

Pharmacists Manitoba Inc.

Bylaws

HEAD OFFICE

1. The Head Office of the organization shall be at the City of Winnipeg, in the Province of Manitoba.

SEAL

2. The Seal, an impression of which is stamped in the margin hereof, shall be the Corporate Seal of the organization. The Seal shall be kept in the custody of the Chief Executive Officer.

MEMBERS

3. 3.1 The Membership shall consist of those persons who:
 - i. are qualified to be members pursuant to sub-paragraph (2) of this paragraph; and
 - ii. agree to abide by any agreements entered into by the organization; and
 - iii. pay the annual membership fee or assessment applicable to the class of membership for which the member qualifies as prescribed by the Board of Directors of the Organization from time to time.
- 3.2 Members shall have all rights of membership including the right to vote at member meetings, speak in debate and make motions. Some classes of membership shall have restricted rights.

There shall be six classes of membership as follows:

ACTIVE MEMBER

A licensed pharmacist under the Pharmaceutical Act, Manitoba, who, shall have paid the appropriate fees established and who shall have all rights of membership.

ASSOCIATE MEMBER

A pharmacist who is not licensed under the Pharmaceutical Act, Manitoba, or a person who is not a pharmacist and who by special application and by the acceptance of the Board, who shall have paid the appropriate fees established and who shall have the right to attend and observe at member's meeting only.

HONOURARY LIFE MEMBER	A pharmacist in good standing with the Pharmacists Manitoba, Inc. who has been recognized and conferred the honour by the Board of Directors for meritorious service rendered on behalf of the Profession of Pharmacy, and who shall have the right to attend and observe at member's meeting only.
HONOURARY MEMBER	A person who is not a pharmacist who has been recognized and conferred the honour by the Board of Directors for valuable and notable service to the Profession of Pharmacy, and who shall have the right to attend and observe at member's meeting only.
STUDENT/INTERN MEMBER	A person enrolled in an accredited pharmacy program in Canada, or a person currently registered as a pharmacist intern in any jurisdiction within Canada who shall have the right to attend and observe at member's meeting only.
CORPORATE MEMBER	An independent pharmacy, chain drugstore, or pharmacy stakeholder who by application and by acceptance of the Board, and who shall have paid the appropriate fees established and who shall have the right to attend and observe at member's meeting only.

4. Resignations: Members of Manitoba Pharmacists Inc. may resign in writing which shall be effective upon receipt by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the organization prior to such receipt of his or her resignation or as may be required by the College of Pharmacists of Manitoba.
5. Meetings of Members:
 - 5.1 Robert's Rules of Order. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws.
 - 5.2 Subject to Section 5.3, the Annual General Meeting of Members or any Special General Meeting of members shall be held at the head office of Pharmacists Manitoba or at such place as the Board of Directors may determine and on such day as the said Directors shall appoint, but not later than 15 months after the previous Annual General Meeting.
 - 5.3 A Special General Meeting shall be called within 120 days by the Board of Directors upon receipt of a notice duly signed by at least 10% of the voting members of Pharmacists Manitoba

Inc. The notice shall set out the reasons for the meeting and the business to be transacted thereat.

5.4 Notice of Meetings. Notice of the time and place of a Meeting of Members shall be given to each member at the last recorded address or electronic address of each member by the following means:

- i. by mail, courier or personal delivery to each member, at least twenty-one (21) days before the date of an Annual General Meeting and fifteen (15) days before a Special General Meeting; or
- ii. by telephonic, electronic or other communication facility to each member, at least twenty (21) days before the date of an Annual General Meeting and fifteen (15) days before a Special General Meeting, and that the electronic method for such notice be consistent with law.
- iii. meetings of the Members can occur in person, electronically, or partly in person and partly electronically, at the sole discretion of the Board of Directors.
- iv. no error or omission in giving notice of any Meeting of Members or any adjourned meeting, (whether Annual or Special) of the members of Pharmacists Manitoba Inc., shall invalidate such meeting or make void any proceedings taken thereat.

5.5 Business at the Annual General Meeting:

5.5.1 Order of business at any Annual General Meeting shall be determined by the Board before the opening of the meeting.

The business of the Annual General Meeting shall be:

- i. adopt the minutes of the previous Annual General Meeting
- ii. receive the reports from the Board of Directors
- iii. adopt the auditor's report and the financial statements
- iv. approve or reject proposed Bylaw changes with or without amendments
- v. any other business that properly comes before the meeting

5.5.2 Special General Meetings:

Only such business as specified in the notice of a special meeting shall be transacted at such a meeting.

5.5.3 Electronic Voting at Member's Meetings

The Board of Directors may approve that business conducted at a Meeting of Members be conducted by telephonic, electronic or other communication facility, provided that:

- i. it enables the ballots or votes cast to be verified as being cast by voting members, and
 - ii. that a member can only cast one ballot or vote; and
 - iii. that the overall process of voting at a Member's Meeting is consistent with law
6. Adjournments: Any meeting of Pharmacists Manitoba Inc. or of the Board of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjournment as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjourned meeting. Such adjournment may be made notwithstanding that no quorum is present.
7. Quorum: A quorum for the transaction of business at any in-person meeting of members shall consist of not less than twenty-five (25) of the voting members who must be present in person or, in an electronic meeting, twenty-five (25) members established by a roll-call of voting members.
8. Voting: Each voting member of Pharmacists Manitoba Inc. shall be entitled to one vote at all meetings of the members of the organization. No member of Pharmacists Manitoba Inc. shall be entitled to be present at or vote at meetings of the members of the organization unless he or she has paid all fees and assessments then due and payable by him or her.
9. Membership Fees: The Board of Directors may levy such membership fees or assessments from time to time.

BOARD OF DIRECTORS

10. The affairs of the Organization shall be managed by a Board of Directors.
 - 10.1 Qualification: Subject to the Corporations Act, any person who is an ACTIVE MEMBER in good standing is qualified to be elected as a director. Further, nominees must not have been convicted of a criminal offence and must not have declared bankruptcy in the last seven years.
 - 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 organization's next AGM.
 - 10.3 Re-Election: Directors may serve, if duly re-elected by the membership, for a maximum of three (3) consecutive terms, unless extended at the discretion of the Board. If a Director has served three (3) consecutive terms they then must wait at least one (1) year before being eligible for re-election.

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 organization to the Board of Directors providing they maintain their membership in the organization. In the event that the President is re-elected to the position of President, there may be no immediate Past-President position. This position shall have voting rights.

11. Resignations: Directors may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a Director shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to Pharmacists Manitoba Inc. prior to the acceptance of the resignation.
12. Vacancies: Vacancies on the Board of Directors, however caused, may be filled by a majority vote of the members of the Board of Directors at a meeting of the Directors for the balance of the unexpired term of the vacating director(s).
13. Removal of Officers and Directors: If an Officer and or Director negatively impacts the organization either financially or by reputation, or, if a Director fails to fulfill the duties they have been charged to perform in their elected position without legitimate reasons, they may be removed from office by the majority vote of the Board.
14. Quorum and Meetings: More than one-half of the voting members of the Board of Directors shall form a quorum for the transaction of business, provided always that a quorum shall never be less than five (5) Directors. Except as otherwise required by law, the Board of Directors may hold its meetings at such place, or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present or if those absent have signified their complete consent for the stated meeting being held in their absence.

Directors' meetings may be formally called by the President, or in his or her absence, the Vice-President, or by the Secretary on direction in writing of the President or Vice-President, or any four Directors. Notice of such meeting shall be delivered, faxed, or provided via telephone to each Director not less than one (1) day before the meeting is to take place, or shall be mailed to each Director not less than ten (10) days before the meeting is to take place, including the date of such meeting. The Statutory Declaration of the Secretary or President that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an

hour to be named and of such regular meeting, no notice need be sent. A Directors' meeting may also be held without notice immediately following the Annual Meeting of the Organization. The Directors may consider or transact any business, either special or general at any meeting of the Board.

15. Errors in Notice: No error or omission in giving such notice for a meeting of Directors shall invalidate such a meeting or invalidate or make void any proceedings taken or had at any such meeting and any Director may, at any time, waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
16. Voting: Except as otherwise provided herein, questions arising at any meeting of Directors shall be decided by a majority of the votes cast. All votes at any such meeting shall be taken by ballot if so demanded by any Director present but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
17. Powers: Subject to the other provisions herein contained, the Directors of Pharmacists Manitoba Inc. may administer the affairs of the organization in all things and make or cause to be made for the organization, in its name, any kind of contract which Pharmacists Manitoba may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all other acts and things as the organization is by charter or otherwise, authorized to exercise and do. Subject to this Bylaw the Board of Directors may delegate any and all of its powers to such members of Pharmacists Manitoba Inc. as it deems advisable.
18. Remuneration: Each Director shall be remunerated for attendance at meetings of the Board according to the reimbursement structure as approved by the Board of Directors. The reimbursement structure shall be available on the Pharmacists Manitoba Inc. website and the membership will be notified in advance of any changes. Personal expenses incurred by the Directors in the course of conducting legitimate organization business shall be reimbursed as per the organization's Travel and Expense Policy.
19. Bylaws Signatures: The President and the Chief Executive Officer of Pharmacists Manitoba Inc. shall sign all Bylaws and Resolutions of the Board of Directors.
20. Qualifications: All Directors must, during their term of office, be voting members of Pharmacists Manitoba Inc. and be qualified to be and to continue to be such voting members.
21. Election of Board of Directors:
 - 21.1 Elections for the Directors of Pharmacists Manitoba to replace those whose terms have expired shall be held at 5:00 pm 3 days next preceding the Annual General Meeting of the Organization in each year. Those elected shall hold office from the time of their

investment to office at the Annual General Meeting of the organization held next following their election until the investment of their successors at, an Annual General Meeting.

- 21.2 The Board of Directors of the organization shall appoint a nominating committee for the purpose of selecting a slate of Directors who have indicated their willingness to serve. The report of the nominating committee shall be in writing and shall be circulated among all members of Pharmacists Manitoba Inc. not less than sixty (60) days before the election of the Directors. The report of the nominating committee shall contain a call for further nominations, subject to section 21.3.
- 21.3 Voting members of the organization not appearing on the slate of proposed Directors selected by the said nominating committee may be nominated in writing if they are proposed by three (3) voting members of the Pharmacists Manitoba Inc. and the written consent of the nominee filed with the Chief Executive Officer of the organization not later than thirty (30) days before the election date.
- 21.4 The names of those nominated by the nominating committee, together with those nominated pursuant to sub-paragraph 21.3 hereof shall be placed on a voting paper containing thereon in alphabetical order the names of all members duly nominated as Directors.
- 21.5 The Chief Executive Officer of the organization shall cause to be mailed to each voting member of Pharmacists Manitoba Inc. in good standing not later than twenty-one (21) days prior to the election:
- i. A voting paper containing the names of all members duly nominated as aforesaid, together with a biography of each nominee;
 - ii. A plain envelope;
 - iii. An envelope marked "Ballot" with a space marked for the signature of the member voting;
 - iv. An envelope marked "voting paper" and addressed to the Chief Executive Officer of the Organization at its office or alternately addressed to an independent third party engaged to assist with the election process.
- 21.6 For the purpose of voting a member shall proceed as follows:
- i. shall mark "X" opposite the names of the candidates on the voting paper for whom he or she desires to vote ensuring the number of votes equals the number of Board vacancies;
 - ii. shall place the marked voting paper in the plain envelope and seal the envelope, fold and place the folded plain envelope in the envelope marked "Ballot";

- iii. shall sign the envelope marked "Ballot" in the space for his or her signature;
 - iv. shall place the signed envelope marked "Ballot" in the addressed envelope marked "voting papers", seal it and mail it or deliver it to the Chief Executive Officer or alternately to an independent third party engaged to assist with the election process, not later than the day before the date fixed for the election.
- 21.7 If any addressed envelope is received by the Chief Executive Officer or alternately by an independent third party engaged to assist with the election process, after 5:00pm 3 days next preceding the Annual General Meeting of the organization, the voting paper contained therein shall not be counted.
- 21.8 A voting paper that is not marked in accordance with this section shall not be counted.
- 21.9 The Board of Directors shall, prior to the date of election appoint two (2), voting members of the organization, who are not nominated for election, plus one staff member and who, will act as the election committee for the meeting. In case any election committee member is absent during the vote counting the others may nevertheless proceed therewith. Should an independent third party be engaged to assist with the election process, the appointment of the election committee is not required.
- 21.10 The Chief Executive Officer, or alternately an independent third party engaged to assist with the election process, shall safely keep unopened all envelopes marked "voting paper" received by him or her before the day of election and on the day of election they shall be opened by him or her in the presence of the election committee and the signed envelopes removed but not opened.
- 21.11 The election committee, or alternately an independent third party engaged to assist with the election process, shall examine and satisfy themselves in respect of the signatures of each member voting.
- 21.12 The Chief Executive Officer, or alternately an independent third party engaged to assist with the election process, in the presence of the election committee shall remove the plain envelopes and place them together and open them. He or she shall then mix them together so they cannot be identified.
- 21.13 The election committee or alternately an independent third party engaged to assist with the election process, shall then remove the voting papers from the plain envelopes and scrutinize and count the votes and keep a record thereof in a proper book to be provided by Pharmacists Manitoba Inc. The election results will be announced at the Annual General Meeting.
- 21.14 Any candidate or his or her agent shall be entitled to be present at the opening and counting of the voting papers.

- 21.15 Destruction of the ballots: At the first meeting of the Directors following an election, the President shall call for a motion to have the ballots of that election destroyed. Following the passing of that motion all results are considered to be final.
- 21.16 Electronic Voting in Elections: The Board of Directors may approve that the election of directors to the Board of Directors may be held by means of telephonic, electronic or other communication facility, provided that:
- i. it enables the ballots or votes cast to be verified as being cast by voting members, and
 - ii. that how each member voted is not known to others, and
 - iii. that a member can only cast one ballot or vote, and
 - iv. that the overall process is consistent with law

OFFICERS

22. Executive Officers: Following each Annual General Meeting, the Board of Directors shall meet and elect from amongst themselves four Executive Officers; a President, a Vice-President, a Secretary and a Treasurer. The term of each Executive Officer shall be one year.
23. Vacancies: A vacancy occurring from time to time in any office may be filled by the Board from among its members.
24. Duties of President: The President or his or her designate shall preside at all meetings of the members of Pharmacists Manitoba Inc. The President shall preside at all meetings of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operation of the organization and shall be the chief spokesperson of the organization, as well as Chief Executive Officer, and shall be one of the signing authorities of the organization. The President shall not hold any other office within the organization but shall be ex-officio member of all sub-organizations and committees of Pharmacists Manitoba Inc. except the nominations committee. The President shall discharge such other duties as the Board of Directors shall from time to time by Bylaw or Resolution determine.
25. Duties of Vice-President: The Vice-President shall discharge the duties of the President in his or her absence. He or she shall not hold any other office in the organization, but shall discharge such other duties as the Board of Directors may from time to time by Bylaw or Resolution determine.
26. Duties of Secretary and Treasurer: The duties of the Secretary and the Treasurer shall be as required by law and, in addition, shall be augmented by a board policy established by the Board of Directors and updated from time to time.

27. Chief Executive Officer: There shall be a Chief Executive Officer of the organization who shall be appointed by and whose remuneration shall be established by the Board of Directors. The duties and other responsibilities of the Chief Executive Officer will be outlined in a Policy Document approved by the Board. Without limiting the generality of the foregoing he or she shall appoint a secretary of all meetings of the members and of the Board of Directors.

OTHER OFFICERS

28. There shall be such other officers and employees of the organization as the Board of Directors may from time to time by Bylaw or Resolution determine.

COMMITTEES

29. Committees

- 29.1 There shall be such committees of the organization as the Board of Directors may from time to time by Bylaw or Resolution determine. The Chairperson of such committee shall be responsible for the discharge of the function of the committee and shall be appointed by resolution of the Board of Directors. The Chairperson of each committee shall attend at meetings of the Directors and shall provide reports from time to time as required.
- 29.2 All committees may meet by telephonic, electronic or other communication facility, consistent with the law and policy adopted by the Board of Directors and maintained from time to time.

GENERAL

30. Execution of Documents: Subject to the other provisions of the Bylaws of the organization, contracts in the ordinary course of the organization's operations may be entered into on behalf of Pharmacists Manitoba Inc. by any person authorized by the Board of Directors.
31. Shares, Bonds and Securities Transfers: Subject to the Bylaws of the organization, the Chief Executive Officer and the President or Secretary or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of Pharmacists Manitoba Inc. in its individual or any other capacity, or as the Trustee or otherwise, transfer of shares, bonds, or other securities from time to time transferred to the organization, and may affix the Corporate Seal to any such transfers or acceptances of transfers and may make, execute and deliver under the Corporate Seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

32. Books and Records: The Directors shall ensure that all necessary books and records of the organization required by the Bylaws of the Organization, or by any applicable statute or Law, are regularly and properly kept.
33. Fiscal Year: Unless otherwise ordered by the Board of Directors, the Fiscal year of the organization shall terminate on the 31st day of December, in each year.
34. Signing Officers: For the purpose of directing the financial affairs of Pharmacists Manitoba Inc. the Signing Officers shall be the Executive Officers and the Chief Executive Officer. The Chief Executive Officer will have signing authority for the normal operation of the administrative office up to a limit of \$10,000. Except for funds required for the normal operation of the administrative office, all cheques issued on behalf of the organization shall bear the signatures of at least two of the Signing Officers. Whenever practical the Chief Executive Officer shall be one of the co-signers.
35. Deposit of Securities for Safekeeping: The securities of the organization shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of Pharmacists Manitoba Inc., signed by such officer or officers, agent or agents of the organization, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general and confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall, in no event, be liable for due application of the securities so withdrawn from deposit or the proceeds thereof.
36. Notice: Whenever under the provisions of the Bylaws of the organization, notice is required to be given, except as otherwise provided, such notice may be successfully given if delivered personally to the person whom it is to be given, or if delivered to his or her last address as recorded on the books of Pharmacists Manitoba Inc., or if mailed in a sealed envelope addressed to him or her at his or her last address as recorded on the books of the organization, or if delivered by electronic means. A notice or document so delivered shall be deemed to have been given when it is delivered personally or at the address foresaid, and a notice or document so mailed shall be deemed to have been given one day after it was deposited in a post office or public letter box, and a notice or document delivered by electronic means shall be deemed to have been received on the day it was sent.
37. Interpretation: In these Bylaws, and in all other Bylaws of the organization hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
38. Amendment of Bylaws and Enactment of New Bylaws: The Directors may pass Bylaws not contrary to the Charter of the organization to regulate the conduct in all particulars of the

affairs of Pharmacists Manitoba Inc. and may repeal, amend or re-enact any such Bylaws which Bylaw repeal, amendment or re-enactment shall be effective from the time of its passing if it is confirmed with or without variation at a general meeting of the Members duly called for that purpose or at the next Annual General Meeting, whichever is held first; provided that where a Bylaw or a repeal, amendment or re-enactment thereof is not confirmed as set out herein, it has effect from the time of its passing until the meeting, but not thereafter and no subsequent Bylaw, repeal, amendment or re-enactment of the same or similar substances has any effect until confirmed at a general meeting of the Members.

37. Indemnification of Directors: Subject to the provisions of the Organization Act, the Directors shall cause Pharmacists Manitoba Inc. to indemnify a Director or former Director of the organization and the Directors may cause the organization to indemnify a Director or former Director of any subsidiary of the organization and the heirs and personal representatives of any such persona against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or them including an amount paid to settle an action or satisfy a judgment in a civil or criminal or administrative action or proceeding to which he is or they are made a party by reason of his or their being or having been a Director of the organization or former Director of the organization or a Director or former Director of a subsidiary of the organization including any action brought by Pharmacists Manitoba Inc. or any such subsidiary of Pharmacists Manitoba Inc. Each Director of the organization on being elected or appointed shall be deemed to have contracted with Pharmacists Manitoba Inc. on the terms of the foregoing indemnity acting in good faith with a view to the best interests of the organization.



President



Chief Operating Officer