



***PROPOSED* NEW BYLAWS**

*DRAFT current to December 6, 2018*

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## **PART 1 – INTERPRETATION**

### *Definitions*

1(1) In these Bylaws, unless the context otherwise requires:

- (a) "Act" means the *Societies Act* as amend from time to time;
- (b) "Association" means the Dental Technicians Association of British Columbia;
- (c) "Board" means the directors of the Association;
- (d) "College" means College of Dental Technicians of British Columbia mandated to regulate the profession under the *Health Professions Act*;
- (e) "Member" means a person who has been registered in one of the classes of membership listed in bylaw 4;
- (f) "Non-Voting Member" means a person who has been granted membership in the class of non-voting membership as listed in bylaw 4(2) and is in good standing in that class;
- (g) "Officer" means a director elected or appointed to an officer position listed in bylaw 66;
- (h) "Registered Dental Technician" means a person who is registered with the College as a dental technician pursuant to the College Bylaws approved under the *Health Professions Act*;
- (i) "Special Resolution" means a resolution of the membership or the Board that must be approved by a two-thirds (2/3<sup>ths</sup>) majority;
- (j) "Voting Member" means a person who has been granted membership in the class of voting membership as listed in bylaw 4(1) and is in good standing in that class.

(2) The definitions in the Act apply to these Bylaws.

### *Conflict with the Act or Regulations*

2. If there is a conflict between a provision in these Bylaws and a provision in the Act or the Regulations under the Act, the Act's or the Regulations' provision prevails to the extent necessary to resolve that conflict.

### *Board interpretations*

3. Except as provided under the Act or Regulations, the Board has authority to make an interpretation concerning any word, term or phrase used in this Bylaw which is ambiguous, contradictory or unclear.

## **PART 2 - MEMBERSHIP**

### *Classes of membership*

4(1) The following are the classes of voting membership in the Association:

- (a) General Member;
- (b) Honorary Life Member.

(2) The following are the classes of non-voting membership in the Association:

- (a) Dental Technician Assistant;
- (b) Associate Member;

- (c) Student Member;
- (d) Retired Member.

#### *Membership criteria*

- 5(1) A person may be granted membership as a General Member if that person is a Registered Dental Technician in good standing with the College.
- (2) A person may be granted membership as a Dental Technician Assistant if that person
- (a) is working in a dental laboratory,
  - (b) is interested in expanding their education and network within the dental technician profession, but
  - (c) is a Registered Dental Technician Assistant in good standing with the College.
- (3) A person may be granted membership as an Associate Member if that person
- (a) is employed directly or indirectly in the profession of dental technology,
  - (b) has an interest in the conduct of the profession in British Columbia, but
  - (c) is not a Registered Dental Technician or a Registered Dental Technician Assistant with the College.
- (4) A person may be granted membership as a Student Member if that person
- (a) is enrolled in a dental technology program in Canada recognized by the Board, but
  - (b) is not a Registered Dental Technician or a Registered Dental Technician Assistant with the College.
- (5) The separate membership criteria and process for becoming an Honorary Life Member is set out in bylaw 7, and for becoming a Retired Member is set out in bylaw 8.

#### *Applying for membership*

- 6(1) A person may apply to become a Member in one of the classes of membership listed in bylaw 4, other than as an Honorary Life Member or a Retired Member, if that person
- (a) applies to become a Member using the application form or process approved by the Board,
  - (b) meets the membership criteria for the applicable class of membership as set out in bylaw 5, and
  - (c) agrees to comply with bylaw 15,
  - (d) pays the annual membership due for the applicable class of membership as set pursuant to bylaw 16.
- (2) The Board may approve forms, processes, policies and procedures necessary to administer the provision of this bylaw, including establishing an on-line application process.
- (3) All persons who were Members of the Association under the previous bylaws are deemed on the effective date of these Bylaws to be qualified for and admitted to membership in the applicable class of membership as set out in bylaw 4.

#### *Honorary life membership criteria and process*

- 7(1) A Member who is a General Member may be granted Honorary Life Membership if that Member meets each of the following criteria:
- (a) is a General Member in good standing;
  - (b) has provided outstanding service to the Association;
  - (c) has been recommended for honorary life membership by at least two other Voting Members of the Association;

(d) the Board has approved a resolution granting honorary life membership to that Member.

(2) An Honorary Life Member

- (a) is exempt from paying annual membership dues, but
- (b) enjoys all the rights of a General Member as set out in bylaw 11.

*Retired membership criteria and process*

8(1) A Member who is a General Member may be granted Retired Membership if that Member meets each of the following criteria:

- (a) is fully retired from the profession of dental technology, and
  - (b) at the time of retirement, was a Member in good standing of the Association.
- (2) A General Member who wishes to become a Retired Member
- (c) must apply to become a Retired Member using the application form or process approved by the Board,
  - (d) must pay the reduced annual membership due for that class of membership, and
  - (e) enjoys all the rights of retired membership as set out in bylaw 14.

*Term of membership and renewal*

9(1) The term of membership in any class of membership starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year.

- (2) A Member, other than an Honorary Life Member, must
- (a) renew their membership on an annual basis before the end of the membership year, and
  - (b) pay the annual membership due for their class of membership as set pursuant to bylaw 16.
- (3) The membership of an Honorary Life Member automatically renews on an annual basis and such a Member need not pay a due to maintain his or her status.

*Loss of membership (not in good standing)*

10(1) In addition to section 69 [*termination of membership*] of the Act, if a Member fails to pay the annual membership due within 60 days of the date the due is due, that Member is deemed to be “not in good standing”, and - without further notice – that Member

- (a) automatically loses his or her membership in the Association,
  - (b) stands suspended from the Association and any committee, and
  - (c) is no longer entitled to the rights of membership as set out in bylaws 11 to 14, as applicable.
- (2) A Member who has lost membership or stands suspended from the Association under subsection (1) may be restored to full membership if that former Member pays the entire annual membership due owing providing the former member seeks reinstatement within 6 months of that loss or suspension of membership.

*Rights of General Members*

11(1) A General Member holds the following rights of membership:

- (a) the right to have access to membership resources and support;
- (b) the right to participate in the general affairs of the Association and to serve on a committee;
- (c) the right to speak at a general meeting and propose a resolution to the membership;

- (d) the right to nominate someone to be or to be nominated themselves as a director;
- (e) the right to vote in an election for directors;
- (f) the right to be elected or appointed as a director;
- (g) the right to hold office;
- (h) the right to vote on any resolution or motion put to the membership.

(2) In addition to the rights set out in the previous subsection, a General Member in good standing may enjoy any other rights or membership benefit that the Act, these Bylaws or the Board may grant to members in that class.

*Rights of Dental Technician Assistants and Associate Members*

12(1) A Dental Technician Assistant or an Associate Member holds the following rights of membership:

- (a) the right to have access to membership resources and support;
- (b) the right to participate in the general affairs of the Association and to serve on a committee;
- (c) the right to speak at a general meeting and propose a resolution to the membership;
- (d) the right to be appointed as an Appointed Director.

however, a Dental Technician Assistant or an Associate Member is not entitled to the following rights:

- (e) the right be nominated as a director;
- (f) the right to vote in an election for directors;
- (g) the right to be elected as a director;
- (h) the right to hold office;
- (i) the right to vote on any resolution or motion put to the membership.

(2) In addition to the rights set out in the subsection (1), a Dental Technician Assistant or an Associate Member in good standing may enjoy any other rights or membership benefit that the Act, these Bylaws or the Board may grant to members in the applicable class.

*Rights of Student Members*

13(1) A Student Member holds the following rights of membership:

- (a) the right to have access to membership resources and support;
- (b) the right to participate in the general affairs of the Association and to serve on a committee;
- (c) the right to speak at a general meeting and propose a resolution to the membership;
- (d) the right to be appointed as an Appointed Director.

however, a Student Member is not entitled to the following rights:

- (e) the right to nominate someone to be or to be nominated themselves as a director;
- (f) the right to vote in an election for directors;
- (g) the right to be elected as a director;
- (h) the right to hold office;
- (i) the right to vote on any resolution or motion put to the membership.

(2) In addition to the rights set out in the subsection (1), a Student Member in good standing may enjoy any other rights or membership benefit that the Act, these Bylaws or the Board may grant to members in that class.

*Rights of Retired Members*

14(1) A Retired Member holds the following rights of membership:

- (a) the right to have access to membership resources and support;
- (b) the right to participate in the general affairs of the Association and to serve on a committee;
- (c) the right to speak at a general meeting and propose a resolution to the membership;
- (d) the right to be appointed as an Appointed Director.

however, a Retired Member is not entitled to the following rights:

- (e) the right to nominate someone to be or to be nominated themselves as a director;
- (f) the right to vote in an election for directors;
- (g) the right to be elected as a director;
- (h) the right to hold office;
- (i) the right to vote on any resolution or motion put to the membership.

(2) In addition to the rights set out in the subsection (1), a Retired Member in good standing may enjoy any other rights or membership benefit that the Act, these Bylaws or the Board may grant to members in their class.

#### *Duties of every member*

15. Every Member must

- (a) remain in good standing with the Association and pay all applicable membership dues, and
- (b) uphold the Constitution and comply with these Bylaws, and
- (c) follow the Rules and Procedures as may be approved by the Board.

#### *Membership dues*

16. The Board may by resolution set the amount of the annual membership due for each of the classes of membership listed in bylaw 4 and, when so set, the Board must advise the membership of the new dues at least 60 days before the next annual membership due is due.

#### *Ceasing to be a Member*

17(1) Pursuant to section 69 [*termination of membership*] of the Act, a person automatically ceases to be a Member of the Association in any of the following circumstances:

- (a) by delivering his or her resignation in writing to the Secretary of the Association or submitting it by mail or in person to the address of the Association;
- (b) on his or her death, or in the case of a corporation, on its dissolution or winding-up;
- (c) on being expelled pursuant to bylaw 19.

(2) If a member ceases to be a Member for any of the reasons listed in subsection (1), any portion of that former member's membership due that was paid or pre-paid shall be retained by the Association.

(3) The Secretary of the Association shall notify a Member who ceases to be a Member pursuant to clause (1)(c) of their loss of membership.

(4) Notwithstanding that a Member has resigned or been expelled pursuant to clause 1(a) or (c), that Member remains liable to the Association for any outstanding financial obligations.

#### *Complaint against a Member*

18(1) A person may file a complaint against a Member if that person believes that Member has breached bylaw 15 or otherwise engaged in conduct detrimental to the Association or the profession of dental technology.



- (2) A complaint filed under subsection (1) must
  - (a) be provided to the President in writing and enclosed in a sealed envelope, and
  - (b) include written corroboration or such other information as may be necessary to support the complaint.
- (3) A complaint received under this bylaw must be investigated or resolved in accordance with the complaint investigation policies and procedures as approved by the Board.
- (4) If it becomes apparent that the complaint concerns a matter that falls within the jurisdiction of the College under the *Health Professions Act*, the person who filed that complaint shall be advised to withdraw their complaint and to file it with the College instead.

#### *Suspension or expulsion of a Member*

- 19(1) Pursuant to section 70 [*discipline and expulsion of member*] of the Act, a Member may be suspended or expelled by a special resolution of the Members passed at a general meeting.
- (2) The notice of special resolution for suspension or expulsion must be accompanied by a brief statement of the reasons for the proposed suspension or expulsion of the member.
- (3) The Member who is the subject of the proposed resolution for suspension or expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### **PART 3—GENERAL MEETINGS OF MEMBERS**

#### *Time and place of meetings*

- 20(1) A general meeting of the membership, including the annual general meeting, must be held at the time and place the Board determines.
- (2) Pursuant to section 71 [*annual general meetings*] of the Act, an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

#### *Membership-initiated meetings*

- 21(1) Pursuant to section 75 [*requisition of general meeting*] of the Act, a general meeting must be called if at least 5% (five percent) of the Voting Members submit a petition to the Board requesting a general meeting of the membership.
- (2) Where a petition has been submitted that meets the threshold requirement set out in subsection (1), the provisions of section 75 of the Act and the following bylaws then apply to the calling of the membership-initiated general meeting.

#### *Notice of a general meeting – timing and content*

- 22(1) Pursuant to section 71 [*annual general meetings*], section 74 [*other general meetings*], or section 75 [*requisition of general meeting*] of the Act, the Board must issue a notice of any membership meeting to every member shown on the register of members on the day the meeting is called that meets the requirement of section 77 [*notice of general meeting*] of the Act.
- (2) A notice of a general meeting must be issued at least 14 days before the date of that meeting, unless the Board directs that a shorter notification period would be necessary in the circumstances.
- (3) A notice of a general meeting must

- (a) specify the place, day and hour of the meeting,
- (b) state the nature of any special business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business, and
- (c) in case of special resolution to be voted on at the meeting, include a copy of the special resolution.

*Notice of a general meeting – means of notification*

23(1) For the purposes of issuing a notice of a general meeting required under bylaw 22, the Association may send that notice by mail or electronic means to the last recorded mailing or email address of the member, director or officer.

(2) In addition to sending a notice of a general meeting by mail or electronic means, the Association may post a notice at its website.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members, directors or officers entitled to receive notice does not invalidate the subsequent proceedings at that meeting.

*Distribution of financial statements*

24. The Board shall ensure that the annual financial statements of the Association are distributed to the members at least 14 days before the date of the annual general meeting, which may be done by posting the statements at the Association's website.

*Ordinary business at a general meeting*

25. At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Association presented to the meeting;
- (c) consideration of the reports, if any, of the directors;
- (d) announcement of the election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

*Order of business at a general meeting*

26. The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) deal with business, including any matters about which notice has been given to the members in the notice of meeting;
- (g) terminate the meeting.

*Order of additional items for an annual general meeting*

27. If the general meeting is an annual general meeting, the following items are added to the order of business listed immediately after bylaw 26(e):

- (a) receive the directors' report on the financial statements of the Association for the previous financial year;
- (b) receive any other reports of directors' activities and decisions since the previous annual general meeting;
- (c) election or appointment directors.

*Proposing items of business*

28(1) In addition to proposing that a matter to be considered at a general meeting pursuant to section 81 [*members proposal*] of the Act, a Voting Member may at the start or end of a meeting, propose an item of business be added to the agenda so long as

- (a) there is sufficient time to permit an adequate consideration of that item during the time scheduled for the meeting, and
- (b) the Voting Members vote to agree to consider the item of business as an addition to the agenda for that meeting.

(2) If the matter proposed under subsection (1) requires approval of a special resolution, such a matter may only be considered pursuant to section 81 of the Act.

*Chair of a general meeting*

29(1) The following individual is entitled to preside as the chair of a general meeting, in this sequence:

- (a) the President;
- (b) the Vice-President, if the President does not attend or is unable to preside as the chair;
- (c) another director appointed by the Board to preside as the chair, if both the President or vice-President do not attend or are unable to preside as the chair.

(2) If there no individual listed in subsection (1) who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Voting Members who are present at the meeting may elect an individual present at the meeting to preside as the chair.

*Parliamentarian*

30(1) The Board may hire an individual who is not a Member, Director or Officer, but who has expertise in parliamentary procedure, to act as a consultant to the Board and the parliamentarian for a general meeting.

(2) The parliamentarian appointed by the Board has the following responsibilities, if so directed by the Board:

- (a) to facilitate the meeting in accordance to the policies and procedures established for this purpose by the Board;
- (b) to chair the meeting, if so authorized by the Board;

(3) A parliamentarian may not vote at a general meeting, unless that person is also a Voting Member of the Association.

*Quorum for general meetings*

31. Pursuant to section 82 [*quorum*] of the Act, the quorum for the transaction of business at a general meeting is 15 Voting Members.

#### *Quorum required and variations*

32(1) Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of Voting Members is present.

(2) Notwithstanding subsection (2), if within 30 minutes from the time set for holding a general meeting, a quorum of Voting Members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in the case of any other meeting, the meeting stands adjourned to the same day in the next week, at the same time and place

(3) If at the continuation of a general meeting adjourned under clause (2)(b), other than for an annual general meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Voting Members who are present constitute a quorum for that meeting.

#### *If quorum ceases during a general meeting*

33. If quorum was met at the opening of a general meeting but was not maintained thereafter, the meeting is terminated and no further business can take place.

#### *Adjournments by chair*

34(1) The chair of a general meeting may, or, if so directed by the Voting Members at the meeting, must, adjourn the meeting from time to time and from place to place.

(2) If a general meeting has been adjourned, no business may be transacted at the continuation of that meeting other than business left unfinished at the adjourned meeting.

#### *Notice of an adjourned general meeting*

35(1) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(2) Except as provided in subsection (1), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

#### *Matters decided at general meeting by ordinary resolution*

36(1) A matter to be decided at a general meeting must be decided by ordinary resolution, unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

(2) A resolution proposed at a meeting must be seconded by another Voting Member.

(3) The chair of a meeting may move or propose a resolution.

#### *Methods of voting*

37(1) Pursuant to section 84 [*right to vote*] of the Act, every question to be decided by a vote at a meeting of members must be decided in the first instance by a show of hands of those Voting Members attending in person.

(2) A Voting Member attending the meeting by electronic means may vote by the method applicable to such means so long as it adequately discloses the intentions of the Member so voting.

(3) Unless a poll vote is to be carried out pursuant to subsection (4), after conducting the vote pursuant to subsections (1) and (2), the chair of the meeting shall announce the outcome of the vote.

(4) If, before or after a vote is taken at a meeting of members, two or more Voting Members attending in person or by electronic means request a poll or a poll is directed by the chair of the meeting, the vote on the matter must then be taken by a poll as directed by the chair.

*Secret ballot*

38. Notwithstanding bylaw 37, if before a vote,

- (a) two or more Voting Members request a secret ballot, or
  - (b) a secret ballot is directed by the chair of the meeting,
- voting on the matter must be by a secret ballot.

*Chair has no deciding vote*

39. If there is an equality of votes on an ordinary resolution, or not a sufficient majority for a special resolution to pass, the chair does not have a second or deciding vote, and the resolution is thus deemed to have been defeated.

*Membership-initiated resolution*

40(1) Any three or more Voting Members may submit in writing a resolution for consideration by the rest of the membership at a general meeting.

(2) A membership-initiated resolution must be submitted to the Board at least 60 days prior to the date of the general meeting.

(3) On receipt of a written membership-initiated resolution, the Board may direct that a committee of the Board review the proposed resolution.

(4) The Board or the appointed resolutions committee may do one or more of the following:

- (a) seek clarification from the members who submitted the resolution;
- (b) amend the resolution to improve its wording but without changing its intent;
- (c) combine or merge two or more resolutions that deal with substantially the same subject;
- (d) request that the proponents of a resolution amend or withdraw their proposed resolution.

*Announcement of result*

41. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

*Participation and voting at general meetings by electronic means*

42. For the purposes of 84 [*right to vote*] of the Act, the Board may make arrangements to allow Members to participate in, attend and vote at a general meeting by electronic means at one or more remote locations, such as by video conferencing, provided that

- (a) it is possible to confirm the attendance of Members participating by electronic means,
- (b) all participating Members can hear each other at the same time, and
- (c) any vote given by Voting Members can be accurately recorded.

## **PART 4 — DIRECTORS**

### *Definitions*

43. In this Part:

- (a) “Appointed Director” means a director who has been appointed by the Board pursuant to bylaw 58, and includes a Student Director when applicable;
- (b) “Elected Director” means a director who has been elected by the membership pursuant to either bylaw 53 or 54, or a replacement director appointed by the Board pursuant to bylaw 57.

### *Number of directors*

44(1) There shall be six Elected Directors and up to five Appointed Directors on the Board.

(2) No act or proceeding of the Directors is invalid only by reason of there being less than the number of Elected or Appointed Directors prescribed in subsection (1).

### *Changing the number of directors*

45(1) The membership may by resolution set a different number of directors on the Board than the numbers set under bylaw 44(1).

(2) A resolution approved by the membership that sets a different number of directors on the Board remains in force and effect until such time as the membership approves another resolution changing the number of directors.

### *Terms of office*

46(1) An Elected Director’s or Appointed Director’s term of office is 3 years, and that term

- (a) starts on January 1<sup>st</sup> of the year immediately following that director’s election or appointment, and
- (b) ends on December 31<sup>st</sup> three years later.

(2) On the end of a director’s 3-year term of office, that director is deemed to have retired from the Board, but – if that director remains qualified as per sections 43 [*directors must be qualified*] and 44 [*persons qualified to be directors*] of the Act – that director may stand for re-election or is eligible to be re-appointed in accordance with these bylaws.

### *Staggered elections*

47(1) For the purposes of achieving a fair and equitable rotation of Directors to be elected every year, given the 3-year terms of office as set in bylaw 40, the Board must set up a schedule to identify when the election should be held for each director pursuant to this Part.

(2) The Elected Directors named in the schedule established under subsection (1) must stand for election in the year identified in that schedule.

### *Returning Officer*

48(1) The Executive Director or another person appointed by the Board is designated as the Returning Officer.

(2) The Returning Officer is responsible for the administration of the nomination and election processes in this Part, and must report to the Board on the process at the end of each election cycle.

(3) The Board may approve policies and procedures to govern the roles and responsibilities of the Returning Officer, including the conduct of the nomination and election processes in relation to matters that are not otherwise addressed in this Part.

#### *Qualifications of Directors*

49(1) To be elected as an Elected Director under bylaws 52 or 53, a Member must be a Voting Member in good standing at the time of nomination and election.

(2) To become an Appointed Director under bylaw 58, a person must

- (a) be a Voting Member or Non-Voting Member good standing at the time of appointment, and
- (b) have experience, strategic liaisons, or other qualities which in the opinion of the Board are useful, desirable and important to the work of the Association.

#### *Adjustment in dates*

50. If a date specified in bylaws 51 to 54 falls on a weekend or holiday, the Returning Officer may adjust that date to the first business week day immediately following the date that would otherwise have applied.

#### *List of Voting Members*

51(1) On or before September 15<sup>th</sup> of each year, the Returning Officer must prepare a List of Voting Members setting out the names of all Voting Members in good standing.

(2) If a Voting Member in good standing believes that a name on the List of Voting Members is not correct or a name is missing from that list, that Member may promptly so inform the Returning Officer of that error or omission.

(3) On receipt of a notification from a Voting Member under subsection (2), the Returning Officer must immediately investigate the apparent error or omission, and correct the List of Voting Members, if necessary.

#### *Nomination process*

52(1) On or before September 15<sup>th</sup> of each year, the Returning Officer must send a notice to the persons on the List of Voting Members by post, email or other means

- (a) advising the membership that the Association is seeking General Members in good standing to run for election as Elected Directors on the Board,
- (b) setting out the criteria and process for a General Member to be nominated to run for election to the Board,
- (c) setting out the deadline for the receipt of nominations, and
- (d) explaining in general terms how the nomination process will be conducted.

(2) A nomination of a General Member for election to the Board must

- (a) be submitted by at least two other General Members in good standing,
- (b) be in a form approved by the Returning Officer,
- (c) be signed by the Member accepting the nomination for the pending election, and
- (d) be received by the Returning Officer by no later than 4:30 pm on October 15<sup>th</sup> of the year.

#### *Election by acclamation*

53(1) If after the Returning Officer has received the nominations by the 4:30 pm October 15<sup>th</sup> deadline, the number of candidates equals the number of vacant Elected Director positions on

the Board, those candidates who have been so nominated are deemed to have been elected by acclamation and there is no need to proceed with an election under bylaw 54.

(2) If the vacant Elected Board positions on the Board are thus filled by acclamation, the Returning Officer must so notify the membership of this outcome at least 30 days before an annual general meeting.

#### *Election process*

54(1) If after the Returning Officer has received the nominations by the 4:30 pm October 15<sup>th</sup> deadline, the number of candidates is greater than the number of vacant Elected Director positions on the Board, the Returning Officer must send a notice by post, email or other means to the members on the List of Voting Members

(a) advising the Voting Members how they can vote by paper ballot or on-line for the Elected Directors to the Board,

(b) indicating the deadline of 4:30 pm on November 30<sup>th</sup> of that year for receiving paper ballots or completing on-line voting, and

(c) explaining in general terms how the subsequent election process will be conducted.

(2) Voting for Board elections shall be conducted either using paper ballots or an on-line process under the supervision of the Returning Officer, but in either case all votes must be received by no later than 4:30 pm on November 30<sup>th</sup> of that year.

(3) Every Voting Member in good standing is entitled to vote in an election for Elected Directors on the Board.

(4) Those persons with the most votes are deemed to be elected to the Board, up to the maximum number of director positions as set by bylaw 44.

(5) In the event of a tie vote for an Elected Director position on the Board, the Returning Officer may select the winning director by a random draw.

(6) The failure of a Voting Member to receive a mail ballot or notice of on-line voting does not invalidate the subsequent election process.

#### *Observing the election and disputes*

55(1) A candidate or his or her agent may observe the counting of mail ballots or on-line voting, but may not count the ballots in either process.

(2) If a candidate has a concern for either a mail ballot or the on-line voting process, that candidate may raise his or her concern with the Returning Officer.

(3) The Returning Officer may consult with any scrutineers to resolve a concern that has been brought to the Officer's attention, but the final authority to decide the matter rests with the Officer and his or her decision is final.

#### *Election results*

56(1) During the annual general meeting, the Returning Officer must announce the names of the Members who have been elected (or acclaimed) as Elected Directors on the Board.

(2) The results of the election (or acclamation) announced by the Returning Officer must also be recorded in the minutes of the annual general meeting.

#### *Directors may fill vacancy of an Elected Director's position on the Board*

57(1) The directors may at any time appoint by ordinary resolution a director to fill a vacancy of an elected director position on the Board, as a result of the resignation, death or incapacity of an Elected Director during that director's term of office.



(2) A director appointed by the Board to fill a vacancy under subsection (1) ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from the Board created the vacancy as set out under the election schedule maintained pursuant to bylaw 47, but may stand for re-election under this Part.

#### *Appointed Directors*

58(1) The Directors may appoint a a Voting Member or Non-Voting Member to be an Appointed Director, up to the maximum number of such director positions as set in bylaw 44.

(2) One of the Appointed Director positions may be a Student Director as described in the following bylaw.

#### *Student Director*

59(1) The Board may pass a resolution to activate this bylaw when the Board determines there should be a Student Director appointed to the Board.

(2) For the purposes of this bylaw “Student” means either a Student Member or a student attending British Columbia dental technology educational program, as may be determined by the Board.

(3) There shall be a non-officer position on the Board to be known as the Student Director whose role is

- (a) to facilitate communications between the Board and Students, and
- (b) to help the Association better understand the needs of Students.

(4) A Student Director is not a voting director on the Board, but

- (a) may participate in a meeting of the Board as authorized by the Chair;
- (b) must follow the *Code of Director Conduct* approved under bylaw 62(1);
- (c) may report to other Students on matters that are of interest and importance to Students generally;
- (d) must not otherwise make public statements or purport to speak on behalf of the Association or the Board;
- (e) may be removed as a Student Director by the Board pursuant to bylaw 62(2),
- (f) is entitled to director remuneration for attending Board or committee meetings pursuant to bylaw 64;
- (g) is entitled to be indemnified pursuant to bylaw 65.

(5) For clarity, bylaws 60 to 65 apply to a Student Director.

(6) The Board may

- (a) appoint a Student to be the Student Director and for a term of office as the Board may determine is appropriate in the circumstances;
- (b) approve student nomination policies and procedures to govern the Board’s appointment of the Student Director.

#### *Voluntary resignation of a director*

60. Pursuant to section 48(1)(c) [*when director ceases to hold office*] of the Act, a director resigning from office must so notify the President in writing, but if the President is resigning, the President must so notify the Vice-President in writing.

### *Deemed resignation of a director*

61. In addition to the grounds set out in section 48 [*when director ceases to hold office*] of the Act, a director is deemed to have automatically resigned from the Board in any of the following circumstances:

- (a) if the director is found by a court of law to be of unsound mind, or has been charged with a criminal offence or convicted of a crime;
- (b) if the director has declared personal bankruptcy or has been declared to be insolvent;
- (c) if the director has commenced legal proceedings against the Association, another director or an officer in any court or before any tribunal;
- (d) if the director fails to attend three consecutive meetings without the approval of the Board and in accordance with Board policy.

### *Director conduct, discipline or removal*

62(1) The Board may approve a Code of Director Conduct, which may include rules governing director disclosure of and resolution of conflicts of interest.

(2) Pursuant to section 50 [*removal of directors*] of the Act, a director who is found to have breached the Code of Director Conduct may be disciplined or removed from the Board by special resolution of the other directors.

(3) Before a director is disciplined or removed from the Board under subsection (2), the Board must

- (a) send to the subject director written notice of the proposed discipline or expulsion resolution, including reasons, and
- (b) give the subject director a reasonable opportunity to make representations to the Board respecting the proposed discipline or expulsion before the vote on the special resolution is taken.

(4) A director may appeal his or her removal from the Board by submitting to the membership a special resolution to reverse the Board decision to be voted on by the membership at the next general meeting.

(5) The Board may approve policies and procedures to govern the conduct, discipline, removal of a director and any subsequent appeal as set out in this bylaw.

(6) The Board may appoint another General Member to take the place of the removed Director.

### *Removal of a director by the membership*

63(1) The membership may remove a director from the Board in accordance with section 50 [*removal of directors*] of the Act.

(2) The notice of special resolution to remove a director must be accompanied by a brief statement of the reasons for the proposed removal of that director.

(3) The director who is the subject of the proposed resolution for removal must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

(4) The Board may approve policies and procedures to govern the removal of a director as set out in this bylaw.

(5) The membership may appoint another General Member to take the place of the removed Director.

*Honorarium and remuneration for directors*

64(1) Notwithstanding section 46(1) [*remuneration and reimbursement of directors*] of the Act, the Board may approve paying a Director

- (a) an honorarium for attending Board meetings, plus necessary travel expenses, in such amounts as the Board may set by resolution, and
- (b) remuneration for services provided by that Director to the Association in another capacity, where such services were pre-approved by the Board.

(2) For the purposes of paying an honorarium or remuneration to a Director under subsection (1) or for reimbursing a Director for other expenses in accordance with section 46(1) of the Act, the Board may approve a set of remuneration and reimbursing policies and procedures, which may include granting the Executive Director the authority to approve such payments in accordance with the policies and procedures.

*Indemnification of directors*

65(1) Pursuant to Part 5, Division 7 [*indemnification of directors and senior managers and payment of expenses*] of the Act, the Association will, at all times, maintain liability insurance coverage for its directors and officers, for the benefit of any director, where the director acts or acted in that capacity at the request of the Association.

(2) The liability insurance coverage referred to in subsection (1) applies to any committee member acting on behalf of the Association as authorized by the Board.

**PART 5 — OFFICERS**

*Officer positions*

66(1) The following are the officer positions on the Board:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer.

(2) A director who is not elected or appointed to an officer position listed in subsection (1) is deemed to be a Director-At-Large.

*Executive Director*

67(1) Pursuant to section 61 [*senior managers*] of the Act, the Board may appoint or hire an Executive Director to be the senior manager of the Association.

(2) The Executive Director

- (a) is an ex-official member of the Board,
- (b) is entitled to receive a notice of and to attend all meetings of the membership, the Board or a committee, but
- (c) may not vote at a general meeting of the membership, a Board meeting or a meeting of any committee.

(3) When the Board appoints a person to be the Executive Director, that person must disclose his or her interests to the Board pursuant to section 62 [*disclosure of senior manager's interest*] of the Act.

### *Election of officers*

68. At its first Board meeting following an annual general meeting when one or more directors were elected (or acclaimed) to the Board in accordance with bylaw 54 (or bylaw 53), the directors shall elect from amongst themselves the directors to fill the officer positions listed in bylaw 66(1).

### *Terms of office*

69(1) An officer's term of office is 1 year from the date that officer is elected under bylaw 68.

(2) Each officer will remain in office until a successor, if any, has been elected or appointed to that position in accordance with bylaw 68, so long as that director remains on the Board.

(3) A director may stand for re-election or re-appointment to the same or another officer position at the end of the term of office.

### *Resignation of an officer*

70. The provisions of bylaws 60 and 61 apply to an officer.

### *Removal of an officer by the Board*

71(1) The Board may remove an officer by special resolution of the Board.

(2) The notice of special resolution to remove an officer must be accompanied by a brief statement of the reasons for the proposed removal of that officer.

(3) The officer who is the subject of the proposed special resolution for removal must be given an opportunity to be heard at the Board meeting before the resolution is put to a vote.

(4) If an officer is removed from that position, that director remains as a Director-At-Large.

### *Duties of the Board*

72(1) Pursuant to the applicable sections of the Act, the directors hold the following legal duties:

(a) the duty to manage the Association (section 52 of the Act);

(b) a duty of care (section 53(1)(b) of the Act);

(c) a duty of loyalty, including to act in the best interest of the Association and uphold its purposes (section 53(1)(a) of the Act);

(d) to maintain Board confidentiality (section 53(2) of the Act);

(e) to act honestly and in good faith, and to disclose and avoid conflicts of interest (section 53(1)(a) of the Act);

(f) to act diligently (section 53(1)(b) of the Act).

(2) In addition, the directors may hold other legal duties under other enactments or the common law (section 53(3) of the Act).

### *Authorities of the Board*

73. The Board holds the following authorities:

(a) to incur obligations, disburse monies and perform all such acts of administration as may be necessary to the proper functioning of the Association, subject to the provisions of these Bylaws and any future amendments;

(b) to borrow money upon credit of the Association and raise or secure repayment of any such money in such manner as the Board may think fit;

(c) to limit or increase the amount to be borrowed;

- (d) to issue debentures or other securities of the Association, but which debentures shall not be issued without the sanction of Special Resolution of the Association;
- (e) to pledge or sell such debentures, or other securities for such sums and at such prices, as may be deemed expedient;
- (f) to pledge all or any of the real and personal property, undertaking and rights of the Association to secure any such debentures or other securities or any money borrowed or any liability of the Association;
- (g) to invest the funds of the Association in such investments and securities as the Board may see fit;
- (h) to formulate Rules and Regulations of the Association, to include policies, procedures and directives for the guidance of members and Officers of the Association, providing these are in conformity with and do not contravene the Act or Bylaws.

*Duties of the President*

- 74(1) The President is the Principal Officer of the Association and presides at all meetings of the Association, including the annual general meeting, and all meetings of the Board.
- (2) The President is an ex-officio member of all committees.
- (3) In addition to any other requirements of these Bylaws, the President
- (a) must supervise the other officers in the execution of their duties, but
  - (b) may delegate his responsibilities to another officer within the terms of these Bylaws.
- (4) If the President resigns or is no longer deemed to be the President, the Board may appoint another director to be the President for the duration of that term of office.

*Duties of the Vice-President*

75. In addition to any other requirements of these Bylaws, the Vice-President
- (a) must carry out the duties of the President during the President's absence or if the President is unable to act,
  - (b) must attend all meetings of the Board and chair such meetings at the request of the President, and
  - (c) if requested by the President, may appear, speak or act on behalf of the President.

*Duties of the Treasurer*

- 76(1) The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
  - (b) keep the financial records of the Association, including books of account, necessary to comply with the Act;
  - (c) preparing the Association's financial statements, including each year's budget, and presenting same to the directors, members and others when required;
  - (d) ensuring the Board reviews any loans or investments on an annual basis;
  - (e) making the Association's filings respecting taxes.
- (2) The Treasurer may delegate to another director or an employee of the Association (such as the Executive Director) the actual performance of the duties listed in subsection (1), above.

*Duties of the Secretary*

- 77(1) The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) conducting the general correspondence of the Board and the Association;
  - (b) issue notices of general meetings and director meetings;
  - (c) taking and keeping minutes of all meetings of the Association and directors;
  - (d) have custody of all records and documents of the Association in accordance with the Act, except those required to be kept by the Treasurer;
  - (e) ensuring the filing of the Association's annual report each year;
  - (f) have custody of the common seal of the Association, if applicable;
  - (g) maintain the register of members.
- (2) In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary for that meeting.
- (3) The Secretary may delegate to another director or an employee of the Association (such as the Executive Director) the actual performance of the duties listed in subsection (1), above.

#### *Duties of the Executive Director*

78(1) In addition to any duties that the Treasurer or Secretary may assign or delegate to the Executive Director, the Executive Director is responsible for doing, or making the necessary arrangements for, the following:

- (a) to direct and manage the Association's administrative office, and the general administration of the Association;
- (b) to advise the directors on any matter they may determine to be relevant to the Association;
- (c) to act as the Returning Officer for elections when appointed by the Board pursuant to bylaw 48.

#### *Signing officers*

79(1) The Board may appoint two or more officers to be appointed annually as the Signing Officers of the Association.

(2) In addition to the officers appointed pursuant to subsection (1), the Board may also appoint the Executive Director and the Director of Communications and Member Services to be a Signing Officer.

(3) Except for funds that are required for the normal operation of the administrative office, all cheques issued on behalf of the Association shall bear the signatures of a least two of the appointed Signing Officers.

(4) Whenever practical the Executive Director should be one of the two co-signing Signing Officers.

## **PART 6 — BOARD MEETINGS**

#### *Meetings of the Board*

80(1) Pursuant to section 54 [*proceedings of directors*] of the Act, the directors may meet at the places they think fit to conduct business, adjourn and to otherwise regulate their meetings and proceedings.

(2) Meetings of directors (or of committees) may be face-to-face or conducted by electronic means so long as:

- (a) it is possible to confirm the attendance of those participating by electronic means,
- (b) all participants can hear each other at the same time, and

- (c) any vote given by such participants can be accurately recorded.
- (3) The directors may approve policies and procedures to govern the conduct of Board meetings, including the calling of and conduct of an in-camera meeting.

*Calling a Board meeting*

81. A meeting may be called by the President or by any two other directors.

*Notice of a Board meeting*

82(1) At least two days' notice of a Board meeting must be given, unless all the directors agree to a shorter notice period.

(2) No formal notice of a Board meeting shall be necessary if all the directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

*Notice of first meeting*

83. For a meeting of the Board held immediately following the appointment of a director or the election of directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, so long as a quorum of the directors is present at that meeting.

*Notice of other Board meetings*

84(1) For the purposes of issuing a notice of other than the first Board meeting, the Association may send that notice by mail or electronic means to the last recorded mailing or email address of the director.

(2) The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the subsequent meeting.

*Scheduled Board meetings*

85(1) Notwithstanding the notice requirements of bylaw 84, the Board may on unanimous consent, select a day or days in any month or months for regular, scheduled meetings of the Board, and at any hour or place to be named.

(2) No notice need be sent for regular Board meetings scheduled pursuant to subsection (1), so long as the schedule has been provided to directors prior to the first scheduled meeting.

*Temporary absence from BC*

86(1) A director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, fax or email, of any Board meeting and may at any time withdraw the waiver.

(2) Until a director's waiver is withdrawn,

- (a) a notice of a Board meeting is not required to be sent to that director, and
- b) all meetings of the directors of the Association, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

### *Chairing Board meetings*

87(1) The President is the chair of all meetings of the Board.

(2) If at a meeting of the Board the President is not present within 15 minutes after the time appointed for holding that meeting, the vice President must act as chair.

(3) If neither the President or Vice-President are present within 20 minutes after the time appointed for holding that meeting, the directors present at the meeting may then choose one of their number to be the chair at that meeting.

### *Quorum*

88. The quorum for the transaction of business at Board meeting is a simple majority (50% plus one) of the directors then in office.

### *Resolutions*

89. A resolution proposed at a Board meeting or committee of directors must be seconded, and the chair of a meeting may move or propose a resolution.

### *Voting on resolutions*

90(1) Unless these Bylaws require a special resolution, all questions arising at a Board meeting or committee of directors must be decided by a simple majority of votes, and each director is entitled to one vote.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

(3) A declaration by the chair that a resolution has been carried or defeated and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### *Board minutes*

91(1) The Executive Director or the Secretary must ensure that the Minutes of each Board meeting are recorded, prepared and distributed to the Board in a timely fashion.

(2) After the Minutes of a Board meeting have been approved, the Executive Director or Secretary must file the approved Minutes in the Records Book at the Association's registered office.

### *Written consent resolutions signed in counterpart*

92(1) A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

(2) Resolutions may be signed in counterpart and the signed resolution may be delivered to the board by mail, fax or email.

### *Signing authority*

93. A contract or other record to be signed by the Association must be signed on behalf of the Association

(a) by the President together with one other director,

(b) if the President is unable to provide a signature, by the Vice-President together with one other director,

(c) if the President and Vice-President are both unable to provide signatures, by any two other directors authorized by the Board to sign the record on behalf of the Association.



*Employee remuneration*

94. The directors must fix the remuneration of the employees of the Association.

**PART 7 — COMMITTEES**

*Standing committees*

95(1) The following are the standing committees of the Association:

- (a) Scientific Committee [Lab Expo / PDC];
- (2) Any other committee established by the Board is a “special committee” of the Association.

*Appointment of committees and chairs*

96(1) Subject to the provisions in this Part, the Board may by resolution

- (a) establish any committee consisting of such members as the Board may appoint,
  - (b) designate a Member of the committee to be the chair of that committee, and
  - (c) delegate its powers to, assign tasks or otherwise set the mandate (terms of reference) for that committee.
- (2) In acting under clause (1)(c), the Board may delegate only those of its powers to a committee that are not otherwise to be exercised only by the Board pursuant to the Act or these Bylaws.
- (3) A committee must
- (a) conform to any rules imposed on it by the Board, including its terms of reference, and
  - (b) report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done.

*Duties of a chair*

97(1) The chair of a committee is responsible for the setting the agenda and proper procedures for calling and running the meetings of the committee.

(2) If at a meeting of a committee the chair is not present within 15 minutes after the time appointed for holding the meeting, the committee members present may choose one of their numbers to be the chair of the meeting.

*Conduct of committee meetings*

98(1) The members of a committee may meet and adjourn as they think proper, and for these purposes bylaws 80 to 92 that apply to Board meetings also apply to committee meetings.

*Mandate of the Scientific Committee*

99. The mandate of the Scientific Committee [Lab Expo / PDC] is as follows:

- (a) to work with the staff at the Pacific Dental Conference (PDC) to help finalize the scientific agenda at the Association’s Lab Expo which is held in conjunction with the PDC;
- (b) to assist in the acquisition of exhibitors at the Lab Expo;
- (c) to work with the Association staff and the Board to promote the Lab Expo and the PDC to Dental Technologists in Western Canada.

## **PART 8 — ADMINISTRATION AND FINANCE**

### *Fiscal year*

100. The fiscal year of the Association shall start and end on the dates as may be determined by the Board from time to time.

### *Meeting procedures*

101. The most recent edition of the *Roberts Rules of Order* govern all procedures and matters not addressed in the Act or these Bylaws in relation to either general meetings of the membership or Board or committee meetings.

### *Common seal*

102(1) The directors may provide a common seal for the Association and may destroy a seal and substitute a seal in its place.

(2) The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of any of the following:

- (a) the President and Secretary;
- (b) the President and Treasurer;
- (c) the President and the Executive Director;
- (d) the Executive Director and any other director so named by the Board.

### *Borrowing and debentures*

103(1) In order to carry out the purposes of the Association the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

(2) A debenture must not be issued without the authorization of a special resolution approved by the membership.

(3) The members may, by special resolution, restrict the borrowing powers of the directors, but any such restriction so imposed expires at the next annual general meeting.

### *Association's registered address*

104. Pursuant to section 12(1) [*statement of directors and registered office*] of the Act, the registered (or head) office of the Association shall be located in the Province of British Columbia at such address as the Board may determine from time to time in accordance with section 19 [*change of registered office*] of the Act.

### *Methods of notifying Members*

105. A notice required under the Act or these Bylaws may be given to members, either personally or sent by mail or by email at the member's registered address or email address, and all notices previously sent by email are valid.

*Deemed giving of notice sent by mail*

106. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

*Posting of notices as an alternative method*

107. If a notice to the membership is posted at the Association website, that method of notifying the membership and the notice itself is deemed to have been properly issued and need not be given personally or sent by mail, registered mail or email as per bylaw 105.

*Copy of constitution and bylaws*

108(1) On being admitted to membership, each member is entitled to, and the Association must give the member without charge, a copy of the constitution and bylaws of the Association.

(2) An up-to-date, office consolidated version of the Association's constitution and bylaws shall also be posted at the Association's website and referring a new member to that link constitutes compliance with subsection (1).

*Amending the constitution and bylaws*

109. Pursuant to Part 2, Division 3 [*alterations to constitution and bylaws*] of the Act, the constitution and the bylaws of the Association may be amended by special resolution.