

**RESOLUTION OF THE BOARD OF THE COLLEGE OF DENTAL SURGEONS
OF BRITISH COLUMBIA MADE THE 4th DAY OF SEPTEMBER, 2019 AT
VANCOUVER, BRITISH COLUMBIA**

RESOLVED THAT, in accordance with the authority established in section 19(1) of the *Health Professions Act*, RSBC 1996, c. 183, (the “*HPA*”), and further to a request from the Minister of Health in accordance with section 19(5) of the *HPA*, and subject to filing with the Ministry of Health as required by section 19(3) of the *HPA*, the board amend the bylaws of the College of Dental Surgeons of British Columbia as set out in the attached Schedule.

CERTIFIED A TRUE COPY:



Dr. Chris Hacker
Registrar and CEO, College of Dental Surgeons of BC



SCHEDULE OF AMENDMENTS

The bylaws made by the College of Dental Surgeons of British Columbia under the authority of the *Health Professions Act* are amended as follows:

PART 1

1. *Section 1.01 is amended by adding the following definitions:*

“board chair” means the board member elected as the chair of the board under section 2.11;

“board election” means an election under section 17(3) of the Act;

“dental therapist board member” means a dental therapist

(a) elected to the board under section 17(3)(a) of the Act, or

(b) appointed under section 2.10 to fill a vacancy in the office of a registrant board member;

“practising certified dental assistant” means a dental assistant granted certification in the class of certified dental assistants established in section 7.02(a);

“registrant board member” means a dental therapist board member or a dentist board member;

2. *Section 1.01 is amended by repealing the following definitions:*

“electoral district board member”

“eligibility date”

“president”

“specialist board member”

“treasurer”

“UBC board member”



“vice-president”

3. *Section 1.01 is amended by:*

- *repealing the definition of “board member”, and replacing it with the following:*

“**board member**” means a registrant board member, a certified dental assistant board member, or a public board member;

- *repealing the definition of “certified dental assistant board member” and replacing it with the following:*

“**certified dental assistant board member**” means a certified dental assistant

(a) elected to the board under section 17(3)(a.1) of the Act, or

(b) appointed under section 2.10 to fill a vacancy in the office of a board member referred to in subparagraph (i);

- *repealing the definition of “dental therapist” and replacing it with the following:*

“**dental therapist**” means a registrant in the class of registrants established in section 6.02(h.1);

- *repealing the definition of “dentist” and replacing it with the following:*

“**dentist**” means a registrant in one of the classes of registrants established in section 6.02(a) to (g), (i) and (j);

- *repealing the definition of “dentist board member” and replacing it with the following:*

“**dentist board member**” means a dentist

(a) elected to the board under section 17(3)(a) of the Act, or

(b) appointed under section 2.10 to fill a vacancy in the office of a registrant board member;



- *repealing the definition of “elected board member” and replacing it with the following:*

“elected board member” means a registrant board member or a certified dental assistant board member;

- *repealing the definition of “eligible voter” and replacing it with the following:*

“eligible voter” means a registrant or certified dental assistant who is eligible under section 2.03 to vote in a board election;

- *repealing the definition of “in good standing” and replacing it with the following:*

“in good standing” means,

(a) in respect of a registrant,

(i) the registration of the registrant is not suspended under the Act, and

(ii) no limits or conditions are imposed on the practice of dentistry by the registrant under section 20(2.1)(a), (b.1) or (c), 20(3), 32.2, 32.3, 33, 35, 36, 37.1, 38, 39 or 39.1 of the Act, or section 7.03(5)(a), (c) or (d) or 7.03(7), and

(b) in respect of a certified dental assistant,

(i) the certification of the certified dental assistant is not suspended under the Act, and

(ii) no limits or conditions are imposed on the provision of services of a certified dental assistant by the certified dental assistant under section 20(2.1)(a), (b.1) or (c), 20(3), 32.2, 32.3, 33, 35, 36, 37.1, 38, 39 or 39.1 of the Act, or section 7.03(5)(a), (c) or (d) or 7.03(7);

- *repealing the definition of “public board member” and replacing it with the following:*



“public board member” means a person appointed to the board under section 17(3)(b) of the Act;

- *repealing the definition of “respondent” and replacing it with the following:*

“respondent” means

- (a) a current or former registrant or a current or former certified dental assistant who is
 - (i) the subject of a complaint or an investigation under Part 3 of the Act, or
 - (ii) named in a citation under section 37 of the Act, or
 - (b) a dental corporation named in a notice of permit revocation under section 11.06;
- *repealing the definition of “standards of practice” and replacing it with the following:*

“standards of practice” means the standards, limits and conditions for the practice of dentistry established by the board under section 19(1)(k) or (1.1) of the Act, and, for greater certainty, includes the sedation and general anaesthetic standards;

- *repealing the definition of “standards of professional ethics” and replacing it with the following:*

“standards of professional ethics” means the standards of professional ethics established by the board under section 19(1)(l) or (1.1) of the Act.

PART 2

4. *Section 2.01 is repealed and replaced by the following:*

Composition of the board

2.01 The board consists of



- (a) 4 registrant board members, at least 3 of whom must be dentist board members,
- (b) 2 certified dental assistant board members, and
- (c) the public board members.

5. *Section 2.02 is repealed and replaced by the following:*

Eligibility for election

2.02 (1) Subject to subsection (2), the following persons are eligible to be elected in a board election:

- (a) a dentist who is a
 - (i) full registrant;
 - (ii) restricted to specialty registrant;
 - (iii) academic registrant, or
 - (iv) academic (grandparented) registrant;
 - (b) a dental therapist;
 - (c) a practising certified dental assistant.
- (2) A person specified in subsection (1) is not eligible to be elected in a board election if the person
- (a) does not ordinarily reside in British Columbia,
 - (b) is not in good standing,
 - (c) is the subject of an ongoing investigation by the inquiry committee under section 33 of the Act,
 - (d) is named in a citation issued by the registrar under section 37 of the Act, the subject matter of which is not yet resolved,



- (e) is an employee, board officer, board member, or committee chair at, or holds any other position of responsibility with the Canadian Dental Association, the British Columbia Dental Association, Canadian Dental Assistants Association, Certified Dental Assistants of British Columbia, or any other dental representative association or organization,
- (f) at any time in the 3 years preceding the date that a nomination for the board election must be received under section 2.05, has been an employee, board officer, board member or committee chair at, or held any other position of responsibility with an association or organization described in paragraph (e),
- (g) on being elected, would have a conflict of interest by virtue of having competing fiduciary obligations to the College and to another person or organization, or
- (h) was an elected board member during each of the 5 years immediately preceding the date that a nomination for the board election must be received under section 2.05.

6. *Section 2.03 is repealed and replaced by the following:*

Eligibility to vote in elections

2.03 (1) Subject to subsection (2), the following persons are eligible to vote in a board election:

- (a) a dentist who is a
 - (i) full registrant;
 - (ii) restricted to specialty registrant;
 - (iii) academic registrant;
 - (iv) academic (grandparented) registrant;
- (b) a dental therapist;



(c) a practising certified dental assistant.

(2) To vote in an election, a registrant or certified dental assistant must have fully paid their annual renewal fees under section 6.20(2)(b) or 7.13(2)(b), and any other fine, fee, debt or levy owed to the college.

7. *Section 2.04 is repealed and replaced by the following:*

Notice of Election

- 2.04** (1) At least 120 days prior to the expiry of the term of office for the board member position or positions to be filled in a board election, the registrar must deliver notice of the election to every person eligible to vote under section 2.03.
- (2) A notice under subsection (1) must contain information about the nominations procedure and the election procedure, including without limitation,
- (a) the length of the term of office for each board member position to be filled in the election, and
 - (b) whether, under subsection 2.01, a board member position to be filled in the election must be filled by a registrant, a dentist or a certified dental assistant.
- (3) The accidental omission to deliver notice of an election to, or the non-receipt of such notice by, any person entitled to receive notice does not invalidate the election, any proceedings in relation thereto, or the result thereof.

8. *Section 2.05 is repealed and replaced by the following:*

Nomination Procedure

- 2.05** (1) Following delivery of a notice for a board election under section 2.04, a group of five persons who are eligible to vote under section 2.03 may nominate as a candidate in the election a person who, under section 2.01 and 2.02, is eligible to be elected to a board member position to be filled in the election.



- (2) A nomination under subsection (1) must be
 - (a) delivered to the registrar at least 90 days before the expiry of the term of office for the board member position or positions to be filled in the election,
 - (b) in a form satisfactory to the registrar, and
 - (c) accompanied by a signed statement from the person nominated
 - (i) consenting to the nomination, and
 - (ii) declaring that he or she will observe the provisions of the Act, the regulations, and these bylaws, and the procedures related to the election and conduct of the election.
- (3) At the close of nominations
 - (a) Subject to section 2.01(a), if the number of candidates nominated for registrant board member positions under subsections (1) and (2) is less than or equal to the number of registrant board member positions to be filled in the board election, each nominated candidate is elected by acclamation, or
 - (b) if the number of candidates nominated for certified dental assistant board member positions under subsections (1) and (2) is less than or equal to the number certified dental assistant board member positions to be filled in the board election, each nominated candidate is elected by acclamation.
- (4) If more than one candidate is elected by acclamation under subsection (3)(a) and the registrant board member positions to be filled by the elected candidates have different terms of office, the registrar will assign each elected candidate to one of those board member positions by random draw.
- (5) If 2 candidates are elected by acclamation under subsection (3)(b) and the certified dental assistant board member positions to be filled by the elected candidates have different terms of



office, the registrar will assign each elected candidate to one of those board member positions by random draw.

9. *Section 2.06 is repealed and replaced by the following:*

Election Procedure

- 2.06** (1) The registrar must supervise and administer all board elections and may establish additional procedures, consistent with these bylaws, for that purpose.
- (2) Unless all board member positions to be filled in an election have been filled by acclamation under section 2.05(3), the registrar must prepare an election ballot and deliver it to each eligible voter not less than 60 days before the expiry of the term of office for the board member position or positions to be filled in the election.
- (3) Each person eligible to vote under section 2.03 may vote in favour of one candidate for each board member position to be filled in the board election.
- (4) The registrar must not count a ballot unless it is received by the registrar
- (a) in accordance with the procedures established under subsection (1), and
 - (b) no later than the time and date determined by the registrar and indicated on the ballot.
- (5) When voting occurs, board election results will be determined according to the following principles:
- (a) subject to section 2.01(a),
 - (i) if at least one registrant board member position is to be filled in the election, the registrant board member candidate who receives the most votes on the return of ballots is elected to the board;



- (ii) if more than one registrant board member position is to be filled in the election, the registrant board member candidate receiving the next most votes is also elected until all of the available registrant board member positions are filled;
 - (b) if at least one certified dental assistant board member position is to be filled in the election, the certified dental assistant board member candidate who receives the most votes on the return of ballots is elected to the board;
 - (c) if two certified dental assistant board member positions are to be filled in the election, the certified dental assistant board member candidate receiving the next most votes is also elected;
 - (d) when two or more registrant board member positions to be filled in an election have different terms of office, each registrant board member candidate elected under paragraph (a) with the greater number of votes may choose, in turn, which board member position to fill;
 - (e) when two certified dental assistant board member positions to be filled in an election have different terms of office, the certified dental assistant board member candidate receiving the greater number of votes may choose which board member position to fill;
 - (f) in the case of a tie vote for a board member position to be filled in an election, the registrar must select the successful candidate by random draw.
- (6) In the event of a service or technical interruption of an election procedure, including the delivery of the election notice or receipt of nominations, the registrar may extend a deadline specified in these bylaws as is reasonable to accommodate the interruption.
- (7) The registrar must determine any dispute or irregularity with respect to any nomination, ballot or election.



- (8) The registrar must certify newly elected board members under section 17.1(1) of the Act.

10. Section 2.07 is repealed and replaced by the following:

Terms of office of elected board members

- 2.07** (1) The term of office of a person who is an elected board member on September 16, 2019 is the term to which they were elected or appointed as an elected board member.
- (2) The term of office of an elected board member elected after September 16, 2019 is 3 years commencing on July 1 of the year in which the elected board member is elected.
- (3) Despite subsection (2), for the purpose of establishing a stagger in the terms of office for the elected board members after September 16, 2019, the board may designate that, for one or more elected board member positions to be filled in a board election in 2020 or 2021, the term of office is one year or 2 years commencing on July 1 of the year in which the elected board member is elected.
- (4) The designation by the board of a term of office for an elected board member position under subsection (3) is only effective if made
- (a) by special resolution, and
 - (b) at least 30 days before the registrar must deliver notice under section 2.04 for the election in which that board member position is to be filled.
- (5) An elected board member may resign at any time by delivering a notice in writing to the registrar, and the resignation is effective upon receipt of the notice by the registrar, or on such later date as may be specified in the notice.

11. Section 2.08 is repealed and replaced by the following:

Board member ceasing to be in good standing



2.08 An elected board member ceases to hold office on ceasing to be either a registrant or certified dental assistant in good standing.

12. Section 2.09 is repealed and replaced by the following:

Removal of elected board member

- 2.09** (1) If the removal of an elected board member is recommended by special resolution of the board, or by a petition delivered to the registrar and signed by at least 10% of all eligible voters, the registrar must hold a referendum vote of eligible voters to consider and vote on a motion to remove the elected board member from office, unless the board determines there is not reasonably sufficient time to do so before the expiry of the elected board member's term of office.
- (2) The registrar must supervise and administer a referendum vote under subsection (1), and may establish additional procedures, consistent with these bylaws, for that purpose.
- (3) The elected board member is removed from office if the motion to remove them from office is passed by a two-thirds vote of eligible voters participating in a referendum vote under subsection (1), with at least one-third of all eligible voters participating in the referendum vote.

13. Section 2.10 is repealed and replaced by the following:

Vacancy

- 2.10** (1) Subject to section 2.01(a) and (b) and subsection (2), if an elected board member ceases to hold office before the expiry of his or her term of office, the board may appoint a dentist, dental therapist or certified dental assistant to fill the vacancy in that board member position, provided
- (a) the appointment is made by special resolution,
- (b) the appointed dentist, dental therapist or certified dental assistant is eligible to be elected to that position under section 2.02.



- (2) If the vacancy referred to in subsection (1) occurs during the first year of the term of office of the former board member,
 - (a) the board may fill the vacancy until the next scheduled board election by appointment as described in subsection (1), and
 - (b) an election must be held concurrently with the next scheduled board election to fill the vacancy for the remainder of the term of office of the former board member.

14. Section 2.11 is repealed and replaced by the following:

Board Chair

- 2.11** (1) The board must elect a board chair from among the board members by a majority vote of the board members in attendance,
- (a) at the first board meeting after September 16, 2019, and
 - (b) at the first board meeting after June 30 in years when there is a board election.
- (2) The board chair ceases to hold office as a board chair
- (a) upon the election of a new board chair under this section, or
 - (b) if the board chair
 - (i) ceases to hold office as a board member
 - (ii) resigns in writing delivered to the registrar, or
 - (iii) is removed from the office of board chair by a majority vote of the board members in attendance at a board meeting.
- (3) If a board chair ceases to hold office under subsection (2)(b), the board members must elect, as soon as is convenient, a new board chair from among the members of the board, by a majority vote of board members in attendance at a board meeting.



- (4) Despite subsections (1) to (3), a majority vote described in this section has no effect unless a quorum as required under section 2.16(12) is present at the time of the vote.

15. *Section 2.12 is repealed and replaced by the following:*

Duties of board chair

2.12 The board chair must

- (a) preside at all board meetings and all general meetings of the college, and
- (b) act generally in accordance with the requirements of the office of the board chair, for the proper carrying out of the duties of the board.

16. *Section 2.13 is repealed and replaced by the following:*

Board vice-chair

- 2.13** (1) At the time of electing a board chair under section 2.11, the board may elect a board vice-chair from among the board members by a majority vote of the board members in attendance at the meeting.
- (2) If the board elects a board vice-chair under subsection (1), the board vice-chair
- (a) must perform the duties of the board chair in the absence of or as requested by the board chair, and
 - (b) ceases to hold office as board vice-chair
 - (i) upon the election of a new board vice-chair under this section, or
 - (ii) if he or she
 - (A) ceases to hold office as a board member
 - (B) resigns in writing delivered to the board chair, or



(C) is removed from the office of board vice-chair by a majority vote of the board members in attendance at a board meeting.

- (3) If a board vice-chair ceases to hold office under subsection (2)(b)(ii), the board members may elect a new board vice-chair from among the members of the board, by a majority vote of board members in attendance at a board meeting.
- (4) Despite subsection (1) to (3), a majority vote described in this section has no effect unless quorum as required under section 2.16(12) is present at the time of the vote.

17. Section 2.14 is repealed and replaced by the following:

Acting chair

- 2.14** (1) If the board chair and the vice-chair, if one has been elected under section 2.13, are absent from a board meeting or unable to act, the board members present at the meeting may elect one of their number by majority vote to be acting chair and to exercise the powers and perform the duties of the board chair for that meeting.
- (2) The board may impose any terms, limits or conditions on an acting chair elected under subsection (1) that the board considers necessary or appropriate in the circumstances.

18. Section 2.15 is repealed and replaced by the following:

- 2.15** (1) Subject to subsection (2), board members may receive remuneration in accordance with policies established by the board.
- (2) Any remuneration paid under subsection (1) must be equivalent for all board members, based on the amount of time devoted to the business of the college.
- (3) All board members are equally entitled to be reimbursed by the college for reasonable expenses necessarily incurred in connection with the



business of the college, in accordance with policies established by the board.

19. Section 2.16 is repealed and replaced by the following:

Board meetings

2.16 (1) The board must meet at least twice in each fiscal year.

(2) Board meetings

(a) may be called by the board chair, and

(b) must be called by the registrar

(i) at the request of the board chair, or

(ii) on receipt of a written request for a meeting from 4 or more board members, setting out the matter or matters on which a decision will be sought at the meeting.

(3) When calling a meeting of the board under subsection (2), the board chair or registrar must provide reasonable notice of the meeting to all board members, registrants, certified dental assistants and the public.

(4) Notice of a board meeting under subsection (3) may be provided by posting a notice on the college website.

(5) Despite subsection (3), the board chair or registrar may call a meeting of the board without providing notice to registrants, certified dental assistants or the public if necessary to conduct urgent business.

(6) The accidental omission to deliver notice of a board meeting to, or the non-receipt of such notice by, any person entitled to receive notice does not invalidate proceedings at that meeting.

(7) Subject to subsection (8), meetings of the board must be open to registrants, certified dental assistants and the public.



- (8) The board may exclude any person who is not a board member from any part of a meeting if it is satisfied that one or more of the following matters will be discussed:
- (a) financial or personal or other matters that are of such a nature that the interest of any affected person or the public interest in avoiding disclosure of those matters outweighs the public interest in board meetings being open to the public;
 - (b) information concerning an application by any individual for registration under section 20 of the Act, or for certification as a certified dental assistant under Part 7, the disclosure of which would be an unreasonable invasion of the applicant's personal privacy;
 - (c) information concerning a complaint against, or investigation of, any individual under Part 3 of the Act, the disclosure of which would be an unreasonable invasion of the individual's personal privacy;
 - (d) information the disclosure of which may prejudice the interests of any person involved in
 - (i) a proceeding under the Act, including a disciplinary proceeding under Part 3 of the Act or a review under Part 4.2 of the Act, or
 - (ii) any other criminal, civil or administrative proceeding;
 - (e) personnel matters;
 - (f) property acquisitions;
 - (g) the contents of examinations;
 - (h) communications with the Office of the Ombudsman;
 - (i) instructions given to or opinions received from legal counsel, or any other matter which is subject to solicitor-client privilege;



- (j) information which the college would be required or authorized to refuse to disclose to an applicant making a request for records under Part 2 of the *Freedom of Information and Protection of Privacy Act*;
 - (k) information which the college is otherwise required by law to keep confidential.
- (9) If the board excludes any person from a part of a meeting, it must have its reasons for doing so noted in the minutes of the meeting.
 - (10) The registrar must ensure that minutes are taken at each board meeting, retained on file, and, subject to subsection (11), posted on the college website.
 - (11) Before posting board meeting minutes on the college website under subsection (10), the registrar may edit the minutes to remove information about any matter referred to in subsection (8), provided that the reasons for removing that information are noted in the edited minutes.
 - (12) A majority of the board members constitutes a quorum at a board meeting.
 - (13) In case of a tie vote, the chair of the meeting does not have a second vote in addition to the vote to which the chair is entitled as a board member, and the proposed resolution does not pass.
 - (14) The board may meet and conduct business in person, or by video, telephone conference, web casting, or an equivalent mechanism.
 - (15) Subject to the requirements of the Act and these bylaws, the board may adopt, by a majority vote, a set of rules to govern proceedings at board meetings.

20. Section 2.17 is repealed and replaced by the following:



Resolutions in writing

- 2.17** (1) A resolution approved by a majority of all board members in writing, including by mail, facsimile, or e-mail, is valid and binding and of the same effect as if such resolution had been duly passed at a meeting of the board.
- (2) A special resolution approved by two-thirds of all board members in writing, including by mail, facsimile, or e-mail, is valid and binding and of the same effect as if such special resolution had been duly passed at a meeting of the board.
- (3) A report of any resolution or special resolution approved under subsection (1) or (2) must be verified and made a part of the minutes of the next meeting of the board.

PART 3

21. Section 3.02 is repealed and replaced by the following:

Registrar

- 3.02** (1) In addition to the registrar's powers and duties under the Act, the registrar
- (a) holds final responsibility for all administrative and operational matters for the college, and
 - (b) is a non-voting member of every committee of the college.
- (2) The registrar is authorized to establish, by bylaw, forms for the purposes of these bylaws, and to require the use of such forms by registrants or certified dental assistants, as the case may be.
- (3) The registrar may designate an officer, employee or agent of the college to exercise any power or perform any duty of the registrar assigned by the registrar.



- (4) An officer, employee or agent of the college referred to in subsection (3) has the same authority as the registrar when the officer, employee or agent is acting on behalf of the registrar.

22. Section 3.04 is repealed and replaced by the following:

Spokespersons

- 3.04** (1) Only the registrar or a person authorized by the registrar may speak on behalf of the college.
- (2) A board member, including the board chair, may only speak on behalf of the board when authorized by the board.

23. Section 3.06 is repealed and replaced by the following:

Banking

- 3.06** The board or, subject to any directions given by the board, the registrar may establish and maintain such accounts with a chartered bank, trust company or credit union as the board determines necessary from time to time.

24. Section 3.07 is repealed and replaced by the following:

Payments and commitments

- 3.07** (1) The board
- (a) must annually approve an operating and capital budget for the ensuing fiscal year,
 - (b) must, on a quarterly basis, review the interim operating statements, balance sheets, summary of variances, and forecasted excess or deficiency of revenue over expense for the current fiscal year,
 - (c) may amend the approved budget,



- (d) may establish contingency reserve funds, from which any disbursements must only be authorized by special resolution of the board, and
 - (e) may establish additional criteria for disbursements to be made from a contingency reserve fund established under paragraph (d).
- (2) The registrar
- (a) may authorize the payment of any item included in the appropriate category in the approved operating or capital budget without further approval of the board,
 - (b) may authorize the payment of any item that was included in the appropriate category in the approved operating or capital budget in an amount that will exceed the approved budget for that category, provided that
 - (i) such payments do not exceed any maximum limit previously determined by the board on the registrar's authority to authorize payments exceeding the approved budget for that category, and
 - (ii) the registrar must report at the earliest opportunity the amount by which such payments are forecast to exceed the budget for that category,
 - (c) must make disbursements from contingency reserve funds only in accordance with subsection (1)(d) and any additional criteria established by the board under subsection (1)(e), and must report the status of contingency reserve funds as part of the interim financial reporting process, and
 - (d) must obtain authorization from the board before committing the college to any operating or capital expenditure not included in the approved operating or capital budget that
 - (i) exceeds an amount that has previously been authorized by the board, or



- (ii) creates or increases a cash flow deficiency for the current fiscal year.

25. Section 3.08 is repealed and replaced by the following:

Grants from college funds

3.08 (1) In this section, “**grantee**” means any of the following organizations or programs:

- (a) Commission on Dental Accreditation of Canada;
- (b) Canada Dental Regulatory Authorities Federation;
- (c) Royal College of Dentists of Canada;
- (d) Faculty of Dentistry of the University of British Columbia.

(2) The board may, in approving the operating budget under section 3.07(1)(a)

- (a) approve grants, out of the college’s funds, to grantees to assist in regulatory matters consistent with the duties and objects of the college under section 16 of the Act, and
- (b) attach any conditions on grants approved under paragraph (a) which the board considers necessary to ensure that the grantee uses any funds granted in a manner that is consistent with the mandate, duties, and objects of the college.

(3) The registrar may disburse a grant approved by the board under subsection (2)(a) in accordance with any payment process determined by the board.

26. Section 3.09 is repealed and replaced by the following:

Collection of funds as agent

3.09 (1) In this section, “**association**” means



- (a) the Canadian Dental Association, or
 - (b) the British Columbia Dental Association, or another health profession association as defined in section 1 of the Act whose members are dentists.
- (2) In each fiscal year until the fiscal year ending February 28, 2022, the college may collect from dentists an amount equivalent to the annual fees of an association, whether or not the dentist is a member of the association, provided the board and the association execute a written agreement to this effect.
- (3) Funds received by the registrar under subsection (2) are collected by the college as agent for the association and are held by the college on trust for the association.
- (4) As of March 1, 2022, the college will not collect any funds as an agent for an association.

27. Section 3.10 is repealed and replaced by the following:

Investments

3.10 The board or, subject to any directions given by the board, the registrar may invest funds of the college in accordance with the board's investment policy, which must be consistent with sections 15.1 and 15.2 of the *Trustee Act*.

28. Section 3.11 is repealed and replaced by the following:

Auditor

- 3.11** (1) The board must each year appoint a member of, or a firm licensed by, the Institute of Chartered Accountants of British Columbia to be the auditor.
- (2) The registrar must submit the financial statement to the auditor within 60 days of the end of the fiscal year.
- (3) The audited financial statements of the college must be considered at each annual general meeting of the college.



29. *Section 3.12 is repealed and replaced by the following:*

College Place

3.12 The college may only sell, transfer, dispose of, mortgage, charge, or otherwise encumber its beneficial interest in College Place by special resolution of the board.

30. *Section 3.13 is repealed and replaced by the following:*

Legal counsel

3.13 The registrar, the board or, with the approval of the registrar or the board, a committee or panel, may retain a member of the Law Society of British Columbia for the purpose of advising the college on any matter, and assisting the board, a committee, a panel, the registrar or any employee or agent of the college in exercising any power or performing any duty under the Act.

31. *Section 3.14 is repealed and replaced with the following:*

Fidelity insurance

3.14 The board must cause the college to maintain fidelity insurance or bonding in respect of its employees in such amounts as the board may determine from time to time.

32. *Section 3.15 is repealed and replaced with the following:*

General meetings

3.15 (1) The board must convene an annual general meeting of the college at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

(2) Every general meeting of the college, other than an annual general meeting, is a special general meeting.

(3) The board



- (a) may convene a special general meeting by resolution of the board, and
 - (b) must convene a special general meeting within 60 days after receipt by the registrar of a request for such a meeting signed by at least
 - (i) 5% of all registrants referred to in subsection(5)(a) and (b),
 - (ii) 5% of all certified dental assistants referred to in subsection (5)(c), or
 - (iii) 5% of the combined total of all registrants referred to in subsection (5)(a) and (b) and all certified dental assistants referred to in subsection (5)(c).
- (4) All general meetings of the college must be held in British Columbia.
- (5) Only the following persons are eligible to vote or present motions at general meetings of the college, or to propose resolutions under section 3.17:
- (a) dentists in the following classes of registration:
 - (i) full registration;
 - (ii) restricted to specialty registration;
 - (iii) academic registration;
 - (iv) academic (grandparented) registration;
 - (b) dental therapists;
 - (c) practising certified dental assistants.
- (6) General meetings of the college are open to the public.

33. Section 3.16 is repealed and replaced by the following:



3.16 (1) The registrar must

- (a) at least 21 days before a general meeting, deliver notice of the meeting to every registrant or certified dental assistant described in section 3.15(5) and every board member, and committee member, and
- (b) provide reasonable notice of the general meeting to the public.

(2) Notice of a general meeting must include the following:

- (a) the place, day and time of the meeting;
- (b) the general nature of the business to be considered at the meeting;
- (c) any resolutions proposed by the board;
- (d) any resolutions proposed by registrants or certified dental assistants under section 3.17 and delivered to the registrar before the mailing of the notice.

(3) Notice of a general meeting may be provided to the public under subsection (1)(b) by posting a notice on the college website.

(4) The accidental omission to deliver notice of a meeting or resolution to, or the non-receipt of such a notice by, any person entitled to receive notice under this section or section 3.17 does not invalidate proceedings at that meeting.

34. Section 3.17 is repealed and replaced by the following:

- 3.17** (1) At least 45 days before the date of an annual or special general meeting, any registrant or certified dental assistant described in section 3.15(5) may deliver to the registrar a written request for the introduction of a resolution, provided the request is signed by any combination of at least 20 registrants and certified dental assistants described in section 3.15(5).



- (2) If a request is received under subsection (1) after the mailing of the notice of the general meeting under section 3.16, the registrar must
 - (a) deliver a supplementary notice, including the proposed resolution, to every person entitled to receive notice of the meeting under section 3.16(1)(a), and
 - (b) provide reasonable notice of the resolution to the public.
- (3) Notice of a resolution may be provided to the public under subsection (2)(b) by posting a notice on the college website.
- (4) Any resolution proposed under subsection (1) is advisory to the board and is not in any way binding.

35. Section 3.18 is repealed and replaced by the following:

- 3.18** (1) The quorum at a general meeting is any combination of 10 registrants and certified dental assistants described in section 3.15(5).
- (2) If the board chair and the board vice-chair, if one has been elected under section 2.13, are absent from a general meeting or unable to act, the registrants and certified dental assistants who are present and entitled to vote at the meeting must elect an acting chair for the meeting by a majority vote.
 - (3) No business, other than the adjournment or termination of the meeting, may be conducted at a general meeting at a time when a quorum is not present.
 - (4) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present.
 - (5) If a quorum is not present within 30 minutes from the time appointed for the commencement of a general meeting, or from any time during a general meeting when there ceases to be a quorum present, the meeting must be adjourned.



- (6) When a general meeting is adjourned, notice of the rescheduled meeting must be delivered in the same manner as notice of the original meeting.
- (7) The registrar must ensure that minutes are taken at each general meeting, retained on file, and posted on the college website.
- (8) When voting on a resolution at a general meeting, a registrant or a certified dental assistant described in section 3.15(5) is entitled to one vote.
- (9) In case of a tie vote the chair of the meeting does not have a second vote in addition to the vote to which the chair is entitled under subsection (8), and the proposed resolution does not pass.
- (10) Subject to the requirements of the Act and these bylaws, the board may adopt, by a majority vote, a set of rules to govern the proceedings at general meetings.

36. *Section 3.19 is repealed.*

PART 4

37. *Section 4.01(4) is repealed and replaced by the following.*

- (4) Subject to section 3.02(1)(b), a person must not simultaneously be a member of the inquiry committee and the discipline committee.

38. *Section 4.04(3) is repealed and replaced by the following:*

- (3) The provisions of section 2.15(8) to (12) and (14) to (16) and section 2.17 apply to a committee, and to a panel of the inquiry committee or the discipline committee, as if the committee or panel were the board, with any necessary changes.

39. *Section 4.06(1)(c) is repealed and replaced by the following:*

- (c) at least 5 public members.



40. Section 4.07(1)(c) is repealed and replaced by the following:

- (c) at least 5 public members.

41. Section 4.13(1) is repealed and replaced by the following:

4.13 (1) The audit committee consists of 3 persons appointed by the board as follows:

- (a) 1 public member who is a member of the Chartered Professional Accountants of British Columbia, and who must be designated by the board as the chair of the committee;
- (b) 2 dentists.

42. Section 4.14 is repealed and replaced by the following:

Nominations Committee

4.14 (1) The nominations committee consists of at least 5 persons appointed by the board including

- (a) at least 3 registrants,
- (b) 1 certified dental assistant, and
- (c) 1 public member.

(2) The nominations committee is responsible for recruitment of registrants or certified dental assistants to fill an elected board member position for which no valid nominations are received before the close of nominations under 2.06.

(3) A registrant or certified dental assistant recruited by the nominations committee to fill an elected board member position under subsection (2)

- (a) must still be nominated by five registrants and certified dental assistants who are eligible to vote in an election for that position, by way of a nomination that is presented in a form



satisfactory to the registrar, accompanied by a signed statement as described in section 2.05(2)(c), and

- (b) is deemed to be elected by acclamation upon receipt by the registrar of a valid nomination in accordance with paragraph (a).

PART 5

43. *Section 5.01(2) is repealed and replaced by the following:*

- (2) The registrar may authorize another employee, or agent of the college to exercise any power or perform any duty of the registrar under the *Freedom of Information and Protection of Privacy Act*.

SCHEDULES

44. *Schedule E “Electoral Districts” is repealed.*

45. *Schedule F “Schedule of Fees” becomes Schedule E “Schedule of Fees”.*

46. *Schedule G “Tariff of Costs (Investigations)” becomes Schedule F “Tariff of Costs (Investigations)”.*

47. *Schedule H “Tariff of Costs (Hearings of Discipline Committee)” becomes Schedule G Tariff of Costs (Hearings of Discipline Committee).*

48. *Reference to the new Schedules E, F and G have been updated in sections 5.02, 5.05, 6.03, 6.05, 6.19, 6.191, 6.20, 7.03, 7.09, 7.10, 7.12, 7.13, 10.08, 11.02, and 11.03.*