



Alberta Dental
Association

Bylaws

September 2024

APPROVED

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Vision, Mission, Purpose, and Values of the Association

Vision

Healthy Dentists. Healthy Albertans.

Mission

The Alberta Dental Association is the collective voice of dentists in Alberta. The Association strengthens and supports the dental profession and promotes oral health as an integral part of general health for all Albertans.

Purpose

The Alberta Dental Association (ADA) is the voice of dentists in Alberta. The ADA serves, represents, and advocates for the dental profession of Alberta, promotes dentistry within the community and optimal health as an integral part of general health for all Albertans. The ADA creates and supports tangible programs, products, and services that support our members. The ADA provides a forum to network and liaise with our members and other professional associations, groups, and government agencies to promote dentistry in Alberta.

Values

Our values are more than words. They are how the Alberta Dental Association commits to being seen and felt by our members and the community in all our interactions.

Approachable

We value openness and inclusivity and treat our stakeholders as family, friends, and neighbours.

Supportive

We foster a respectful and safe environment where all people are welcome and listened to.

Accountable

We hold ourselves and each other to being informed, honest, transparent, and results-focused in the relentless pursuit of our vision.

WHEREAS the Alberta Dental Association is duly incorporated as a Canada Not-for-Profit Corporation (NFP);

AND WHEREAS power is given to the Board of the Alberta Dental Association by the Canada NFP Corporations Act to make Bylaws as may be necessary;

NOW THEREFORE the Board of the Alberta Dental Association enacts as follows:

1. Definitions

In these Bylaws;

- 1.1. “Act” means the Canada Not-for-Profit Corporations Act and its associated regulations as amended from time to time;
- 1.2. “Active Member” means a member who qualifies with the criteria of an Active Member set out in Section 4.4(a). \
- 1.3. “ADA&C” means the Alberta Dental Association and College;
- 1.4. “Association” means the Alberta Dental Association (ADA);
- 1.5. “Board” means the Board of the Association;
- 1.6. CDAC: The Commission on Dental Accreditation of Canada is the body responsible for accrediting dental, dental specialty, dental residency, dental hygiene, and dental assisting education programs in Canada;
- 1.7. CODA: The Commission on Dental Accreditation develops and implements accreditation standards that promote and monitor the continuous quality and improvement of dental education programs in the United States of America;
- 1.8. “College” means the College of Dental Surgeons of Alberta (CDSA);
- 1.9. “Director” means a member of the Board;
- 1.10. “District” means the electoral districts set out in section 7.1;
- 1.11. “Executive Committee” means the committee of officers as set out in section 8.2;
- 1.12. “Good Standing” Members shall be deemed in good standing as determined in accordance with the following rules:
 - a. no dues, fees, costs, fines, assessments, levies, or any other sums are owing by the member to the Association;

- b. in respect of Active Members, the Active Member has a valid and current practice permit with the College that is not currently suspended; and
 - c. in respect of Retired Members, the Retired Member at the time of retirement must have been in good standing with the College, or other recognized dental organizations;
- 1.13. “Ordinary Residence” or “Ordinary Resident” shall mean the place where a person lives and sleeps and to which, when the person is absent from it, the person intends to return. A person may only have one place of ordinary residence. If a person leaves a District and has an ordinary residence in another District, the person’s Ordinary Resident in the first District ceases;
- 1.14. “Qualified Elector” means an Active member of the Alberta Dental Association;
- 1.15. “Recognized dental organization” means a dental organization that has been previously approved to be recognized by the Board and as amended from time to time;
- 1.16. “Registered Member” is a member on the Registry of the CDSA as a General Dentist, Dental Specialist, Academic or Educational, Armed Forces or Government;
- 1.17. “Transitional Member” means a Member deemed to be a Member in accordance with Section 4.4.

A reference in these Bylaws to the Board, an officer, person, or committee includes any delegate of the Board, officer, person, or committee.

2. Head Office

The physical office of the ADA is located at #500, 9804 Jasper Avenue NW, Edmonton, Alberta, T5J 0C5.

The corporate records, including those specified in the Canada Not-for-Profit Corporations Regulations, Section 2, will be maintained at the registered office.

3. Not for Profit Status

Expenditure of Funds

- 3.1. The Board shall apply and cause the funds of the Alberta Dental Association to be applied in any manner that is consistent with the mission of the organization.
- 3.2. No part of the income of the Alberta Dental Association shall be payable to, or otherwise available for the personal benefit of any Director or Active Member, but

the Alberta Dental Association may employ and remunerate Directors and Active Members in order to attain the objects of the Association.

- 3.3. In the event of liquidation, dissolution or winding down of the Alberta Dental Association, all of its remaining assets, after the payment of its liabilities, shall be distributed as set out in the Articles and absent a provision in the Articles in accordance with the Act. The Board will be entitled to make any action necessary to give effect to this provision.

4. Members in the Alberta Dental Association

- 4.1. Membership in the Association will be restricted to those persons who are admitted as Members in accordance with these Bylaws.
- 4.2. Membership is not transferable by a Member to another person, association or organization.

Classes of Membership

4.3. Voting Membership Classes

The Association has the following classes of membership which are entitled to vote:

Active Member

A dentist is eligible to be an Active Member if they are registered with the College as one of the following:

- a. General Dentist;
- b. Dental Specialist;
- c. Academic or Educational;
- d. Armed Services; and
- e. Government.

Active Members have the following rights of membership:

- a. to receive notice of, and to attend, all General Meetings;
- b. to make or second motions, as presented by the Board, at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- c. to exercise a vote on matters for determination by the Members;
- d. to nominate candidates for election to the Board, in accordance with these Bylaws; and

- e. may serve on committees of the Association, as invited;
- f. may participate in the programs and initiatives of the Association, in accordance with such criteria as may be established by the Association from time to time.

4.4. **Non-Voting Membership Classes**

The Association has the following classes of membership which are not entitled to vote:

Retired Member

A dentist is eligible to be a Retired Member if they were previously:

- a. registered with the ADA&C to practice dentistry;
- b. registered with the College to practice dentistry; or
- c. registered or licensed to practice dentistry by another recognized dental organization recognized by the Association.

To qualify as a Retired Member the dentist must have been in good standing with the College, or other recognized dental organization as of the date of their retirement.

Retired Members have the following rights of membership:

- a. to receive notice of, and to attend, all General Meetings;
- b. to speak in debate on motions under consideration at General Meetings in accordance with such rules of order as may be adopted;
- c. may serve on committees of the Association, as invited; and
- d. may participate in the programs and initiatives of the Association, in accordance with such criteria as may be established by the Association from time to time.

Affiliate Member

A person is eligible to be an Affiliate Member if they are a dentist who is not registered in Alberta, and who is a Member in good standing of a recognized dental organization.

Affiliate Members have the following rights of membership:

- a. to receive notice of, and to attend all General Meetings
- b. to speak in debate on motions under consideration at General Meetings in accordance with such rules of order as may be adopted; and
- c. may participate in the programs and initiatives of the Association, in accordance with such criteria as may be established by the Association from time to time.

Student Member

A person is eligible to be a Student Member if they are:

- a. enrolled as a student in the U of A dentistry program recognized by the Association from time to time;
- b. participating in a full-time, out-of-province accredited CDAC/CODA dental program – graduating class only;
- c. an international trained dentist who is enrolled with the National Dental Examining Board of Canada as a candidate for certification; or
- d. participating in a full-time accredited CDAC/CODA dental post-graduate, intern, or residency program.

Student Members have the following rights of membership:

- a. to receive notice of, and to attend, all General Meetings;
- b. to speak in debate on motions under consideration at General Meetings in accordance with such rules of order as may be adopted;
- c. may serve on committees of the Association, as invited; and
- d. may participate in the programs and initiatives of the Association, in accordance with such criteria as may be established by the Association from time to time.

Volunteer Service Member

A person is eligible to be a Volunteer Service Member if they are a dentist registered on the Volunteer Register and in good standing with the College and volunteers in philanthropic ways to serve the public and whose role is to improve oral health and access to care;

Volunteer Service Members have the following rights of membership:

- a. to receive notice of, and to attend, all General Meetings;
- b. to speak in debate on motions under consideration at General Meetings in accordance with such rules of order as may be adopted;
- c. may serve on committees of the Association, as invited; and
- d. may participate in the programs and initiatives of the Association, in accordance with such criteria as may be established by the Association from time to time.

Honorary Member

A person, association, or organization may be eligible to be an Honorary Member if they:

- a. have substantially contributed to the profession of dentistry in Alberta; and
- b. have been approved by the Board.

Honorary Members have the following rights of membership:

- a. to receive notice of, and to attend all General Meetings.

4.5. **Re-designation of Membership Class**

The Board, or its designate may, on application by a Member, in accordance with these bylaws or otherwise as may be determined to be necessary, re-designate a person from one class of membership to another to correct any error or reflect changes in circumstances.

4.6. **Application for Membership**

An eligible person may apply to the Association to become a Member as follows:

- a. by submitting a completed application, in such form and manner as may be established by the Board, to the Association or designate; and
- b. by paying all applicable Membership Dues; and
- c. by submitting such information or documentation as may be required to confirm eligibility for membership.

An undergraduate student member, upon graduation (June 1) and registration with the College, may apply for Active membership without paying membership dues for the remainder of the calendar year.

4.7. **Referral of Application to Board**

An application for membership may at any time be referred to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone, or refuse an application for Membership. The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Association.

4.8. **Membership Year**

Membership is valid for one calendar year from January 1, or upon the date the application is accepted, to December 31.

Once accepted as a Member, a person continues as a Member until:

- a. the date which is thirty (30) days after the conclusion of the current Membership Year, unless membership is renewed in accordance with these Bylaws; or
- b. membership otherwise ceases in accordance with these Bylaws.

4.9. **Renewal of Membership**

A Member may renew their membership at any time during the renewal period as determined by the Association from time to time. A Member who renews their membership after December 31 but before February 28 will be deemed to have renewed effective as of January 1 of the current Membership Year.

A renewal of membership must be accompanied with all applicable Membership Dues.

4.10. **Reapplication for Membership**

A Member whose membership has expired or otherwise ceased other than by expulsion may re-apply for membership in accordance with section 4.7.

A person who was expelled from membership may, unless prohibited by the terms of the expulsion, re-apply for membership after one (1) year from the date of expulsion.

4.11. **Cessation of Membership**

A person will immediately cease to be a Member:

- a. upon the date which is the later of:
 - i. the date of delivering his or her resignation in writing to the Address of the Association; and
 - ii. the effective date of the resignation stated thereon; or
- b. upon the date which is thirty (30) days after the conclusion of the current Membership Year, unless renewed; or
- c. upon their expulsion; or
- d. upon their death.

4.12. **Membership Dues**

The Board will, by Board Resolution, determine all Membership Dues payable from time to time and will determine when such amounts are due and owing and how such amounts are calculated.

The Board may determine:

- a. that different Membership Dues will apply to different classes of membership;
- b. that Membership Dues will become due and collected in regular installments;
- c. that Membership Dues may be pro-rated in exceptional circumstances;
- d. that Membership Dues may be waived or altered in cases of hardship, health, parental leave, sabbatical or other appropriate circumstances; and
- e. that different Membership Dues, or methods of calculating such Membership Dues, will apply to Members in certain established sub-categories of Membership.

4.13. **Standing of Members**

A Member, who is not in Good Standing, loses the right to receive notice of, and to attend and participate in all General Meetings, and may not engage in programs or initiatives of the Association.

5. Board of the Alberta Dental Association

5.1. **Powers of Board**

The governing body of the Association is the Board. The Board is empowered to:

- a. exercise all the powers and duties granted to the Board by the Act;
- b. establish and revise policies which govern the activities of the Association;
- c. delegate authority and responsibility for implementation of Association policy to the Chief Executive Officer;
- d. ensure that the Association's policies are implemented through the monitoring of compliance with policies; and
- e. appoint any committees, in addition to the committees referenced in these Bylaws, as the Board may consider necessary or advisable and may, by resolution and without the requirement of further Bylaws, designate such further Committees and the powers and duties of any Committee.

5.2 **Board Governance Framework**

The Board must establish Terms of Reference and/or a “Board Governance Framework” (the “Framework”) that addresses governance issues. The provisions of the Framework supplement the Bylaws. If there is a conflict between the Bylaws and the provisions in the Framework, then the Bylaws govern.

In addition to the duties set forth in these Bylaws, the duties of the Board, its officers, the Chief Executive Officer, or any Committees, include the terms of reference in the Framework as approved by the Board and as amended by Board from time to time.

6. Meetings of the Board

Format of Meeting

- 6.1 A quorum for a meeting of the Board exists when 50% of the Directors are present.
- 6.2 The Board may meet for the dispatch of business, adjourn, and otherwise regulate their meeting and proceedings as required. In most circumstances the Board will meet at least three (3) times a year. The Board may meet in person, by telephone conference, or virtual meeting or other manner as the Board may determine is reasonable for the holding of the meeting.

- 6.3 If the President or the President-Elect are not present within fifteen (15) minutes after the time appointed for holding such meeting, the Past President will become the chair of the meeting.
- 6.4 A Director or a member of a committee may participate in a meeting of the Board or of a committee of the Board by means of telephone or other communication technology that permits all persons participating in the meeting to hear each other provided that such technology is available at the place or in the format of the meeting.

Votes of the Board

- 6.5 Decisions of the Board shall be made as follows:
 - a. At a Board meeting, by a vote of a majority of those Directors present and voting at a meeting.
 - b. During a telephone conference, by a vote of a majority of those Directors participating and voting in the teleconference.
 - c. At a vote held by mail, facsimile, or electronic means, by a vote of a majority of those Directors participating in the vote.

For greater certainty, the Board may vote on and pass resolutions at a meeting of the Board held in accordance with Section 6.2, by telephone conference or by mail, facsimile, email, or other electronic means.

- 6.6 All Directors, including the President, present at the Board meeting shall each be entitled to one (1) vote.
- 6.7 Any three Directors may by a resolution in writing signed by them, require the President to convene a special meeting of Board. The requisition shall state the object of the meeting so required.
- 6.8 If the President does not cause a meeting to be held within fourteen days after receipt of the requisition, the Directors making the requisition may themselves convene a meeting, by providing not less than seven (7) days' notice in writing (including e-communications) sent to all Directors.
- 6.9 Unless otherwise provided for herein, meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order.
- 6.10 Except when the Board otherwise directs, Board meetings are open to Members of the Association but closed to the public. The board may direct that a meeting, or portion of a meeting, be ordered to be closed to Members for an in-camera session.

7. Composition of the Board and Election of Directors

7.1 Board Composition

- a. The Board of the Association will be comprised of a minimum of three (3) Directors and a maximum of nine (9) Directors, or such other amount that is authorized by the Articles, elected in accordance with this section 7 of the Bylaws. Only Active Members are eligible for election to the Board.
- b. For the purposes of the election of Active Member Directors under these Bylaws, the province shall be divided into the following five Districts:
 - i) The Edmonton District comprising all that part of the province between the south border of Township 49, the north border of Township 55, west of Range 22, west of the 4th meridian and east of Range 1, west of the 5th meridian.
 - ii) The Calgary District comprising all that part of the province between the south border of Township 19, the north border of Township 27, and west of Range 24, west of the 4th meridian.
 - iii) The Southern District comprising all that part of the province lying south of the north border of Township 24 (7th baseline), excluding the Calgary District.
 - iv) The Central District comprising all that part of the province between the north border on Township 24 (7th baseline) and the north border of Township 49, excluding the Edmonton district, the Calgary District, Jasper National Park, and the City of Lloydminster.
 - v) The Northern District comprising all that part of the province lying north of the Central District including Jasper National Park and the City of Lloydminster but excluding the Edmonton District.
- c. At minimum the number of Active Member Directors would be elected from each District as follows:
 - i) Edmonton: 1
 - ii) Calgary: 1
 - iii) Southern, Central, or Northern: 1

The maximum number of Active Member Directors to be elected from each District is as follows:

- i) Southern District: 1
- ii) Calgary District: 3
- iii) Central District: 1

- iv) Edmonton District: 3
- v) Northern District: 1

7.2 Director Terms

- a. The term of office of each Active Member Director elected shall be for three (3) years commencing on February 1 of the year following their election and expiring upon the 31st day of January in the third year following the year of their election.
- b. Notwithstanding the foregoing in order to:
 - i) ensure that the number of Directors from each District, which includes the President, and President-Elect is as specified in section 7.1(c); and
 - ii) maintain the total number of Directors at a minimum of three (3) Directors and a maximum of nine (9) Directors elected.
- c. The Board may at its discretion and at any time hold additional elections for Active Member Directors, cancel elections that would otherwise be held or reduce the number of Directors to be elected in any particular election.

7.3 Director Eligibility

- a. Subject to Section 7.2(b) and 7.2(c), all Active Members of the Association who are in Good Standing and who have their Ordinary Residence in a District within the Province of Alberta are eligible for election to the Board in respect of that District.
- b. An Active Member is ineligible for nomination if such Active Member:
 - i) is currently subject to an undertaking, a condition imposed under section 65 or a direction under section 118 of the Health Professions Act;
 - ii) has been referred to a hearing under Part 4 of the Health Professions Act; or
 - iii) has been found guilty of unprofessional conduct within the preceding three (3) years.
- c. An Active Member who has not allowed a three-year period to pass after the completion of two (2) three-year terms, or after being Past President, is not eligible to be nominated for or elected as a Director.

7.4 Place of Election

The election of Directors shall be held at such time and place as decided by the Board each year (the “Election Date”).

7.5 Notice of Election

- a. The Board shall determine annually the number of Directors to be elected and from which Districts the Directors are to be elected based on the expiry of the terms of the Directors and any vacancy on the Board.
- b. The Chief Executive Officer, not later than thirty (30) days before the Election Date, shall forward to each Qualified Elector, at the contact information shown in the records of the Association electronically or by other means as determined by the Chief Executive Officer:
 - i) notice of the number of Directors to be elected and from which District;
 - ii) a notice of the time and place fixed for the election of Directors; and
 - iii) a nomination paper.

7.6 Nomination

- a. Any two Qualified Electors in a District may nominate for election an Active Member who is Ordinarily Resident in that District and is in Good Standing.
- b. Each Qualified Elector may nominate only one Active Member in accordance with section 7.7(a).
- c. In order to be valid, nomination papers must be received by the Chief Executive Officer no later than the date set out in the notice sent to the Qualified Electors. In order to be considered duly nominated, an Active Member must be nominated by at least two (2) Qualified Electors and must have provided their written consent to the nomination. Where the number of Active Members nominated does not exceed the number of Active Members to be elected in a District, such candidate or candidates shall be declared elected by acclamation.

7.7 Election

- a. The Chief Executive Officer, not later than ten (10) days before the date fixed for the election, shall forward by email a link to a designated web site to every Qualified Elector on the Main Register (other than electors practicing in a District where the ballot is by acclamation) which will contain a statement of the number of vacancies to be filled in such Qualified Elector's District and a ballot containing the names of all persons duly nominated for the District.
- b. Ballots shall be received through a secure web site hosted by an external provider designated by the Chief Executive Officer that ensures anonymity and which is both SSAE16 and CSAE 3416 certified and SSL secure.
- c. Upon holding of the election, all ballots shall be checked against the list of Qualified Electors and electronically counted through a secure web site hosted by an external provider designated by the Chief Executive Officer before the hour fixed for the holding of the election.

- d. The Chief Executive Officer shall ensure that the ballots are retained for a period of sixty (60) days and at the expiration of such time, if no proceedings are in the meantime taken to set aside the elections, shall have the ballot data deleted.
- e. An accidental oversight or omission in the giving of a notice required by this section does not render an election void.

7.8 Vote

- a. Each Qualified Elector will be entitled to one (1) vote and will only be entitled to cast that vote for the election of a Director in the District in which the Qualified Elector has their Ordinary Residence.
- b. In the event of a tie between any candidates in an election, there shall be a further election with these Bylaws to apply with any necessary changes, as the circumstances require, except that there should be no new nominations and only those persons who tied shall run for the District.

7.9 Resignation and Removal

- a. If a Director moves to a different District during the Director's term, the Director shall be deemed to still be from the District in which the Director was elected.
- b. A Director may at any time resign by letter directed to the Chief Executive Officer and in the event of resignation or in the event of any vacancy occasioned by death or otherwise, the remaining Directors or a majority of the remaining Directors may set an election for an Active Member of the Alberta Dental Association to fill the vacancy so long as the Active Member is eligible for election under Section 9 of these Bylaws.
- c. A Director may be removed from the Board if they:
 - i) Are no longer an Active Member of the Association;
 - ii) are found guilty of an offence under the Criminal Code of Canada;
 - iii) are or have been engaged in any conduct or activity that is, in the opinion of the Board, contrary to the duties of a Director or has engaged in any conduct contrary to the best interests of the Association in any way; or
 - iv) are referred to a hearing by the College under Part 4 of the Health Professions Act.

If the Board believes that circumstances exist for the removal of a Director, the Executive Committee shall convene to carefully and impartially investigate the alleged violation and provide an opportunity for the Director under question to respond to the allegation. At the end of its investigation, the Executive Committee shall make a recommendation to the Board.

- d. If the Director under investigation is a member of the Executive Committee, the Governance and Human Resources committee shall convene a three-member

ad-hoc committee to conduct the investigation in place of the Executive Committee. The ad-hoc committee shall carefully and impartially investigate the alleged violation and provide an opportunity for the Director under question to respond to the allegation. At the end of its investigation, the ad-hoc committee shall make a recommendation to the Board.

- e. The President or designate shall give the Board seven days written (including e-communications) notice of the date on which the vote is to be held which will allow the Director facing the vote for removal the opportunity to make written submissions to Board before the vote is held.
- f. A Director may be removed by the Board by a Motion passed by the remaining Board members. The Director who is the subject of the removal motion shall not participate in the discussion or the vote and shall not be present during the vote.
- g. A Director will cease to be on the Board if found guilty by the College of unprofessional conduct under the Health Professions Act.

7.10 **Conduct of Directors**

- a. All Directors accept their election or appointment to the Board with the understanding that they must work within all governance policies, exclude their personal interests, and make collective decisions in the best interests of the Association. The Directors must not take any action that would create any real or perceived situation where the Association must display impartiality or lack of commitment to its mandate.

8. Officers and Executive Committee

8.1 **Officers of the Alberta Dental Association**

The Officers of the Alberta Dental Association are:

- a. President,
- b. President-Elect,
- c. Vice President, and
- d. Past-President.

8.2 **Executive Committee**

The members of the Executive Committee are:

- a. President,
- b. President-Elect,
- c. Vice President,

- d. Past-President, and
 - e. Chief Executive Officer.
- 8.3 The President, President-Elect and Vice President must be Active Members.
- 8.4 The President, the President-Elect, and the Vice President shall be elected by the Board on an annual basis at such time and place as decided by Board in each year and shall hold office for one (1) year with their term commencing February 1.
- 8.5 After holding a position on the Executive Committee, a member may not return to a previous position without completing a three-year cooling off period away from the Board.
- 8.6 The Past-President will continue for a one (1) year term after completion of the term as President.
- 8.7 While a member of the Executive Committee, a Board member is not required to participate in their district election.
- 8.8 The Chief Executive Officer shall be appointed by the Board.
- 8.9 **Election of Officers:** All Directors of the Board who are in Good Standing are eligible for nomination and election as an Officer in the President, President-Elect, and Vice-President positions.
- 8.10 The Vice-President succeeds the President-Elect but only if their succession is confirmed through election by the Board. If the Vice-President is not elected by Board to succeed to the position of President-Elect, then the Board shall elect another Director of Board to be President-Elect.
- 8.11 Subject to section 8.10, the President-Elect succeeds to the office of the President but only if their succession is confirmed through election by the Board. If the President-Elect is not elected by Board to succeed to the position of President, then the Board shall elect another Director of Board to be President.
- 8.12 The President-Elect or the Past-President shall, upon the request of the President, perform the duties of the President during their absence, illness, or incapacity.

9. General Meetings

- 9.1 The Board may call a General Meeting of Members of the Association at any time the Board considers advisable and as required by the Canada Not-for-Profit Corporations Act. The Board may fix the time and place thereof and designate the notice to be given to Members.

- 9.2 Only Active Members may vote at the General Meeting of Members meetings of the Alberta Dental Association.
- 9.3 A quorum at a General Meetings of Members of the Association shall consist of a minimum of fifteen Active Members of the Alberta Dental Association being present.
- 9.4 If an Active Member wishes to raise an issue at a General Meeting of Members meeting of the Alberta Dental Association, the Active Member may bring the matter forward for discussion purposes only. However, the discussion at the meeting does not affect the ability of the Board, the Executive Committee, or the Officers of the Association from making decisions they deem in the best interests of the Association and its mandate.

10. Fees

- 10.1 The Board, in addition to establishing Membership Dues, may establish such other fees, costs, levies and assessments as it deems advisable for anything it considers necessary for services provided by the Association or by another organization to a Member or to any other person or corporation.

11. Amendment of Bylaws

- 11.1 Subject to the articles, the Board may, by resolution, make, amend, or repeal any Bylaw that regulate the activities or affairs of the Corporation. Any such Bylaw, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The Bylaw, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next General Meeting of Members or if it is rejected by the Members at the meeting.
- 11.2 This section does not apply to a Bylaw that requires a special resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such Bylaw amendments or repeals are only effective when confirmed by Members.

12. Committees

- 12.1 The following standing committees (but not limited to) shall be formed by the Board of the Alberta Dental Association, and their Terms of Reference will be included in the Board Governance Framework: Economics Committee; Audit, Finance, and Risk Management Committee; and Governance and HR Committee. The Board will establish its internal process for the appointment of Directors to the standing committees and may at its discretion appoint Non-Voting Members or other advisory persons on the standing committees in such capacity as the Board determines.