

BY-LAW NUMBER 2010.08

A by-law relating generally to the conduct of the affairs of
THE ROYAL COLLEGE OF DENTISTS OF CANADA

ARTICLE 1

INTERPRETATION

1.1 Definitions

In these By-laws, the terms set out below have the following respective meanings:

“**Annual General Meeting**” means the annual meeting of the College;

“**Appointed Council member**” means the Registrar, Secretary-Treasurer and such other individuals appointed to Council from time to time;

“**Auditor**” means the auditor of the College;

“**By-laws**” means these By-laws and all other By-laws of the College from time to time in force and in effect;

“**Charter Fellow**” has the meaning ascribed to it in Section 6 of the Constitution;

“**College**” means the Royal College of Dentists of Canada;

“**Constitution**” means *An Act to Incorporate the Royal College of Dentists of Canada* (Canada) assented to March 18, 1965;

“**Council**” means the Council of the College elected and holding office in accordance with the provisions of the By-laws;

“**Council member**” has the meaning ascribed to it in Section 0;

“**Council Representative**” has the meaning ascribed to it in Section 12.2

“**Dental Regulatory Authority**” Provincial and Territorial Organizations responsible for licensing and registration of dentists and dental specialists within their jurisdictions. They are represented by the umbrella organization Canadian Dental Regulatory Authorities Federation (CDRAF).

“**Diploma**” is the document issued to members upon their admittance to the College as Fellows or Members;

“**Elected Council member**” means the Council members and the executive officers.

“**Electing member**” has the meaning ascribed to it in Section 0.

“**Examination**” means the examinations required by the College for admission to Fellowship as is described in Section 8(1) of the Constitution and includes, to the extent applicable the National Dental Specialty Examination (NDSE) and the Dental Sciences Fellowship Examination;

“**Executive Officers**” has the meaning ascribed to it in Section 13.1;

“**Fellow**” (FRCD(C)) means a person who is a dentist who has successfully completed a Fellowship Examination, has been awarded a fellowship diploma, has subscribed to the declaration, has paid the prescribed fees, is in good moral and ethical standing in the profession, has graduated from a post-graduate program acceptable to the College, and is associated with a specialty recognized by the Canadian Dental Association or possesses special qualifications in the dental sciences as may be determined by Council;

“**Fellow Elect**” means a dentist who has passed the required examination(s); who has applied to the College to become a Fellow; has had that Fellowship application approved by the Nomination Committee of the RCDC and is awaiting convocation to become a Fellow;

“**Honourary Fellow**” (FRCD(C)(Hon.) has the meaning ascribed to it in Section 7 of the Constitution;

“**Immediate Past President**” means the immediate past president of the College;

“**Life Fellow**” means a Fellow, or Charter Fellow whose membership in the College is in good standing, is fully retired from active practice and has been designated as such by Council;

“**Life Member**” means a Member whose membership in the College is in good standing, is fully retired from active practice and has been designated as such by Council;

“**Member**” (MRCD(C)) means a person who is a dentist who has been awarded a membership certificate by the College prior to January 1, 1995, in particular a dentist who was certified as a specialist in a recognized specialty by a provincial licensing body prior to January 1st, 1973, and who made application to the College prior to the 31st of December, 1983; or a dentist who successfully completed the examination required by the College for admission to membership and had been admitted to the College as a Member prior to January 1, 1994; and who also has subscribed to the declaration, has paid the prescribed fees, is in good moral and ethical standing in the profession, has graduated from a post-graduate program acceptable to the College, and is associated with a specialty recognized by the Canadian Dental Association or possesses special qualifications in the dental sciences as may be determined by Council;

“**members**” means Council members (being Elected Council members and Appointed Council members), Electing members (being Fellows, Charter Fellows and Members (MRCD(C)) and Non-Electing members (being Honourary Fellows, Life Fellows, Life Members, Fellows Elect and the Public members);

“**National Dental Specialty Examination (the “NDSE”)**” means the examination established, set, administered and owned by the College as described in Section 10(3) of the Constitution that may be used by the Provincial Dental Regulatory Authorities to identify those qualified for registration as a specialist in their jurisdictions;

“**Non-Electing member**” has the meaning ascribed to it in Section 0;

“**President**” means the president of the College;

“**Public Member**” means the person elected by Council to represent the public interest in the discussions of Council

“**Secretary-Treasurer**” means the secretary-treasurer of the College;

“**Special Certificate**” was formerly offered. It is not longer offered.

“**Special Examinations**” are no longer offered.

“**Registrar**” means the registrar of the College;

“**Vice-President**” means the vice-president of the College; and

1.2 Interpretation - In these By-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine or neutral gender, as the case may be, and vice versa, and references to persons shall include individuals, firms and corporations. The division of these By-laws into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof. Unless otherwise provided, each reference to a “Schedule”, “Article” or a “Section” is to the corresponding schedule, article or section of these By-laws.

ARTICLE 2 GENERAL

2.1 Head Office - The head office of the College shall be in that city of Canada as determined by Council from time to time.

2.2 Seal - The Seal, as it appears on Schedule B, shall be the Seal of the College.

2.3 Books and Records - The Registrar shall see that all necessary books and records of the College required by the Constitution, the By-laws, and any other applicable statutes or laws are regularly and properly kept.

2.4 Diplomas - Each Diploma issued by the College shall be in the form of Schedule C and remain the property of the College.

2.5 Gowns and Caps - The gowns and caps to be worn by each of the following types of members at formal ceremonies shall be as follows:

(a) Fellows, Charter Fellows and Honourary Fellows (including Life Fellows) -

The gown shall be black material, pleated from shoulders to bottom, shirred on the back with "Smaragd" green velvet facings four inches wide. The green is to carry around the back of the gown finished in a V-neck in the centre of the yoke at the back. The length of the gown shall be approximately 10 inches from the floor. The mortar board, when and if worn, shall be black with black tassel.

(b) President - The gown shall be the same as the Fellow's, but with a gold band outside of the green facing. The President's hat shall be a black velvet mortar board, with gold tassel and one inch gold bullion braid on the head band of the hat.

(c) Vice-President - The gown shall be the same as the President's, but the gold band narrower. The mortar board shall be black velvet with gold tassel.

(d) Registrar - The gown shall be the same as the Vice President's, but the gold band narrower. The mortar board shall have a black tassel.

(e) Immediate Past President - The gown shall be the regular Fellow's gown. The velvet mortar board, with the gold bullion on the headband, shall be retained, but the gold tassel shall be replaced with a black tassel.

2.6 Fees and Dues

(a) Examination Fees - Council may set and, from time to time, alter the fees payable under the By-laws.

(b) Annual Dues

(i) The annual dues shall be set by Council and reviewed annually. Dues are payable on the 1st of January each year. Non-payment of dues by January 31st shall constitute being in arrears.

(ii) After notification, by mail, that dues are in arrears, if dues are still not paid within an additional 30 days, Fellow or Member shall be automatically suspended for non-payment and he or she shall be so informed by registered letter.

(iii) Council may grant, on application by a Fellow or Member, exemption or partial exemption from the payment of annual dues due to curtailment of income by reason of ill health, or partial or full-retirement from practice or other gainful occupation, or other reasons acceptable to Council.

(c) Retirement - Annual dues may cease to be levied when a Charter Fellow, Fellow or Member who is in good standing, and who has fully retired from active

practice makes a written application to become a Life Member or Life Fellow and such application is accepted by Council.

2.7 Fiscal Year - The fiscal year of the College shall terminate on the 31st day of March in each year.

ARTICLE 3 MEMBERS

3.1 Membership - Membership shall be limited to persons interested in furthering the objects of the College and who otherwise meet the requirements of these By-laws. The membership of the College shall consist of three classes:

(a) “**Council**” is comprised of the Executive Officers, Council members, a Public Member and Appointed Council members. For further clarification, “Council members” are those members elected by the Electing members, representing the each of the dental specialties recognized by the Canadian Dental Association and one member elected by the dental sciences group. Elected Council members shall have the right to vote on all matters brought before the members. The Public Member and the Appointed Council members shall be entitled to notice of and to attend all meetings of the members but shall not be entitled to vote at any such meeting;

(b) “**Electing members**” are comprised of Charter Fellows, Fellows and Members, each of whom shall be entitled to nominate, and to elect Council members and attend meetings of the members but shall not be entitled to vote at any such meeting; and

(c) “**Non-Electing members**” are comprised of Honourary Fellows, Life Fellows, Fellows Elect and Life Members each of whom shall be entitled to notice of and to attend meetings of the members but shall not be entitled to vote at any such meeting.

3.2 FRCD(C) and MRCD(C) - Fellows and Charter Fellows shall have the abbreviated title FRCD(C) and Members shall have the abbreviated title MRCD(C) and shall be entitled to keep such designation subsequent to having retired.

3.3 FRCD(C)(Hon.) – Honourary Fellows shall have the abbreviated title FRCD(C)(Hon.)

ARTICLE 4 MEMBERS’ MEETINGS

4.1 Annual General Meetings of the members - An Annual General Meeting shall 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. All members, shall be entitled to receive notice of and to attend each Annual General Meeting. At every Annual General Meeting, in addition to any other business that may be transacted:

(a) the financial statements and report of the Auditor shall be presented to the members;

- (b) the names of the candidates who have been elected to Council shall be announced; and
- (c) one or more auditors shall be elected.

4.2 Special General Meetings of the members - The President, the Secretary-Treasurer, any three Elected Council members, or any 30 Electing members shall have the power to call a special general meeting of the members to consider any special business of the College.

4.3 Notice of members' Meetings - Notice of the time and place of all meetings of members shall be given not less than 30 days before the day on which the meeting is to be held. Notice of a meeting of members where special business will be transacted shall contain sufficient information in order to reasonably apprise each member of the nature of the business to be transacted at such meeting. The statutory declaration of the Secretary-Treasurer or President that notice has been given in accordance with these By-laws shall be sufficient and conclusive evidence of the giving of such notice.

4.4 Place of Meetings - Meetings of members shall be held at the head office of the College or at any place as may be determined by Council.

4.5 Error and Omission in Notice - No error or omission in giving notice of any meeting of members shall invalidate such meeting or invalidate or make void any resolutions passed or proceedings taken at such meeting.

4.6 Meetings Without Notice – Notwithstanding Section 4.3, a meeting of members may be held at any time and place without notice if all Council members are present or if not present, either before or after the meeting, waive notice or otherwise consent in writing or by facsimile or other means of recorded electronic communication addressed to the Secretary-Treasurer to such meeting being held, and at such meeting any business may be transacted which the College may transact at any meeting of members, provided that a quorum is present.

4.8 Addition of Agenda Items – Requests from members for items of new business to be added to the agenda of an Annual General Meeting must be received by the President in writing at least 60 days before the day on which the meeting is to be held.

4.9 Adjourned Meetings - Any meeting of members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Notice of an adjourned meeting of the members is not required if the time and place of the adjourned meeting is announced at the original meeting. Such adjournment may be made notwithstanding that no quorum is present.

4.10 Meetings by Teleconference – Any one or more members, up to and including all members, may participate in a meeting of the members by such telephone conference facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other, if meetings of the members by teleconference have been approved by a resolution passed by the Council, or in the absence of such a resolution, if a majority of the

members so consent. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the members or with respect to only a specific meeting of the members. A quorum shall be established and votes shall be recorded by voice or televisual identification of each member by a roll-call of members participating in the meeting.

4.11 Meeting by Other Electronic Means – In addition to the manner of a meeting provided for in Section 4.10, any one or more members, up to and including all of the members, may meet by any other electronic means that permit each member to communicate adequately with each other, provided that the members have passed a resolution addressing the mechanics of holding such a meeting, including how security issues should be handled and the procedure for establishing a quorum and recording votes and provided further that a majority of the members have consented in advance to meeting by electronic means. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the members or with respect to only a specific meeting of the members. Each member must have equal access to the electronic means of communication to be used.

4.12 Chairing Meetings- The President or, in the President’s absence, the Vice-President, shall be the chair at all meetings of the members. If no such person is present within 15 minutes from the time fixed for holding the meeting, Council members present shall choose one of their number to be the chair of the meeting.

4.13 Quorum - A quorum for a meeting of members shall consist of a majority of the Elected Council members present in person or through teleconference or other electronic means. No business shall be transacted at any meeting of the members unless a quorum is present at the commencement of and at such time that the business is conducted.

4.14 Voting - Only Elected Council members shall be entitled to vote at meetings of the members. Unless the Constitution or the By-laws otherwise provide, each Elected Council member present in person or through teleconference or other electronic means shall, at any meeting of the members, be entitled to one vote on each question.

4.15 Votes to Govern - Unless otherwise required by the Constitution, By-laws or otherwise by law, at any meeting of members every question shall be determined by a majority of the votes of the Elected Council members duly cast on the question. In the case of an equality of votes, either upon a show of hands or upon a poll, the chair of the meeting shall declare the motion lost.

4.16 Show of Hands – Unless an Elected Council member demands a ballot, each motion shall be voted upon by a show of hands or in the case of meetings by teleconference or other electronic means, the procedure for recording votes designated by the procedure for recording votes designated by resolution of the elected Council members or in the absence of such a resolution as designated by the chair of the meeting. Upon a show of hands, each Elected Council member shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a vote by ballot is demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact

without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Elected Council members upon the said question.

4.17 Vote By Ballot – Prior to the chair of the meeting calling for a vote on a question, an Elected Council member may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the chair of the meeting shall direct or in the case of meetings by teleconference or other electronic means in such a manner that produces a paper record. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. Upon a vote by ballot, each member entitled to vote, present in person or through teleconference or other electronic means, shall have one vote. The votes shall be counted by the Registrar and Secretary-Treasurer or a person appointed by the meeting. The result of the vote by ballot shall be the decision of the Elected Council members upon the said question.

4.18 Resolutions in Writing – Notwithstanding any other provision of the By-laws to the contrary, a resolution in writing signed by all of the Elected Council members on that resolution is as valid as if it had been passed at a meeting of such members. Such resolution in writing may be signed by counterpart and satisfies all the requirements of the By-laws relating to meetings of members.

4.19 Persons Entitled to be Present at Meetings of members – The only persons entitled to attend meetings of member shall be the members, the Auditor, the Public Member, two representatives appointed by the Canadian Dental Regulatory Authorities Federation (CDRAF), two representatives appointed by the Commission on Dental Accreditation of Canada (CDAC) and two representatives appointed by the National Dental Examining Board of Canada (NDEB), and two members appointed by the Association of Canadian Faculties of Dentistry (ACFD/AFDC), and others who are entitled or required under any provision of the Constitution or Bylaws to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only Electing members and members of Council will have the right to speak at such meetings although others present at such meetings in accordance with the Constitution or By-laws shall be allowed to speak with the consent of the meeting.

4.20 Rules of Order – Each meeting of members shall be governed by such rules of order as have then most recently been adopted by Council pursuant to Article 21 or if none have been adopted, such rules of order as are approved at such meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the Constitution or the Bylaws, the provisions of the Constitution or the By-laws shall prevail.

ARTICLE 5 APPLICATION FOR EXAMINATION OR FELLOWSHIP

5.1 Application for Examination – Each applicant for Examination shall:

- a) Submit evidence of:
- i. having completed or being, at the time of taking the examination, in the final year of a dental specialty training program which, during the course of the candidate's enrolment in the program, was accredited by the Commission on Dental Accreditation of Canada or an accreditation body with which the Commission on Dental Accreditation of Canada has a reciprocal accreditation agreement; or
 - ii. having completed or being, at the time of taking the examination, enrolled in a Dental Specialty Assessment and Training Program (DSATP) for internationally trained dental specialists which, during the course of the candidate's enrolment in the DSATP, was a part of a specialty training program accredited by the Commission on Dental Accreditation of Canada or an accreditation body with which the Commission on Dental Accreditation of Canada has a reciprocal accreditation agreement, and having approval from the program director or the Dean, in the form of a letter, stating that the applicant is prepared academically to sit the examination; or
 - iii. having currently completed at least twelve months as a full-time academic staff member at a Canadian dental faculty at the rank of Assistant Professor or higher, and who is maintaining that position, and who has been nominated by the Dental Regulatory Authority in the Province where they are registered, and who provides the Royal College of Dentists of Canada's Registrar a letter from the program director of the applicant's specialty at the Faculty of Dentistry, or from the Dean of the Faculty of Dentistry stating that the applicant's clinical skills and knowledge are equivalent to those of an individual who has completed a specialty program in the same discipline which is accredited by the Commission on Dental Accreditation of Canada or by an accreditation body with which the Commission on Dental Accreditation of Canada has a reciprocal accreditation agreement.
 - iv. for the Dental Sciences Fellowship Examination, copies of degrees completed and a curriculum vitae containing information on past and current contributions to the dental sciences,
- b) Submit the prescribed application form together with the requisite documentation to the Registrar by the prescribed date and;
- c) Pay the examination and application fees;

5.2 Application for Fellowship – Each applicant for Fellowship shall:

- a) Have passed the National Dental Specialty Examination in his/her specialty or in the case of Dental Sciences, the Dental Sciences Fellowship Examination;
- b) Submit the prescribed application form to the Registrar;
- c) Submit acceptable proof of program completion from a dental specialty training program which, during the course of the candidate's enrolment in the program, was accredited by the Commission on Dental Accreditation on Canada or an accreditation body with which the Commission on Dental Accreditation on Canada has a reciprocal accreditation agreement, confirming that he/she has satisfied all program requirements; and
- d) Submit evidence of moral and ethical standing in the profession in the form of a reference letter from the Dean or his/her designate of the specialty training

program of a Dental Specialty Assessment and Training Program (DSATP) which he/she has completed, or a letter from the Registrar of the Dental Regulatory Authority in the jurisdiction in which he/she is currently practicing.

5.3 Review by the Registrar - Each application for Examination or Fellowship shall be reviewed by the Registrar.

5.4 Credentials do not meet criteria - Where an applicant's credentials do not appear to meet the criteria established by the Credentials Committee and approved by Council, the Registrar shall notify the chair of the Credentials Committee who shall convene the committee to review the application.

5.5 Provision to seek additional information - The Registrar may, at his/her discretion, after referral to the Credentials Committee and in consultation with the Chair of the Credentials Committee, seek clarification from the authors of the reference letters, or seek additional information from: the applicant's specialty program director or hospital training site; representatives of professional associations in the applicant's jurisdiction; the courts; or other legal authorities.

5.6 Misconduct or criminal offence - Where the Registrar determines that an applicant may have committed an act of academic or professional misconduct or may have acted in a manner that would otherwise bring the College into disrepute, or may have been convicted of a criminal offence relevant to professional practice, the Registrar shall notify the chair of the Credentials Committee who shall convene the committee to review the application.

5.7 Review by the Credentials Committee - Where the Credentials Committee reviews the application and determines that an applicant's credentials do not meet the criteria established by the Credentials Committee and approved by Council, or that the applicant has committed an act of academic or professional misconduct or has acted in a manner that would bring the College into disrepute, or has been convicted of a criminal offence relevant to professional practice, the chair of the Credentials Committee shall advise the applicant in writing of such determination and the applicant shall have the opportunity to deliver a written submission to the Credentials Committee. After considering such written submission, if any, the Credentials Committee shall render a final decision, following which the chair of the Credentials Committee shall give written notice to the applicant of such decision and shall notify the President and the Registrar.

5.8 Finding of misconduct or criminal offence - Where an applicant has been found to have committed an act of academic or professional misconduct or to have acted in a manner that would otherwise bring the College into disrepute, or to have been convicted of a criminal offence relevant to professional practice, the Registrar may decide that the applicant is not eligible to apply for Examination or Fellowship, as the case may be.

5.9 Penalties - Any applicant for Examination or Fellowship found to be ineligible by the Registrar shall thereby forfeit all of his/her rights and privileges as an applicant for examination or fellowship, and shall, if applicable, surrender his/her Diploma or Special Certificate.

5.10 Application for status to be restored - Any applicant for Examination or Fellowship

found to be ineligible for Examination or Fellowship by the Registrar may apply to Council to be restored to the status of an applicant for Examination or Fellowship, as the case may be.

ARTICLE 6

CENSURE, SUSPENSION OR EXPULSION OF A MEMBER

6.1 Misconduct or criminal offence - Where the Registrar determines that a member, may have committed an act of academic or professional misconduct or may have acted in a manner that would otherwise bring the College into disrepute, or may have been convicted of a criminal offence relevant to professional practice, the Registrar shall notify the President who shall convene Council to hear the allegation and render a decision on censure, suspension, or expulsion.

6.2 Inquiry for Misconduct - Where a member after due inquiry by Council is found by Council to have committed an act of academic or professional misconduct or to have acted in a manner that that would otherwise bring the College into disrepute, or has had his/her name removed from the membership list of the dental regulatory authority in any jurisdiction in Canada, or elsewhere, because of an act of professional misconduct, Council may by resolution censure, suspend or expel him/her from the College. Prior to rendering a decision, Council shall advise the member in writing of such allegations and the member shall have the opportunity to deliver a written submission to Council. After considering such written submissions, if any, Council shall render a decision, following which Council shall give written notice to the member of such decision and advise the member of the reasons for the decision.

6.3 Inquiry for Criminal Offence - Where a member after due inquiry by Council has been found to have been convicted of a criminal offence or has been censured or suspended by a dental regulatory authority in Canada or elsewhere or has had his/her name removed from the membership list of the dental regulatory authority in any jurisdiction in Canada or elsewhere because of any felonious or criminal conduct relevant to professional practice, Council may, by resolution, censure, suspend, or expel him/her from the College. Prior to rendering a decision, Council shall advise the member in writing of such allegations and the member shall have the opportunity to deliver a written submission to Council. After considering such written submissions, if any, Council shall render a decision, following which Council shall give written notice to the member of such decision and advise the member of the reasons for the decision.

6.4 Penalties - Any member who is censured, suspended or expelled shall thereby forfeit all his/her rights and privileges and shall where applicable:

- (a) surrender his or her Diploma or Special Certificate;
- (b) be removed from the roll;
- (c) be listed on a suspension notice sent out to Dental Regulatory Authorities in Canada and to the equivalent of the dental regulatory authority in the jurisdiction of his/her last known practice location;
- (d) forfeit his/her privileges, if any, of voting for the election of a member to Council;
- (e) forfeit his/her privileges, if any, of serving as a member of Council or a member

of a committee; and
(f) forfeit the privilege of serving as an examiner.

6.5 Application for reinstatement - Any member who has been suspended or expelled by resolution of Council may provide a letter requesting that he/she be reinstated by Council and, if he/she does so, shall provide written documentation to Council supporting his/her request.

6.6 Suspension for failure to pay dues - A member who is suspended for nonpayment of dues may request reinstatement by the Registrar at anytime. In order to be reinstated, back payment of the lesser of the actual dues owing or five times the current year's dues together with the prescribed reinstatement fee will be required.

6.7 Reinstatement from expulsion - Upon application for reinstatement, a member who has been expelled may be reinstated by resolution of Council and Council, as a term and condition precedent to reinstatement, may require the member to re-write the appropriate examination(s), part of an examination, or satisfy such other appropriate terms and conditions as may be determined by Council.

ARTICLE 7 COUNCIL

7.1 Number - At all times, Council shall consist of the Executive Officers, the Council members elected pursuant to 7.3, the Appointed members, and a Public Member.

7.2 Qualification - Each member of Council (except in the case of the Appointed Council members, and the Public Member) must have been a Fellow for at least three years, in good standing and domiciled in Canada and (except in the case of the Immediate Past-President) engaged in one or more of the following on a full- or part-time basis: clinical practice, research, teaching, or a related activity in dentistry or dental sciences. Council shall elect the Public Member. A person's place on Council will become vacant if he or she is unable to meet at any time any of the above conditions.

7.3 Election of Council members - The process for electing Council members shall be as follows:

(a) Nominations for Council members shall be sought by a letter from the chair of the Nomination Committee to all Electing members in the applicable specialty, sent at least 130 days prior to the Annual General Meeting.

(b) Nominations may be made by any three Electing members in good standing from the applicable specialty, with the agreement of the candidate. All such nominations must be delivered to the Secretary-Treasurer no later than the date which is 100 days prior to the Annual General Meeting.

(c) Nominations may also be made by the Nomination Committee in consultation with the outgoing Council member. All such nominations must be delivered to the Secretary-Treasurer no later than the date which is 100 days prior to the Annual

General Meeting.

(d) 90 days prior to the Annual General Meeting, the list of duly nominated candidates will be circulated to all Electing members in the applicable specialty in ballot form for a mail vote. Electing members may vote only in respect of candidates from their specialty.

(e) Ballots must be received by the Secretary-Treasurer within 30 days after the day that the list of duly nominated candidates was mailed to the Electing members.

(f) The Registrar and/or the Secretary-Treasurer and a sworn witness shall act as the scrutineer(s) to the counting of all ballots.

(g) If, a tie for the most votes results between candidates within a particular specialty, all remaining candidates except those who have tied shall be dropped from a second ballot which will then be circulated to all Electing members of the particular specialty.

(h) Second ballots must be received by the Secretary-Treasurer within 30 days after the day that the list of remaining candidates was mailed to the Electing members.

(i) All candidates shall be advised of the outcome of the elections 20 days or more before the Annual General Meeting.

(j) The results of the election are to be announced at the Annual General Meeting.

7.4 Election of Public member -

Election of Public member- Nominations for Public Member shall be sought by a letter from the chair of the Nomination Committee to all Voting members (the 'Nomination Notice'), sent at least 130 days prior to the Annual General Meeting. The Nomination Committee shall receive and review nominations for the Public Member, which nominations must be received by the Nominations Committee within 30 days of the issuance of the Nominations Notice. Nominations for Public Member may be made by any three Voting members in good standing, with the agreement of the candidate. Nominations may also be made by the Nomination Committee in consultation with the Executive Committee. After reviewing all nominations, the Nomination Committee shall forward to the Secretary-Treasurer no later than 70 days prior to the Annual Meeting of Council, all names of those individuals nominated and qualified to serve as the Public Member. At least 60 days prior to the Annual Meeting of Council, the names of the proposed Public Member forwarded by the Nomination Committee will be circulated to all Council members. Council shall elect the Public Member from the list of nominees by means of a duly called vote by mail or electronic ballot. Election shall be by simple majority of voting Council members. In the case of a single candidate, if Council does not elect the nominated individual, new nominations must be sought.

7.5 Term -Each Council member, and the Public Member, may hold office for three years and shall not be eligible for such office for more than two terms, except where he/she has been elected as Council Representative to the Executive Committee, in which case his or her second term may be extended for one additional year.

7.6 Vacation of Office - In the event of the death of a Council member or the inability of a Council member to serve a complete term for any reason, the Executive Committee shall appoint the Chief Examiner from that Elected Council member's specialty to sit on the Council until such time as a new Council member is elected. Upon election as an

Officer, the vacant Council position shall be filled as soon as practical through nomination and appointment or election process outlined in section 7.3.

7.7 Duties of Council - Council shall be responsible for:

- (a) the general conduct of the affairs of the College;
- (b) the enactment, amendment, suspension, or repeal of By-laws, in accordance with Article 22;
- (c) the management of funds of the College and the establishment and collection of fees and dues;
- (d) the election of the Executive Officers and the appointment of an Executive Committee;
- (e) the approval of applicants for Fellowship
- (f) the appointment of a Credentials Committee;
- (g) the appointment of an Examinations Committee;
- (h) the appointment of a Nominations Committee;
- (i) the appointment of other committees as Council determines to be necessary or desirable;
- (j) the appointment of an Auditor; and
- (k) any other duties not provided for in the Constitution or elsewhere in the By-laws.

7.8 Financial Statement – The Executive Committee on behalf of Council shall issue annually to the members a financial statement which it has approved made up to the end of the immediately preceding fiscal year end. Such financial statement shall be in such form as shall, from time to time, be determined by Council and shall contain a summary of the assets and liabilities of the College and a general statement of receipts and expenditures for such fiscal year. The Auditor's report shall be attached to the financial statement.

ARTICLE 8 MEETINGS OF COUNCIL

8.1 Annual Meetings of the Council - An annual meeting of Council shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual meeting of Council. At every annual meeting of Council, in addition to any other business that may be transacted:

- (a) the budget and other financial projections shall be presented to the Council members by the Registrar;
- (b) the Registrar shall report on membership
- (c) the Registrar shall provide the list of applicants to be approved for Fellowship;
- (d) the Examiner in Chief shall report on the numbers of candidates for Fellowship and Examination who were successful;
- (e) the Elected Council members shall elect the Executive Officers and, if there are any vacancies, appoint the Appointed Council members.

8.2 Place of Meetings - Meetings of Council shall be held at the head office of the College or at any other place as may be determined by Council.

8.3 Number of Meetings - There shall one meeting per year or such greater number of meetings as is determined from time to time by Council. At all other times, Council shall be convened upon the call of the President. The President shall be required to call a meeting upon a written requisition signed by five Council members.

8.4 Requirement to Attend - If a Council member cannot attend a meeting, he/she may appoint a substitute to attend on his/her behalf. Normally the substitute for an Elected Council member will be the Chief Examiner in the specialty of the absent Elected Council member. If neither the Elected Council member nor the Chief Examiner is available, the Elected Council member may nominate a member in his/her specialty to attend the meeting on his/her behalf and advise the chair of the substitution. Substitutes will have the right to speak at such meetings and the right to vote.

8.5 Notice of Meeting - Written notice, shall be sent to each Council member not less than 30 days before the meeting. A written declaration of the Secretary-Treasurer that notice has been sent pursuant to these By-laws shall be sufficient and conclusive evidence of the sending of such notice.

8.6 Error or Omission in Notice - No error or omission in giving notice of any meeting shall invalidate such meeting or invalidate or make void any resolutions passed or proceedings taken at a meeting of Council. Any Council member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8.7 Meetings without Notice – A Council meeting may be held at any time or place without notice if all of the Council members are present in person, or if those who are not present, either before or after the meeting, waive notice or otherwise consent, in writing or by facsimile or other means of recorded electronic communication addressed to the Secretary-Treasurer, to such meeting being held, and at such meeting any business may be transacted which the College, at a meeting, may transact, provided that a quorum is present.

8.8 Adjourned Meetings – Any meeting may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Such adjournment may be made notwithstanding that no quorum is present.

8.9 Meetings by Teleconference – Any one or more Council members, up to and including all Council members, may participate in a meeting of Council by such telephone conference facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other, if meetings of the Council by teleconference have been approved by a resolution passed by the Council, or in the absence of such a resolution, if a majority of the Council members so consent. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Council or with respect to only a specific meeting of the Council. A quorum shall be established and votes shall be recorded by voice or tele-visual identification of each Council member by a roll-call of

Council members participating in the meeting.

8.10 Meeting by Other Electronic Means – In addition to the manner of a meeting provided for in Section 8.8, any one or more Council members, up to and including all of the Council members, may meet by any other electronic means that permit each Council member to communicate adequately with each other, provided that the Council has passed a resolution addressing the mechanics of holding such a meeting, including how security issues should be handled and the procedure for establishing a quorum and recording votes and provided further that a majority of the Council members have consented in advance to meeting by electronic means. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Council or with respect to only a specific meeting of the Council. Each Council member must have equal access to the electronic means of communication to be used.

8.11 Chairing Meetings - The President, or in the President's absence, the Vice-President, shall be the chair at all meetings. If no such Executive Officer is present within 15 minutes from the time fixed for holding the meeting, the Council members present shall choose one of their number to be chair of the meeting.

8.12 Quorum - At all meetings, a majority of Elected Council members shall constitute a quorum. Any Elected Council member who fails to attend two consecutive meetings shall be considered to have automatically resigned as a Council member unless Council determines that due to extenuating circumstances, the Council member should remain in office for the duration of his/her term or a portion thereof. The Executive Committee shall appoint the Chief Examiner in that Council member's specialty to serve until an election is held.

8.13 No Quorum Present - In the event that there is no quorum of Elected Council members present within 30 minutes of the time appointed for a meeting, the names of those Council members who are present shall be recorded by the Secretary-Treasurer and informal discussions may be held. Any decisions made at such an informal meeting are to be tabled at the immediately succeeding meeting for approval and may not be acted upon until such approval is given. In the event that there ceases to be a quorum of Council members during a meeting, those members of Council remaining may hold an informal discussion and, so long as three members of Council continue to be present, may call a subsequent meeting in accordance with Section 8.7. Any decisions made after there ceases to be a quorum are to be tabled at the immediately succeeding meeting for approval and may not be acted upon until such approval is given.

8.14 Votes to Govern – Each Elected Council member is authorized to exercise one vote on every motion at a meeting. Any question arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes at any Council meeting, the chair of the meeting shall declare the motion lost.

8.15 Show of Hands - Unless a Council member demands a ballot in accordance with Section 8.16, each motion shall be voted upon by a show of hands or, in the case of meetings by teleconference or other electronic means, by the procedure for recording votes designated by resolution or in the absence of such a resolution by the chair of the meeting. Whenever a vote by

show of hands shall have been taken upon a question, unless a vote by ballot is demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and any entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of Council upon the said question.

8.16 Vote by Ballot - Prior to the chair of the meeting calling for a vote on a question, a member of Council may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the chair of the meeting shall direct. In the case of meetings by teleconference or other electronic means, the vote may be taken by facsimile transmission or another method of communication which produces a paper record. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. Upon a vote by ballot, each member of Council present in person shall have one vote and the result of the vote by ballot shall be the decision of Council upon the said question.

8.17 Persons Entitled to be Present – The only persons entitled to attend meetings of Council shall be the Council members, two representatives appointed by the Canadian Dental Regulatory Authorities Federation (CDRAF), two representatives appointed by the Canadian Commission on Dental Accreditation (CDAC) and two representatives appointed by the National Dental Examining Board of Canada (NDEB), and two members appointed by the Association of Canadian Faculties of Dentistry (ACFD/AFDC), and others who are entitled or required under any provision of the Constitution or By-laws to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only Council members will have the right to vote and speak at such meetings although others present at such meetings in accordance with the By-laws shall be allowed to speak with the consent of the meeting but not to vote. For greater certainty, the only persons entitled to attend meetings of Council while matters relating to personnel, property, or examination results where individual names have to be revealed, or of litigation against the College, will be the Council members, others who are entitled or required under any provision of the Constitution or the By-laws to be present at the meeting and other persons admitted on the unanimous affirmative vote of those entitled to be present for those deliberations and the chair of the meeting shall designate all such discussions to be held ‘in camera’. Records of the decisions taken at the ‘in camera’ section of the meeting will be incorporated into the minutes of that Council meeting.

8.18 Rules of Order – Each Council meeting shall be governed by such rules of order as have then most recently been adopted by Council pursuant to Article 21 or if none have been adopted, such rules of order as are approved at such meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the Constitution or the Bylaws, the provisions of the Constitution or the By-laws shall prevail.

ARTICLE 9 DECLARATION OF INTEREST

9.1 Definitions

For the purposes of this Article 9:

- (a) two persons are partners if they have lived together for at least one year and have a close personal relationship that is of primary importance in both persons' lives; and
- (b) two persons are relatives if they are related by blood, marriage or adoption.

9.2 Interest in a Contract or Transaction

A member of Council who has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Council, or a member of Council who has knowledge that his/her partner or a relative has an interest, directly or indirectly, in any contract, censure, suspension, or expulsion of a member, transaction, proposed contract, proposed award of Fellowship, or proposed transaction under consideration by the Council shall:

- (a) declare to the Council the nature and extent of the interest as soon as possible and not later than the start of the meeting at which the matter is to be considered;
- (b) withdraw from the meeting when the matter is being discussed unless requested to remain by a vote of the remaining members of Council;
- (c) refrain from taking part in any discussion related to the matter unless requested to by the chair; and
- (d) refrain from voting on the matter unless permitted to vote by a majority of the members of Council who have not declared such an interest; provided that such interest is not a financial interest. Where the interest is financial, or censure, suspension or expulsion of a member or proposed award of Fellowship, the member of Council must withdraw from the meeting, may not participate in the discussion and may not vote on the matter.

9.3 Effect of Disclosure

A member of Council who has declared his/her interest in a contract or transaction or a proposed contract or transaction and who has not voted in respect thereof, shall not be accountable to the College, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such member of Council's interest therein.

9.4 Failure to Declare

Where the Council is of the opinion that a conflict of interest exists that has not been declared, the Council may declare, by a resolution carried by two-thirds of the members of Council present at the meeting, that a conflict of interest exists and in each such case the provisions of Section 9.2(a), (b), (c), (d) and the last sentence of Section 9.2, shall apply as if the member of Council had declared the interest.

9.5 Business Dealings with the Corporation

Members of Council shall inform the Secretary-Treasurer annually of their direct or indirect business dealings with the College. Such information shall be available to other

members of Council upon request.

ARTICLE 10 COMMITTEES

10.1 Committees - Council shall constitute from time to time the following committees, a Nomination Committee, a Credentials Committee, an Examinations Committee, an Executive Committee and such other standing or ad hoc committees and subcommittees as it deems desirable. (For the purposes of these By-laws, both committees and subcommittees created pursuant to this Section 10.1 are referred to as “**committees**”).

10.2 Composition of the Nomination Committee - The Nominations Committee shall consist of the Immediate Past President as chair, the Examiner-in-Chief and two other members of Council. The other members of Council each serve one-year terms, for a maximum of four years.

10.3 Responsibilities of the Nomination Committee - The duties of the Nomination Committee shall be to arrange for the preparation of a list of nominations for new Council members in a year when the terms of any Council members are to expire. This list shall be made available to the Secretary-Treasurer at least 100 days prior to the Annual General Meeting so that it may be circulated to the Electing members. The duties of the Nomination Committee shall also include the preparation of a list of nominees for Executive Officers and Council Representative in a year when the terms of any Executive Officers or Council Representative are to expire and a list of nominees for the Examinations Committee or any other Committee where any terms are expiring. These lists shall be submitted to Council.

10.4 Composition of the Credentials Committee - The Credentials Committee shall consist of the Vice-President, the Council Representative and the Registrar and where the Credentials Committee is assessing the credentials of an applicant for Fellowship or Examination, the Elected Member of Council for the specialty of the applicant. The chair of this Committee shall be the Vice-President.

10.5 Responsibilities of the Credentials Committee - The duties of the Credentials Committee shall be to:

- (a) develop from time to time for approval by Council criteria to be employed in the assessment of credentials and to recommend candidates for examination based on such an assessment;
- (b) seek information from any source or by any method it deems advisable in its assessment of the credentials of a candidate;
- (c) assess the credentials of those referred by the Registrar who are applying for permission to take the prescribed Examinations; and
- (d) assess the qualifications of those referred by the Registrar who are applying for Fellowship and make recommendations to Council for the awarding of such Fellowships.
- (e) report to Council on all assessments and recommendations

When making assessments, the Credentials Committee may consult Council and/or one or more Voting members from the relevant specialty. The Registrar shall be informed of and approve any inquiries contemplated by Sections 10.5(b) and (c).

10.6 Composition of the Examinations Committee - The chair of the Examinations Committee shall be the Examiner-in-Chief or his/her delegate. The Examinations Committee shall consist of the Examiner-in-Chief or his/her delegate who shall be Chair, the Associate Examiner-in-Chief, if one is appointed, and the Chief Examiner from each specialty and Dental Sciences or their designated alternates, two representatives from the Canadian Regulatory Authorities Federation (CDRAF), a Public Member, and the Chief Operating Officer of the College, or his/her delegate. The term of each Chief Examiner shall commence on January 1 after their appointment and run for a term of three years, renewable once.

10.7 Responsibilities of the Examinations Committee - The duties of the Examinations Committee shall be to:

- (a) develop for approval by Council examination structures and processes to ensure examinations of the highest quality;
- (b) assist with training and standardization of examiners through all specialties; and
- (c) receive and review psychometric information to assist with future examination development.

10.8 Other Committees – The membership, powers, duties, functions, scope and specific charge of other standing or ad hoc committees referred to in Section 10.1 shall be prescribed by Council in the enabling resolutions, and such committees shall terminate at the next Annual General Meeting unless otherwise specified by Council.

10.9 Disbanding Special Committees of Council – Council shall have the power to disband any committee which it creates.

10.10 Meetings - Unless otherwise provided for in this Article 10, the provisions of Article 4 relating to meetings of Council shall apply to meetings of each committee as though all references therein to Council and the members of Council were to such committee and the members of such committee, respectively, *mutatis mutandis*.

ARTICLE 11 FORMAL REVIEW OF EXAMINATION PROCESS AND NOTIFICATION OF FAILED CANDIDATES

11.1 Formal Review of Examination – The process for the formal review of examinations shall be set out in the Policy and Procedures document for the Formal Review of RCDC Examinations, as adopted and amended by Council from time to time.

11.2 Notification of Failed Candidates – Candidates who have failed an examination will receive a written report from the Registrar outlining the areas of weakness

ARTICLE 12 EXECUTIVE COMMITTEE

12.1 Composition - The Executive Committee shall be composed of the Executive Officers, together with one member of Council elected by Council (the “**Council Representative**”).

12.2 Council Representative - The Council Representative will advise the Executive and Council on the By-laws and Constitution, and the rules of procedure. The Council Representative shall review the monthly financial statements and alert the Secretary-Treasurer to questions or concerns. The Council Representative shall report to the Executive Officers on matters raised by members of Council and to members of Council with the resolution of those matters.

12.3 Duties - The Executive Committee shall be responsible for carrying out the duties as assigned by Council and shall be responsible to Council. The Executive Committee shall have the power to act on behalf of Council between meetings.

12.4 Appointment of Special Executive Committees - The Executive Committee may appoint special committees, as necessary. The membership, powers, duties, functions, scope and specific charge of such special committees shall be prescribed by the Executive Committee in the enabling resolutions, and such special committees shall terminate at the Annual General Meeting unless otherwise specified by Council. For greater certainty, the Executive Committee shall not delegate to any such committee any of its decision making responsibilities.

12.5 Disbanding of Special Executive Committees – The Executive Committee shall have the power to disband any committee which it creates.

ARTICLE 13 EXECUTIVE OFFICERS

13.1 Election and Appointment - Council shall elect from among its members a President, and a Vice-President. Council shall elect from among former and current Chief Examiners, an Examiner in Chief. Such officers, together with the Immediate Past President constitute the Executive Officers of the College. ” Normally an Executive Officer may not hold more than one office concurrently. Council may, in accordance with these By-laws, delegate to such Executive Officers powers to manage the business and affairs of the College Council shall appoint a Registrar and Secretary-Treasurer and may appoint, from time to time, such other officers as Council may determine. Such appointed officers shall not be Council members at the time of their appointment but upon being so appointed, they shall become ex-officio non-voting members of Council and shall be referred to in these By-laws as “Appointed Council members”. Such officers, together with the Immediate Past President constitute the “Executive Officers” of the College. Normally an Executive Officer may not hold more than one office concurrently. Council may, in accordance with these By-laws, delegate to such Executive Officers powers to manage the business and affairs of the College.

13.2 Council Vacancy – Where the election of a Vice-President or President creates a vacancy in one or more specialties' councillors, an election to replace him/her or them shall be held as per Article 7.3

13.3 Qualifications – Except for the Secretary-Treasurer and the Registrar, all Executive Officers must have been a Fellow for a minimum of three years prior to his or her election or appointment as an Executive Officer.

13.4 Terms of Office - Each Executive Officer except the Registrar and the Secretary-Treasurer shall be elected for a term of two years. The Registrar and the Secretary-Treasurer hold their positions at the pleasure of the Council.

13.5 The President - The President shall preside at all meetings of the College and of Council. He/She shall exercise general supervision over the affairs of the College, shall be an exofficio member of all committees and shall perform such other duties as may be assigned to him or her by Council.

13.6 Immediate Past President - The Immediate Past President shall serve as chair of the Nomination Committee, and perform such other duties as may be assigned by Council.

13.7 Vice-President - In the absence of the President, the Vice-President shall assume the duties of the President. The Vice-President shall also act as chair of the Credentials Committee and shall perform such other duties as may be assigned to him/her by Council.

13.8 Registrar - The Registrar shall be responsible for the management of all operating funds and shall be required to submit statements of expenditure and income and budgets annually to Council. He/She shall perform such duties as may be assigned to him/her by Council or the President. The Registrar shall be responsible for the administration of the College, of the Annual General Meeting, and of the examinations as approved by the President or Council. The Registrar shall have power to enter into and sign contracts on behalf of the College and, with the approval of the Executive Committee, employ such office assistance as he/she considers necessary. The Registrar may not vote in proceedings of the Executive Committee, Council or at any meeting of members.

13.9 Secretary-Treasurer - The Secretary-Treasurer shall have oversight of the financial assets of the College and shall be responsible for regular audits and reporting to Council. The Secretary-Treasurer may not vote in proceedings of the Executive Committee, Council, or at any meeting of members. The Secretary-Treasurer shall have the power to retain such external advisors as he or she considers necessary with the approval of the Executive Committee. The Secretary-Treasurer shall perform such other duties as may be assigned to him or her by Council or by the President.

13.10 Examiner-in-Chief - The Examiner-in-Chief shall be a Fellow and former Chief Examiner. He/She shall act as chair of the Examinations Committee and be responsible to Council for ensuring current academic excellence of the examination process and content, and

have authority to ensure that all examiners have credentials to maintain this objective. The Examiner-in-Chief with the approval the Executive Committee shall have the power to appoint an associate as he/she considers necessary.

13.11 Variations of Powers and Duties - Council may, from time to time, and subject to the provisions of the Constitution and applicable law, vary, add to or limit the powers and duties of any Executive Officer.

13.12 Removal from or Vacancy of an Executive Office - Council, in its discretion, may remove any Executive Officer without prejudice to such Executive Officer's rights under any employment contract or in law. Otherwise, each Executive Officer shall hold office until such Executive Officer's successor is elected or appointed, or until such Executive Officer's earlier resignation. Where the Immediate Past President is unable to complete his or her term the position shall remain vacant and his/her duties will be assigned to the President. Where the President is unable to complete his/her term, the Vice President shall assume his/her duties for the balance of that term and shall be eligible for election for another term of two years. Where the Vice-President or the Council Representative is unable to complete his/her term, the one shall assume the duties of the other for the balance of that term, or until an election to replace the vacant position for the remainder of the term, can be held. Such an election shall be called at the discretion of the remaining Executive Officers. Vacancies in the appointed positions shall be filled by the Executive Committee with input from the Nominations Committee.

13.13 Vacancies – Notwithstanding Section 13.4, the office of an Executive Officer shall automatically be vacated upon:

- (a) that Executive Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary-Treasurer or the President or at the time specified in the resignation, whichever is later;
- (b) that Executive Officer being removed by Council;
- (c) that Executive Officer's death; or
- (d) other than in the circumstances contemplated in Section 13.13(a) to (c), the election or appointment of a successor to the office of that Executive Officer.

ARTICLE 14 PROTECTION OF MEMBERS OF COUNCIL AND EXECUTIVE OFFICERS

14.1 Limitation of Liability – Except as otherwise provided by applicable law, no Council member or Executive Officer shall be liable for the acts, receipts, neglects or defaults of any other member of Council, Executive Officer, employee or agent or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the College through the insufficiency or deficiency of title to any property acquired by order of Council for or on behalf of the College, or for the insufficiency or deficiency of any security in or upon or in which any of the moneys of the College shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which

any of the moneys, securities or effects of the College shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on such members of Council or Executive Officer's part, or for any other loss, damage or, misfortune whatsoever, which may happen in the execution of the duties of such Council member's or Executive Officer's office or in relation thereto unless the same are occasioned by such Council member's or Executive Officer's own wilful neglect or wilful default.

14.2 Indemnity – Subject to compliance with all applicable laws, every member of Council and Executive Officer and his/her heirs, executors, administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the College, from and against:

- (a) all costs, charges and expenses whatsoever that such member of Council or Executive Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office; and
- (b) all other costs, charges and expenses that such member of Council or Executive Officer sustains or incurs, in or about or in relation to the affairs of the College, except such costs, charges or expenses as are occasioned by his/her own wilful act, neglect, default, dishonesty or otherwise acting in bad faith.

14.3 Expenses Paid in Advance – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the College in advance of the final disposition of the action, suit, or proceeding as authorized by Council in the specific case upon receipt of an undertaking by or on behalf of a member of Council, Executive Officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the College.

14.3

14.4 Other Remedies Available – The indemnification herein provided shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the By-laws or any agreement, vote of members or otherwise, both as to action in his/her or her official capacity and as to action in another capacity while holding any office with the College and shall continue as to an individual who has ceased to be a member of Council, Executive Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

14.5 Insurance – Council may authorize the purchase and maintain insurance for the member of Council and the Executive Officers of the College against any liability incurred by any, in his or her capacity as a member of Council or Executive Officer, except where the liability relates to a person's failure to act honestly and in good faith with a view to the best interests of the College. The cost of such insurance shall be paid for out of the funds of the College.

ARTICLE 15 REMUNERATION

15.1 Remuneration - Any member of Council or Executive Officers elected or appointed by, and holding their office at the pleasure of, Council may, notwithstanding any rule of law or equity to the contrary, be entitled to such remuneration therefor as may be determined by Council providing that no member of Council shall vote upon any motion connected with his or her own remuneration.

15.2 Payment of Out-of-Pocket Expenses - Council members and Executive Officers shall be entitled to reimbursement for out-of-pocket expenses incurred on behalf of the College, or when engaged in College affairs.

ARTICLE 16 BANKING

16.1 Banking - The banking business of the College, shall be transacted with such banks, trust companies or other financial institutions as may, from time to time, be designated by or under the authority of Council. Such banking business or any part of it shall be transacted under such agreements; instructions and delegation of powers as Council may, from time to time, prescribe or authorize.

ARTICLE 17 BORROWING POWERS

17.1 Borrowing – Council may from time to time:

- (a) borrow money upon the credit of the College;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the College;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the College, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the College, and the undertaking and rights of the College; and
- (f) delegate to such one or more of the Executive Officers all or any of the powers conferred by this Article 17 to such extent and in such manner as Council shall determine at the time of each delegation.

17.2 Deposit of Securities for Safekeeping - The securities of the College may be deposited, from time to time, for safekeeping with one or more banks, trust companies or other financial institutions to be selected by Council, or if so authorized by Council, with such other depositories or in such other manner as may be determined from time to time by Council. Any

and all securities so deposited may be withdrawn, from time to time, only upon the written order of the College signed by such member or members of Council, Executive Officer, agent or agents of the College, and in such manner, as shall from time to time be determined by resolution of Council and such authority may be general or confined to specific instances. Any institution which may be so selected as custodian by Council shall be fully protected in acting in accordance with the directions of Council and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

17.3 Arrangements for Borrowing – From time to time, Council may authorize any members of Council or Executive Officer to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the College as Council may authorize, and generally to manage, transact and settle the borrowing of money by the College.

ARTICLE 18 EXECUTION OF DEEDS

18.1 Signatories - The following are the only persons authorized to sign any document on behalf of the College (other than in the usual and ordinary course of the College's business):

- (a) the President or Vice-President and the Registrar or the Secretary-Treasurer; and
- (b) any individual or individuals appointed by resolution of Council to sign a specific document or that type of document or generally on behalf of the College.

18.2 Binding - Any document so signed shall be binding upon the College without further authorization or formality and may, but need not, have the corporate seal applied.

18.3 Facsimile Signatures - The signature of any individual authorized to sign on behalf of the College, may, if specifically authorized by resolution of Council, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of Council.

18.4 Seal - The seal of the College may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any Executive Officer, person or persons appointed as aforesaid by resolution of Council.

18.5 Terms - The term "contracts, documents or instruments in writing" as used in these By-laws shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities and all paper writings.

ARTICLE 19

AUDITOR

19.1 Auditor – At each Annual General Meeting, Council shall appoint one or more auditors to hold office until the close of the next Annual General Meeting, and, if an appointment is not so made the Auditor in office will continue in office until a successor is appointed. The members of Council may fill any casual vacancy in the office of the Auditor, but while the vacancy continues, the surviving or continuing Auditor, if any, may act. A person other than a retiring auditor is not capable of being appointed Auditor at such a meeting unless the notice requirements of the Constitution have been met.

19.2 Responsibilities – The responsibilities of the Auditor shall be:

- (a) to audit the financial statements of the College; and
- (b) to report to the members at each Annual General Meeting on whether the financial statements of the College are fairly presented in accordance with generally accepted accounting principles.

19.3 Qualification – The Auditor shall not be a member of Council, Executive Officer or employee of the College or associated with a member of Council, Executive Officer or employee of the College.

ARTICLE 20

NOTICE

20.1 Procedure for Sending Notices – Whenever notice is required to be given under the Constitution or the By-Laws, notice shall be deemed to have been sufficiently given if sent in writing to the last address recorded on the books of the College for the recipient and delivered in person or sent by mail or sent by electronic means of sending messages to any person who has consented in writing to receive notice by such method, including electronic mail or facsimile transmission, which produces a paper record of notice sent. Notice shall not be sent by mail if there is any general interruption of postal services in the place in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the day it was delivered or sent by electronic means or on the fifth business day after it was mailed.

20.2 Undelivered Notices - If any notice given to a member pursuant to Section 20.1 is returned on two consecutive occasions because such member cannot be found, the College shall not be required to give any further notice to such member until such member informs the College in writing of such member's new address.

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

20.4 Waiver of Notice - Any member, Council member, or the Auditor may waive any

notice required to be given under any provision of the Constitution, the By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE 21 RULES AND REGULATIONS

21.1 Rules and regulations - In addition to the other powers vested in it, Council may prescribe from time to time such rules, regulations and standing orders not inconsistent with those By-laws relating to the management and operation of the College and its affairs and the conduct of meetings, as Council may deem expedient. A copy of any such rules, regulations and standing orders, as in effect from time to time, shall be kept with the By-laws.

ARTICLE 22 ENACTMENT, AMENDMENT, SUSPENSION, OR REPEAL OF BY-LAWS

22.1 Procedure - These By-laws may be repealed or amended by a By-law enacted at a meeting of Council approved by an affirmative vote of at least two-thirds of Elected Council members present at such meeting. The proposed By-law must be circulated in writing not less than 30 days prior to the meeting of Council at which such By-law is to be approved.

22.2 Amendment - Any new By-law, repeal or amendment shall be effective as from the date approved unless otherwise stated in the By-law or in the authorizing resolution.

22.3 Proposal - Any new By-law, repeal, or amendment may be proposed by the Executive Committee.

22.4 Support in writing - Any new By-law, repeal, or amendment not proposed by the Executive Committee must be supported in writing by five Council members in order to be considered by Council

22.5 Effect of Repeal - The repeal of any By-law in whole or in part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All Executive Officers and other persons acting under any By-law repealed in whole or in part shall continue to act as if elected or appointed under the provisions of these By-laws.

22.6 By-law Number 2010.08 – These By laws shall come into force and effect on **August 28, 2010** or such later date as these By-laws are confirmed by the Council. Upon these By-laws coming into force and effect, the By-laws of the College made on September 2009 and any other general or borrowing By-law of the College not previously repealed shall thereby be repealed.

ENACTED by the Board on the 29th day of August, 2010.

President

Secretary -Treasurer

SCHEDULE A

DECLARATION

1. All candidates shall sign before a witness the following declaration:

“I, the undersigned, do solemnly declare and acknowledge that in consideration of my being a Fellow of The Royal College of Dentists of Canada I will, throughout the period of my Fellowship, observe and abide by the Constitution of Incorporation (referred to as the Constitution), the By-laws, rules and regulations of the College as are in force from time to time, and that I will at all times uphold the dignity and welfare of the College and of the profession.

The signing of this declaration confirms that I have read the By-laws and, in particular, Articles 3, 5, and 6 which provide for the disclosure of a Notice of Suspension or Expulsion to Dental Regulatory Authorities in Canada and consent to such disclosure.”

Dated this _____ day of _____ (month) _____ (year)

Witness: _____ Signature: _____

SCHEDULE B

DESCRIPTION OF SEAL

The Seal shows, in a circle, ten maple leaves representing the ten provinces of Canada: a winged staff with serpent entwined: at the top, a Royal Crown and below a scroll with the words: Ut Melius Serviamus (That we may better serve). Within the outer circle surrounding the whole, the words: Collegium Regale Dentatorum Canadense, and below the year of incorporation 1965.

SCHEDULE C

CERTIFICATE