

College of Dental Technologists of Alberta

Bylaws

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Bylaws

Under the Authority of the
Health Professions Act
Section 132

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ARTICLE 1 – PREAMBLE

1.1 **WHEREAS** the College of Dental Technologists of Alberta is duly incorporated under the Health Professions Act of the Province of Alberta;

AND WHEREAS power is given to the Council of the College of Dental Technologists of Alberta by the Health Professions Act to make By-Laws as may be necessary;

NOW THEREFORE the Council of the College of Dental Technologists of Alberta enacts as follows these Bylaws:

ARTICLE 2 – DEFINING AND INTERPRETING THE BY-LAWS

2.1 Definitions

- (a) **“Act”** means the Health Professions Act of the Province of Alberta;
- (b) **“Annual General Meeting”** means the annual general meeting of the College;
- (c) **“Bylaws”** means these Bylaws;
- (d) **“College”** means the College of Dental Technologists of Alberta;
- (e) **“Council”** means the Council of the College as described in Section 5 of the Act;
- (f) **“Councillor”** means any person elected or appointed to the Council;
- (g) **“District”** means an electoral district;
- (h) **“Executive Director”** means the title and position of Executive Director for the College;
- (i) **“Employer”** means:
 - (a) a person who is self-employed; or

- (b) who owns, co-owns, or is a shareholder of a facility that is engaged in the direct manufacture and fabrication of dental prosthetics;
- (j) **“Member”** means a person who is a Regulated Member or a Non-Regulated Member of the College;
- (k) **“Minister”** means the Minister defined in Section 1(1)(v) of the Act;
- (l) **“Non-Employer”** means a person who does not meet the definition of “employer” in Article 2.1(i), and who is not employed by an Employer who is a Council member.”;
- (m) **“Non-Regulated Member”** means a Member in a voluntary category of membership under section 33 of the Act;
- (n) **“Practice Permit”** means a Practice Permit issued to a Regulated Member is-in accordance with Section 19 of the Dental Technologists Profession Regulation;
- (o) **“Register”** means a register established in accordance with the Health Professions Act, the Dental Technologist Profession Regulation, or the College’s Bylaws;
- (p) **“Registrar”** means the title and position of Registrar for the College as appointed by the Council pursuant to Section 8 of the Act;
- (q) **“Registration, Education and Competence Committee”** means the Registration, Education and Competence Committee established by Council in accordance with section 9 of the Act.;
- (r) **“Registered Office”** means the Registered Office for the College as described in Article 8.1;
- (s) **“Regulated Member”** means a person who is a registered member under section 33 of the Act;
- (t) **“Regulation”** means the Dental Technologists Profession Regulation, AR243/2004;
- (u) **“Special Meeting”** means any meeting of the College called pursuant to Article 7;

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws:

2.2.1 Severable

The provisions of these Bylaws are independent and severable and the invalidity of any part of the Bylaws does not affect the validity of the remainder of the Bylaws, which shall continue in full force and effect.

2.2.2 Number and Gender

All words referencing the singular in these Bylaws shall also include the plural where the context requires and vice versa. All words referencing the feminine gender in these Bylaws shall also include the masculine gender where the context requires and vice versa.

2.2.3 Headings

The headings in the Bylaws are for ease of reference only and shall not affect in any way the meaning or interpretation of the Bylaws.

ARTICLE 3 – OBJECTIVES OF THE COLLEGE

- 3.1** The objectives of the College are to regulate the profession of Dental Technologists and Dental Technicians in Alberta pursuant to the Act and the Regulation and to administer and manage the affairs of the College consistent with the Bylaws, Standards of Practice, Codes of Ethics, -policies, directives and guidelines, of Council as amended from time to time.

ARTICLE 4 – MEMBERSHIP

- 4.1 Categories of Membership** – Membership shall be composed of Regulated Members and Non-Regulated Members.

- 4.2 Regulated Members** – A Regulated Member shall be an individual who:

- (a) meets the registration requirements set out in the Act and Regulation; and
- (b) has paid the applicable fees.

The categories of regulated members are:

- i. Dental Technologist;
- ii. Dental Technician;
- iii. Courtesy Dental Technologist; and
- iv. Courtesy Dental Technician.

4.3 Non-Regulated Members - A Non-Regulated Member shall be an individual who:

- (a) meets the requirements set out in these Bylaws; and
- (b) has paid the applicable fees.

The categories of non-regulated members include:

- i. Practicum Student;
- ii. Educational Student;
- iii. Out of Province Dental Technologist;
- iv. Out of Province Dental Technician;
- v. Retired Dental Technologist;
- vi. Retired Dental Technician;
- vii. In-Active Dental Technologist;
- viii. In-Active Dental Technician;
- ix. Dental Laboratory Technician Assistant;
- x. Honorary Member; and

- xi. other categories as Council may deem appropriate.

4.4 Title, Abbreviations, or Initials

4.4.1 Only those members who:

- (a) maintain current registration with the College; and
- (b) meet the requirements of registration established by the Council shall be entitled to use the following titles, abbreviations or initials:
 - i. Registered Dental Technologist - “RDT”
 - ii. Registered Dental Technician - “DT”

4.4.2 Council may establish non-regulated member titles, abbreviations or initials, as deemed appropriate.

4.4.3 Upon ceasing for any reason to be a Member of the College, the right to use the designator titles, abbreviations, or initials as indicated in 4.4.1 and 4.4.2 shall cease.

4.5 Application for Membership

4.5.1 An individual may become a Member by meeting the applicable requirements as set out in the Act, the Regulation, or the Bylaws and by submitting the required forms, documentation and applicable fees.

4.5.2 To become a Regulated Member, the Registrar must refer any completed application to the Registration Education and Competence Committee for their determination.

4.6 Application for Practice Permit

4.6.1 The Registrar shall consider all completed applications for a Practice Permit. Individuals applying for a Practice Permit must complete an application.

4.6.2 A Practice Permit shall be effective on January 01 and shall expire on December 31 each year unless otherwise indicated on the Practice Permit.

4.7 Practice Permit Renewal

A completed application form for a Practice Permit renewal as prescribed by Council, along with the required Practice Permit Fee(s), must be sent to the College by November 01 of each year.

4.8 Reinstatement of Regulated Members

4.8.1 Reinstatement Application

A Regulated Member whose Practice Permit is cancelled under the Act, except if cancelled under Part 4 of the Act, may apply for reinstatement of the Practice Permit by the Education and Competence Committee and Practice Permit, to the Registration Committee, by:

- (a) completing the form(s) required by Council;
- (b) submitting the form(s) and the reinstatement fee(s), as determined by Council;
- (c) submitting appropriate verification of competence requirements; and
- (d) submitting information or any other requirements determined by the Registration, Education and Competence Committee.

4.8.2 Reinstatement Decision

As soon as reasonably possible, the Registration, Education and Competence Committee shall consider a complete application for reinstatement and must:

- (a) approve the application with or without conditions;
- (b) defer approval of the application until the applicant has successfully completed any requirements prescribed by the Registration, Education and Competence Committee; or
- (c) refuse the application.

4.8.3 Approval, Refusal or Deferral

If the Registration, Education and Competence Committee approves subject to conditions, refuses, or defers an application for reinstatement of a Regulated Member's Registration, Practice Permit, ~~or both~~, the Registration, Education and Competence Committee must provide written reasons for its decision to the Registrar, who in turn must advise the applicant of the decision in accordance with College policies.

4.8.4 **Review Application**

- (1) An applicant whose application for reinstatement as a Regulated Member pursuant to Article 4.8.1, has been accepted subject to conditions or is deferred or refused by the Registration, Education and Competence Committee, may, within 30 days of the date of being given a copy of the decision, request a review by the Council in accordance with Article 4.8.4(2).
- (2) A request for a review by the Council must:
 - (a) be in writing;
 - (b) set out the reasons why the application for reinstatement should be approved with or without conditions; and
 - (c) be given to the Registrar, who must then provide a copy of the request to the Council.
- (3) On being given a letter of request, the Registrar must notify the applicant within 30 days, of the time and place at which the Council will conduct the review.
- (4) A review must be commenced no later than 60 days after the Registrar is given the letter of request unless the parties agree to the contrary.
- (5) The College may charge a fee for the review, pursuant to Article 4.10 of these Bylaws.

4.8.5 **Review of Reinstatement Decision**

- (1) An applicant and the Registrar and/or the Registration, Education and Competence Committee, may appear with or without Counsel and make representations to the Council at a review.
- (2) On reviewing a decision pursuant to a request for a review under Article 4.8.4, the Council may:

(a) confirm, reverse or vary the decision of the Registration, Education and Competence Committee and make any decision that the Registration, Education and Competence, Committee could have made;

(b) refer the matter back to the Registration, Education and Competence Committee and direct the Registration, Education and Competence Committee to make a further assessment of the application and make a decision under Article 4.8.2 on the application; and

(c) make any further requirements the Council considers necessary, for the purpose of carrying out its decision.

(3) The Council must on making a decision, give the applicant and the Registrar a copy of its decision with reasons for the decision.

4.9 Membership Year

4.9.1 Expiry Date

An annual permit for a Regulated Member and a Non-Regulated Member expires on December 31 of each year.

4.9.2 Term of Practice Permit

A Practice Permit or other designation shall be effective on January 01 and shall expire on December 31 of each year unless otherwise indicated on the Practice Permit or other designation.

4.10 Membership Fees

4.10.1 The Council shall within a reasonable time before the beginning of the College's fiscal year, establish:

- a) The Registration fee payable by Regulated Members and Non-Regulated Members;
- b) The Annual Practice Permit fee payable by Regulated Members and the annual fee payable Non-Regulated Members;
- c) The Practice Permit fee payable by Courtesy Regulated Members;
- d) Reinstatement fees payable by Members;
- e) Any Membership or other fees payable by Regulated Members, or Non-Regulated Members; and

- f) Any other fees payable as deemed necessary by the Council.

4.11 Rights and Privileges of Members

4.11.1 Privileges of Regulated Members

Regulated Members in good standing shall be entitled to all privileges and services of the College, including the right to:

- (a) titles, abbreviations and initials;
- (b) vote at meetings of the College;
- (c) hold office; and
- (d) professional liability insurance provided by the College.

4.11.2 Privileges of Non-Regulated Members

Non-regulated Members in good standing shall be entitled to all services of the College as determined by the Council, including the right to:

- (a) title, abbreviations and initials as outlined in Article 4.4.2; and
- (b) participate in discussion of all non-regulatory matters at meetings of the College.

For clarity, a Non-Regulated member is not entitled to the following privileges:

- i. vote at meetings of the College;
- ii. hold office; and
- iii. professional liability insurance provided by the College.

4.12 Continuance of Membership

Registration as a Member of the College continues in effect if the individual provides to the Registrar in a timely manner:

- (a) any changes to the information required to be provided to the Registrar under the Act, Regulation, or Bylaws;
- (b) reports on the progress of any required educational training; and
- (c) on request of the Registrar, provides evidence satisfactory to the Registrar of continued compliance with conditions imposed on an individual's Practice Permit.

4.12.1 Obligations of Regulated Members

- (a) Every Regulated Member of the College shall abide by the Act, Regulation, By-Laws, Standards of Practice, Code of Ethics and Council policies, directives or guidelines communicated to the Members by Council;
- (b) Every Regulated Member shall maintain a business address in Alberta and shall advise the Registrar in writing of that address and of any change in that address forthwith after the change occurs.

4.12.2 Obligations of Non-Regulated Members

Every Non-Regulated member shall abide by the Act, the Regulation, By-Laws, Standards of Practice, Code of Ethics and Council policies, directives or guidelines communicated to the Members by Council as if they were a Regulated Member.

4.12.3 Additional Requirements for Membership

A Member of the College shall be deemed in good standing only if:

- (a) all Practice Permit and membership fees payable by the Member have been received in full; and
- (b) no fines, fees, costs, dues or levies are owing to the College; and
- (c) in the case of Regulated Members, the Regulated Member has a valid Practice Permit and their registration has not been suspended or cancelled pursuant to Part 4 of the Act.

4.12.4 **Payment of Fees**

- (a) Following a thirty-day (30-day) notice, as per the Act, all arrears must be paid no later than the date specified within the notice. The specified date shall not be less than 14 days from the date of the notice.
- (b) If any fines, fees, costs, dues or levies have not been paid by the specified date, the Council shall have the Member's name removed from the College's membership register and their membership shall stand cancelled.

4.13 **Cessation of Membership**

4.13.1 If, for any reason, including death, a person ceases to be a member of the College, the rights and privileges of the Member shall cease.

4.13.2 Any Member whose name has been removed for reasons other than death shall be obligated to return their Certificate of Registration to the College.

4.13.3 **Resignation of Membership**

A Regulated Member of the College may resign their membership as provided for in the Act. A Member may resign from the College by submitting:

- (a) a request for resignation in writing;
- (b) payment of any fines, fees, costs, dues or levies owing at the time of the resignation request;
- (c) return of Practice Permit; and
- (d) return of all membership card(s).

4.13.4 **Cancellation of Registration**

A Member may be cancelled pursuant to the Act, Regulation, Bylaws, Standards of Practice or Code of Ethics of the College.

ARTICLE 5 – GOVERNANCE

5.1 Council

5.1.1 Composition of Council

Membership of Council is comprised of:

- (a) 6 Councillors elected in accordance with section 5.2 of these By-Laws, of whom:
 - (i) 3 are Non-Employer RDTs or DTs
 - (ii) 3-are Employer RDTs or DTs.
- (b) Two Councillors will be public members appointed by the Lieutenant Governor in Council in accordance with the Act; and
- (c) Any ex-officio members appointed by Council

5.1.2 Decisions of Council

- (a) Decisions of Council shall be made as follows:
 - (i) at a Council meeting, by a vote of a majority of those present and voting at a meeting;
 - (ii) during a telephone conference, by a vote of a majority to those members participating in the conference and who vote; **or**
 - (iii) at a vote held by mail, facsimile, or electronic means, by a vote of a majority of those participating in the vote;
- (b) an ex-officio member of Council shall not vote;
- (c) all Councillors, including the President, present at the Council meeting shall each be entitled to one vote;

- (d) any 3 Councillors may by resolution in writing require the President to convene a special meeting of Council. The requisition shall state the object of the meeting so required; and
- (e) if the President does not cause a meeting to be held within fourteen days of the requisition by him the requisitionists may themselves convene a meeting, by providing not less than seven days notice in writing to all Councillors.

5.1.3 Authority of Council

The governing body of the College is the Council. Council is empowered to:

- (a) set policies, directives or guidelines for the guidance of members, officers and officials of the College that conform to the Act, the Regulation and the Bylaws;
- (b) appoint officials as set out in Article 5.4;
- (c) create standing, ad hoc and other special committees as may be necessary to assist the Council in carrying out its duties;
- (d) enter into agreements including those with other institutions and societies;
- (e) oversee all financial transactions and ensuring a written financial statement is submitted at each regular meeting of Council;
- (f) oversee all financial transactions and ensure a written financial statement and projected budget for the upcoming year are submitted annually at a Regulated Members meeting.
- (g) deposit or invest operating monies in any of the following: a Canadian chartered bank, trust company, treasury branch, credit union, securities of the government of Canada or the government of any province of Canada;
- (h) invest the funds of the College in such investments and securities as the Council may see fit subject to Article 9;

- (i) award bursaries and grants as determined by Council; and
- (j) delegate authority and responsibility in writing for implementation of College policies, directives or guidelines to the Executive Director.

5.1.4 **Executive Council**

The Executive Council of the College shall consist of:

- (a) the President, who shall preside over all meetings of the College and the Council;
- (b) the Vice-President; and
- (c) the Treasurer

All Executive Council members must be Regulated Members in good standing and be elected by the Council.

5.2 **Election to Council**

- (a) The election of Councillors shall be held at such time and place as decided by Council.
- (b) All Regulated Members in good standing are deemed to be qualified electors.
- (c) Beginning in 2014, elections will take place at the Spring AGM and will take place every three years thereafter.

5.2.1 The Executive Director, no later than 90 days before the date set for the election of the Councillors, shall forward to each Regulated Member in good standing;

- (a) a notice of the time and place fixed for the election of Councillors; and
- (b) a call for nominations.

5.2.2 For the purposes of the election of Councillors under these Bylaws, the province shall be divided into the following two Districts:

- (a) Northern District – that area falling within the corporate boundaries of the City of Red Deer and north in the particular year of that election;

- (b) Southern District - that area falling outside the corporate boundaries of the City of Red Deer and south in the particular year of that election.

5.2.3 The number of Councillors from each District shall be as follows:

- (a) North District: Three (3)
- (b) South District: Three (3)

In total, three (3) Councillors will be Non-Employer RDTs or DTs and three (3) Councillors will be Employer RDTs or DTs. The Election Committee shall determine the three (3) Councillors for each district based on the number of votes received by each candidate. In the event of a tie vote, the Chief Electoral Officer shall cast the deciding vote.

All Regulated Members of the College who are in good standing as set out in Article 4.2, are eligible for nomination as a Councillor by three qualified electors who practice in that District:

- (i) each qualified elector may nominate only one Regulated Member to each vacancy; and
- (ii) an Employer may not be nominated if one of their employees has already been nominated or is already serving on Council.

5.2.4 A nomination to be valid shall be returned to the Nominations' Committee in care of the College office so as to reach the College office no later than the close of business the date set out in the notice.

The Nominations Committee, no later than (60) days before the date fixed for the election, shall forward to every Regulated Member in good standing:

- (a) A ballot containing the names of all persons duly nominated for the District of said Regulated Member;
- (b) A return envelope; and
- (c) Such security envelopes as may be reasonably necessary to safeguard the secret ballot of the member.

5.2.5 For purposes of Bylaw 5.2.4, any notice, ballot or voting document sent to a Regulated Member in good standing shall be deemed to have been received on the third day following the date on which it was sent.

5.2.6 An accidental or technical oversight or omission in the giving of a notice or voting document required under these Bylaws does not invalidate any election result.

5.2.7 **Appointment of Election Committee**

- (a) The Council shall appoint a Regulated Member in good standing as Chief Electoral Officer to oversee votes by the membership. The Chief Electoral Officer shall follow the policies established by Council, as necessary for governing any member vote.
- (b) The Chief Electoral Officer shall appoint at least two(2) Regulated Members in good standing and may appoint one(1) Public Member to serve as Electoral Officers for any vote.
- (c) A candidate may appoint their own Scrutineer who must be a Regulated Member in good standing to observe but not interfere with the voting process herein, including and without restricting the generality of the foregoing, observing, the mail out of the ballots, the return, separation and counting of the ballots.

5.3 **Meetings of Council**

Council may meet for the dispatch of business, adjourn and otherwise regulate their meeting and proceedings as required pursuant to the provisions of the Act, Regulation and these Bylaws.

5.3.1 The President or three (3) members of Council may call meetings of the Council or the Executive Council at any time deemed necessary or advisable.

5.3.2 Any meeting of the Council may be held at such times and places and in such manner as the Council shall determine, including by means of telephone, electronic or other communication facilities that will permit all persons participating in the meeting to communicate with each other.

5.3.3 The President shall Chair and preside over all meetings of the Council. In his absence the Vice-President shall assume the Chair. In the event that neither the President nor Vice-President are in attendance the Councillors present shall choose one of their members to act as Chair.

5.3.4 A quorum for meeting of the Council is four (4) Councillors of which 3 are elected.

5.3.5 Each Councillor shall have one vote regardless of the number of titles or positions held.

5.3.6 The Chair, with the approval of the majority of those Councillors at the meeting, may invite other individuals to take part in the discussions on pertinent business at any meeting of the Council.

5.3.7 In the event of a tie vote, the vote of the Chair shall decide the vote.

5.4 **Term of Office**

5.4.1 The term of office for Councillors shall be three (3) years, with all duties and responsibilities commencing at the first meeting of Council following the election.

5.4.2 A Councillor shall be eligible for re-election to a maximum of two (2) terms or 6 years in total. A Councillor, having served the maximum allowable period of 2 terms, shall not be eligible for re-election for a minimum of one year.

5.4.3 At the first meeting following an election of Councillors the Council shall elect a President, Vice President, and Treasurer, who shall remain so until their term of office shall be complete and act as an Executive Council. Once elected as a member of the Executive Council that person shall remain as a member of the Executive Council until their term as a Councillor is complete. At each subsequent election of Councillors if there are any vacancies on the Executive Council the appropriate elections shall be held.

5.4.4 The immediate Past-President may continue to be an ex-officio Councillor for a one-year period after completion of the term of President.

5.4.5 A Councillor may at any time resign by letter directed to the Council and in the event of resignation or in the event of any vacancy by death, incompetency or otherwise, the remaining Councillors or a majority of the remaining Councillors may

elect a Regulated Member in good standing of the College to fill the vacancy. The replacement Councillor will only fill the vacancy for the remainder of the term of the replaced Councillor. However, the replacement Councillor will be eligible to run for re-election, subject to Article 5.4.2.

5.4.6 A Council member's position on the Council is vacated if for any reason the Council member's Practice Permit as a Regulated Member is suspended or cancelled.

5.4.7 If the required number of members of the Council is not nominated or elected, the newly elected Council may appoint any Regulated Member resident in Alberta to fill the vacancy for the duration of its term.

ARTICLE 6 – DELEGATION

6.1 Subject to section 19 and 20 of the Act:

- (a) Council may, by resolution, delegate any powers and duties under the Act, the Regulation and these By-Laws to one or more persons or committees.
- (b) A person or committee to whom a power or duty is given under the Act or these By-Laws may by letter delivered to the College and stating the delegates name and contact information delegate the power or duty to one or more persons or committees subject to the written approval by Council.

6.2 As soon as practicable following an election or a vacancy of these positions, the Council shall choose individuals to fill the following positions:

- (a) a Complaints Director;
- (b) a Hearings Director;
- (c) a Registrar;
- (d) a Privacy Officer; and
- (e) an Executive Director

The Complaints Director and the Hearings Director may not be the same person, nor may any person be delegated the powers of both the Complaints Director and the Hearings Director.

6.2.1 The Council shall employ an Executive Director, who shall have charge and care of the day to day affairs of the College. He may act as Registrar and Complaints Director if appointed, or, in the appropriate circumstances and with the concurrence of the Council, delegate such authority.

6.3 The College shall keep an Officials Directory containing the names and contact information of:

- (a) the Councillors and delegates;
- (b) the Complaints Director and any delegate;
- (c) the Hearings Director and any delegate;
- (d) the Registrar or any delegate;
- (e) the Privacy Officer and any delegate; and
- (f) the Executive Director and any delegate;

The Officials Directory must be made available to the public during regular business hours.

ARTICLE 7 – MEETINGS OF THE COLLEGE

7.1 Meetings of the College

The Council may call a meeting of the College at any time Council considers advisable. Council may fix the time and place thereof, and designate the notice to be given to the Regulated Members.

7.1.1 Only Councillors of Council and Regulated Members may vote at meetings of the College.

7.1.2 A quorum at all meetings of the College shall consist of 6% of Regulated Members who are personally present. If there is not quorum within thirty minutes of the time specified in the notice, Council shall be authorized to conduct matters of business not requiring a vote which was to

have been addressed at such meeting. Council will then be required to call a further meeting of the College in a timely fashion.

7.1.3 If a Regulated Member wishes to raise an issue at a meeting of the College the Regulated Member may bring the matter forward for discussion purposes only. Discussion at the meeting does not affect the ability of the Council, the Executive Council or the officers of the College from conducting business of the College.

7.1.4 Twenty percent (20%) of the Regulated Members in good standing can requisition a meeting by advising the President of the College in writing.

7.2 Parliamentary Authority

Unless otherwise provided for herein, meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order. (newly revised).

ARTICLE 8 – FINANCE AND OTHER MANAGEMENT MATTERS

8.1 Registered Office

The Registered Office of the College and the principle place of business shall be located in Edmonton, Alberta.

8.2 Finance and Auditing

8.2.1. The fiscal year of the College ends on December 31 of each year.

8.2.2 There must be an audit of the books, accounts, and records of the College at least once each year.

8.2.3 An annual budget for the coming year must be presented at a fall members meeting.

8.3 Seal of the College

The responsibility for the seal of the College, and its use and procedures to be followed in its use, shall be determined by the Council.

8.4 Cheques and Contracts of the College

8.4.1 The Council shall appoint three (3) signing officers.

8.4.2 Any two (2) of the designated signing officers shall sign all cheques drawn on the monies of the College. Two signatures are required on all cheques.

8.4.3 All contracts of the College shall be reviewed by Council and executed by any two (2) signing officers.

8.5 Preparation, maintenance and inspection of the books and records of the College

8.5.1 All minutes of the College, Council, committees and all other relevant records shall be maintained at the principal place of business of the College.

8.5.2 All documents are subject to the policy for retention of records of the College.

8.6 Protection and Indemnity

8.6.1 Every Councillor, committee member, delegate or employee of the College shall be indemnified and saved harmless by the College from and against all costs, charges and expenses which such individual sustains or incurs in any action, suit, claim or proceeding which is brought, commenced or prosecuted against them for, or in respect of any act, manner or thing done by them in the performance of the duties of their office, except where such action, matter or thing has been done or permitted to be done by them as the result of their own fraud, dishonesty, gross negligence or bad faith.

8.6.2 No Councillor, Committee member, delegate or employee of the College shall be liable:

- (a) for the acts, negligence or defaults of any other Council Member, Committee Member, delegate or employee of the College;
- (b) for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation dealing with the College or the bankruptcy of the College itself; or

- (c) for any other loss, damage or claim that may occur in the execution of the duties of their office unless same shall happen or occur by or through their own fraud, dishonesty, gross negligence or bad faith.

8.6.3 The Council may procure either insurance or a bond to secure such indemnity.

ARTICLE 9 – INVESTMENTS, DISTRIBUTING ASSETS AND DISSOLVING THE COLLEGE

9.1 The Council shall apply and cause to be applied the funds of the College in any manner. Council may decide in carrying out or promoting the objects of the College.

9.2 No part of the income of the College shall be payable to, or otherwise available for the personal benefit of any Councillor or Regulated Member, but the College may reimburse Councillors and Regulated Members for expenses incurred in order to attain the objects of the College.

9.2.1 In the event of the dissolution or winding up of the College, all its remaining assets after payment of its liabilities shall be used to promote dental technology health and education in the Province of Alberta or for such other charitable or educational purposes as Council shall deem appropriate.

9.2.2 The Councillors, the Executive Director or any employee of the Council, shall not be liable for good faith decisions regarding investment of the College funds.

ARTICLE 10 – AMENDING THE BY-LAWS

10.1 Proposed amendments to Bylaws must be e-mailed to all Regulated Members to their last known e-mail address, or failing that to their last known primary address, at least thirty (30) days prior to the Annual General Meeting or a Special Meeting called for the purpose of amending the Bylaws. The proposed amendments will also be posted on CDTA Website (www.cdta.ca).

10.2 The Bylaws may only be amended by a vote of fifty (50%) percent plus one (1) of those Regulated Members present at an Annual General Meeting or at a Special Meeting called for the purpose of amending the Bylaws.

10.3 Within sixty (60) days of ratification of the amendments to the Bylaws by the Regulated Members, Council shall send a copy of the amended Bylaws to

Regulated Members by e-mail to their last known e-mail address, or failing that to their last known primary address. The ratified amendments will also be posted on CDTA Website (www.cdta.ca).

ARTICLE 11 – MISCELLANEOUS

- 11.1** If there is a conflict between the Bylaws and the Act or Regulation, the Act or Regulation shall prevail.
- 11.2** In the event that any portion of these Bylaws shall be found to be illegal, contrary to any Statute or inoperative, the remainder of the Bylaws shall remain in full force and effect. Upon the declaration of any Court of competent jurisdiction as to the inapplicability of any portion of these Bylaws the Council shall forthwith enact appropriate replacement provisions that carry out the purpose and intent of the struck out portion.