

The College of Dental Surgeons Of Saskatchewan

ADMINISTRATIVE BYLAWS

(passed September 17, 2016)

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PART A: DEFINITIONS

1. **Act** - means the Dental Discipline's Act.
2. **Bylaws** - means, collectively, the Regulatory Bylaws and the Administrative Bylaws of the College of Dental Surgeons.
3. **CDSS** - means the College of Dental Surgeons.
4. **College** means the College of Dental Surgeons.
5. **Council** - means the Board of Directors of the College of Dental Surgeons.
6. **Director** - means a member of the Board of Directors of the College of Dental Surgeons, elected or appointed in accordance with the Act.
7. **Policy** - means policy developed by the College of Dental Surgeons.
8. **Register** - means the list of persons registered with the College of Dental Surgeons that is maintained in accordance with the Dental Discipline's Act.

PART B – CDSS GOVERNANCE

1. COUNCIL OF THE COLLEGE

The governance and oversight of the College shall be transacted by a Council of the College.

1.1. Composition of Council

- A. The Council shall consist of:
 - i. Up to eight members elected by the members of the College; and
 - ii. Three public representatives appointed pursuant to The Act.
- B. Voting members of the Council are the elected members and the duly appointed public members.

1.2. Member Terms

Elected Council members shall hold office for two years following their election. The President and Governance Committee will monitor member terms with a view to regular turnover to ensure renewal and diversity on Council.

1.3. Officers

- A. The Council shall elect, pursuant to Council policy, a Vice President for one year who shall subsequently become the President elect the next year, and will become the President the year following.

- B. The immediate past President shall serve as the Chair of Council meetings until such time as the next past President assumes the position.
- C. The Council Chairperson will not be entitled to vote at Council meetings.

1.4. Election of Members

- A. The Council shall establish policy for the election of members to Council.
- B. Any vacancy which occurs in the elected membership of Council may be filled as provided for in College policy.

2. DUTIES OF COUNCIL

The Council shall govern, manage and regulate the affairs and business of the College, in accordance with the Act and Bylaws, and without restricting the generality of the foregoing shall:

2.1 Establish policies regarding:

- A. The role of Council
- B. The governance and oversight of CDSS
- C. Member regulation including the certification, registration, conduct and discipline of Members.

2.2 Determine the role and the goals of Council:

- A. Establish revisions and amendments to the bylaws
- B. Make, adopt or approve Council policies for any purpose authorized under the Act and the Bylaws, with the approval of not less than a two-thirds (2/3) majority of the members of Council

2.3 Annual Audit

Arrange for an annual audit of the financial statements and make the audited statement available to Members and the public.

2.4 Appoint CEO

Appoint and oversee a Chief Executive Officer and Registrar to administer the affairs of the College pursuant to the direction of and any limitations prescribed by Council, DDA, the Bylaws, the College Strategic Plan and College policy.

2.5 Attend Annual and Special Meetings

It shall be the duty of Council members to attend the Annual General and any Special Meetings of the College.

2.6 The College may establish fees to be paid for:

- A. Registration, licensing, permits and services.
- B. Training or educational programs provided to members taking part in them.
- C. Any other purpose relating to the business of the College.

2.7 External Affiliations

It shall be within the authority of the Council to affiliate the College with the Canadian Dental Regulatory Authorities Federation, the Canadian Dental Association and other like bodies on payment of whatever fee, grant or subsidy is required.

2.8 External Representation

It shall be the right of Council to appoint a member or members of the College who will represent the College on any board or organization to which the College has representation.

2.9 Confidentiality

Every Member of Council, officer, member of a committee of Council, and employee of the College shall respect the confidentiality of matters:

- A. Brought before Council.
- B. Brought before a committee.
- C. Dealt with in the course of the employee's employment activities.
- D. Dealt with in the course of members' activities in connection with the College.

3. MEETINGS OF COUNCIL

3.1 Meeting Frequency

- A. The Council shall meet at least four times a year on such dates as are approved by Council, and as set out in an annual calendar.
- B. Additional meetings may be held as deemed necessary by the President in consultation with Council, or any 3 Members of Council with sufficient reason may request a meeting.
- C. While meetings in person are generally preferred, meetings may convene in person or via telephone or other communications facilities as agreed upon by Council.

3.2 Quorum - A quorum of Council shall be the majority of its members.

3.3 Meeting Rules

The rules contained in the most current edition of "Sturgis Standard Code of Parliamentary Procedure" shall govern the meeting of the College and of the Council, unless otherwise determined by Council.

3.4 Voting

- A. Each director shall have one vote. The votes of all directors shall always be of equal weight.
- B. All matters shall be decided by majority vote, unless otherwise provided for in the Act or the bylaws.

3.5 Meeting Attendance

Directors are expected to attend board meetings. If circumstances require an absence from a meeting, the director will inform the President and will remain responsible for Council meeting matters.

PART C: OFFICERS AND MANAGEMENT

1. OFFICERS AND MANAGEMENT

- 1.1 The elected officers of Council are the President, President Elect and Vice-President.
- 1.2 The employed officers of Council are the Chief Executive Officer and the Registrar.

2. OFFICERS

2.1 President

- A. The President shall represent the Council, enforce due observance of the Act and the College Bylaws, and ensure proper governance and administration of the affairs of the College.
- B. The President shall recommend to Council, in consultation with the Governance Committee, the appointment of such committee members and chairs as are deemed necessary.
- C. The President shall have a standing invitation to attend Council Committee meetings.
- D. The President shall perform such other duties as the Act and the College Bylaws require or as the Council may, by resolution, from time to time direct.

2.2 President Elect

The President-Elect shall support the President and Vice-President in performing his or her duties, and shall act in the absence of the President.

2.3 Vice-President

The Vice-President shall support the President and President Elect in performing their duties, and shall act in the absence of the President and President Elect.

4. MANAGEMENT

3.1 Chief Executive Officer

The Chief Executive Officer shall be appointed by and accountable to Council and shall be a person with demonstrated evidence of administrative skills and capacity.

The CEO will be responsible for the administration, operation and management of the College, and shall have the following responsibilities:

- A. Carry out the directions and policies established by Council pertaining to the management and administration of the affairs of CDSS.
- B. Act as Registrar unless Council approves the appointment of another person as Registrar.
- C. Manage the financial affairs of College by ensuring complete and accurate accounts are kept; and ensuring regular reporting to Council on strategy, risk, finances and operations.
- D. The Chief Executive Officer will also be responsible for employing and maintaining the College workforce.
- E. Administering the Council policies pursuant to the Act, the Bylaws, the CDSS Strategic Plan and his/her employment contract, including:
 - i. Providing oversight to all College activities and committees.
 - ii. Providing College liaison with partner organizations including: the U of S College of Dentistry; relevant government agencies; regional dental societies; health regions and other provincial and national professional organizations.
 - iii. Providing all records, books, electronic data and other material belonging to the Council or the College, in appropriate condition, to a successor.

3.2 REGISTRAR

The Registrar will be responsible for:

- A. Issuing licenses and permits.
- B. Maintaining the College Registers.
- C. Signing, with the President, all certificates of membership.
- D. Performing regulatory duties and other duties delegated by Council and those duties pursuant to these bylaws and applicable employment contracts.

- E. Providing all records, books, electronic data and other material in the registrar's possession and belonging to the Council or the College, in appropriate condition, to a successor.

PART D: COMMITTEES

1. COMMITTEE OF COUNCIL

- 1.1 The Council may appoint such standing committees or ad hoc committees as may be necessary to attend to the business and governance of the College.
- 1.2 Council shall approve terms of reference governing the duties and powers delegated to each committee pursuant to the Act and Bylaws, and the policies and procedures and referencing each committee's mandate.
- 1.3 The President will have a standing invitation to attend meetings of Council committees.

2. COMMITTEE APPOINTMENTS

- 2.1. The President, having consulted with the Governance Committee, and in accordance with the Bylaws and Council appointment policy shall recommend to Council the appointment of a chair and members to each of the following committees:

- A. Statutory Committees
 - a) Discipline Committee
 - b) Professional Conduct Committee
- B. Council Committees
 - a) Governance Committee
 - b) Quality Assurance Committee
 - c) Human Resources Committee
 - d) Audit Committee

- 2.2. A chair or a member of a committee appointed under this section holds office until the Council approves a replacement.

3. DUTIES AND ACCOUNTABILITY

Committee shall, in addition to the duties assigned by the Act and these bylaws, perform any duties assigned by Council.

Each committee shall report to Council at least twice a year or as often as Council may specify.

3.1 Quorum

At a meeting of any committee other than the Discipline Committee, a majority of member's present constitutes a quorum.

3.2 Majority Decision

Unless the Act or these bylaws state to the contrary, a committee may act by majority decision.

PART E - MEETINGS OF MEMBERS

1. ANNUAL GENERAL MEETING

- 1.1.** An Annual General Meeting of the College shall be held in each calendar year at a time and place decided upon by Council.
- 1.2. Notice of Meeting** - Notice, which may include electronic notice, of the annual meeting shall be sent to the eligible members of the College at least 30 days prior to the annual meeting, and an agenda of the business to be transacted shall be additionally sent to each member at least 7 days prior to the meeting.
- 1.3. Eligibility to Participate** - All Full Practicing members who are in good standing with the College are entitled to attend the annual meeting of the College with the right to move or second any motion, and to speak and vote on any motion.
- 1.4. Meeting Chair** - The President of the Council shall act as chair of the annual meeting. The President, with the approval of Council, may delegate the role of chair of the annual general meeting to another officer or director of the Council.
- 1.5. Meeting Business** - Council will prescribe the agenda for the meeting and it must include provisions for:
 - A. Approval of the agenda
 - B. Approval of the minutes of the previous annual general meeting
 - C. Report of the President
 - D. Report, if any, of legislated committees
 - E. Reporting on election of Council
 - F. Reporting on changes, if any, to Regulatory bylaws
 - G. Approval of audited financial statements
 - H. Any other business which the Council may so decide
- 1.6.** Resolutions and motions for non binding direction to council may be presented and voted on.
- 1.7. Voting** - Every question, motion, resolution shall, unless otherwise required by the Act or the bylaws, be determined by the majority of the votes cast on the question.

1.8. Methods of Voting - The vote may be taken by ballot or by a show of voting cards at the discretion of the President. No proxy voting will be permitted.

1.9. Tie Vote - In the event of a tie vote, either by a count of voting cards or ballot vote, the resolution is deemed not to have passed.

2. REPORTING

2.1. The Council shall report on its activities of the past year in the Annual Report which is to be presented to the Annual General Meeting.

2.2. The Annual Report will be provided to the Ministry of Health and will be published on the College website immediately following its presentation to the Annual General Meeting

3. SPECIAL MEETINGS OF MEMBERS

3.1. Calling of Special Meetings

- A. The Council may call special meetings of the College as required.
- B. The President shall call a special meeting:
 - a. On a requisition signed by three members of the Council, or
 - b. Where the secretary receives a petition signed by twenty-five percent of the voting members of the College.
- C. Notice of any special meeting shall be sent to all members fourteen days before the date set for the meeting.
- D. The special meeting shall be held not more than twenty-one days after receipt of the requisition or petition.

3.2. Business Conducted at a Special Meeting

The business to be conducted at any special meeting shall be specified in the notice of meeting mailed to the members.

The notice shall state the nature of the business to be considered at the Special General Meeting in sufficient detail to permit the member to form a reasoned judgment thereon and the text of any special resolution to be submitted to the meeting. The business to be transacted at a Special General Meeting of the association will be limited to that specified in the notice.

PART F - DENTAL SERVICES PLANS

1. DENTAL SERVICES PLANS

- 1.1.** The Council may on behalf of the members and professional corporations of the College enter into agreements to establish or participate in dental service plans for the purpose of providing dental services as provided by section 15(3)(a) of the Act. Any such agreements may include matters respecting the administration of the plan and the fees paid for dental services rendered under the plan.

- 1.2.** Where a member or professional corporation is prepared to or agrees to perform services on a patient pursuant to the terms of a dental services plan established or agreed to by the College as provided by section 12.1(1) of the Act, the member or professional corporation shall perform such services and charge fees in accordance with the terms of such dental plan.

Dates of Revision:

September 17,2016