vice Chair of Council may not reside in Winnipeg and by having two other members of council as signing authorities, the registrar would have more flexibility in the absence of these persons when transactions need to be made.

- 10.7 A complete audit must be done **once** every ~~five~~ **fifth** years; a financial review must be completed once every fiscal year **unless it is the same year of the complete audit.**

Rationale: Clarification of years of both complete audit and financial review.

ARTICLE XI: CODE OF ETHICS

- 11.1 All dental hygienists will abide by the most recent version of the CDHA's Code of Ethics ~~which governs the conduct of all registrants~~ **and any other ethical guidelines adopted by council.**

Rationale: To cover future Regulated Health Profession Act (RHPA) requirements.

CDHM Bylaw Amendments

Part II: NO CHANGE in CONTENT

ARTICLE II: MEMBERSHIP

Obligations of Membership

All members must:

- 2.1 Notify the registrar, in writing sent via regular post, facsimile or **electronic mail** of change in name, mailing address, place of employment or membership status within thirty days of the changes.

Rationale: To reflect standard business practice and to be consistent throughout the document including electronic communication.

ARTICLE III: MEMBERSHIP and RELATED FEES

- 3.4 Membership fees will not be pro-rated **with the exception of for** new graduates.

Rationale: Word change without altering the bylaw.

- 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 ~~register~~ must pay the difference between the fees paid and the **applicable** annual registration fee due for the current year.

Rationale: For consistency with the Dental Hygiene Act and in the rest of the document.

ARTICLE IV: MEETINGS

Special General Meeting

- 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 her last recorded address, with a copy of the business to be considered at the meeting.

Rationale: To be consistent with the rest of the document.

Voting at 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.

Rationale: Word addition for consistency with the Dental Hygiene Act.

- 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.

Rationale: Word addition for consistency with the Dental Hygiene Act.

- 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.

Rationale: Word additions for consistency in this document.

Proxies

- 4.20 Any ~~voting~~ member **eligible to vote** may be represented by proxy at annual or special general meetings of the college by another eligible voting member.

Rationale: Wording change to be consistent with the rest of 4.20.

- 4.24 Any member ~~of the college who has the right~~ **eligible** to vote can hold a proxy for no more than one voting member of the college. ~~at one time.~~

Rationale: Wording change for consistency.

Meetings of the Council

- 4.31 As deemed necessary by the council, the council may elect to go *in camera* for a portion of their meeting, ~~to deliberate regarding matters of a confidential nature or of a personal nature concerning an individual.~~

Rationale: Repetitive statement.

ARTICLE V: ELECTION OF MEMBERS OF THE COUNCIL

- 5.7 Members on the **register of practising** dental hygienists ~~register~~ or the **register of non-practising dental hygienists register**, 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. ~~and may vote for as many candidates as there are vacancies on the council.~~

Rationale: Change of wording for clarity and consistency. The strike through does not alter the meaning of this bylaw.

ARTICLE VI: COUNCIL MEMBERS

Return of Property

- 6.12 When a council member ~~dies~~, resigns, retires, **dies** or is removed, any property of the college in her possession is to be returned to the Council.

Rationale: Change of order of wording only.

ARTICLE IX: CONFLICT OF INTEREST

9.4 “Personal interests” as stated in ~~For the purposes of 9.23~~ “personal interests” 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.

Rationale: Error in number and grammar.

ARTICLE XIII: DISTRIBUTION OF INFORMATION

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

Rationale: To be consistent with other portions of these bylaws.