



COLLEGE OF
DENTURISTS
OF ONTARIO

September 26, 2025

BY-LAWS
OF THE
COLLEGE OF DENTURISTS
OF
ONTARIO

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BY-LAWS OF THE COLLEGE OF DENTURISTS OF ONTARIO

1. INTERPRETATION

1.01 Definitions

In these by-laws, unless otherwise defined or required by the context,

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| “Act” | means the <i>Denturism Act, 1991</i> and includes the regulations made under it; |
| “Auditor” | means the chartered accountant or firm of chartered accountants appointed by the Board of Directors under article 4.12; |
| “Board of Directors” | means the council established under subsection 6(1) of the Act; |
| “Code” | means the <i>Health Professions Procedural Code</i> , being Schedule 2 to the <i>Regulated Health Professions Act, 1991</i> ; |
| “College” | means the College of Denturists of Ontario; |
| “Committee” | means a committee of the College and includes statutory, standing and ad hoc committees and any committee established by the Board of Directors under these by-laws; |
| “Director” | means a person described in clause 6(1) of the Act; |
| “Elected Director” | means a person described in clause 6(1)(a) of the Act; |
| “Professional Association” | means an organized group of Registrants who promote and advocate for the interests of the profession, but does not include a school whose sole purpose is to educate; |
| “Public Director” | means a person described in clause 6(1)(b) of the Act; |
| “Registrant” | means a person registered with the College; |
| “Registrar” | means the person appointed by the Board of Directors as Registrar for the College. The “Registrar” includes any person appointed as an Interim, Deputy, Assistant or Acting Registrar; and |
| “RHPA” | means the <i>Regulated Health Professions Act, 1991</i> and includes the regulations made under it. |

1.02 Singular and Plural / Masculine and Feminine

In these and all by-laws of the College, the singular shall include the plural, the plural shall include the singular, the masculine shall include the feminine and the feminine shall include the masculine

1.03 Legislative References

Any reference in these and all by-laws of the College to a statute, a regulation or a section of a statute or regulation shall be deemed to apply to any re-enactment or amendment of that statute, regulation or section, as the case may be.

1.04 Consistency with RHPA and Act

All provisions of these and all by-laws of the College shall be interpreted in a manner consistent with the RHPA and the Act and where any inconsistency is found to exist, the inconsistent provision shall, where practical, be severed from the by-law.

1.05 Calculating Time

A reference to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

1.06 Holidays

A time limit that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend

2. GENERAL

2.01 Head Office

The head office of the College shall be in the Province of Ontario, at such place as the Board of Directors may determine from time to time.

2.02 Forms

Certificates of registration and other documentation issued by the College shall be in such form as the Registrar shall provide, from time to time.

3. EXECUTION OF CONTRACTS AND OTHER DOCUMENTS

3.01 General Signing Authority

Documents requiring execution by the College, such as a contract, may be signed by the Registrar together with one of the Board Chair, Board Vice-Chair or other such person as the Board of Directors may designate, and all documents so signed are binding upon the College without further authorization or formality.

3.02 Other Signing Authority

Instead of, or in addition to, the persons specified in article 3.01, the Board of Directors may appoint from time to time, any one or more officers or other persons to sign contracts, documents and instruments in writing on behalf of the College, whether generally or in relation to specific contracts, documents or instruments in writing.

3.03 Seal

The seal, an impression of which is depicted below, shall be the seal of the College.



3.04 Use of Seal

The seal of the College shall be affixed to any document that requires the College seal by a person authorized to sign the document on behalf of the College.

4. BANKING AND FINANCE

4.01 Fiscal Year

The fiscal year of the College shall commence on the first day of April and conclude on the last day of March the following year.

4.02 Appointed Bank

The Board of Directors shall appoint, from time to time, one or more Canadian banks chartered under the *Bank Act* (Canada) for the use of the College.

4.03 Authorized Signatories for Amounts Less than \$5,000

Subject to article 3.02, all cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange in an amount less than \$5,000 may be signed by the Registrar.

4.04 Authorized Signatories for Amounts of \$5,000 or More

Subject to article 3.02, all cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange in an amount of \$5,000 or more shall be signed by the Registrar or a staff person designated by the Registrar and one of the Board Chair, Board Vice-Chair or such other person as the Board of Directors may designate.

4.05 Borrowing

Subject to any limitation set out in these or any other by-laws of the College, the Board of Directors may, by resolution,

- (i) borrow money on the credit of the College;
- (ii) limit or increase the amount or amounts that may be borrowed;
- (iii) issue, sell or pledge debt obligations of the College, including, but not limited to, bonds, debentures, notes or other liabilities, whether secured or unsecured; and
- (iv) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the College, including book debts, rights, powers, franchises and undertakings, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the College.

4.06 Budget

The Board of Directors shall approve annually,

- (i) an operating expense and revenue budget for the College for each fiscal year; and
- (ii) a capital budget for the College for each fiscal year.

4.07 Expenses

The Board Chair, Board Vice-Chair and the Registrar may approve purchases or leasing of goods and acquisition of services in accordance with the following,

- (i) the Registrar may authorize expenses not exceeding \$25,000 if the expenditure has previously been approved as an item in the College budget;
- (ii) the Registrar and one of the Board Chair, or Board Vice-Chair may authorize expenses in excess of \$25,000 if the expenditure has previously been approved as an item in the College budget;
- (iii) the Registrar may authorize expenses not exceeding \$10,000 if the expenditure has not previously been approved as an item in the College budget if the Registrar believes that the expenditure is necessary for the operations of the College; and
- (iv) the Executive Committee shall review any proposed expense exceeding \$10,000 if the item is not an expenditure in the College budget and make recommendations to the Board of Directors for approval. If immediate action is required, the Executive Committee may approve the expenditure.

4.08 Grants

The Executive Committee may negotiate the obtaining of a grant on behalf of the College but such agreements shall be approved by the Board of Directors before they are finalized.

4.09 Investments

Funds not immediately required by the College may be invested by the College in accordance with policies established by the Board of Directors.

4.10 Safekeeping

Securities and other financial documents will be held for safekeeping in the name of the College at its bank.

4.11 Indemnification

Every Director, Committee member and officer or employee or appointee of the College, including assessors, investigators and inspectors, and each of his or her heirs, executors and administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the College from and against,

- (i) all costs, charges, expenses, awards and damages whatsoever that he or she sustains or incurs in any action, suit or proceeding that is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (ii) all other reasonable costs, charges, expenses, awards and damages that he or she sustains or incurs in or about or in relation to the affairs of the College;

except such costs, charges, expenses, awards or damages as are occasioned by his or her own willful neglect or default. Where the person is a commercial service provider (e.g., a private investigator hired to conduct an investigation), the College has discretion as to whether or not to provide indemnity.

4.12 Appointment of Auditor

The Board of Directors shall appoint a chartered accountant or a firm of chartered accountants to audit the accounts of the College and to prepare financial statements for each fiscal year.

4.13 Term of Office

The Auditor shall remain in office until removed by the Board of Directors.

4.14 Audited Financial Statements and Report

The audited financial statements of the College, together with a signed and certified copy of the Auditor's report, shall be presented annually to the Board of Directors.

4.15 Deadline for Report

The report of the Auditor shall be prepared within one hundred and twenty (120) days of the close of the fiscal year for presentation to the Board of Directors.

5. OFFICERS – GENERAL

5.01 Officers of the College

The officers of the College shall be the Board Chair, Board Vice-Chair, and such other officers as the Board of Directors may determine from time-to-time.

5.02 Term of Office

The term of office for each officer of the College shall commence immediately following their election as an officer and shall continue for approximately two (2) years until the next election for officers.

5.03 Maximum Term

The maximum term in one office is two (2) consecutive terms.

6. ELECTION OF OFFICERS

6.01 Eligibility for Nomination

Only a Director is eligible for nomination or election as an officer of the College, and only a Public Director is eligible for nomination or election as Board Chair.

6.02 Election Procedure

Every two years, at the first regular Board of Directors meeting after the elections for Directors, the Board of Directors shall elect by secret ballot from among those Directors eligible for election the Board Chair, Board Vice-Chair, and any other officer positions, in accordance with this by-law and the "Process for Election of Officers" set out in Schedule 1.

6.03 Filling Vacancies (Board Chair)

In the event that the Board Chair is removed from office, resigns or dies or the position of Board Chair becomes vacant for any reason, the Board Vice-Chair shall become the Board Chair for the remaining term of the office and the office of the Board Vice-Chair shall become vacant.

6.04 Filling Vacancies (Board Vice-Chair)

In the event that the Board Vice-Chair is removed from office, resigns or dies or the position of Board Vice-Chair becomes vacant for any reason, the Board of Directors may elect a new Board Vice-Chair to hold office for the remainder of the term.

6.05 Removal of Board Chair or Board Vice-Chair

In addition to the provisions of article 21.01 and 26.02, the Board of Directors may remove the Board Chair or the Board Vice-Chair from office by a two-thirds vote of those present and voting where the Board Chair or Board Vice-Chair has lost the confidence of the Board of Directors.

7. DUTIES OF OFFICERS

7.01 Duties of the Board Chair

The Board Chair shall,

- (i) if present, preside as Chair at all meetings of the Board of Directors unless the Board of Directors designates an alternate Chair, including persons not on the Board of Directors who would act as a non-voting Chair, for all or any portion of the meeting;
- (ii) serve as Chair of the Executive Committee;
- (iii) perform those duties assigned to the Board Chair in the by-laws;
- (iv) perform other duties and responsibilities as may be decided by the Board of Directors; and
- (v) report to the Board of Directors at each Board of Directors meeting on all material actions taken since the Board Chair's last report.

7.02 Duties of the Board Vice-Chair

The Board Vice-Chair shall,

- (i) perform the duties of the Board Chair in the event that the Board Chair is unable to perform those duties;
- (ii) perform those duties assigned to the Board Vice-Chair in the by-laws;
- (iii) serve on the Executive Committee; and
- (iv) perform all duties and responsibilities as may be decided by the Board of Directors.

8. THE REGISTRAR

8.01 Appointment of the Registrar

The Registrar shall be appointed by the Board of Directors and, despite subsection 12(1) of the Code, the Executive Committee shall not exercise this authority of the Board of Directors under this article, subject to the ability to appoint an Acting Registrar as set out in article 8.03. Where a supervisor is appointed under section 5.0.1 of the Code, the supervisor is the Registrar unless the appointment of the supervisor or a direction of the supervisor provides otherwise.

8.02 Duties of the Registrar

The Registrar shall be the Chief Executive Officer of the College and shall have such duties and responsibilities as are conferred by the Act, the RHPA, the by-laws and the policies of the College as well as such duties and responsibilities assigned to the position by the Board of Directors.

8.03 Acting Registrar

If a vacancy occurs in the office of the Registrar, the Executive Committee or the Board of Directors shall appoint an Acting Registrar until a Registrar is appointed, and during extended absences, the Registrar may appoint, in writing, a senior staff member to serve as the Acting Registrar during the Registrar's absence.

8.04 Annual Performance Appraisal of Registrar

The Board of Directors shall develop a process for evaluating the performance of the Registrar annually. The process may include, among other things, soliciting feedback from Directors, staff members and stakeholders.

9. BOARD OF DIRECTORS – GENERAL

9.01 Authority of the Board of Directors

The Board of Directors shall perform the functions assigned to it under the Act and the Code.

9.02 Composition of the Board of Directors

The Board of Directors shall be composed of eight (8) Elected Directors and as many Public Directors as are appointed by Lieutenant Governor in Council in accordance with subsection 6(1)(b) of the Act.

9.03 Term of Office

The term of office of an elected Director shall commence at the first Board of Directors meeting immediately after the election and shall continue for approximately three (3) years until his or her successor takes office in accordance with these by-laws, or until he or she resigns his or her office or is removed from the Board of Directors, or until such other time designated by the Board of Directors, whichever occurs first.

10. ELECTION OF DIRECTORS

10.01 Definitions

In this article, "election" means an election of a Registrant to the Board of Directors for an electoral district and includes a regular election and a by-election, and "elected" has a corresponding meaning.

For the purposes of this article, a Registrant becomes "the subject of proceedings" when a Committee makes a referral for a hearing in respect of the Registrant.

10.02 Electoral Districts

The following electoral districts are established for the purpose of the election of Registrants to the Board of Directors. The Registrar may assign any new or missing postal codes to the district he or she believes is most appropriate.

Electoral district 1, composed of the south western Ontario communities served by the postal codes: N0J, N0K, N0L, N0M, N0N, N0P, N0R, N4G, N4S, N4T, N4V, N4X, N4Z, N5A, N5C, N5H, N5L, N5P, N5R, N5V, N5W, N5X, N5Y, N5Z, N6A, N6B, N6C, N6E, N6G, N6H, N6J, N6K, N6L, N6M, N6N, N6P, N7A, N7G, N7L, N7M, N7S, N7T, N7V, N7W, N7X, N8A, N8H, N8M, N8N, N8P, N8R, N8S, N8T, N8V, N8W, N8X, N8Y, N9A, N9B, N9C, N9E, N9G, N9H, N9J, N9K, N9V and N9Y;

Electoral district 2, composed of the south western Ontario communities served by the postal codes: L0R, L0S, L2A, L2E, L2G, L2H, L2J, L2M, L2N, L2P, L2R, L2S, L2T, L2V, L2W, L3B, L3C, L3K, L3M, L8B, L8E, L8G, L8H, L8J, L8K, L8L, L8M, L8N, L8P, L8R, L8S, L8T, L8V, L8W, L9A, L9B, L9C, L9G, L9H, L9K, N0A, N0E, N0S, N1A, N3L, N3P, N3R, N3S, N3T, N3V, N3W, N3Y and N4B;

Electoral district 3, composed of the central western communities served by the postal codes: L0N, L0P, L4T, L4V, L4W, L4X, L4Y, L4Z, L5A, L5B, L5C, L5E, L5G, L5H, L5J, L5K, L5L, L5M, L5N, L5P, L5R, L5S, L5T, L5V, L5W, L6H, L6J, L6K, L6L, L6M, L6P, L6R, L6S, L6T, L6V, L6W, L6X, L6Y, L6Z, L7A, L7C, L7E, L7G, L7J, L7K, L7L, L7M, L7N, L7P, L7R, L7S, L7T, L9E, L9T, L9V, L9W, N0B, N0C, N0G, N0H, N1C, N1E, N1G, N1H, N1K, N1L, N1M, N1P, N1R, N1S, N1T, N2A, N2B, N2C, N2E, N2G, N2H, N2J, N2K, N2L, N2M, N2N, N2P, N2R, N2T, N2V, N2Z, N3A, N3B, N3C, N3E, N3H, N4K, N4L, N4N and N4W;

Electoral district 4, composed of the portions of greater Toronto area communities served by the postal codes: L0J, L4C, L4H, L4K, L4L, L6A, M3J, M3L, M3M, M3N, M6H, M6J, M6K, M6L, M6M, M6N, M6P, M6R, M6S, M8V, M8W, M8X, M8Y, M8Z, M9A, M9B, M9C, M9L, M9M, M9N, M9P, M9R, M9V and M9W;

Electoral district 5, composed of the portions of greater Toronto area communities served by the postal codes: L3T, L4J, M2M, M2N, M2P, M2R, M3H, M3K, M4N, M4R, M4T, M4V, M4W, M4X, M4Y, M5A, M5B, M5C, M5E, M5G, M5H, M5J, M5K, M5L, M5M, M5N, M5P, M5R, M5S, M5T, M5V, M5W, M5X, M6A, M6B, M6C, M6E and M6G;

Electoral district 6, composed of the portions of greater Toronto area served by the postal codes: L3P, L3R, L3S, L4B, L6B, L6C, L6E, L6G, M1B, M1C, M1E, M1G, M1H, M1J, M1K, M1L, M1M, M1N, M1P, M1R, M1S, M1T, M1V, M1W, M1X, M2H, M2J, M2K, M2L, M3A, M3B, M3C, M4A, M4B, M4C, M4E, M4G, M4H, M4J, M4K, M4L, M4M, M4P and M4S;

Electoral district 7, composed of the eastern Ontario communities served by the postal codes: K0A, K0B, K0C, K0E, K0G, K0H, K0J, K0K, K0L, K0M, K1B, K1C, K1E, K1G, K1H, K1J, K1K, K1L, K1M, K1N, K1P, K1R, K1S, K1T, K1V, K1W, K1X, K1Y, K1Z, K2A, K2B, K2C, K2E, K2G, K2H, K2J, K2K, K2L, K2M, K2P, K2R, K2S, K2T, K2V, K2W, K4A, K4B, K4C, K4K, K4M, K4P, K4R, K6A, K6H, K6J, K6K, K6T, K6V, K7A, K7C, K7G, K7H, K7K, K7L, K7M, K7N, K7P, K7R, K7S, K7V, K8A, K8B, K8H, K8N, K8P, K8R, K8V, K9A, K9H, K9J, K9K, K9L, K9V, L0A, L0B, L0C, L0H, L1A, L1B, L1C, L1E, L1G, L1H, L1J, L1K, L1L, L1M, L1N, L1P, L1R, L1S, L1T, L1V, L1W, L1X, L1Y, L1Z, L9L and L9P; and

Electoral district 8, composed of the central and northern Ontario communities served by the postal codes: L0E, L0G, L0K, L0L, L0M, L3V, L3X, L3Y, L3Z, L4A, L4E, L4G, L4M, L4N, L4P, L4R, L4S, L7B, L9J, L9M, L9N, L9R, L9S, L9X, L9Y, L9Z, N4P, P0A, P0B, P0C, P0E, P0G, P0H, P0J, P0K, P0L, P0M, P0N, P0P, P0R, P0S, P0T, P0V, P0W, P0X, P0Y, P1A, P1B, P1C, P1H, P1L, P1P, P2A, P2B, P2N, P3A, P3B, P3C, P3E, P3G, P3L, P3N, P3P, P3Y, P4N, P4P, P4R, P5A, P5E, P5N, P6A,

P6B, P6C, P7A, P7B, P7C, P7E, P7G, P7J, P7K, P7L, P8N, P8T, P9A and P9N.

10.03 Number of Registrants per Electoral District

One Registrant shall be elected to the Board of Directors for each electoral district.

10.04 When Elections are Held

There shall be a regular election:

- (i) for electoral districts 1 and 2, in 2013 and every third year after;
- (ii) for electoral districts 3, 4 and 5, in 2011 and every third year after; and
- (iii) for electoral districts 6, 7 and 8, in 2012 and every third year after.

10.05 Election Dates

Except as otherwise provided in this By-Law, a regular election shall be held on the first Wednesday in June but, if the first Wednesday in June is a holiday, the election shall be held on the first day afterwards that is not a holiday.

10.06 Interruptions of Mail Service

If there is an interruption in mail service during the nomination or election process, the Registrar may extend the holding of nominations and the election for such period of time as the Registrar considers necessary to compensate for the interruption.

11. TERM OF OFFICE

11.01 Term of Office

The term of office of a Registrant elected at a regular election is approximately three (3) years, commencing with the first regular meeting of the Board of Directors after the election and expiring, subject to article 11.02, at the first regular meeting of the Board of Directors after the regular election three (3) years later.

11.02 Expiry of Term of Office

The term of office of a Registrant elected at a regular election held after the date required by article 10.05 expires as if he or she had been elected on the required date.

11.03 Expiry of Term of Office due to Disqualification

The term of office of a Registrant whose office becomes vacant by reason of the Registrant's disqualification expires upon the declaration of the vacancy and the term of office of a Registrant elected in a by-election or appointed to replace a Registrant whose office is vacant expires when his or her predecessor's office would have expired under article 11.01.

12. ELIGIBILITY TO VOTE

12.01 Eligibility to Vote

A Registrant is entitled to vote in an election if,

- (i) on election day, the Registrant is registered with the College;
- (ii) on the one hundred and twentieth day immediately preceding the election,
 - (a) the Registrant practices or resides in Ontario, and
 - (b) the Registrant's registered address is in the electoral district for which the election is being held; and
- (iii) no fees are owing by the Registrant to the College on the day that the ballots (or equivalent if voting is done electronically) are distributed.

12.02 Disputes

Disputes as to whether a Registrant is entitled to vote in an election shall be determined by the Registrar.

13. NOMINATIONS

13.01 Eligibility to Run for Election

A Registrant is eligible to run for election to the Board of Directors for an electoral district if,

- (i) the Registrant is entitled to vote in the election;
- (ii) at all times between the one hundred and twentieth day immediately preceding the election and the election;
 - (a) the Registrant's registered address continues to be in the electoral district, for which the election is being held,
 - (b) the Registrant is not in default of any obligation to the College under the Act, RHPA, regulations, By-Laws, or any order made by a College Committee,
 - (c) the Registrant is not the subject of proceedings for incompetence, professional misconduct or incapacity,
 - (d) the Registrant's certificate of registration is not subject to a term, condition or limitation other than one prescribed by regulation,
 - (e) the Registrant is not bankrupt or a subject of a consumer proposal, and has not declared bankruptcy or made a consumer proposal over the past five (5) years,
 - (f) the Registrant is not, and has not for a period of at least one (1) year been, a director, officer or employee of any Professional Association relating to denturism,
 - (g) where the Registrant has not been disqualified from sitting on the council under article 21.01 during the previous six (6) years;
- (iii) the Registrant's certificate of registration has not been revoked or suspended at any time in the six (6) years immediately preceding the election; and
- (iv) if the Registrant has previously served as an elected Director for nine (9) consecutive years, at least three (3) years have passed.

13.02 Disputes

Disputes as to whether a Registrant is eligible to run for election shall be determined by the Elections Committee. If an Elections Committee has not been appointed, the Registrar shall determine disputes.

13.03 Notice of Election and Nominations

At least ninety (90) days before the date of an election, the Registrar shall notify every Registrant of the date of the election and of the nomination procedure, including the deadline for submitting nominations to the College.

13.04 Nomination Deadline

The nomination of a candidate for election as a Director shall be in writing and shall be received by the Registrar at least forty-five (45) days before the date of the election.

13.05 Signed Nominations

The nomination shall be signed by at least three (3) Registrants who are entitled to vote in the election and who support the nomination, and shall also be signed by the nominee as a signal of his or her consent to the nomination.

13.06 Candidate Must Advise if Becomes Ineligible to Run for Election

A candidate for election to the Board of Directors shall advise the Registrar immediately in the event that he or she becomes ineligible to run for election.

13.07 Completing Declaration

The Registrar shall request every nominee to complete and return a declaration form which, among other things, sets out that the nominee:

- (a) understands the public protection mandate of the College,
- (b) is not aware of any potential conflict of interest, and
- (c) agrees to campaign only in accordance with the public interest objects of the College as set out in the Code.

Any nominee who fails to complete and return the declaration by the deadline set by the Registrar and in a form acceptable to the Elections Committee shall not be eligible for election.

13.08 Personal Statement

The Registrar shall invite every nominee to provide a biography and personal statement by the deadline established by the Registrar, and any biography and personal statement that is not submitted by the deadline set by the Registrar and in the form acceptable to the Elections Committee, shall not be included with the materials sent to Registrants under article 16.01.

13.09 Withdrawal of Candidacy

A candidate in an election may withdraw his or her candidacy by notifying the Registrar of the withdrawal in writing. If the notice in writing is received at least thirty-five (35) days before the date of the election, the candidate's name shall not be placed on the ballot (or equivalent if voting is done electronically). In all other cases, the Registrar shall make reasonable efforts to notify Registrants eligible to vote that the candidate has withdrawn from the election.

13.10 Conduct

Each candidate shall conduct themselves during the election with honour and dignity. No candidate shall engage in conduct during the electoral process that would tend to bring the profession into disrepute or would tend to taint the electoral process. No candidate shall make verbal or written election statements that are inappropriate or unprofessional.

13.11 Consequences for Inappropriate Conduct

If it appears to the Elections Committee, after appropriate investigation, that a candidate is not conducting himself or herself appropriately during the election, the Elections Committee may take action that it deems appropriate to ensure that the election is as fair as possible, including warning the candidate about his or her conduct and notifying Registrants entitled to vote about apparently incorrect or inappropriate statements that may have been made. However, the Elections Committee is not required to take corrective measures.

14. ACCLAMATION

14.01 Declaration of Acclamation

If there is only one candidate for an electoral district who is eligible for election, the Registrar shall inform the Board Chair in writing and the Registrar shall declare the candidate elected to the Board of Directors by acclamation for that electoral district.

14.02 Where There Are No Candidates

If there are no candidates for an electoral district who are eligible for election, the Registrar shall, as soon as possible call a by-election for that electoral district.

15. ADMINISTRATION

15.01 Chief Returning Officer

The Registrar shall be the chief returning officer for the election.

15.02 Duties of Registrar

The Registrar shall supervise and administer the election of candidates and, without limiting the generality of the above, the Registrar may, subject to these by-laws,

- (i) appoint returning officers and scrutineers;
- (ii) establish procedures and any necessary deadlines including procedures and deadlines relating to the receipt of nominations, biographies and personal statements and ballots (or equivalent if voting is done electronically);
- (iii) retain third party service providers to assist with administering the election;
- (iv) ensure electronic communications and voting processes are reliable and secure;
- (v) establish procedures for the opening and counting of ballots (or equivalent if voting is done electronically);
- (vi) provide for the notification of the results of the election to all candidates and members;
- (vii) provide for the destruction of ballots (or equivalent if voting is done electronically) following an election; and
- (viii) do anything else that the Registrar deems necessary and appropriate to ensure that the election is fair and effective.

16. VOTING

16.01 Ballots

No later than thirty (30) days before the date of an election, the Registrar shall send every Registrant eligible to vote in the election a list of the eligible candidates, the biography and/or personal statement of every eligible candidate who has submitted one by the deadline established by the Registrar, a ballot (or equivalent if voting is done electronically) and an explanation of the voting process.

16.02 Contents of Ballots

Each ballot (or equivalent if voting is done electronically) shall contain, in alphabetical order of surname, the name of each candidate, and any other information entered in the register that the Registrar directs be included to identify the candidates.

16.03 Voting Secret

Voting shall be secret and conducted so that no person knows for whom any Registrant voted.

16.04 Proxy Voting

A Registrant cannot vote in an election by means of a proxy.

16.05 Number of Votes Cast

A Registrant may cast as many votes on a ballot (or equivalent if voting is done electronically) in an election of Registrants to the Board of Directors as there are Registrants to be elected from that electoral district, but shall not cast more than one (1) vote for any candidate.

16.06 Ballot Verification

Ballots (or equivalent if voting is done electronically) must be received in the manner specified at or before the date and time specified for the election in order to be counted in the vote.

17. COUNTING VOTES

17.01 Ties

If two (2) or more candidates receive the same number of votes in an election, the Registrar shall select one of the candidates by lot who shall be deemed to have received the greatest number of votes in the election.

17.02 Decisions by Registrar

All questions arising in the counting of ballots (or equivalent if voting is done electronically), the recording of results or the determination of the result shall be decided by the Registrar who shall record the reason for any decision made with respect to those questions.

17.03 Candidate Entitled to be Present

A candidate is entitled, in person or by an agent appointed for the purpose by the candidate in writing, to be present and see the Registrar discharge his or her duties on election day.

18. DOCUMENTATION

18.01 Election Results

As soon as practicable after the ballots (or equivalent if voting is done electronically) have been counted, the Registrar shall advise the Board of Directors and the Registrants of the College of the results of the election, and shall advise each eligible candidate of the results of the election, the number of votes he or she received and the candidate's right to request a recount in accordance with article 19.

18.02 Registrar's Declarations

The Registrar shall make all declarations in respect of an election in writing, keep them in the records of the College and include a copy of each declaration in the next package of materials sent to the Board of Directors after making it.

18.03 Destruction of Ballots

Unless a candidate has requested a recount or otherwise challenged an election or its results, the Registrar shall, thirty-one (31) days after the return of an election destroy all ballots (or equivalent if voting is done electronically) and other material from the election.

19. RECOUNTS

19.01 Requesting Recount within Thirty (30) Days

Upon written direction to the Registrar received within thirty (30) days after the date of the return and payment to the College as prescribed by these by-laws, a candidate may require a recount.

19.02 Recount Process

The Registrar shall hold a recount no more than fifteen (15) days after receiving a written request and the recount shall be conducted in as transparent a manner as the voting system reasonably permits.

19.03 Results of Recount

If the result of the recount is that the candidate who required the recount is declared elected to the Board of Directors for the electoral district, the candidate is entitled to repayment without interest of the required recount fee described in article 19.01.

19.04 Registrar's Report to the Board of Directors

The Registrar shall report to the Board of Directors at its first meeting following any recount the procedures and results of the recount.

20. INQUIRY

20.01 Referral of Disputes to Elections Committee

If the Board of Directors is of the opinion that there is a reasonable ground for doubt or dispute as to the validity of the election of any member of the Board of Directors, it shall direct the Elections Committee to initiate an inquiry.

20.02 Report and Recommendations of Elections Committee

Where the Elections Committee initiates an inquiry under article 20.01, it shall hold an inquiry into the validity of the election of the Director in question and, following the inquiry, shall make a report and recommendation to the Board of Directors.

20.03 Options Available to the Board of Directors

The Board of Directors may, after reviewing the report and recommendation of the Elections Committee and subject to article 19.02, do one of the following:

- (i) declare the election result in question to be valid; or
- (ii) declare the election result in question to be invalid; and either
 - (a) declare another candidate to have been elected; or
 - (b) direct that another election be held.

20.04 Minor Irregularities Not Fatal

The Board of Directors shall not declare an election result to be invalid solely on the basis of a minor irregularity regarding the requirements of these by-laws or a procedure established by the Registrar or the Elections Committee.

21. VACANCIES

21.01 Disqualification of Elected Directors

The Board of Directors shall disqualify an Elected Director, if the Elected Director,

- (i) resigns from the Board of Directors or otherwise ceases to hold a certificate of registration;
- (ii) ceases to have a registered address in the electoral district for which the Elected Director was elected and there is more than one (1) year left in the person's term;
- (iii) is in default of payment of any fee prescribed by College by-law for a period of more than sixty (60) days;
- (iv) is found to have committed professional misconduct or to be incompetent by a panel of the Discipline Committee;
- (v) is found to be incapacitated by a panel of the Fitness to Practice Committee;
- (vi) retains or obtains a responsible position such as director, owner, board member or officer or retains employment or becomes an employee of any Professional Association relating to denturism;
- (vii) becomes a member of a council of any other college regulated under the RHPA;
- (viii) fails, without reasonable cause, to attend three (3) meetings of the Board of Directors in a calendar year, three (3) meetings of any Committee on which he or she serves in a calendar year or one (1) hearing or a review by a panel to which he or she has been appointed;
- (ix) is convicted of a criminal offence which, in the opinion of the Board of Directors, is of a nature that warrants disqualification;
- (x) acts in a manner inconsistent with a provision of this by-law applicable to the Board of Directors or Committee members;
- (xi) advocates or makes a public statement (other than at a Board of Directors meeting)

- against a position taken by the Board of Directors;
- (xii) initiates or joins a legal proceeding against the College or any Committee or representative of the College; or
 - (xiii) fails, in the opinion of the Board of Directors, to discharge properly or honestly any office to which he or she has been elected or appointed.

21.02 Registrar's Receipt of Information

If the Registrar receives information which suggests that an Elected Director meets one or more of the criteria for disqualification set out in article 21.01, the Registrar shall follow the procedure set out in article 26.02. Where the Registrar has reasonable and probable grounds to believe that an Elected Director meets the criteria for disqualification and no one else has made a complaint, the Registrar shall make a complaint in writing.

21.03 Effect of Disqualification

An Elected Director who is disqualified by the Board of Directors ceases to be a Director in accordance with article 11.03 and ceases to be a member of any Committee or working group of which he or she is a member.

21.04 Eligibility following Disqualification

Where an Elected Registrant has been disqualified from sitting on the Board of Directors under article 21.01, the Elected Registrant shall not be eligible to run for election for six (6) years.

21.05 Filling Vacancies

If the seat of an Elected Director becomes vacant less than twelve (12) months before the expiry of the term of office, the Board of Directors may,

- (i) leave the seat vacant;
- (ii) appoint as an Elected Director a Registrant who meets the criteria for eligibility for election set out in article 13.01; or
- (iii) direct the Registrar to hold a by-election in accordance with this by-law.

21.06 By-Election

If the seat of an Elected Director becomes vacant more than twelve (12) months before the expiry of the term of office, the Board of Directors shall direct the Registrar to hold a by-election in accordance with this by-law.

21.07 Manner of Holding By-Elections

A by-election ordered by the Board of Directors shall be held in the same manner and shall be subject to the same criteria and processes as a regular election, subject to any necessary modifications.

22. BOARD OF DIRECTORS' MEETINGS

22.01 Location and Frequency of Meetings

A Board of Directors meeting shall, wherever possible, be held at a place and on a date set in advance and shall occur at regular intervals and at such frequency as necessary for the Board of Directors to conduct its business but shall, in any event, occur at least three (3) times per year.

22.02 Notice of Meetings

The Registrar shall notify Directors of the meeting, setting out the date, time and place of the meeting and the general nature of the business to be transacted at least ten (10) days before the date of the meeting.

22.03 Waiver of Notice

A Director may, at any time, waive the requirement for notice of a meeting to that Director.

22.04 Business at Meetings

The Board of Directors may only consider or transact at a regular meeting,

- (i) matters on the agenda;
- (ii) matters brought by the Executive Committee or the Registrar;
- (iii) reports from the Registrar and the Board Chair;
- (iv) recommendations and reports by Committees;
- (v) matters for which notice was given by a Director at the preceding meeting or where written notice has been given at least thirty (30) days in advance of the meeting; and
- (vi) such other matters, not included on the agenda, as the majority of members in attendance agree to be of an urgent nature that cannot wait a reasonable time for background information to be prepared.

22.05 Secretary

The Registrar serves as the Secretary of the Board of Directors or appoints someone to act as the Secretary of the Board of Directors.

22.06 Chair

The Board Chair acts as Chair of the Board of Directors unless the Board of Directors has designated an alternate Chair, including a person not on the Board of Directors who would act as a non-voting Chair, for all or any portion of the meeting. In the event that the Board Chair is absent and has not designated an alternate Chair, the Board Vice-Chair acts as the Chair of the Board of Directors, failing which the Board of Directors shall elect, from amongst their number, a Director to serve as Chair at that meeting.

22.07 Manner of Meeting

Any meeting of the Board of Directors, other than a hearing that must be held in person, may be conducted by means of teleconference or any other means that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously (including audio or video conferencing), and persons participating in the meeting by such means are deemed to be present at the meeting.

22.08 Quorum

Unless specifically provided for otherwise under the Act, the RHPA or the by-laws, a simple majority of Directors shall constitute a quorum for the purpose of a meeting.

22.09 Simple Majority

Unless specifically provided for otherwise under the Act, the RHPA or the by-laws, every motion which properly comes before the Board of Directors shall be decided by a simple majority of the votes cast at the meeting by the Directors present.

22.10 Chair Votes

If the Chair is a Director, he or she may participate in the discussion of a matter before the Board of Directors but shall not vote unless there is a tie vote and the Chair's vote would break the tie, unless the Chair wishes to vote against a motion and the Chair's vote would create a tie that would defeat the motion, or unless there is a roll call vote (e.g., to enact a regulation).

22.11 Tie Votes

In the event of a tie vote, the motion is defeated.

22.12 Unanimous By-laws

A resolution approving a new or amended by-law, signed by all Directors, including a resolution

where all or some of the members have signed by facsimile or email, is valid and effective as if passed at a meeting of the Board of Directors held for the purpose.

22.13 Rules

Except where inconsistent with the RHPA, the Act or the by-laws, the rules of order for meetings of the Board of Directors are set out in Schedule 2.

22.14 Minutes

The Registrar shall ensure that accurate minutes of all Board of Directors meetings are recorded, approved and maintained at the College office.

22.15 Adjournments

Whether or not a quorum is present, the presiding Chair may, from time to time, with the consent of the majority of Directors present and voting, adjourn any properly called meeting to a fixed time and place, and any matter brought before the original meeting may be considered and transacted at a reconvened meeting provided that a quorum is present.

22.16 Calling Special Meetings

The Board Chair may call and convene a special meeting of the Board of Directors,

- (i) where the Board Chair and the Registrar agree there is a need to consider a matter that cannot await the next scheduled Board of Directors meeting;
- (ii) upon receipt of the written request of any six (6) Directors; or
- (iii) if a request is received from the Executive Committee under article 26.02.

22.17 Notice of Special Meetings

Subject to article 22.18, the Registrar shall notify Directors of the special meeting, setting out the date, time and place of the meeting and the general nature of the business to be transacted, at least five (5) days prior to the date of the meeting. The Board of Directors may only consider or transact at a special meeting those items of business contained in the notice.

22.18 Special Meetings Without Notice

A special meeting may also be held without notice at any date, time and place provided that all Directors are present in person or in a manner that allows them to participate in discussion simultaneously and instantaneously, including audio or video conferencing, or if all the absent Directors have consented, in writing or electronically, to the holding of such a special meeting.

23. COMMITTEES – GENERAL

23.01 Duties and Responsibilities

The duties and responsibilities of each Committee shall be those set out in the RHPA, the Act, the by-laws and the terms of reference for that Committee, as approved by the Board of Directors, where applicable.

23.02 Non-Statutory Committees

In addition to the statutory Committees required by the Code, the Board of Directors may establish and maintain any additional Committee or working groups deemed necessary for the efficient functioning of the College including an Elections Committee and a Nominating Committee. Unless the Board of Directors directs otherwise, the Nominating Committee will consist of the Past Board Chair, the Board Vice-Chair and a Public Director.

23.03 Composition of Committees

Unless stated otherwise in the Code or the by-laws, every Committee of the College shall be composed of at least three (3) persons and shall include at least one (1) Elected Director and at least one (1) Public Director.

23.04 Vacancies

Despite anything in these by-laws, a Committee is properly constituted despite any vacancy so long as the composition complies with the RHPA and the Act and there are sufficient members to form a quorum of the Committee or a panel of the Committee.

23.05 Quorum

The quorum of any Committee is three (3) members unless otherwise provided in the RHPA or the Act or unless the Committee is composed of only three (3) members, in which case, the quorum for such a Committee shall be two (2) members.

23.06 Panels

A committee may meet in panels selected by the Chair of the Committee.

24. SPECIFIC COMPOSITION AND SELECTION OF COMMITTEES

24.01 Executive Committee

The Executive Committee shall be composed of the Board Chair, the Board Vice-Chair and at least three (3) other Directors. At least three (3) members of the Executive Committee shall be Elected Directors and at least two (2) members of the Executive Committee shall be Public Directors. However, where a supervisor is appointed under section 5.0.1 of the RHPA, the supervisor shall perform the functions of the Executive Committee unless the appointment of the supervisor or a direction of the supervisor provides otherwise.

24.02 Registration Committee

The Registration Committee shall be composed of,

- (i) at least two (2) Elected Directors;
- (ii) at least one (1) Public Director; and
- (iii) one (1) or more Registrants, or persons, who are not Directors where the Board of Directors so wishes.

24.03 Inquiries, Complaints and Reports Committee

The Inquiries, Complaints and Reports Committee shall be composed of,

- (i) at least two (2) Elected Directors;
- (ii) at least two (2) Public Directors ; and
- (iii) one (1) or more Registrants, or persons, who are not Directors where the Board of Directors so wishes.

24.04 Discipline Committee

The Discipline Committee shall be composed of every Director and one (1) or more Registrants who are not Directors where the Board of Directors so wishes.

24.05 Fitness to Practise Committee

The Fitness to Practise Committee shall be comprised of every Director and one (1) or more Registrants who are not Directors where the Board of Directors so wishes.

24.06 Quality Assurance Committee

The Quality Assurance Committee shall be composed of,

- (i) at least two (2) Elected Directors;
- (ii) at least one (1) Public Director;
- (iii) at least two (2) or more Registrants who are not Directors; and
- (iv) one (1) or more persons, who are not Directors where the Board of Directors so wishes.

24.07 Patient Relations Committee

The Patient Relations Committee shall be composed of,

- (i) at least two (2) Elected Directors;
- (ii) at least two (2) Public Directors; and
- (iii) one (1) or more Registrants, or persons, who are not Directors where the Board of Directors so wishes.

24.08 Appointment of Committee Members and Members of Working Groups

Unless otherwise stated in the by-laws or the Code, the Nominating Committee shall put forward to the Board of Directors for approval a proposed slate of every Committee member and every member of a working group, including persons and Registrants who are not Directors with the exception of the Executive Committee, whose members shall be elected to office.

24.09 Appointment of Non-Directors

Subject to any specific composition requirements in these by-laws or the Code, the Executive Committee may, where vacancies arise during the Board of Directors year, appoint members,, including Directors, and persons, to any Committee or working group and report such appointment(s) to the Board of Directors.

24.10 Terms of Office of Committee Members

The term of office of a Committee member shall commence immediately after the appointment and shall continue for approximately two (2) years.

24.11 Chairs

Unless stated otherwise in these by-laws, the Chair or Chairs of each Statutory and Non-Statutory Committee shall be appointed by the Board of Directors.

24.12 Decisions Regarding Appointments

In making an appointment under article 24.08 or 24.09, the Board of Directors and the Executive Committee shall take into consideration the location of practice, if applicable, as well as the experience, expertise, availability and other qualifications and characteristics of the Registrant or other person, in order to complement the attributes of the other Committee members or members of the working group.

24.13 Eligibility for Appointment

A Registrant is eligible for appointment to a Committee or a working group if, on the date of the appointment,

- (i) the Registrant holds a certificate of registration;
- (ii) the Registrant is not in default of payment of any fees prescribed by College by- law;
- (iii) the Registrant is not the subject of any disciplinary or incapacity proceeding;
- (iv) the Registrant has not been the subject of any professional misconduct, incompetence or incapacity finding in the preceding three (3) years;
- (v) the Registrant's certificate of registration has not been revoked or suspended in the preceding six (6) years for any reason other than non-payment of fees;
- (vi) the Registrant's certificate of registration is not subject to a term, condition, or limitation imposed by either the Discipline Committee or the Fitness to Practise Committee;
- (vii) the Registrant is not holding, and has not for a period of at least one (1) year held, a responsible position, such as director, owner, board member, officer or employee, with any Professional Association relating to denturism;
- (viii) the Registrant has not been disqualified from the Board of Directors or a Committee within the preceding six (6) years;
- (ix) the Registrant is not a member of a council of any other college regulated under the RHPA;

- (x) the Registrant is not an employee of the College; and
- (xi) the Registrant is not in any default of returning any required form or information to the College.

25. COMMITTEE MEETINGS

25.01 Location and Frequency of Meetings

Committee meetings shall, wherever possible, be held at a place and on a date set in advance and shall occur at regular intervals and at such frequency as necessary for the Committee to conduct its business.

25.02 Manner of Meeting

Any meeting of a Committee, other than a hearing that must be held in person, may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously (including audio or video conferencing), and persons participating in the meeting by such means are deemed to be present at the meeting.

25.03 Chair

In the event that the Chair of the Committee is unable or unwilling to preside at the meeting, the Committee members shall select, from amongst their number, a Committee member to serve as Chair for the purposes of that meeting, which event shall be recorded in the minutes.

25.04 Minutes

The Chair of each Committee shall ensure that accurate minutes of all Committee meetings and proceedings are recorded, approved and maintained at the College office.

25.05 Simple Majority

Unless specifically provided for otherwise under the Code or the by-laws, every motion which properly comes before a Committee shall be decided by a simple majority of the votes cast at the meeting by the Committee members present.

25.06 Chair Votes

The Chair of the Committee may participate in discussion of a matter before the Committee but shall not vote unless there is a tie vote and the Chair's vote would break the tie, the Chair wishes to vote against a motion and the Chair's vote would create a tie that would defeat the motion, the Committee is conducting a hearing, or there is a roll call vote.

25.07 Tie Votes

In the event of a tie vote, the motion is defeated.

26. DUTIES OF DIRECTORS AND COMMITTEE MEMBERS

26.01 Expectations and Duties

Every Director and every Committee member shall, in the performance of his or her duties:

- (i) familiarize himself or herself with the Act, the RHPA, the by-laws and any policies of the College;
- (ii) familiarize himself or herself with any other records, documents and guidelines that may be necessary for the performance of his or her duties;
- (iii) comply with the provisions of the Act, the RHPA, the by-laws, any policies of the College and rules that are adopted by the Board of Directors, from time to time;

- (iv) regularly attend meetings on time and participate constructively in discussions;
- (v) ensure that confidential matters coming to his or her attention as a Director or as a member of a Committee or working group are not disclosed by him or her, except as required for the performance of his or her duties or as permitted by the RHPA;
- (vi) conduct himself or herself in an appropriate manner with College staff, other Directors or members of the Committees, Registrants and members of the public;
- (vii) comply with the College's Code of Conduct, as set out in the College's governance policies established by the Board of Directors;
- (viii) avoid, or where that is not possible, declare all conflicts of interest in the manner set out in the by-law;
- (ix) step down from his or her position as Director and / or Committee member and / or working group member in the event that allegations regarding his or her conduct, competence or capacity are referred to the Discipline Committee or Fitness to Practise Committee until such time as the matter has been finally disposed of; and
- (x) perform the duties associated with his or her position conscientiously and with integrity and diligence in a manner that serves and protects the public interest.

26.02 Removal of Director or Committee Member

The following procedure shall be followed in the event that a Director or Committee member is alleged to have contravened the duties of a Director or Committee member or meets the criteria for disqualification set out in article 21.01:

- (i) a written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a Registrant of the College, a Director, a Committee member or the Registrar. If a Director or a Committee receives such a complaint, he or she shall immediately file it with the Registrar;
- (ii) the Registrar shall report the complaint to the Executive Committee if he or she believes that the complaint may warrant formal action;
- (iii) if the Executive Committee, after any investigation it deems appropriate, believes that the complaint warrants formal action, it shall request a meeting of the Board of Directors. The Board of Directors shall determine whether there has been a breach of duties or whether the criteria for disqualification have been met and, if so, impose the appropriate sanction. The appropriate sanction can include one or more of the following:
 - (a) censure of the member verbally or in writing,
 - (b) removal of the member from any Committee and / or working group on which he or she serves, or
 - (c) disqualification of an Elected Director from the Board of Directors, or a report to the Public Appointments Secretariat requesting removal of the Public Director;
- (iv) a decision finding that there has been a breach of duties or that a Director or Committee member meets the criteria for disqualification set out in article 21.01, and a decision to impose a particular sanction must be approved by a majority affirmative vote of the Directors present and voting; and
- (v) the Director or Committee member whose conduct is the subject of concern shall not take part in the deliberation or vote, however, he or she will be given a reasonable opportunity to respond to the allegation prior to deliberation or vote.

27. CONFLICTS OF INTEREST

27.01 Duty to Avoid Conflicts of Interest

All Directors and Committee members have a duty to carry out their responsibilities in a manner that serves and protects the interest of the public. As such, they must not engage in any activities or in decision-making concerning any matters where they have a direct or indirect personal or financial interest. All Directors and Committee members have a duty to uphold and further the intent of the Act to regulate the practice and profession of denturism in Ontario, and not to represent the views of advocacy or special interest groups.

27.02 Recognition of Conflict

Directors and Committee members recognize that a conflict of interest or an appearance of a conflict of interest by a Director or its Committees,

- (i) could bring discredit to the College;
- (ii) could amount to a breach of the fiduciary obligation of the person to the College; and
- (iii) could create liability for either the College and / or the person involved.

27.03 Conflicts Relating to Involvement with a Professional Association

A Director or a Committee member shall be perceived to have conflict of interest in a matter and should not serve on the Board of Directors or its Committees at all if he or she holds a responsible position such as director, owner, board member or officer in or is an employee of any Professional Association relating to denturism.

27.04 Conflicts Relating to Position in Other Organizations

A Director or a Committee member would be perceived to have a conflict of interest in a matter and should refrain from participating in any discussion or voting if he or she holds a responsible position such as director, owner, board member or officer in, or is an employee of, another organization where his or her duties may be seen by a reasonable person as influencing his or her judgment in the matter under consideration by the Board of Directors or its Committees. For example, an educator in a school should not participate in any decisions relating to the status of that school, its program(s) or the acceptability for registration of graduates from that school.

27.05 Declaration Forms

Upon appointment or election, and annually thereafter if requested, every Director and Committee member and every member of a working group shall fully complete and deliver to the Registrar a form, available from the Registrar, declaring his or her current and recent affiliations with Professional Associations and other organizations to facilitate compliance with the above provisions.

27.06 Litigation Against College

A Director or Committee member shall resign from all positions with the College before initiating or joining a legal proceeding against the College or any Committee or representative of the College.

27.07 Interests of Related Persons

For the purposes of this by-law, the direct or indirect personal or financial interests of a parent, spouse, child or sibling of a Director or Committee member are interpreted to be the interests of the Director or Committee member. Here, the term "spouse" includes a common-law spouse and a same-sex partner of the person.

27.08 Where a Conflict May Exist

Where a Director or Committee member believes that he or she may have a conflict of interest in any matter which is the subject of deliberation or action by the Board of Directors or its Committees, he or she shall,

- (i) consult, as needed, with the Board Chair, the Chair of the Committee, the Registrar and / or legal counsel;
- (ii) if there is any doubt about whether he or she may have or be perceived to have a conflict, prior to any consideration of the matter, declare the potential conflict to the Board of Directors or the Committee and accept the Board Chair's or Chair of the Committee's ruling as to whether there is an appearance of a conflict, subject to any appeal or reconsideration by the Board of Directors or the Committee itself;
- (iii) where there appears to be a conflict of interest, not take part in the discussion of, or vote on, any question in respect of the matter;
- (iv) where there appears to be a conflict of interest, leave the room for the portion of any meeting relating to the matter;
- (v) where there appears to be a conflict of interest, not attempt in any way to influence the voting or do anything that might be perceived as attempting to influence the decision of other members on the matter; and
- (vi) upon returning to the room, be informed of the outcome of the vote but no further details of the discussion or the details of the vote.

27.09 Conflicts Recorded in Minutes

Every declaration of a conflict of interest shall be recorded in the minutes of the meeting together with a description of the nature of the conflict.

27.10 Use of College Information or Property

A Director or a Committee member shall not use College property or information of any kind to advance his or her own interests, direct or indirect.

27.11 Staff or Other Positions

A Director or a Committee member may not hold any other employment or appointment with the College while serving as a Director or its Committees. This includes, but is not limited to, positions as peer assessor, investigator, inspector, examiner or staff. Where a Director or a Committee wishes to be considered for any such position or appointment, he or she must first resign their position and agree to an undertaking not to seek election to the Board of Directors or appointment to a Committee for a period of one (1) year after they cease to be employed or appointed by the College or one (1) year from the date they are informed in the event that they are unsuccessful in their application for employment or appointment by the College. Despite this provision, a member of a Committee who is not on the Board of Directors or who is not the Chair of a Committee may serve as an examiner so long as the person does not serve on a Committee that is involved in the examination or registration process.

28. CONFIDENTIALITY

28.01 Duty of Confidentiality

Directors and Committee members, staff and persons retained or appointed by the College are required to maintain confidentiality of information that comes before them in the course of discharging their duties unless disclosure is authorized by the Board of Directors or is otherwise permitted under subsection 36(1) of the RHPA.

28.02 Subsection 36(1) of the RHPA

Subsection 36(1) of the RHPA states, in part, as follows,

36. (1) Every person employed, retained or appointed for the purposes of the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act* and every member of a Council or committee of a College shall keep confidential all information that comes to his or her knowledge in the course of his or her duties and shall not communicate any information to any other person.

28.03 Disclosure Under the RHPA

Subsection 36(1) of the RHPA permits disclosure in a number of specific circumstances. Directors and Committee members, staff and persons retained or appointed by the College are expected to understand when those exceptions apply and seek advice if they are in doubt.

28.04 Confidentiality Agreement

Directors and Committee members, staff and persons retained or appointed by the College are required to sign, annually, the confidentiality or fiduciary agreement approved by the Board of Directors.

29. COMMUNICATIONS

29.01 Media Contacts

All media contact shall be channelled and coordinated through the Registrar's office. Any Director or Committee member or any member of a working group being asked by media representatives to provide interviews, respond to inquiries or to comment on issues concerning the regulation of the profession or the operation of the College shall not provide any such communication and shall instead refer them to the Registrar's office.

29.02 College Communications

The Registrar, the Board Chair or, in the absence of the Board Chair, the Board Vice-Chair,

- (i) are the authorized spokespersons of the College but either of them may request a Director or staff to perform this function, as appropriate, under the circumstances; and
- (ii) may communicate with the media to provide interviews, respond to inquiries or comment on issues concerning regulation of the profession or the operation of the College. A Director or a Committee member shall not perform such Communications unless authorized by the Registrar, the Board Chair or, in the absence of the Board Chair, the Board Vice-Chair.

29.03 Consistent Messaging

All messages to the media and to the public must be consistent with the approved policies and positions of the College. Any Director or Committee member shall resign all positions with the Board of Directors and its Committees prior to expressing public disagreement with a decision, policy or position of the College or its Committees and even then, shall only do so in a manner consistent with his or her ongoing fiduciary duties towards the College.

29.04 Invitations for Speaking Engagements

All requests inviting the Board Chair, the Registrar or Directors, Committees or working groups to speak in his or her capacity as a representative of the College must be submitted, in writing, to the Registrar's office with details of the date, time and place of the speaking engagement as well as the topic and anticipated length of the presentation.

29.05 Acceptance of Invitations for Speaking Engagements

The Registrar, in consultation with the Board Chair, where possible, will review all requests inviting the Board of Directors, Committee or working group members to speak and shall determine whether to accept the invitation and the appropriate representative to address the topic. Other than as described above, no Director, a Committee or working group shall accept any request to make representations or speak on behalf of the College or in his or her capacity as a representative of the College.

29.06 Presentation Content

The content of every presentation must be consistent with the approved policies and positions of the College and shall be submitted at least five (5) days before the date of the presentation to the Registrar or a person designated by the Registrar for approval.

29.07 No Compensation

No person speaking in his or her capacity as a representative of the College shall receive any payment or benefit related to the presentation or, if the payment or gift cannot in the circumstances be gracefully declined, it shall immediately be turned over to the Registrar. However, mementoes of nominal value (\$50.00 or less) may be accepted and retained.

30. HONORARIA

30.01 Application

This section applies to Registrants of the College who are Directors or Committee members and persons appointed to committees. It does not apply to Public Directors.

30.02 Purpose of Honoraria

The honoraria set out in this article are not intended as re-imbursement of the professional income that could be earned. Members of the Board of Directors, Committees and working groups are essentially volunteers.

30.03 Honoraria Amounts

The honorarium and payable expenses for attending a Board of Directors or Committee meeting are set out in Schedule 5 and Schedule 6 to these by-Laws.

30.04 Payment of Honoraria

The following principles apply to the payment of honoraria:

- (i) except as set out below, only actual attendance time may be claimed for an honorarium for attendance at a meeting;
- (ii) a maximum of one (1) Full Day honorarium may be claimed for a calendar day despite the number or length of meetings held that day;
- (iii) honoraria may be claimed for an in-person meeting where the meeting is cancelled with less than two (2) business days' notice;
- (iv) where a meeting does not take the scheduled time, the member may claim the honoraria for the scheduled length of the meeting so long as the member arrived on time and did not leave early;
- (v) all claims must be recorded on the forms established by the College and must be submitted within sixty (60) days of the meeting date or the claim will be forfeited; and
- (vi) any disputes about a claim for an honorarium and any request for special consideration shall be determined by the Registrar in consultation with the Board Chair.

31. FEES

31.01 Registration Year

The registration year for Registrants shall be from April 1st to March 31st of the following year.

31.02 Renewal Process

The annual registration is due on or before April 14th of each year. At least forty-five (45) days before the annual fees are due, the Registrar shall send to each Registrant a notice stating that the

annual fees are due, setting out the amount of the annual fee for each category of registration and a request for information required under the regulations and the by-laws of the College. The obligation to pay the annual fee continues even if the Registrar fails to provide the notice or the Registrant fails to receive such notice.

31.03 Fee Amounts

Schedule 7, as the same may be amended from time to time, sets out the applicable fees and penalties that a Registrant or person shall pay to the College. Where no fee has been set out in the Schedule, a Registrant or person shall pay to the College the fee set by the Registrar for anything that the Registrar is required or authorized to do.

31.04 Payment of Fees set by Registrar

The late payment fee for the late renewal of a certificate of registration becomes payable at 12:01 a.m. on the day after the renewal fee is due to be paid to the College.

31.05 Fee Increases

Each year each fee described in Schedule 7 shall be increased by the percentage increase in the Consumer Price Index for goods and services in Canada as published by Statistics Canada or any successor organization unless the Board of Directors decides to waive a fee increase for that year.

32. PROFESSIONAL LIABILITY INSURANCE

32.01 Mandatory Insurance Coverage

- 1) A Registrant, other than an Inactive Registrant, who has purchased any run-off coverage (sometimes called enduring or tail coverage) contemplated by these by-laws, must carry professional liability insurance with the following characteristics:
 - (i) a minimum of no less than \$1,000,000 per occurrence;
 - (ii) annual aggregate coverage of no less than \$5,000,000;
 - (iii) a deductible of no more than \$1,000 per occurrence;
 - (iv) run-off coverage (sometimes called enduring or tail coverage) for a minimum of three (3) years; and
 - (v) provided by an insurer licensed with the Financial Services Commission of Ontario, the office of the Superintendent of Financial Institutions Canada or a body outside of Ontario that the Registrar considers substantially equivalent to the Financial Services Commission of Ontario.
- 2) An Inactive Registrant who has practised in Ontario within the previous two years must carry professional liability run off coverage (sometimes called enduring or tail coverage) for a minimum of three (3) years since the Registrant last practised in Ontario provided by an insurer licensed with the Financial Services Commission of Ontario, the office of the Superintendent of Financial Institutions Canada or a body outside of Ontario that the Registrar considers substantially equivalent to the Financial Services Commission of Ontario.

32.02 Proof of Insurance

A practising Registrant must, upon request, provide to the College proof of professional liability insurance in a form acceptable to the Registrar which must include the following information:

- (i) policy number;
- (ii) name of the insured that matches the name of the Registrant;
- (iii) address of the insured;
- (iv) policy period; and

- (v) coverage details.

32.03 Declaration of Eligibility of Insurance

An applicant for registration must provide a declaration that he or she is eligible for professional liability insurance coverage and that he or she shall submit proof of insurance to the Registrar no less than 30 days after his or her registration is approved. The Registrar shall not issue the certificate of registration until actual proof of coverage is received.

32.04 Relying on Employer's Insurance Coverage

A Registrant may rely on the insurance coverage provided by his or her employer so long as the insurance coverage complies with the requirements of these by-laws including the ability to provide proof of coverage of the Registrant by the Registrant's name.

33. THE REGISTER

33.01 Name in Register

Subject to article 33.02 a Registrant's name in the register shall be the full name indicated on the document used to support the Registrant's initial registration with the College.

33.02 Change of Name

The Registrar may enter a name other than the name referred to in article 33.01 in the register if the Registrar,

- (i) has received a written request from the Registrant;
- (ii) is satisfied that the Registrant has legally changed his or her name; and
- (iii) is satisfied that the name change is not for any improper purpose.

33.03 Business Address

A Registrant's primary business address in the register shall be,

- (i) the address of the location in Ontario where the Registrant is employed or self-employed as a Denturist;
- (ii) in the event that the Registrant is employed or self-employed as a Denturist in more than one location in Ontario, the location where the Registrant generally works, or anticipates to work, the most hours; and
- (iii) in the event that the Registrant is not employed or self-employed in Ontario as a Denturist, the location designated by the Registrant or any other address approved by the Registrar.

33.04 Business Telephone Number

A Registrant's business telephone number shall be,

- (i) the telephone number of the location in Ontario where the Registrant is employed or self-employed as a Denturist;
- (ii) in the event that the Registrant is employed or self-employed as a Denturist in more than one location in Ontario, the telephone number of the Registrant's primary business address; and
- (iii) in the event that the Registrant is not employed or self-employed in Ontario as a Denturist, the telephone number designated by the Registrant or any other telephone number approved by the Registrar.

33.05 Duty of Registrar

The Registrar shall maintain a register in accordance with section 23 of the Code.

33.06 Additional Information

In addition to the information set out in subsection 23(2) of the Code, the register shall contain the following information, which is designated as public information, with respect to each Registrant:

- (i) names other than the proper legal name of the Registrant including any nicknames or abbreviations that the Registrant uses in any place of practice;
- (ii) the name, address and telephone number of every employer for whom the Registrant is employed as a Denturist and, if the Registrant is self-employed as a Denturist the address and telephone number of the locations where the Registrant practises other than addresses of individual clients; In the event that the Registrant has not indicated a business address, the Registrar shall enter as the Registrant's business address any other location for the Registrant known by the College which could include the Registrant's home address. Registrants who have a current certificate of registration for Inactive class will not require an address for the register;
- (iii) if there have been any changes to the Registrant's name since the date of the registrant's initial application for registration, the former names of the Registrant;
- (iv) the Registrant's registration number;
- (v) if the Registrant ceased to be a Registrant, a notation specifying the reason for the termination of membership and the date upon which the Registrant ceased to be a Registrant;
- (vi) where, on or after September 23, 2016, a panel of the Inquiries, Complaints and Reports Committee requires a Registrant to appear before a panel of the Committee to be cautioned,
 - (a) a notation of that fact;
 - (b) a summary of the caution;
 - (c) the date of the panel's decision; and
 - (d) if applicable, a notation that the panel's decision is subject to a review and therefore not yet final, which notation shall be removed and the review and any reconsideration by the Committee is finally disposed of.
- (vii) where, on or after September 23, 2016, a panel of the Inquiries, Complaints and Reports Committee requires a Registrant to complete a specified continuing education or remediation program (SCERP),
 - (a) a notation of that fact;
 - (b) a summary of the specified continuing education or remediation program;
 - (c) the date of the panel's decision; and
 - (d) if applicable, a notation that the panel's decision is subject to a review and therefore not yet final, which notation shall be removed and the review and any reconsideration by the Committee is finally disposed of.
- (viii) notwithstanding paragraphs (vii and viii), where after a review, the Inquiries, Complaints and Reports Committee has been required to remove or vary the appearance for a caution or a specified continuing education or remediation program, may be removed once the Committee makes its new decision. Where the original requirement to appear for a caution or to complete a specified continuing education or remediation program has been varied, the Registrar may enter a summary of the process leading up to and the results of the variation.
- (ix) where a decision of the Discipline Committee has been published by the College with the Registrant's name or former name included:
 - (a) a notation of that fact; and
 - (b) identification of the specific publication of the College which contains the information;
- (x) where the Registrant's certificate of registration is subject to an interim order:

- (a) notation of that fact;
 - (b) the nature of the order; and
 - (c) the date that the order took effect;
- (xi) where the Registrant's certificate of registration is subject to a suspension for failure to pay a fee, the reason for the suspension and the date of the suspension in addition to the fact of that suspension;
- (xii) for every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Discipline Committee under section 26 of the Code and has not been finally resolved, until the matter has been resolved:
 - (a) a notation of that fact, including the date of the referral;
 - (b) a summary of each specified allegation;
 - (c) a copy of the notice of hearing;
 - (d) any hearing dates, including dates for the continuation of the hearing; and
 - (e) if the hearing of evidence and arguments is completed and the parties are awaiting a decision of the panel of the Discipline Committee, a statement of that fact;
- (xiii) a notation, including the date of the referral, for every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Fitness to Practise Committee under section 61 of the Code and has not been finally resolved, until the matter has been resolved;
- (xiv) any information jointly agreed to be placed on the register by the College and the Registrant;
- (xv) in addition to the name of every health profession corporation of which the Registrant is a shareholder, the business address, business telephone number, business e-mail address, if there is one, and any operating names of the health profession corporation(s);
- (xvi) where the College is aware that a Registrant is or was registered or licensed to practise a profession inside or outside of Ontario, a notation of that fact;
- (xvii) the date of the Registrant's initial registration with the College;
- (xviii) where the College is aware that a finding of professional misconduct or incompetence or similar finding has been made against the Registrant by a body that governs a profession, inside or outside of Ontario, and that finding has not been reversed on appeal and the Registrar believes that it is relevant to the Registrant's suitability to practise:
 - (a) a notation of that fact;
 - (b) the name of the governing body that made the finding;
 - (c) the date the finding was made, if available;
 - (d) a brief summary of the facts on which the finding was made, if available; and
 - (e) information regarding any appeals of the finding or order, if available;
- (xix) where the College is aware that a finding of incapacity or similar finding has been made against a Registrant registered or licensed to practise a profession inside or outside of Ontario, and that finding has not been reversed on appeal and the Registrar believes it is relevant to the Registrant's suitability to practise,
 - (a) a notation of the finding;
 - (b) the name of the governing body that made the finding;

- (c) the date the finding was made if available;
 - (d) a summary of any order made if available; and
 - (e) information regarding any appeals of the finding or order if available;
- (xx) where the College is aware that a pending allegation of professional misconduct or incompetence or a similar allegation has been referred to a discipline type of hearing against a Registrant registered or licensed to practise a profession inside or outside of Ontario and the Registrar believes that it is relevant to the Registrant's suitability to practise,
- (a) a notation of that fact;
 - (b) the name of the governing body that made the referral;
 - (c) the date of the referral if available;
 - (d) a brief summary of each allegation if available; and
 - (e) the notice of hearing if available.
- (xxi) a summary (including date, place, fact and content) of any currently existing charges against a Registrant, of which the College is aware, in respect of a federal, provincial or other offence, which the Registrar believes is relevant to the Registrant's suitability to practice unless the charge is pursuant to the Criminal Code of Canada or the Controlled Drug and Substance Act in which case it shall be posted.
- The information placed on the register as a result of section 33.06 (xxi) shall be removed once the charges are no longer outstanding;
- (xxii) a summary of any currently existing conditions, terms, orders, directions or agreements relating to the custody or release of the member in respect of provincial or federal offence processes of which the College is aware and that the Registrar believes is relevant to the Registrant's suitability to unless the existing conditions et al are pursuant to the Criminal Code of Canada or the Controlled Drug and Substance Act in which case it shall be posted;
- (xxiii) a summary of any findings of guilt of which the College is aware if made by a court or other lawful authority, in respect of a federal or provincial offence and the person against whom the finding was made was a Registrant at the time of the finding that the Registrar believes is relevant to the Registrant's suitability to practise, unless the charge is pursuant to the Criminal Code of Canada or the Controlled Drug and Substance Act in which case it shall be posted, including,
- (a) the date of and a summary of the finding;
 - (b) the date of and the sentence imposed, if any; and
 - (c) where a finding is under appeal, a notation to that effect;
- (xxiv) for every application to the Discipline Committee or the Fitness to Practice Committee for reinstatement that has not been finally resolved, until that matter has been resolved,
- (a) a notation of that fact, including the date of the application;
 - (b) a copy of the notice of hearing notice;
 - (c) the anticipated date of the, if the hearing date has been set or the next scheduled dated for the continuation of the hearing if the hearing has commenced;
 - (d) if the hearing has been adjourned and no future date has been set, the fact of that adjournment, and;
 - (e) if the decision is under reserve, that fact; and

- (xxv) if an application for reinstatement has been decided by a panel of the Discipline Committee, or the Fitness to Practice Committee, the outcome of the hearing including the date of the decision and any order made.

33.07 Information Requests from College

If requested, a Registrant shall immediately provide the College with the following information, in the form requested by the College:

- (i) information required to be maintained in the register in accordance with subsection 23(2) of the Code and article 33.06 of these by-laws;
- (ii) information for the purpose of compiling statistical data;
- (iii) information establishing the Registrant's electoral district, for the purposes of elections to the Board of Directors;
- (iv) the Registrant's areas of practice, including but not necessarily limited to the categories of clients seen;
- (v) the Registrant's previous employers and previous practice locations;
- (vi) the Registrant's email address;
- (vii) information pertaining to the Registrant's professional liability insurance coverage;
- (viii) the Registrant's date of birth and languages in which they provide services; and
- (ix) information pertaining to the Registrant's compliance with the College's Quality Assurance program.

33.08 Automatic Notification of the College

The Registrant shall notify the College, in writing, of any changes to the following information within thirty (30) days of the effective date of the change,

- (i) the Registrant's name;
- (ii) any nicknames or abbreviations that the Registrant uses in any place of practice;
- (iii) the address and telephone number of the Registrant's primary residence in Ontario and, if the Registrant does not reside in Ontario, the address and telephone number of the Registrant's primary residence;
- (iv) the Registrant's email addresses;
- (v) the Registrant's electoral district, for the purposes of elections to the Board of Directors;
- (vi) information regarding the Registrant's employment, including:
 - (a) the Registrant's title and position;
 - (b) a description of the Registrant's role, duties and responsibilities; and
 - (c) the Registrant's employment category and status;
- (vii) information about the Registrant's registration with any other body that governs a profession, whether inside or outside of Ontario, including the name of the governing body, the Registrant's registration or licence number and the date the Registrant first became registered;
- (viii) the Registrant's business address or business telephone number;
- (ix) the name, address or telephone number of any employer for whom the Registrant is employed as a Denturist and, if the Registrant is self-employed as a Denturist, any changes to the address or telephone number of the location where the Registrant practises other than addresses of individual clients;
- (x) the name of the educational institution where the Registrant obtained any certificates, diplomas or degrees in denturism, the type of certificates, diplomas or degrees obtained and the date each was issued; and
- (xi) the names of any graduates of denturist training that the Registrant supervises as part of his or her practice.

33.08.01 Immediate Notification of the College

Notwithstanding Article 33.08, a Registrant shall immediately provide the particulars of any information required under sections 33.06(xix) and (xx).

- (i) information about any finding of professional misconduct or incompetence or similar finding that has been made against the Registrant by a body that governs a profession, inside or outside of Ontario, where that finding has not been reversed on appeal, including:
 - (a) the finding;
 - (b) the name of the governing body that made the finding;
 - (c) a brief summary of the facts on which the finding was based;
 - (d) the penalty and any other orders made relative to the finding;
 - (e) the date the finding was made; and
 - (f) information regarding any appeals of the finding;
- (ii) information about any finding of incapacity or similar finding that has been made against the Registrant by a body that governs a profession, inside or outside of Ontario, where that finding has not been reversed on appeal, including:
 - (a) the finding;
 - (b) the name of the governing body that made the finding;
 - (c) the date the finding was made;
 - (d) a summary of any order made; and
 - (e) information regarding any appeals of the finding;

33.09 Safety Concerns

All of the information in the register is information designated to be withheld from the public pursuant to subsection 23(6) of the Code such that the Registrar may refuse to disclose to an individual or post on the College's website any or all of that information if the Registrar has reasonable grounds to believe that disclosure of that information may jeopardize the safety of an individual.

34. PROFESSIONAL CORPORATIONS

34.01 Duty to Provide Information

Every Registrant shall, for every professional corporation of which the Registrant is a shareholder, provide in writing the following information on the application and annual renewal forms for a Certificate of Authorization, upon the written request of the Registrar, within thirty (30) days and upon any change in the information within thirty (30) days of the change:

- (i) the name of the professional corporation as registered with the Ministry of Government Services;
- (ii) any business names used by the professional corporation;
- (iii) the name, as set out in the register, business address and business telephone number and registration number of each shareholder of the professional corporation;
- (iv) the name, as set out in the register, of each officer and director of the professional corporation, and the title or office held by each officer and director;
- (v) the principal practice address, telephone number, facsimile number and email address of the professional corporation;
- (vi) the address and telephone number of all other locations, other than residences of clients, at which the professional services offered by the professional corporation are provided; and
- (vii) a brief description of the professional activities carried out by the professional corporation.

35. FUNDING FOR THERAPY AND COUNSELLING FOR SEXUAL ABUSE

35.01 Therapist/Counsellor Confirmation

The College shall require a therapist or counsellor who is providing therapy or counselling that is funded through the Patient Relations Program under section 85.7 of the Code to provide a written

statement signed by him/her containing details of his/her training and experience and confirming that the therapy or counselling is being provided and that the funds received are being devoted only to that purpose.

35.02 Patient Acknowledgment

The College shall require a person who is receiving therapy or counselling that is funded through the Patient Relations Program under section 85.7 of the Code to provide a written statement signed by him/her acknowledging that he/she is aware of the details of the training and experience of the therapist or counsellor and confirming that the therapy or counselling is being provided and that the funds received are being devoted only to that purpose.

36. CODE OF ETHICS

The mission of the College of Denturists of Ontario is to regulate and govern the profession of denturism in the public interest.

36.01 Preamble

Denturists are self-regulated professionals. This status obliges them to act competently and ethically in the practice of their profession. They shall maintain recognized standards of care while observing professional values.

Denturists are valuable members of the oral-health team who uphold high standards of ethical behaviours when working with team members, colleagues and members of the public. Denturists value self-governance and recognize the importance of maintaining public trust and respect through engagement in ethical practice.

36.02 Core Values

Core values are principles that form the foundation for ethical practice. They guide denturists' decision-making and conduct and are characteristics that define the profession.

The profession's core values are: accountability, beneficence, transparency, dignity, integrity, professionalism, and respect. Each principle is defined below.

(i) Accountability

Taking responsibility for own actions and services and intervening when patient safety and competent and/or ethical care is at risk. Maintaining professional obligations by adhering to legislation, regulations and standards of practice; and meeting registration and quality assurance program requirements.

(ii) Beneficence

Maximizing benefits and minimizing harm for the welfare of the patient.

(iii) Transparency

Sharing current and accurate information, professional opinions, professional title, limitations, risks, benefits, and scope of practice in a way that is meaningful and enables informed decision-making.

(iv) Dignity

Acting with compassion, empathy, respect and understanding for the patient's quality of life, wishes and right to make an informed decision.

(v) Integrity

Demonstrating honesty and reliability in all professional relations, communications and business practices.

(vi) Professionalism

Maintaining a professional image in all interactions with the public, colleagues and peers.

(vii) Respect

Demonstrating respect for the patient's choice, time, financial resources, privacy and right to confidentiality, as well as respect for colleagues and peers.

37. BY-LAWS AND AMENDMENT

37.01 Effective Date

These by-laws shall become effective as soon as they have been approved by the Board of Directors.

37.02 Amendments

The by-laws of the College or any section thereof may be enacted, amended, or revoked by a two-thirds majority of the Directors present and voting at a meeting of the Board of Directors called for that purpose.

38. RETIRED MEMBERS

38.01 Designation of Retired Registrants

Upon receiving a request, the Registration Committee may designate a Registrant a Retired Registrant if,

- (i) at the time of making the request, the Registrant is in good standing; and
- (ii) the Registrant has retired from the practice of Denturism and agrees not to engage in the practice of Denturism.

38.02 Entitlements of Retired Registrants

A Retired Registrant is entitled to,

- (i) remain on the register of the College as a Retired Registrant;
- (ii) use the title Denturist (Retired), Registered Denturist (Retired) or DD (Ret); and
- (iii) participate in the activities of the College; however, a Retired Registrant is not entitled to vote in the election of the Board of Directors or to hold elected office.

38.03 Termination of Retired Registrant Status

A Retired Registrant status shall terminate if the Registrar has reasonable grounds to believe that the person,

- (i) has been found to be in default of any obligation to the College under the Act, RHPA, regulations or the by-laws;
- (ii) practises the profession or uses the protected title (other than what is permitted under 38.02(ii)) without first obtaining a certificate of registration from the College; or
- (iii) acts in a manner that is inconsistent with an ongoing association with the College.

SCHEDULE 1 TO THE BY-LAWS

Process for Election of Officers

The elections will be supervised by the Registrar. The Registrar may be assisted by scrutineers.

Every two years, before the first regular meeting of the newly elected Board of Directors each year or any other Board of Directors meeting designated for the purpose by Board of Directors resolution, the Registrar shall send an invitation to all Directors requesting any person wishing to stand for election to the offices of the Board Chair, Board Vice-Chair (if applicable) and Executive Committee members at large to indicate so, in writing, to the Registrar.

A Director's written intent must be returned to the Registrar no later than 4:00 p.m. on the day before the meeting of the Board of Directors when the election of officers shall take place. However, nominations can still be made from the floor even if the written intent has not been returned to the Registrar.

At the meeting of the Board of Directors when the election of officers shall take place, the Registrar shall present the names of eligible candidates who have indicated their interest for the position of Board Chair.

Where there is only one nominee for a position, that person shall be elected by acclamation. In the event that there is more than one candidate for the office, the voting will be conducted by ballot, with the result being tabulated and then recorded and reported by the Registrar. Before the vote, candidates shall be given the opportunity to speak briefly (order to be determined alphabetically by last name). The election of a candidate shall be confirmed by a majority vote of those present and voting. Where no candidate receives a majority vote, the candidate receiving the fewest votes shall be disqualified and the Board of Directors shall, by ballot, vote on the remaining candidates until one candidate receives a majority vote.

Where no candidate is nominated for a position or, in the case of Executive Committee members at large, where there are insufficient nominations for the number of positions available, nominations from the floor will be permitted.

In the event of a tie, a second ballot will take place. Candidates will have an opportunity to speak briefly before the vote. If the second ballot also results in a tie, the winning candidate will be determined by lot.

The results of each election will be tabulated by the scrutineers and reported by the Registrar, with the number of votes accorded to each candidate to remain confidential.

Each officer will be elected in the manner described above.

Once the election is completed, the Registrar shall call for a motion to destroy the ballots. The elected members of the Executive Committee may then speak briefly.

SCHEDULE 2 TO THE BY-LAWS

Rules of Order of the Board of Directors

1. The presiding officer will ask for each agenda topic to be introduced briefly by the person or Committee Chair or other representative raising it. Directors may ask questions of clarification. A Director shall make a motion and another Director must second the motion before it can be debated.
2. When any Director wishes to speak, they shall so indicate by raising their hand and, after being invited to do so by the presiding officer, shall address the presiding officer and confine himself or herself to the matter under discussion.
3. Staff persons and consultants with expertise in a matter may be permitted by the presiding officer to answer specific questions about the matter.
4. Observers at a Board of Directors meeting are not allowed to speak to address the Board of Directors unless such address has previously been approved.
5. A Director may not speak again on the debate of a matter until every other Director who wishes to speak to it has been given an opportunity to do so. The only exception is that the person introducing the matter or a staff person may answer questions about the matter. Director will not speak to a matter more than twice without the permission of the presiding officer.
6. No Director may speak longer than five (5) minutes upon any motion except with the permission of the Board of Directors.
7. When a motion is under debate, no other motion can be made except to amend it, to postpone it, to put the motion to a vote, to adjourn the debate or the Board of Directors meeting or to refer the motion to a Committee.
8. A motion to amend the motion then under debate shall be disposed of first. Only one motion to amend the motion under debate can be made at a time.
9. When it appears to the presiding officer that the debate on a matter has concluded, when the Board of Directors has passed a motion to vote on the motion or when the time allocated to the debate on the matter has concluded, the presiding officer shall put the motion to a vote.
10. When a matter is being voted on, no Director shall enter or leave the Board of Directors room, and no further debate is permitted.
11. No Director is entitled to vote upon any motion in which he or she has a conflict of interest, and the vote of any Director so interested will be disallowed.
12. Any motion decided by the Board of Directors shall not be re-introduced during the same meeting except by a two-thirds vote of the Director then present.

13. Whenever the presiding officer is of the opinion that a motion offered to the Board of Directors is contrary to these rules or the by-laws, he or she shall rule the motion out of order and give his or her reasons for doing so.
14. The presiding officer shall preserve order and decorum, and shall decide questions of order, subject to an appeal to the Board of Directors without debate.
15. The above rules may be relaxed by the presiding officer if it appears that greater informality is beneficial in the particular circumstances, unless the Board of Directors requires strict adherence.
16. Directors are not permitted to discuss a matter with observers while it is being debated.
17. Directors shall turn off electronic devices during Board of Directors meetings and, except during a break in the meeting, shall not use any electronic device, including a laptop except to review materials related to the matter under debate (e.g., electronic copies of background documents) and to make personal notes of the debate.
18. Directors are to be silent while others are speaking.
19. In all cases not provided for in these rules or by other rules of the Board of Directors, the current edition of Robert's Rules of Order shall be followed so far as it may be applicable.
20. These Rules shall apply, with necessary modifications, to meetings conducted by teleconference or any other electronic means permitted by the by-laws, including audio or video conferencing.

SCHEDULE 3 TO THE BY-LAWS

Code of Ethics

The mission of the College of Denturists of Ontario is to regulate and govern the profession of denturism in the public interest.

Preamble

Denturists are self-regulated professionals. This status obliges them to act competently and ethically in the practice of their profession. They shall maintain recognized standards of care while observing professional values.

Denturists are valuable members of the oral-health team who uphold high standards of ethical behaviours when working with team members, colleagues and members of the public. Denturists value self-governance and recognize the importance of maintaining public trust and respect through engagement in ethical practice.

Core Values

Core values are principles that form the foundation for ethical practice. They guide denturists' decision-making and conduct and are characteristics that define the profession.

The profession's core values are: accountability, beneficence, transparency, dignity, integrity, professionalism, and respect. Each principle is defined below.

(i) Accountability

Taking responsibility for own actions and services and intervening when patient safety and competent and/or ethical care is at risk. Maintaining professional obligations by adhering to legislation, regulations and standards of practice; and meeting registration and quality assurance program requirements.

(ii) Beneficence

Maximizing benefits and minimizing harm for the welfare of the patient.

(iii) Transparency

Sharing current and accurate information, professional opinions, professional title, limitations, risks, benefits, and scope of practice in a way that is meaningful and enables informed decision-making.

(iv) Dignity

Acting with compassion, empathy, respect and understanding for the patient's quality of life, wishes and right to make an informed decision.

(v) Integrity

Demonstrating honesty and reliability in all professional relations, communications and business practices.

(vi) Professionalism

Maintaining a professional image in all interactions with the public, colleagues and peers.

(vii) Respect

Demonstrating respect for the patient's choice, time, financial resources, privacy and right to confidentiality, as well as respect for colleagues and peers.

SCHEDULE 4 TO THE BY-LAWS

Code of Conduct for the College and College Representatives

1. This Schedule applies to Directors and members of all committees of the College.
2. Directors and committee members must, at all times, maintain high standards of integrity, honesty and loyalty when discharging their College duties. They must act in the best interest of the College. They shall:
 - (i) be familiar and comply with the provisions of the Regulated Health Professions Act, 1991 and its regulations, the Health Professions Procedural Code, the Denturism Act, 1991 and its regulations, and the by-laws and policies of the College;
 - (ii) Be prepared to participate in Board of Directors meetings and committee work, including reading background materials and briefing documents;
 - (iii) Diligently take part in committee work and actively serve on committees as appointed by the Board of Directors;
 - (iv) Regularly attend meetings on time (including not missing three (3) or more consecutive meetings without reasonable cause) and participate constructively in discussions;
 - (v) Offer opinions and express views on matters before the College, Board of Directors and committee, when appropriate;
 - (vi) Participate in all deliberations in a respectful and courteous manner, recognizing the diverse background, skills and experience of Directors and committee members;
 - (vii) uphold the decisions made by a majority of the Board of Directors and committees, regardless of prior individual disagreement;
 - (viii) place the interests of the College, Board of Directors and committee above all other interests;
 - (ix) avoid and, where that is not possible, declare any appearance of or actual conflicts of interest;
 - (x) refrain from including or referencing Board of Directors or committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards (although referencing one's titles or positions held at the College in one's curriculum vitae is acceptable so long as the curriculum vitae is not overtly used in a promotional manner);
 - (xi) preserve confidentiality of all information before the Board of Directors or committee unless disclosure has been authorized by the Board of Directors or is otherwise exempted under s. 36(1) of the RHPA;

- (xii) refrain from attempting to influence a statutory decision unless one is a member of the panel or, where there is no panel, of the committee dealing with the matter;
- (xiii) respect the boundaries of staff whose role is not to report to or work for individual Directors or committee members including not contacting staff members directly, except on matters where the staff member has been assigned to provide administrative support to that committee or the Board of Directors or where otherwise appropriate; and
- (xiv) be respectful of others and not engage in behaviour that might reasonably be perceived as verbal, physical or sexual abuse or harassment.

SCHEDULE 5 TO THE BY-LAWS

Honoraria Paid by the College to Elected Directors and persons appointed to committees,

| ACTIVITY | AMOUNT |
|--|---------------|
| Meeting attendance: Board Chair | \$200.00 |
| Meeting attendance: Committee Chair & Executive meeting | \$150.00 |
| Meeting attendance: Director or Committee member | \$150.00 |

Teleconference meetings \$1.00 per minute to a maximum of a full day honorarium

SCHEDULE 6 TO THE BY-LAWS

Common Valid Expenses

| ACTIVITY | AMOUNT/CRITERIA |
|--|--|
| Air travel (requires prior College approval) | Best economy class fare for the most direct route. |
| Train or bus travel | Coach class (Via 1 included). |
| Automobile travel | 55 cents per km ¹ Self-parking expenses included. |
| Accommodation | The amount available through the HPRO negotiated rate at the time or an amount up to a maximum rate of \$250.00 per night (excluding taxes and fees). \$60 per night for private accommodation* *Cannot be claimed if event is held within your city of residence |
| Breakfast expense | \$40 maximum up to daily maximum of \$90 for all meals. |
| Lunch expense | \$40 maximum up to daily maximum of \$90 for all meals. |
| Dinner expense | \$50 maximum up to daily maximum of \$90 for all meals. |
| Telephone calls | Actual cost of call related to College business (e.g., not proportional cost of monthly flat fee) |
| Other expenses | Actual cost if related directly to College business |

All expenses must be supported by original receipts and must be reasonable in the circumstances. Alcohol cannot be claimed.

Meal expenses cannot be claimed where the College provides the meal for those participating in the meeting.

¹ Alternatively, the Registrar may approve reimbursement of expenses for a rental car and gas in situations where (1) the person claiming reimbursement requests it and (2) the overall cost to the College would be less than if the person claiming reimbursement had sought reimbursement on the basis of mileage.

SCHEDULE 7 TO THE BY-LAWS

Fee Schedule

| Fee Item | Fee | H.S.T. 13% (Harmonized Sales Tax) | Total Fee |
|--|------------|--------------------------------------|------------|
| Fees Relating to Qualifying Examination | | | |
| Initial Application Fee | \$75.00 | \$9.75 | \$84.75 |
| First Attempt at Qualifying Examination | \$4,000.00 | \$520.00 | \$4,520.00 |
| Subsequent Additional Attempts: | | | |
| Part I- Multiple Choice Examination (MCQ) | \$800.00 | \$104.00 | \$904.00 |
| Subsequent Additional Attempts: | | | |
| Part II - Clinical Examination (OSCE) | \$3,200.00 | \$416.00 | \$3,616.00 |
| Administrative Fee (for late withdrawal of any attempt) | \$100.00 | \$13.00 | \$113.00 |
| Fees Relating to Applications for Initial Registration for General Class | | | |
| Initial Application Fee | \$100.00 | \$13.00 | \$113.00 |
| Initial Registration Fee (first year of registration pro-rated by quarter in which registered) | | | |
| April 1 – June 30 | \$1700.00 | \$221.00 | \$1921.00 |
| July 1 – September 30 | \$1275.00 | \$165.75 | \$1440.75 |
| October 1 – December 31 | \$850.00 | \$110.50 | \$960.50 |
| January 1 – March 31 | \$425.00 | \$55.25 | \$480.25 |
| Fees Relating to Renewal of a Certificate of Registration for General Class | | | |
| Annual Registration Fee | \$1700.00 | \$221.00 | \$1921.00 |
| Late Payment Fee | \$150.00 | Not applicable | \$150.00 |
| Reinstatement Fee | \$500.00 | \$65.00 | \$565.00 |
| Fees Relating to a Certificate of Registration for Inactive Class | | | |
| Application Fee (waived during renewal) | \$100.00 | \$13.00 | \$113.00 |
| Annual Registration Fee | \$595.00 | \$77.35 | \$672.35 |
| Late Payment Fee | \$150.00 | Not applicable | \$150.00 |
| Reinstatement Fee | \$250.00 | \$32.50 | \$282.50 |
| Pro-rated Fees of Transferring back to General Class before Renewal | | | |
| April 1 – June 30 | \$1105.00 | \$143.65 | \$1248.65 |
| July 1 – September 30 | \$680.00 | \$88.40 | \$768.40 |
| October 1 – December 31 | \$255.00 | \$33.15 | \$288.15 |
| January 1 – March 31 | \$0.00 | Not applicable | \$0.00 |
| Fees Relating to Applications for Initial Registration for Emergency Class | | | |
| Initial Application Fee | \$100.00 | \$13.00 | \$113.00 |

| Fee Item | Fee | H.S.T. 13% (Harmonized Sales Tax) | Total Fee |
|--|------------|--------------------------------------|------------|
| Initial Registration Fee | \$0.00 | Not applicable | \$0.00 |
| Fees Relating to Renewal of a Certificate of Registration for Emergency Class | | | |
| Annual Registration Fee | \$0.00 | Not applicable | \$0.00 |
| Late Payment Fee | \$150.00 | Not applicable | \$150.00 |
| Fees Relating to a Certificate of Registration for Temporary Class | | | |
| Initial Application Fee | \$100.00 | \$13.00 | \$113.00 |
| Registration for a Certificate of Registration for Temporary Class | \$475.00 | \$61.75 | \$536.75 |
| Fees Relating to a Certificate of Registration for Provisional Class | | | |
| Initial Application Fee | \$100.00 | \$13.00 | \$113.00 |
| Initial Registration Fee (first year of registration pro-rated by quarter in which registered) | | | |
| April 1 – June 30 | \$950.00 | \$123.50 | \$1,073.50 |
| July 1 – September 30 | \$712.50 | \$92.63 | \$805.13 |
| October 1 – December 31 | \$475.00 | \$61.75 | \$536.75 |
| January 1 – March 31 | \$237.50 | \$30.88 | \$268.38 |
| Annual Renewal of a Certificate of Registration for Provisional Class | \$950.00 | \$123.50 | \$1,073.50 |
| Late Payment Fee | \$75.00 | Not applicable | \$75.00 |
| Reinstatement Fee | \$250.00 | \$32.50 | \$282.50 |
| Pro-rated Fees of applying to General Class before Renewal | | | |
| April 1 – June 30 | \$1,187.50 | \$154.38 | \$1,341.88 |
| July 1 – September 30 | \$950.00 | \$123.50 | \$1,073.50 |
| October 1 – December 31 | \$712.50 | \$92.63 | \$805.13 |
| January 1 – March 31 | \$475.00 | \$61.75 | \$536.75 |
| Fees Relating to Professional Corporations and Certificates of Authorization | | | |
| Initial Registration of a Certificate of Authorization | \$1,000.00 | \$130.00 | \$1,130.00 |
| Annual Renewal of a Certificate of Authorization | \$350.00 | \$45.50 | \$395.50 |
| Late Payment Fee | \$150.00 | Not applicable | \$150.00 |
| Other Fees | | | |
| Jurisprudence Program | \$100.00 | \$13.00 | \$113.00 |
| Transfer to different Class Fee | \$100.00 | \$13.00 | \$113.00 |
| QAC Ordered Assessment Fee | \$750.00 | \$97.50 | \$847.50 |
| Election Recount Fee | \$500.00 | \$65.00 | \$565.00 |
| Service Charge for declined payments | \$45.00 | Not applicable | \$45.00 |
| Duplicate Certificate | \$50.00 | \$6.50 | \$56.50 |

| Fee Item | Fee | H.S.T. 13% (Harmonized Sales Tax) | Total Fee |
|---|----------|--------------------------------------|-----------|
| Letter of Standing | \$44.25 | \$5.75 | \$50.00 |
| Clinic Name Registration | \$25.00 | \$3.25 | \$28.25 |
| Retired Status Application | \$50.00 | \$6.50 | \$56.50 |
| Retired Status Renewal | \$50.00 | \$6.50 | \$56.50 |
| Administration Fees for Notices – this fee shall be applied when a notice is sent to a member who has failed to comply with a request to which the member must comply (i.e. updating insurance and CPD credits by the deadline). | | | |
| Administration Fee for Notices (First Notice) | \$50.00 | \$6.50 | \$56.50 |
| Administration Fee for Notices (Subsequent Notices) | \$100.00 | \$13.00 | \$113.00 |