

**BY-LAW NO. 2**

A by-law relating generally to the conduct of the affairs of

**DENTAL INDUSTRY ASSOCIATION OF CANADA**

(the "**Corporation**")

**CONTENTS**

PART ONE	-	GENERAL
PART TWO	-	MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION
PART THREE	-	MEMBERSHIP DUES, TERMINATION AND DISCIPLINE
PART FOUR	-	MEETINGS OF MEMBERS
PART FIVE	-	DIRECTORS
PART SIX	-	MEETINGS OF DIRECTORS
PART SEVEN	-	OFFICERS
PART EIGHT	-	NOTICES
PART NINE	-	DISPUTE RESOLUTION
PART TEN	-	PROTECTION OF DIRECTORS AND OFFICERS
PART ELEVEN	-	OTHER
PART TWELVE	-	EFFECTIVE DATE

**BE IT ENACTED AND IT IS HEREBY ENACTED** as a by-law of the Corporation as follows:

## **PART ONE**

### **GENERAL**

#### **1.1 Definitions**

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

**"Act"** means the *Canada Not-for-profit Corporations 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 incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

**"board"** means the board of directors of the Corporation and **"director"** means a member of the board;

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

**"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;

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

**"proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;

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

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

#### **1.2 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 in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **1.3 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Secretary of the Corporation shall be the custodian of the corporate seal.

### **1.4 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by any two of the President, Vice-President, Treasurer or Secretary and shall be binding on the Corporation without any further formality.

In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof. The Executive Director shall be entitled to execute on behalf of the Corporation any document that has been approved by the board.

### **1.5 Financial Year End**

The financial year end of the Corporation shall be determined by resolution of the board and unless and until changed by the board, the financial year end of the Corporation shall be June 30.

### **1.6 Banking**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

### **1.7 Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## PART TWO

### **MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION**

#### **2.1 Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

##### **Class A Members**

Class A voting membership shall be available only to any person, partnership or corporation providing products and services intended for dental professionals within Canada and who have applied and have been accepted for Class A voting membership in the Corporation provided that the such person, partnership or corporation is and continues to be in full compliance with all federal, provincial, municipal and local laws, statutes, regulations, directives, ordinances and, without limitation, all other legal requirements applicable to the regulation of the Dental Industry (“Governing Laws”). For greater certainty Governing Laws include all legal requirements relating to the regulation and governing of the use of facilities, storage and sale of products and service offerings, and the packaging of products by Members of the Corporation, and has paid such contributions and dues as are authorized.

The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

##### **Class B Members**

Class B non-voting membership shall be available only to any person, partnership or corporation providing products and services intended for dental professionals within Canada and who have applied and have been accepted for Class B non-voting membership in the Corporation provided that the such person, partnership or corporation is and continues to be in full compliance with Governing Laws.

The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

Subject to the Act and the articles, a Class B non-voting member shall be entitled to receive notice of and attend meetings of the members of the Corporation but shall not be entitled to vote except as may be required by law.

## **Class A and B Members**

Neither Class A Members nor Class B Members may transfer a membership to the other Class.

### **2.2 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Notice of each meeting of members shall remind each member of the right to vote by proxy. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy and any such proxy is valid for one (1) year from its date.

### **2.3 Absentee Voting by Mail Ballot**

Pursuant to section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

## **PART THREE**

### **MEMBERSHIP DUES AND FEES, TERMINATION AND DISCIPLINE**

#### **3.1 Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation. . The amount of any dues or other contribution shall be determined by the board.

### **3.2 Termination of Membership**

A membership in the Corporation is terminated when:

- (c) the member dies;
- (d) a member fails to maintain any qualifications for membership described in Section 2.1 or Section 3.1 of these by-laws;
- (e) the member resigns by delivering a written resignation to the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (f) the member is expelled in accordance with Section 3.5 below or is otherwise terminated in accordance with the articles or by-laws;
- (g) the member's term of membership expires; or
- (h) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation automatically cease to exist and a member is not entitled to a refund of any membership fee, if applicable, in whole or in part.

### **3.3 Discipline of Members**

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

- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; or
- (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 Corporation.

In the event that the board, after due inquiry by the Membership Committee, determines that a member should be expelled or suspended from membership in the Corporation, 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 Corporation. 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.

## **PART FOUR**

### **MEETINGS OF MEMBERS**

#### **4.1 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members. The person holding the position of Executive Director and any staff members necessary to the execution of the meeting's purpose may attend all meetings of members.

#### **4.2 Chair of the Meeting**

In the event that the Chair of the board and the Vice-Chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.3 Quorum**

Where there is only one member, that member shall constitute a quorum for the transaction of business at any meeting of members, otherwise a quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be twenty per cent (20%) of the members entitled to vote at the meeting. 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.

#### **4.4 Votes to Govern**

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 question. 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 not have a second or casting vote.

## **PART FIVE**

### **DIRECTORS**

#### **5.1 Election and Term**

Subject to the articles, the members will elect the directors at each annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring four (4) years from the time of election.

Unless and until otherwise fixed by ordinary resolution of the members, the board shall consist of between twelve (12) to eighteen (18) directors comprising at least one member from each of the manufacturing, dealer, laboratory or service members. No member may occupy more than 2 board positions. The term of office for each director shall be four (4) years. Directors, as such, shall not receive any stated remuneration for their attendances at meetings of the board but, by resolution of the Board, expenses of their attendances at meetings on behalf of the Corporation may be allowed.

## **PART SIX**

### **MEETINGS OF DIRECTORS**

#### **6.1 Calling of Meetings**

Meetings of the board may be called by the Executive Director, the Chair of the Board, President or by any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

#### **6.2 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.1 of this by-law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

#### **6.3 Regular Meetings**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection

136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

#### **6.4 Votes to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the President shall, in addition to an original vote, have a second or casting vote.

#### **6.5 Committees**

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 rules of procedure, 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.

The following standing and special committees are hereby authorized, provided that the board may at any time cancel any such committee or grant or alter the powers of any such committee:

- a) Executive Committee;
- b) Governance Committee;
- c) Audit Committee;
- d) Membership Committee;
- e) Nominating Committee; and,
- (f) Technorama Committee.

The Executive Committee shall comprise the persons for the time being holding the offices of President, Vice-President, Secretary, and Treasurer each of whom shall be a director as well as the person who has last filled the office of President prior to the appointment of the current President provided that such immediate past President shall not be entitled to vote at meetings of the Executive Committee. The duties of each of the said standing committees shall be established by the board from time-to-time. Save as otherwise set forth herein, each of the said standing committees shall be chaired by a director and comprised of members or their representatives. Each of the said standing committees shall provide regular reports to and recommendations to the board.

The board may establish ad hoc working sub-committees to effect the immediate business of the Corporation. Each such sub-committee shall be chaired by a member and comprised of members or their representatives. Each of the said sub-committees shall provide regular reports to and recommendations to the board.

At least two months prior to each annual meeting, the board shall appoint a nominating committee comprised of two members or their representatives and two members of the board. Such a committee shall prepare a list of candidates nominated for election for vacancies on the board and the Secretary shall cause such list to accompany the agenda of the annual meeting. Additional nominations may be made by any two members, if they are received in writing by the

Secretary before the day of the annual meeting. No nominations may be made from the floor of the meeting.

## **PART SEVEN**

### **OFFICERS**

#### **7.1 Description of Offices**

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **Chair of the Board** - The Chair of the Board, if one is to be appointed, shall be a director. The Chair of the Board, if any, shall, when present, preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.
- (b) **Vice-Chair of the Board** - The Vice-Chair of the Board, if one is to be appointed, shall be a director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the board and of the members. The Vice-Chair of the Board shall have such other duties and powers as the board may specify.
- (c) **President** - If appointed, shall be a director, shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- (d) **Vice-President** – If appointed, shall be a director, and shall preside at meetings of the board or of the members in the absence of the President. The Vice-President shall have such other duties and powers as the board may specify.
- (e) **Secretary** - If appointed, the Secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- (f) **Treasurer** - If appointed, the Treasurer shall have such powers and duties as the board may specify.
- (g) **Executive Director** - The board may employ or retain an Executive Director of the Corporation on such terms and for such remuneration (within the limits of the budget approved by the members) and with such responsibilities, powers and duties as the board may from time to time determine.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or the President requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

No person shall hold more than two (2) offices. No person shall serve as President for more than two (2) years.

## **7.2 Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed,
- (b) the officer's resignation,
- (c) such officer ceasing to be a director (if a necessary qualification of appointment), or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy until the expiration of the original director's term.

## **PART EIGHT**

### **NOTICES**

#### **8.1 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 or 134 of the Act; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **8.2 Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

### **8.3 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **PART NINE**

### **DISPUTE RESOLUTION**

#### **9.1 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.2 of this by-law.

#### **9.2 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept

confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **PART TEN**

### **PROTECTION OF DIRECTORS AND OFFICERS**

#### **10.1 Limitation of Liability**

No director or officer of the Corporation shall be liable for damages caused by any other director or officer or other person acting on behalf of the Corporation

#### **10.2 Indemnity**

Every director, officer or other person who has undertaken a liability on behalf of the Corporation and his or her heirs, executors, administrators, estate and effects may, with the consent of the Corporation given at a meeting of members, be indemnified out of the funds of the Corporation against:

- (a) all losses which that director, officer or other person suffers in proceedings that are brought or threatened to be brought against him or her or resulting from something done or omitted to be done by him or her in the execution of his or her duties of office; and
- (b) all other losses which he or she suffers in relation to the affairs of the Corporation

except such losses resulting from his or her own willful neglect or default.

#### **10.3 Insurance**

The board shall cause the Corporation to maintain a policy of liability insurance wherein the Corporation is a named insured and each of the directors, officers and committee members of the Corporation is an unnamed insured, such policy to exclude any right of subrogation by the insurer against any insured, named or unnamed.

## **PART ELEVEN**

### **OTHER**

#### **11.1 Borrowing and Giving of Security**

The board may from time to time:

- (a) borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- (b) issue debentures or other securities of the Corporation;
- (c) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (d) mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all or any of the property, real or personal, immovable and moveable, undertaking and rights of the Corporation, present and future, to secure any debentures or other securities of the Corporation, present or future, or any money borrowed or to be, borrowed or any obligation or liability of the Corporation, present or future.

From time to time, the board may authorize any director or officer of the Corporation to make arrangements with reference to the monies borrowed as aforesaid and as to the terms and conditions of the loan 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 Corporation as the Board may authorize, and to generally manage, transact and settle the borrowing of money by the Corporation.

#### **11.2 Affinity Program**

The Corporation has the authorization to enter into agreements to sponsor affinity programs with third party's service or product provider for the benefit of its members and the members' employees, including but not limited to affinity insurance, credit card, telecom programs, etc. The members of the Corporation, and where applicable, the members' employees, can therefore elect to participate in such affinity programs.

**PART TWELVE**

**EFFECTIVE DATE**

**12.1 Effective Date**

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

**CERTIFIED** to be By-Law No. 2 of the Corporation, as enacted by the directors of the Corporation and confirmed by the members of the Corporation as of the \_\_\_\_day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary