



CONSTITUTION AND BYLAWS

OF THE

MANITOBA ASSOCIATION OF MEDICAL RADIATION TECHNOLOGISTS

INCORPORATED

Revised: May 2017

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Name

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

Definitions and Interpretations

"AGM" means the annual general meeting of the members of the MAMRT.

"CAMRT" means the Canadian Association of Medical Radiation Technologists.

"CMA" means the Canadian Medical Association.

"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; and

"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 bylaw, 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

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

Any person desiring to become 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.

A.2 Categories of Membership

There shall be the following categories of membership:

Full Practising Member: A full practising 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 practising members must pay current MAMRT and CAMRT full practising dues, PLI and MAF. A full practising 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-practising Member: A non-practising 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 receive remuneration by virtue of their status as a Medical Radiation Technologist. Non-practising members must pay current MAMRT and CAMRT non-practising dues and MAF. Non-practising 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-practising 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 practising or non-practising 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 accredited Medical Radiation Technology program in affiliation with the CAMRT, and who either resides, is attending training, or is employed in Manitoba. 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 pay an application fee and prorated full practicing or non-practising member dues, depending on whether they will be full practicing or non-practising members, for the year of application; provided however that all other conditions for full practicing or non-practising membership, as the case may be, have been met. The application fee shall be waived for student members who apply for either full practicing or non-practising membership prior to December 31 in the year of their graduation.

A.3 Resignation of Membership

Any member may resign from the MAMRT by sending or delivering a written notice to the head office, in which case the member shall cease to be a member on the date that their resignation is received.

A.4 Removal of Member

The MAMRT Board of Directors may, by special resolution at a meeting called for this purpose, expel any member for just cause which is deemed by the Board of Directors to be in the interests of the MAMRT.

A.5 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.6 Readmission of a Full Practising or Non-practicing Member

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 practising or non-practising, 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.

B. MEETINGS OF MEMBERS

B.1 Annual General Meeting

The AGM shall be held every year prior to the published dates of the CAMRT annual general meeting, the date and location to be determined by the 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; and
- d. Appointment of auditors.

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. 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.

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

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 members representing the disciplines of Medical Radiation Technology:

1. Medical Radiological Technology (representation of urban and rural areas) - 1 year term
2. Radiation Therapy - 1 year term
3. Nuclear Medicine - 1 year term
4. Magnetic Resonance Imaging - 1 year term
5. Rural member (s) 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 Director for Manitoba – 3 year term, elected by the CAMRT members
2. Student Liaison Officer – 1 year term, elected by the MAMRT members

All positions on the Board of Directors are renewable, with the exception of the President, whose term may only be renewed with the approval of a majority of the Board of Directors (excluding the President, who shall not be present for the vote).

The term of the CAMRT Director for Manitoba shall also not be renewable, and the CAMRT shall be requested to elect a new representative every 3 years.

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

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 objectives of the MAMRT.

C.3 Selection

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 by February 28 or no later than 60 days prior to the AGM, in either paper or electronic form.
- b. Within 10 days of nominations closing, 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.

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, 7-11 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 member of the CAMRT and 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.

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.

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.

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.

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.

C.5 Remuneration

No member of the Board of Directors shall receive any remuneration from the MAMRT for performance of their duties, but directors may be reimbursed for out-of-pocket expenses.

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:

7.1.1 Finance Committee: Chaired by the Director of Finance and Administration and includes the President, the Vice-President and the Director of Professional Practice.

Duties include: determining the annual MAMRT budget, overseeing the investments of the MAMRT and other duties as required by the Board of Directors.

7.1.2 AGM Committee: Chaired by the Director of Communications and Public Relations.

Duties include: organizing the AGM, i.e. determining a suitable venue, preparing registration forms, arranging speakers, entertainment, meals, and dealing with any other relevant matters.

7.1.3 Special Committees: The Board of Directors may establish from time to time, special or ad hoc committees to further the objectives of the MAMRT. Such committees serve at the discretion of the Board of Directors.

C.8 Executive Director

The Board of Directors may hire an Executive Director, and delegate any and all functions which may be delegated by them to the Executive Director.

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

The fiscal year shall begin on the first day of March each year and conclude on the last day of February.

D.1 Expenditures

Each member of the Board of Directors may spend up to \$1000 without approval of the full Board of Directors. However, committee and other expenses over \$1000 which are included in the budget approved by the Board of Directors, require no further approval to be expended.

D.2 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.3 Powers over Property

The Board of Directors is authorized to mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking, and the rights of the MAMRT, and to secure any such bonds, debentures, debenture stock or other securities, or any money borrowed or any other liability of the MAMRT.

D.4 Signing Authority

All cheques issued shall be co-signed by one of the signing officers. The signing officers are the 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.5 Execution of Documents/Contracts

The President and the Director of Finance and Administration shall have signing authority on behalf of the MAMRT. Delegation of this authority may be made to the MAMRT Executive Director upon approval of the Board of Directors and shall be duly noted in the minutes of the meeting where the delegation occurred. In a situation of a time sensitive document, the President shall have the authority to poll the Board of Directors by electronic means in order to provide that delegation in between Board of Directors meetings. Such documentation will be kept on file with the document in question.

All monies of the MAMRT shall be under the supervision of the Director of Finance and Administration. Monies not required to meet current expenses may be invested in any investment authorized by *The Trustee Act* (Manitoba).

Any investment or other real or personal property of the MAMRT may be sold or disposed of by, and at the discretion of, the Board of Directors.

E. MAMRT RECORDS

The Executive Director shall be the custodian of all books, papers, records belonging to the MAMRT, which, except such that are required by statute to be open for inspection, shall not be opened to the inspection of members or others without consent of the Board of Directors.

E.1 Minutes

Minutes shall be kept of all appointments of the officers made by the Board of Directors, resolutions and proceedings at all meetings of the members of the MAMRT and of the Board of Directors. The approved minutes shall be signed by two of the following directors: the President and the Director of Finance and Administration or Director of Professional Practice.

E.2 Audit of Accounts

The members at the AGM shall elect an auditor for the ensuing year and the auditor of the MAMRT so elected shall have access at all reasonable times to the books of account, vouchers, minute books and documents of the MAMRT, and shall conduct an audit of the affairs of the MAMRT at least once yearly and shall prepare a report to which shall be attached a balance sheet, income and expense statement and an auditor's certificate, which report shall be submitted at the AGM. The auditor shall make enquiries, investigations, and perform such other duties as shall from time-to-time be required by the Board of Directors.

F. PARLIAMENTARY AUTHORITY

"Robert's Rules of Order" 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 President when questions of procedures and legality arise during a meeting. 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 30 days prior to the calling of any 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, that 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.

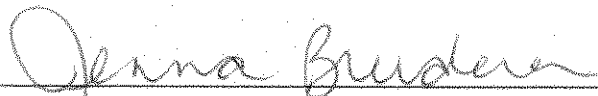
The Board of Directors shall, on approval of the motion at the special meeting, at a date set by the motion to dissolve:

- 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.

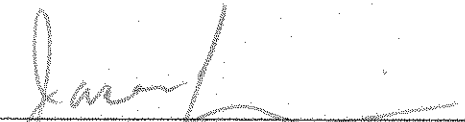
IN WITNESS WHEREOF

We have hereunto set our hands and affixed our seals this

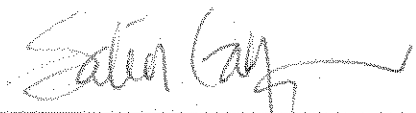
17th day of May, 2017



President



~~Vice-President or Director of Finance and Administration~~
(strike-out as appropriate)



Witness