

BY - LAWS

Developed March 2008 Amended September 2009 Amended October 2010 Amended October 2012 Amended October 2014 Amended October 2016 Amended October 2017 Amended October 2019 Amended October 2020 Amended October 2022 Amended October 2023 Amended October 2023

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

TABLE OF CONTENTS

PREAMBLE 4 Incorporation Name of Organization Index
ARTICLE I: INTERPRETATION
ARTICLE II: MEMBERSHIP
ARTICLE III: MEMBERSHIP and RELATED FEES
ARTICLE IV: MEETINGS
ARTICLE V: ELECTION OF MEMBERS OF THE COUNCIL
ARTICLE VI: COUNCIL MEMBERS
ARTICLE VII: COUNCIL COMMITTEES
ARTICLE VIII: BOARD OF ASSESSORS

ARTICLE IX: CONFLICT OF INTEREST
ARTICLE X: ADMINISTRATION OF THE COLLEGE
Head office
Corporate Seal
Agents and employees
Banking and financial affairs
Retention of lawyer
Procedures at Meetings
ARTICLE XI: CODE OF ETHICS
ARTICLE XII: AMENDMENT OF THE BY-LAWS
ARTICLE XIII: DISTRIBUTION OF INFORMATION

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

Article I	Interpretation
Article II	Membership
Article III	Fees
Article IV	Meetings
Article V	Election of Members of the council
Article VI	Council Members
Article VII	Council Committees
Article VIII	Board of Assessors
Article IX	Conflict of Interest
Article X	Administration of the College
Article XI	Code of Ethics
Article XII	Amendment of the By-laws
Article XIII	Distribution of Information

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:
 - (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) "quorum" means the number of individuals needed to be present to convene a meeting;
 - (h) "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;
 - (i) "register" means a register of names and data which must be maintained by the Registrar/Executive Director, subject to the direction of council, as established under the Dental Hygienists Act;
 - (j) "scrutineers" mean the individuals appointed at a member meeting to determine the results of a vote;
 - (k) "special resolution" means a resolution supported by two thirds (2/3) majority vote.

<u>Headings</u>

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/Executive Director, by editing the member's own profile in the college's software site, or in the event that site is inoperative, in writing sent via regular post or electronic mail of, home address, email address, phone number, business address and business phone number or membership status within thirty (30) days of the changes.
- 2.2 Notify the Registrar/Executive Director of changes in name. Changes in name are acceptable in digital format. Completion of the name change declaration form and uploading a marriage license or certificate, or government issued name-change document, is required within thirty (30) days of the change.
- 2.3 Answer all correspondence from the college to which a reply is required within thirty (30) days from the date of the correspondence unless another date is specified. When a reminder correspondence is sent to a member from the college, and the member fails to respond in writing within fifteen (15) days from the date of the reminder correspondence, the member may be referred to the Registrar/Executive Director, 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 regard to non-renewal or non-payment of fees, this failure to respond within the fifteen (15) days will result in immediate cancellation of the person's registration.

Practise Audits for Dental Hygiene Practise

- 2.4 In this section, "Dental Hygiene Practise" means, but is not limited to, circumstances where a member is practising in a setting other than a dental office, in a facility, or as part of an oral health program, as those terms are defined under the Dental Hygienists Regulation, M.R 80/2008.
 - (a) In the event a member is opening, operating, or moving a Dental Hygiene Practise, a member is required to provide written notice to the college of the following information:
 - i. The member's name;
 - ii. Phone number of the Dental Hygiene Practise;
 - iii. Email address of the Dental Hygiene Practise;
 - iv. Full business address of the Dental Hygiene Practise;
 - v. Names of any employees, partners, or other members practicing at the same Dental Hygiene Practise;

- vi. Any other information requested by the Registrar/Executive Director.
- (b) Upon receipt of the required information under (a), and prior to a Dental Hygiene Practise opening or moving to another Dental Hygiene Practise, the college may conduct a practise audit pursuant to section 56(1) of the *Dental Hygiene Act* and any college policies regarding practise audits.
- (c) A member is required to provide written notification to the college of any changes to the information set out under (a) at least ninety (90) days prior to the anticipated change.
- (d) A member who closes or transfers ownership or operation of a Dental Hygiene Practise is required to provide written notification to the college prior to the close of a Dental Hygiene Practise at least ninety (90) days prior to the anticipated closure date.

Members on the Register of Practising Dental Hygienists

- 2.5 Practising dental hygienists are entitled to:
 - (a) engage in the practise 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 bylaws.

Members on the Non-practising Register

- 2.6 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 bylaws.

Dental hygienists on the temporary practise register

2.7 An applicant registered in good standing in a jurisdiction outside Manitoba to practise dental hygiene may apply to the temporary practise register and are entitled to:

- (a) engage in the temporary practise 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

- 2.8 Student dental hygienists are entitled to:
 - (a) engage in the practise 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 twelve (12) 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 change will be presented and discussed at a meeting of the members of the college.
- 3.3 The Registrar/Executive Director must send notification of the membership fees payable for the ensuing year at least sixty (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 electronically 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 ninety (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 ninety (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 their 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. In addition, a transfer fee set in accordance with the membership fee schedule will be applied. In special circumstances, the council will consider and may approve a waiver of the transfer fee upon application by the member.
- 3.12 A member may terminate their membership by completing the Cancellation Form and submitting it to the college. 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 one hundred and eighty (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 fee changes;
 - (e) report of the Registrar/Executive Director;
 - (f) by-law revisions;
 - (g) election of members to council;
 - (h) results of the annual audit-or management review;

- (i) appointment of an auditor or management review firm;
- (j) resolutions by any member; and
- (k) any other business which the council may so decide.
- 4.3 At least thirty (30) days before the date of the Annual General Meeting, the college must send notice of 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 five (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 five percent (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 thirty (30) days before the date of a special general meeting, the college must send notice of the date, time and place of the special general meeting to all council members and to every member of the college at their 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.

<u>Quorum</u>

4.11 At any annual or special general meeting, members will be considered to be present if participating in person, or by other means of communication permitting all persons participating in the meeting to hear each other.

4.12 At any annual or special general meeting, five percent (5%) 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 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 their discretion.
- 4.19 The council can elect to have members return a vote on an issue, via regular mail, electronic mail provided that the question has been put to the member in a notice, via regular mail, electronic mail to the member's last recorded address. If the motion is passed, the issue will be considered resolved retroactive to the date of notice.

Meetings of the council

- 4.20 The council shall establish the frequency, agenda and procedure of meetings of the council provided it holds at least two (2) meetings per year.
- 4.21 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 five (5) business days before the meeting.
- 4.22 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.

- 4.23 A majority of the council, one of whom must be a public representative, constitutes a quorum for the transaction of business. Quorum is established at the beginning of the meeting.
- 4.24 Council members will be considered to be present at the council meeting if participating in person or via virtual means.
- 4.25 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 their discretion.
- 4.26 As deemed necessary by the council, the council may elect to go *in camera* for a portion of their meeting.

Minutes of Meetings

- 4.27 Minutes shall be taken at annual and special general meetings and be available to the membership.
- 4.28 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 eleven (11) members, one third (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 A member of council whose term of office has ended may continue to serve until a successor is appointed or elected.

Eligibility for Election of Council Members

- 5.3 A member shall be eligible for election or appointment to Council if, by the deadline for the receipt of the nomination:
 - (a) The member is in good standing on the practicing or non-practicing register subject to section 30(1) of the Act.
 - (b) The member in good standing has had a minimum of two (2) years practise in dental hygiene in Canada.

- (c) A period of at least two (2) years has passed since the member has been an officer, director or employee of any dental hygiene or related professional association; (For greater certainty, nothing in this Article shall prevent a Registrant who serves on an association or organization to which they have been appointed by Council as a representative of the College, from running for election to Council.)
- 5.4 Election of the council must be held at the annual general meeting of the college.
- 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 three (3) months before the AGM.
- 5.7 Members on the register of practising dental hygienists or the register of nonpractising 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 six (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 one-, twoor three-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 their 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 fifty percent (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 (3/4) of the regularly scheduled meetings either in person or virtually during each year of their term. Failure to do so will be deemed to be a resignation. Special consideration may be discussed with the chair for unforeseen circumstances. The Chair will then bring the request for special consideration to the council to determine if the member may remain a council member for the balance of the council member's term. The council member seeking special consideration may be present and make further submissions to council when the request to council is made. Following the request being made, the council member will absent themselves from the meeting while this issue of whether the member may remain a council member for the balance of the council member's term is decided by council. A council member may be considered for reinstatement by the council at their request, but only once per term.

<u>Removal from the council</u>

6.10 The council may, by special resolution, remove a council member from the council if:

- (a) the council member consistently does not perform their 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 college membership has lapsed, been suspended or revoked.

<u>Return of Property</u>

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 their possession is to be returned to the council. Any electronic property of the college is to be permanently deleted from personal computers and devices. The elimination of electronic property and the return of any college property is to be done within thirty (30) days.

Officers of the council

- 6.12 The council must select from among the council members at least two (2) Officers: a Chair and Vice-Chair of council. Public representatives are eligible for officer positions. Election of these two (2) 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 (1) year. They are eligible for reappointment by the council to three (3) consecutive one (1) year terms for a total of four (4) years. Officers shall then stand down from that office for one (1) year after which they may be eligible for re-election 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/Executive Director:
 - (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/Executive Director position full executive authority to direct and manage the operational requirements of the college and to hire and discharge agents and employees. The Registrar/Executive Director 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/Executive Director 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.
- 7.3 Members in good standing who have practised for less than two (2) years are eligible to serve on committees of council.
- 7.4 Committee members must be members of the college in good standing.

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 If a member discovers that they have a conflict-of-interest situation, they must take immediate steps to remove the conflict of interest.

- 9.5 If a council member or officer discovers that they have a conflict of interest situation, they must:
 - (a) disclose the conflict of interest to the council and the Registrar/Executive Director;
 - (b) not vote or exercise their 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/Executive Director, the Chair and Vice-Chair and any two (2) other members of council. Contracts, documents and instruments in writing so signed by two (2) 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. The amount payable will be reviewed every second year.
- 10.11 The fiscal year of the college ends on the 30th day of April.

<u>Retention of lawyer</u>

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 Hygienists 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, or by posting such items on the College's website.

BYLAWS AMENDED THIS 24th day of October 2024. WITNESS the corporate seal of the Corporation.

SIGNATURES:

Signature (Chair)

mm

Signature (Vice-Chair)