

**BY-LAW NO. 1****1. DEFINITIONS**

In all by-laws of the College and unless otherwise defined or required by the context,

“Act” means the Dentistry Act, 1991, Statutes of Ontario, 1991, Chapter 24, as amended from time to time and includes the Health Professions Procedural Code being Schedule 2 to the Regulated Health Professions Act, 1991, Statutes of Ontario, 1991, Chapter 18, as amended from time to time;

“by-law” means a by-law of the College;

“committee” means a committee of the College, including a statutory, standing or other committee;

“elected member of council”, “elected councillor” or “elected council member” means a member elected to council in accordance with the by-laws of the College and includes a member elected in a by-election or appointed to fill a vacancy created by an elected member ceasing to be a member of council prior to the completion of his or her term;

“member of council”, “councillor” or “council member” means a member of council elected, selected or appointed in accordance with the Act and by-laws;

“selected members of council”, “selected councillor” or “selected council member” means a member of council selected in accordance with a by-law from among members who are members of the faculty of dentistry or school of dentistry in a university in Ontario and includes a member selected or appointed to fill a vacancy created by a selected member ceasing to be a member of council prior to the completion of his or her term;

“Regulated Health Professions Act, 1991” means the Regulated Health Professions Act, 1991, Statutes of Ontario, 1991, Chapter 18 as amended

from time to time and where the context requires includes the Health Professions Procedural Code being Schedule 2 to that statute;

“regulation” means a regulation passed pursuant to the Act or the Regulated Health Professions Act, 1991;

and any term defined in the Act or the Regulated Health Professions Act, 1991 or a regulation made under either of those statutes has the definition stated therein.

## **2. ENACTMENT, AMENDMENT AND REVOCATION OF BY-LAWS**

- (1) By-laws of the College may be enacted, amended, or revoked by a two-thirds vote of the members of the council present at a meeting of the members of the council duly called for the purpose of considering such enactment, amendment, or revocation, or in accordance with the Act.
- (2) A by-law signed by all members of the council is as valid and effective as if passed at a meeting of the council called, constituted and held for the purpose.

## **3. SEAL**

The seal, an impression whereof is impressed in the margin hereof, shall be the seal of the College.

## **4. MEETINGS OF COUNCIL**

- (1) The initial meeting of the council, following the elections of the elected members of the council, shall be held within two months of the elections and may be one of the regular meetings of the council as proposed in paragraph (2).
- (2) The council shall hold, in a calendar year and in such location as shall be determined by the registrar, at least three regular meetings,

called by the president, the first between 15 January and 15 April, the second between 01 May and 30 June, and the third between 15 September and 30 November.

Council may, from time to time, by resolution, determine to hold additional regular meetings and shall, by such resolution, fix the dates, places, and times of such regular meetings. So long as any such resolution is in effect, the registrar of the College shall convene such regular meetings by notice given in the manner referred to in subsection (5).

- (3) Special meetings may be called by the president or by any eight councillors who (a) deposit with the registrar a written requisition for the meeting containing the matter or matters for decision at the meeting; or (b) make a verbal request of the registrar which request is subsequently confirmed in writing as provided in (a) above. Special meetings shall be held in such location as shall be determined by the registrar or, with the approval of the executive committee, by teleconference or by any other manner that allows all the persons participating to communicate with each other simultaneously and instantaneously.
- (4) At any meeting for which notification has been sent in accordance with subsection (5), the council may consider and transact any matter brought in accordance with subsection (6).
- (5) The registrar shall cause each councillor to be given as much notice as is practicable in writing of the place (unless the meeting is held by teleconference or by any other manner that allows all the persons participating to communicate with each other simultaneously and instantaneously), date, and time of all council meetings by sending such notification by ordinary prepaid mail in the case of a regular meeting of council, or, concerning a special council meeting, by sending such notification by courier, facsimile or such other method as is reasonable to provide notice to each councillor at least:

- (a) 14 days before a regular meeting, and
- (b) 3 days before a special meeting,

and the registrar shall cause to be included in or with the notification of a special meeting, the matter or matters for decision contained in the requisition of the meeting deposited with the registrar.

- (6) Council may only consider or transact:
  - (a) at a special meeting
    - (i) the matter or matters for decision at the meeting contained in the requisition deposited with the registrar,
    - (ii) such other matters, not included in the requisition, as the majority of the members in attendance determine to be of an urgent nature;
  - (b) at a regular meeting
    - (i) matters brought by the executive committee,
    - (ii) recommendations in reports by committees,
    - (iii) motions of which notice of motion was given by a councillor at the preceding council meeting or where written notice has been given 30 days in advance of the meeting,
    - (iv) such other matters, not included in the requisition, as the majority of members in attendance determine to be of an urgent nature or insufficiently substantive that they do not require prior attention by one or more of the committees of the council;

- (c) at any meeting
  - (i) routine and procedural matters which shall be dealt with in accordance with the rules of order.
- (7) (a) The president shall prepare or cause to be prepared the agenda for each meeting of council. The agenda for a regular meeting shall include a period during which councillors may raise for discussion and, pursuant to the provisions of section 4(16), receive deputations on topics relevant to the affairs of the College.
- (b) The president may, on his/her initiative or on a duly received request, designate specific topics as 'deputation matters' and allocate a specific time during the meeting to receive and hear deputations on such matters.
- (8) For the purpose of the conduct of its meetings, the council may appoint a non-voting presiding officer from outside the membership of the council who shall serve as chair at meetings of council until replaced by resolution of the council or the executive committee. In the discharge of the duties and responsibilities of an appointed chair, the chair shall function solely as the arbiter of the proceedings in accordance with the parliamentary procedures adopted by the council, and shall not assume any protagonist role in council deliberations. Before assuming his/her duties, the appointed chair shall agree to maintain the same standard of confidentiality as that applicable to a member of council concerning all matters coming before the council.
- (9) In the absence of an appointed chair, the president, or his/her appointee for the purpose, shall preside over meetings of the council. In the absence of the president or vice-president, members of the council present at a duly called meeting of the council shall elect one of their number as chair.

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- (10) Except as may be provided otherwise by the Act, a majority of members constitutes a quorum for any meeting of council. If a vacancy exists, such vacancy shall be counted in determining whether a quorum is present.
- (11) Subject to subsection (11.1), every vote at a council meeting, other than a council meeting held by teleconference or by any other manner that allows all the persons participating to communicate with each other simultaneously and instantaneously, shall be by a show of hands or as council shall otherwise determine but, if any member of the council so requests, a roll call vote shall be taken so long as council does not determine to vote by secret ballot. In the event of a roll call vote, the president shall require the registrar to request each member in turn to record his or her vote and such vote will be recorded in the minute reporting on the motion or resolution under consideration. Voting at a meeting of council held by teleconference or by any other manner that allows all the persons participating to communicate with each other simultaneously and instantaneously shall be by roll call vote.
- (11.1) Notwithstanding subsection (11), a vote at a council meeting in respect of a motion to propose a regulation or a regulation change or to submit a regulation or a regulation change to the government shall be by roll call vote and the minute in respect of such motion shall record those members of council in favour, those opposed, those who were present but abstained from voting and those who were not present.
- (12) Except where otherwise provided in either the Act, regulations or by-laws, every question which comes before council shall be decided by a majority of votes cast at the meeting (including the presiding officer's so long as he/she is a member of the council) and if there is an equality of votes on a question, the question shall be deemed to have been decided in the negative.
- (13) A resolution signed by all members of the council is as valid and effective as if passed at a meeting of the council called, constituted and held for the purpose.

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- (14) The proceedings of council meetings shall be recorded in such content as the council may, from time to time, require and the written record of the council meetings, subject to any corrections made at a subsequent meeting, when duly approved at such meeting of the council and signed by the person purporting to be the recording officer thereof, is prima facie proof of the accuracy of the contents of every such record.
- (15) Whether or not a quorum is present, the presiding officer may adjourn any properly called council meeting and reconvene it at any time and from time to time providing all members are (a) present or (b) given notice in the manner referred to in section 4.(5) hereof of the time, date and place of the reconvened meeting. At any reconvened meeting, if a quorum is present, any matter may be considered and transacted at it which could have been transacted at the original meeting which was adjourned.
- (16) (a) The president, acting on his/her own volition, the council or any committee of council may effect arrangements with the president to designate and schedule for deputation purposes a topic or topics relevant to the affairs of the College.
- (b) A written request for a deputation shall be received by the registrar at least 30 days prior to the scheduled meeting and, if approved by the president or the executive committee, the deputation shall be permitted.
- (c) The president, in the exercise of his/her unlimited discretion, may permit the participation of deputations which, for valid reasons, are unable to meet the 30 day advance notice requirement.
- (d) Upon the direction of the president, following designating the matter as being appropriate for a deputation, the registrar shall forthwith inform the person or party having made the request that the matter has been scheduled and the time that has been set for the deputation.

- (e) Unless the chair otherwise determines, each deputation shall be permitted a maximum of two speakers who, together, shall be allowed a maximum of 10 minutes for each matter designated by the president pursuant to (d). The chair, should he/she so decide, may grant such additional time as he/she considers appropriate to the deputation to be utilized by one or both of the speakers or to another member of the deputation.
  - (f) The chair, for the exclusive purpose of achieving clarification, may accept questions from members arising from the matters upon which the deputation has spoken and the deputant(s) may respond to such questions. Neither the deputant(s) nor the member(s) shall engage in debate or in either direct or indirect exchanges with each other or with other persons present. The presentation of the deputation will be received for consideration by the council.
- (17) The current edition of *Sturgis Standard Code of Parliamentary Procedure*, as published from time to time, shall constitute the parliamentary authority for the rules of order of the council. Where the said rules of order are inconsistent with the Act, Regulated Health Professions Act, 1991, regulations or by-laws, the Act, Regulated Health Professions Act, 1991, regulations and by-laws shall govern.

#### **4.1 MEETINGS BY TELECONFERENCE**

- (1) Notwithstanding any other provision of the by-laws, a meeting of council or any committee or panel of a committee of the council or the College, other than one held for the conducting of a hearing, may be held by teleconference or by any other manner that allows all the persons participating to communicate with each other simultaneously and instantaneously.
- (2) A vote called at a meeting conducted pursuant to subparagraph (1), shall, unless otherwise provided for in the by-laws, be taken in such a manner as determined by the chair unless a member of the council,

committee or panel of the committee which is meeting requests a roll call vote, in which event a roll call vote shall be taken.

- (3) Notice of a meeting held under subparagraph (1), shall not specify a place for the meeting, but rather, the means by which the meeting will be conducted.

## **5. ELECTION AND APPOINTMENT OF OFFICERS, COMMITTEES AND REPRESENTATIVES**

- (1) The officers of the College shall be the president, vice-president, registrar, deputy registrar and treasurer and such other officers as the council shall determine from time to time. The positions of registrar, deputy registrar and treasurer may not be held by the same person.
- (2) The provisions concerning the election/appointment of the president, vice-president, members of committees and representatives are set out in Schedule 1 to this by-law which forms part of this by-law.
- (3) The registrar shall serve as the secretary of the council. In addition to the officers listed in subsection (1), the council may, from time to time, elect or appoint such other officers and agents as it may consider necessary who shall have such authority and shall perform such duties as, from time to time, may be resolved by the council.

## **6. REMUNERATION OF OFFICERS**

The remuneration of all officers elected or appointed by the council shall be determined, from time to time, by resolution of the council and the fact that any officer is a member of the council shall not disqualify him/her from receiving such remuneration as may be so determined.

## **7. HIRING OF REGISTRAR AND DEPUTY REGISTRAR**

The procedure for the hiring of the registrar and deputy registrar of the College is set out in Schedule 2 to this by-law which forms part of this by-law.

### **7.1 CODE OF CONDUCT FOR COUNCIL MEMBERS**

The Code of Conduct and council's authority to impose sanctions on members of council who are found to have breached the Code of Conduct are set out in Schedule 7 to this by-law which forms part of this by-law.

## **8. REMUNERATION OF MEMBERS OF COUNCIL AND COMMITTEES**

The fees payable to members for services to and expenses of council and committees, other than to persons appointed by the Lieutenant Governor in Council, are set out in Schedule 3 to this by-law which forms part of this by-law.

## **9. INDEMNITY TO MEMBERS OF COUNCIL, OFFICERS AND OTHERS**

Every member of the council, every member of a committee, every officer of the College, and every employee of the College, including any inspector, assessor/reviewer, who, in respect of the execution or intended execution of his/her duties has undertaken or is about to undertake any liability on behalf of the College, and his/her respective heirs, executors and administrators, and estates and effects shall, from time to time, and at all times, be indemnified and saved harmless out of the funds of the College from and against all costs, charges, and expenses whatsoever which such person sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against him/her in or about the execution or intended execution of the duties of his/her office or employment or in respect of any such liabilities, save and except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

**10. DUTIES OF OFFICERS MAY BE DELEGATED**

In the case of the absence or inability to act of any officer of the College or for any other reason that council may deem sufficient, the council may delegate all or any of the powers of such officer to any other officer or any member of the council for the time being.

**11. PRESIDENT**

The president shall be the chief executive officer of the College, and shall, when present, preside as chair of all meetings of council, unless a non-voting chair has been appointed pursuant to section 4.(8) hereof. The president shall, in respect of the College's standing committees, be a full member of the communications committee and shall be an ex officio member, with right of vote, of the audit committee, the finance, property and administration committee, and the legal and legislation committee. The standing committees of the College are set out in Schedule 4 to this by-law which forms part of this by-law.

The president shall oversee the performance of the duties of the officers and employees of the College and shall sign such contracts, documents, or instruments in writing as required by the College. He/she shall have such other powers and duties as may, from time to time, be assigned to him/her by the council or as are incidental to the office of president.

**12. VICE-PRESIDENT**

The vice-president shall be vested with all the powers and shall perform all the duties of the president in the absence or inability or refusal to act of the president. The vice-president shall be a member of the finance, property and administration committee and shall sign such contracts, documents, or instruments in writing as required by the College. He/she shall also have such other powers and duties as may, from time to time, be assigned by the council.

**13. REMOVAL OF PRESIDENT, VICE-PRESIDENT OR OTHER OFFICERS**

The president or the vice-president may be removed from office by a two-thirds vote of all of the members of the council (excluding vacancies), whereupon the council shall elect a new president or a new vice-president from among its members to hold office for the remainder of the term. Any other officer may be removed from office by resolution of council. Where the officer is an employee of the College, a removal from office shall not in and of itself constitute a termination of employment.

**14. REGISTRAR**

The registrar shall act as the chief administrative officer of the College and shall have such duties as are conferred by the Act. The registrar shall serve as secretary of the council. The registrar shall give or cause to be given notice for all meetings of the council when directed to do so. He/she shall be the custodian of the seal of the College and of all books, papers, records, correspondence, contracts and other documents belonging to the College which he/she shall deliver up to persons, other than members of council, only when required by law or when authorized by a resolution of the council and only to such person or persons as may be named in the resolution. The registrar may delegate functioning responsibilities to other appointive officers and employees of the College. The registrar shall act as secretary to all statutory and other committees of council, conduct, under the direction of council, all correspondence relating to the affairs of the College, keep a true record of the proceedings of each meeting of council, keep a correct list of all applicants, keep a correct list of members of the College, issue an annual membership certificate to those members whose annual fee is paid, conduct the election of members of council, act in accordance with the direction of the council and/or the executive committee, remit to the treasurer all funds of the College coming into the registrar's possession by reason of his/her office and arrange for the payment of all accounts ordered by the council or that the executive committee may, from time to time, direct. The registrar shall sign such contracts, documents, or instruments in writing as require his/her signature and shall have such other powers and duties as may, from time to time, be assigned by the council or as are incidental to the office of registrar.

**15. DEPUTY REGISTRAR**

The deputy registrar of the College shall be the acting registrar and have all of the powers and authorities of the registrar should the registrar be unable to act due to absence from the College or being unavailable or the position of the registrar becoming vacant. The appointment of the deputy registrar as the acting registrar shall continue unless and until the executive committee or council by resolution appoints another person as the acting registrar.

**15.1 ACTING REGISTRAR**

In the event that the registrar may be unable to perform the duties of the position of registrar due to an expected absence from the College or for any other reason and either there is a vacancy in the position of deputy registrar or the deputy registrar will also be absent from the College or for some other reason unable to act as acting registrar, the executive committee may appoint an acting registrar who shall have all of the powers and duties of the registrar until such time as the registrar resumes his/her duties, the deputy registrar resumes his/her duties or the appointment of another acting registrar made by the executive committee or council. Where reasonable, the executive committee shall seek the recommendation of the registrar before appointing an acting registrar under this section.

**16. TREASURER**

Subject to the provisions of any resolution of the council to the contrary, the treasurer shall have the care and custody of all funds and securities of the College and shall deposit the same in the name of the College in such bank or banks or with such other depository or depositories as the council may, from time to time, direct. The treasurer shall pay all orders drawn on him/her signed by the president or the registrar and shall otherwise keep a correct account of all funds received and disbursed by him/her and shall report the state of the finances of the College when requested by the council. The treasurer shall sign such contracts, documents, or instructions in writing as require the treasurer's signature and shall have such other powers and duties as may, from time to time, be assigned by the council or

as are incidental to the office of treasurer. The treasurer may be required to give such bond for the faithful performance of his/her duties as the council, in its best judgement, may require but no member of the council shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of a failure of the College to receive any indemnity thereby provided.

#### **17. INSPECTORS, INVESTIGATORS AND ASSESSORS**

The registrar may, from time to time, appoint persons to act in the capacity of inspectors, investigators and/or assessors of the College. Persons so appointed shall perform such duties as may be determined by the registrar.

#### **18. VACANCIES**

- (1) In the event the president or the vice-president resigns, dies, or otherwise becomes unable to act because of physical or mental infirmity, the council shall elect a new president or vice-president from among its members, to hold office for the remainder of the term.
- (2) In the event that an appointed officer resigns, dies, is dismissed, or otherwise ceases to act, the council may, by resolution, appoint an officer to fill such vacancy until such time that a permanent appointment is made pursuant to section 5. The appointment procedure shall be initiated forthwith following the creation of the said vacancy.

**19. EXECUTIVE COMMITTEE**

- (1) The executive committee shall be composed of the president, vice-president and three other members of the council as elected by the council from time to time. Two of the members of the executive committee shall be elected by the council from among the councillors appointed by the Lieutenant Governor in Council. Subject to the Act, any member of the executive committee may be removed or replaced at any time by the council and any member of the executive committee shall cease to be a member of the executive committee upon ceasing to be a member of the council.
- (2) The work and responsibilities of the executive committee shall include matters bearing on the management and direction of the affairs of the College.
- (3) The president shall serve as chair of the executive committee but may delegate the chair to another member of the executive committee. The registrar shall be secretary of the executive committee but may delegate the function to another appointed officer or member of the staff.
- (4) Subject to the provisions of the Act, the executive committee shall, during the intervals between meetings of the council, possess all the powers of the council with respect to the management and direction of the affairs of the College in all cases in which specific direction shall not have been given by the council at its previous meeting.
- (5) The executive committee may serve as the College's liaison with organizations or agencies having similar interests.
- (6) The executive committee may invite such officers, members of the council and employees of the College, as it may see fit from time to time, to attend at meetings of the executive committee and assist in the discussion and consideration of the affairs and business of the College.

- (7) The time and place of meetings of the executive committee, the calling thereof and the procedure in all things at such meetings shall be determined by the executive committee.
- (8) A majority of the members of the executive committee constitutes a quorum.

## **20. COMMITTEES**

- (1) Unless the Act provides otherwise, council shall appoint the members of and a chair for each committee provided for under the Act (statutory committees) in accordance with the Act and, unless inconsistent with the Act, in accordance with the by-laws of the College.
  - (1.1) The council shall also appoint a vice-chair of the discipline committee who shall have all of the authority of the chair of the discipline committee should any of the following events occur:
    - (i) the chair requests the vice-chair to assume any or all of the duties of the chair;
    - (ii) the position of chair becomes vacant for any reason; or
    - (iii) the chair is unable to be reached by the registrar, despite reasonable efforts on the registrar's part and there is a matter of urgency which requires the action of the chair.
- (2) Where a chair selects a panel which does not include the chair, he/she shall designate a member of that panel to act as chair of the panel. Otherwise, the panel shall select a chair from among its members.
- (3) The council may, from time to time, create committees, in addition to the statutory committees (standing or ad hoc committees), and where such committees are created shall appoint the members of and a chair for each committee in accordance with the by-laws of the College.

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- (4) In appointing members to any statutory, standing or ad hoc committee, the council may appoint members or non-members of council unless the Act or by-laws of the College provide otherwise.
- (5) There are hereby established the following standing committees:
- (i) Audit Committee,
  - (ii) Communications Committee,
  - (iii) Elections Committee,
  - (iv) Finance, Property and Administration Committee,
  - (v) Legal and Legislation Committee, and
  - (vi) Professional Liability Program Committee.
- (6) Subject to the Act, regulations and by-laws, council may delegate to any committee any power and authority to manage and direct the affairs of the College except such matters as, by law, must be dealt with by the council or a statutory committee. Upon the appointment of any standing or ad hoc committees, the council shall provide for its jurisdiction, provided that the exercise of any powers by any such committee, unless expressly delegated by council or specifically provided for by the by-laws of the College, is subject always to the approval of council.
- (7) Where council delegates to a statutory committee any power or authority not specifically provided to that committee under the Act, regulations or by-laws, the exercise of such power or authority by such statutory committees, unless expressly delegated by the council, is subject always to the approval of council.
- (8) Unless otherwise provided by the Act, regulations or by-laws,
- i. three members of the inquiries, complaints and reports committee, at least one of whom is a council member appointed by the Lieutenant Governor in Council, constitute a quorum; and
  - ii. a majority of the members of a committee, other than the inquiries, complaints and reports committee, constitutes a quorum.

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- (9) Where one or more vacancies occur in the membership of a committee, the members remaining in office constitute the committee until such time as the vacancy shall be filled, so long as their number is not fewer than the required quorum. If the vacant appointment was the chair of the committee, the remaining committee members shall select a chair who shall hold that position until the vacancy is filled.
- (10) Where a vacancy occurs in respect of the membership of a standing or ad hoc committee, the executive committee may and, if necessary for such committee to achieve its quorum, shall appoint persons to fill any vacancies which occur in the membership of such committee. Where the vacancy being filled was the chair of such committee, the executive committee shall also appoint a chair for such committee. Every member and chair so appointed continues to be a member and/or chair of such committee until confirmed or replaced pursuant to subsection (12) hereof.
- (11) Where a vacancy occurs in the membership of a statutory committee other than the executive committee, the executive committee may and, if necessary for a committee to achieve its quorum or if necessary to give effect to the provisions of the Act, regulations and by-laws, shall appoint persons to fill any vacancies which occur in the membership of such committee. Where the vacancy being filled was the chair of such committee, the executive committee shall also appoint a chair for such committee. In filling any such vacancies, the executive committee shall ensure that the provisions of the Act, regulations and by-laws respecting the membership of statutory committees are complied with. Every member and chair so appointed continues to be a member and/or chair of such committee until confirmed or replaced pursuant to subsection (12) hereof.
- (12) Every appointment by the executive committee to fill a vacancy for a committee shall be confirmed by the council at its next regular meeting or where impractical or where council fails to do so, at such other meeting as council may determine. Should council determine not to confirm such appointment, it shall, subject to the provisions of the Act, regulations and by-laws, appoint a person in replacement

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of the member so appointed by the executive committee. Where the member replaced was the chair of the committee, the council shall also appoint a new chair.

- (13) Every appointment to a committee, including appointments to fill vacancies, automatically expires at the first regular meeting of the council following the general elections of the elected members of the council.
- (14) Any member of a statutory committee who is a member of council may be removed from that committee by a two-thirds vote of the members of the council present at the meeting, whereupon the council shall elect a new member from among the members of council to hold office for the remainder of the term. Where the member replaced was the chair of the committee, the council shall also appoint a new chair.
- (15) Any member of a statutory committee who is not a member of council and any member of a standing or special committee may be removed from that committee by resolution of council whereupon council shall appoint a new person to hold office for the remainder of the term. Where the member replaced was the chair of the committee, council shall also appoint a new chair.
- (16) Subject to the Act, regulations and by-laws and unless otherwise required by law, each committee shall meet from time to time at the direction of the council or the executive committee or the direction of the chair of such committee on a date and at a time designated by such chair. Meetings may be in person or, at the direction of the chair, may be held by teleconference or by any other manner that allows all the persons participating to communicate with each other simultaneously and instantaneously.
- (17) Subject to the Act and unless otherwise required by law, no formal notice is required for a meeting of a committee, but an appointed officer involved in the committee's activities shall, at the chair's direction, make reasonable efforts to notify all the committee members informally of every meeting and to arrange the meeting date and time for the convenience of the committee members.

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- (18) The chair or his/her appointee for the purpose shall preside over meetings of the committee.
- (19) Every question which comes before a committee shall be decided by a majority of the votes cast at the meeting (including the presiding officer's) and if there is an equality of votes on a question, the question shall be deemed to have been decided in the negative.
- (20) Except for hearings held pursuant to the Act, the presiding officer shall record the proceedings of every committee meeting or cause them to be recorded and the written record, when duly approved at a subsequent meeting of the committee, subject to any corrections made at such subsequent meeting, and signed by the persons purporting to be the presiding and recording officers thereof, is prima facie proof of the accuracy of the contents of every such record.
- (21) Relative to subsection (20) hereof, the written record of every committee meeting shall be deposited with the registrar promptly after it has been signed by the recording officer.
- (22) The terms of reference of the standing committees are set out in Schedule 4 to this by-law which forms part of this by-law.

## **21. CODE OF ETHICS**

There shall be a Code of Ethics for members of the College which shall be the Code of Ethics adopted from time to time by the council.

The Code of Ethics is designed to ensure the dignity and integrity of members of the College and to define obligations and professional duties to be observed by every member of the College. It shall be the duty of every member of the College to adhere strictly not only to the letter of the Code of Ethics from time to time but also to the underlying spirit and precepts thereof.

The Code of Ethics is set out in Schedule 5 to this by-law which forms part of this by-law.

## **22. PROFESSIONAL LIABILITY**

The council may, from time to time, cause the College to enter into arrangements for itself and its members respecting indemnity of members for professional liability.

## **23. INFORMATION AVAILABLE TO MEMBERS**

- (1) Subject to the Act, regulations and by-laws and except as provided by another statute, no member of the College shall be entitled to or require discovery of any information respecting any details or conduct of the business of the College which, in the opinion of the council, it would be inexpedient or inadvisable, in the interests of the College, to communicate to the public.
- (2) Subject to the Act, regulations and by-laws, the council may, from time to time, determine whether and to what extent and what time and place and under what conditions, the documents, books, and registers and books of account and accounting records of the College or any of them shall, other than to members of the council, be opened to the inspection of members of the College and, other than a member of council, no member of the College shall have any right to inspect any document or book or register or book of account or accounting record of the College except as conferred by statute or authorized by the council.
- (3) The provisions concerning the reimbursement of members of the council, elected from electoral districts, when making official visits to local dental societies within the said electoral districts are as set out in Schedule 6 to this by-law which forms part of this by-law.

**24. BANKING**

- (1) In this section, "bank" means the bank appointed under subsection (2).
- (2) The executive committee shall appoint a bank chartered under the *Bank Act* (Canada) for the use of the College.
- (3) All money belonging to the College shall be deposited in the name of the College with the bank.
- (4) The registrar may endorse any negotiable instrument for collection on account of the College through the bank or for deposit to the credit of the College with the bank. The College's rubber stamp may be used for such endorsement.

**25. EXECUTION OF CONTRACTS, DOCUMENTS, INSTRUMENTS**

- (1) Contracts, documents, or instruments in writing requiring the signature of the College shall be signed by the president or the vice-president together with one of the registrar or the treasurer and all contracts, documents, or instruments in writing so signed shall be binding upon the College without any further authorization or formality. Council is authorized, from time to time by resolution, to appoint any officer or officers or any person or persons on behalf of the College either to sign contracts, documents, or instruments in writing generally or to sign specific contracts, documents, or instruments in writing.
- (2) Where permitted by law, the registrar or deputy registrar may sign summonses, notices and other similar documents on behalf of the College or any committee of the College.
- (3) The seal of the College shall, when required, be affixed to contracts, documents, or instruments in writing, signed as aforesaid, or by any officer or officers, person or persons appointed as aforesaid by resolution of the council.

- (4) The term "contracts, documents, or instruments in writing" as used in this by-law shall include, without limitation, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments or property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money, whether obligations, conveyances, transfers and assignment of shares, share warrants, bonds, debentures, or other securities and all paper writing.
- (5) In particular, without limiting the generality of the foregoing, (a) the president or the vice-president, together with one of the registrar or the treasurer, and (b) such other officer or officers or person or persons as may, from time to time be authorized by resolution of the council, are authorized to sell, assign, transfer, charge, convert, or convey any and all shares, bonds, debentures, rights, warrants, or other securities, owned by or registered in the name of the College and to sign and execute (under the seal of the College or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the foregoing purposes.

## **26. BORROWING AND GIVING OF SECURITY THEREFOR**

- (1) Council may, from time to time,
  - (a) borrow money upon the credit of the College,
  - (b) limit or increase the amount or amounts to be borrowed,
  - (c) issue, sell, or pledge for such sums and such prices as may be deemed expedient, securities of the College,
  - (d) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the College, currently owned or subsequently acquired, and to secure generally any other obligation or liability of the College.
- (2) From time to time, the council may authorize any member of the council, officer or employee of the College or any other person or

persons to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loans thereof and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the College as the council may authorize and generally to manage, transact, and settle the borrowing of money by the College.

## **27. CHEQUES, DRAFTS, 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 other person or persons, whether or not officers of the College, and in such manner as the council may, from time to time, authorize by resolution.

## **28. INVESTMENT**

- (1) Without limiting the generality of the foregoing, (a) the president or vice-president together with one of the registrar or treasurer and (b) such other officer or officers or person or persons as may from time to time be authorized by resolution of council, may invest or re-invest funds of the College, not immediately required, in any one or more of the following investments, namely:
  - (a) bonds, debentures, or other evidences of indebtedness of, or guaranteed by, the Government of Canada, the Government of Ontario or the Government of any other province of Canada which province at the time of such investment was rated by the Dominion Bond Rating Service as one of the three best rated provinces of Canada;
  - (b) deposit receipts, deposit notes, certificates of deposit, acceptances and other similar instruments issued or endorsed by the:
    - (i) Bank of Montreal,
    - (ii) Bank of Nova Scotia,

- (iii) Canadian Imperial Bank of Commerce,
  - (iv) Royal Bank of Canada,
  - (iv) Toronto Dominion Bank.
- (2) The finance, property and administration committee may, by resolution, invest or re-invest funds of the College, not immediately required, in any security in which a trustee may properly invest trust money under section 26 of the *Trustee Act*, as amended from time to time, and, in order to implement such investment or re-investment, may authorize, by resolution, an officer or officers of the College to carry out such decisions.

## **29. CUSTODY OF SECURITIES**

- (1) All shares and securities owned by the College shall be lodged, in the name of the College, with a chartered bank or a trust company, or in a safety deposit box, or held in accounts with such brokerage houses as may be authorized by the finance, property and administration committee from time to time, or if so authorized by resolution of the council, with such other depositories or in such manner as may be determined from time to time by the council.
- (2) All share certificates, bonds, debentures, notes, or obligations belonging to the College may be issued or held in the name of a nominee or nominees of the College (and, if issued or held in the names of more than one nominee, shall be held in the names of the nominees jointly, with the right of survivorship), and shall be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be completed and registration thereof to be effected.

## **30. NOTICES**

- (1) Subject to the Act, regulations and by-laws (including the previous provisions of this by-law), any notice or other document to be given by the College to any member of the College or of the council, or the auditor of the College, shall be served either personally or by sending it through the post in a prepaid envelope or wrapper or by

telegram or cablegram addressed to such member of the College or of the council or auditor at his/her address as the same appears in the books of the College or if no address be given therein, then to the last address of such member of the College or the council or auditor known to the registrar. With respect to every notice or other document sent by post, it shall be sufficient, provided that the envelope or wrapper containing the notice or the document was properly addressed and put into a post office or into a post office letter box. A notice or document so mailed shall be deemed to have been given when it is deposited in a post office or public letter box. A notice or document served personally shall be deemed to have been given when it is delivered personally. A telegraphed or cablegramed notice shall be deemed to have been given when it is delivered to the appropriate communication company or agency or its representative for dispatch. A couriered notice or document shall be deemed to have been given when it is delivered to the appropriate courier company or agency or its representative for dispatch. A notice or document delivered in any other fashion shall be deemed to have been delivered at the time it arrived at the address aforesaid.

- (2) The signatures to any notice or other document given by the College may be written, stamped, typewritten, or printed or partly written, stamped, typewritten, or printed.
- (3) Where a given number of days' notice or notice extending over any period is required to be given, each and every day including holidays and non-juridical days including the day of service or posting of the notice shall, unless otherwise provided, be counted in such number of days or other period, but the day for which the notice is given shall not be counted.

### **31. FISCAL YEAR**

The fiscal year of the College shall be the calendar year, 01 January to and including 31 December.

**32. AUDITORS**

The council shall yearly appoint an auditor to audit the accounts of the College and to hold office for the ensuing year.

**33. USE OF *STURGIS STANDARD CODE OF PARLIAMENTARY PROCEDURE***

The affairs of the College shall be carried out in accordance with the Regulated Health Professions Act, 1991, the Act, the regulations and by-laws. However, where questions arise as to the appropriate procedure to be followed, the College may, where applicable, have regard to the current edition of *Sturgis Standard Code of Parliamentary Procedure*, as published from time to time.

**34. PREVIOUS BY-LAWS**

All previous by-laws of the College, save and except for banking by-laws, be and the same are hereby repealed and are replaced by this by-law.

**35. INTERPRETATION**

- (1) In all by-laws of the College, the singular shall include the plural and the plural shall include the singular. The word "person" shall include firms and corporations. Wherever reference is made in the by-laws to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section, as the case may be.
- (2) All provisions of this or any other by-law of the College shall be interpreted in a manner consistent with the Regulated Health Professions Act, 1991 and the Act and where any such inconsistency is found to exist and where practicable, the inconsistent provision is to be severed therefrom.

- (3) In the computation of time under all by-laws of the College, and except where a contrary intention appears,
- (a) where there is a reference to a number of days between two events, they should be counted by including the day on which the first event happens and excluding the day on which the second event happens;
  - (b) all days, regardless of whether they are Saturdays, Sundays or holidays, shall be counted; and
  - (c) where the time for doing an act expires on a Saturday, Sunday or holiday, the act may be done on the next day that is not a Saturday, Sunday or holiday.

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