



CONSTITUTION AND BYLAWS

CONSTITUTION

1. NAME OF THE SOCIETY

The name of the Society is the Denturist Association of British Columbia (the "Association"). The shortened name is DABC.

2. OBJECTIVES

The Association is a non-profit organization established for the following professional benefit objectives:

- a. promotion of the denturist profession;
- b. promote the improvement of the denturist profession;
- c. provide support and guidance for its membership; and
- d. provide support and guidance for the public.

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

BYLAWS

The following shall constitute the BYLAWS of "THE DENTURISTS ASSOCIATION of BRITISH COLUMBIA", (the "Association") as established under the "Societies Act".

PRELIMINARY

1. In these Bylaws, unless the context otherwise requires, expressions defined as the "Societies Act" or any statutory modification thereof, in force at the date at which these regulations become binding on the Association, shall have the meaning so defined, and words importing a singular shall include the plural and vice versa, and words importing the masculine gender shall include all genders and words importing persons shall include bodies corporate and Associations.
 - a. The meetings of the Association and of any committees established by the Board of Directors (hereinafter called the "Executive Board") shall be governed by and conducted in accordance with Roberts Rules of Order.

MEMBERSHIP

2. The first Membership shall consist of the subscribers to the Constitution for the formation of the Association and they shall be deemed to be Active Members. Any new member will be subject to a twelve (12) month probationary period in which their practice, behaviour, and ethical conduct will be evaluated by the Executive Board, or a committee reviewing membership as established by the Executive Board, from time to time, to determine their continued membership.
3. There shall be two classes of members, Active Members and Honorary Members.
4. Active Membership shall be open to any person:
 - a. who is over the age of sixteen (16) years;
 - b. whose residence or place of business or employment is within the Province of British Columbia; and
 - c. whose membership has been proposed by the Executive Board, or a committee reviewing membership as established by the Executive Board, from time to time, and accepted by the Executive Board.
5. Active Members will include the following categories:
 - a. Regular Members are those practicing as denturists registered in the College of Denturists of British Columbia, are voting members, and pay regular membership dues and fees.

Regular Members who are on leave or sabbatical at the beginning of the membership year shall not vote and shall pay fifty (50) percent of regular membership dues. Upon returning to practice, the Regular Member shall notify the Executive Board and upon paying the full dues for the membership year in which he returns, shall be entitled to vote.
 - b. Student Members are those registered at an educational institution in a denturist program, are non-voting members and pay no membership dues and fees.

- c. Retired Members are non-practicing members with at least ten years of membership in the Association, are non-voting members and pay no membership dues and fees. The Association's Denturist Hall of Fame recipients are automatically included upon retirement.
6. Honorary Membership shall be open to any person over the age of twenty-one (21) years, and has been recognized by the Executive Board as contributing to denturism. No Honorary Member shall have a vote at any meeting of the Association or be permitted to debate Association policy at any Annual, Regular or Special Meeting of the Association or at any meeting of the Board of Directors of the Association. Honorary Members are non-professional and pay no membership fees and dues.

MEMBERSHIP DUES

7. Active Members of the Association shall pay to the Association, such initiation fees and special assessments as may be determined, from time to time, by the Executive Board. Regular Members shall pay annual regular membership dues and fees in an amount determined by a two-thirds (2/3rds) vote of the Executive Board.
8. The Executive Board shall cause the Active Members to be notified of the dues, fees, or special assessments at any one time payable by them, and if they are not paid within ninety (90) days of the date of such notice thereof, the member in default shall not be considered a member in good standing with the Association, and the person's membership in the Association will be terminated without notice.

REGULAR MEMBER'S RIGHTS

9. Subject to these Bylaws, every Regular Member shall have a vote and every Regular Member of the Association shall participate equally in the distribution of the property of the Association upon the dissolution of the Association.

WITHDRAWAL, RESIGNATION OR EXPULSION OF MEMBERS

10. A member may withdraw or resign from the Association by giving fourteen (14) days notice in writing to the Executive Board of his withdrawal or resignation.
11. The Executive Board shall have the power by a vote of a majority of those present to expel or suspend any member whose conduct shall have been determined by the Executive Board to be improper, unbecoming, or likely to endanger the interest or reputation of the Association as outlined in its Code of Ethics, or who wilfully commits a breach of the Constitution or its Bylaws. No member shall be expelled or suspended without being notified of the charge or complaint against him in writing or without first having been given an opportunity to be heard by the Executive Board at a meeting called for that purpose.
12. Any member who resigns, withdraws or is expelled from the Association, shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Association. Upon the request of the Executive Board he shall surrender to the Executive Board, all papers, certificates and decals that would purport his membership or affiliation with the Association.

ANNUAL GENERAL MEETINGS

13. The Annual General Meeting of the Association shall be held within ninety (90) days of the Association's year end at a time and place as determined by the Executive Board.

REGULAR MEETINGS

14. General Meetings other than the Annual General Meetings of the members, referred to in these Bylaws as Regular Meetings, shall be held at such a place as the Executive Board may determine, and on such day as the Executive Board shall appoint.

SPECIAL MEETINGS

15. Special Meetings of the Association may be called by the President, when such Special Meetings are in his opinion deemed to be necessary, and shall be called by the President on demand of a majority of the Executive Board or upon a petition being signed by no less than ten (10) percent of the Active Members in good standing.

NOTICE OF MEETING

16. Notice of every meeting of the Association shall be given to each member setting out the time and place of such meeting at least fourteen (14) days before the time fixed for the holding of such meeting.

NOTICE

17. Whenever, under the provisions of these Bylaws of the Association, notice is required to be given; such notice may be given personally, by facsimile, or other electronic mail, or by depositing the same in a post office or public letter box in a prepaid, sealed wrapper addressed to the Director, Officer, or member at his or their address as the same appears on the books of the Association. A notice or other document so sent by post shall be held as sent at the time the same was deposited in a post office or public letter box as aforesaid, or is transmitted through facsimile or other electronic mail shall be held to be sent when transmission is verified as delivered by the device. For the purpose of sending any notice the address of any Member shall be his last address recorded in the Association Register.

QUORUM

18. A quorum for the transaction of business at any meeting of the members shall consist of not less than ten (10) percent of Active Membership in good standing, present in person. However, a quorum shall never be less than five (5) Regular Members.

VOTING

19. At a general meeting, voting must be by a show of hands, electronic vote, oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

EXECUTIVE BOARD

20. The affairs of the Association shall be managed by the Executive Board which shall consist of not more than nine (9) nine members and no fewer than three (3) members of the Association (individually a "Director" and collectively the "Directors"). A minimum of one third (1/3) of which shall be elected annually from the Regular Members in accordance with section 19. Those elected will take office immediately after the Annual General Meeting of the Association and hold office for a term set out herein:

<u>OFFICE</u>	<u>TERM</u>
President	two (2) years
Vice-President	two (2) years
Directors	three (3) years

- a. The position of President shall, during the term of office, carry concurrent with it the position of Director.
 - b. No Director shall be elected as President for more than three (3) concurrent terms.
 - c. To be elected to the position of President, a member must currently be a Director or have served a minimum of one Director's term (3 years).
 - d. No Director shall be elected for concurrent terms exceeding ten (10) years in total.
21. The first meeting of the Executive Board after the Annual General Meeting, shall be held at the call of the President within thirty (30) days following the Annual General Meeting.
 22. The Executive Board shall meet at least quarterly and at such other times as may be determined by the Executive Board.
 23. A quorum necessary for the transaction of the business of the Executive Board may be fixed by the Executive Board and unless so fixed, shall be a majority of the Board present in person.

EXECUTIVE BOARD - REMOVAL

24. The Regular Members of the Association may by Special Resolution remove any Director of the Executive Board before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead to serve during the balance of his term.

EXECUTIVE BOARD -- POWERS

25. Subject to the provisions of the "Societies Act" and these Bylaws, the Directors of the Executive Board may exercise all the powers of the Association and conduct the business, discipline, and management of the Association and its affairs.

NOTICE OF MEETINGS OF EXECUTIVE BOARD

26. Notice of meetings of the Executive Board, shall be given to each Director not less than three days before the meeting is to take place. The statement of the President that notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such notice.

CHAIRMAN/PRESIDENT

27. It shall be the duty of the President to preside as Chairman at all meetings of the Association and of the Executive Board; to enforce due observance of the Constitution, Rules of Order, and Bylaws; to call special meetings of the Executive Board; to announce the result of all balloting, and to exercise a general care and supervision over the affairs of the Association. He shall be a member ex-officio of all committees.

28. In the absence of the President, the Vice President shall assume all duties of the said President.

VOTING - EXECUTIVE BOARD

29. Questions arising at any meeting of the Executive Board shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the usual vote shall be taken by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

RESOLUTION IN WRITING

30. A resolution in writing signed by all the members of the Executive Board personally shall be valid and effectual as if it had been passed at the meeting of the Executive Board duly called and constituted.

DUTIES OF THE SECRETARY TREASURER

31. The Secretary Treasurer shall be appointed by the Executive Board. Such an individual need not be a member of the Association or eligible for registration under the Health Professions Act. He shall keep a register and the minutes and records of the Association and of the Executive Board and all changes occurring therein and in all respects, he shall conform to the direction of the Executive Board. He shall be present at all meetings. He shall deliver forthwith all minutes, records, registers, and books of the Association to such a person as the Executive Board may authorize to receive the same from the Association. He shall be responsible for the care of all letters and communications and shall be responsible for the conduct of all correspondence and copies thereof. He shall as well receive all monies of the Association and all cheques of monies belonging to the Association and shall forthwith deposit the same in an account in the name of the Association in some recognized financial institution who is a member of the Canadian Deposit Insurance Corporation or other recognized deposit insurance plan as designated by the Directors. Such money shall be paid out only upon the authority of the Directors. He shall keep regular books, accounts, receipts and vouchers regarding all transactions and furnish a statement thereof to the Association or the Directors whenever called upon to do so. He shall as well deliver forthwith all books, accounts, registers, receipts, bank books, statements and records to such a person as he may authorize to receive the same for the Association for the purpose of an independent formal examination and verification of financial accounts.

STANDING COMMITTEES

32. The Directors of the Executive Board of the Association shall be ex-officio members of all committees with the exception of removal under section 24.

33. The Executive Board shall have power to appoint from time to time such committees as the Board may deem advisable and to prescribe their duties.

a. Notwithstanding the foregoing no committee may change or alter any motion duly passed by the Executive Board as a whole or any section of the Bylaws of this Association.

AUDITORS

34. The Secretary Treasurer shall deliver from time to time as set out by the Executive Board, all books, accounts, registers, receipts, bank books, statements and records to such a person as the Executive Board may authorize to receive the same from the Association for the purpose of an independent

formal examination and verification of financial accounts. The Executive Board shall cause the resulting financial statements to be made available at the Annual General Meeting.

- a. All financial statements, books and records of the Association will be open for inspection by any Regular Member of the Association so long as he is a member in good standing and an appointed time is agreed upon by both the Regular Member and the Secretary Treasurer.
- b. Members requesting copies of financial or other books, records or documents may be subject to the costs associated with copying and shipping of those papers.

ACCOUNTS AND EXPENDITURES

35. All cheques or drafts authorized to be drawn or made shall be signed by such Directors or Officers as shall be appointed by resolution of the Executive Board. The funds and property of the Association shall be used and dealt with as the Executive Board shall decide for the Association's legitimate objectives only.

SPECIAL RESOLUTION

36. At least fourteen (14) days notice electronically or in writing to the members shall be duly given of the intention to propose any resolution as a special resolution, and such notice shall contain a copy of the proposed resolution and shall name the date of the meeting of the Association on which the resolution will be proposed as a special resolution. The vote in favour of the resolution of a majority of not less than two thirds (2/3) of the Regular Members of the Association present at such meeting, entitled to vote, shall be necessary to pass a special resolution.

AMENDMENT OF BYLAWS

37. The Bylaws of the Association may be altered or added to at any General Meeting by a special resolution pursuant to bylaw 36.

REMUNERATION OF EXECUTIVE BOARD

38. No member of the Executive Board shall receive any remuneration from the Association for services rendered as a member of the Executive Board.

DISSOLUTION

39. Dissolution of the Association by surrender of its certificate of Incorporation may be resolved upon an ordinary resolution of the Association.

BORROWING

40. The Association may by special resolution authorize the borrowing of monies in the manner prescribed by the "Societies Act".

SEAL

41. The Secretary Treasurer of the Association shall have the custody of the Seal which may be affixed to any document upon resolution of the Executive Board and by such Members of the Executive Board as are hereunto authorized by such resolution.

ACTS OF EXECUTIVE BOARD IN CASE OF VACANCY OR DISQUALIFICATION

42. Notwithstanding any vacancy or vacancies in the membership of the Executive Board, the other members of the Executive Board may act if and so long as their number is not less than the number for a quorum.
43. All acts done by any meeting of the Executive Board or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or Directors or person or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director.

LIABILITY OF DIRECTORS

44. Subject to the "Societies Act", every Director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that as a Director of the Association, he and his heirs, executors, and administrators, and his estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association, from and against all costs, charges and expenses whatsoever which such Director sustains or incurs, in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done, or permitted by him, or any other Director, or Directors in or by the execution of the duties of his or their office and also from and against all other costs, charges and expenses which he incurs, in or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

**CONSTITUTION
AND
BYLAWS
OF**

DENTURIST ASSOCIATION OF BRITISH COLUMBIA

Dated this _____ day of _____, 20_____.

DENTURIST ASSOCIATION OF BRITISH COLUMBIA

Signed by: _____

Relationship to Society: Secretary / Treasurer