



CANADIAN DENTAL HYGIENISTS' ASSOCIATION  
L'ASSOCIATION CANADIENNE DES HYGIÉNISTES DENTAIRE

**SECTION I – DEFINITIONS AND INTERPRETATION**

**DEFINITIONS**

In this by-law and all other by-laws of the CDHA, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated articles of in CDHA or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the CDHA;

"**Board**" means the Board of Directors of the CDHA;

"**By-law**" means this by-law and any other by-law of the CDHA as amended and which are, from time to time, in force and effect;

"**CDHA**", or "**ACHD**" means Canadian Dental Hygienists Association – L'association canadienne des hygiénistes dentaires;

"**Corporation**" means the Canadian Dental Hygienists' Association;

"**Director**" means a member of the Board;

"**In Good Standing**" means that the member has no outstanding provincial or national dues, and is not under suspension or expulsion by a provincial/territorial licensing body;

"**Meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**Member**" shall mean any member of the CDHA notwithstanding the category of membership;

"**Ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Practising dental hygienist**" means licensed or registered to practise dental hygiene in any one of the provinces or territories of Canada;

"**Proposal**" means a proposal submitted by a member of the CDHA that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

"**Special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

"**Unanimous Member Agreement**" The provisions of the By-laws shall be subject to any unanimous member agreement entered into from time to time. In the event of any conflict between any provision of the By-laws and

any provision of any unanimous member agreement, the provision of the unanimous member agreement shall prevail to the extent of the conflict, and the Directors and the members shall amend the By-laws accordingly;

"**Voting Member**" means an Active or Life member.

### **1.1 INTERPRETATION**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **1.2 FINANCIAL YEAR**

The financial year of the Corporation shall terminate on the 30<sup>th</sup> day of April in each year or on such other date as the Directors may from time to time by resolution determine.

### **1.3 ANNUAL FINANCIAL STATEMENTS**

The CDHA will publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available on CDHA's website and at the registered office of the CDHA and any member may, on request, obtain a printed copy free of charge at the registered office or by prepaid mail.

## **SECTION 2 – MEMBERSHIP**

### **2.1 MEMBERSHIP CONDITIONS**

#### *Section 1 - Application for Membership*

The Board of Directors of the CDHA may establish policies for application for membership in the CDHA by persons who qualify for membership in accordance with Section 2 of these bylaws.

#### *Section 2 - Membership Categories*

- a. The categories of membership in the CDHA shall be:
  - i. Active Membership
  - ii. Support Membership
  - iii. Student Membership
  - iv. Life Membership
  - v. Honorary Membership
  - vi. Retired Membership
- b. Active Membership may be granted to any individual who:
  - i. is eligible to practice dental hygiene in at least one of the jurisdictions of Canada.
- c. Support Membership may be granted to:
  - i. a dental hygienist not holding an active license/registration, or
  - ii. an individual who is not a dental hygienist but who meets criteria as set by the Board of Directors from time to time.
- d. Student Membership may be granted to:
  - i. Individuals who satisfy criteria as set by the Board of Directors from time to time;
- e. Life Membership may be granted to:
  - i. a dental hygienist who has satisfied criteria as set by the Board of Directors from time to time.
- f. Honorary Membership in the CDHA may be granted to:
  - i. an individual, association or organization that has substantially contributed to the profession of dental hygiene and has been approved by the Board of Directors.

- g. Retired Membership may be granted to:
  - i. Individuals who satisfy criteria as set by the Board of Directors from time to time.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1) (e), (h), (l) or (m).

## **2.2 MEMBERSHIP TRANSFERABILITY**

CDHA memberships are not transferable.

## **2.3 TERMINATION OF MEMBERSHIP**

A membership in the CDHA is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member fails to remit membership fees within sixty (60) days after the due date.; or
- d. the CDHA is liquidated and dissolved under the Act.

## **2.4 EFFECT OF TERMINATION OF MEMBERSHIP**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the CDHA, automatically cease to exist.

## **2.5 DISCIPLINE OF MEMBERS**

The Board shall have authority to suspend or expel any member from the CDHA for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the CDHA;
- b. carrying out any conduct which may be detrimental to the CDHA as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the CDHA.

In the event that the Board determines that a member should be expelled or suspended from membership in the CDHA, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the CDHA. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

Membership of any CDHA member may be terminated by the Board if the member loses the right to practice as a dental hygienist in any jurisdiction in Canada for disciplinary reasons. No notice is required in this instance.

# **SECTION 3 – MEETINGS OF MEMBERS**

## **3.1 ANNUAL MEMBERS' MEETING**

The annual meeting of the CDHA shall be held each year within Canada at such time and place as may be designated by the Board of Directors. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented, and auditors appointed for the ensuing year.

**3.2 PERSONS ENTITLED TO BE PRESENT AT MEMBERS' MEETINGS**

The only persons entitled to be present at a meeting of members shall be voting members, the Directors and the public accountant of the CDHA and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the CDHA to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by consent of the members.

**3.3 QUORUM AT MEMBERS' MEETINGS**

At any annual or special general meeting, 20 Voting Members present in person or by proxy, as verified by the Recording Secretary, shall constitute a quorum. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**3.4 VOTES TO GOVERN AT MEMBERS' MEETINGS**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Voting Members of the CDHA shall have one vote at annual and special general meetings. Unless otherwise specifically provided, a majority of Members present in person or by proxy shall be competent to do and perform all acts that are or shall be directed to be done at any such meeting. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**3.5 PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS**

If the Board, by resolution, decides to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the CDHA has made available for that purpose.

**3.6 MEMBERS' MEETING HELD BY ELECTRONIC MEANS**

If the Directors or the members of the CDHA call a Meeting of Members pursuant to the Act, those Directors or members, as the case may be, may determine that the Meeting of Members shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting of Members.

**3.7 NOTICE OF MEMBERS MEETING**

The CDHA shall give notice of an annual or special meeting not less than 21 days prior to the day appointed for the meeting. Notice may be in writing, by electronic means, or by publication in the official CDHA publication. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Voting Member to form a reasoned judgment on the decision to be taken.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the CDHA to change the manner of giving notice to members entitled to vote at a meeting of members.

**3.8 MEMBERS CALLING A MEMBERS' MEETING**

Special general meetings of the CDHA may be held upon the call of the Board of Directors at such times and places as it may designate. The President shall call a special general meeting upon the written

request of at least five per cent of the Voting Members within sixty days after the filing of such a request with the Executive Director. The business to be transacted at such special general meetings shall be stated in the notice thereof, and no other business may be considered at those meetings.

### **3.9 ABSENTEE VOTING AT MEMBERS' MEETINGS**

- a. Any Voting Member may be represented by proxy at annual and special general meetings of the CDHA by another Voting Member, provided such proxy shall be in writing on the form provided by the CDHA, a facsimile or an e-mail with a scanned signature. The proxy form will be provided with the notice of meeting.
- b. A proxy must be signed by the voting Member and shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.
- c. Proxies or notice of proxies held must be filed with the CDHA at least 5 business days before the meeting takes place.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the CDHA to change this method of voting by members not in attendance at a meeting of members.

## **SECTION 4 – DIRECTORS**

### **4.1 NUMBER OF DIRECTORS**

- a. The Board of Directors of the CDHA shall be comprised of a minimum of ten (10) and a maximum of fifteen (15) Directors;
- b. Of the Directors:
  - i. One (1) Director shall be elected from each province by the CDHA members in such province;
  - ii. One (1) Director shall be elected by the CDHA members collectively in the Yukon, Northwest Territories and Nunavut;
  - iii. In addition, the persons being the officers of the Corporation shall also be Directors of the Corporation;
- c. The President shall be Chair of the Board. In the absence of the President, the President-Elect may act as Chair with full power. In the absence of both the President and the President-Elect, meetings of the Board shall be chaired by another Board member chosen by a majority of the Board present at the meeting.

### **4.2 ELECTION OF DIRECTORS IN ROTATION:**

Following the approval of this By-law by the Board:

- a. The term of each of the persons who is a Director immediately prior to the approval of this By-law by the Board shall continue for the balance of the term unless such Director resigns, dies or is removed in accordance with the CDHA By-laws beforehand. Upon the term of each current Director ending, such current Director shall be eligible to be serve for a further term or, if such current Director has completed two consecutive terms, such current Director shall not be eligible to be elected for a further consecutive term;
- b. Subject to subsection 4.2 (a) herein, the Directors thereafter elected by CDHA members shall have a term of three (3) years; No person may serve on the Board for more than two (2) consecutive terms, with the exception of those Directors who are officers of the CDHA and who therefore may continue to be a Director until they cease to be an officer of the CDHA.
- c. The term of each of the current Directors who is also an officer immediately prior to the approval of this By-law by the Board shall continue for the balance of the term unless such Director resigns, dies or is removed in accordance with the CDHA By-laws beforehand. Upon such current Director ceasing to be an officer, such current Director shall either be eligible to be elected for a further term, or if such current Director has completed two consecutive terms, such person shall not be eligible to be elected for a further consecutive term.

d. The term of future Directors who are also elected as officers shall be for so long as they remain as officers.

**4.3 TERM OF OFFICE OF DIRECTORS**

The Directors of the CDHA shall serve in their elected capacity for the term of three (3) years. No individual representative may serve on the Board of Directors of the CDHA for more than two (2) consecutive terms, with the exception of those serving as officers of the CDHA.

**4.4 QUALIFICATIONS**

No person shall be qualified for election as a Director if such person is less than 18 years of age, is incapable and has been so declared by a court in Canada or elsewhere, or has the status of bankrupt. A Director is required to hold current membership with the Canadian Dental Hygienists Association.

**4.5 REMOVAL OF DIRECTORS**

Subject to the Act, the members may by ordinary resolution passed at a Special Meeting of Members remove any Director from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board.

**4.6 VACATION OF OFFICE**

A Director ceases to hold office on death, on removal from office by the members, on becoming disqualified for election as a Director, on receipt of a written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board for the balance of the Director's term.

**SECTION 5 - MEETINGS OF DIRECTORS**

**5.1 CALLING OF MEETINGS OF BOARD OF DIRECTORS**

Meetings of the Board may be called by the President of the Board, the President-Elect of the Board or any three (3) Directors at any time.

**5.2 NOTICE OF MEETING OF BOARD OF DIRECTORS**

Meetings of the Board of Directors may be held at any time and place determined by the Directors provided that notice by mail is sent to each Director at least 14 days prior to the meeting of, if notice is given by telephone, facsimile or other electronic means, that at least 48 hours written notice is given to each Director of the meeting. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the CDHA shall invalidate such meeting or make void any proceeding taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

**5.3 VOTES TO GOVERN AT MEETINGS OF THE BOARD OF DIRECTORS**

Each Director is entitled to one vote, however only Directors in attendance at any meeting of the Board of Directors may vote. In the case of an equality of votes, the Chair shall cast the deciding vote. Proxies and substitute or alternate Directors are not accepted at meetings of the Board of Directors.

**5.4 MEETING BY MEANS OF ELECTRONIC COMMUNICATION.**

Subject to the Act, if all the Directors of the Corporation consent generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a Director participating in such a meeting by such means is deemed to be present at the meeting. 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 Board and of committees of the Board.

**5.5 QUORUM**

A majority of the Directors elected shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors. For the purpose of determining quorum, a Director may be present either in person, or, if authorized under paragraphs 5.4, by teleconference or by other electronic means. No person shall act for an absent Director at a meeting of the Board.

**5.6 COMMITTEES OF THE BOARD OF DIRECTORS**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own policy, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

**SECTION 6 – OFFICERS**

**6.1 APPOINTMENT OF OFFICERS**

*Section 1 - Number of Officers*

The officers of the CDHA shall be the President, President Elect and Past President

*Section 2 – Election of Officers*

The officers, shall be elected or appointed by the Board of Directors from amongst their midst in a manner as determined by the Board of Directors from time to time.

*Section 3 - Term of Office*

The officers shall remain in office for one year or until their successors shall be elected or appointed. In no event shall an elected officer remain in the same office for more than two consecutive years.

**6.2 EXECUTIVE DIRECTOR**

The Board of Directors may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the CDHA. The Executive Director shall supervise the day to day operations and administration of the CDHA. The Executive Director shall conform to all lawful orders given by the Board of Directors of the CDHA and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the CDHA.

**SECTION 7 – EFFECTIVE DATE**

**7.1 BY-LAWS AND EFFECTIVE DATE**

The Board of Directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the CDHA without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) of the Act.

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