



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

Canadian Association of Public Health Dentistry By-law #1

Being a General by-law relating to the regulation of the business and affairs of the Canadian Association of Public Health Dentistry, Inc. (CAPHD) / Association Canadienne de Santé Dentaire Publique (ACSDP), it is hereby enacted as By-law #1 of the Corporation as follows:

PREAMBLE

The Corporation was incorporated as a non-share capital corporation by Articles of Incorporation under the provisions of the *Canada Not-for-profit Corporations Act* of Canada on the ____ day of _____, 2011. The purpose of the Organization is to advance the art and science of Dental Public Health, and by its application, maintain and improve the oral health, and thus the general health, of the public.

ARTICLE 1 - INTERPRETATION

1.01 In this and all other bylaws of the Corporation:

- a) "Act" means the *Canada Not-for-profit Corporations Act* of Canada, as amended from time to time, or any act that hereafter be substituted for it;
- b) "AGM" means the Annual General Meeting of the Members.
- c) "Board" means the Board of Directors of the Corporation;
- d) "Director" means a Board Director of the Corporation;
- e) "Member" means a current member of the Corporation and any person, firm, organization, association or corporation, whose application for admission as a member has received approval of the Board;
- f) "Organization", "Association" or "Corporation" means the Canadian Association of Public Health Dentistry, Inc.
- g) "Executive Director" means the staff person or management organization appointed by and directly accountable to the Board;
- h) "Special Resolution" means a resolution supported by a two-thirds (2/3) majority of the votes cast.
- i) Any other word or term contained in this and in any other by-law of the Corporation that is defined in the Act shall have the meaning given thereto in the Act; and

- j) Where the context so requires, the singular shall include the plural; the plural shall include the singular; one gender shall include the other.

ARTICLE 2 - REGISTERED OFFICE, FEES AND FISCAL YEAR

2.01 Registered Office

Unless changed by Special Resolution of the Members, the registered office of the Corporation shall be in the city of Ottawa in the Province of Ontario. The Corporation may establish such other offices in Canada as the Board of Directors may decide are necessary from time to time.

2.02 Membership Fees

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

2.03 Fiscal Year

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

ARTICLE 3 - MEMBERSHIP

3.01 Classification and Qualifications of Membership

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

- a) Full Member: Any person who has an interest in dental public health may make application to this Association and upon payment of membership fees shall be classified as a Full Member.
- b) Student Member: Any person who is pursuing full-time or part-time studies in dental public health or a related field at the certificate, diploma, undergraduate or graduate level may make application to this Association and upon payment of membership fees shall be classified as a Student Member.
- c) Retired Member: Any Member in good standing of this Association who has retired from their primary position may make application to this Association and upon payment of membership fees shall be classified as a Retired Member.
- d) Life Member: Any active Member in good standing of this Association who has been nominated by the membership as having made a substantive contribution to this Association and public health dentistry at a provincial or national level shall, upon approval by the Board, be awarded designation as a Life Member.
- e) Honourary Member: Any person who has been nominated by the membership as having made a substantive contribution to this Association and / or public health dentistry at the provincial or national level shall, upon approval by the Board, be awarded designation as an Honourary Member.
- f) Support Member (Government, Non-Profit, Corporate): Any government, not-for-profit, or corporate organization who supports the objectives of this Association and makes application to this Association will, upon approval by the Board and payment of membership fees, be classified as a Support Member, .

3.02 Application

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

3.03 Obligations and Responsibilities

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

3.04 Members in Good Standing

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

3.05 Withdrawal, Termination and Appeal

- a) Any Member who fails to pay the annual membership fees within the first sixty (60) days after the due date shall automatically forfeit membership in this Association.
- b) Any Member who is deemed by a Special Resolution of the Board to work purposefully and willingly against the objectives of this Association, or to have violated the Code of Ethics will have their membership revoked.
- c) A Member whose membership has been revoked shall have the right to appeal the decision. In such case, the Board shall appoint a five-member committee to hear the appeal and make a decision by majority vote.

- d) Any Member in good standing may withdraw from this Association by delivering a written request to the Secretary-Treasurer. Any Member who has resigned in good standing may be reinstated upon application to this Association and payment of the membership fees for the current membership year.

3.06 Rights and Privileges of Members

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

- a) Full Members shall have all the privileges of this Association including the right to vote, to make nominations and to hold office;
- b) Student Members shall have all the rights and privileges of Full Members;
- c) Retired Members shall retain all the rights and privileges of Full Members;
- d) Life Members shall retain all the rights and privileges of Full Members;
- e) Honourary Members may not be entitled to receive some member services, but shall have the right to attend conferences, the AGM, and special meetings of the Members, to receive publications of this Association, and on authorization of this Association, to exhibit or present at conferences or meetings. They are a non-voting Member, and cannot nominate or elect Directors, nor hold office.
- f) Support Members (Government, Non-Profit, Corporate) may not be entitled to receive some member services, but shall have the right for two representatives of the government, not-for-profit, or corporate organization to attend conferences, the AGM, and special meetings of the Members; to receive publications of this Association and; on authorization of this Association, to exhibit or present at conferences or meetings. The organization is a voting Member with the right to nominate and have one (1) vote for the election of each Directors vacancy and for issues at the AGM and special meetings of the Members. The representatives of the organization cannot hold office.

ARTICLE 4 – ANNUAL MEETINGS OF MEMBERS

4.01 Annual Meetings of Members

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

4.02 Notice

Notice of time and place of the AGM shall be given to the Members not less than twenty-one (21) and not more than sixty (60) days in advance of the AGM. Members shall receive notice by mail or electronically. The accidental failure to give notice to any Member shall not invalidate any meeting. Members may waive the notice requirements and may approve and confirm anything done at a meeting held without notice.

4.03 Content of Notice

Notice of an AGM shall include a statement of a right of any Member to appoint a proxy, to exercise the same voting rights that the Member appointing such proxy would be entitled to exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the

Member to form a reasonable judgment on the decision to be taken. The notice shall also contain the text of any Special Resolution to be submitted to the meeting. The Board will announce the nominees for the election of Directors to the membership not less than fourteen (14) days in advance of the AGM. Nominations from the floor will not be accepted.

4.04 Business at Meetings

At the AGM, the Members shall:

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

4.05 Quorum

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

4.06 Votes to Govern

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

4.07 Proxies

Proxy voting will be accepted on the written authorization of the eligible voting Member giving the proxy. A proxy holder shall be an eligible voting Member and no individual shall be entitled to hold more than one proxy. The Board may specify, in a notice calling a meeting of Members, a time not less than forty-eight (48) hours, excluding Saturdays and holidays, preceding the meeting before which time proxies to be used at the meeting must be deposited with the Corporation.

4.08 Rules of Procedure

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

4.09 Chair

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

4.10 Notice to Accountant and Directors

The accountant of the Corporation and the Directors shall be given notice of the time and place of the AGM not less than twenty-one (21) and not more than sixty (60) days in advance of the AGM.

ARTICLE 5 - SPECIAL MEETINGS OF MEMBERS

5.01 Special Meeting

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

5.02 Notice

Notice of the time and place of each special meeting of the Members shall be given not less than twenty-one (21) and not more than sixty (60) days in advance of any special meeting of the Members to each Director and to each Member who at the close of business on the record date for notice is entered in the membership register as eligible to vote. No public notice or advertisement of any special meeting of the Members shall be required. The notice shall state:

- a) the nature of the business to be considered at the meeting in sufficient detail to permit the Members to form a reasoned judgement thereon; and
- b) the text of any Special Resolution to be submitted to the meeting.

5.03 Quorum

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

5.04 Votes to Govern

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

5.05 Rules of Procedure

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

5.06 Chair

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

5.07 Notice to Accountant and Directors

The accountant of the Corporation and the Directors shall be given notice of the time and place of special meetings of the Members not less than twenty-one (21) and not more than sixty (60) days in advance of the meeting.

ARTICLE 6 - BOARD OF DIRECTORS

6.01 Composition of the Board

The Board shall be comprised of eight (8) Directors. In the event that all eight (8) Director positions cannot be filled due to limited nominees, the Board may be governed by a minimum of five (5) Directors.

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

A change in the number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board and sanctioned by a Special Resolution of the Members.

6.02 Nomination and Election of Directors

The Board, or its designate, will distribute notification of any pending Director vacancies due to expiration of the term of office or resignation; the procedure for nomination and voting; and a Call for Nominations of Directors to the membership via mail or electronically not less than sixty (60) days in advance of the AGM.

Any active Member in good standing may nominate a Member by signing the Association nomination form (or an email of support must be written), which must be received by Secretary-Treasurer not less than twenty-one (21) days in advance of the AGM. Nominees must agree to let their name stand for election, must not be under the age of eighteen (18), must be individuals, and must have capacity under the law to contract.

From the Call for Nominations and from the Board's own recruitment activity, the Board, or its designate, will announce the nominees to the membership not less than fourteen (14) days in advance of the AGM. Nomination of Directors will not be accepted from the floor at the AGM.

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

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

The election for Directors occurs by ballot vote at the AGM. Voting Members (as described in Article 3.06) have one (1) vote for each of the pending Director vacancies. Ballots will be opened and counted by the Secretary-Treasurer, and witnessed by either: (a) the Executive Director and one (1) Director, OR (b) two Directors. The nominees receiving the most votes will be elected for the Director positions. In event of a tie vote, a Board Director will decide between the tied nominees by a witnessed toss of a coin.

Directors whose term has expired pursuant to Article 6.04 shall retire at the AGM at which Directors are to be elected, but shall be eligible for re-election if otherwise qualified. The retiring Director shall retain office until the dissolution and adjournment of the meeting at which his or her successor was elected. If a Director is removed from office, he or she shall vacate the office upon the passing of such a resolution. Officers shall be elected by the Board immediately following the AGM.

6.03 Responsibilities of Directors

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

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

6.04 Terms

Each Director shall hold office for a term of approximately two (2) years, commencing immediately after his or her election and ending upon the close of the second succeeding AGM, and shall be eligible for re-election when his or her term expires. Directors may serve up to four (4) consecutive terms or eight (8) years, whichever is longer, and then must stand down for one (1) year before being eligible to serve on the Board again. However, the Board of Directors may from time to time determine that exceptional circumstances warrant the nomination of a Director for election to serve a fifth consecutive term.

6.05 Termination/Vacancies

The office of a Director shall be automatically vacated if:

- a) the Director resigns by giving written notice to the Board through either the Secretary-Treasurer or the President;
- b) the Director ceases to be qualified due to judicial determination of mental incapacity, conviction of an indictable offence, or death;
- c) the Director has non-attendance at more than seventy-five percent (75%) of regularly scheduled Board or membership meetings per term. In the case of automatic termination due to non-attendance at meetings, the Director may apply in writing to the Board for reinstatement but may only do so once per term. Special circumstances will be evaluated for such non-attendance due to hospitalization, family emergency or death, travel conditions during extreme weather and such other circumstances as the Board may reasonably determine from time to time;
- d) the Director is removed by resolution of the Board for other issues, such as non-compliance with the by-laws or Board policies. In those cases, the Director in question shall not vote and the motion must be carried by a Special Resolution of the Board.

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

6.06 Vacancy

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

6.07 No Remuneration

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

ARTICLE 7 – MEETINGS AND DUTIES OF DIRECTORS

7.01 Director Meetings and Notice

The Directors must meet at least two (2) times each year and other meetings may be held at any given time and place that a quorum of the Directors choose. A quorum of Directors may choose to hold meetings in-person, by teleconference or other such electronic means that permit Directors to communicate adequately. The Chair will provide reasonable notice to the Directors by electronic means no less than seven (7) days, or if by mail no less than fourteen (14) days in advance of the meeting. Formal notice is unnecessary if all the Directors are present at a meeting, or waive the notice required in writing.

7.02 Participation by Telephone or Other Communication Facilities

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

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

7.03 Quorum

Seventy-five percent (75%) of the Directors present in person, by teleconference, or other electronic means shall constitute a quorum. Business shall be transacted at a meeting of the Directors, but no vote shall be transacted unless a quorum is present.

7.04 Voting

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

7.05 Duties

Every Director of the Corporation shall:

- a) act honestly and in good faith with a view to the best interests of the Corporation;
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- c) not act in a conflict of interest;
- d) not abuse their position; and
- e) follow the Letters Patent, the by-laws and the policies/rules of the Corporation.

7.06 Delegation of Duties

The Board may appoint an Executive Director of the Corporation and may delegate to that position full authority to manage the affairs of the Corporation, and to employ and discharge agents and employees of the Corporation in accordance with the policies adopted from time to time by the Board. The Executive Director does not have authority over anything which the Act, this by-law or any law requires the Members or the Directors to perform, and, unless the Board determines otherwise, the Executive Director will always be entitled to notice of, to attend and to speak at Board meetings.

7.07 Governance Principles

The Board shall use the principles and practices underlying the Carver Policy Governance model of governing.

ARTICLE 8 - OFFICERS

8.01 Election of Officers

The Officers of the Corporation shall be drawn from the Board and shall consist of a President, President-Elect, Past-President, Secretary and Treasurer and such other Officers as the Board may from time to time decide. The Board may combine the positions of Secretary and Treasurer and delegate the authority of the Secretary-Treasurer to the Executive Director. Officers shall be elected by a majority vote of the Board immediately following the AGM.

8.02 Terms

The President shall hold office for a term of approximately two (2) years, commencing immediately after his or her election and ending upon the close of the second succeeding AGM. At that second AGM and upon approval of the remaining Directors, the President shall succeed to the Office of Past-President for a term of two (2) years.

The President-Elect shall hold office for a term of approximately two (2) years, commencing immediately after his or her election and ending upon the close of the second succeeding AGM. At that second AGM and upon approval of the remaining Directors, the President-Elect shall succeed to the Office of the President.

All other Officers shall hold office for a term of approximately two (2) years, commencing immediately after his or her election and ending upon the close of the second succeeding AGM. They may be re-elected for a maximum of four (4) consecutive terms.

8.03 Termination/Vacancies

Any Officer may resign from office by giving written notice to the Secretary or Secretary-Treasurer, or in the case of the Secretary or Secretary-Treasurer, to the President. Where the President's position is vacated, he will be replaced by the Past-President, unless the Directors otherwise determine by Special Resolution. If a vacancy occurs in any other office, the Board will fill it from among the Directors.

8.04 Duties

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

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

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

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

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

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

ARTICLE 9- COMMITTEES

9.01 Appointment of Committees

The Directors may, from time to time, appoint standing or ad hoc committees to help carry out its responsibilities. To preserve Board holism, committees will be used sparingly, when other methods are deemed inadequate. The Board will develop terms of reference to guide the appointment of each committee.

9.02 Composition

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

9.03 Quorum

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

9.04 Committee Responsibilities

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

- a) Committees may not speak or act for the Board except when given such authority for specific and time-limited purposes.
- b) Committees assist the Board chiefly by reviewing sources of information, and preparing policy alternatives and implications for Board deliberation and vote.

9.05 Chair

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

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

ARTICLE 10 - COMMITTEE MEMBERS

10.01 Appointment of Committee Members

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

10.02 Term of Appointment

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

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

10.03 Termination / Vacancies

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

- a) the committee member resigns by giving written notice to the Board through either the Secretary-Treasurer, President, or committee Chair;

- b) the committee member ceases to be qualified due to judicial determination of mental incapacity, conviction of an indictable offence, or death;
- c) the committee member has non-attendance at more than seventy-five percent (75%) of regularly scheduled committee meetings per term.
- d) the committee member is removed by Special Resolution of the Board for other issues such as non-compliance with the by-laws or board policies.

10.04 Duties

Every committee member shall:

- a) act honestly and in good faith with a view to the best interests of the Corporation;
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- c) not act in a conflict of interest;
- d) not abuse their position; and
- e) follow the Letters Patent, the by-laws and the policies/rules of the Corporation.

10.05 No Remuneration

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

ARTICLE 11 - CODE OF ETHICS

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

ARTICLE 12 - INDEMNIFICATION OF DIRECTORS AND OFFICERS

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

ARTICLE 13 - FOR THE PROTECTION OF DIRECTORS AND OFFICERS

No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act of conformity or for any loss damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation for the insufficiency or deficiency of any security in or upon which monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy or insolvency or tortuous act of any person, firm or the Corporation with whom or which any monies, securities or effects of the Corporation shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless it shall happen by or through that person's own wrongful and willful act or through that person's own wrongful or willful neglect or default.

ARTICLE 14- GENERAL

14.01 Cheques, Drafts and Notes

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

14.02 Banking

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Corporation by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, but without restricting the generality of the foregoing, the operation of the accounts of the Corporation; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on behalf of the Corporation to facilitate such banking business.

14.03 Execution of Instruments

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

14.04 Corporate Seal

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

ARTICLE 15 - DISSOLUTION PROVISIONS

If this Association is dissolved at any time, no part of its funds, or property shall be distributed to, or among the Members but, after the payment of all the indebtedness of this Association the remainder funds or properties shall be used to foster the art and science of Dental Public Health in a manner to be determined by the then governing body of this Association; but, if required by the Act, also in a manner such that the remainder funds or properties are distributed to one or more 'qualified donees', within the meaning of subsection 248(1) of the *Income Tax Act* (Canada).

ARTICLE 16 - AMENDMENTS TO BY-LAWS

This by-law may be replaced, repealed or amended by a majority vote of Directors at a meeting of the Board, confirmed by Special Resolution of the Members.

ARTICLE 17 - REPEAL

All prior general By-Laws of the Corporation are hereby repealed.

ENACTED THIS _____ Day of _____, 2011

Insert Names of First Directors

Insert Names of First Directors

Insert Names of First Directors

Insert Names of First Directors

Insert Names of First Directors

Insert Names of First Directors

Insert Names of First Directors

Insert Names of First Directors