



NEWFOUNDLAND & LABRADOR DENTAL ASSISTANTS ASSOCIATION

DRAFT BY-LAWS

March 2016

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Purpose and Objectives of the Association

Mission Statement

The Newfoundland Dental Assistants Association is committed to advancing the career of Dental Assisting and enhancing the profession through education, legislation and professional activities.

Vision, Objectives and Goals

Education

- recognition of professionalism by providing an award each year to a graduate from the Dental Assisting program
- promotion of student membership in NLDAA
- assist in learning activities and presentations by active members to the Dental Assisting students
- promote the significance of continuing education to all dental assistants
- greater recognition of the quality education received by dental assistants

Legislation

- continuation of dental assisting representation with the regulatory body, Newfoundland and Labrador Dental Board
- increasing the scope of practice for Level II Dental Assistants
- encouraging the dental community to support the licensing process and require all dental assistants to be licensed and/or certified

Professional Activities

- encourage the utilization of Level II skills in the dental practice
- raising the profile of dental assistants to the public and the dental community
- increased membership to include all dental assistants
- encourage active involvement and participation of members in Association activities
- gaining respect for Dental Assistants and recognition of their education and training
- promote activities and initiatives designed to advance oral and general health care knowledge and service

SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Newfoundland & Labrador Dental Assistants Association (NLDAА), unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Corporation 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;
- b. "articles" means the original or restated articles of in NLDAА or articles of amendment, amalgamation, continuance, re NLDAА, arrangement or revival of the NLDAА;
- c. "executive committee" means the committee of officers of the NLDAА and "officer " means a member of the executive committee;
- d. "officers" means President, Past President, Vice President, Treasurer and Secretary.
- e. "by-law" means this by-law and any other by-laws of the NLDAА as amended and which are, from time to time, in force and effect;
- f. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any category of members and a special meeting of all members entitled to vote at an annual meeting of members;
- g. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- h. "proposal" means a proposal submitted by a member of the NLDAА that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- j. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 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 NLDAА.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The NLDAА may have a corporate seal in the form approved from time to time by the executive committee. If a corporate seal is approved by the executive committee, the secretary of the NLDAА shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the NLDAА must be signed by the president and any one (1) other of the NLDAА officers. In addition, the executive committee 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the NLDAА to be a true copy thereof.

1.05 Financial Year End

The financial year end of the NLDAА is December 31.

1.06 Banking Arrangements

The bank carrying out the business of NLDAА shall be determined by the executive committee and announced at the AGM. The banking business or any part of it shall be transacted by an officer or officers of the NLDAА and/or other persons as the executive may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The NLDAА will circulate its annual financial statements to the members at the AGM as well as publish a notice to its members stating that the annual financial statements are available on request, free of charge, by sending a written request to the treasurer.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

- a.) Membership is granted after completion and receipt of a membership application and annual dues or
- b.) Designation of membership by the NLDAА according to bylaws

There are four classes of membership in the Newfoundland & Labrador Dental Assistants Association.

Active Members: Any Dental Assistant who is or has been employed in the field of Dental Assisting in Newfoundland & Labrador shall be eligible for Active membership in the Newfoundland & Labrador Dental Assistants Association.

- a.) Active Members shall enjoy all privileges of membership; including the right to vote, to hold office and to serve on or as chairperson of any committee of the Association.
- b.) Membership is annually renewed in accordance with the policies of NLDAА.
- c.) Active members are entitled to receive notice of, attend and vote at all meetings of members and each such Active voting member shall be entitled to one (1) vote at such meetings.

Student Members:

- a.) Any person enrolled in a school of Dental Assisting shall be eligible for student membership In the Newfoundland & Labrador Dental Assistants Association.
- b.) Student members shall enjoy all privileges of membership of the Association, except the right to hold office and serve as chairman of any committee of the association.
- c.) Student members are entitled to receive notice of, and attend all meetings of members

- d.) Student Membership is effective for the period of enrolment in the Dental Assisting Program.

Life Members:

- a) Any member who has served a minimum of twenty – five (25) years as a member in good standing. Approval and designation as a Life Member must be approved by two-thirds majority vote of the Executive Committee.
- b) Proposal for Life Membership recipients must be submitted in writing to the executive committee
- c) Life Members are entitled to membership without annual application and fee. The NLDAА will continue to register them with all other member categories with the Canadian Dental Assistants Association.
- d) Life Members shall enjoy all privileges of membership including receiving notice of, and attending all meetings of members

Honorary Members:

- a.) Any person who has distinguished themselves in Dentistry and who has aided in promoting the welfare of the Dental Assistant.
- b.) Proposal for Life Membership recipients must be submitted in writing to the executive committee and be accepted by two thirds majority vote of the Executive Committee.
- c.) Honorary Members are entitled to membership without annual application and fee.
- d.) Honorary members shall enjoy all privileges of membership of the Association, including receiving notice of, and attending all meetings of members with the exception of the right to hold office and serve as chairman of any committee of the association.

A special resolution of the members is required to make any amendments to the Membership section of the by-laws if those amendments affect membership rights and/or conditions described above.

2.02 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 30 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 30 days before the day on which the meeting is to be held.

A special resolution of the members is required to make any amendment to the by-laws to change the manner of giving notice to members entitled to vote at a meeting of members.

2.03 Absentee Voting by Mail Ballot

A member is entitled to vote at a meeting of members by mailed-in ballot, if the NLDAА 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 NLDAА without it being possible for the NLDAА to identify how each member voted.

a special resolution of the members is required to make any amendment to the by-laws to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 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 NLDAА.

3.02 Termination of Membership

A membership in the NLDAА is terminated when:

- a. the member dies, or,;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the executive committee of the NLDAА in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the NLDAА 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 NLDAА, automatically cease to exist.

3.03 Discipline of Members

The executive committee shall have authority to suspend or expel any member from the NLDAА for any one or more of the following grounds:

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

- c. for any other reason that the executive committee in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the NLDAA.

In the event that the executive committee determines that a member should be expelled or suspended from membership in the NLDAA, the president, or such other officer as may be designated by the executive, 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 executive committee, 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 executive committee, may proceed to notify the member that the member is suspended or expelled from membership in the NLDAA. If written submissions are received in accordance with this section, the executive committee 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 executive committee's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

All members are entitled to be present at all meetings of members. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

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

4.03 Quorum

A quorum at any meeting of the members shall be 10% 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.

4.04 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 have a second or casting vote.

Questions arising at any meeting of the members shall be decided by a consensus of the members present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor before the meeting. Should the chair of the meeting

determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair shall refer the question to be decided by a majority vote of the members.

SECTION 5 – EXECUTIVE OFFICERS

5.01 Election and Term

Subject to the articles, the members will elect the executive committee members at each annual meeting at which an officer is required. Executive committee members shall be the President, Vice President, Past President, Secretary, and Treasurer.

Executive committee members shall be elected to hold office for a term expiring not later than two (2) years but may stand for re-election for one additional term.

SECTION 6 - MEETINGS OF EXECUTIVE COMMITTEE

6.01 Calling of Meetings

Meetings of the executive committee may be called by the president, the vice-president or any two (2) officers at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the executive committee shall be given to every officer of the NLDAA not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. mailed by prepaid ordinary mail to the director's address as set out in (a);
- b. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- c. by an electronic document in accordance with Part 17 of the Act.

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. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of officers shall specify any matter referred to in (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

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

required for any such regular meeting except if Notice of Meeting requires the purpose or the business to be transacted to be specified in the notice.

Regular Meetings to be held a minimum of four times a year.

Annual General Meeting to be held in June.

6.04 Votes to Govern

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

6.05 Committees

The executive committee 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 executive committee shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the executive committee may from time to time make. Any committee member may be removed by resolution of the executive committee of directors.

SECTION 7 - OFFICERS

7.01 Description of Offices

Unless otherwise specified by the executive committee which may, restrict or supplement such duties and powers, Officers shall have the following duties and powers associated with their positions:

- a. President** – The president shall when present, preside at all meetings of the executive committee and membership. The president shall be the chief executive officer of the NLDAА and shall be responsible for implementing the strategic plans and policies of the NLDAА. The president shall, subject to the authority of the executive committee, have general supervision of the affairs of the NLDAА
The President will be Ex-officio of all committees except the Nomination committee and will report at AGM.
- b. Vice-President of the Executive committee** - The vice-president of the executive committee, shall If the president is absent or is unable or refuses to act, shall preside at all meetings of the executive committee and meetings of members. The vice-president shall have such other duties and powers as the executive committee may specify. In the event that the vice president replaces the president during a term of office the vice-president shall be eligible for a further full term of office as the president.
- c. Secretary** –The secretary shall attend and be the secretary of all meetings of the executive committee, members and committees of the executive committee. The secretary shall enter or cause to be entered in the NLDAА'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 NLDAА.

- d. **Treasurer** - The treasurer shall facilitate and keep records of all financial transactions. The treasurer shall report to the executive committee at executive committee meetings; report to the membership at membership meetings. and present year end financials at the AGM and upon request from members. The treasurer shall have such other powers and duties as the executive committee may specify.
- e. **Past –President** – The past president shall act as a resource to the Executive Committee and assume responsibility, assigned from time to time by the Board. The past –president shall assist the President as requested, shall serve as the Chairperson of the Awards Committee and attend Executive Committee meetings. The past –president shall serve as chair of the Nominating Committee.

Confidentiality: All Officers shall disclose any conflict of interest on any topic related to Association business and shall be excluded from discussions and decisions on such matters. The powers and duties of all other officers of the NLDAА shall be such as the terms of their engagement call for or the executive committee or president requires of them. The executive committee may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

SECTION 8 - REMUNERATION

8.01 Remuneration: The officers shall serve as such without remuneration and no Officer will directly or indirectly receive any financial benefit from his or her position. **Nothing herein contained will be construed to preclude an Officer from serving the Association in another capacity and receiving compensation therefore.**

8.02 Vacancy in Office

In the absence of a written agreement to the contrary, the executive committee may remove, whether for cause or without cause, any officer of the NLDAА. 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 NLDAА shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 9 - NOTICES

9.01 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 executive committee of directors, pursuant to the Act, the articles, the by-laws or otherwise to a

member, director, officer or member of a committee of the executive committee 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 NLDAА or in the case of notice to a director to the latest address as shown in the last notice that was sent by the NLDAА in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); 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 executive committee 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 NLDAА to any notice or other document to be given by the NLDAА may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 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.

9.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the executive committee or public accountant, or the non-receipt of any notice by any such person where the NLDAА 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.

SECTION 10 - DISPUTE RESOLUTION

10.01 Mediation and Arbitration

Disputes or controversies arising out of or related to the articles or by-laws, or out of any aspect of the operations of the NLDAА among members, directors, officers, committee members, or

volunteers of the NLDAА are as much as possible to be resolved in accordance with mediation and/or arbitration according to the

10.02 Dispute Resolution Mechanism

Members, directors, officers, committee members or volunteers of the NLDAА should attempt to resolve disputes 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 NLDAА 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:

- Clearly inform the offender that the behaviour is unwanted or unwelcome or otherwise inappropriate. A direct statement to the offender may put an end to it.
- If you are reluctant to confront the offender (because you fear reprisal or lack of support from the offender), let any other senior volunteer with whom you are comfortable with know of the offensive conduct.
- Document the events, complete with times, dates, locations, witnesses and details. A written account will assist the investigation process if such action becomes necessary.

All parties involved in the investigation will maintain confidentiality to the extent possible. If the complaint is unfounded, nothing will be recorded on the personnel file of the alleged offender. No one will be retaliated against by the NLDAА for pursuing or assisting in a valid complaint of discrimination or harassment, or cooperating in an investigation. However, invalid or fabricated claims, brought for improper or ulterior purposes, may result in disciplinary action up to and including termination or being struck from the membership. Anonymous complaints will not be investigated or otherwise acted upon.

Upon being informed of an allegation of discrimination or harassment, the NLDAА President will:

- Interview the following individuals as soon as possible: the complainant and alleged offender; any witnesses, including individuals suggested by the complainant or the alleged offender; any others who might possess relevant information about the complaint.
- Gather any relevant documentary evidence, including notes made by the complainant.
- Document all aspects of the complaint and the investigation accurately and completely.
- Within 30 days, determine an appropriate resolution that is fair and consistent.
- Notify all interested parties of the outcome of the investigation, although not necessarily all details of the investigation or actions taken.
- Document any findings of harassment or discrimination in the alleged offender's personnel file.
- Take the appropriate disciplinary action (up to and including termination).

In an appropriate case, the NLDAА may request that an external investigator investigate the allegations.

SECTION 11 – REVIEW AND AMENDMENTS

11.01 Review

To ensure that the NLDAА operates in a manner consistent with the Act, a periodic reviews shall be conducted of the by -laws. The periodic review should be held at least every 4 years at a minimum and include whether policies are current, effective and followed.

11.02 Bylaws

These bylaws may be amended by majority vote at the annual general meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member within the time and manner provided for the giving of notice

SECTION 12 - EFFECTIVE DATE

12.01 Effective Date

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

CERTIFIED to be By-Law No. 2 of the NLDAA, as enacted by the directors of the NLDAA by resolution on the _____ day of _____, 20__ and confirmed by the members of the Newfoundland & Labrador Dental Assistants Association by special resolution on the _____ day of _____, 20_____.

Dated as of the _____ day of _____, 20_____.

President