



By-Laws Relating to the Activities and Operations of the College of Dental Hygienists of Nova Scotia

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BY-LAWS RELATING TO THE ACTIVITIES AND OPERATIONS OF THE COLLEGE OF DENTAL HYGIENISTS OF NOVA SCOTIA

1. INTERPRETATION

- 1.1 References in this document to the *Act*, Regulations and By-Laws refer to the *Dental Hygienists Act*, SNS 2007, c 29, as amended, the Dental Hygienists Regulations, NS Reg 214/2009 and these By-Laws made under the *Act*, respectively.
- 1.2 These By-Laws may be cited as the College of Dental Hygienists of Nova Scotia By-Laws.
- 1.3 Words importing the singular include the plural number and vice versa unless the context otherwise requires.
- 1.4 Words indicating the masculine import the feminine and vice versa unless the context otherwise requires.
- 1.5 In the event of any conflict between these By-Laws and the *Act* and/or Regulations, the provisions of the *Act* and/or Regulations prevail.
- 1.6 In the event of any conflict between these By-Laws and Council Policies, the provisions of these By-Laws prevail.

2. DEFINITIONS

- 2.1 In these By-Laws,
 - (a) "Councillor" means a member elected to Council by the membership of the College;
 - (b) "Motion" means a proposal for action by the Council or a committee, which can be introduced orally;
 - (c) "Officer" or "Officers" means any one or more persons, respectively, who have been elected as officers of the College;
 - (d) "Resolution" means a proposal, which requires a second, and is always presented in writing. Resolutions generally reflect the opinion of Council.
- 2.2 Other terms defined in the *Act* or the Regulations are applicable to these By-Laws.

3. CORPORATE SEAL

- 3.1 The seal of the College shall be prescribed by the Council and shall have the words "College of Dental Hygienists of Nova Scotia" endorsed thereon.
- 3.2 The seal of the College shall be kept in the custody of the Registrar.

- 3.3 The seal of the College may, when required, be affixed to the contracts, documents, or instruments signed by any officer or officers or person or persons appointed by resolution of Council to execute contracts, documents, or instruments on behalf of the College.

4. FISCAL YEAR

- 4.1 The fiscal year of the College shall be from November 1 in each year to October 31 in the following year. This date may be changed by Council from time to time.

5. MANAGE REVENUE AND PAY ACCOUNTS

- 5.1 The College shall collect and receive all fees paid by the members, deposit, and invest revenues of the College in accordance with the policies approved by the Council.
- 5.2 The College is entitled to make use of all revenues to carry out the affairs and activities of the College.

6. EXECUTION OF DOCUMENTS

- 6.1 Documents, including legally binding document such as contracts and leases, to be executed on behalf of the College shall be signed by any 2 of the 4 following individuals:
- Chair;
 - Vice-Chair;
 - Registrar;
 - Deputy Registrar;
 - a Council member other than the Chair or Vice-Chair.

7. POWERS OF COUNCIL

- 7.1 Council is empowered to:
- (a) Establish and revise policies governing the activities of the College;
 - (b) Delegate such powers as may be delegated under the *Act*, the Regulations and these Bylaws to the Registrar, employees of the College, or to any Committee of the College, and may at any time revoke such delegation;
 - (c) Delegate authority and responsibility for implementation of College policies to the Registrar, employees of the College, or to any Committee of the College;
 - (d) Ensure that College policies are implemented through the monitoring of compliance with policies in accordance with the CDHNS Council Policy Manual;

- (e) Employ or authorize the Registrar to employ for or on behalf of the College any agents or employees as it thinks fit in connection with the control, management and administration of the College or for any other purposes of carrying out the objects of the College, and to authorize those persons to exercise powers or duties of the College;
- (f) Appoint an external auditor for the following year;
- (g) Subject to section 7(3) of the *Act*, make and revise Bylaws; and
- (h) Do such acts as are necessary to carry out its duties under the *Act*, Regulations or these Bylaws.

8. NOMINATIONS COMMITTEE

- 8.1 The Nominations Committee consists of a minimum of two members of Council.
- 8.2 The members of the Nominations Committee shall be appointed by the Council for a two-year term with eligibility for reappointment for a second term.
- 8.3 The Chair of the Nominations Committee will be appointed by Council.
- 8.4 At least 90 days prior to the election date, the Nominations Committee shall call for candidate nominations for any Councillor vacancies to be filled at the next election, and shall set the date by which nominations must be submitted.
- 8.5 Candidates may be nominated through nomination by two members in good standing.
- 8.6 At least 60 days prior to the AGM, where possible, the Nominations Committee shall ensure that a slate of qualified nominees is put forward to fill all vacancies.

9. ELECTION OF COUNCIL

- 9.1 The Council shall fix, by resolution, an election date for the election of Councillors, and shall also set the deadline by which eligible ballots for the election must be received.

10. ELECTION PROCESS

- 10.1 Council shall appoint a Chief Elections Officer to oversee the elections process. The Chief Elections Officer shall not be a member of the Nominations Committee or Council.
- 10.2 Where the number of nominees does not exceed the number of vacancies on Council, the Chief Elections Officer shall declare the nominees elected by acclamation. The Chief Elections Officer of the Nominations Committee shall notify the member(s) of their acclamation to Council.
- 10.3 Where the number of nominees exceeds the number of vacancies on Council, the Nominations Committee shall prepare and send to each member entitled to vote an election ballot not less than thirty (30) days prior to the election.

- 10.4 The Chief Elections Officer shall appoint two scrutineers to assist in the counting of the ballots.
- 10.5 The Chief Elections Officer and scrutineers must maintain the confidentiality of information on the ballots.
- 10.6 At the date and time established for the counting of the ballots, the Chief Elections Officer and the scrutineers shall:
 - (a) examine the ballots;
 - (b) declare invalid all ballots that have not been completed in accordance with the instructions on the ballot; and
 - (c) make a record of the entire number of votes cast for each candidate and position.
- 10.7 Voting shall take place secretly, either by ballot paper or electronically, as determined by Council.
- 10.8 Each member shall be entitled to vote.
- 10.9 The member having the highest number of votes for each position shall be elected, and in the case of a tie, an election shall be held by secret ballot at the Annual General Meeting, with the names of only the individuals who received tie votes being placed on the ballot for purposes of breaking the tie.
- 10.10 After the counting of the ballots, the results of the election shall remain confidential until announced at the Annual General Meeting, unless there is a tie vote for any position, in which case the Chief Elections Officer shall advise the candidates for such position and the membership as a whole of the existence of the tie, and of the procedure for breaking the tie set out in Article 10.9. Such notice shall be provided at the earliest opportunity following the determination that a tie exists.
- 10.11 Any member seeking to challenge the result of an election must do so within 2 business days following the Annual General Meeting by notifying the Chief Elections Officer. In such event, the Chief Elections Officer shall in the presence of the scrutineers and the candidates for the contested position recount the ballots, and the Chief Elections Officer shall make the final decision respecting the successful candidate.
- 10.12 In the event of any irregularity with respect to any ballot or election, either at the timing of the initial counting of ballots, or in the event of a challenge under Article 10.11, the Chief Elections Officer will be the sole arbitrator thereof, and their decision is final.
- 10.13 The Chief Elections Officer shall destroy the ballots on the third business day following the election, unless a request to challenge the results of the election has been made in accordance with Article 10.11, in which case, the ballots will be destroyed following the recount and the pronouncement of the successful candidate.

11. TERM OF OFFICE

- 11.1 The term of office for a Councillor is two years, commencing on July 1 immediately following his or her election, and ending on June 30 two years thereafter. Councillors shall be eligible re-election when his or her term expires.
- 11.2 Councillors who have served three consecutive terms must stand down for one term before being eligible to offer for election to the Council again.

12. CHAIR OF COUNCIL

- 12.1 The Chair shall:
- (a) unless otherwise delegated, preside at all meetings of the Council, the Annual General Meeting, and any Special Meetings of the College;
 - (b) perform all acts related to the office.
- 12.2 The Chair shall not vote at any meeting of the Council, except in the case of a tie, where the Chair shall cast the deciding vote. For clarity, the Chair is eligible to cast a vote in any Council election or Executive Committee election.

13. REGISTRAR

- 13.1 The Council is the only entity that can employ, terminate, discipline, establish or change the conditions of employment of the Registrar.
- 13.2 The Registrar shall perform such duties as set out in the *Act*, Regulations and these By-Laws, and such other duties as determined by Council. Notwithstanding the foregoing, the Registrar has no authority to make, amend, or repeal By-Laws or Council policies.
- 13.3 The Registrar shall report to and be accountable to the Council.
- 13.4 The Registrar shall abide by the terms of the Registrar's employment contract with the College.
- 13.5 The Registrar shall reasonably interpret the *Act*, Regulations, By-Laws, and College Policies when exercising authority and making decisions. Where the Registrar has any doubt about the interpretation, the Registrar shall consult the Council and/or legal counsel for clarification.
- 13.6 The Registrar shall act as the official spokesperson for the College, unless this function is otherwise delegated.
- 13.7 The Registrar shall serve in an ex officio capacity on Council, subject to recusal for in-camera meetings as determined by the Council.
- 13.8 The Registrar shall carry no vote.

14. ANNUAL GENERAL MEETINGS

- 14.1 An annual general meeting shall be held at a time and place determined by the Council.
- 14.2 The Registrar shall ensure that notice of Annual General Meetings is sent to each member by post or electronically at least 60 days prior to the date of the meeting.
- 14.3 The Agenda shall include the following:
- (a) approval of the minutes of the previous Annual General Meeting;
 - (b) annual report, which shall include the College's audited financial statements;
 - (c) business arising from the previous annual general meeting;
 - (d) elections;
 - (e) any matters to be voted upon pursuant to Article 22; and
 - (f) any other matters as determined by the Council.
- 14.4 A quorum at an Annual General Meeting shall be 10% of the practising members. If within 30 minutes from the time appointed for the meeting a quorum of members is not present, the meeting shall be dissolved and rescheduled.

15. MATTERS FOR VOTING AT AN ANNUAL GENERAL MEETING

- 15.1 The following matters shall be voted upon at an Annual General Meeting:
- (a) motions arising out of the business of the Annual General Meeting; and
 - (b) resolutions proposed pursuant to Article 16, and related motions arising out of such resolutions.

16. RESOLUTIONS AND MOTIONS

- 16.1 A resolution shall only be considered by Council where the resolution is:
- (a) consistent with the objects of the *Act* and within the jurisdiction of the College;
 - (b) submitted by a member, and seconded by another member, at least 90 days prior to an Annual General Meeting; and
 - (c) passed at an Annual General Meeting by a majority vote of those eligible to vote.
- 16.2 Where a motion has been passed pursuant to Article 15.1(a), or a resolution has been passed in accordance with Article 16.1, Council shall consider the content of the motion or resolution, but such motion or resolution is not binding on Council.

17. SPECIAL GENERAL MEETINGS

- 17.1 Special General Meetings of the College may be called to deal with unusual or extraordinary circumstances of an immediate nature. These meetings may be called at the request of at least 10% of the members, pursuant section 7(10) of the Act.
- 17.2 Once the College receives a request pursuant to Article 17.1, the Council shall hold a Special General Meeting within 15 working days.
- 17.3 The Registrar shall ensure that notice of special meetings is sent to each member by post or electronically at least 5 business days prior to the date of the meeting.
- 17.4 Business other than that stated on the agenda shall not come before the meeting.
- 17.5 A quorum at a Special Meeting shall be 25% of the practising members. If within 30 minutes from the time appointed for the meeting a quorum of members is not present, the meeting shall be dissolved and rescheduled.

18. COUNCIL MEETINGS

- 18.1 The Council shall meet regularly throughout the year, and not less than two times per year.
- 18.2 The Registrar shall ensure notice of Council meetings is given to Council members at least 14 days in advance of the meeting, stating the place and time.
- 18.3 The minutes of the Council meetings shall be sent to all members of the Council prior to the next meeting.
- 18.4 A quorum at a Council meeting shall be a majority of the members of Council, regardless of whether the members of Council are lay representatives. If within 30 minutes from the time appointed for the meeting a quorum of members is not present, the meeting shall be dissolved and rescheduled.

19. MINUTES OF COUNCIL MEETINGS

- 19.1 Minutes will capture the nature of discussions at Council meetings and will include any "action items", if any, with names or positions attached to show responsibility for the follow-up required.
- 19.2 Except for the names of the mover and seconder of motions and the name of the person introducing the matter to the Council, minutes will not attribute comments to individual members of Council unless it is necessary to do so in order that a reader can clearly understand the nature of the discussion.
- 19.3 Minutes will reflect the results of votes, but names will not be attributable to votes unless a member of Council requests that his/her individual vote be recorded or the Council approves a recorded vote on a resolution.

20. VOTING AT MEETINGS

- 20.1 Subject to article 30.1 of these By-Laws, all matters at a meeting of the College, including annual general meetings, special general meetings, council meetings, and committee meetings are decided by a majority of the votes of the members present at the meeting.
- 20.2 Votes at meetings of the College, including annual general meetings, special general meetings, council meetings, and committee meetings shall be given in person and not by proxy. A member of Council participating in a Council meeting by teleconference or other electronic means is deemed to be participating in person, and is eligible to vote at such meeting.
- 20.3 The Chair or other person chairing the meeting shall only vote if the vote on a question is evenly divided.
- 20.4 Members shall vote by either a show of hands or by other means approved by Council unless a majority decides that a vote should be taken by secret ballot.

21. NOTICES

- 21.1 Any notice required under these By-Laws shall indicate the time and place of the meeting, a draft agenda for the meeting, and any additional materials as determined by Council.
- 21.2 Any notice mailed to the last known address (physical or electronic) of a member is deemed to be notice to that member of a meeting.
- 21.3 Omission of notice of a meeting to any person entitled to receive notice does not invalidate proceedings at that meeting.

22. RULES OF PROCEDURE

- 22.1 Meetings of the members shall be held in accordance with the Standard Code of Parliamentary Procedure (Alice Sturgis), unless otherwise modified by motion.

23. CREDENTIALS COMMITTEE

- 23.1 The Credentials Committee consists of at least the following:
 - (a) 3 members in good standing, each with a minimum of 3 years of experience as a practising dental hygienist;
 - (b) 1 lay representative.
- 23.2 Members of the Credentials Committee shall be appointed by Council.
- 23.3 The members of the Credentials Committee shall appoint a Chair, Vice-Chair, and Secretary amongst their number on an annual basis.
- 23.4 The Registrar shall be an *ex-officio* member of the Credentials Committee.

24. INVESTIGATION COMMITTEE

24.1 The Investigation Committee shall consist of at least the following:

- (a) 4 practising members in good standing, each with a minimum of 5 years of experience as a practising dental hygienist;
- (b) 2 lay representatives.

24.2 Investigation Committee terms are three years. Members and lay representatives may serve for two consecutive terms.

25. HEARING COMMITTEE

25.1 The Hearing Committee shall consist of at least the following:

- (a) 4 practising members in good standing, each with a minimum of 5 years of experience as a practising dental hygienist;
- (b) 2 lay representatives.

25.2 Hearing Committee terms are three, four, or five years, as determined by Council. Members and lay representatives may serve for two consecutive terms.

26. OTHER COMMITTEES

26.1 In addition to Committees established under the *Act*, Regulations, and By-Laws, Council may appoint other committees to perform such duties as determined by Council.

26.2 Council may delegate its authority to appoint other committees to the Registrar.

26.3 Unless otherwise prescribed by these By-Laws, committee appointments are for a term of two years, and may be renewed for such additional terms as determined by Council.

27. PROCEEDINGS BEFORE COMMITTEES

27.1 With the exception of Registrar Committees, Council shall appoint a Chair of each Committee upon recommendation of each Committee, unless otherwise prescribed by the *Act* or these by-laws.

27.2 The members of a committee may waive notice of any meeting or proceeding of the committee.

27.3 A proceeding of a committee is not invalidated because a member of the committee fails to receive notice of the proceeding or the meeting at which the proceeding takes place.

27.4 Any committee may conduct meetings by mail, electronic or such other means as determined by the Committee Chair.

- 27.5 Each Committee Chair shall prepare and submit an annual report of its activities to the Council, which will be published in the Annual Report.
- 27.6 A committee member may be removed by a majority vote of the Council.
- 27.7 Expenditures by any committee shall be limited to those funds approved in the annual budget of the College, unless further approval of the Council has been obtained.
- 27.8 Committee meetings shall normally take place in person but may, at the discretion of the Committee, be conducted via teleconference or other electronic means. Members participating in a meeting by teleconference or other electronic means are included in the calculation of a quorum.

28. REMUNERATION AND EXPENSES

- 28.1 Members of the Council and committees do not receive remuneration for their services but are entitled to reimbursement for reasonable expenses actually incurred on Council or committee business and which are approved by Council.
- 28.2 Members of the Council and committees may be entitled to honoraria or per diem, as set out by Council policy from time to time.

29. FORMS

- 29.1 Any forms required pursuant to the *Act*, Regulations or the By-Laws shall be approved by the Registrar.

30. RECORDS

- 30.1 The Registrar is responsible for maintaining the Register.
- 30.2 In addition to the information outlined in section 15 of the Act, the Register shall contain all of the following information for each member:
 - (a) date of birth;
 - (b) name and location of program completed by the member;
 - (c) year of graduation from the dental hygiene program;
 - (d) date of entry in the Register;
 - (e) employment information;
 - (f) practice hours;
 - (g) licenses in other jurisdictions;
 - (h) professional development;
 - (i) other qualifications and authorizations; and
 - (j) registration number.
- 30.3 The Council may establish policies governing the use of membership information and records of the College.

- 30.4 The Council may establish policies respecting the records and accounts to be kept by a member with respect to a member's practice, and providing for the production, inspection, and examination of such records and accounts.

31. PROCESS FOR AMENDING BY-LAWS

- 31.1 Subject to Article 30.2, the College may enact, repeal, or amend any of its By-Laws by a resolution passed by a 2/3 vote of the members of Council present at any meeting of the Council provided notice of the proposed enactments, repeals, or amendments has been circulated to all members of Council with notice of the meeting, at least 14 days in advance of the meeting.
- 31.2 The 14-day notice requirement may be waived if the vote to waive is unanimous. If the 14-day notice requirement is waived, the motion to enact, repeal, or amend a By-Law must be passed by a majority of the full complement of Council.
- 31.3 The Council may consult with the membership of the College with respect to the proposed amendments, in such manner Council deems appropriate.
- 31.4 Notwithstanding any provision of these By-Laws, the Council shall not delegate the authority to enact, repeal, or amend By-Laws to any person or entity apart from the Council.

32. PROFESSIONAL CORPORATION FEES

- 32.1 A professional corporation, established in accordance with the *Act*, shall pay a permit application and annual renewal fee as set by Council from time to time.

33. CODE OF ETHICS AND STANDARDS OF PRACTICE

- 33.1 The Code of Ethics and Standards of Practice shall be those documents as approved by resolution of Council, and may be modified from time to time by resolution of Council.

Passed by Council on September 29, 2018.