



**CONSTITUTION AND BYLAWS**

**OF THE**

**MANITOBA ASSOCIATION OF MEDICAL RADIATION TECHNOLOGISTS**

**INCORPORATED**

**Revised**

**November 8, 2020 Annual General Meeting**

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## **GENERAL**

### **Name of Association**

The name of the corporation is the Manitoba Association of Medical Radiation Technologists Incorporated, hereafter referred to as the MAMRT.

### **Definitions and Interpretations**

“Act” means The Corporations Act (RSM 1987, c C225).

“AGM” means the Annual General Meeting of the members of the MAMRT.

“CAMRT” means the Canadian Association of Medical Radiation Technologists.

“HSO/AC” means the Health Standards Organization and its affiliate, Accreditation Canada

“MAF” means the MAMRT Administrative Fees.

“Medical Radiation Technology” means the application of ionizing or other forms of radiant energy in one or more of the disciplines of radiological technology, radiation therapy, nuclear medicine, and magnetic resonance imaging.

“Medical Radiation Technologist” means a person specializing in Medical Radiation Technology.

“PLI” means the premium for the CAMRT program for professional liability insurance.

In this document, unless the context states otherwise, the singular includes the plural, and the masculine includes the feminine.

### **Head Office**

The head office is in the City of Winnipeg in the Province of Manitoba at a location determined by the Board of Directors.

### **Seal**

The seal of the MAMRT shall be kept at the head office. The seal shall not be affixed to any document, contract or agreement unless authorized by resolution of the Board of Directors. The President and the Director of Finance and Administration shall attest by their signatures that the seal has been so duly affixed.

### **Purposes of the MAMRT**

The purposes of the MAMRT shall be to:

1. Promote and encourage the science and art of Medical Radiation Technology and to consider and discuss all subjects affecting it.
2. Promote, assist, guide, encourage and form a central association for Medical Radiation Technologists throughout the Province of Manitoba.
3. Facilitate the exchange of information and ideas on matters affecting the science, art and practice of Medical Radiation Technology and allied subjects.
4. Print, publish, sell, lend or distribute the proceedings or reports of the MAMRT or any papers, communications, works or treatises on Medical Radiation Technology or its applications or subjects connected to the science, art and practice of Medical Radiation Technology and allied subjects.

5. Promote and provide for the carrying out of research and experimental work in connection with Medical Radiation Technology and allied subjects and to make, institute and establish grants, rewards or other benefactors in connection therewith.
6. Establish and maintain archives to promote, organize and exhibit items connected with the science, art and practice of Medical Radiation Technology.
7. Establish, undertake, superintend, administer, and contribute to any charitable and benevolent fund in connection with or for the benefit of persons engaged in the science and practice of Medical Radiation Technology or allied subjects and their dependents.
8. Associate, affiliate and federate with any association, society or organization, incorporated or unincorporated, with objectives the same as or similar to the objectives of the MAMRT.
9. Be affiliated with the CAMRT and this provision is unalterable.

## A.    **MEMBERSHIP**

### **A.1    Eligibility for Membership and Admission as a Member**

Eligibility to register as a member of the MAMRT shall vary depending on the category of membership, as further defined below. Access to registration for CAMRT membership shall be through the MAMRT only, as determined bi-laterally between the CAMRT and the MAMRT and, for greater certainty, shall result in concurrent membership with the CAMRT and the MAMRT.

Any person who is eligible for admission as a member of the MAMRT shall make application to the Board of Directors, in the manner prescribed by the Board of Directors from time to time. Admission as a member shall be granted to qualified applicants upon approval by the Board of Directors and receipt of payment of any applicable dues, PLI and MAF.

### **A.2    Categories of Membership**

There shall be the following categories of membership:

**Full Practicing Member:** A full practicing member is any person who has passed the CAMRT examination as a Medical Radiation Technologist who either resides or is employed in Manitoba, and who receives remuneration by virtue of their status as a registered Medical Radiation Technologist. Full practicing members must pay current MAMRT and CAMRT full practicing dues, PLI and MAF. A full practicing member is entitled to all privileges and responsibilities of membership in the MAMRT, including the right to vote at meetings of the members of the MAMRT.

**Non-Practicing Member:** A non-practicing member is a person who has passed the CAMRT examination as a Medical Radiation Technologist, who either resides or is employed in Manitoba, but who does not, on a temporary basis, receive remuneration by virtue of their status as a Medical Radiation Technologist. Non-practicing members must pay current MAMRT and CAMRT non-practicing dues and MAF. Non-practicing members may receive current literature of the MAMRT, and may attend and participate in all meetings of the members of the MAMRT, but shall not be entitled to vote at such meetings. Non-practicing members may hold office on the Board of Directors, or serve on any standing, special or ad hoc committees of the MAMRT.

**Life Member:** A life member is a full practicing or non-practicing member who is nominated by a peer, and then elected to life member status by the Board of Directors, in recognition of their distinguished service to the profession and exemplary service to the Board of Directors. The election results can be announced at the next AGM, or at another time determined by the Board of Directors. Life members must pay current CAMRT dues, PLI and MAF, as applicable. Life members shall enjoy the same privileges as full practicing or non-practicing members, as the case may be.

**Honorary Member:** An honorary member is a distinguished person related to the Medical Radiation Technology profession or former full practicing Medical Radiation Technologist who is nominated by a peer, and then elected to honorary member status by the Board of Directors. The election results can be announced at the next AGM, or at another time determined by the Board of Directors. Honorary members may receive current literature of the MAMRT, and may attend and participate in all meetings of the members of the MAMRT, but shall not be entitled to vote, nor hold office on the Board of Directors, or serve on any standing committee of the MAMRT. They may be specifically appointed to a special or ad hoc committee of the MAMRT, and the right to vote shall be limited to voting as a member of that committee. An honorary member does not pay any dues.

**Student Member:** A student member is a person who is undergoing training in an HSO/AC accredited Medical Radiation Technology program in affiliation with the CAMRT, and who either resides and is attending training in Manitoba or is undertaking training outside of Manitoba through an Interprovincial Agreement. Student members may receive current literature of the MAMRT, and may attend and participate in all meetings of the members of the MAMRT, but shall not be entitled to vote, nor hold office on the Board of Directors, or serve on any standing committee of the MAMRT. They may be specifically appointed to a special or ad hoc committee of the MAMRT, and the right to vote shall be limited to voting as a member of that committee. Student members as such are not required to pay any dues. Student members who are candidates for membership and who have successfully passed the CAMRT's national certification examination shall make application in the manner prescribed by the Board of Directors and shall pay prorated full practicing or non-practicing member dues, depending on whether they will be full practicing or non-practicing members, for the year of application; provided however that all other conditions for full practicing or non-practicing membership, as the case may be, have been met.

### **A.3 Resignation of Membership**

Any member may resign from the MAMRT by providing notice in writing in the form or manner prescribed by the Board of Directors from time to time and setting out the effective date of the member's resignation.

### **A.4 Failure to Pay Dues**

The membership of any member who fails to pay their dues to the MAMRT when required shall lapse, and such member shall cease to be a member of the MAMRT on the first day after such dues were payable and not received.

### **A.5 Termination of Membership and Suspension or Expulsion of a Member**

#### **A.5.1. Termination of Membership**

Membership shall be terminated

- a. on death,
- b. by resignation, in accordance with Article A.3,
- c. upon failure to pay dues, PLI or MAF, in accordance with Article A.4;
- d. on suspension or expulsion, in accordance with Article A.5.2;
- e. on suspension or expulsion by the CAMRT; or
- f. on dissolution or liquidation of MAMRT under the Act.

#### **A.5.2 Suspension or Expulsion of a Member**

The Board of Directors shall have authority to suspend or expel any member from the MAMRT for any one or more of the following grounds:

- i. violating any provision of the articles, bylaws, code of ethics or written policies of the MAMRT;
- ii. carrying out any conduct which may be detrimental to the MAMRT as determined by the Board of Directors in its sole discretion;
- iii. for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the MAMRT.

In the event that the Board of Directors determines that a member should be expelled or suspended from membership in the MAMRT, the President, or such other officer as may be designated by the Board of Directors, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the President, or such other officer as may be designated by the Board of Directors, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board of Directors, may proceed to notify the member that the member is suspended or expelled from membership in the MAMRT.

If written submissions are received in accordance with this section, the Board of Directors will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board of Director's decision shall be final and binding on the member, without any further right of appeal.

### **A.6 Readmission of a Full Practicing or Non-Practicing Member**

#### **A.6.1 Resignation or Lapse**

Any person who has resigned or allowed their membership to lapse may be reinstated as a full practicing or non-practicing member provided they satisfy the following requirements:

If the period since the resignation or lapse of membership has been:

1. Less than 5 years: Members must meet all of the conditions of the category of membership, full practicing or non-practicing, for which reinstatement is sought, pay current MAMRT and CAMRT dues, PLI, as applicable, and MAF. Such a member is also subject to additional fees upon reinstatement according to the policies and procedures of the MAMRT at the time of reinstatement.
2. Greater than 5 years: Members must first update their professional skills for re-entry to practice through the successful completion of an MAMRT approved review program, following which the requirements set out in paragraph A.6. 1 above shall apply.

### **A.6.2 Non-Practicing Membership**

Any member who has held non-practicing membership for a period greater than 5 years must first update their professional skills through the successful completion of an MAMRT approved review program for readmission as a full practicing member, following which the requirements set out in paragraph A.6.1 above shall apply.

### **A.7 Membership Dues**

MAMRT membership dues shall be set by the MAMRT Board of Directors and subject to approval at the AGM.

Full Practicing members and Non-Practicing members, as defined in Article A.2, shall pay CAMRT dues, MAMRT dues, PLI, and MAF, as applicable, annually.

Life members, as defined in Article A.2, shall pay CAMRT dues, PLI, and MAF, as applicable, annually.

## **B. MEETINGS OF MEMBERS**

### **B.1 Annual General Meeting**

The AGM shall be held each year on the day, place, and hour determined by the MAMRT Board of Directors.

At the AGM, the following items of business shall be dealt with:

- a. Consideration of any report(s) of the Board of Directors;
- b. Consideration of the financial statements and the report of auditors;
- c. Approval of the Board of Directors;
- d. Appointment of auditors; and
- e. Such other business as may be required herein or by operation of the Act.

### **B.2 Special Meetings of Members**

Special meetings of members may be called at any time by the President or on the requisition of 5% of the membership carrying rights to vote at a meeting of members.

### **B.3 Notice of Meetings**

Notice shall be given of all meetings of the members of the MAMRT by electronic means.

The notice of the AGM shall be given no later than 30 days prior the meeting and no earlier than 50 days prior to the meeting, and shall state the day, place and hour of the meeting.

The notice of a special meeting shall be given no later than 21 days prior to the meeting and no earlier than 50 days prior to the meeting, and shall also state the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon and the text of any special resolution to be submitted to the meeting. The accidental omission to give notice of a meeting to any member will not invalidate the meeting.

### **B.4 Chair of Meetings of Members**

The President shall be the Chair of any meetings of the members of the MAMRT. In the absence of the President, the Vice-President shall be the Chair, and in the absence of the Vice-President, the Past President shall be the Chair. In the absence of all of the foregoing officers, the members present may elect any person present at the meeting to be the Chair of the meeting.

## **B.5 Quorum**

Twelve members of the MAMRT entitled to vote at the meeting shall form a quorum at any general or special meeting of the members of the MAMRT. If within half an hour from the time appointed for the meeting a quorum of members is not present, the meeting may continue at the discretion of the Chair; however no issues requiring membership voting will be addressed. In this case, the meeting may adjourn to a later date.

## **B.6 Voting**

Every full practicing member (including life members who are full practicing members) present shall have one vote. Voting shall be by show of hands, unless a secret ballot is demanded. Decisions shall be reached by a majority (more than half). The Chair shall reserve their vote unless there is an equality of votes in order to maintain neutrality. If there is an equality of votes, the Chair shall cast the deciding vote.

A full practicing member may appoint another full practicing member by proxy to attend and vote on the member's behalf. A proxy appointment must be in writing, signed by the member, and include the date and name of the member nominated to attend the meeting and vote on the member's behalf.

If, at any meeting, a decision is made to resolve an issue, motion or resolution by ballot, made available to the entire membership, that ballot shall be completed through a confidential electronic ballot. Notification of the ballot shall be made to the entire membership within 10 days of the decision made, and membership shall be granted a minimum of 15 days to cast their ballot. Results of such ballot should be reported to membership within 45 days.

## **C. BOARD OF DIRECTORS**

### **C.1 Composition and Term of Office**

The affairs of the MAMRT shall be managed by a Board of Directors, which shall consist of the following officers and additional positions:

Officers:

1. Past President: first year of newly elected President's initial term
2. President: 2 year term
3. Vice-President: 2 year term
4. Director of Professional Practice: 2 year term
5. Director of Communications and Public Relations: 2 year term
6. Director of Finance and Administration: 2 year term

Additional Positions:

7. Medical Radiologic Technology: Urban Representation: 1 year term
8. Medical Radiologic Technology: Rural Representation: 1 year term
9. Radiation Therapy Representation: 1 year term
10. Nuclear Medicine Representation: 1 year term
11. Magnetic Resonance Imaging Representation: 1 year term
12. Rural Member-at-Large: 1 year term

In addition, the following persons shall be invited to attend all meetings of the Board of Directors but, for greater certainty, such persons shall not be Directors and shall not be entitled to vote at meetings of the Board of Directors:

1. CAMRT Liaison – 3 year term, elected by the CAMRT members
2. Student Liaison – 1 year term, appointed by the MAMRT Board of Directors

All positions on the Board of Directors are renewable in accordance with the limitations, if any, in the manner prescribed by the Board of Directors from time to time, except for the position of President, whose term may only be renewed to a total of four (4) years.

The Board of Directors' terms as outlined above shall be staggered to ensure continuity when addressing MAMRT business.

Each elected officer and member of the Board shall take office effective on the first day of July.

## **C.2 Eligibility**

Each member of the Board of Directors shall:

- a. Be at least 18 years of age and a resident of Manitoba.
- b. Not be an undischarged bankrupt.
- c. Be a full practicing, non-practicing, or life member of the MAMRT.
- d. Not hold a paid position with the MAMRT and not enter into a contract for services with the MAMRT.
- e. Be interested in furthering the purposes and objectives of the MAMRT.

## **C.3 Election**

### **C.3.1 Nominations and Elections**

By January 15 of each year, the MAMRT Executive Director shall determine which terms are expiring as of June 30th that year and shall perform the following:

- a. By January 30, electronically provide all members entitled to vote a list of all positions to be filled as well as a nominating form. Nominating submissions must be submitted no later than 60 days prior to the AGM, in either paper or electronic form.
- b. Within 10 days of nominations closing, and subject to C.3.1.g, electronically provide all members entitled to vote with a list of candidates for each office as nominated, as well as any informational data on each nominee which has been submitted to the Executive Director.
- c. No later than 45 days prior to the AGM, electronically provide voting ballots, with instructions, to all members entitled to vote. The voting ballots shall state that the deadline for receipt of the completed ballot at the MAMRT office shall be not later than midnight 30 days before the AGM.
- d. In case of a tie in the number of votes cast for two or more candidates, a second tie-breaker electronic ballot shall be conducted. No later than 20 days before the AGM, electronically provide second tie-breaker ballots, with instructions, to all members entitled to vote. The second tie-breaker ballots shall state that the deadline for receipt of the second tie-breaker ballot at the MAMRT office shall be not later than midnight 10 days before the AGM.
- e. In the event of a second equality of votes, the President shall have a deciding vote. This is to be done in the presence of the Board of Directors before results are announced at the AGM.

- f. If, for any reason, any position on the Board of Directors is not filled by electronic ballot, an election may be held at the AGM to fill that position.
- g. In the event there is only one nominee for any office or vacancy, the Board of Directors may declare the member nominated unopposed and duly elected, by acclamation.

### **C.3.2 Discipline Representatives**

When representatives are elected from within a discipline community of the MAMRT, being those disciplines listed in C.3.1, 7-10 above, rather than from the membership at large, the nomination and election of those representatives shall be conducted by members of that discipline community only. Nominations and elections shall be carried out in accordance with the same procedures and following the same timelines and tie-breaking procedures as described in C.3.1 above; provided for greater certainty, however, that nominations for each discipline community shall be submitted by Medical Radiation Technologists in that particular discipline community, each nominee shall be a full practicing, non-practicing or a life member of the MAMRT, and only members of that discipline particular community shall vote to determine the representative of their discipline.

### **C.3.3 Resignation or Removal from the Board of Directors**

A position on the Board of Directors shall be vacated if:

- a. A member of the Board of Directors submits a written resignation to the MAMRT office with one month's notice;
- b. A member of the Board of Directors ceases to be a full, non-practicing or life member of the MAMRT;
- c. A member of the Board of Directors dies;
- d. A member of the Board of Directors misses three consecutive board meetings without excuse;
- e. At a special meeting of the members, a resolution is passed by a majority of the members present at the meeting to remove a member of the Board of Directors from office.

### **C.3.4 Filling a Board Vacancy**

If a position on the Board of Directors is vacated, the remaining members of the Board of Directors may appoint some other qualified person to fill the vacancy so created until the following AGM.

## **C.4 Board Meetings**

The Board shall meet by agreement of the President or any two members of the Board of Directors and meetings shall be held at such place as determined by the Board of Directors.

### **a. Notice**

Notice of meetings of the Board of Directors shall be given to each Director not less than three days preceding the date of such meeting.

### **b. Chair of Meetings of the Board of Directors**

The President shall be the Chair of any meetings of the Board of Directors. In the absence of the President, the Vice-President shall be the Chair, and in the absence of the Vice-President, the Past President shall be the Chair. In the absence of all of the foregoing officers, the Directors present may elect any Director present at the meeting to be the Chair of the meeting.

### **c. Quorum**

At every Board of Directors meeting, a majority of the Directors constitutes a quorum. If there is absence of a quorum, either prior to a meeting commencing or due to Directors leaving during the meeting, no business may be transacted. Interim decisions may be reached but cannot be considered official or be acted upon until they have been ratified at a subsequent meeting of the Board of Directors with a quorum present.

d. Electronic Meetings

If all the Directors consent, a Director may participate in a meeting of the Board by means of such telephone or other communications facilities as permit all individuals participating in the meeting to hear each other simultaneously and instantaneously and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board held while a Director holds office.

e. Voting

Each member of the Board of Directors shall have one vote. Every question shall be decided by a majority vote. In event of an equality of votes, the Chair shall cast a second and deciding vote. Voting shall be by show of hands unless any Director requests a secret ballot vote, provided that a Director participating by any electronic means may vote using such means.

f. Urgent Matters

The Chair may arrange for teleconference or email communication among members of the Board of Directors to address urgent matters that fall outside regularly scheduled Board of Directors meetings. This option will be avoided as much as possible and quorum as defined herein will still be necessary to proceed in this manner. Decisions reached utilizing this option will be considered official and may be acted upon, but must be ratified at the next scheduled meeting of the Board of Directors.

**C.5 Remuneration**

Members of the Board of Directors, committee chairs, committee members and other persons who perform duties on behalf of the MAMRT with the approval of the Board of Directors shall be remunerated for reasonable expenses incurred during those activities in accordance with the policies of the MAMRT in place from time to time.

Remuneration beyond expenses will not normally be awarded, except where special work or extraordinary mission is undertaken on behalf of the MAMRT. Such additional remuneration shall only be paid on approved motion by the Board of Directors.

**C.6 Indemnification**

The MAMRT agrees to indemnify each Director for all actions undertaken by them in good faith on behalf of the MAMRT, claims, suits, or proceedings brought against them, provided that no Director shall be indemnified in respect of any liability, cost, charge or expense that they sustain as a result of fraud, dishonesty, wilful neglect or wilful default.

**C.7 Committees**

**C.7.1 Standing Committees:**

There shall be 3 standing committees, Executive, Finance/Audit, and Governance/Nominations, as described below. The duties of the standing committees shall be set forth in Terms of Reference that shall be established from time-to-time by the Board of Directors. The Board of Directors may appoint such other standing committees as deemed necessary. Each standing

committee shall be chaired by a Board of Directors member, who shall report to the Board of Directors as specified in the Terms of Reference.

**C.7.1.1 Executive Committee**

Chaired by the President and includes as members the Vice-President and at least one additional Director. The duties of the Executive Committee shall include acting on behalf of the Board of Directors when necessary, between meetings of and as directed by the Board of Directors.

**C.7.1.2 Finance/Audit Committee**

Chaired by the Director of Finance and Administration and includes as members the President, the Vice-President and at least one additional Director. The duties of the Finance/Audit Committee shall include overseeing the MAMRT's financial systems, internal controls and investments, reviewing monthly financials, ensuring the audit is conducted in an efficient and cost-effective manner, recommending approval of the annual financial statements and the appointment of the auditor and such other duties as may be required by the Board of Directors.

**C.7.1.3 Governance/Nominations Committee**

Chaired by the Vice-President and includes as members the President, the Director of Communications and Public Relations and at least one additional Director. The duties of the Governance/Nominations Committee shall include preparing for the AGM, reviewing, and monitoring for compliance the MAMRT's Constitution and Bylaws, Policies, or other governing documents, and identifying suitable candidates for nominations to Director or to other Board and Committee positions.

**C.7.2 Special Committees:**

The Board of Directors may establish from time to time, special or ad hoc committees to further the purposes and objectives of the MAMRT. The duties of the special committees shall be set forth in Terms of Reference that shall be established from time-to-time by the Board of Directors. Each special committee shall include at least one member of the Board of Directors and may be chaired by any committee member, who shall report to the Board of Directors as specified in its Terms of Reference.

**C.8 Executive Director**

The Board of Directors may employ an Executive Director to manage the affairs of the MAMRT and delegate any and all functions which may be delegated by it to the Executive Director. The terms and conditions of employment, including remuneration and benefits, will be specified and set by the Board of Directors. The Executive Director shall ensure overall delivery of the programs and services offered by MAMRT, shall be accountable to the Board of Directors for the proper and legal conduct of the business of the MAMRT and shall be responsible for the organization of its work and for the engagement, supervision, direction and discharge of any other employed personnel.

The Executive Director shall be an ex-officio and non-voting member of the Board of Directors and of all Committees of the MAMRT and shall attend and participate in all meetings of the Board of Directors, except in situations of conflict of interest.

**C.9 Conflict of Interest**

The Board of Directors, and each Director, shall avoid any activity that creates a conflict of interest or violates any local, provincial or federal laws and regulations.

## **D. FINANCES AND ADMINISTRATION**

### **D.1 Fiscal Year**

The Board of Directors shall have the power to fix and from time-to-time change the fiscal year of the MAMRT. Unless otherwise determined by the Board of Directors, the fiscal year shall begin on the 1<sup>st</sup> day of March and end on the last day of February in each year.

### **D.2 Execution of Documents**

Contracts, documents or any other agreements requiring the signature of the MAMRT shall be signed by a member of the Executive Committee. Delegation of this authority pursuant to Article C.8 may be made to the MAMRT Executive Director by a member of the Executive Committee and shall be approved by the Board of Directors and duly noted in the minutes of the meeting where the delegation occurred.

### **D.3 Signing Authority**

All cheques issued shall be co-signed by one of the signing officers. The signing officers are the President, the Vice-President, the Director of Finance and Administration, the Director of Professional Practice, the MAMRT Executive Director and/or additional designated members of the Board of Directors. No staff or signing officer shall co-sign a cheque payable to themselves unless written directive is given by another member of the Finance Committee; such documentation must be dated and filed with the office as evidence of the Finance Committee's approval.

### **D.4 Borrowing Powers**

The Board of Directors is authorized to borrow money upon the credit of the MAMRT. This includes limiting or increasing the amount to be borrowed and/or issuing, pledging or sealing bonds, debentures, debenture stock or other securities of the MAMRT.

### **D.5 Investment Authority**

The funds of the MAMRT may be retained in whole or in part in cash or, if not required to meet reasonably foreseeable operating expenses, be invested and reinvested in such property, stock, bonds, or other securities as the Board of Directors may deem desirable.

### **D.6 Records and Books**

The Board of Directors shall ensure that all necessary records and books of the MAMRT required by its bylaws or by any applicable statute or law are regularly and properly kept. The records and books of account of the activities and transactions of the MAMRT shall be kept at its head office and, except those that are required at law to be open for inspection, shall not be open to the inspection by members or any others so requesting, without prior consent of the Board of Directors.

## **E. AUDIT OF ACCOUNTS**

There must be an audit of the books, accounts and records of the MAMRT at least once each year by an auditor. The appointment of the auditor shall take place each year at the AGM. The annual financial statements and the report produced by the appointed auditor shall be presented at the AGM.

**F. PARLIAMENTARY AUTHORITY**

The current edition of “*Robert’s Rules of Order Newly Revised*” shall govern the meetings of the MAMRT in all cases in which they are applicable and in which they are not inconsistent with the bylaws of the MAMRT. A parliamentarian shall be appointed by the Board of Directors to assist the Chair when questions of procedures and legality arise during the AGM or a special meeting of members. The Parliamentarian must not be a member of the MAMRT.

**G. AMENDMENT OF BYLAWS**

Any proposed amendments to the bylaws of the MAMRT must be submitted to the Board of Directors for consideration at a meeting of the Board of Directors no later than 45 days prior to the AGM or special meeting of the members of the MAMRT at which such changes will be voted upon. The amendment or repeal of any of the bylaws of the MAMRT can be effected only by the votes of at least two-thirds of the members present at an AGM or at a special meeting of the members of the MAMRT duly convened for the purpose of considering such amendment or repeal.

**H. DISSOLUTION**

If, at any meeting of the members of the MAMRT, a resolution for the dissolution of the MAMRT is passed by a majority of members present and entitled to vote thereon, the resolution shall be confirmed at a special meeting called for the purpose by the affirmative vote of seventy-five percent (75%) of the members present and entitled to vote at such meeting. Such special meeting shall be called not less than one (1) month and not more than two (2) months following the meeting at which the original motion to dissolve was approved.

The Board of Directors shall, on approval of the motion at the special meeting, at a date set by the motion to dissolve:

- a. Realize the property of the MAMRT and, after discharge of all liabilities, transfer the whole or part of the property of the MAMRT to one or more corporate bodies selected by the membership ; and
- b. Upon completion of the disposition and compliance with provisions of *The Corporations Act* (Manitoba), apply for dissolution of the MAMRT.

IN WITNESS HEREOF we, the undersigned, have hereunto set our hands, this 14<sup>th</sup> day of December 2020.

“Jason Lewis”, President

“Kareena Nychuk”, Vice-President