

# MARRT Bylaws

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## Preamble

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The MARRT By-Laws are developed by the MARRT Board of Directors for the purpose of governing the Manitoba Association of Registered Respiratory Therapists. All new or revised By-Laws are approved by a special resolution requiring a thirds majority vote of MARRT registrants at the annual general meeting. Under current legislation any Active Practicing MARRT registrant may make a proposal to develop, amend or repeal a by -law. By- Laws are superseded by the Respiratory Therapy Act and the Regulations, and therefore must be in alignment with these documents.

By- Laws are reviewed on an annual basis by the Governance Committee.

If you have a question about MARRT By-Laws, please contact [office@MARRT.org](mailto:office@MARRT.org)

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# Definitions

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"**annual meeting**" means the annual meeting of the MARRT required by Article 25.1

"**auditor**" means the person or firm appointed under Article 10.1

"**board**" means the board of directors of the Association and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

"**Chair**" means the person designated to preside over meetings of statutory or non-statutory committees

"**Committee**" means a statutory and/or non-statutory committee of the MARRT

"**Executive**" means the officers of MARRT appointed by the board

"**ex-officio**" means by the virtue of one's office or position, not entitled to make a motion or vote, and is not counted when determining quorum.

"**MARRT**" means the Manitoba Association of Registered Respiratory Therapists

"**meeting of members**" includes an annual meeting of members or a special meeting of members;

"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**Member**" means an individual registered with MARRT

"**officer of MARRT**" includes the President, the President-Elect, immediate Past-President, the Treasurer, and the Secretary. Collectively comprise the Executive of MARRT

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time

"**Robert's Rules of Order**" means the manual of parliamentary procedure (rules, ethics, and customs) used to govern meetings

"**special meeting**" means a general meeting requested by at least a quorum of the voting members as required by Article 25.2

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

# MARRT By-Laws

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## **1. Corporate Seal**

- 1.1. The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The association manager of the Corporation shall be the custodian of the corporate seal.

## **2. Interpretation**

- 2.1. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- 2.2. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **3. Office**

- 3.1. The head office of the Association shall be in the Province of Manitoba, Canada, at the place therein where the business of the Association may be carried on.

## **4. Fiscal Year**

- 4.1. The fiscal year of the Association shall end on December 31<sup>st</sup> of each year.

## **5. Banking and Financial**

- 5.1. The MARRT shall appoint one or more banks chartered under the Bank Act Canada for the use of the MARRT upon the recommendation of the BOD.
- 5.2. All money belonging to the MARRT shall be deposited in the name of the MARRT with the bank.
- 5.3. At each regularly scheduled meeting of the MARRT, the association manager shall provide the current balance sheet and statement of revenue and expenditure.

## **6. Investment**

- 6.1. The MARRT may invest funds within the restrictions set out in this by-law, the policies and investment guidelines of the MARRT.
- 6.2. Funds of the MARRT required for operation during the fiscal year and funds more than those required for operations; as identified in the annual budget, may be only invested in:
  - 6.2.1. Bonds, debentures or other evidence of indebtedness of, or guaranteed by, the province of Manitoba or the Government of Canada;
  - 6.2.2. Deposit receipts, deposit notes, certificates of deposit, acceptances and other similar instrument issued or endorsed by a bank chartered under the Bank Act Canada; or
  - 6.2.3. Savings accounts or other investments that are fully secured by the Canada Insurance Corporation.

## **7. Borrowing**

- 7.1. The MARRT may by resolution of the BOD:
  - 7.1.1. Borrow money on the credit of the MARRT,
  - 7.1.2. Limit or increase the amount borrowed; and

7.1.3. Secure any present or future borrowing, or any debt, obligation, or liability of the MARRT, by charging, mortgaging, or pledging any of the real or personal property of the MARRT, whether present or future.

## **8. Signing Authority**

8.1. All deeds, conveyances or mortgages or real property, all contracts (except trade contracts made in the ordinary course of the business of the Association), and any other documents and instruments in writing requiring the signature of the Association shall be signed by the two (2) signers approved by the Board of Directors.

8.2. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have powers by resolution to appoint any other officer or officers on behalf of the Association either to sign contracts documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

## **9. Annual Financial Statements**

9.1. The Corporation may, instead of sending copies of the annual financial statements and others to the members, publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by email.

## **10. Appointment of Auditors and Audit**

10.1. The membership shall at each annual general meeting appoint auditors who are duly licensed under the public Accountancy Act to hold office until the next annual general meeting and, if an appointment is not so made, the auditors in office shall continue until successors are appointed.

10.2. At least once in every fiscal year, such auditor or auditors shall examine the accounts of the Association and any balance sheet to be laid before the Association at any Annual meeting and shall report thereon to the Members.

10.3. If the auditors appointed in Article 10.1 are unable to continue their duties as agreed, the Board of Directors may appoint new auditors.

## **11. Property and Publications**

### **11.1. Disposal of Property**

The whole or any substantial part of the property or invested funds of the Association may be sold or disposed of only pursuant to a special resolution of the Board of Directors confirmed by the affirmative vote of a two thirds majority of the members present in person or by proxy at a General Meeting or special meeting of the members.

### **11.2. Publications**

Every publication of the Association and the copyright to same shall be the property of the Association. The Board of Directors shall have the power to release the rights of the Association in and to any such document.

## **12. Membership in Association**

12.1. Membership in the Association shall be limited to the following persons:

12.1.1. Active Practicing Members – being those persons registered as such pursuant to the Registered Respiratory Therapists Act and the Regulations made there under, and who applies for active practicing membership in the form prescribed by the Board and pays the registration fee prescribed by or pursuant to the by-laws of the Association shall be entitled to have his name entered in the roster.

- I. Active Practicing – being those persons who have successfully completed a board recognized credentialing examination, and who meet the requirements for licensure as a full active practising member.
- II. Active Practicing with Graduate Conditions – being those persons who have successfully completed their education and are preparing for registration pursuant to the Registered Respiratory Therapists Act and the Regulations made there under.
- III. Active Practicing with Conditions – Those persons who have had conditions imposed upon their license at the discretion of the Board.

12.1.2. Active Practicing members shall be entitled to:

- I. Attend, participate in and vote at meetings of the Association;
- II. Hold office, upon election thereto, on the Board;
- III. Serve as a member, upon appointment as such, of a committee of the Association

12.1.3. Associate Members – being those persons registered as such pursuant to the provisions of the Registered Respiratory Therapists Act; but not being active practicing members in the Province of Manitoba; but desiring to be members of MARRT and having obtained the approval of the Board. These members will be recorded on the roster.

12.1.4. An Associate member shall be entitled to:

- I. Attend at and generally participate in, but without a vote, at meetings of the Association;
- II. Serve as a member, upon appointment as such, of a committee of the Association

12.2. The registration fees for the registration of a member and for the renewal of such registration shall be determined by the Board.

12.3. Each member of the Association who wished to maintain membership shall pay the registration fee prior to the end of each fiscal year for the ensuing fiscal year. A member who does not pay such fee as required shall cease to be a member in good standing at the end of the fiscal year for which registration fee is paid. Any member who has lost membership in the Association for failure to pay annual dues may reapply for membership as a new applicant.

12.4. Any member may resign from the Association by delivering a written resignation to the Registrar of the Association. If a member fails to renew or resign by the renewal deadline the membership may be suspended for non-payment of fees.

12.5. An individual that is no longer a member of the association is not permitted to use the title Registered Respiratory Therapist and cannot practice Respiratory Therapy in Manitoba.

- 12.6. The Board shall establish policies governing the use and distribution of the membership list, rosters and records of the Association and the membership list, rosters and records of the Association shall not be provided to any person except in accordance with such policies.

### **13. Membership in Other Organizations**

- 13.1. The MARRT may maintain memberships or affiliations with other organizations (e.g., CLEAR, CNAR) to further the goals of the MARRT and shall pay the annual or other fees required.
- 13.2. The MARRT will maintain membership in the National Alliance of Respiratory Therapy Regulatory Bodies and shall pay the annual fee required for the membership.
- 13.3. The Registrar and the President and /or designate(s) shall represent the MARRT at meetings of the organizations identified in this Article.

### **14. Officers of the Associations**

- 14.1. The officers of the Association shall be a President, an immediate Past President, President Elect, a Treasurer, and a Secretary. They shall hereafter be known as the Executive.
- 14.2. The Board of Directors may appoint a replacement to fill any vacancy created on the Executive and/or Board for the remainder of the term of office.
- 14.3. Officers must be active practicing members of the Association.
- 14.4. Unless otherwise specified in this By-Law, the Executive:
  - 14.4.1. Annually selects and appoints the members and a Chair for each other Committee
  - 14.4.2. Oversees the financial management of the MARRT;
  - 14.4.3. Reviews the MARRT's annual operating budget for approval at the last business meeting of the fiscal year.

### **15. Limitation of Authority**

- 15.1. No officer or member shall obligate the Association or commit it to any significant policy, program, purchase, sale or responsibility without the express authority of the Board of Directors.
- 15.2. The Executive has no authority except as specifically delegated to it from time to time by the Board of Directors.
- 15.3. No officer or member shall obligate the Association or commit it to any significant policy, program, purchase, sale or responsibility without the express authority of the Board of Directors.
- 15.4. The Executive has no authority except as specifically delegated to it by the Board of Directors.

### **16. Nominations**

- 16.1. The Board of Directors shall appoint a Nominating Committee who shall call for nominations at least 30 days prior to the annual meeting. Any two voting members in good standing may nominate any duly qualified person for election to the Board of Directors of the Association. Such nominations must be in writing, signed by the nominators and must be accompanied by the written consent of the nominee, to occupy a position if elected. Nominations must be received ten days prior to the Annual Meeting by the Secretary. Each nominator may nominate one candidate to the Board of Directors.

- 16.2. Nominations for election to the Board of Directors of the Association will also be sought from the assembled members at the Annual General Meeting in accordance with the general principles for election as stated in Roberts Rules of Order.

### **17. Election of Officers**

- 17.1. The President, President Elect, Treasurer, Secretary and any other position created shall be determined by the Board of Directors at the first board meeting following the Annual General Meeting.

### **18. Removal of Officers**

- 18.1. Any officer may at any time be removed from office by special resolution passed by two thirds majority if the voting members represented at a special meeting of the Association duly called for the purpose and by an ordinary resolution, a majority of the votes cast at the meeting, another qualified member, may be elected for the remainder of the term.
- 18.2. In addition, any Executive officer may be removed from office by the Board of Directors. This move will have to be sanctioned by the voting members of the Association at a special meeting duly called for that purpose no later than 60 days from such removal. If such action is not achieved the officer shall immediately be restored to all positions held before such removal. A noticed of removal from office will be served in writing on the Executive officer(s) being removed from officer.

### **19. Duties of Officers**

- 19.1. Duties of the President – The President shall:
- 19.1.1. Be the chief officer of the association and shall act as Chair at all meetings of the Associations.
  - 19.1.2. Report regularly to all Annual Meetings of the Association
  - 19.1.3. Be the Chair of the Executive Committee
  - 19.1.4. The President, or a designate as determined by the Board, shall also represent the Manitoba Association of Registered Respiratory Therapists on the Board of Directors of the National Alliance of Respiratory Therapy Regulatory Bodies
  - 19.1.5. Fulfill the responsibilities of the position in accordance with the current Statute, Regulations, the By-Laws and the Policies and Procedures of the MARRT
  - 19.1.6. Administer the Registrar's performance appraisal
  - 19.1.7. Administer all staff performance appraisals.
- 19.2. Duties of the President-Elect – The President Elect shall:
- 19.2.1. Exercise the powers and duties of the President in the event of the absence of the President or inability or refusal to act;
  - 19.2.2. Perform such other duties as the President or the Board of Directors may assign.
  - 19.2.3. Generally, assist the President
  - 19.2.4. Should the President resign or for any reason not be able to fulfill the duties during the term of office, the Vice-President shall become the President for the remainder of the President's term. In such event a new Vice-President will be appointed by the Board of Directors to complete the Vice-President's term.
  - 19.2.5. Administer the Registrar's performance appraisal
- 19.3. Duties of the Treasurer - The Treasurer shall provide oversight to the management of the Associations' finances and shall report on the Association's finances to the Board of Directors and annual meetings of the members.

- 19.4. Duties of the Secretary – The secretary shall act as the Secretary of the Association and of the Board of Directors. The Secretary shall keep or cause to be kept records wherein shall be recorded:
- 19.4.1. A copy of the letters patent and of any supplementary letters patent issued to the Association and of the By-laws of the Association duly authenticated;
  - 19.4.2. The minutes of all meetings of the members of the Association; wherein special, general or annual; and meetings of the Executive;
  - 19.4.3. It is the function of the Secretary to validate proxies submitted at times of election and this last shall be performed in conjunction with the Treasurer.
- 19.5. Duties of the Past President – The past president shall act as a member of the Executive Committee for one year and thereafter, as requested by the Board of Directors.

## **20. Board of Directors**

- 20.1. The property and business of the Corporation shall be managed by a Board of Directors consisting of 8 members. Two of the directors will be lay persons who are not members of the association and who are appointed by the Minister.
- 20.2. The Board of Directors may invite the Registrar to be ex-officio (non-voting) member of the Board.
- 20.3. A Director(s) will be elected on an at large basis at the annual general meeting by a majority vote and shall hold office for a four-year term. The incumbent may allow his name to be re-nominated and may be elected for a maximum of three (3) consecutive terms. After serving three (3) terms, a member must take a one (1) year break before being eligible to be nominated as a director again.
- 20.4. Fifty percent plus one (50% + 1) of the members of the Board of Directors shall constitute quorum.
- 20.5. Should a Director position become vacant, the Board of Directors may appoint a replacement to complete the remainder of the term. The replacement will be eligible to be duly elected to two full consecutive terms at the completion of the remainder of the term being filled by appointment.
- 20.6. If a Board position is not filled at the Annual General Meeting, the Board is authorized to appoint a director to fill the vacant position and said director shall be eligible to be re-elected by the AGM for two (2) full consecutive two (2) year terms at completion of the remainder of the term being filled by appointment.
- 20.7. Any Director who has been absent from three (3) consecutive regular meetings of the Board of Directors without just cause or excuse, or any Director who ceases to be a member in good standing shall automatically vacate the seat on the Board and the vacancy shall be filled as outlined in Section 13.5 of these by-laws.
- 20.8. Board Responsibilities
- 20.8.1. Approve the appropriation, investment, and disbursement of the funds of the Association including the annual budget;
  - 20.8.2. Prepare and submit for approval to each annual meeting of the Association a financial statement of the operations of the Association for the past year duly certified by the auditors.
  - 20.8.3. Hire the Association Manager and Registrar of the Association and such additional employees as the Board may consider necessary for the conduct of the business of the Association and prescribe the duties of such employees.
  - 20.8.4. Recommend to the Annual General Meeting each year an auditor for the Association.

- 20.8.5. Be empowered to set fees other than the annual membership fee, as the Board may consider necessary.
- 20.8.6. Generally direct and conduct the business and affairs of the Association.
- 20.8.7. Borrow money upon the credit of the Association and limit or increase the amount to be borrowed as outlined in a policy that the Board of Directors shall adopt.
- 20.8.8. Authorize any Director or Directors, Officer or Officers, Employee of the Association or other person or persons, whether connected with the Association or not, to sign, execute and give on behalf of the Association all documents, agreements and promises necessary or desirable for the purposes previously mentioned.

## **21. Committees**

- 21.1. The Board shall establish committees as is deemed necessary to fulfill the objectives of the Association and in any event shall establish the following:
  - 21.1.1. Complaints Committee;
  - 21.1.2. Discipline Committee;
  - 21.1.3. Advisory Council; and
  - 21.1.4. Investigation Chairperson.
- 21.2. The Board shall appoint the Chairperson of all committees.
- 21.3. Members of all committees shall be appointed by the Committee chairperson and ratified by the Board.

## **22. Indemnity and Insurance**

- 22.1. The MARRT shall indemnify and save harmless the directors and officers of the MARRT and their heirs, executors and administrators from and against all costs, charges and expenses including any amount paid to settle an action or to satisfy a judgement, reasonably incurred, by directors or officers in respect of:
  - 22.1.1. Any civil, criminal or administrative action or proceeding to which the director or officer is made a party by reason of being, or having been, a director or officer of the MARRT;
  - 22.1.2. Any action by or on behalf of the MARRT to procure a judgement in its favour to which the director or officer is made a party by reason of being, or having been, a director or officer of the MARRT, if the MARRT obtains any approval required under the Act in respect of such indemnification; and
  - 22.1.3. The defence of any civil, criminal or administrative action or proceeding to which the director or officer is made a party by reason of being, or having been, a director or officer of the MARRT if the director or officer of the MARRT if the director or officer was substantially successful on the merits in his or her defence of the action or proceeding;
  - 22.1.4. If the director or officer has acted honestly and in good faith with a view to the best interests of the MARRT and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that his or her conduct was lawful.
  - 22.1.5. The MARRT shall, always, maintain in force such directors and officer's liability insurance as may be approved by the Board of Directors.

## **23. Notice of Member's Meetings**

- 23.1. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the

meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

- 23.2. All related documents and information are to be provided at time of notice of meeting.
- 23.3. A special resolution of the members is required to make any amendment to the by-laws of the corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **24. Member's Meetings**

- 24.1. The annual meeting of the Association shall be held once a year on such date as the Board of Directors shall determine. At the Annual Meeting the President shall present a report to the membership.
- 24.2. Other meetings of the Association, whether special or general, may be convened by order of the Board of Directors at any time on its own motion. The Board of Directors must call a special general meeting if it receives a request in writing by at least a quorum of the Voting Members and specifying the business for which such meeting is required, the meeting to be called at the earliest convenience.
- 24.3. Fifteen (15%) per cent of the Voting Members in the Association present in person or represented by proxy, shall constitute a quorum.

25. **Person's Entitled to Present at Member's Meetings** (open to the public) – members, non-members, directors and the public accountant of the Association are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

#### **26. Voting**

- 26.1. All motions that are considered ordinary resolutions require a majority of 50% plus one to pass. For matters that require a special resolution, a majority of not less than 2/3 is necessary for the motion to pass.
- 26.2. All active practicing Members in good standing of the Association shall be entitled to vote on all questions. In case of a tie vote, the Chairman of the Meeting shall have a deciding ballot.
- 26.3. Unless a poll is requested, a declaration by the Chairman of the Meeting that a resolution has been carried or lost and any entry in the Minute Book to that effect shall be deemed to be conclusive evidence of the fact.
- 26.4. If a poll is requested by three (3) or more members it shall then be taken in such manner as the Chairman of the Meeting may direct.
- 26.5. If required, the Parliamentarian of the Association shall be the sole and absolute judge of the validity of any vote or votes cast at a meeting and as such may direct that any votes which he deems not be valid be not counted for any purpose.

#### **27. Absentee Voting at Member's Meetings**

- 27.1. By electronic ballot
  - 27.1.1. A member entitled to vote at a meeting of members may vote by electronic means if the Association has a system that:
    - a. Enables the votes to be gathered in a manner that permits their subsequent verification, while maintaining necessary security.
    - b. Enables access to vote through the Member's Portal by individual user logon.

- c. Permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

27.1.2. A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

**27.2. By Proxy**

27.2.1. A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

27.2.2. A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

27.2.3. A member may revoke a proxy by making the request or act in writing signed by the member with the chairperson of the meeting on the day of the meeting or the day of continuation of that meeting after an adjournment of that meeting;

27.2.4. A proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, to vote at the meeting.

28. **Omissions and Errors** – The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

29. **Invalidity of any Provisions of this By-Law** – the invalidity or enforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

30. **Amendments to By-Laws** – any amendments to these by-laws requires a special resolution with a two-thirds majority vote of members present in person, electronic vote or by proxy at the Annual Meeting.