

MINUTES
MANITOBA SOCIETY OF PHARMACISTS
ANNUAL GENERAL MEETING

April 17, 2015

The Annual General Meeting of the Manitoba Society of Pharmacists Inc. was held on April 17, 2015 at the Canadian Museum of Human Rights, Winnipeg, Manitoba. The meeting was called to order by President Scott McFeetors at 7:05 p.m.

It was	THAT Mel Baxter be appointed Chair of the
Moved by Barrett	Annual General Meeting
Seconded Sharon Smith	

CARRIED

Mel Baxter took control of the meeting and announced that Jason Pankratz was the Parliamentarian for the meeting. It was verified that a quorum was achieved - there were 45 in attendance.

1. MINUTES of the ANNUAL GENERAL MEETING, April 27, 2014

It was	THAT Minutes of the Annual General
Moved by Sheila Ng	Meeting of April 27, 2014 be accepted as
Seconded by Bobby Currie	circulated.

CARRIED

2. BUSINESS ARISING

No business arising.

3. PRESIDENT'S REPORT

President Scott McFeetors referred to the Annual Report and commended Cinthya Clark for her work on it. It was a great year for the profession and a privilege to work with the Board of Directors. He noted that there has been willingness by government to work with MSP and even though progress is slow, it is moving in the right direction.

It was	THAT the President's Report to the Annual
Moved by Barret Procyshyn	General Meeting be accepted as circulated.
Seconded by Michael DiDomenicantonio	

CARRIED

4. AUDITOR'S REPORT / 5. FINANCE REPORT

Sharon Smith referred to the financial statements which had been circulated in the Annual Report and the Auditor's Report from F. H. Black.

A question was posed regarding the 2015 budget for memberships and it was explained that this was a conservative figure in response to the uncertainty relating to the impact of corporate chains implementing their own insurance programs.

It was	THAT the Auditor's Report and Financial
Moved by Sharon Smith	Statement for 2014 be accepted as
Seconded by Mel Baxter	circulated.

CARRIED

6. CANADIAN PHARMACISTS BENEFITS ASSOCIATION REPORT

Mel Baxter reported on the work of the Canadian Pharmacists Benefits Association. He referred to the low number of claims, noting that the loss ratio is well within the norms of the insurance industry.

It was	THAT the CPBA Report be accepted for
Moved by Mel Baxter	information.
Seconded by Sharon Smith	

CARRIED

7. EXECUTIVE DIRECTOR'S REPORT

Dr. Brenna Shearer referred to her report which had been circulated in the annual report. She acknowledged the many accomplishments in 2014 and recognized the phenomenal commitment by the Board of Directors, committee volunteers and the great team at MSP.

It was	THAT the Executive Director's Report to the
Moved by Sheila Ng	Annual Meeting be accepted as circulated.
Seconded by Bobby Currie	

CARRIED

8. BYLAW REVISIONS

Todd Derendorf, Good Governance Committee Chair was invited to speak to the proposed by-law changes. The intent of the changes is to ensure MSP's bylaws reflect best practices, maximize Board continuity, improve efficiencies and increase member engagement. As highlights, the changes will provide for annual staggered elections, separation of the Secretary

and Treasurer positions and allow for electronic elections.

Transitional Proviso for Article 10.2 Concerning Staggered Terms for Directors

Article 10.2 Term: Board members are appointed for a two-year (2) term. Five of the nine Director positions will be elected in even-numbered years and four of nine Director positions will be in odd-numbered years. A meeting year begins at the first meeting of the Board convened after the AGM and terminates at the first Board meeting after the Society's next AGM.

In addition, the executive officers elected to the positions of President, Vice-President, Honourary-Secretary Treasurer, and X, in 2015 at the Board of Directors meeting subsequent to the Annual General Meeting in that year shall conclude their term in 2017. The other members of the Board of Directors term will conclude in 2016. Five Directors will be elected in 2016.

It was
Moved by Todd Derendorf
Seconded by Zahid Zehri

THAT Article 10.2 be amended as per the transitional provision to enable staggered election terms.

CARRIED

Article 10.2 shall come into effect upon adjournment of this Annual General Meeting.

Transitional Proviso for Article 10.4 Concerning Separating the Secretary-Treasurer Position

Article 10.4 Composition: The Board of Directors will be composed as follows:

- i. President
- ii. Vice-President
- iii. Secretary
- iv. Treasurer
- v. Five (5) Directors-at-Large
- vi. Liaisons to the Board of Directors: From time to time, the Board may appoint Liaisons to the Board of Directors. These positions shall have no voting rights.
- vii. Immediate Past-President: The Board may appoint the immediate Past-President of the Society to the Board of Directors. This position shall have voting rights.

It was
Moved by Todd Derendorf
Seconded by Sharon Smith

THAT Article 10.4 be amended as per the transitional provision to separate the Secretary and Treasurer positions.

CARRIED

Article 10.4 Bylaw Changes shall come into effect immediately and the first election of the new positions Secretary and Treasurer will take place at the first Board of Directors meeting held subsequent to the adjournment of this AGM.

Todd then reviewed the remainder of the Bylaw revisions as summarized:

- Section 2 - Change Executive Director to Chief Executive Officer
- Section 3
 - Renumbered
 - Define the rights of members
 - To attend meetings
 - Make motions
 - Speak in debate
 - To vote
- Section 4 - Change Manitoba Pharmaceutical Association to College of Pharmacists of Manitoba
- Section 5
 - Renumbered
 - Current Edition of Robert's Rules of Order - Makes the parliamentary authority more definitive
 - Within 120 days - Reflects a timeline in which the Board must hold a Special General Meeting
 - Notice of Meetings - Enables electronic means of providing notice to members
 - Electronic Voting at Members' Meetings
- Section 7 - Quorum for electronic meetings
- Section 8 - Reformatted
- Section 10
 - Renumbered
 - Added 2 qualifications for Board nominees
 - Reflects staggered terms
 - Defines consecutive terms
 - Divides Secretary and Treasurer positions
- Section 13
 - Quorum and Meetings
 - Better defines quorum for Board of Directors Meetings
 - Accommodates the split of Secretary and Treasurer positions
- Section 15
 - Voting at Board of Directors' meetings
 - Amended to allow the President to vote at meetings.
 - Addition of the word "cast" – housekeeping
- Section 16 - Correction of the word "contact" to "contract" – housekeeping
- Section 18 - Change Executive Director to Chief Executive Officer
- Section 20
 - Renumbered

- Change Executive Director to Chief Executive Officer
- Change Scrutineers to Election Committee
- Enable electronic voting during Board elections
- Section 21 - Change to accommodate the split of the Secretary and Treasurer positions
- Section 22 - Removal of the President as Ex-Officio of the nominations committee
- Section 23 - Vice-President role – serve as the representative on the CPhA Board
- Section 24 - Duties of Secretary and Treasurer - Removes the duties of the Secretary and Treasurer and enables the Board to establish the duties in policy
- Section 25
 - Change Executive Director to Chief Executive Officer
 - Identifies “secretary” as a staff position in this clause
- Section 27 - Establishes Executive Committee and enables electronic committee meetings
- Section 29 - Allows for change in Secretary and Treasurer positions
- Section 30 - Corrects the spelling of statute – housekeeping
- Section 32 - Change Executive Director to Chief Executive Officer

It was
Moved by Todd Derendorf
Seconded by Bobby Currie

THAT the By-Laws and amendments as presented and previously circulated to the membership be adopted.

CARRIED

It was
Moved by Todd Derendorf
Seconded by Bobby Currie

THAT all MSP By-Laws and amendments as adopted at previous Annual General Meetings be repealed in their entirety and replaced with the bylaws (and amendments) as revised and adopted at this Annual General Meeting.

CARRIED

9. MSP NAME CHANGE

Scott McFeetors reviewed the background on the proposed name change – from Manitoba Society of Pharmacists to Pharmacists Manitoba Inc - noting that it was a pivotal time for the profession and an opportunity for change in public perception of pharmacists. A minimum of two-thirds of eligible votes in favour is required for the name change to proceed and each delegate must sign a special resolution.

SPECIAL RESOLUTION OF THE MEMBERS OF THE MANITOBA SOCIETY OF PHARMACISTS INC.:

It was
Moved by Barret Procyshyn
Seconded by Sharon Smith

WHEREAS the Corporation was incorporated under the laws of the Province of Manitoba by articles of incorporation

dated April 26, 1990 (hereinafter called the “Articles”);

AND WHEREAS the members of the Corporation have determined to amend the Articles to change the name of the Corporation to PHARMACISTS MANITOBA INC.;

BE IT RESOLVED THAT:

1. The Articles be amended by changing the name of the Corporation to Pharmacists Manitoba Inc., as provided for in the form of Articles of Amendment attached hereto as Schedule “B”.
2. The Chief Executive Officer of the Corporation is hereby authorized and directed to do all things and execute all documents as may be necessary to give effect to this resolution, including, without limitation, the execution and delivery of the articles of amendment to be filed;

CARRIED

10. NEW BUSINESS

No new business was raised.

Scott McFeetors presented certificates to outgoing board members and thanked them for their efforts during their time on Board – Miro Cerqueti, Bobby Currie, Mike DiDomenicantonio, Sheila Ng, Zahid Zehri and Mel Baxter.

11. CLOSING RESOLUTION

It was
Moved by Britt Kural
Seconded by Barret Procyshyn

THAT all acts, contracts, resolutions, proceedings, appointments, elections, and transactions made, done and taken by the Board of Directors and Officers since the last Annual General Meeting in 2014 are hereby approved, ratified and confirmed.

CARRIED

It was
Moved by Jason Pankratz

THAT the meeting adjourn.

CARRIED

Meeting adjourned at 8:03 p.m.

Schedule B

The Corporations Act
ARTICLES OF AMENDMENT



1. Name of corporation	2. Business Number
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3. a) The amendment to the articles has been authorized by:

directors

shareholders

members

b) under section 167(1)

c) and the articles are amended as follows:

to change the name of the Corporation to PHARMACISTS MANITOBA INC.

Date , 2015	Signature	Office held Chief Executive Officer
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Instructions: Specify the provision of the Act that authorizes the amendment, and the changes that are being made. Specify whether amendment was authorized by directors or shareholders. It is not necessary to attach a copy of the authorizing resolution.

OFFICE USE ONLY
Corporation Number: _____