RCDC
THE ROYAL COLLEGE OF DENTISTS OF CANADA

BYLAW NUMBER

2026.09.19

CORPORATION

The Royal College of Dentists of Canada (RCDC)

## ARTICLE 1: DEFINITIONS

1.1 In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"The Board" means the Board of Directors, or Council, of the Corporation;

"Bylaw" means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;

"Corporation" means The Royal College of Dentists of Canada;

"Director" means a member of the Board that manages or oversees the affairs of the Corporation;

"Fellow" and "Charter Fellow" means a person who has met the conditions for membership in the Corporation as determined by the Board, and is entitled to use the designation FRCDC;

"Life-Active Fellow" means a Fellow, or Charter Fellow who has met the conditions for Life-Active Fellowship in the Corporation as determined by the Board and has been approved to pay reduced annual membership dues by the Board. Any Life-Active Fellow is considered a Voting "RCDC member" and is able to use the FRCDC

designation. They will also be eligible to be a Fellowship Examiner or Committee member if called;

"Life-Active Member" means a Member who has met the conditions for Life-Active Membership in the Corporation as determined by the Board and has been approved to pay reduced annual membership dues by the Board. Any Life-Active Member is considered a Non-Voting "RCDC member" and is able to use the MRCDC designation. They will also be eligible to be a Committee member if called;

"Retired Fellow" means a Fellow, or Charter Fellow who has met the conditions for Retired Fellowship in the Corporation as determined by the Board and has been exempt from paying membership dues by the Board. Any Retired Fellow is considered a Non-Voting "RCDC member", is able to use the FRCDC designation, and will be eligible to be a Fellowship Examiner or Committee member if called; This membership category includes those that currently hold the status of "Life Fellow".

"Retired Member" means a Member who has met the conditions for Retired Life Membership in the Corporation as determined by the Board and has been exempt from paying membership dues by the Board. Any Retired Member is considered a Non-Voting "RCDC member", is able to use the MRCDC designation and will be eligible to be a Committee member if called; This membership category includes those that currently hold the status of "Life Member".

"Member" means a person who has met the conditions for membership in the Corporation as determined by the Board, and who is entitled to use the designation MRCDC;

"Fellow-Elect" means a person who has met the conditions for membership in the Corporation as determined by the Board, who is awaiting convocation to become a Fellow, and who is not entitled to use the FRCDC designation;

"Honourary Fellow" means a person who has been granted membership in the Corporation as determined by the Board, and is entitled to use the designation FRCDC(Hon);

"Specialty Student Member" means a person who has met the conditions for Specialty Student membership in the Corporation as determined by the Board and has been exempt from paying membership dues by the Board.

"RCDC member" means a person that is in good standing with the corporation, who has met the conditions for membership in the corporation as determined by the Board and whom the Board has granted the title of Fellow, Honourary Fellow, Life Fellow, Member, Life Member, Life-Active Fellow, Life-Active Member, Retired Fellow, Retired Member, or Specialty Student Member.

"Officer" means a high-level management official of the Corporation, elected or appointed by the Board;

"Meeting of RCDC members" includes an annual meeting of "RCDC members" or a special meeting of "RCDC members"; "special meeting of RCDC members" includes a meeting of any class or classes of "RCDC members" and a special meeting of all "RCDC members" entitled to vote at an annual meeting of "RCDC members";

"Ordinary resolution" means a resolution passed by a majority (more than 50%) of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

*Right to submit and discuss:*

*163 (1) A "RCDC member" entitled to vote at an annual meeting of members may:*

- *(a) submit to the corporation notice of any matter that the "RCDC member" proposes to raise at the meeting, referred to in this section as a "proposal"; and*
- *(b) discuss at the meeting any matter with respect to which the "RCDC member" would have been entitled to submit a proposal.*

*(2) Proposal set out in notice: A corporation shall include the proposal in the notice of meeting required under section 162.*

*Supporting statement:*
*(3) If so requested by the "RCDC member" who submits a proposal, the corporation shall include in the notice of meeting a statement in support of the proposal by the "RCDC member" and the name and address of the "RCDC member". The statement and the proposal shall together not exceed the prescribed maximum number of words.*

*Payment:*

*(4) The "RCDC member" who submitted the proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented, unless it is otherwise provided in the bylaws or in an ordinary resolution of the "RCDC members" present at the meeting.*

*Proposal nominating Directors:*
*(5) A proposal may include nominations for the election of Directors if the proposal is signed by not less than the prescribed percentage of the "RCDC members" of a class or group of "RCDC members" of the corporation entitled to vote at the meeting at which the proposal is to be presented or any lesser number of "RCDC members" as provided in the bylaws, but this subsection does not preclude nominations made at a meeting of "RCDC members".*

*Exception:*
*(6) A corporation is not required to comply with subsections (2) and (3) if*

- *(a) the proposal is not submitted to the corporation within the prescribed period;*
- *(b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its Directors, Officers, "RCDC members" or debt obligation holders;*
- *(c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the corporation;*
- *(d) not more than the prescribed period before the receipt of the proposal, the "RCDC member" failed to present — in person or, if authorized by the bylaws, by proxy — at a meeting of "RCDC members", a proposal that at the "RCDC member's" request had been included in a notice of meeting;*
- *(e) substantially the same proposal was submitted to "RCDC members" in a notice of a meeting of "RCDC members" held not more than the prescribed period before the receipt of the proposal and did not receive the prescribed minimum amount of support at the meeting; or*
- *(f) the rights conferred by this section are being abused to secure publicity.*

*Immunity:*
*(7) No corporation or person acting on its behalf incurs any liability by reason only of complying with this section.*
*Notice of refusal*

*(8) If a corporation refuses to include a proposal in a notice of meeting, it shall, within the prescribed period after the day on which it receives the proposal, notify in writing the "RCDC member" submitting the proposal of its intention to*

*omit it from the notice of meeting and of the reasons for the refusal.*
*"RCDC member" may apply to court*

*(9)On the application of a "RCDC member" submitting a proposal who is aggrieved by the refusal, a court may restrain the holding of the meeting at which the proposal is sought to be presented and make any further order that it thinks fit.*
*Corporation's application to court*

*(10) On the application of the corporation or any other person aggrieved by a proposal, a court may, if it is satisfied that subsection (6) applies, make an order permitting the corporation to omit the proposal from the notice of meeting and may make any further order that it thinks fit.*

*Director entitled to notice:*
*(11) An applicant under subsection (9) or (10) shall give the Director notice of the application and the Director is entitled to appear and be heard in person or by counsel.*

"Public accountant" means the auditor appointed by the Board;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

"Special resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution; and

"Specialty" means a nationally recognized dental specialty in Canada.

## ARTICLE 2: INTERPRETATION

2.1 In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one (1) gender include all gender identifiers, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

2.2 Other than as specified in article 1.1, words and expressions defined in the Act have the same meanings when used in these bylaws.

## ARTICLE 3: CORPORATE SEAL

3.1 The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The Secretary of the Corporation shall be the custodian of

the corporate seal.

3.2 The seal may, when required, be affixed to contracts, documents or instruments in writing signed by any Officer or as directed by the Board.

## ARTICLE 4: EXECUTION OF DOCUMENTS

4.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors with Board approval. In addition, the Board may, from time to time, direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

4.2 Any person authorized to sign any document may affix the corporate seal to the document. Any signing Officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

## ARTICLE 5: FINANCIAL YEAR END

5.1 The financial year end of the Corporation shall be March 31st each year.

## ARTICLE 6: BANKING ARRANGEMENTS

6.1 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint, or authorize from time to time by resolution.

6.2 The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

## ARTICLE 7: BORROWING POWERS

7.1 The Directors of the Corporation may, without authorization of the "RCDC members":

i. borrow money on the credit of the corporation;
ii. issue, reissue, sell, pledge, or hypothecate debt obligations of the corporation;
iii. give a guarantee on behalf; and
iv. mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

## ARTICLE 8: ANNUAL FINANCIAL STATEMENTS

8.1 The Corporation shall send to the "RCDC members" a copy of the annual financial statements and other documents or a copy of a publication of the Corporation reproducing the information contained in the documents.

8.2 Instead of sending the documents, the Corporation may send a summary to each "RCDC Member" along with a notice informing the "RCDC Member" of the procedure for obtaining a copy of the documents themselves, free of charge.

8.3 The Corporation is not required to send the documents or a summary to a "RCDC Member" who, in writing, declines to receive such documents.

## ARTICLE 9: "RCDC MEMBERS"

9.1 Membership Conditions - Subject to the articles, there shall be two (2) classes of "RCDC Members" in the Corporation, namely, Voting "RCDC Members", and Non-Voting "RCDC Members".

The Board of the Corporation may, by resolution, approve the admission of the "RCDC Members" of the Corporation. Voting and Non-Voting "RCDC Members" may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

i. Voting "RCDC Members"
   a. Voting membership shall be available to: Charter Fellows, Fellows, and Life-Active Fellows in good standing with the corporation.
   b. The term of membership of a Voting "RCDC Member" shall be annual, subject to renewal in accordance with the policies of the Corporation.
   c. Each Voting "RCDC Member" is entitled to receive notice of, attend and vote at all meetings of "RCDC Members", and each such Voting "RCDC Member" shall be entitled to one (1) vote at such meetings.
   d. As required, each Voting "RCDC Member" is entitled to nominate and vote to elect a Director in their specialty or specialties.
   e. A special resolution of the Voting "RCDC Members" is required to make any amendments to this section of the bylaws if those amendments affect membership rights and/or conditions.

ii. Non-Voting "RCDC Members"
   a. Non-Voting membership shall be available to: Retired Fellows, Life Fellows, Members, Retired Members, Life-Active Members, Life Members, and Honourary Fellows.
   b. The term of membership of a Non-Voting "RCDC Member" shall be annual, subject to renewal in accordance with the policies of the Corporation.
   c. A Non-Voting "RCDC Member" shall be entitled to receive notice of, attend

but not vote at meetings of the members of the Corporation.

iii. Specialty Student Members
   a. Specialty Student membership shall be available to: Specialty Student Members.
   b. The term of membership of a Specialty Student Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
   c. A Specialty Student shall not be entitled to receive notice of, attend, or vote at meetings of the members of the Corporation.

A special resolution of Voting "RCDC Members" is required to make any amendments to this section of the bylaws if those amendments affect membership rights and/or conditions.

9.2 Membership Dues - Membership dues shall be set by the Board and reviewed annually.

"RCDC Members" shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within the prescribed timelines of the membership renewal date, the "RCDC Members" in default shall constitute being in arrears.

After notification, by recorded electronic communication, that dues are in arrears, if dues are still not paid within the prescribed timelines, the "RCDC Member" shall be automatically suspended for nonpayment and shall be so informed by recorded electronic communication.

Annual dues may cease to be levied when a "RCDC Member" who is in good standing, has fully retired, and no longer holds a license in any jurisdiction, worldwide, makes a written application for Retired Fellowship or Membership, and such application is accepted by the Registrar. Retired membership is not available to Specialty Student Members

An "RCDC Member" who has been a member for 30 years or has reached the age of 70 shall be eligible for Life-Active Fellowship or Membership upon application and acceptance by the Registrar. Annual dues may be reduced upon acceptance by the Registrar. Life-Active membership is not available to Specialty Student Members.

Any "RCDC Member," except for a Specialty Student Member, who is suspended for the nonpayment of membership dues may request reinstatement within five (5) years of their most recent suspension. To process the reinstatement, the "RCDC Member"

must make a payment for all outstanding and current year's dues as well as/including the administrative fee. "RCDC Members" who find themselves unable to make the payments required for reinstatement are able to make a request to the Registrar to have these waived.

Any "RCDC Member," except for a Specialty Student Member, who has been suspended for more than five (5) years for the nonpayment of dues shall have their Fellowship or Membership revoked.

9.3 Where a request received by the College does not fall within the parameters set out in the Bylaws or the Fellowship Policy, the Registrar must refer the request to the Board of Directors.

9.4 Termination of Membership - A membership in the Corporation is terminated when:

i. the "RCDC Member" dies or resigns;
ii. the "RCDC Member" is suspended/expelled or their membership is otherwise terminated in accordance with the articles or bylaws;
iii. the "RCDC Member's" term of membership expires; or
iv. the Corporation is liquidated and dissolved under the Act.

9.5 Effect of Termination of Membership - Upon any termination of membership, the rights of the "RCDC Member", including any rights in the property of the Corporation, automatically cease to exist.

9.6 Discipline of "RCDC Members" - The Board shall have the authority to reprimand, suspend, or expel membership from any "RCDC Member". The Board of Directors may convene a Discipline Committee to review any alleged violation of a provision of the Bylaws or Policies and Procedures, or any conduct deemed unprofessional or unacceptable.

9.7 As outlined in the Board Policies and Procedures any "RCDC Member" found in violation of a provision of the By-laws or Policies and Procedures or carrying out any conduct deemed unprofessional or unacceptable by the Board of Directors may be reprimanded, suspended or expelled.

9.8 The Board's decision shall be final and binding on the "RCDC Member", without any further right of appeal.

## ARTICLE 10: "RCDC MEMBERS'" MEETINGS

10.1 Notice of "RCDC Members" Meeting - Notice of the time and place of a meeting of "RCDC members" shall be given to each member in good standing by the following means:

i. by mail, courier or personal delivery to each "RCDC member", during a period of 21 to 60 days before the day on which the meeting is to be held; or
ii. by telephonic, electronic or other communication facility to each "RCDC

member", during a period of 21 to 35 days before the day on which the meeting is to be held.

A special resolution of the "RCDC Members" is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to "RCDC members".

The statutory declaration of the Secretary that notice has been given in accordance with these bylaws shall be sufficient and conclusive evidence of such notice.

10.2 "RCDC Members" Calling an "RCDC Members'" Special Meeting - The Board of Directors shall call a special meeting of "RCDC members" on written requisition of "RCDC members" carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any "RCDC member" who signed the requisition may call the meeting.

10.3 Absentee Voting at "RCDC Members'" Meetings - An "RCDC member" entitled to vote at a meeting of "RCDC members" may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

i. enables the votes to be gathered in a manner that permits their subsequent verification, and
ii. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each "RCDC member" voted.

A special resolution of the "RCDC members" is required to make any amendment to the bylaws of the Corporation to change this method of voting by "RCDC members" not in attendance at a meeting of "RCDC members".

10.4 Proposals Nominating Directors at Annual "RCDC Members'" Meetings - Any proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of "RCDC members" of that specialty entitled to vote at the meeting at which the proposal is to be presented.

10.5 Cost of Publishing Proposals for Annual "RCDC Members'" Meetings - The "RCDC member" who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the "RCDC members" present at the meeting.

10.6 Calling of "RCDC Members'" Meetings - Annual "RCDC members'" meetings may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time, providing the meeting is held within six (6) months of the close of the prior fiscal year end and not more than fifteen (15) months after the holding of the last preceding annual "RCDC members'" meeting.

The Chair, Vice-Chair, Registrar, Secretary, Treasurer, and any three (3) Directors or

any thirty (30) Voting "RCDC Members" shall have the power to call a special "RCDC Members'" meeting to consider any special business of the Corporation.

10.7 Notice of "RCDC Members'" Adjourned Meetings - Notice of the time and place for the holding of a "RCDC Members'" meeting shall be given to every "RCDC Member" of the Corporation not less than thirty (30) days before the time when the meeting is to be held.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting are announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting needs to specify the purpose or the business that is to be dealt with at the meeting.

A "RCDC Members'" adjourned meeting may be held at any time and place without notice if all Directors are present, or if not present, either before or after the meeting, waive notice or otherwise consent in writing or by facsimile or other means of recorded electronic communication addressed to the secretary to such meeting being held, and at such meeting any business may be transacted which the Corporation may transact at any meeting of "RCDC Members", provided that a quorum is present.

No error or omission in giving notice of any adjourned meeting shall invalidate such meeting or invalidate or void any resolutions passed or proceedings taken at a meeting of the Board.

10.8 Regular "RCDC Members'" Meetings - An annual "RCDC Members'" meeting shall be held at least once in every calendar year.

10.9 Place of "RCDC Members'" Meeting - Meetings of the "RCDC Members" may be held at any place within Canada determined by the Board of Directors.

10.10 Persons Entitled to be Present at "RCDC Members'" Meetings - The only persons entitled to be present at a meeting of "RCDC Members" shall be those "RCDC Members" in good standing, except for Specialty Student Members, the Officers and Directors, the public accountant of the Corporation, and such other persons who are entitled or required under any provision of the articles or bylaws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Board of Directors.

10.11 Chair of "RCDC Members'" Meetings – The meeting will be chaired by the Board Chair, or in their absence, the Vice-Chair. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Board of Directors shall choose one of their number to chair the meeting.

10.12 Quorum at "RCDC Members'" Meetings - A quorum for "RCDC Members'" meetings shall consist of a majority of the Directors present in person or through teleconference

or other electronic means. No business shall be transacted at any "RCDC Members'" meeting unless a quorum is present at the commencement of and at such time that the business is conducted.

10.13 Votes to Govern at "RCDC Members'" Meetings - At any meeting of "RCDC Members" every question shall, unless otherwise provided by the articles or bylaws, be determined by a majority of the votes cast on the questions.

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting shall be able to cast a vote in the event of a tie.

10.14 Participation by Electronic Means at "RCDC Members'" Meetings - If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of "RCDC Members", any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this bylaw, any person participating in a meeting of "RCDC Members" pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

10.15 "RCDC Members'" Meeting Held Entirely by Electronic Means - Meetings of "RCDC Members" may be held entirely by telephonic, an electronic or other communication facility.

## ARTICLE 11: THE BOARD OF DIRECTORS

11.1 Number of Directors - The Board shall consist of the Directors, one (1) representing each of the nationally recognized specialties, and Officers. A Public Member as well as Directors representing International Fellows and Early Career Fellows shall be appointed by the Board of Directors as deemed appropriate.

11.2 Term of Office of Directors - The Directors of nationally recognized specialties shall be elected to hold office for one (1) three (3) year term, expiring no later than the close of the third annual meeting of "RCDC Members" following the election, renewable upon election.

Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors of nationally recognized specialties shall be elected for a three (3) year term.

11.3 Calling of Meetings of The Board of Directors - Meetings of the Board may be called

by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

11.4 Notice of Meeting of The Board of Directors - Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation no less than 30 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none object to the holding of the meeting, or if those absent have waived notice of, or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting needs to specify the purpose or the business that is to be dealt with at the meeting.

No error or omission in giving notice of any meeting shall invalidate such meeting, invalidate or void any resolutions passed, or proceedings taken at a meeting of the Board.

11.5 Regular Meetings of The Board of Directors - An annual Board meeting shall be held at least once in every calendar year and no more than 15 months after the holding of the last preceding annual meeting of the Board. At all other times, the Board shall be convened upon the call of the Chair or Vice-Chair at the direction of the Board. The Chair or Vice-Chair shall be required to call a meeting upon a written requisition signed by five (5) Board members.

11.6 Place of the Board of Directors Meetings - Meetings of the Board members may be held at any place within Canada determined by the Board.

11.7 Persons Entitled to be Present at Meetings of The Board of Directors - The only persons entitled to attend meetings of the Board shall be the Directors and Officers, and others who are entitled or required under any provision of the articles or bylaws to be present at the meeting. Any other persons may be admitted only on the invitation of the Chair as directed by the Board.

The only persons entitled to attend meetings of the Board while matters relating to personnel, property, or of litigation against the College, will be the Directors and Officers, and others who are entitled or required under any provision of the articles or bylaws to be present at the meeting and other persons admitted on the unanimous affirmative vote of those entitled to be present for those deliberations, and the chair of the meeting shall designate all such discussions to be held "in camera." Records of the decisions taken at the "in camera" section of the meeting will be incorporated into the minutes of that Board meeting as directed by the Board.

11.8 Chair of The Board of Directors' Meetings - The Chair, or in the Chair's absence, the Vice-Chair, shall be the chair at all meetings. If neither the Chair nor Vice-Chair are present within 15 minutes from the time fixed for holding the meeting, the Directors present shall choose one of their number to be chair of the meeting.

11.9 Quorum at Meetings of The Board of Directors - At all meetings, a majority of

Directors shall constitute a quorum. In the event that there is no quorum present within thirty (30) minutes of the time appointed for a meeting, the names of those Board members who are present shall be recorded by the Secretary and informal discussions may be held. Any decisions made at an informal meetings are to be tabled at the immediately succeeding meeting for approval and may not be acted upon until such approval is given.

In the event that there ceases to be a quorum of Board members during a meeting, those Board members remaining may hold an informal discussion so long as three (3) Board members continue to be present. Any decisions made without a quorum are to be tabled at the immediately succeeding meeting for approval and may not be acted upon until such approval is given.

11.10 Votes to Govern at Meetings of The Board of Directors - At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director and the Vice-Chair are authorized to exercise one (1) vote on every motion at a meeting. Appointed Officers, as defined in Article 12 shall not vote unless directed by the Board of Directors. The Chair is a non-voting member who maintains a deciding vote in case of a tie.

11.11 Meetings of The Board of Directors by Teleconference or Other Electronic Means - Any one (1) or more Board members, up to and including all Board members, may participate in a Board meeting by such telephone conference facilities or other electronic means as permit all persons participating in the meeting to hear or otherwise communicate with each other, if meetings of the Board by teleconference or other electronic means have been approved by a resolution passed by the Board, or in the absence of such a resolution, if a majority of the Board members so consent. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all Board meetings or with respect to only a specific meeting of the Board. A quorum shall be established, and votes shall be recorded by voice or televisual identification of each Board member by a roll call of the Board members participating in the meeting. Each Board member must have equal access to the electronic means of communication to be used.

11.12 Committees of The Board of Directors - The Board may from time to time appoint any Committee or other advisory body, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. The membership, powers, duties, functions, scope and specific charge of the Board Committees shall be prescribed by the Board in the enabling resolutions, and such Committees shall terminate at the next Annual General Meeting, unless otherwise specified by the Board. Any such Committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any Committee member may be removed by resolution of the Board of Directors. The Board shall have the power to disband any Committee which it creates.

## ARTICLE 12: OFFICERS

12.1 Appointment of Officers - The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director, unless these bylaws otherwise provide. Two (2) or more offices may not be held by the same person.

12.2 Description of Offices - Unless otherwise specified by the Board, the offices of the Corporation, if designated, and if Officers are appointed, shall have the power to act on behalf of the Board between meetings and shall have the following duties and powers associated with their positions:

i. Board Chair Emeritus – The Board Chair Emeritus shall be a non-voting Officer and shall be appointed by the Board. Shall have such powers and duties as the Board may specify.

ii. Board Chair – The Chair shall be a non-voting Officer of the Board, who maintains a deciding vote in case of a tie, and have such powers and duties as the Board may specify. They shall call and chair meetings of the Board according to the Bourinot's Rules of Order. They shall keep abreast of the activities of the organization and its management. They shall act as the communicator for Board decisions as directed by the Board.

iii. Board Vice-Chair – The Vice-Chair, shall be a voting Officer of the Board and have such powers and duties as the Board may specify. In the absence of the Chair, shall assume the duties of the Chair. They shall keep abreast of the activities of the organization and its management.

iv. Registrar – The Registrar shall be a non-voting Officer and shall be appointed by the Board. Shall have such powers and duties as the Board may specify.

v. Examiner-in-Chief, Fellowship Examination – The Examiner-in-Chief, Fellowship Examination, shall be a non-voting Officer and shall be appointed by the Board. Shall have such powers and duties as the Board may specify.

vi. Examiner-in-Chief, NDSE – The Examiner-in-Chief, NDSE, shall be a non-voting Officer and shall be appointed by the Board. Shall have such powers and duties as the Board may specify.

vii. Director of Examinations – The Director of Examinations, shall be a non-voting Officer and shall be appointed by the Board. Shall have such powers and duties as the Board may specify

viii. Secretary – The Secretary, or their designate, shall attend and be the secretary of all meetings of the Board, "RCDC members" and Committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to "RCDC members",

Directors, the public accountant and members of Committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

ix. Treasurer – The Treasurer shall be a non-voting Officer and shall be appointed by the Board. Shall have such powers and duties as the Board may specify.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time vary, add to or limit the powers and duties of any Officer.

Vacancy in Office - In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation.

If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

## ARTICLE 13: METHOD OF GIVING ANY NOTICE

Unless so removed, an Officer shall hold office until the Officer's successor being appointed, the Officer's resignation, such Officer ceasing to be a Director (if a necessary qualification of appointment) or such Officer's death or incapacity, preventing fulfillment of their duties and responsibilities.

13.1 Any notice (which term includes any communication or document), other than notice of a meeting of "RCDC members" or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the articles, the bylaws or otherwise to a "RCDC member", Director, Officer or member of a Committee of the Board or to the public accountant shall be sufficiently given:

i. if delivered personally to the person to whom it is to be given or if delivered to such a person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation and received by the Director;
ii. if mailed to such person at such a person's recorded address by prepaid ordinary or airmail;
iii. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
iv. if provided in the form of an electronic document.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and

a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The Secretary may change or cause to be changed the recorded address of any "RCDC member", Director, Officer, public accountant or member of a Committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice.

The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed, or partly written, stamped, typewritten or printed.

## ARTICLE 14: INVALIDITY OF ANY PROVISIONS OF THIS BYLAW

14.1 The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

## ARTICLE 15: OMISSIONS AND ERRORS

15.1 The accidental omission to give any notice to any "RCDC member", Director, Officer, member of a Committee of the Board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## ARTICLE 16: DISPUTE RESOLUTION

16.1 Mediation and/or Arbitration - Disputes or controversies among "RCDC members", Directors, Officers, Committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this bylaw.

16.2 Dispute Resolution Mechanism - In the event that a dispute or controversy among "RCDC members", Directors, Officers, Committee members or volunteers of the Corporation arising out of or related to the articles or bylaws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the "RCDC members", Directors, Officers, Committee members, employees or volunteers of the Corporation as set out in the articles or bylaws, and as an alternative

to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

i. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one (1) mediator, the other party (or if applicable the Board of the Corporation) appoints one (1) mediator, and the two (2) mediators so appointed jointly appoint a third mediator. The three (3) mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
ii. The number of mediators may be reduced from three (3) to one (1) or two (2) upon agreement of the parties.
iii. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy.

All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## ARTICLE 17: EXAMINATIONS

17.1 Fellowship Examinations Committee:

i. A Standing Committee of The Board of Director for Royal College of Dentists of Canada, the Fellowship Examination Committee (FEC) is responsible to maintain or enhance the organization's high standards through the administration of a Fellowship Examination, policy development, and volunteer engagement.
ii. Responsibilities include ensuring the Fellowship Examination meets recognized psychometric principles and is a valid evaluation instrument; overseeing the development of policies, processes and best practices to maintain or enhance the quality and effectiveness of the Fellowship Examination; and overseeing the volunteer management program.
iii. All Fellowship Examination Policies and Procedures, along with Examination Protocols, are reviewed and recommended annually by the Fellowship

Examination Committee to the Board of Directors for approval.

17.2 National Dental Specialty Examination (NDSE) Committee:

i. The NDSE Committee is a Standing Committee of Board of Directors for The Royal College of Dentists of Canada. It will provide oversight of the National Dental Specialty Examination through examination standard setting, policy development, and financial management.
ii. The Committee is responsible for ensuring the integrity of the examination through management of the development, administration, quality assurance and evaluation of the NDSE.
iii. All NDSE Policies and Procedures, along with Examination Protocols are reviewed and recommended annually by the NDSE Committee to the Board of Directors for approval.

## ARTICLE 18: BYLAWS AND EFFECTIVE DATE

18.1 The Board of Directors may not make, amend, or repeal any bylaws that regulate the activities or affairs of the Corporation without having the bylaw, amendment or repeal confirmed by the "RCDC members" by ordinary resolution. The bylaw, amendment or repeal is only effective on the confirmation of the "RCDC members" and in the form in which it was confirmed.

This section does not apply to a bylaw that requires a special resolution of the "RCDC members".

Any new bylaw, repeal, or amendment may be proposed by the Collective of Officers.

Any new bylaw, repeal, or amendment not proposed by the Collective of Officers must be supported in writing by five (5) Board members in order to be considered by the Board of Directors.

The repeal of any bylaw in whole or in part shall not in any way affect the validity of any act carried out, or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All Directors and Officers and other persons acting under any bylaw repealed in whole or in part shall continue to act as if elected or appointed under the provisions of these bylaws.

18.2 This bylaw was ENACTED by the Board of Directors on September 19, 2026.