



Canadian Association of Public Health Dentistry  
Association canadienne de la santé dentaire publique

## Canadian Association of Public Health Dentistry Amended and Restated By-law #2

Being a General by-law relating to the regulation of the business and affairs of the Canadian Association of Public Health Dentistry, Inc. (CAPHD) / Association Canadienne de Santé Dentaire Publique (ACSDP), it is hereby enacted as Amended and Restated By-law #2 of the Association as follows:

### **PREAMBLE**

The Association was incorporated as a non-share capital corporation by Articles of Incorporation under the provisions of the *Canada Not-for-profit Corporations Act* on the thirteenth day of July, 2012. The purpose of the Association is to advance the art and science of Dental Public Health, and by its application, maintain and improve the oral health, and thus the general health, of the public.

### **ARTICLE 1 - INTERPRETATION**

**1.01** In this and all other bylaws of the Association:

- a) "Act" means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, including the Regulations, and any statute or regulations that may be substituted therefor, as amended from time to time;
- b) "Administrator" means the staff person or management organization appointed by and directly accountable to the Board, and is the designate of the Board, unless otherwise specified by the Board or prohibited by the Act. The Administrator shall perform whatever duties the Board may reasonably require, including, but not limited to, keeping full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association;
- c) "AGM" means the annual general meeting of the Members;
- d) "Association" means the Canadian Association of Public Health Dentistry, Inc.;
- e) "Board" means the board of directors of the Association;
- f) "Director" means an individual member of the Board;
- g) "ordinary resolution" means a resolution passed by not less than fifty percent plus one (50% + 1) of the votes cast on that resolution;
- h) "Member" means a current member of the Association and any person, firm, organization, association or corporation, whose application for admission as a member of the Association has received approval of the Board;
- i) "Member in good standing" has the meaning set out in Article 3.04(a);

- j) "Officer" means a person described in Article 8.01;
- k) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- l) "special resolution" means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution;
- m) "Voting Member" means a Member who is ordinarily entitled to vote at meetings of the Member, being the Full Members, Student Members, Retired Members, Life Members and Support Members;
- n) Any other word or term contained in this and in any other by-law of the Association that is defined in the Act shall have the meaning given thereto in the Act; and
- o) Where the context so requires, the singular shall include the plural; the plural shall include the singular; one gender shall include the other.

## **ARTICLE 2 - REGISTERED OFFICE, FEES AND FISCAL YEAR**

### **2.01 Registered Office**

Unless changed by special resolution of the Members, the registered office of the Association shall be in the city of Winnipeg in the Province of Manitoba. The Association may establish such other offices in Canada as the Board may decide are necessary from time to time.

### **2.02 Membership Fees**

Annual membership fees shall be due and payable at the beginning of each fiscal year. This amount is to be determined by the Board.

### **2.03 Fiscal Year**

The fiscal year of this Association shall be from April 1 to March 31. This date may be changed as the Board may from time to time determine by resolution.

## **ARTICLE 3 - MEMBERSHIP**

### **3.01 Classification and Qualifications of Membership**

The Members shall be classified based on their qualifications as follows:

- a) Full Member: Any person who has an interest in dental public health may make application to this Association and upon approval in accordance with Article 3.02 and payment of membership fees shall be classified as a Full Member.
- b) Student Member: Any person who is pursuing full-time or part-time studies in dental public health or a related field at the certificate, diploma, undergraduate or graduate level may make application to this

Association and upon approval in accordance with Article 3.02 and payment of membership fees shall be classified as a Student Member.

- c) Retired Member: Any Member in good standing of this Association who has retired from their primary position may make application to this Association and upon approval in accordance with Article 3.02 and payment of membership fees shall be classified as a Retired Member.
- d) Life Member: Any active Member in good standing of this Association who has been nominated by the membership as having made a substantive contribution to this Association and public health dentistry at a provincial or national level shall, upon approval in accordance with Article 3.02, be awarded designation as a Life Member.
- e) Honourary Member: Any person who has been nominated by the membership as having made a substantive contribution to this Association and / or public health dentistry at the provincial or national level shall, upon approval in accordance with Article 3.02, be awarded designation as Honourary Member.
- f) Support Member (Government, Non-Profit, Corporate): Any government, not-for-profit, or corporate organization who supports the objectives of this Association and makes application to this Association will, upon approval in accordance with Article 3.02 and payment of membership fees, be classified as a Support Member.

### **3.02 Application**

- a) Applications for membership will be sent by mail or electronically using the prescribed application form available on the website to the Administrator (as the Board's designate, unless otherwise specified).
- b) Full, Student, and Retired Membership: The Administrator (as the Board's designate, unless otherwise specified), will process applications and payment of membership fees; at which time, eligibility for the privileges and rights of membership specified in Article 3.06 will be granted.
- c) Student Membership: Will be valid until the start of the then-next fiscal year, with re-application required annually.
- d) Life Membership: There can be a maximum of one Member awarded this designation by the Board in any given fiscal year. An applicant approved for membership to this Association shall be eligible for the privileges and rights of membership specified in Article 3.06.
- e) Honourary Membership: There can be a maximum of one person given this designation in any given fiscal year. An applicant approved for membership to this Association by the Board shall be eligible for the specified privileges and rights of membership specified in Article 3.06.
- f) Support Membership: The Administrator (as the Board's designate, unless otherwise specified), will forward applications from government, non-profit, and corporate organizations to the Board, for approval or rejection. An applicant approved for membership to this Association shall be eligible for the specified privileges and rights of membership specified in Article 3.06.

### **3.03 Obligations and Responsibilities**

- a) Full, Student, Retired, and Support Members are obligated to pay annual membership fees as set by the Board, within the first sixty (60) days after the due date set out in Article 2.02.
- b) It is the responsibility of all Members to notify the Administrator (as the Board's designate, unless otherwise specified), of any changes to personal contact information so as to receive the specified privileges and rights of membership on an ongoing basis.

### **3.04 Members in Good Standing**

- a) A Member:
  - i) whose current annual membership fees have been remitted;
  - ii) who supports the objectives of this Association; and
  - iii) who follows the Code of Ethics, as adopted by this Association,shall be considered a "Member in good standing".

### **3.05 Withdrawal, Termination and Appeal**

- a) Any Member who fails to pay the annual membership fees within the first sixty (60) days after the due date shall automatically forfeit membership in this Association.
- b) Any Member who is deemed by a special resolution of the Board to:
  - i) work purposefully and willingly against the objectives of this Association; or
  - ii) have violated the Code of Ethics,will have their membership revoked.
- c) A Member whose membership has been revoked in accordance with Article 3.05(b) shall have the right to appeal the decision. In such case, the Board shall appoint a five-member Board committee to hear the appeal, in accordance with the following procedure (provided that anything to be done by such committee may be done by the Board or anyone else designated by the Board):
  - (i) the committee shall provide twenty (20) days' notice of revocation to the Member and shall provide reasons for the proposed revocation;
  - (ii) the Member may make written submissions to the committee in response to the notice, provided that no submissions received after the expiration of such twenty (20) days' notice period shall be considered by the committee;
  - (iii) if no written submissions are received, the committee may proceed to notify the Member that membership has been revoked;

- (iv) if written submissions are received in accordance with this Article 3.05, the committee shall consider such submissions and the committee shall arrive at a final decision by ordinary resolution. Written notification of such final decision shall be provided, by the committee, to the Member, not more than twenty (20) days from the date of receipt of the Member's submissions; and
  - (v) a decision to revoke membership in accordance with this Article 3.05 shall be final and binding on the Member, without any further right of appeal.
- d) Any Member in good standing may withdraw from this Association by delivering a written request to the Administrator (as the Board's designate, unless otherwise specified). Upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist. Any Member who has resigned in good standing may be reinstated upon application to this Association and payment of the membership fees for the current membership year.

### **3.06 Rights and Privileges of Members**

The Members in good standing of this Association shall have rights and privileges as follows:

- a) Full Members shall have all the privileges of this Association including the right to vote, to make nominations and to hold office;
- b) Student Members shall have all the rights and privileges of Full Members;
- c) Retired Members shall retain all the rights and privileges of Full Members;
- d) Life Members shall retain all the rights and privileges of a Full Members;
- e) Honourary Members may not be entitled to receive all Member services (as determined in accordance with administrative policies of the Association or the Board, from time to time), but shall have the right to:
  - (i) attend conferences, the AGM, and special meetings of the Members;
  - (ii) receive publications of this Association; and
  - (ii) on authorization by this Association, to exhibit or present at conferences or meetings.

Honourary Members are not Voting Members, and cannot nominate or elect Directors, nor hold office; and

- f) Support Members (Government, Non-Profit, Corporate) may not be entitled to receive all Member services (as determined in accordance with administrative policies of the Association or the Board, from time to time), but shall have the right to:

- (i) have three (3) representatives of the Support Member's organization attend conferences, the AGM, and special meetings of the Members;
- (ii) receive publications of this Association; and
- (iii) on authorization of this Association, to exhibit or present at conferences or meetings.

The organization is a Voting Member with the right to nominate and have one (1) vote for the election of each Director vacancy and for issues at the AGM and special meetings of the Members which require a vote. The representatives of the organization cannot hold office. For the purposes of receiving notice of meetings of Members, attending and voting at meetings of Members and for all other purposes relating to membership in the Association, the Support Member shall from time to time designate an individual to act as the representative of the Support Member, for such purposes.

## **ARTICLE 4 – ANNUAL GENERAL MEETINGS OF MEMBERS**

### **4.01 Annual General Meetings of Members**

The AGM shall be held at such place within Canada and on such date in each year as the Board may determine; provided that such meeting is held no later than the earlier of six (6) months after the financial year end of the Association, or fifteen (15) months after the preceding AGM. In order to achieve efficiencies and maximize Member participation, the AGM may be scheduled in conjunction with other events that would likely attract Members.

### **4.02 Notice**

Notice of the time and place of each Meeting of Members, naming the time and place of assembly, shall be given to:

- a) each Director;
- b) the auditor, if any; and
- c) each Member who is on the record at the close of business on the date for notice,

in the manner provided in Article 14.05, by the following means:

- d) by mail, courier or personal delivery, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting of Members is to be held; or
- e) by telephonic, electronic or other communication facility, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting of Members is to be held.

#### **4.03 Content of Notice**

Notice of an AGM shall include a statement of a right of any Member to appoint a proxy, to exercise the same voting rights that the Member appointing such proxy would be entitled to exercise if present at the meeting. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and auditor's report, election of Directors and re-appointment of the incumbent auditor shall state the general nature of the business to be transacted at it in sufficient detail to permit the Members to form a reasoned judgment thereon. The notice shall also contain the text of any special resolution to be submitted to the meeting. The Board will announce the nominees for the election of Directors to the membership not less than fourteen (14) days in advance of the AGM. Any person entitled to notice may in any manner waive notice of or otherwise consent to a meeting of Members.

#### **4.04 Business at Meetings**

At the AGM, the Members shall:

- a) Approve the agenda;
- b) Review and approve the minutes of the previous AGM;
- c) Receive the report of the Board regarding the accomplishments of the Association during the past year; that is, what difference it made in the country;
- d) Receive the latest annual financial report of the Association;
- e) Elect the Board for the following year;
- f) Appoint an external accountant (or audit or management review firm) for the following year;
- g) Review and approve any by-law changes; and
- h) Deal with any other business brought before it or required by the Act.

#### **4.05 Quorum**

A quorum for the transaction of business at the AGM shall consist of five percent (5%) of the Members eligible to vote and in good standing.

#### **4.06 Votes to Govern**

At the AGM, every question shall, unless otherwise required by the Act or the Association's by-laws, be determined by the majority of the votes cast on the question. The Chair of the meeting shall not vote upon the question unless there is an equality of votes. Therefore, when there is an equality of votes, either upon a show of hands or upon a ballot, the Chair of the meeting shall be entitled to the casting vote.

#### **4.07 Proxies**

Proxy voting will be accepted on the written authorization of the eligible Voting Member giving the proxy. No individual shall be entitled to hold more than one proxy. The Board may specify, in a notice calling a meeting

of Members, a time not less than forty-eight (48) hours, excluding Saturdays and holidays, preceding the meeting before which time proxies to be used at the meeting must be deposited with the Association.

#### **4.08 Rules of Procedure**

Except where explicitly required to be otherwise by the Act or the Association's by-laws, the rules of procedure at an AGM will be Robert's Rules of Order and the rules of procedure may be amended by the Members at any time by ordinary resolution.

#### **4.09 Chair**

At every AGM, if present, the Chair shall be taken by the President of the Association. In the President's absence, the Chair of the AGM shall be taken by the Past-President or any other Officer next in succession.

### **ARTICLE 5 - SPECIAL MEETINGS OF MEMBERS**

#### **5.01 Special Meeting**

Subject to the provisions of the Act, special meetings of the Members may be convened at any time and place within Canada by the Board on its own motion or on the written requisition of at least five percent (5%) of Members eligible to vote and in good standing.

#### **5.02 Notice**

Notice of the time and place of each special meeting of the Members shall be given in accordance with Article 4.02. No public notice or advertisement of any special meeting of the Members shall be required. The content of the notice shall comply with the requirements of Article 4.03, as applicable to special meetings of the Members.

#### **5.03 Quorum**

A quorum for the transaction of business at special meetings of the Members shall consist of not less than five percent (5%) of the Members eligible to vote and in good standing.

#### **5.04 Votes to Govern**

At any special meeting of the Members, every question shall, unless otherwise required by the Act or the Association's by-laws, be determined by the majority of the votes cast on the question. The Chair of the meeting shall not vote upon the question unless there is an equality of votes. Therefore, when there is an equality of votes, either upon a show of hands or upon a ballot, the Chair of the meeting shall be entitled to the casting vote.

#### **5.05 Rules of Procedure**

Except where explicitly required to be otherwise by the Act or the Association's by-laws, the rules of procedure at special meetings of the Members will be the Robert's Rules of Order and the rules of procedure may be amended by the Members at any time by ordinary resolution.

#### **5.06 Chair**



At every special meeting of the Members, if present, the Chair shall be taken by the President of the Association. In the President's absence, the Chair of the special meeting of the Members shall be taken by the Past-President or any other Officer next in succession.

## **ARTICLE 6 - BOARD OF DIRECTORS**

### **6.01 Composition of the Board**

The Board shall be comprised of a minimum of five (5) and a maximum of ten (10) Directors.

The 'incorporators' named in the Articles of Incorporation shall become the first Directors of the Association, whose term of office on the Board shall continue until their successors are elected at the first meeting of Members.

A change in the number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board and sanctioned by a special resolution of the Members, and shall become effective upon the filing of Articles of Amendment which set out the change.

### **6.02 Nomination and Election of Directors**

The Board, (or the Administrator, by the Board's order, unless otherwise specified), will distribute notification of any pending Director vacancies due to expiration of the term of office or resignation; the procedure for nomination and voting; and a call for nominations of Directors to the membership via mail or electronically not less than sixty (60) days in advance of the AGM.

Any active Member in good standing may nominate a Member to stand for election as a Director, by signing the Association nomination form (or an email of support must be written), which must be received by the Administrator (as the Board's designate, unless otherwise specified), not less than thirty-five (35) days in advance of the AGM. Nominees must agree to let their name stand for election, must be Members in good standing, must not be under the age of eighteen (18), must be individuals, and must have capacity under the law to contract.

From the call for nominations and from the Board's own recruitment activity, the Board (or the Administrator, by the Board's order, unless otherwise specified), will announce the nominees to the membership not less than twenty-one (21) days in advance of the AGM.

The Board will make every effort to recruit nominations for Directors so as to:

- a) Provide representation from the diverse membership of this Association who have a genuine interest in dental public health;
- b) Ensure the continuance of staggered terms of office; and
- c) Ensure governance capacity through the selection and development of leadership skills and abilities.

The election for Directors occurs by ballot vote at the AGM or by means of electronic voting. Electronic votes are to be submitted to the Administrator one (1) week prior to the AGM. Voting Members (as described in Article 3.06) have one (1) vote for each of the pending Director vacancies. Ballots will be opened and counted by an external and impartial third party, and witnessed by either:

- d) the Administrator and one (1) Director;
- e) two Directors.

The nominees receiving the most votes will be elected for the Director positions. In event of a tie vote, a Director will decide between the tied nominees by a witnessed toss of a coin.

A Director whose term has expired pursuant to Article 6.04 shall retire at the AGM at which Directors are to be elected, but shall, subject to the term limits set out in Article 6.04, be eligible for re-election if otherwise qualified. The retiring Director shall retain office until the dissolution and adjournment of the meeting at which the retiring Director's successor was elected. If a Director is removed from office, the removed Director shall vacate the office upon the passing of such a resolution.

A person must consent to be a Director. Persons who have been elected or appointed as Directors and are present at the meeting when the election or appointment took place, are deemed to have consented to serve as Directors, unless they refuse. However, if they are not present at that meeting, they must either (a) consent to their election, in writing, before that meeting or within 10 days after that meeting or (b) act as a Director after the election or appointment.

The newly elected Directors, at the first meeting, will elect Officers (specifically the President-Elect, President, Past President, and Secretary and such other Officers as the Board may appoint, from time to time) to assist the Board and to carry out certain functions, as specified by the Board at the time of their appointment. All Directors are eligible to nominate themselves for an Officer position, at least one week in advance of the first meeting, and such nomination shall outline why they would like to be an Officer.

### **6.03 Responsibilities of Directors**

The Directors are responsible for owner accountable, lawful, and ethical governance that includes the exercise of effective stewardship, delegation of responsibility, leadership and control of this Association. The Board may delegate any responsibilities except as prohibited by the Act and its obligation as a body to:

- a) Create and maintain a linkage with the Members;
- b) Create, maintain and perform according to written governing policies; and
- c) Continually assure organizational performance.

### **6.04 Terms**

Each Director shall hold office for a term of approximately two (2) years, commencing immediately after the Director's election and ending upon the close of the second succeeding AGM, and shall be eligible for re-election when the Director's term expires. Directors may serve up to four (4) consecutive terms or eight (8)

years, whichever is longer, and then must stand down for one (1) year before being eligible to serve on the Board again. However, the Board may from time to time determine that exceptional circumstances warrant the nomination of a Director for election to serve a fifth consecutive term.

#### **6.05 Termination/Vacancies**

The office of a Director shall be automatically vacated if:

- a) The Director resigns by giving written notice to the Board through either the Secretary or the President;
- b) The Director ceases to be qualified due to judicial determination of mental incapacity, conviction of an indictable offence, or death;
- c) The Director has non-attendance at more than seventy-five percent (75%) of regularly scheduled Board or membership meetings per term, or the Director has non-attendance at four (4) consecutive regularly scheduled Board or membership meetings. In the case of automatic termination due to non-attendance at meetings, the Director may apply in writing to the Board for reinstatement but may only do so once per term. Special circumstances will be evaluated for such non-attendance due to hospitalization, family emergency or death, travel conditions during extreme weather and such other circumstances as the Board may reasonably determine from time to time;
- d) The Director is removed by an ordinary resolution of the Members for other issues, such as non-compliance with the by-laws or Board policies.

If a Director dies, resigns, retires, or is removed, any property of the Association in the Director's possession shall be returned to the Board.

#### **6.06 Vacancy**

The Board shall fill any Director vacancy from the list of nominees from the last AGM by a special resolution of the Board. In the case of a lack of nominees, the Board shall recruit a Member, with the appointment confirmed by a special resolution of the Board. The individual so appointed shall serve for the unexpired term of the appointed individual's predecessor. Despite the foregoing, the Board cannot exercise the power granted under this Article 6.06 if such exercise would cause the number of so appointed Directors to exceed greater than one-third (1/3) of the Directors elected at the last AGM.

#### **6.07 No Remuneration**

The Directors shall serve as Directors without remuneration, and no Director shall directly or indirectly receive any profit from the Director's service, as such; provided that a Director may be paid reasonable expenses incurred in the performance of duties.

### **ARTICLE 7 – MEETINGS AND DUTIES OF DIRECTORS**

#### **7.01 Director Meetings and Notice**

The Directors must meet at least two (2) times each year and other meetings may be held at any given time and place that a quorum of the Directors choose. A quorum of Directors may choose to hold meetings in-person, by teleconference or other such electronic means that permit Directors to communicate adequately.

The Chair will provide notice to the Directors by electronic means no less than seven (7) days, or if by mail no less than fourteen (14) days in advance of the meeting. Formal notice is unnecessary if all the Directors are present at a meeting, or waive the requirement for notice to be provided in writing.

#### **7.02 Participation by Telephone or Other Communication Facilities**

If all the Directors consent, a Director may participate in a meeting of Directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by that means is deemed to be present at the meeting.

Electronic means such as e-mail may be used for discussions on Board business and to poll Directors for votes on motions, but the results of such a poll are not a replacement for a validly passed resolution recorded in the minutes of a Board meeting.

#### **7.03 Quorum**

Fifty percent plus one (50% + 1) of the Board present in person, by teleconference, or other electronic means shall constitute a quorum. In all cases, a quorum of Directors must be present at Director's meetings.

#### **7.04 Voting**

Directors make decisions by consensus where possible. Consensus is defined as forming an opinion, position, or decision through general agreement of the Directors as a whole. When consensus cannot be reached and questions arise at any meeting of Directors, the matter shall be decided by a majority of the votes cast. Each Director, including the Chair, shall have one (1) vote. In the event of a tie vote, the Chair may cast a second deciding vote.

#### **7.05 Duties**

Every Director shall:

- a) Act honestly and in good faith with a view to the best interests of the Association;
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- c) Not act in a conflict of interest;
- d) Not abuse their position, meaning a use of the Director's position or the Association's resources for personal gain or any motive which is contrary to the duties of the Board set out in this Article 7.05; and
- e) Follow the articles, the by-laws and the policies/rules of the Association.

#### **7.06 Delegation of Duties**

The Board may appoint an Administrator of the Association and may delegate to that position full authority to manage the affairs of the Association, and to employ and discharge agents and employees of the Association in accordance with the policies adopted from time to time by the Board. The Administrator does not have

authority over anything which the Act, this by-law or any law requires the Members or the Directors to perform, and, unless the Board determines otherwise, the Administrator will always be entitled to notice of, to attend and to speak at Board meetings.

## **ARTICLE 8 - OFFICERS**

### **8.01 Appointment of Officers**

The Officers of the Association shall be drawn from the Board and shall consist of a President, President-Elect, Past-President, Secretary and such other Officers as the Board may from time to time decide. The Board may combine the positions of Secretary with, and delegate the authority of the Secretary to, the Administrator (notwithstanding that the Administrator is not an Officer). Officers shall be elected via electronic vote by the newly formed board at their first meeting following the AGM.

### **8.02 Terms**

The President shall hold office for a term of approximately two (2) years, commencing immediately after the President's appointment and ending upon the close of the second succeeding AGM. At that second succeeding AGM and upon appointment by the remaining Directors, the President shall succeed to the Office of Past-President for a term of one (1) year.

The President-Elect shall hold office for a term of approximately one (1) year, commencing immediately after the President-Elect's appointment and ending upon the close of the first succeeding AGM. At that first succeeding AGM and upon appointment by the remaining Directors, the President-Elect shall succeed to the Office of the President.

All other Officers shall hold office for a term of approximately two (2) years, commencing immediately after the Officer's appointment and ending upon the close of the second succeeding AGM. They may be re-appointed for a maximum of four (4) consecutive terms.

### **8.03 Termination/Vacancies**

Any Officer may resign from office by giving written notice to the Secretary, or in the case of the Secretary, to the President. Where the President's position is vacated, the President will be replaced by the Past-President, unless the Directors otherwise determine by special resolution. If a vacancy occurs in any other office, the Board will fill it from among the Directors. The position of any Officer shall be automatically vacated if that Officer at any time ceases to be a Director.

### **8.04 Duties**

The President shall preside at all meetings of the Association and the Board, and is responsible for assuring the integrity of the Board's process and occasionally representing the Board to third parties. Accordingly, the President must ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Association. The President may delegate these responsibilities but shall remain accountable for them.

The Past-President shall perform whatever duties the Board may reasonably require, and in the absence of the President, shall perform the duties of the President.

The President-Elect shall perform whatever duties the Board may reasonably require, and in the absence of the Past-President and President, shall perform the duties of the President.

The Secretary is responsible for the integrity of the Board's non-financial documents and shall perform whatever duties the Board may reasonably require. In the absence of the President, Past-President, and President-Elect, the Secretary shall perform the duties of the President.

The duties of any other Officers will be assigned by the Board after the office is created.

#### **8.05 No Remuneration**

The Officers shall serve as Officers without remuneration, and no Officer shall directly or indirectly receive any profit from the Officer's service, as such; provided that an Officer may be paid reasonable expenses incurred in the performance of duties.

### **ARTICLE 9- BOARD COMMITTEES**

#### **9.01 Appointment of Committees**

The Board may establish Board committees to help carry out its responsibilities. The Board may develop terms of reference to guide the appointment of each committee.

#### **9.02 Composition**

The Board shall determine the composition of standing or ad hoc Board committees, including the number of committee members necessary to accomplish the work. Committees shall be composed of a minimum of three (3) committee members, and of these, one (1) or more shall be a Director. The Board shall also determine the criteria for selection of committee members to support the work of the committees. Committee members may be drawn from the Board, Members, staff and non-Members deemed necessary to support committee work.

#### **9.03 Quorum**

A majority of the total number of committee members of any committee shall constitute a quorum for the transaction of business at committee meetings.

#### **9.04 Committee Responsibilities**

Committees are to aid, not interfere with, the Board's exercise of its authority:

- a) Committees may not speak or act for the Board except when given such authority for specific and time-limited purposes (but subject to the prohibition against delegating certain powers of the Board, as set out in the Act).
- b) Committees assist the Board chiefly by reviewing sources of information, and preparing policy alternatives and implications for Board deliberation and vote.

#### **9.05 Chair**

The committee members shall appoint a Chair from among themselves whose role is:

- a) To exercise overall leadership in all aspects of the work of the committee;
- b) To be responsible for arranging all required/requested meetings of the committee;
- c) To forward meeting minutes to the Board after each committee meeting;
- d) To be responsible for formally documenting the work of the committee; and
- e) To prepare an annual report on behalf of the committee to be distributed at the AGM.

## **ARTICLE 10 – BOARD COMMITTEE MEMBERS**

### **10.01 Appointment of Board Committee Members**

The Board will appoint Directors who express interest and who meet the selection criteria to serve as committee members on standing or ad hoc Board committees. In the case that Members are invited to be committee members, a call for interest will be distributed to the Members by mail or electronically no less than thirty (30) days in advance of the first committee meeting. From this call for interest and the Board's own recruitment activity, the Board shall select and appoint committee members.

### **10.02 Term of Appointment**

The Board will appoint committee members to serve on standing Board committees for a term of two (2) years, for a maximum of two (2) consecutive terms. However, the Board may from time to time determine that exceptional circumstances warrant the appointment of a committee member to serve a third consecutive term.

In the case of ad hoc Board committees, appointments are a maximum of one (1) year and lapse at the AGM, unless re-appointed by the Board.

### **10.03 Termination / Vacancies**

The appointment of the committee member shall automatically be vacated if:

- a) The committee member resigns by giving written notice to the Board through either the Secretary, President, or committee Chair;
- b) The committee member ceases to be qualified due to judicial determination of mental incapacity, conviction of an indictable offence, or death;
- c) The committee member has non-attendance at more than seventy-five percent (75%) of regularly scheduled Committee meetings per term; and
- d) The committee member is removed by special resolution of the Board for other issues such as non-compliance with the by-laws or board policies.

#### **10.04 Duties**

Every committee member shall:

- a) Act honestly and in good faith with a view to the best interests of the Association;
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- c) Not act in a conflict of interest;
- d) Not abuse their position, meaning a use of the committee member's position or the Association's resources for personal gain or any motive which is contrary to the duties of the committee members set out in this Article 10.04; and
- e) Follow the articles, the by-laws and the policies/rules of the Association.

#### **10.05 No Remuneration**

The committee members shall serve without remuneration, and no committee member shall directly or indirectly receive any profit from the committee member's appointment; provided that a committee member may be paid reasonable expenses incurred in the performance of duties.

### **ARTICLE 11 - CODE OF ETHICS**

The Code of Ethics of this Association shall be *Principles of the Ethical Practice of Public Health, Version 2.2* published by the Public Health Leadership Society (2002) (as amended from time to time) and shall govern the professional conduct of the Members, until such time as this Association establishes its own Code of Ethics.

### **ARTICLE 12 - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Subject to any restrictions contained in the Act, each Director and Officer of the Association, former Director or Officer of the Association or a person who acts or acted at the Association's request as a Director or Officer of a body corporate of which the Association is or was a shareholder or creditor, and that person's heirs and legal representatives, shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which the person is made a party by reason of being or having been Director or Officer of the Association or body corporate.

### **ARTICLE 13 - FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act of conformity or for any loss damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association for the insufficiency or deficiency of any security in or upon which monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from



the bankruptcy or insolvency or tortuous act of any person, firm or the Association with whom or which any monies, securities or effects of the Association shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties the person's respective office or trust or in relation thereto unless it shall happen by or through that person's own wrongful and willful act or through that person's own wrongful or willful neglect or default.

## **ARTICLE 14 - GENERAL**

### **14.01 Cheques, Drafts and Notes**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or other person or persons (whether or not Officers of the Association), and in such manner as the Board may from time to time designate.

### **14.02 Banking**

The banking business of the Association, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Association by such one or more Officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, but without restricting the generality of the foregoing:

- (i) the operation of the accounts of the Association;
- (ii) the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money;
- (iii) the giving of receipts for and orders relating to any property of the Association;
- (iv) the execution of any agreement relating to any such banking business and defining the rights to any such banking business and defining the rights and powers of the parties thereto; and
- (v) the authorizing of any Officer of such bank to do any act or thing on behalf of the Association to facilitate such banking business.

### **14.03 Execution of Instruments**

The Board shall have power from time to time by resolution to appoint any Officer or Officers or any other person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. The term "contract, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothec, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities and all other paper writing.

### **14.04 Corporate Seal**

The seal of the Association, if any, shall bear the name, "Canadian Association of Public Health Dentistry, Inc." and/or "Association Canadienne de Santé Dentaire Publique, Inc.". It shall be located at the Association's registered office. The seal of the Association may, when required, be affixed to the contracts, documents or instruments in writing signed by any Officer or Officers or person or persons appointed by resolution of the Board to execute instruments on behalf of the Association.

#### **14.05 Method of Giving Notice**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the by-laws or otherwise to a Member, Director, Officer, auditor or member of a committee of the Board, shall be sufficiently given if delivered personally to the person to whom it is to be given; or if delivered to the person's recorded address; or if mailed to the person, at the person's recorded address by prepaid ordinary or air mail; or if sent to the person at the person's recorded address, by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given on the fifth (5<sup>th</sup>) day after deposit in a post office or public letter box; and a notice so sent by any means of transmitted and recorded communication shall be deemed to have been given on the date received as shown on the record of such transmission. The Board may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed by the Board to be reliable.

#### **14.06 Computation of Time**

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

#### **14.07 Undelivered Notices**

If any notice required to be given by these by-laws is returned on two (2) consecutive occasions because the recipient of the notice cannot be found, the Association shall not be required to give any further notices to such person until the person informs the Association in writing of the person's new address.

#### **14.8 Waiver of Notice**

Any Member, Director, Officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice required to be given to such person under any provision of the Act, the Regulations, the by-laws or otherwise and such waiver or abridgment shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgment shall be in writing, except a waiver of notice of a meeting of Members or of the Board, which may be given in any manner.

### **ARTICLE 15 - DISSOLUTION PROVISIONS**

If this Association is dissolved at any time, no part of its funds, or property shall be distributed to, or among the Members but, after the payment of all the indebtedness of this Association the remaining funds or properties shall be used to foster the art and science of Dental Public Health in a manner to be determined by the then governing body of this Association; but, if required by the Act, also in a manner such that the

remainder funds or properties are distributed to one or more 'qualified donees', within the meaning of subsection 248(1) of the *Income Tax Act* (Canada).

**ARTICLE 16 - AMENDMENT AND RESTATEMENT OF BY-LAWS**

The general By-laws of the Association are hereby amended and restated as of the coming into force of this by-law, which shall occur upon the later of its confirmation by a special resolution of the Members and the issuance to the Association of a certificate of amendment of the articles.

**ENACTED by the Board on the 21 day of September, 2017.**



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**Chair**



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**Secretary**

**CONFIRMED by the Members on the 23 day of September, 2017.**



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**As Secretary of the Meeting**