

BYLAWS OF BRITISH COLUMBIA DENTAL HYGIENISTS' ASSOCIATION (THE "ASSOCIATION")

The BRITISH COLUMBIA DENTAL HYGIENISTS' ASSOCIATION, also known as the BCDHA, was established under the Society Act of British Columbia on November 24, 1965.

ARTICLE 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

- (a) Singular words include the plural;
- (b) "**Act**" means the *Societies Act* of British Columbia as amended from time to time;
- (c) "**AGM**" means the annual general meeting of members.
- (d) "**Association**" means the British Columbia Dental Hygienists' Association;
- (e) "**Board**" means the Board of Directors of the Association;
- (f) "**Bylaws**" means these Bylaws as altered from time to time;
- (g) "**Constitution**" means the Constitution of the Association;
- (h) "**Directors**" means the members of the Association who are serving on its Board of Directors for the time being;
- (i) "**Ex-officio**" means a position without a vote;
- (j) "**Executive Director**" means the staff person or management organization appointed by and directly accountable to the Board of Directors.
- (k) "**In camera**" means a Board or Board committee meeting or portion thereof that is held without observers or staff. At the Board's discretion, staff may be invited to remain in the room after the observers have left;
- (l) "**Meetings of Members**" refer to general meetings, which include the AGMs and special meetings of Members;
- (m) "**Member**" means an applicant of the Association who has not ceased to be a member; and every other person who becomes and remains a member in accordance with the Bylaws;
- (n) "**Officer**" means an individual on the Board who holds any of the positions or combinations of positions of Chair and Vice-Chair;
- (o) "**Quorum**" means the number of individuals needed to be present to convene a meeting;
- (p) "**Special Resolution**" means a resolution passed by the voting Members at a general meeting by at least two-thirds (2/3) of the votes cast.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

ARTICLE 2 – MEMBERSHIP

Application for membership

2.1 A person may apply for membership in the Association and the person becomes a Member upon fulfillment of the application requirements in Bylaws 2.5 and 2.6 below.

Duties of members

2.2 Every Member must uphold the Constitution and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board in accordance with Bylaws 3.2 and 3.3, below.

Classes of membership

2.4 The members of this Association shall be classified as follows:

- (a) Active Members
- (b) Life Members
- (c) Associate Members
- (d) Student Members
- (e) Honourary Members
- (f) Support Members
- (g) Retired Members

Qualifications, voting rights, and obligations of each class

2.5 Voting Members are

- (a) **Active Members** – any dental hygienist who is legally eligible to practice in British Columbia may make application to this Association. Upon payment of dues to this Association they shall be classified as an Active Member; and

- (b) **Life Members** – any Member who has made an outstanding contribution to the dental hygiene profession and to this Association, and has been recommended under these Bylaws and approved by the Board shall be classified as a Life Member.

2.6 Non-voting Members are

- (a) **Associate Members** – any person who is licensed/registered to practice as a dental hygienist outside of British Columbia and who resides outside the province of British Columbia may apply to this Association for associate membership. Upon payment of dues to this Association, they shall be classified as an Associate Member;
- (b) **Honourary Members** – any person who is not a dental hygienist who has made meritorious contributions to the profession and who has been recommended under these Bylaws and approved by the Board shall be classified as an Honourary Member;
- (c) **Student Members** – any student in an accredited entry level dental hygiene program, may apply to this Association and upon payment of dues will be classified as a Student Member;
- (d) **Support Members** – any former dental hygienist who does not hold an active licence with the British Columbia College of Oral Health Professionals (BCCOHP), who has an unconflicted interest and who supports the objectives of the Association, may apply to this Association for support membership. Upon approval and payment of dues, they shall be classified as a Support Member; and
- (e) **Retired Members** – any individual who has been a Member of BCDHA in good standing for a minimum of 10 years; has permanently resigned their provincial registration/licence to practice; and supports the mission of the Association, may make application to this Association for retired membership. Upon approval and payment of dues, they shall be classified as a Retired Member.

Member not in good standing

2.7 A Member is not in good standing if the Member:

- (a) is under suspension or expulsion because of being found in violation of the statute under which dental hygiene is practiced in this Province;
- (b) fails to pay the Member's annual membership dues, if any,
- (c) fails to support the objectives of the Association; or
- (d) fails to adhere to the Association's respectful conduct policies.

A Member is not in good standing for as long as any of those conditions subsist.

Member not in good standing may not vote

2.8 A voting Member who is not in good standing

- (a) may not vote at a Meeting of Members, and
- (b) is deemed not to be a voting Member for the purpose of consenting to a resolution of the voting Members.

Termination of membership

- 2.9 Any Member found not to be in good standing, or who works purposefully and willingly against the objectives of the Association, may be expelled upon a two-thirds (2/3) vote of the Board.¹ The member must be notified in writing of the Board's intention to terminate their membership and must also be given the opportunity to address the Board, before the final termination decision is made.
- 2.10 Any Member who fails to pay the required fees within sixty (60) days of the due date shall automatically forfeit their membership in this Association.
- 2.11 A person's membership in the Association is terminated if the person is not in good standing for three (3) consecutive months.
- 2.12 Any Member in good standing with this Association may resign in good standing from this Association by delivering a written request to the Board through the Executive Director.

Reinstatement of Membership

- 2.13 Any Member who has resigned in good standing may be reinstated upon application to this Association and payment of the fees for the current fiscal year.

Rights and privileges of members

- 2.14 **Voting Members** – Active and Life Members in good standing shall have the privilege of electing Directors and voting on issues related to business at the Meetings of Members. They will also be entitled to receive services as provided by the Association for the benefit of its Members. Active and Life Members shall be eligible for election or appointment to the Board of the Association.
- 2.15 **Non-voting Members** – Associate, Honourary, Student, Support and Retired Members do not have the privilege of electing Directors or voting on issues related to business at the Meetings of Members. They are not eligible for election or appointment to the Board of the Association. They may not be entitled to receive some services as provided by the Association for the benefit of its members.
- 2.16 Members may only inspect the records the Association is required to keep under section 20(1) of the Act. Notwithstanding the foregoing, Members in good standing may apply to the Board to inspect Board meeting minutes and any Board resolutions in writing from the previous three-year period, excluding *in camera* minutes.
- 2.17 Subject to the Act, non-members are not eligible to inspect or request copies of any Association documents.

Responsibilities of members

- 2.18 It is the sole responsibility of each Member to inform the Association of any changes to personal contact information.

ARTICLE 3 – FINANCES AND DUES

Fiscal year

- 3.1 The fiscal year of this Association shall be ended on the last day of February.

¹ Refer to Societies Act 2015, s. 70.

Membership dues

- 3.2 **Active, , Associate, Student, Support and Retired Members** – The annual dues for Active, Associate, Student, Support and Retired Members shall be reviewed and determined annually at a session of the Board. Annual dues are payable by October 31st of each year.
- 3.3 **Life and Honourary Members** – Life and Honourary Members shall be exempt from payment of dues to this Association.

Borrowing Powers

- 3.4 For the purpose of carrying out the objectives of the Association, the Board may borrow or secure the payment of money in such a manner as they deem appropriate.

Financial Review Engagement

- 3.5 The accounts of the Association shall undergo a financial review engagement. This will take place at the close of every fiscal year by a professional accountant or accounting firm appointed by the Board and approved by the membership.

ARTICLE 4 – BOARD OF DIRECTORS

Number of Directors and composition of Board

- 4.1 The Board shall be composed of a minimum of five (5) and a maximum of seven (7) Directors as follows:
- (a) one Director elected by and from each of the four (4) dental hygiene areas of practice as per Bylaws 4.11 to 4.16 below; and
 - (b) up to three (3) Directors-at-Large.

Transitional Provisions

- 4.2 Upon submission and approval of these Bylaws, the current directors, previously serving as Regional Representatives or Directors-at-Large, shall be deemed to be Practice-Based Directors or Directors-at-Large, as determined by the Board and based on their relevant qualifications and areas of practice. The terms of office of all directors, whether transitioning from regional representation or serving as Directors-at-Large, shall remain unchanged and shall continue until the expiration of their current term.

Eligibility

- 4.3 Practicing Active or Life members are eligible to run for Board positions. Members are not eligible to serve in this position if currently or within the past three years, they were employed by, or served as a director of any oral health regulatory college or any oral health professional association.
- 4.4 To be eligible to run for one of the Practice-based positions as described in Bylaw 4.11, the member must be actively engaged in that designated area of dental hygiene practice in British Columbia.

Board Officers

- 4.5 The Officers of the Board, elected from among the Board of Directors (in accordance with Bylaw 4.1), shall be a Chair and Vice-Chair. The Board may determine other Officer positions at its discretion from time to time.

Executive Director as Officer

- 4.6 The Executive Director is an Officer of the Association and an ex-officio, non-voting Member at all Meetings of Members, Board meetings, and Board committee meetings as determined by the Board. The Executive Director will perform the functions of a treasurer and must perform the functions specified by the Board in accordance with its policies.

Duties of Officers

- 4.7 The Chair will be responsible to ensure the integrity of the Board's governance and will preside at meetings of the Board.
- 4.8 The Vice-Chair will be responsible for assisting the Chair to ensure the integrity of the Board's governance and, when reasonable, will preside at meetings of the Board in the event of the Chair's absence with full accountability of that office.

Remuneration of Directors

- 4.9 No Director shall receive full professional reimbursement for duties performed on behalf of the Association and shall not directly or indirectly receive any profit from their position as such. However, Directors may be reimbursed for reasonable expenses, including a reasonable per diem, incurred in the performance of duties on behalf of the Association, as specified in the policies of the Association.

Criteria, nominations and election of the Directors

- 4.10 The Board will make every effort to propose Directors to the membership so as:
- (a) to provide diverse practice representation from Members who have a genuine interest in the mandate of the Association;
 - (b) to ensure the continuance of staggered terms of office as Directors; and
 - (c) to ensure governance capacity through the selection and development of leadership skills and abilities.
- 4.11 One Director shall be elected from each of the four (4) identified areas of dental hygiene practice as follows:
- (a) Clinical Practice – A dental hygienist who directly provides clinical dental hygiene services to clients or patients, including assessment, diagnosis, treatment planning, preventive and therapeutic interventions, and evaluation of oral health outcomes, in any practice setting.
 - (b) Dental Hygiene Business Owner – A dental hygienist who owns, co-owns, or operates a business that provides dental hygiene services or related oral health services, and who is responsible for the management, administration, and/or strategic direction of that business.
 - (c) Dental Hygiene Educator/Researcher - A dental hygienist who is engaged in the instruction, training, curriculum development, research or academic administration, in an accredited dental hygiene program.
 - (d) Community/Rural/Remote - A dental hygienist who provides dental hygiene services in community-based settings or in geographic areas that are underserved, rural, or remote, including public health, outreach, mobile, or non-

traditional practice environments, where access to oral health care may be limited.

- 4.12 Up to three (3) additional practicing Active or Life Members of the Association may be elected as Directors-at-Large.
- 4.13 At least three (3) months before the expiration of a term of office of an elected Director, the Board, through the Executive Director unless otherwise specified, shall notify every Member of a pending vacancy and provide information about the voting procedure and of the nomination procedure. This information may be distributed to Members via email and/or post.
- 4.14 Any practicing Active or Life Member in good standing who is eligible to run for a vacant position (as per Bylaws 4.3 and 4.11) may nominate themselves by returning the completed nomination form to the Board, through the Executive Director unless otherwise specified. During any given election, a candidate may be nominated for only one (1) position.
- 4.15 At least forty-five (45) days prior to the expiration of the term of office, the Association will send to each voting Member an invitation to a secure voting platform. To be counted, ballots must be cast at least fourteen (14) days prior to the expiration of the term of office. The vote will be tabulated electronically and then validated by:
- (a) the Executive Director and one (1) Director; or
 - (b) two (2) Directors.
- 4.16 The person receiving the most votes will be elected. In the event of a tie vote, the Chair or Vice Chair will decide between the tied candidates by a witnessed toss of a coin.

Term of office

- 4.17 The term of office for all Directors shall be three (3) years. Directors are eligible for election for a maximum of two (2) consecutive terms after which the Director must step away from the Board for at least three (3) years before becoming eligible to serve again in any Director capacity.
- 4.18 Notwithstanding the above restrictions, the Board may from time to time determine that exceptional circumstances warrant one (1) extension of a Director's term for an additional one (1) year. The extension of a Director's first term does not deny the director the opportunity to run for an additional three (3) year term.

Installation of Directors and election of Officers

- 4.19 The new Directors of the Board shall take office at the conclusion of the AGM.
- 4.20 At the first meeting of the Board following the AGM, the Directors shall elect the Board officers as per Bylaw 4.5

Vacancies

- 4.21 Any vacancy of an elected Director may be filled for the remainder of that Director's term of office by an affirmative vote of at least two-thirds (2/3) of the remaining Directors. A vacancy in a Practice-based Director position shall be filled by an Active or Life Member in good standing who works in the same practice area as the outgoing Director. A vacancy in a Director-at-Large position may be filled by any eligible Active or Life Member in good standing. Alternatively, the Board may choose to hold an election, in which case the Members will elect the successor by ballot using the process set out in Bylaws 4.13 to 4.16.

- 4.22 In the event that an Officer position becomes vacant, the Board shall call a special meeting of the Board to fill the vacancy from amongst the remaining Directors.
- 4.23 Where the Chair's position is vacated, it will be replaced by the Vice Chair when reasonable. If a vacancy occurs in the Vice-Chair's position or any other office, the Board will fill it from among the Directors of the Board.

Meetings of the Board

- 4.24 There must be a minimum of two (2) regular meetings per year of the Board. Special meetings of the Board may be called at any time by any Officer of the Board or upon written request of three (3) Directors. Board meetings may be held in person or via video-conferencing as determined by the Board. Additional meetings may be held at any given time and place that a quorum of the Directors choose.
- 4.25 As deemed necessary by the Board, the Board may elect to go *in camera* for a portion of their meeting, to deliberate regarding matters of a confidential nature or of a personal nature.

Notice of directors' meeting

- 4.26 Notice of regular and special Board meetings shall be given fourteen (14) days prior to the meeting unless notice is waived by a majority of Directors.
- 4.27 Notice of a Board meeting is deemed to have been sent under Bylaw 4.26 if notice of the date, time and, if applicable, location of the meeting has been sent to every Director of the Association who has provided an e-mail address to the Association, by e-mail to that e-mail address.
- 4.28 Each Director of the Association is solely responsible for providing their accurate and updated contact information to the Association.

Proceeding valid despite omission to give notice

- 4.29 The accidental omission to give notice of a Board meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Quorum of directors and methods of voting

- 4.30 Two-thirds (2/3) of the Directors, present in person or by telephone or other means such as video conferencing so that they may hear and participate actively in the meeting, shall constitute a quorum for the transaction of business. Quorum is established at the beginning of the meeting.
- 4.31 Decisions of the Board will be those that receive an affirmative vote by a majority of a quorum of the Board, except for those decisions noted in these Bylaws requiring a higher level. Each Director shall be entitled to one vote.
- 4.32 A resolution in writing sent as a mail or email ballot to all Directors and returned by a quorum of the Board and placed with the minutes of the meetings of the Board is as valid and effective as if regularly passed at a meeting of the Board duly called and constituted.

Minutes

- 4.33 The Board shall approve the Board meeting minutes and the Chair or Vice Chair shall sign them. The Board delegates the responsibility for the secure custody and safekeeping of the approved Board minutes to the Executive Director who shall ensure they are retained by the Association in electronic form.

Responsibilities of Directors

- 4.34 Directors are responsible for owner accountable, lawful and ethical governance that includes the exercise of effective stewardship as well as the delegation of responsibility, leadership and control of the Association.
- 4.35 The Board may delegate any responsibilities except its obligation as a body:
- (a) To create and maintain a linkage with its legal and moral owners;
 - (b) To create, maintain and perform according to written governing policies; and
 - (c) To continually assure organizational performance.

Duties of Directors

- 4.36 Every Director shall:
- (a) act honestly and in good faith with a view to the best interests of the Association;
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
 - (c) avoid conflicts of interest;
 - (d) not abuse their position;
 - (e) follow the Constitution, Bylaws, and policies/rules of the Association; and,
 - (f) adhere to the principles set out in the B.C. Human Rights Code and the Canadian Charter of Rights and Freedoms.

Delegation of duties

- 4.37 The Board may appoint an Executive Director and may delegate to that person full authority to manage the affairs of the Association, and to employ and discharge agents and employees of the Association in accordance with the policies adopted from time to time by the Board.
- 4.38 The Executive Director does not have authority over anything which this Bylaw or any law requires the Members or the Directors to perform.

Attendance of Directors

- 4.39 Directors must attend a minimum of three-quarters (3/4) of the regularly scheduled Board meetings in each year of their three (3) year term. Failure to do so will be deemed to be a resignation.
- 4.40 A Director may be considered for reinstatement by the Board at their request, but only once per term.

Removal of Directors

- 4.41 The Board will remove a Director from the Board for inability or failure to perform the function of a Director as determined by the Board. Such determination includes but is not limited to removal of a Director:
- (a) for issues such as non-compliance with the Act, Constitution, Bylaws or policies of the

Association. In those cases, the Director in question shall not vote and the Board must have eighty percent (80%) of the remaining Directors present at the meeting for the motion to be carried;

- (b) for just cause;
- (c) if the Director's membership has been allowed to lapse, been suspended or revoked; or
- (d) if the Director ceases to be qualified as defined in the Act.

4.42 The Board may remove any Director or Officer by a 3/4 vote of the Directors.

Resignation

4.43 Any Director or Officer may resign office by giving written notice to the Chair, or in the case of the Chair, to the Vice Chair or Board as a whole.²

Return of property

4.44 When a Director or Officer dies, resigns, retires, or is removed, any documentation or property of the Association in their possession is to be returned promptly to the Board. The former Director's access to online files and documents shall be terminated immediately by the Association.

ARTICLE 5 – CONFLICT OF INTEREST

Disclosure and actions

- 5.1 If a Director or Officer knows or reasonably ought to have known they are in a conflict of interest situation, they must:³
- (a) disclose the nature and extent of the conflict of interest to the Board and the Executive Director;
 - (b) not vote or exercise their duties in regard to the area of conflict of interest;
 - (c) leave the Board meeting if the matter giving rise to the conflict is discussed or when a vote on the matter occurs; and
 - (d) refrain from any action intended to influence a discussion or vote by the Board on the matter.
- 5.2 Any conflicts of interest declared by a Director or the Executive Director shall be recorded in the minutes of the Board meeting.

ARTICLE 6 –EXECUTIVE DIRECTOR

Authority, duties and responsibilities

6.1 The Executive Director shall receive the assignment of duties and responsibilities from the Board, in accordance with the Bylaws and Board policies of the Association.

² Refer to Societies Act 2015, s. 49.

³ Refer to Societies Act 2015, s. 56

ARTICLE 7 – APPOINTMENT OF COMMITTEES AND TASK FORCES

- 7.1 The Board shall have the authority to create and disband any Board committee or task force, determine its composition, appoint its Chair, and establish its terms of reference, authority and reporting responsibilities.

ARTICLE 8 – MEMBERSHIP MEETINGS

Time and location of general meeting

- 8.1 A general meeting, being either the AGM or a special general meeting outside of the usual AGM (the “**Special Meeting**”), must be held at the time and, if applicable, location the Board determines. The Board may determine that a meeting be in person, partially electronic or fully electronic.

Notice of general meeting

- 8.2 Written notice of the date, time and, if applicable, location of a general meeting must be sent to every Member at least the number of days before the meeting that are specified in Bylaws 8.9 and 8.12, below, but not more than sixty (60) days before the meeting.
- 8.3 Notice of a general meeting must:
- (a) specify the date, time and, if applicable, the location of the meeting;
 - (b) in the case of a notice for an AGM, describe the general nature of any special business to be submitted to the Members, which is any business under Bylaw 8.10(f);
 - (c) in the case of a notice for a Special Meeting, describe the general nature of any business to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning the business.
 - (d) include the text of any Special Resolution to be submitted to the meeting; and
 - (e) in the case of a general meeting that is an electronic meeting, include instructions for attending and participating in the meeting by telephone, electronic device or other communication media, including, if applicable, instructions for voting at the meeting.
- 8.4 Notice of a general meeting may be sent to members by e-mail or post. If the Association has more than 250 Members, or such lower threshold set by the Act, notice of a general meeting is deemed to have been sent under Bylaw 8.2 if notice of the meeting has been sent to every Member of the Association who has provided an e-mail address to the Association, by e-mail to that e-mail address and is posted, throughout the period commencing at least 21 days before the meeting, on the Association’s website.
- 8.5 Each Member is solely responsible for providing their accurate and updated contact information to the Association.

Proceedings valid despite omission to give notice

- 8.6 The accidental omission to send notice of a general meeting to a Member, or the non-receipt of notice by a Member, does not invalidate any proceedings at the meeting.

Meetings held by electronic means

- 8.7 Any general meeting may be held, or any Member may participate in any general meeting, by telephone or other communication media as long as all the persons attending the meeting are able to participate in it. All such Members so participating in any such meeting will be deemed to be in attendance at the meeting.

- 8.8 If the Association holds a general meeting that is not an electronic meeting, the Association is not obligated to take any action or provide any facility to permit or facilitate the use of any communication media at the meeting. If the Association holds a general meeting that is an electronic meeting, the Association must permit and facilitate participation in the meeting by telephone or other communication media.

Annual General Meetings – notice and business

- 8.9 The general membership of this Association shall convene for the AGM in each calendar year and upon at least fourteen (14) days' written notice of the date, time and location of the AGM to every Member.

- 8.10 At the AGM the general membership shall:

- (a) adopt the minutes of the previous AGM;
- (b) accept the financial statements of the previous fiscal year;⁴
- (c) appoint the person or firm who will undertake the financial review engagement for the current year;
- (d) hear a report of the accomplishments of the Association for the past year;
- (e) receive the newly elected Board; and
- (f) transact whatever other appropriate business is necessary or that the membership brings before it.

Special meetings of the general membership – notice and business

- 8.11 Subject to Bylaw 8.9, a Special Meeting may be called by the Board or its designate at any time, and shall be called by the Board or its designate within 21 days after the date of the Association's receipt of a written request signed by ten percent (10%) or more of the voting Members.
- 8.12 Only business as stated in the notice may be transacted. The Board shall give at least fourteen (14) days' notice of Special Meetings to all Members of the Association.

Chair of general meeting

- 8.13 The following individuals are entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Directors to preside as the chair of the meeting;
 - (b) the individuals, if any, elected by the Board under Bylaw 4.4 to preside as the Chair and Vice-Chair;
 - (c) if the Board has not elected an individual to preside as the Chair and Vice-Chair or the individuals appointed by the Board are unable to preside as the Chair and Vice-Chair, one of the other directors present at the meeting.

⁴ Refer to Societies Act 2015, s. 35(2).

Alternate chair of general meeting

- 8.14 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting Members who are in attendance must elect an individual present at the meeting to preside as the chair.

Quorum required

- 8.15 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless there is a quorum of voting Members.

Quorum

- 8.16 The quorum for the transaction of business at a general meeting is at least fifteen (15) voting Members of the Association. Directors are counted as part of the required quorum.

Lack of quorum at commencement of meeting

- 8.17 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting Members is not in attendance,
- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting Members who are in attendance constitute a quorum for that meeting.

If quorum ceases

- 8.18 If, at any time during a general meeting, there ceases to be a quorum of voting Members, business then in progress must be suspended until there is a quorum or until the meeting is adjourned or terminated.

Adjournments by chair

- 8.19 The chair of a general meeting may, or, if so directed by the voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no new business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 8.20 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Methods of voting

- 8.21 At a general meeting, voting must be by show of hands, an oral vote, electronic voting or another method that adequately discloses the intention of the voting Members, except that if,

before or after such a vote, 2 or more voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

- 8.22 Voting by mail or another means of communication, including e-mail, or other electronic means, is permitted under these Bylaws in such a form and manner as the Directors may determine from time to time.

Announcement of result

- 8.23 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Minutes

- 8.24 The Board shall ensure the membership approves the minutes of any Meetings of Members and delegates the safeguarding of those minutes to the Executive Director who shall ensure they are retained by the Association in electronic form.

Matters decided at general meeting by ordinary resolution

- 8.25 Each Active or Life Member in attendance and in good standing, including Directors and Officers, shall have the right to one (1) vote on each motion at the AGM or Special Meeting of the Association. Motions will be carried by a majority of votes, unless the Act or these Bylaws require a Special Resolution or another resolution having a higher voting threshold than a majority of votes. In the case of a tie vote, the Chair of the meeting may cast a second or deciding vote.

ARTICLE 9 – SEAL

- 9.1 The corporate seal of the Association, may, when required, be affixed to contracts, documents or instruments in writing signed by any Officer or Officers, person or persons appointed as aforesaid by resolution of the Board.

ARTICLE 10 – AMENDMENTS TO BYLAW

- 10.1 The Board at any time may propose amendments to these Bylaws at a Board meeting by a majority vote of the total number of Directors. The Board must include any proposed Special Resolution amending the Bylaws in the notice for the Meeting of Members at which they will be considered.
- 10.2 The membership must approve any and all Bylaw amendments by Special Resolution.

ARTICLE 11– FOR THE PROTECTION OF DIRECTORS AND OFFICERS

- 11.1 No Director or Officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act of conformity or for any loss damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association for the insufficiency or deficiency of any security in or upon which monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy or insolvency or tortious act of any person, firm or the Association with whom or which any monies, securities or effects of the Association shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of their respective office or trust

or in relation thereto unless it shall happen by or through that person's own wrongful and willful act or through that person's own wrongful or willful neglect or default.⁵

ARTICLE 12 – OTHER TERMS

Location of operations

12.1 The operations of the Association are to be primarily carried on in the Province of British Columbia.

Distribution of profits

12.2 It is hereby declared that the Association shall be prohibited from distributing to its Members any profits which may accumulate from time to time. Said profits shall be held in trust by the Association for the promotion of the purpose for which the Association has been formed. If at any time the Association shall be dissolved or wound up, the assets of the Association shall not be distributed to or among its Members, but shall be distributed and used for the education of dental hygienists in furtherance of the purpose of this Association as its Directors may determine.

⁵ Refer to Societies Act 2015, s. 53(4)(b).