



Canadian Dental Specialties Association
L'Association canadienne des spécialités dentaires

CANADIAN DENTAL SPECIALTIES ASSOCIATION (CDSA)
ASSOCIATION CANADIENNE DES SPÉCIALITÉS DENTAIRES (ACSD)

BY-LAWS

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BY-LAWS

OF THE

CANADIAN DENTAL SPECIALTIES ASSOCIATION (CDSA)

ASSOCIATION CANADIENNE DES SPÉCIALITÉS DENTAIRES (ACSD)

These By-laws relate generally to the conduct of the affairs of the CANADIAN DENTAL SPECIALTIES ASSOCIATION (CDSA); ASSOCIATION CANADIENNE DES SPÉCIALITÉS DENTAIRES (ACSD) (the "Corporation") in Canada, provincially, nationally and internationally in accordance with Canadian law.

BE IT ENACTED as a by-law of the Corporation as follows:

1 REGISTERED OFFICE

The registered office of the Corporation shall be as set out in the Articles

2 MISSION STATEMENT AND OBJECTS

2.1 Mission Statement

The Corporation is the authoritative national voice of the collective of the Canadian National Dental Specialty Organizations. It is dedicated to the representation and advancement of the Canadian Dental Specialties, the profession of dentistry nationally and internationally, the achievement of optimal oral health, general health and quality of life of Canadians, and the support of the profession of dentistry in the advancement of optimal oral health.

2.2 Objects

The Corporation is a voluntary organization which has no regulatory or standards enforcement mandate. Regulation of the profession of dentistry and the dental specialties is governed by the legislated professional regulatory bodies.

The Objects of the Corporation are:

- (a) to educate the public, the health professions, and other persons, bodies or agencies, on the Canadian Dental Specialties;
- (b) to identify and position the Corporation on all subjects which are of importance to the collective of Canadian National Dental Specialty Organizations, and the profession of dentistry at large;

- (c) to develop, in consultation with the Members and other stakeholders, national positions, policies and programs which are of importance to the collective of Canadian National Dental Specialty Organizations, the individual Canadian National Dental Specialty Organizations, and their respective individual dental specialist members throughout Canada and which will promote optimal oral health;
- (d) to promote the public welfare and access to care by the advancement of the Canadian Dental Specialties in the fields of education, research, care delivery and professional service;
- (e) to develop programs and standards of practice at the national level, which will support the Canadian Dental Specialties, the dental profession and the interests of the public;
- (f) to develop and maintain effective national communication strategies and programs to communicate with the public and the various stakeholders on all matters within the Corporation's mandate;
- (g) to promote unity and harmony, and to cultivate fellowship and social relations among its Members and colleagues nationally and internationally; and
- (h) to effectively manage the necessary resources so as to enable the fulfilling of the Corporation's mandate.

3 GUIDING PRINCIPLES

At all times, the Corporation, its Members, Board, Executive Council and other committees will be guided by the following:

- The intact authority and regulatory autonomy of each Member will be recognized as foundational and considered paramount in all Member, Board and Executive Council deliberations and decisions.
- In keeping with the mandate of its Members and its Objects, the context for all of the Corporation's recommendations, support and external relations will be a focus on its Objects and mission statement.
- While formal decision making of the Members, the Board and the Executive Council will be by majority vote (except as otherwise specified herein or required under the Act), it will at all times seek consensus.
- As the national voice for the collective of the Canadian National Dental Specialty Organizations, the Members collectively acknowledge the importance of one voice on Canadian Dental Specialty matters. The Board will be a voice that reflects and respects diversity among its Members, while speaking externally with an agreed harmonized voice to external stakeholders, or engaging in external liaisons and partnerships.

- The Members, the Board and the Executive Council acknowledge and accept the possibility that any Member may, from time to time, hold to and be permitted to express and voice positions dissenting or differing from that of the consensus or majority of the Members and/or the Board and/or the Executive Council.
- The Board and the Executive Council will exercise due diligence with respect to ethics and fiduciary duties in its overall decision making and management of human and fiscal resources on behalf of its Members.

4 DEFINITIONS

Act: means the *Canada Not-for-profit Corporations Act* (Canada), as amended from time to time;

Articles: means the Articles of Continuance filed with respect to the Corporation pursuant to the Act;

Auditor: means any individual or individuals authorized by the Board to examine and verify the books and records of the Corporation;

By-laws: means this by-law and all other by-laws of the Corporation from time to time;

Board: means the Board of Directors of the Corporation from time to time;

Canadian National
Dental Specialty
Organization:

means a national dental specialty organization in Canada whose members constitute the majority of licensed dental specialists in a nationally recognized dental specialty in Canada;

Committee: means any committee or ad hoc task force formally established and recognized by the Board of the Corporation to oversee, guide or manage ongoing the Corporation's activities or special projects on its behalf, including budgeting funds for same;

Director: means a member of the Board of Directors of the Corporation, duly elected by the Members;

Executive
Council:

means the Executive Council appointed by the Board, consisting of the President, the Vice-President, and the Secretary-Treasurer or such other officers as may be determined by the Board from time to time;

Member: means a Canadian National Dental Specialty Organization whose application for membership has been accepted by the Corporation on the terms set out herein, with current fees paid and which is in compliance with the membership requirements and commitments of the Corporation;

- Membership Fees: means the annual fees to be paid by each Member, as established by the Board;
- Objects: means the objects of the Corporation as set out in the Articles, as may be amended from time to time;
- Observer: means an individual who is entitled to attend a meeting of the Board, Members or Executive Council, but not entitled to vote thereat;
- Ordinary Resolution means a resolution by a majority of the votes cast on that resolution;
- Quorum: means the minimum number of Directors or Members required to be present (in person or by proxy) at a meeting of the Board, Members or a Committee, respectively, in order for business to be conducted;
- Regulations: means the *Canada Not-for-profit Corporations'* Regulations, as amended from time to time;
- Rules and Regulations: means the Corporation's written Rules and Regulations from time to time, established or amended pursuant to Section 14 of these By-laws;
- Special Resolution means a resolution passed by not less than two-thirds of the votes cast on that resolution.

5 GOVERNANCE

The components of governance for the Corporation are as follows:

- Members
 - Meetings of Members
- Board of Directors
 - Meetings of the Board of Directors
- Officers
- Executive Council
 - Meetings of the Executive Council
- Committees and Task Forces

5.1 Membership

5.1.1 Conditions of Membership

Membership in the Corporation shall be limited to Canadian organizations or groups that come within the definition of a "Canadian National Dental Speciality Organization", as defined herein, except as may otherwise be permitted by Special Resolution of the Members. Members shall consist of any party whose application for admission as a

Member has received the approval of the Board of the Corporation and who has paid all applicable Membership Fees.

An applicant for membership shall obtain an application package from a Director or officer of the Corporation and shall submit an application form along with such other information and documentation as may be requested by the Board from time to time, as well as all required Membership Fees. The Board shall review application packages from time to time, at least twice in each calendar year, and determine whether the applicant has met all of the Corporation's requirements for membership. If the Board approves the applicant for membership, the applicant will be notified in writing.

Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation, which resignation shall be effective one year from the date of delivery.

Any Member (or their nominee to the Board) may be required to resign or be removed by Special Resolution of the Members.

5.1.2 Members' Delegates and Voting

Each Member shall appoint in writing to the Corporation, a delegate (the "**Delegate**") and an alternate delegate who may act on behalf of the Member if the Delegate is not present or available (the "**Alternate Delegate**") to represent the Member at all meetings of the Members of the Corporation. The Delegate may also be the individual who acts as the Member's nominee to the Board of the Corporation. The Members may, by majority vote, invite or permit the attendance of other individuals to act as Observers or resources at meetings of the Members. Such attendees will not be permitted to vote and the participation of such individuals shall be at the sole discretion of a majority of the Members.

Each Member may vote at all Members' meetings only through their Delegate (or Alternate Delegate in the event the Delegate is unable to attend).

Each Member present at a meeting, by its Delegate (or Alternate Delegate), shall have the right to one vote at each meeting of the Members. A Member may, by means of a written proxy, if its Delegate and Alternate Delegate cannot attend, appoint a proxyholder to attend and act at a specific meeting of Members in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Member organization in order to act as its proxy.

5.1.3 Members Meetings

The annual or any other general meeting of the Members shall be held at the registered office of the Corporation or at any place in Canada as the Board may determine and on such day as the Directors shall appoint. The Members may resolve that a particular meeting of Members be held outside of Canada.

At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the Auditors shall be presented and Auditors

appointed for the ensuing year. The Members may consider and transact any business, either special or general, at any meeting of the Members.

The Board or the President or Vice-President shall have the power to call, at any time, a general meeting of the Members of the Corporation. The Board shall call a special meeting of Members on written requisition of Members carrying not less than 5% of the voting rights of the Corporation for the purposes stated in the requisition, in accordance with the provisions of the Act.

The Directors may, at any time, call a special meeting of Members pursuant to the provisions of the Act.

A minimum of twenty-one (21) days and a maximum of sixty (60) days written notice shall be given to each Member of an annual or special general meeting of Members and such notice will be given by mail, courier, email or facsimile as required pursuant to the Regulations. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind the Member that the Member has the right to vote by proxy, and shall include a form of proxy.

60% of the Members present by way of their Delegates or Alternate Delegates or otherwise represented by proxy at a meeting will constitute a Quorum for any meeting of the Members.

A majority of the votes cast by the Members present and carrying voting rights shall determine the questions in meetings, unless the vote or consent of a greater number of Members is required pursuant to the Act or these By-laws.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation, shall invalidate such meeting or make void any proceedings taken there at and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at such meeting. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of the Member, Director or officer shall be his or her last address recorded on the books of the Corporation.

5.1.4 Membership Fees

The Corporation will be funded through fees assessed on and paid by Members. Each Member shall pay an annual Membership Fee determined by the Board, based on an approved funding formula, which may be based on the number of individual members within each respective Member of the Corporation. The Membership Fee shall be payable in advance on an annual basis. As provided in Section 5.1.1, a one year advance notice of withdrawal is required of Members, during which time all Membership Fees are due and payable.

5.2 Board of Directors

The property and business of the Corporation shall be managed by a Board of Directors, comprised of a minimum and maximum as set forth in the Articles. The Members may, from time to time by Ordinary Resolution, fix the number of Directors for the Corporation and the number of Directors to be elected at annual meetings of the Members, or delegate those powers to the Directors. No decrease in the number of Directors shall shorten the term of an incumbent Director. Directors must be individuals, at least eighteen (18) years of age, and otherwise satisfy the requirements of Section 126 of the Act.

No person shall be required to serve as a Director of the Board without their consent. The Board shall have the authority to delegate certain of its rights and responsibilities to the Executive Council or to other committees formed from time to time or in such other circumstances authorized by the Board, subject always to compliance with the Act. It is the intention of the Corporation that the Board of Directors consist of one nominee or representative of each Member, to be elected in accordance with the Act (unless a Member fails to put forth a nominee in accordance with these By-laws). Any vacancy among the Directors shall be filled by a nominee put forth by the Member whose representative created the vacancy, to be duly elected by the Members (or appointed by the Board in between annual meetings as permitted by the Articles). A Member may at any time request the removal and/or replacement of its nominee by giving notice in writing to the Board and the Members, with such removal and/or replacement to be effected by resolution of the Members as required under the Act.

5.2.1 Elections to Board of Directors

- (a) Subject to compliance with Section 7 (Conflict of Interest), each Member shall have the right to nominate one Director for election to the Board and such nominee must be a member in good standing of the Member organization which nominates them.
- (b) If a vacancy occurs among a Director nominated by a particular Member, such Member shall have the right to nominate his or her replacement.
- (c) Each Member shall notify the President in writing of the name of its nominee, along with the written consent of such nominee, at least thirty (30) days prior to each annual meeting of Members.

All Members agree to vote in favour of the other Members' nominees to the Board at each annual general (or special) meeting of the Members, provided its Member organization and the nominee has complied with all requirements of these by-laws, the Act and the Regulations.

5.2.2 Term of Office

- (a) The term of office for each Director shall be two (2) years, consecutively renewable up to four (4) times.

- (b) Members will attempt, where possible, to stagger Director elections and terms of office in order to develop and sustain the Corporation's memory, experience and competencies.
- (c) It is understood that in some instances, terms of office for Directors may be renewable by the necessities of manpower and / or availability.

5.2.3 Resignations, Removal and Filling of Vacancies

- (a) In the event a Director is unable to attend a Board meeting, the Member represented by such Director may, on written notice to the President at least two (2) business days prior to the Board meeting, send a designate who shall be entitled to attend the Board meeting as an Observer. Said Observer(s) shall not be permitted to vote. The participation of such Observer(s), at such meetings will be at the discretion of the majority of the Board.
- (b) Any Director of the Board may resign from the Board by delivering a written resignation to the Board and to the Member who has appointed the Director to the Board. Any Member may remove its nominee to the Board at any time, upon written notice to the Board and may appoint a replacement at any time thereafter.
- (c) From time to time in between annual meetings and at its discretion, the Board may accept resignations of Directors and request the respective Member to nominate a new Director for election to replace the Director who has resigned.
- (d) Any Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor as provided in Section 132(6) of the Act.

5.2.4 Meetings of the Board

- (a) Meetings of the Board shall be held as often as may be required, but at least once every twelve (12) months, and shall be called by the President or any two Directors of the Board.
- (b) Except as permitted under subsection (e) below, meetings of the Board shall be called by notice forwarded by mail, courier, email or facsimile to each Director at least thirty (30) days in advance of the meeting.
- (c) Formal notice of any meeting may be waived by consent of at least 70% of the Directors. Pursuant to Section 136(4) of the Act, a director may waive notice of a meeting of directors and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (d) Meetings of the Board may be held in person, by electronic means or by telephone. If meetings are to be held by teleconference or other electronic means, a minimum of 60% of the Directors shall approve in advance the holding of such meeting by

such means. If meetings are to be held by electronic means other than teleconference, such means must permit all Directors participating in the meeting to communicate adequately with each other and each Director must consent in advance to the method of communication and have equal access. The President or Chairman of the meeting shall ensure that Quorum has been established by identifying the Board members participating in the meeting and the votes of each Board member present shall be recorded by the Secretary in the minutes of the meeting.

- (e) In urgent or emergency circumstances, the President or any five Directors may call a special meeting of the Board on 48 hours advance notice, delivered by courier, email or facsimile to each member of the Board.
- (f) Directors shall receive in writing, by mail, courier, email or facsimile, the business to be brought forward to the meeting in advance of the meeting.
- (g) Business of the Board at all meetings held in person shall be conducted by a show of hands or by secret or other ballot of those present at any properly called and constituted meeting of the Board.
- (h) Each Director shall have one vote.
- (i) Pursuant to Section 140 of the Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or a committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

5.2.5 Quorum

60% of the Directors in office from time to time shall constitute a Quorum for meetings of the Board. Any meeting of the Board at which a Quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the Corporation.

5.2.6 Duties of the Board

The duties of the Board shall include the following:

- (a) to identify and manage strategic issues;
- (b) to develop and approve roles, responsibilities, policies, procedures, rules and regulations;
- (c) to liaise with Members;
- (d) to set plans and take all reasonable action to achieve strategic objectives;
- (e) to recommend strategic direction;

- (f) to review and approve or deny applications for membership;
- (g) to establish committees, task forces, liaisons and their terms of reference and structure;
- (h) to receive the President's annual report;
- (i) to receive reports of any Directors, committees of the Board or the Members;
- (j) to appoint representatives and liaisons of the Corporation to external bodies or organizations requiring Corporation representation and to appoint representatives to serve as members of external bodies or organizations;
- (k) to appoint and oversee the activities of the Executive Director;
- (l) to appoint and oversee the activities of the Secretariat and other officers;
- (m) to oversee the finances of the Corporation including regular review and approval of financial statements, reports and Members dues and fees;
- (n) to approve the budget of the Corporation;
- (o) to manage and allocate finances and other resources;
- (p) to develop and maintain external relationships with government and other allied organizations; and
- (q) to prepare the agenda for meetings of Members and meetings of the Board.

5.2.7 Remuneration

The Directors shall serve as such without remuneration and no Directors shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

5.3 Officers

5.3.1 Appointment and Removal from Office

Officers of the Corporation shall be appointed by Ordinary Resolution of the Board at the first meeting of the Board following an annual meeting of Members. The officers of the Corporation shall hold office for the terms specified herein from the date of appointment or election or until their successors are elected or appointed in their stead.

Officers shall be subject to removal by Ordinary Resolution of the Board at any time.

5.3.2 Officers, Term and Duties

The officers of the Corporation shall consist of a President, Vice-President, and Secretary-Treasurer and may also include an Executive Director and/or a Secretariat and any other officers as the Board may from time to time determined by Ordinary Resolution. Except as otherwise specified herein, no person may hold more than one officer position at any one time. Where specified herein, officers must be duly appointed Directors during the full term of office. The duties and responsibilities of each officer and their terms of office shall be as follows:

(a) **President**

The President shall be a Director of the Board and shall, when present, preside at and act as chair of all meetings of the Members, the Board and the Executive Council and shall have such other powers and duties as may from time to time be assigned to him or her by the Members, the Board and/or the Executive Council.

The term of office of the President shall be one (1) year.

(b) **Vice-President**

The Vice-President shall be a Director of the Board and shall assist the President, the Board, the Executive Director and the other officers in carrying out their responsibilities hereunder. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

The Vice-President shall also have such responsibilities as may be directed by the Board from time to time, or as may be further specified in the Rules and Regulations.

The Vice-President, upon the completion of his or her term of office shall become the President.

The term of office of the Vice-President shall be one (1) year.

(c) **Secretary-Treasurer**

The Secretary-Treasurer shall be a Director of the Board and shall have the custody of the funds and securities of the Corporation and shall keep full and accurate account of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.

The Secretary-Treasurer shall disburse the funds of the Corporation as may be directed by proper authority, and shall render to the President and Directors at a

regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

The Secretary-Treasurer, when in attendance, shall act as clerk at all meetings and shall record or cause to be recorded, all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary-Treasurer shall give or cause to be given notice of all meetings of the Members, the Board and the Executive Council.

The Secretary-Treasurer shall also have such responsibilities as may be directed by the Board from time to time, and as may be specified in the Rules and Regulations.

The Secretary-Treasurer, upon completion of his/her term of office, shall become the Vice-President

The term of office of the Secretary-Treasurer shall be one (1) year.

(d) **Executive Director**

The Board may consider the appointment of an Executive Director.

Any such appointed Executive Director shall have such duties and responsibilities as may be directed by the Members, the Board and the Executive Council from time to time, and as may be specified in the Rules and Regulations.

(e) **Secretariat**

The Board may consider the appointment of an administrative Secretariat

Any such appointed administrative Secretariat shall have such duties and responsibilities as may be directed by the Members, the Board and the Executive Council from time to time, and as may be specified in the Rules and Regulations.

(f) **Other Officers**

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for, or the Board requires of them from time to time.

5.3.3 Remuneration

The Directors shall determine, by Ordinary Resolution, any remuneration to be paid to Officers.

5.4 Executive Council

There shall be an Executive Council comprised of: the President, Vice-President and Secretary-Treasurer and such other Directors or officers as determined by the Board, who shall be appointed by the Board. The Executive Council shall exercise such powers as are authorized by the Board. Any Executive Council member may be removed by a majority vote of the Board. Executive Council members shall receive no remuneration for serving

as such, but may be entitled to reimbursement of reasonable expenses incurred in the exercise of their duties.

Meetings of the Executive Council shall be held at any time and place to be determined by the members of such committee, provided that 48 hours written notice of such meetings shall be given by courier, email or facsimile to each member of the committee and notice by mail shall be sent at least 14 days prior to the meeting. Not less than two members of such committee shall constitute a Quorum. No error or omission in giving notice of any meeting of the Executive Council or any adjourned meeting of the Executive Council of the Corporation shall invalidate such meeting or make void any proceedings taken there at and any member of such committee, may ratify, approve and confirm any or all proceedings taken or had at such meetings.

5.5 Committees and Task Forces

There shall be such Committees, task forces and working group as may be established from time to time by the Board of Directors and/or Members of the Corporation. The terms of reference of each such Committee, task force or working group will be established by the Board and reporting shall be through the Board to the Members.

6 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every present, former and acting Director or officer, and his or her heirs and legal representatives, shall be indemnified and saved harmless by the Corporation, from and against all costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the officer in respect of any civil, criminal, administrative, investigative or other proceeding in which the Director or officer is involved because of association with the Corporation, if:

- (a) the Director or officer acted honestly and in good faith with a view to the best interests of the Corporation;
- (b) the Director or officer exercised the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) the costs, charges, damages, liabilities, fines, penalties, legal fees and expenses incurred by the Director or officer were not occasioned by his or her own wilful neglect or default; and
- (d) in the case of a criminal or administrative action or proceeding, the Director or officer was not judged by the court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.

The Corporation will purchase and maintain, out of its funds, insurance for the benefit of a Director or officer against any liability incurred by them in their individual capacity as a Director or officer of the Corporation.

7 CONFLICT OF INTEREST

No Director, officer, Member or Committee member (collectively referred to in this section as the "**Party**") of the Board and no member of a Committee shall use any information that could be construed as confidential to benefit, directly or indirectly, the Party, or any person with whom the Party may be associated.

Any Party who has directly or indirectly any interest: in any contract or transaction with the Corporation; or in any business or undertaking that provides dental supplies or services of any kind to the dental profession; shall declare his or her interest in writing or in person to the Members, the Board or Executive Council and the Executive Director and such declaration shall be entered in the minutes of any meeting in which such interest would raise a conflict.

Any Party shall absent himself or herself from discussion and voting on any matter that raises a conflict unless the matter relates to compensation, indemnification or insurance affecting him or her, or the person's presence is required to maintain a Quorum, in which case such Party may remain present and discuss, but not vote on such matter.

All nominees for election or appointment to the Board, the Executive Council or any Committee, shall make full declaration and disclosure of all affiliations as outlined in the Rules and Regulations at the time of nomination or appointment, to be considered by the Executive Council prior to the nominee's election or appointment to determine whether any declared potential conflict of interest would present such a serious impediment to the functioning of the nominee as to warrant rejecting the nomination.

The Board is the final authority on any disputed conflict of interest.

8 EXECUTION OF DOCUMENTS

Contracts and documents requiring the signature of the Corporation and which have been approved by the Board, may be signed by the President or any other Directors or officers authorized by Board in writing from time to time.

9 FINANCIAL YEAR

The financial year of the Corporation shall be determined by the Board.

10 AMENDMENT OF BY-LAWS

The Directors may, by resolution passed by 60% of the Directors, make, amend or repeal these By-laws, except in respect of matters referred to subsection 197(1) of the Act, in which case a Special Resolution of the Members is required. In Section 152(5) of the Act, the by-law, amendment or repeal is effective from the date of the resolution of the Directors. The Directors shall submit the by-law, amendment or repeal to the Members at the next meeting of Members and the Members, may, by Ordinary Resolution, confirm, reject or amend the by-law, amendment or repeal. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the Members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required under

the Act or if it is rejected by the Members. Pursuant to Subsection 152(6) of the Act, a Member entitled to vote at any annual meeting of Members may, in accordance with Section 163 of the Act, make a proposal to make, amend or repeal a by-law. The Corporation shall within the period prescribed by the Act, send a copy of any by-law, amendment or repealed by-law (except for those that have been rejected by the Members) to the Directors.

11 AUDITORS

The Members shall, at each annual meeting, appoint an Auditor to audit the accounts and annual financial statements of the Corporation for report to the Members at the next annual meeting in accordance with the Act. The Auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the Board.

12 BOOKS AND RECORDS

The Corporation shall see that all necessary books and records of the Corporation and any minutes required by these By-laws or by the Act or any applicable statute or law are regularly and properly prepared and kept at the registered office of the Corporation.

13 INSPECTION OF BOOKS BY MEMBERS

The accounts and books of the Corporation shall be open to inspection by the Delegates (or Alternate Delegates) of the Members at its registered office, any time during regularly scheduled office hours of the Corporation.

14 RULES AND REGULATIONS

The Board may prescribe such Rules and Regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such Rules and Regulations shall have force and effect only until the next annual meeting of the Members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of Members, shall at and from that time cease to have any force and effect.

15 INTERPRETATION

In these By-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms, societies and corporations.

16 EFFECTIVE DATE

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 26th day of November, 2013 and confirmed by the members of the Corporation by special resolution on the 26th day of November, 2013.

Dated as of the _____ day of _____, 20____.

Dr. Ritchie Mah, President