

THE COLLEGE OF DENTAL SURGEONS OF BRITISH COLUMBIA BOARD APPROVAL OF THE BYLAW AMENDMENTS

In accordance with the authority under section 19(1) the *Health Professions Act*, RSBC 1996, c. 183, the Board of the College of Dental Surgeons of BC (CDSBC) approved amendments to the CDSBC Bylaws on August 13, 2019. The amendments deliver specific changes requested by the Minister of Health, as described in a letter to the Board on July 15, 2019.

The Minister has shortened the bylaw posting and filing periods so that the changes will be in force on September 16, 2019.



This document has been prepared to identify bylaw changes. This is not a legal document. Should any information contained in this document conflict with either the provisions established by the bylaws, or their interpretation, the bylaws shall prevail.

SCHEDULE OF AMENDMENTS

The CDSBC bylaws are made under the authority of the *Health Professions Act* and are amended as follows:

PART 1

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

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

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

“dental therapist board member” means a dental therapist

- (a) elected to the board under section 17(3)(a) of the Act, or
- (b) appointed under section 2.10 to fill a vacancy in the office of a registrant board member.

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

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

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

“electoral district board member”

“eligibility date”

“president”

“specialist board member”

“treasurer”

“UBC board member”

“vice-president”

3. *Section 1.01 is amended by:*

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

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



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

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

- (a) elected to the board under section 17(3)(a.1) of the Act, or
- (b) appointed under section 2.10 to fill a vacancy in the office of a board member referred to in subparagraph (i);

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

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

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

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

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

“dentist board member” means a dentist

- (a) elected to the board under section 17(3)(a) of the Act, or
- (b) appointed under section 2.10 to fill a vacancy in the office of a registrant board member;

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

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

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

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

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

“in good standing” means

- (a) in respect of a registrant
 - (i) the registration of the registrant is not suspended under the Act, and
 - (ii) no limits or conditions are imposed on the practice of dentistry by the registrant under section 20(2.1)(a), (b.1) or (c), 20(3), 32.2, 32.3, 33, 35, 36, 37.1, 38, 39 or 39.1 of the Act, or section 7.03(5)(a), (c) or (d) or 7.03(7) and



- (b) in respect of a certified dental assistant,
 - (i) the certification of the certified dental assistant is not suspended under the Act, and
 - (ii) no limits or conditions are imposed on the provision of services of a certified dental assistant by the certified dental assistant under section 20(2.1)(a), (b.1) or (c), 20(3), 32.2, 32.3, 33, 35, 36, 37.1, 38, 39 or 39.1 of the Act, or section 7.03(5)(a), (c) or (d) or 7.03(7);
- *repealing the definition of “public board member” and replacing it with the following:*

“public board member” means a person appointed to the board under section 17(3)(b) of the Act;
- *adding “a current or former” before certified dental assistant in the definition of “respondent.”*

PART 2

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

Composition of the board

2.01 The board consists of

- (a) 4 registrant board members
- (b) 2 certified dental assistant board members, and
- (c) the public board members.

5. *Section 2.02 is repealed and the subsequent sections 2.03 to 2.10 have moved up one number.*

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

Eligibility for election

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

- (a) a dentist who is a
 - (i) full registrant;
 - (ii) restricted to specialty registrant;
 - (iii) academic registrant, or



- (iv) academic (grandparented) registrant;
 - (b) a dental therapist;
 - (c) a practising certified dental assistant.
- (2) A person specified in subsection (1) is not eligible to be elected in a board election if the person
 - (a) does not ordinarily reside in British Columbia,
 - (b) is not in good standing,
 - (c) is the subject of an ongoing investigation by the inquiry committee under subsection 33 of the Act,
 - (d) is named in a citation issued by the registrar under section 37 of the Act, the subject matter of which is not yet resolved,
 - (e) is an employee, board officer, board member, or committee chair at, or holds any other position of responsibility with the Canadian Dental Association, the British Columbia Dental Association, Canadian Dental Assistants Association, Certified Dental Assistants of British Columbia, or any other dental representative association or organization,
 - (f) at any time in the 3 years preceding the date that a nomination for the board election must be received under section 2.05, has been an employee, board officer, board member or committee chair at, or held any other position of responsibility with an association or organization described in paragraph (e),
 - (g) on being elected, would have a conflict of interest by virtue of having competing fiduciary obligations to the college and to another person or organization, or
 - (h) was an elected board member during each of the 5 years immediately preceding the date that a nomination for the board election must be received under section 2.05.

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

Eligibility to vote in elections

- 2.03** (1) Subject to subsection (2), the following persons are eligible to vote in a board election:
- (a) a dentist who is a
 - (i) full registrant;
 - (ii) restricted to specialty registrant;



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

8. *Section 2.04(1) and (2) are repealed and replaced by the following:*

Notice of Election

- 2.04** (1) At least 120 days prior to the expiry of the term of office for the board member position or positions to be filled in a board election, the registrar must deliver notice of the election to every person eligible to vote under section 2.03.
- (2) A notice under subsection (1) must contain information about the nominations procedure and the election procedure, including without limitation,
- (a) the length of the term of office for each board member position to be filled in the election, and
 - (b) whether, under subsection 2.01, a board member position to be filled in the election must be filled by a registrant or a certified dental assistant.

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

Nomination Procedure

- 2.05** (1) A group of five persons who are eligible to vote under section 2.03 may nominate as a candidate in a board election a person who is eligible to be elected under section 2.02.
- (2) A nomination under subsection (1) must be
- (a) delivered to the registrar at least 90 days before the expiry of the term of office for the board member position or positions to be filled in the election,
 - (b) in a form satisfactory to the registrar, and
 - (c) accompanied by a signed statement from the person nominated



- (i) consenting to the nomination, and
 - (ii) declaring that he or she will observe the provisions of the Act, the regulations, and these bylaws, and the procedures related to the election and conduct of the election.
- (3) At the close of nominations
 - (a) if the number of candidates nominated for registrant board member positions under subsections (1) and (2) is less than or equal to the number of registrant board member positions to be filled in the board election, each nominated candidate is elected by acclamation, or
 - (b) if the number of candidates nominated for certified dental assistant board member positions under subsections (1) and (2) is less than or equal to the number certified dental assistant board member positions to be filled in the board election, each nominated candidate is elected by acclamation.
- (4) If more than one candidate is elected by acclamation under subsection (3)(a) and the registrant board member positions to be filled by the elected candidates have different terms of office, the registrar will assign each elected candidate to one of those board member positions by random draw.

10. Section 2.06 is repealed and replaced with the following:

Election Procedure

- 2.06** (1) The registrar must supervise and administer all board elections and may establish additional procedures, consistent with these bylaws, for that purpose.
- (2) Unless all board member positions to be filled in an election have been filled by acclamation under section 2.05(3), the registrar must prepare an election ballot and deliver it to each eligible voter not less than 60 days before the expiry of the term of office for the board member position or positions to be filled in the election.
- (3) Each person eligible to vote under section 2.03 may vote in favour of one candidate for each board member position to be filled in the board election.
- (4) The registrar must not count a ballot unless it is received by the registrar



- (a) in accordance with the procedures established under subsection (1), and
 - (b) no later than the time and date determined by the registrar and indicated on the ballot.
- (5) When voting occurs, board election results will be determined according to the following principles:
 - (a) if at least one registrant board member position is to be filled in the election, the registrant board member candidate who receives the most votes on the return of ballots is elected to the board;
 - (b) if more than one registrant board member position is to be filled in the election, the registrant board member candidate receiving the next most votes is also elected until all of the available registrant board member positions are filled;
 - (c) if at least one certified dental assistant board member position is to be filled in the election, the certified dental assistant board member candidate who receives the most votes on the return of ballots is elected to the board;
 - (d) if two certified dental assistant board member positions are to be filled in the election, the certified dental assistant board member candidate receiving the next most votes is also elected;
 - (e) when two or more registrant board member positions to be filled in an election have different terms of office, each candidate receiving the greater number of votes may choose, in turn, which board member position to fill;
 - (f) when two certified dental assistant board member positions to be filled in an election have different terms of office, the candidate receiving the greater number of votes may choose which board member position to fill;
 - (g) in the case of a tie vote for a board member position to be filled in an election, the registrar must select the successful candidate by random draw.
- (6) In the event of a service or technical interruption of an election procedure, including the delivery of the election notice or receipt of nominations, the registrar may extend a deadline specified in these bylaws as is reasonable to accommodate the interruption.



- (7) The registrar must determine any dispute or irregularity with respect to any nomination, ballot or election.
- (8) The registrar must certify newly elected board members under section 17.1(1) of the Act.

11. *Section 2.07 is repealed and replaced with the following:*

Terms of office of elected board members

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

12. *Section 2.08 is repealed and replaced by the following:*

Board member ceasing to be in good standing

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



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

Vacancy

- 2.10** (1) Subject to section 2.01(a) and (b) and subsection (2), if an elected board member ceases to hold office before the expiry of his or her term of office, the board may appoint a dentist, dental therapist or certified dental assistant to fill the vacancy in that board member position, provided
- (a) the appointment is made by special resolution,
 - (b) the appointed dentist, dental therapist or certified dental assistant is eligible to be elected to that position under section 2.02.
- (2) If the vacancy referred to in subsection (1) occurs during the first year of the term of office of the former board member,
- (a) the board may fill the vacancy until the next scheduled board election by appointment as described in subsection (1), and
 - (b) an election must be held concurrently with the next scheduled board election to fill the vacancy for the remainder of the term of office of the former board member.

14. *Part 2 is amended by repealing section 2.11 and section 2.12.*

15. *Part 2 is amended by adding the following sections:*

Board Chair

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



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

Duties of board chair

2.12 The board chair must

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

Board vice-chair

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



members of the board, by a majority vote of board members in attendance at a board meeting.

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

Acting chair

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

16. Section 2.16 is amended by:

- *repealing subsections (2) to (5) and replacing them with the following:*
 - (2) Board meetings
 - (a) may be called by the board chair, and
 - (b) must be called by the registrar
 - (i) at the request of the board chair, or
 - (ii) on receipt of a written request for a meeting from 4 or more board members setting out the matter or matters on which a decision will be sought at the meeting.
 - (3) When calling a meeting of the board under subsection (2), the board chair or registrar must provide reasonable notice of the meeting to all board members, registrants, certified dental assistants and the public.
 - (4) Notice of a board meeting under subsection (3) may be provided by posting a notice on the college website.
 - (5) Despite subsection (3), the board chair or registrar may call a meeting of the board without providing notice to registrants, certified dental assistants or the public if necessary to conduct urgent business.
- *repealing subsection (7) and replacing it with the following:*



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

- *repealing subsection (11) and replacing it with the following:*

(11) Before posting board meeting minutes on the college website under subsection (10), the registrar may edit the minutes to remove information about any matter referred to in subsection (8), provided that the reasons for removing that information are noted in the edited minutes.

- *adding “at a board meeting” to subsection (12);*

- *repealing subsection (15) and replacing it with the following:*

(15) Subject to the requirements of the Act and these bylaws, the board may adopt, by a majority vote, a set of rules to govern proceedings at board meetings.

17. Part 2 is amended by repealing Section 2.16 – Executive Committee.

PART 3

18. Part 3 is amended by repealing the word “officer” in subsections (3), (4), (13), and (14).

19. Section 3.04 is repealed and replaced with the following:

Spokespersons

3.04 (1) Only the registrar or a person authorized by the registrar may speak on behalf of the college.

(2) A board member, including the board chair, may only speak on behalf of the board when authorized by the board.

20. Section 3.06 is repealed and all subsequent sections have been moved up by one number.

21. Section 3.08(1)(c) is repealed.

22. Section 3.09(2) is repealed and replaced by the following:

(2) In each fiscal year until the fiscal year ending February 28, 2021, the college may collect from dentists an amount equivalent to the annual fees of an association, whether or not the dentist is a member of the association, provided the board and the association execute a written agreement to this effect.



23. Section 3.09 is amended by adding subsection (4).

24. Section 3.13 is repealed and replaced with the following:

Legal counsel

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

25. Section 3.15(3), (4) and (5) are repealed and replaced with the following:

- (3) The board
 - (a) may convene a special general meeting by resolution of the board, and
 - (b) must convene a special general meeting within 60 days after receipt by the registrar of a request for such a meeting signed by at least
 - (1) 5% of all registrants referred to in subsection(5)(a) and (b),
 - (2) 5% of all certified dental assistants referred to in subsection (5)(c), or
 - (3) 5% of the combined total of all registrants referred to in subsection (5)(a) and (b) and all certified dental assistants referred to in subsection (5)(c).
- (4) All general meetings of the college must be held in British Columbia.
- (5) Only the following persons are eligible to vote or present motions at general meetings of the college, or to propose resolutions under section 3.187:
 - (a) dentists in the following classes of registration:
 - (i) full registration;
 - (ii) restricted to specialty registration;
 - (iii) academic registration;
 - (iv) academic (grandparented) registration;
 - (b) dental therapists;
 - (c) practising certified dental assistants.

26. Section 3.16 (1)(a) is repealed and replaced with the following:

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

27. Section 3.16(2)(d) is repealed and replaced with the following:

- (d) any resolutions proposed by registrants or certified dental assistants under section 3.17 and delivered to the registrar before the mailing of the notice.



28. *Section 2.16(4) is amended by repealing the section number “3.18” and replacing it with section “3.17”.*
29. *Section 3.17 is amended by repealing “dentist” and replacing it with “registrants or certified dental assistants” in the section header.*
30. *Section 3.17(1) is repealed and replaced by the following:*
- (1) At least 45 days before the date of an annual or special general meeting, any registrant or certified dental assistant described in section 3.165(5) may deliver to the registrar a written request for the introduction of a resolution, provided the request is signed by any combination of at least 20 registrants and certified dental assistants described in section 3.15(5).
31. *Section 3.17(2) is amended by repealing the section number “3.17” and replacing it with section “3.16.”*
32. *Section 3.18(1) is repealed and replaced with the following:*
- (1) The quorum at a general meeting is any combination of 10 registrants and certified dental assistants described in section 3.15(5).
33. *Section 3.18 is amended by adding subsection (2) and all subsequent sections have moved up by one number.*
34. *Section 3.18(8) is repealed and replaced with the following:*
- (8) When voting on a resolution at a general meeting, a registrant or certified dental assistant described in section 3.15(5) is entitled to one vote.
35. *Section 3.18(10) is repealed and replaced with the following:*
- (10) Subject to the requirements of the Act and these bylaws, the board may adopt, by a majority vote, a set of rules to govern the proceedings”.

PART 4

36. *Section 4 is amended by repealing “dentist” and replacing it with “registrant.”*
37. *Section 4.01(4) is amended by repealing “2.13(1)(b) and”.*
38. *Section 4.04(3) is amended by repealing section number “2.16” and updating it with “section 2.15.”*
39. *Section 4.06(1)(c) is amended by repealing “of whom at least 1 is a public board member”.*



40. Section 4.07(1)(c) is amended by repealing “of whom at least 1 is a public board member”.
41. Section 4.13(1)(a) is amended by repealing “Institute of” and adding “Professional.”
42. Section 4.13 is amended by repealing paragraphs (b) and (c) and replacing it with “(b) 2 dentists”.
43. Section 4.14 is repealed and replaced by the following:

Nominations Committee

- 4.14** (1) The nominations committee consists of at least 5 persons appointed by the board including
- (a) at least 3 registrants,
 - (b) 1 certified dental assistant, and
 - (c) 1 public member.
- (2) The nominations committee is responsible for recruitment of registrants or certified dental assistants to fill an elected board member position for which no valid nominations are received before the close of nominations under 2.06.
- (3) A registrant or certified dental assistant recruited by the nominations committee to fill an elected board member position under subsection (2)
- (a) must still be nominated by five registrants and certified dental assistants who are eligible to vote in an election for that position, by way of a nomination that is presented in a manner satisfactory to the registrar, accompanied by a letter of consent and declaration as described in section 2.05(2)(c).
 - (b) is deemed to be elected by acclamation upon receipt by the registrar of a valid nomination in accordance with paragraph (a).

PART 5

44. Section 5.01(2) is amended by repealing “officer”.

SCHEDULES

45. The bylaws are amended by repealing Schedule E “Electoral Districts” and moving the following schedules up by one letter.



46. *Reference to the schedules have been updated in the following sections: 5.02, 5.05, 6.03, 6.05, 6.19, 6.191, 6.20, 7.03, 7.09, 7.10, 7.12, 7.13, 10.08, 11.02, and 11.03.*