

Proposed Bylaw Changes

In accordance with subsection 222(5) of *The Regulated Health Professions Act*, the council provided a copy of the bylaws to membership for review and comment in October 2019. They were approved by Council at its December 6, 2019 meeting.

222(5) Before making a by-law, the council must (a) provide a copy of the proposed by-law to members for their review and comment; and

(b) review and consider the comments received.

Background:

Under *The Regulated Health Professions Act* (RHPA), subsection 60(4) states that if an application for renewal of a Health Profession Corporation (HPC) is received by the registrar by the date set out in the bylaws, the permit continues in force until a decision on the application has been made. The bylaw amendment is as noted on the last page of the bylaws.

The deadline for receipt of Health Profession Corporations permit renewal applications has been set at 30 days prior to the permit expiration date.

Please note: Council approved these changes on December 6, 2019 and is recommending their adoption.

**BYLAW I
COUNCIL**

1) Definitions

In this bylaw, “in good standing” means that the registered nurse’s certificate of practice is current at the time a call for nominations has ended

2) Composition

- a) The Council of the College shall be comprised of:
 - i) seven members elected from the the subregister of registered nurses: registered nurse and registered nurse (interim practice) membership classes in accordance with Bylaw II of the College;
 - ii) two public representatives appointed by the Council in accordance with the Council policy on the appointment of public representatives;
 - iii) two public representatives appointed by the Minister; and
 - iv) the CEO/Registrar as an *ex officio*, non-voting Council member.

3) Election of the Council Chair-Elect

- a) The Council Chair-Elect shall be elected by the Council from among the Council members.

4) Term of Office

- a) The term of office of all Council members, except the Council Chair and Council Chair-Elect, shall be three years, with a maximum of two consecutive terms.
- b) A Council member who has served two consecutive terms may seek election after at

No Changes to Bylaw I

least two years has elapsed since the expiry of their last term.

- c) The term of the Council Chair-Elect shall be two years, followed by a two-year term as Council Chair. Terms served as Council Chair-Elect and Council Chair may cause a Council member to exceed the terms set out in (a) above, and is addressed in Council policy.
- d) Subject to (e) and (f) below, no member may hold the office of Council Chair or Council Chair-Elect for more than one term.
- e) If the Council Chair is unable to complete his or her term, the Council Chair-Elect will move into the position of Chair and will serve the balance of the Council Chair's term, followed by the full term the Council Chair-Elect would have served as Council Chair at the end of his or her original term as Council Chair-Elect. A new Council Chair-Elect will be elected by the Council from among the Council members.
- f) If the Council Chair-Elect is unable to complete his or her term, the Council will elect a Council Chair-Elect from the members of the Council to complete the balance of the Council Chair-Elect's term, and that individual will then serve a full term Council Chair-Elect.

5) Eligibility

- a) All members on the subregister of registered nurses: registered nurse and registered nurse (interim practice) membership classes who are in good standing are eligible for election to the Council, except:
 - i) employees of the college;
 - ii) members residing and working outside of Manitoba;

No Changes to Bylaw I

iii) a member who has completed two consecutive terms as a Council member, where less than two years has passed since the completion of the last term;

iv) a member who has served as the Council Chair, where less than two years has passed since the completion of the term as Council Chair.

b) For the purposes of 4(a)(ii) above, where a member works in Manitoba, but resides outside of Manitoba, the member's work address shall be deemed to be the member's address for the purpose of determining the member's eligibility to seek election to the Council.

No Changes to Bylaw I

BYLAW II

ELECTION OF COUNCIL MEMBERS

6) Definitions

a) In this bylaw, "elected Council member" means those Council members elected pursuant to section 1(a)(i) of bylaw I of the College.

b) In this bylaw, "in good standing" means that the registered nurse's certificate of practice is current at the time the voting list has been generated.

No Changes to Bylaw II

7) Electoral Boundary

The provincial boundaries shall serve as the electoral boundary.

8) Frequency of Council Member Elections

a) Commencing in 2019 and every third year thereafter, there shall be an election for those

registered nurse Council members whose terms expire that year.

- b) Commencing in 2020 and every third year thereafter, there shall be an election for those registered nurse Council members whose terms expire that year.

9) Nominations

- a) Nomination of a candidate for election as a Council member requires the written consent of the nominee and the signatures of at least three members of the College who are in good standing on the subregister of registered nurses: registered nurse and registered nurse (interim practice) membership classes. Members who neither live nor work in Manitoba may nominate a candidate for election as a Council member, and shall have their most recent Manitoba residential or employer address used for this purpose.
- b) To be valid, a nomination must be in writing on the nomination form provided by the College and must be received by the CEO/Registrar no later than the date fixed for receiving nominations.
- c) At least 60 days before the date fixed by the Council for receiving nominations for any election, the CEO/Registrar shall publish or send to every member of the College eligible to nominate candidates a notice:
 - i) advising of the election date;
 - ii) seeking nominations;
 - iii) advising of the last date for receiving nominations;
 - iv) including the nomination form.

No Changes to Bylaw II

10) Election by Acclamation

Where the number of candidates nominated equals the number of Council members to be elected, that candidate(s) or those candidates so nominated shall be declared duly elected and the Council Chair shall notify the candidate(s) confirming the election.

11) Insufficient Number of Candidates

If the number of candidates nominated is less than the number of Council members to be elected, the Governance Committee's sub-committee on nominations shall, within seven days after the date fixed as the deadline for receiving nominations, nominate from amongst the eligible members a sufficient number of consenting candidates so that the total nominations will be at least equal to but not greater than twice the number of Council members to be elected in that election year.

12) Right to Vote

Each member on the subregister of registered nurses: registered nurse and registered nurse (interim practice) membership classes who is in good standing and who resides in Manitoba is entitled to vote in an election of Council member or members. Each member is entitled to one vote to be cast on the ballot received from the College. Where a member works in Manitoba, but resides outside of Manitoba, the member's Manitoba work address shall be deemed to be the member's address for the purpose of voting. Where a member no longer resides nor works in Manitoba, the address of their most recent Manitoba employer shall be deemed to be the member's address for the purpose of voting.

No Changes to Bylaw II

13) Preparation of Ballot

- a) Voting shall be by electronic ballot forwarded from the College to each eligible voter, no later than 30 days prior to the election date.
- b) A ballot shall be prepared with the surnames of the candidates appearing in randomized order for each voter.
- c) A website link to the electronic ballot shall be sent to each eligible voter at the email address in the registration database.
- d) If there is a technological malfunction which would or could make the distribution, casting or receipt of ballots under this section impossible, the returning officer may make any rules for the distribution, casting and receipt of ballots that are considered necessary in the circumstances.

14) Returning Officer

- a) Prior to the election, the Council shall appoint a public representative member of the Council to act as returning officer.
- b) The returning officer shall receive ballots up to the hour and date fixed by the Council as the deadline for submission of ballots.

15) Tabulation of Ballots

- a) Ballots will be tabulated on the first business day following the deadline for the receipt of ballots. If the date must be changed, candidates will be advised as soon as possible of the new date and time.
- b) The tabulation of ballots shall be sent to the returning officer. The candidate(s) receiving the greatest number of votes in an election are the successful candidates.

No Changes to Bylaw II

16) Procedure on Equality of Votes

In situations where there is an equality of votes and there are more candidates than seats to be filled, a by-election shall be held.

17) Right to Verify Tabulation Results

Candidates shall have the right to verify any online vote tabulation results within three (3) business days of the day that the candidates are notified of the election results.

18) Notice of Results

- a) Following the election, the returning officer shall promptly provide the election results to the candidates and shall publish:
 - i) the names of all elected representatives;
 - ii) the name of the returning officer; and
 - iii) statistical information, including the total number of distributed ballots and the total number of ballots returned.
- b) All information pertaining to election results shall be made available to any member of the College on request.

19) Taking Office

- a) Subject to section (b) below, elected Council members and the Council Chair-Elect of the College shall take office on the 1st day of August in the year of their election.
- b) Council members elected or appointed in mid-term to fill a vacancy shall take office forthwith.

20) Cease to be a Council Member

- a) Any Council member may resign at any time by written notice to the Chair.

No Changes to Bylaw II

<p>b) Any Council member ceases to be a Council member if he or she:</p> <ul style="list-style-type: none">i) is a member residing and working outside of Manitoba;ii) resigns;iii) becomes an employee of the college;iv) dies. <p>c) Where any Council member</p> <ul style="list-style-type: none">i) has a finding in accordance with section 124(2) of <i>The Regulated Health Professions Act</i>; orii) is convicted of an indictable offence or is sentenced to a term of imprisonment <p>he or she ceases to be a member of the Council, unless reinstated by resolution of the Council passed at one of the next two regularly scheduled meetings of the Council.</p> <p>d) When a person ceases to be a Council member, all Council and committee appointments held by that person shall be declared vacant.</p> <p>e) The Council, by a three-quarters majority vote, may remove any Council member who fails, refuses or is unable to fulfill the duties of a Council member, and such removal also applies to participation on the committees of the Council to which that Council member is appointed.</p> <p>21) Vacancy on the Council</p> <ul style="list-style-type: none">a) Subject to sections (b), (c) and (d) below, where a vacancy occurs in an elected position on the Council, a by-election shall be held to fill that vacancy and the member elected in the	<p>No Changes to Bylaw II</p>
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by-election shall hold office during the unexpired term of his or her predecessor.

- b) Where a vacancy occurs in the office of the Chair, the Chair-elect shall succeed the Council Chair and a new Chair-Elect shall be elected by the Council from among the Council members.
- c) Where a vacancy in the office of an elected Council member occurs less than six months before the next scheduled election for that position, the Council may appoint a member to fill the vacancy until the scheduled election for that position occurs, in accordance with policies established by the Council.
- d) Where the vacancy is a public representative Council member appointed by the College, a replacement shall be appointed by the Council to hold office for the balance of the unexpired term of his or her predecessor.

22) By-Election

The procedures set forth in sections 4 to 14 also apply to any by-election called.

**BYLAW III
OFFICERS**

23) Officers

The officers of the College shall be the Council Chair, Council Chair-Elect and the CEO/Registrar, *ex officio*.

24) Chair and Chair-Elect

The Chair duties and the Chair-Elect's duties shall be as fixed from time to time by Council policy.

No Changes to Bylaw II

No Changes to Bylaw III

25) Chief Executive Officer/Registrar

The Chief Executive Officer/Registrar shall be appointed by and responsible to the Council, and shall perform all duties prescribed by the Act, regulations, bylaws and policies.

26) Prescribe Forms

The CEO/Registrar is authorized to prescribe such forms, certificates or other documents as may be required for the purposes of the Act, the regulations, or the bylaws.

BYLAW IV

MEETINGS OF THE COLLEGE

27) Definitions

In this bylaw, “in good standing” means that the registered nurse’s certificate of practice is current at the time the voting list has been generated.

28) Annual General Meeting

- a) The annual general meeting of the College shall be held at a date, time and place to be determined by the Council, and the agenda for the meeting shall be set by the Council.
- b) At least 30 days before the date of the annual general meeting notice of the annual general meeting shall be published, and the annual report shall be available to members. The agenda shall be available 14 days before the date of the annual general meeting.

29) Special General Meetings

Notice of a special general meeting of the College shall state the business to be considered at the meeting, and the business to be transacted at a

No Changes to Bylaw III

No Changes to Bylaw IV

special general meeting of the College shall be limited to that specified in the notice.

30) Quorum

A quorum for any annual general meeting or special general meeting of the College shall be the number of members in good standing on the subregister of registered nurses: registered nurse and registered nurse (interim practice) membership classes in attendance at the meeting.

31) Scrutineers at Meetings

Before an election is held or any vote is taken at an annual general meeting:

- a) the chair of the meeting shall appoint scrutineers, who are not voting members of the College, who are responsible to distribute and collect ballots, to count the votes and to report the results in writing to the chair of the meeting. The Council shall appoint one scrutineer as the chief scrutineer.
- b) the CEO/Registrar shall give the chief scrutineer the total number of those members registered to vote at the meeting.

32) Voting at Annual General Meeting or Special General Meeting

- a) At each annual general meeting or special general meeting of the College, the voting body shall consist of the members on the subregister of registered nurses: registered nurse and registered nurse (interim practice) membership classes who are in good standing in attendance at the meeting, either in-person or electronically, and each such member shall be entitled to one vote.
- b) Eligibility to vote at an annual general meeting or special general meeting shall be determined

No Changes to Bylaw IV

based on verification of registration in the College's registration database.

- c) Voting shall be by a show of hands for those present and voting in the room, and by electronic voting for those present and voting online, provided that at any time before a vote is taken, the chair may order or a member with the right to vote may move that a ballot vote be held. In any voting by a show of hands, the chair of the meeting, with the assistance of the scrutineers if necessary, shall make such count of the votes given by a show of hands as he or she may consider necessary and shall decide the results. The chair's decision shall be final.
- d) In the case of a tie vote upon a motion or resolution, the chair of the meeting may cast the deciding vote.

33) Parliamentary Authority

- a) Subject to the ability to amend or suspend the procedural rules by a two-thirds vote of those entitled to vote at the meeting, the procedural rules of the College shall apply to every annual general and special general meeting of the College.
- b) At all annual general and special general meetings of the College, any points of procedure not specifically provided for in the procedural rules of the College shall be decided by the procedure as set forth in Robert's Rules of Order Newly Revised, current edition.

No Changes to Bylaw IV

BYLAW V
COUNCIL MEETINGS

No Changes to Bylaw V

34) Council Meetings

- a) Regular, special and emergency Council meetings shall be held at such times and places and with such notice to Council members as may be fixed from time to time by Council policy.
- b) The Council shall have at least four regular meetings during each calendar year, held one in each of the quarters of the calendar year, if reasonably possible.
- c) The Council may by resolution determine to hold a regular meeting by teleconference/videoconference or any manner of virtual communication.
- d) In the case of a regular meeting, notice of the meeting shall be sent to each Council member at least seven days in advance of it. The CEO/Registrar shall include with the notice an agenda of matters for decision which are to be dealt with at the meeting.

35) Quorum

- a) Unless specifically provided for otherwise under the Act or the Regulations, a majority of Council members constitutes a quorum for any meeting of the Council and a majority of committee members constitutes a quorum for a meeting of a committee.
- b) In determining quorum of the Council or a committee, the total number of members shall be considered, and not be reduced as a result of any vacancy.

36) Council Meetings

Regular, special and emergency Council meetings shall be held at such times and places and with such notice to Council members as may be fixed from time to time by Council policy.

BYLAW VI

REMUNERATION OF COUNCIL MEMBERS

37) General

Council members attending meetings of the Council or of any committee of the Council shall be paid remuneration and travel expenses at such rates and in accordance with such policies as may be fixed from time to time by the Council.

BYLAW VII

AD HOC COMMITTEES

38) Ad Hoc Committees

- a) Ad hoc committees may be appointed by the Council for a specific purpose on precise terms of reference which state that the committee shall cease to function upon completion of the specific task.
- b) The Council shall establish for ad hoc committees:
 - i) terms of reference;
 - ii) membership and term of appointment;
 - iii) chairperson;
 - iv) budget allocation.

No Changes to Bylaw V

No Changes to Bylaw VI

No Changes to Bylaw VII

BYLAW VIII
REGISTRATION FEES

The fees for application and registration shall be set by the Council from time to time, and will be communicated to members.

No Changes to Bylaw VIII

BYLAW IX
CORPORATE MATTERS

39) Head Office

The head office of the College shall be in Manitoba.

No Changes to Bylaw IX

40) Corporate Seal

- 41) The seal of the College shall be in such form as may be prescribed by the Council and shall have the words the “College of Registered Nurses of Manitoba” endorsed thereon.

42) Fiscal Year

The fiscal year of the College shall end on December 31 in each year.

43) Auditor

The Council shall annually appoint by resolution an auditor(s) of the College, who shall, at least once in every year, as soon as possible after the end of the fiscal year, examine the accounts of the College and shall report thereon to the Council.

44) Signing Officers

The signing officers of the College shall be designated by the Council.

BYLAW X
RESPONSE TO COLLEGE
CORRESPONDENCE

45) College's Correspondence with Members

When the CEO/Registrar of the College makes a formal written request for information-to a member, unless stated otherwise in the request, that member shall have 14 days from the date of the correspondence to reply in writing.

BYLAW XI
REPORTING CHANGES

46) Within 30 days of a change, each member shall report to the College:

- a) any change of name;
- b) any change of their address, telephone number, facsimile number or electronic mail address.

BYLAW XII
RENEWAL OF CERTIFICATE OF PRACTICE

47) In order to be eligible to renew a certificate of practice, a member must:

- a) annually submit a complete application between October 1 and December 1; and
- b) have paid all outstanding money owed to the College.

48) Members who have not met all the requirements for renewal in the time period set out in (1) above will be required to apply for reinstatement.

No Changes to Bylaw X

No Changes to Bylaw XI

No Changes to Bylaw XII

BYLAW XIII

HEALTH PROFESSION CORPORATIONS

49) Applications

- a) An application for an initial permit or renewal of a permit for a Health Profession Corporation shall be made in accordance with the policy for Health Profession Corporations.
- b) An application for an initial permit by a Health Profession Corporation shall be subject to applicable fees.
- c) **Applications and fees for renewals of Health Profession Corporation permits must be received by the CEO/Registrar at least 30 days prior to the permit expiration date.**

50) Notice of Change

- a) A Corporation appearing on the Health Profession Corporation Registry shall give notice to the CEO/Registrar within 30 days of:
 - i) any change of name;
 - ii) any change in directors;
 - iii) any change in officers;
 - iv) any change in voting shareholders;
 - v) any change in non-voting shareholders; or
 - vi) any change of address, telephone number, facsimile number or electronic mail address.

Change to Bylaw XIII - addition of 1)(c) regarding Health Profession Corporation permit renewal