



BY-LAWS TO THE PHARMACEUTICAL ACT

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BY-LAWS TO THE PHARMACEUTICAL ACT

DEFINITIONS:

In this by-law,

“**Act**” means *The Pharmaceutical Act*

“**Voting Member**” means a patient care or a non-patient care licensed pharmacist.

MEETINGS OF THE ASSOCIATION

Section 1:

- 1.1 The annual general meeting of the association will be held at such time and place as the council may from time to time determine.
- 1.2 Special general meetings of the association may be convened by the council at any time.
- 1.3 Notice of the date, time and place of holding every general meeting of the association shall be given to each member of the association and shall be directed to the member at the address that appears on the record of the association not less than twenty-one days before the date of the meeting. The notice shall state the general nature of the business to be transacted at the meeting.
- 1.4 At all general meetings of the association, the order of business shall be in such form as the council of the association shall from time to time approve.
- 1.5 The chair of the general meeting may permit discussion and acceptance of motions that are for information and do not require action by the Association. Motions, either simple or by resolution, accepted at a general meeting requiring action on behalf of the Association, shall be forwarded to Council for consideration and decision.
- 1.6 The quorum for any general meeting of the association for the transaction of business is 5% of the voting membership.
- 1.7 For the purposes of this section, a simple majority of votes received shall be sufficient to transact the business which is the subject matter of the vote.*
- 1.8 Council may conduct votes by mail on any matter relating to the association.*
- 1.9 In the case of matters requiring a vote by the members of the association, any proposition to be voted on by mail shall be mailed and/or sent electronically by the registrar or acting registrar together with an envelope marked “ballot” to each member at the address that appears on the record of the association not less than twenty-one days before the date of the vote.*

- 1.10 The member shall vote by placing a cross (X) upon the ballot where marked “yes”, “no” or “abstain”, and enclose the ballot in the envelope marked “ballot”.**
- 1.11 The member shall place the envelope containing the ballot, and marked with the word “Ballot”, into another envelope that includes the member’s name, licence number and return address and is addressed to the “Election/Ballot Committee”, seal the envelope and send it by mail or delivery to be received by the registrar or acting registrar by four o’clock (local time) in the afternoon on the date of the vote.***
- 1.11 The envelopes marked “Election/Ballot Committee” received by the register or acting registrar shall remain unopened until those Election/Ballot committee members appointed by the council have examined the envelopes to ascertain that the persons voting are members and entitled to vote. **
- 1.12 The Election/Ballot Committee members, with the assistance of the registrar or acting registrar, will then open the envelopes, remove the envelope marked “ballot” and place it in a box. Once the all envelopes marked “Election/Ballot Committee” are opened and all the envelopes marked “ballot” are placed in the same box, the ballot envelopes can be opened and the votes counted.**
- 1.13 The registrar or acting registrar shall report the outcome of the council, which in turn shall report to the members of the association.*
- 1.14 The quorum for any vote by mail or any other method for the transaction of business is 5%.*

COUNCIL OF THE ASSOCIATION

Section 2:

- 2.1 The council of the association shall consist of eight elected members, elected in accordance with the provisions of the Act and of these by-laws, the Dean of the Faculty of Pharmacy of the University of Manitoba, or the Dean’s designate, the immediate past president of the association and two lay members appointed in accordance with the provisions of the Act.

* Amendments to Section 1 of the M.Ph.A. By-laws – September 24, 2007

** Amendments to Sections 1.10 – 2.17 of the M.Ph.A. By-laws – December 1, 2008

- 2.2 For the purpose of the election of members to the council, the province is hereby divided in two electoral divisions, as follows:
- a) electoral division no. 1 to consist of that area of the province comprising The City of Winnipeg;
 - b) electoral division no. 2 to consist of that area of the Province of Manitoba not included in electoral division no. 1.
- 2.3 **FOUR MEMBERS** shall be elected from each electoral division referred to in sub-section 2.2 and must be practicing the profession of pharmacy in the electoral division in which they seek election.

- 2.4 Council will announce a forthcoming election, when the term of any or all Council members expires, at least 77 days prior to the date of the Annual General Meeting and any two voting members of the association may (regardless of where they reside or practice pharmacy) nominate candidates for the election to council. ***
- 2.5 Every such nomination must be in writing and signed by the nominating members, and must be delivered, mailed or e-mailed to the registrar or acting registrar together with a signed acceptance of nomination by every person so nominated by the members, not less than fifty-six (56) days before the date of the Annual General Meeting. ***
- 2.6 If there are more than four nominations in an electoral division, the registrar or acting registrar shall prepare a voting paper (ballot) containing the names of the candidates for election in that electoral division. ***
- 2.7 The registrar or acting registrar shall send the ballot, referred to in section 2.6, and instructions regarding the voting procedure 49 days in advance of the Annual General Meeting. ***
- 2.8 At every election of a council member, each voting member may (regardless of where the member resides or practices) vote for not more than four candidates for each electoral division using the proper voting procedure of placing a criss-cross (X) on the ballot opposite the name of the candidate for whom the member wishes to vote, and place the ballot in an envelope marked "Ballot" (with no other markings on the envelope). ***
- 2.9 Using the process described 1.11, the "Election/Ballot Committee" envelopes must be received by the registrar or acting registrar no later than four o'clock (local time) in the afternoon 35 days in advance of the Annual General Meeting. ***
- 2.10 The registrar shall keep the "Election/Ballot Committee" envelopes unopened, until submitted to the Election/Ballot Committee for counting.***

*** Amendments to Section 1.11, 2.4 – 2.10 of the M.Ph.A. By-laws – January 6, 2010.

- 2.11 Any ballot on which votes have been given for more than four candidates nominated for electoral division no. 1 and for electoral division no. 2, or which does not use the envelope system described in 1.11, shall be void.**
- 2.12 Prior to the election, the president shall appoint an Election/Ballot Committee of three voting members to count the votes at the election. The duties of the Election/Ballot Committee may be performed by any two of the members appointed.**
- 2.13 If not more than four duly qualified candidates for election are nominated for electoral division no. 1 and or electoral division no. 2, such candidates shall be deemed to be elected to the council.

- 2.14 Immediately prior to the time of the election, the registrar or acting registrar shall deliver to the Election/Ballot Committee the unopened "Election/Ballot Committee" envelopes which have been received up to the time referred to in sub-section 2.9. The Election/Ballot Committee, with the assistance of the registrar or acting registrar shall scrutinize the envelopes, ascertain that the persons voting are entitled to vote, and count the votes in accordance with section 1.13.**
- 2.15 In case of the contest, the persons elected to council shall be the four receiving the most votes in each electoral district.
- 2.16 In case of a tie between two or more candidates, there will be a run-off election within 30 days using the same procedures with the necessary modifications.
- 2.17 The Election/Ballot Committee shall prepare and sign a report setting forth the names of the persons elected to the council on the contest, and shall deliver the report to the registrar or the acting registrar. The registrar or acting registrar shall deliver the report, together with the report of the names of those persons elected to the council without contest, to the chairperson of the general meeting, and the chairperson shall announce the result of the election at the general meeting.**
- 2.18 The term of office of elected members of the council shall be two years from the date of the general meeting at which their election is announced subject, however, to the provisions of sub-sections 2.20 and 2.21.
- 2.19 Elected members of the council who cease to be licensed pharmacists shall cease to be members of the council.
- 2.20 An elected member may resign from office by letter addressed to the president or the registrar of the association.
- 2.21 Notwithstanding sub-section 2.18, members of council shall continue in office until their successors are named.
- 2.22 In the event that individual members of council find themselves in a conflict of interest regarding a matter before council they shall disqualify themselves from participating in a decision on that matter.
- 2.23 The council may appoint some other qualified person to fill the vacancy, upon the death, resignation, disqualification or departure from the province of an elected member of the council, and the person so appointed shall hold office for the remainder of the term of the person whom they replace.
- 2.24 A majority of members of the council is a quorum for the transaction of business.

MEETINGS OF THE COUNCIL

Section 3:

- 3.1 Regular meetings of the council are to be held at least once in each quarter of the year and just prior to the annual general meeting. Other meetings of the Council may be convened at any time by the President, Vice President or upon the delivery to the Registrar of a letter signed by any four members of the Council.
- 3.2 Notice of all meetings of the council shall be delivered, mailed, telephoned or sent electronically to each member of the council not less than twenty-four hours before the fixed date for the meeting; provided always that a meeting of the council may be held at any time without formal notice if all the members of the council are present or if those absent have waived notice.
- 3.3 At all meetings of the council, the order of business shall be in such form as the council of the association shall from time to time approve.
- 3.4 Each member of the council shall be paid an income replacement in an amount to be determined from time to time by the council of the association for each day, or a portion thereof, for attendance at a meeting of the council. Any member of the council residing outside of The City of Winnipeg when the meeting is held therein, and any member of council residing in The City of Winnipeg when the meeting is not held therein, shall be paid, in addition to an income replacement, reasonable traveling, meal and hotel expenses incurred in attending each meeting of council.
- 3.5 Council meetings shall be open to the membership except when the council goes “in camera” to discuss confidential matters.
- 3.6 Council may invite other pharmacy organizations to appoint liaison members to council who may participate in discussion but cannot vote or make motions.

OFFICERS

Section 4:

- 4.1 The council shall biennially, at its first meeting following the annual meeting of the association held in that year, elect from among members of the council who are licensed pharmacists:
 - a) a president
 - b) a vice president; and
 - c) an executive treasurereach of whom shall serve in their respective office for a term of 2 years.
- 4.2 Notwithstanding sub-section 4.1, the president, vice-president and executive treasurer respectively shall continue in office until their successors are elected.

PRESIDENT

- 4.3 The president shall exercise a general supervision over the affairs of the association and shall give direction to the registrar on any urgent business that may arise in the interval between meetings of the council and or executive committee. The president shall have charge of all bonds given as security by the officers of the association for the discharge of their duties. The president shall preside at all general meetings of the association and of the council. The president shall have such other powers and perform such other duties as may from time to time be assigned by the council.

VICE-PRESIDENT

- 4.4 The vice president shall be vested with all the powers, and shall perform all the duties of the president, in the absence, disability or refusal to act of the president. The vice president shall have such other powers and perform such other duties as may from time to time be assigned by the council.

EXECUTIVE TREASURER

- 4.5 The executive treasurer shall oversee the financial affairs of the association.

REGISTRAR

- 4.6 The registrar shall superintend the affairs of the association under the direction of the council and the president.
- 4.7 The registrar shall perform the duties imposed upon that office by the Act, and shall keep the registers and other records therein referred to, and, subject to the direction of the council, shall issue the certificates and licenses therein authorized.
- 4.8 The registrar shall issue notices of all meetings of the association and of the council.
- 4.9 The registrar shall attend all meetings of the council of the association and general meetings of the association, and shall cause minutes to be recorded thereof.
- 4.10 The registrar shall keep the books, accounts, records and minute books of the association, shall conduct the correspondence, and issue summons and notices.
- 4.11 The registrar shall have the care and custody of all the funds and securities of the association, and shall deposit the same in the name of the association in such bank or banks or in such depository or depositories in agreement with the Investment Policy as approved by the Executive Committee.
- 4.12 The Registrar shall pay all accounts incurred in the ordinary course of the business of the association without previous approval, and shall submit particulars of such accounts and payments to the next meeting of the Executive Committee following such payment.

- 4.13 All payments out of the funds of the association shall be made by cheque. All cheques over \$5,000.00 (five thousand dollars) shall be signed by the Registrar, or an Assistant Registrar, and by a member of the Executive Committee, but cheques of \$5,000.00 or under may be signed by the Registrar, or an Assistant Registrar, alone.**
- 4.14 The registrar shall cause true accounts to be kept of the assets and liabilities of the association and of all sums of money received and expended by the association, and at each general meeting of the association the council shall lay before the general meeting a statement of the financial transactions of the association up to the end of the last preceding fiscal year.
- 4.15 The registrar shall produce to the council or to any member of the council or to the auditor of the association whenever requested, the books of account, minute books, records, cheques and vouchers of the association.
- 4.16 The registrar or the acting registrar, when appointed, may be required to furnish a satisfactory bond for the discharge of duties of the registrar.
- 4.17 The registrar shall have such other powers and perform such other duties as may from time to time be assigned by the council.

ASSISTANT REGISTRAR(S)

- 4.18 The Association may employ one or more Assistant Registrars.
- 4.19 The duties of the Assistant Registrar(s) shall be determined from time to time by the Registrar, or acting Registrar.

**Amendments to Section 4.13 of the M.Ph.A. By-laws – June 23, 2008

- 4.20 The council may from time to time appoint an acting registrar. The acting registrar shall have all the powers and perform all the duties of the registrar, and shall have such other powers and perform such other duties as may from time to time be assigned by council.

OFFICERS - GENERAL

- 4.21 The council may appoint such other officers, inspectors, employees and agents as it may deem necessary, and may from time to time assign such powers and duties to such officers, inspectors, employees and agents as it may deem fit.
- 4.22 All officers, inspectors, employees and agents of the association, in the absence of agreement to the contrary, shall be subject to removal by resolution of the council at any time with cause.

SPECIAL MEMBERS

Section 5:

5.1 Honorary Life Member

The council may confer on a member of the profession, in recognition of meritorious service rendered on behalf of the profession of pharmacy, an honorary life membership in the association and such membership shall not be subject to the payment of annual dues but shall be subject to such other conditions as the council may from time to time require.

5.2 Honorary Member

Council may confer on a non-pharmacist, for valuable and notable service rendered the profession of pharmacy, an honorary membership. Such conferment shall not constitute such person a member of the association.

5.3 Non-Practicing Member

A member who has voluntarily retired from practice as a pharmacist or a member registered with the association but residing outside the province of Manitoba may on application, supported by such evidence as council may require, be permitted to continue as a non-practicing member subject to the payment of such annual fee as may be established by council from time to time. Such member shall be entitled to receive notice of and to attend meetings of the association but shall not be entitled to vote at any meeting of members, to nominate any candidate for election as a member of council, to carry on the business of a licensed pharmacist or to become a licensed pharmacist other than in accordance with the regulations of the association and The Pharmaceutical Act.

COMMITTEES

Section 6:

EXECUTIVE COMMITTEE

6.1 The executive committee shall consist of:

- a) president
- b) vice president
- c) executive treasurer
- d) past-president

with the president acting as chair.

6.2 The registrar shall attend all Executive Committee Meetings.

6.3 Time and place of executive committee meetings shall be determined by the chair.

6.4 The executive committee shall consider matters between council meetings and make recommendations to the council.

- 6.5 The executive committee may conduct an annual performance review of the registrar.
- 6.6 A quorum for the executive committee shall be a majority of its members.

BOARD OF EXAMINERS

- 6.7 In accordance with section 9 of the Act, the council shall appoint a Board of Examiners, at least 4 in number, of whom one shall be the president; one shall be the Dean of the Faculty of Pharmacy, University of Manitoba or the dean's designate, one lay person who is a member of Council and the other members shall be members at large of the Association.
- 6.8 The members at large appointed to the board of examiners shall serve for a term of 2 years unless removed by council and shall be eligible for re-appointment for a maximum of 3 consecutive terms.
- 6.9 Council shall name a member of the committee to act as chair.
- 6.10 A quorum for a meeting of the board of examiners shall be a majority of its members.

COMPLAINTS COMMITTEE

- 6.11 In addition to those members named to the complaints committee in accordance with section 17 of the Act, the council shall name alternates for each of the members who will serve in the absence of a member or the inability of a member to participate in a hearing or any other activity of the committee.
- 6.12 The term of office for a member of the complaints committee shall be 2 years but each member is eligible for re-appointment to a maximum of three consecutive terms.
- 6.13 Council shall appoint a chair and vice-chair of the committee.
- 6.14 A quorum for conducting the business of the complaints committee shall be a majority of the members but must include a lay person appointed under section 6(2) of the Act.
- 6.15 The time at which and the place where meetings of the complaints committee will be held shall be determined by the chair of the complaints committee.
- 6.16 Any member of the complaints committee may be removed or replaced at any time by the council. If and whenever a vacancy shall exist on the complaints committee, the remaining members may exercise all its powers so long as a quorum can be established.
- 6.17 In the event that a member of the complaints committee is personally interested in the outcome or activity of any inquiry, the member shall be disqualified from participation in such inquiry and his or her alternate shall substitute for that inquiry.

- 6.18 In the event that neither the member nor the alternate can serve, the president shall appoint a substitute.

APPEALS COMMITTEE

- 6.19 Within 30 days of the receipt of an appeal by a complainant, council shall name an appeals committee in accordance with section 23 of the Act none of whom participated on the complaints committee hearing the same matter.
- 6.20 Council shall appoint a chair and a vice-chair of the committee.
- 6.21 The time and place where meetings of the appeals committee will be held shall be determined by the chair but shall be held within 30 days of formation of the committee.
- 6.22 A quorum for conducting the business of the appeals committee shall be a majority of the members but must include a lay person appointed under section 26(4) of the Act.

DISCIPLINE COMMITTEE

- 6.23 The Council shall appoint from among the members of the association, a discipline committee consisting of not less than five(5) and not more than twelve(12) pharmacist members, not less than three(3) of whom shall be members of council, and the lay persons appointed under section 26(4) of the Act
- 6.24 Any five (5) members of the discipline committee shall constitute a quorum at any time and must include a lay person appointed under section 26(4) of the Act.
- 6.25 The term of office for a member of the discipline committee shall be 2 years but each member shall be eligible for re-appointment to a 2 year term to a maximum of 3 consecutive terms. At the first appointment of members to the discipline committee, after the coming into force of these by-laws, half the members (4) shall be appointed for 1 year.
- 6.26 The time at which and the place where meetings of the discipline committee shall be held shall be determined by the chair of the discipline committee in accordance with section 28(2) of the Act.
- 6.27 The discipline committee shall keep a record of its proceedings in which there shall be recorded its findings of fact and conclusions, resolutions and decisions therefrom and which shall be reported to the council following the expiration of the appeal period.
- 6.28 Any member of the discipline committee may be removed or replaced at any time by the council. If and whenever a vacancy shall exist on the discipline committee, the remaining members may exercise all its powers so long as a quorum can be established.
- 6.29 The procedure of the discipline committee shall not be governed by legal rules of evidence. It shall be the purpose of the discipline committee to get at the truth or falsity of the complaint but it shall be governed by fairness, justice, and equity in all cases.

- 6.30 Notice of a hearing shall be served on the investigated persons or license holder in accordance with section 66 of the Act.
- 6.31 The counsel of the association may attend discipline hearings and advise the committee of points of law but shall not take part in the decisions.
- 6.32 No member of the discipline committee not present at the meeting of the discipline committee at the time it commences to hold a hearing shall be entitled to be present at a meeting or any adjournment thereof during the conduct of the hearing.

REMUNERATION

- 6.33 Each member of the executive committee, complaints committee, appeals committee or discipline committee shall be paid an income replacement in an amount to be determined from time to time by the council of the association for each day or portion thereof for attendance at a meeting of the executive committee, complaints committee, appeals committee or the discipline committee. Any member of these committees residing outside of The City of Winnipeg when the meeting is held therein, and any member of these committees residing in The City of Winnipeg when the meeting is not held therein shall be paid, in addition to an income replacement, reasonable traveling and hotel expenses incurred in attending each meeting of the executive committee, discipline committee, appeals committee or the complaints committee.

COUNCIL ACTING AS AN APPEALS COMMITTEE

- 6.34 The president shall act as the chair of council for an appeal under section 42 of the Act.
- 6.35 A quorum for an appeal under section 42 shall be a majority of those council members who have not participated on a committee previously hearing the matter.

FISCAL YEAR

Section 7:

- 7.1 The fiscal year of the association shall terminate on the 31st day of December in each year.

FEES

Section 8:

- 8.1 The scale of fees to be paid by members, interns, candidates for examination and applicants for registration and for annual licenses shall be established from time to time by council by resolution.

- 8.2 If a member or student becomes in default in payment of fees, the member or student shall on the occurrence of such default be deemed to have been suspended by council and shall only be entitled to re-admission to the privileges of the association upon payment of all fees in default and of a fine as established from time to time by council.
- 8.3 The annual fees shall be paid to the association in advance on or before the first day of January in each year and all licenses shall expire at midnight on the following 31st day of December.
- 8.4 Application for renewal of annual license must be received at the association office no later than the 30th day of November in the year prior to the year for which the license is being renewed.
- 8.5 Applications received later than November 30th may be subjected to a late filing payment.
- 8.6 No pharmacy license shall be issued until the fees of the pharmacist manager of such pharmacy have been paid.

BANKING

Section 9:

- 9.1 A bank account or bank accounts shall be kept in the name of the association in such bank or banks as the Executive Committee may select, and the same may be changed by the Executive Committee from time to time.

EXECUTION OF DOCUMENTS

Section 10:

- 10.1 All contracts, conveyances, instruments and other documents which require to be executed by the association (except as herein or in The Pharmaceutical Act otherwise provided) shall be executed for and in the name of the association by the president or vice-president and by the registrar or acting registrar, or by such other persons as the council shall by resolution determine.

COPIES OF CERTIFICATES

Section 11:

- 11.1 Any licensed pharmacist requiring a duplicate copy of their certificate of registration may obtain the same from the registrar on payment of a fee as established by the council from time to time.

CORPORATE SEAL

Section 12:

- 12.1 The seal, an impression of which appears in the margin hereof, shall be the corporate seal of the association.