



Bylaws

April 1, 2021

(With the exceptions of 10.1, 10.14, 10.15 and 10.21 to be effective July 1, 2021)

Table of Contents

- 1 Definitions 5
- 2 Head Office 5
- 3 Seal 5
- 4 Not For Profit Status 5
 - Expenditure of Funds*..... 5
- 5 Council of the Alberta Dental Association and College..... 6
 - Powers of Council* 6
- 6 Guide for Council Governance Framework..... 6
- 7 Council Membership 7
- 8 Meetings of Council 7
 - Format of Meeting* 7
 - Votes of Council*..... 7
- 9 Election of Regulated Member Directors..... 8
 - Elections*..... 8
 - Eligibility for Nomination* 8
 - Directors Terms of Office*..... 11
 - Removal of a Director*..... 11
- 10 Officers and Executive Committee 13
 - Election of Officers* 13
 - Absence of President*..... 14
 - Duties of the President*..... 14
 - Duties of the President-Elect*..... 14
 - Duties of the Executive Public Member*..... 14
 - Duties of the Past-President*..... 14
 - Duties of the Chief Executive Officer* 14
 - Removal of Officer and Executive Committee Member*..... 15
 - Vacancy of Officer of the President, President-Elect or Executive Public Member*..... 15

<i>Executive Committee</i>	15
11 General Meetings	16
12 Registration of Members	16
13 Practice Permits.....	17
<i>Interim Conditions or Suspension</i>	17
14 Professional Corporations.....	18
<i>Business and Powers</i>	18
<i>Record Professional Corporations</i>	18
<i>Expiry Date</i>	19
<i>Applications</i>	19
<i>Names of Professional Corporations</i>	21
15 Non-Regulated Members Register	21
16 Continuing Competence.....	22
17 Accreditation of Dental Facilities.....	22
18 Complaints Director	23
19 Hearing Tribunal.....	23
20 Complaint Review Committee	24
21 Reviews and Appeals.....	24
<i>Panel of Council</i>	24
<i>Application for a Stay under section 86 of the Health Professions Act</i>	25
<i>Timelines and Length of Submissions for Reviews and Appeals</i>	25
22 Code of Ethics and Standards of Practice	26
23 Fees.....	26
24 Remuneration and Expenses	27
25 Adoption or Amendment of Bylaws.....	28
26 Limited Liability Partnerships	28

27 Delegation 28

28 Governance and Human Resources Committee..... 28

29 Audit Committee..... 28

WHEREAS the Alberta Dental Association and College is duly incorporated under the *Health Professions Act*, of the Province of Alberta;

AND WHEREAS power is given to the Council of the Alberta Dental Association and College by the *Health Professions Act* to make Bylaws as may be necessary;

NOW THEREFORE the Council of the Alberta Dental Association and College enacts as follows:

1 DEFINITIONS

1.1 In these Bylaws;

- (a) "Council" means the Council of the Alberta Dental Association and College established pursuant to section 5 of the *Health Professions Act*;
- (b) "Director" means a member of the Council;
- (c) "District" means electoral districts;
- (d) "Qualified Elector" means a Regulated Member of the Alberta Dental Association and College registered on the Main Register who is not in arrears in respect to any fees payable to the Alberta Dental Association and College;
- (e) "Regulated Member" means a person who is registered as a member under section 33(1)(a) of the *Health Professions Act*;

1.2 A reference in these Bylaws to Council, an officer, person or a committee includes any delegate of the council, officer, person or committee.

2 HEAD OFFICE

The head office of the Alberta Dental Association and College is located in the City of Edmonton, in the Province of Alberta.

3 SEAL

The Seal of the Alberta Dental Association and College consists of the letterforms of "A" and "D" for the identifying words: "Alberta" and "Dental". The "A" and "D" are presented as the "patient" and the "dentist" to highlight patient care and trust. This identifying logo symbolizes stability, trust and leadership as well as the professionalism of its membership.

4 NOT FOR PROFIT STATUS

Expenditure of Funds

4.1 The Council shall apply and cause to be applied the funds of the Alberta Dental Association and College in any manner Council may decide in carrying out or promoting the objects of the Alberta Dental Association and College.

- 4.2 No part of the income of the Alberta Dental Association and College shall be payable to, or otherwise available for the personal benefit of any Director or Regulated Member, but the Alberta Dental Association and College may employ and remunerate Directors and Regulated Members in order to attain the objects of the Alberta Dental Association and College.
- 4.3 In the event of dissolution or winding up of the Alberta Dental Association and College, all its remaining assets after payment of its liabilities shall be used to promote dental health and education in the Province of Alberta or for such other charitable or educational purposes as Council shall deem appropriate.

5 COUNCIL OF THE ALBERTA DENTAL ASSOCIATION AND COLLEGE

Powers of Council

- 5.1 The governing body of the Alberta Dental Association and College is the Council. The Council is empowered to:
- (a) exercise all the powers and duties granted to the Council under the Health Professions Act;
 - (b) establish and revise policies which govern the activities of the Alberta Dental Association and College;
 - (c) delegate authority and responsibility for implementation of Alberta Dental Association and College policy to the Chief Executive Officer;
 - (d) ensure that Alberta Dental Association and College policies are implemented through the monitoring of compliance with policies; and
 - (e) appoint any committees, in addition to the committees referenced in these Bylaws, as Council may consider necessary or advisable and may, by resolution and without requirement of further Bylaws, designate such further committees and the powers and duties of any committee.

6 GUIDE FOR COUNCIL GOVERNANCE FRAMEWORK

Council has established a “Guide for Council Governance Framework” (the “Guide”) that addresses governance issues. The provisions of the Guide supplement the Bylaws. If there is a conflict between the Bylaws and the provisions in the Guide, then the Bylaws govern. In addition to the duties set forth in these Bylaws, the duties of the Council, President, President-Elect, Executive Public Member, Directors, Chief Executive Officer, Executive Committee, Audit Committee, and the Governance and Human Resources Committee, include the terms of reference in the Guide as approved by Council and as amended by Council from time to time.

7 COUNCIL MEMBERSHIP

7.1 Membership of Council is comprised of:

- (a) Seven Directors elected in accordance with section 9 of these Bylaws.
- (b) Seven Directors who will be public members appointed by the Lieutenant Governor in Council in accordance with the *Health Professions Act*.
- (c) The Past-President as an ex-officio non-voting member of Council.
- (d) Any ex-officio non-voting members appointed by Council.

8 MEETINGS OF COUNCIL

Format of Meeting

- 8.1 Subject to section 12 of the *Health Professions Act*, a quorum for meeting of Council exists when eight Directors are present.
- 8.2 Council may meet for the dispatch of business, adjourn and otherwise regulate their meeting and proceedings as required, subject always to the provisions of the *Health Professions Act*. In most circumstances Council will meet three times a year.
- 8.3 If the President or the President-Elect are not present within fifteen minutes after the time appointed for holding such meeting, the Directors present shall choose one of their numbers to act as Chair.
- 8.4 A Director or a member of a committee may participate in a meeting of Council or of a committee of Council by means of telephone or other communication technology that permit all persons participating in the meeting to hear each other.

Votes of Council

- 8.5 Decisions of Council shall be made as follows:
 - (a) At a Council meeting, by a vote of a majority of those Directors present and voting at a meeting.
 - (b) During a telephone conference, by a vote of a majority of those Directors participating and voting in the teleconference.
 - (c) At a vote held by mail, facsimile, or electronic means, by a vote of a majority of those Directors participating in the vote.
- 8.6 An ex-officio member of Council shall not vote.
- 8.7 All Directors, including the President, present at the Council meeting shall each be entitled to one vote.

- 8.8 Any four Directors may by a resolution in writing signed by them, require the President to convene a special meeting of Council. The requisition shall state the object of the meeting so required.
- 8.9 If the President does not cause a meeting to be held within fourteen days after receipt of the requisition, the Directors making the requisition may themselves convene a meeting, by providing not less than seven days' notice in writing sent to all Directors.
- 8.10 Unless otherwise provided for herein, meetings shall be conducted in accordance with the latest edition of *Roberts Rules of Order*.
- 8.11 Except when Council otherwise directs, Council meetings are open to Regulated Members of the Alberta Dental Association and College but closed to the public. Council may direct that a meeting, or portion of a meeting, be ordered to be closed.

9 ELECTION OF REGULATED MEMBER DIRECTORS

Elections

- 9.1 The election of Regulated Member Directors shall be held at such time and place as decided by Council in each year.
- 9.2 The Chief Executive Officer, not later than thirty days before the date set for the election of the Directors, shall forward to each Qualified Elector, at the contact information shown in the records of the Alberta Dental Association and College electronically or by other means as determined by the Chief Executive Officer:
- (a) a notice of the time and place fixed for the election of Regulated Member Directors; and
 - (b) a nomination paper.

Eligibility for Nomination

- 9.3 (a) Subject to section 9.3(e) all Regulated Members of the Alberta Dental Association and College on the Main Register who are in good standing and who have their ordinary residence in a District within the province of Alberta, are eligible for nomination by two Qualified Electors whose ordinary residence is in that District.
- (b) Each Qualified Elector may nominate only one Regulated Member, eligible for nomination by them, to each vacancy.
- (c) For the purpose of these Bylaws, ordinary residence is determined in accordance with the following rules:
- (i) a person can have only one place of ordinary residence;
 - (ii) a person's ordinary residence is the place where the person lives and sleeps and to which, when the person is absent from it, the person intends to return; and

- (iii) when a person leaves a District and has an ordinary residence in another District, the person's ordinary residence in the first District ceases.
- (d) For the purpose of these Bylaws, a Regulated Member shall be in good standing as determined in accordance with the following rules:
 - (i) no fees, costs, fines, assessments, levies, or any other sums are owing by the member to the College;
 - (ii) the member has a valid and current practice permit that is not currently suspended; and
 - (iii) the member is in compliance with all orders or directions made pursuant to the Health Professions Act.
- (e) A Regulated Member who:
 - (i) is currently subject to an undertaking, a condition imposed under section 65 or a direction under section 118 of the *Health Professions Act*;
 - (ii) has been referred to a hearing under Part 4 of the *Health Professions Act*; or
 - (iii) has been found guilty of unprofessional conduct within the preceding three (3) years.

is not eligible to be nominated for or elected as a Regulated Member Director.

- 9.4 In order to be valid, nomination papers must be received by the Chief Executive Officer no later than the date set out in the notice sent to the Qualified Electors. In order to be considered duly nominated, a Regulated Member must be nominated by at least two Qualified Electors and must have provided their written consent to the nomination. Where the number of Regulated Members nominated does not exceed the number of Regulated Members to be elected in a District, such candidate or candidates shall be declared elected by acclamation and the provisions of sections 9.5 to 9.8 of these Bylaws shall not apply to the candidate or candidates so elected.
- 9.5 The Chief Executive Officer, not later than ten days before the date fixed for the election, shall forward by email a link to a designated web site to every Qualified Elector on the Main Register (other than electors practicing in a District where the ballot is by acclamation) which will contain a statement of the number of vacancies to be filled in such Qualified Elector's District and a ballot containing the names of all persons duly nominated for the District.
- 9.6 Ballots shall be received through a secure web site hosted by an external provider designated by the Chief Executive Officer that ensures anonymity and which is both SSAE16 and CSAE 3416 certified and SSL secure.

- 9.7 Upon holding of the election, all ballots shall be checked against the list of Qualified Electors and electronically counted through a secure web site hosted by an external provider designated by the Chief Executive Officer before the hour fixed for the holding of the election.
- 9.8 The Chief Executive Officer shall ensure that the ballots are retained for a period of sixty days and at the expiration of such time, if no proceedings are in the meantime taken to set aside the elections, shall have the ballot data deleted.
- 9.9 An accidental oversight or omission in the giving of a notice required by this section does not render an election void.
- 9.10 In order to be eligible for nomination and election, a Regulated Member on the Main Register shall be in good standing and have their ordinary residence in that District.
- 9.11 (a) For the purposes of the election of Regulated Member Directors under these Bylaws, the province shall be divided into the following five Districts:
- (i) The Edmonton District comprising all that part of the province between the south border of Township 49, the north border of Township 55, west of Range 22, West of the 4th meridian and east of Range 1, West of the 5th Meridian.
 - (ii) The Calgary District comprising all that part of the province between the south border of Township 19, the north border of Township 27, and west of Range 24, West of the 4th Meridian.
 - (iii) The Southern District comprising all that part of the province lying south of the north border of Township 24 (7th baseline), excluding the Calgary District.
 - (iv) The Central District comprising all that part of the province between the north border on Township 24 (7th baseline) and the north border of Township 49, excluding the Edmonton district, the Calgary District, Jasper National Park and the City of Lloydminster.
 - (v) The Northern District comprising all that part of the province lying north of the Central District including Jasper National park and the City of Lloydminster but excluding the Edmonton District.
- (b) The number of Regulated Member Directors to be elected from each District is as follows:
- Southern District: 1
 - Calgary District: 2
 - Central District: 1
 - Edmonton District: 2
 - Northern District: 1

- (c) Qualified Electors are only entitled to vote for the election of a Director in the District in which the Qualified Electors have their ordinary residence.
- (d) If a Director moves to a different District during the Director's term, the Director shall be deemed to still be from the District in which the Director was elected.

Directors Terms of Office

9.12 Subject to this section 9.12 and section 9.13 of these Bylaws, there will generally be an election each year for any Regulated Member Director vacancy. Council shall determine annually the number of Regulated Member Directors to be elected and from which Districts the Directors are to be elected, based on the composition of the Executive Committee and on the expiry of the terms of the Directors, so as to comply with section 9.11(a) and (b) of these Bylaws.

9.13 Notwithstanding sections 9.1 to 9.12, in order to:

- (a) ensure that the number of Regulated Member Directors from each District, which includes the President, and President-Elect is as specified in section 9.11(b), and
- (b) maintain the total number of Regulated Members on Council at seven.

Council may in its discretion and at any time hold additional elections for Regulated Member Directors, cancel elections that would otherwise be held or reduce the number of Regulated Member Directors to be elected in any particular election.

9.14 The term of office of each Regulated Member Director elected shall be for three years commencing on July 1st of the year of their election, and expiring upon the 30th day of June in the third year following the year of their election.

9.15 A Director may at any time resign by letter directed to the Chief Executive Officer and in the event of resignation or in the event of any vacancy occasioned by death or otherwise, the remaining Directors or a majority of the remaining Directors may elect a Regulated Member of the Alberta Dental Association and College to fill the vacancy so long as the Regulated Member is eligible for election under section 9 of these Bylaws.

9.16 In the event of a tie between any candidates in an election, there shall be a further election with these Bylaws to apply with any necessary changes, as the circumstances require, except that there should be no new nominations and only those persons who tied shall run for the District.

Removal of a Director

9.17 All Directors accept their election or appointment to Council with the understanding that they must work within all governance policies, exclude their personal interests, and make collective decisions in the best interests of the Alberta Dental Association and College and must not take any action that would create any real or perceived situation where the Alberta Dental Association and College's impartiality or commitment to its mandate to protect and serve the public interest could be under question.

9.18 A Director who is a Registered Member:

- (a) May be removed from the Council if they:
 - (i) are found guilty of an offence under the Criminal Code of Canada;
 - (ii) are or have been engaged in any conduct or activity that is, in the opinion of Council, contrary to the duties of a Director or has engaged in any conduct contrary to the best interests of the Alberta Dental Association and College in any way; or
 - (iii) are referred to a hearing under Part 4 of the Health Professions Act.
- (b) If Council believes that circumstances exist for the removal of a Director, the Executive Committee shall convene to carefully and impartially investigate the alleged violation, and provide an opportunity for the Director under question to respond to the allegation. At the end of its investigation, the Executive Committee shall make a recommendation to Council.
- (c) If the Director under investigation is a member of the Executive Committee, the Governance and Human Resources committee shall convene a three-member ad-hoc committee to conduct the investigation in the place of the Executive Committee. The ad-hoc committee shall carefully and impartially investigate the alleged violation, and provide an opportunity for the Director under question to respond to the allegation. At the end of its investigation, the ad-hoc committee shall make a recommendation to Council.
- (d) The President or designate shall give the Council seven days written notice of the date on which the vote is to be held which will allow the Director facing the vote for removal the opportunity to make written submissions to Council before the vote is held.
- (e) A Director may be removed by Council by a Motion passed by the remaining Council members. The Director who is the subject of the removal motion shall not participate in the discussion or the vote and shall not be present during the vote.
- (f) A Director will cease to be on the Council if found guilty of unprofessional conduct under the Health Professions Act, once their rights of appeal have been exhausted.

9.19 A Director who is a Public Member:

- (a) If the President concludes that a Director has engaged in conduct or activity that is contrary to the duties of a Director or has engaged in conduct contrary to the best interests of the Alberta Dental Association and College, the President shall forward a letter to the Minister of Health outlining the concerns with a request for the removal of the Director.

10 OFFICERS AND EXECUTIVE COMMITTEE

10.1 The Officers of the Alberta Dental Association and College are:

- (a) President,
- (b) President-Elect,
- (c) Executive Public Member,
- (d) Past-President, and
- (e) Chief Executive Officer

10.2 The President, President-Elect and Chief Executive Officer must be Regulated Members.

10.3 The President, the President-Elect, and the Executive Public Member shall be elected by Council on an annual basis at such time and place as decided by Council in each year and shall hold office for one year with their term commencing July 1.

10.4 The Past-President will continue for a one-year term after completion of the term as President.

10.5 The Chief Executive Officer shall be appointed by Council.

10.6 The Officers of the ADA&C will also act as the Executive Committee.

Election of Officers

10.7 Subject to section 10.8, all elected Regulated Member Directors of Council who are in good standing are eligible for nomination and election as an Officer in the President and the President-Elect positions.

10.8 (a) For the purpose of these Bylaws, an elected Regulated Member Director shall be in good standing as determined in accordance with the following rules:

- (i) no fees, costs, fines, assessments, levies or any other sums are owing by the elected Director to the College: and
- (ii) the elected Director is in compliance with all orders or directions made pursuant to the *Health Professions Act*.

(b) An elected Director who has been referred to a hearing under Part 4 of the *Health Professions Act*

(c) is not eligible to be nominated for or elected as an Officer.

10.9 All Public Member Directors of Council are eligible for nomination and election as an Officer in the Executive Public Member position.

10.10 Subject to section 10.8 the President-Elect succeeds to the office of the President but only if their succession is confirmed through election by the Council. If the President-Elect is not elected by Council to succeed to the position of President, then the Council shall elect another member of Council to be President.

Absence of President

10.11 The President-Elect or the Past-President shall, upon the request of the President, perform the duties of the President during their absence, illness, or incapacity.

Duties of the President

10.12 The President provides overall leadership to the Alberta Dental Association and College. It shall be the duty of the President to preside at all meetings of the Alberta Dental Association and College and of Council. The President shall take all necessary steps to see that the officers and employees of Council perform their respective duties. In the case of a vacancy occurring among the Officers of the Alberta Dental Association and College, or among the appointees of Council, between Council meetings, the President shall have the power to fill such vacancy until the next meeting of the Council. Also, between Council meetings, the President may appoint temporary committees. The President shall have the power to call special meetings of Council when necessary or desirable. The President shall have general supervision of the affairs of the Alberta Dental Association and College, and shall perform such other duties as Council may from time to time direct. The President carries out the functions required by the *Health Professions Act*.

Duties of the President-Elect

10.13 The President-Elect serves as Chair of the Audit Committee and of the Publications Committee and performs such other duties as may be assigned by the President.

Duties of the Executive Public Member

10.14 The Executive Public Member performs such other duties as may be assigned by the President.

Duties of the Past-President

10.15 The Past-President serves as Chair of the Governance and Human Resources Committee and provides advice to the Council on governance issues and performs such other duties as may be assigned by the President.

Duties of the Chief Executive Officer

10.16 The Chief Executive Officer:

- (a) is responsible for the implementation of policy established by Council;
- (b) oversees the administration of the Alberta Dental Association and College;

- (c) reports to and takes direction from the Council; and
- (d) carries out the duties and responsibilities and functions of the Registrar and of the Hearings Director under the *Health Professions Act*, unless otherwise delegated in accordance with these Bylaws.

Removal of Officer and Executive Committee Member

10.17 Where an Officer is referred to a hearing under Part 4 of the *Health Professions Act*, the Officer will be removed as an Officer, from the Executive Committee and from any other committees, but will, subject to Bylaw 9.18, remain as a Director for the remainder of their term of office.

Vacancy of Officer of the President, President-Elect or Executive Public Member

10.18 Where the office of the President becomes vacant due to the resignation, death or removal of the President, then the President-Elect shall assume the office of the President for the remaining term of the vacated office. Bylaw 10.8 will continue to apply to the President-Elect for the succession process following the term of the vacated office.

10.19 Where the office of the President-Elect becomes vacant due to the resignation, death or removal of the President-Elect, then the Council may elect a Regulated Member Director to fill the vacant office or may leave the office vacant until the next election of Officers in accordance with Bylaw 10.8.

10.20 Where the office of the Executive Public Member becomes vacant due to the resignation, death or removal of the Executive Public Member, then the Council may elect a Public Member Director to fill the vacant office or may leave the office vacant until the next election of Officers in accordance with Bylaw 10.9.

Executive Committee

10.21 The Executive Committee of the Alberta Dental Association and College shall consist of:

- (a) the President, who shall serve as Chair;
- (b) the Past-President;
- (c) the President-Elect;
- (d) the Executive Public Member; and
- (e) the Chief Executive Officer.

10.22 The Chief Executive Officer shall be an ex-officio non-voting member of the Executive Committee.

10.23 The powers and duties of the Executive Committee are:

- (a) to manage the affairs of the Alberta Dental Association and College to the extent the same are delegated to it by Council;
- (b) to review the audited financial statements for Council;
- (c) to prepare the annual Alberta Dental Association and College budget for Council;
- (d) to monitor the governance of the Alberta Dental Association and College;
- (e) to identify issues of importance to the Alberta Dental Association and College and to bring forward issues for the consideration of Council; and
- (f) to appoint ad hoc committees where required to assist in carrying out Council policies.

10.24 The President may call meetings of the Executive Committee at any time deemed necessary or advisable.

11 GENERAL MEETINGS

11.1 Council may call a General Meeting of Regulated Members of the Alberta Dental Association and College at any time Council considers advisable. Council may fix the time and place thereof, and designate the notice to be given to the Regulated Members.

11.2 Only Directors of Council and Regulated members may participate in and vote at the General Meeting of Regulated Members meetings of the Alberta Dental Association and College.

11.3 A quorum at all General Meeting of Regulated Members meetings of the Alberta Dental Association and College shall consist of fifteen Regulated Members personally present. If there is not quorum within thirty minutes of the time specified in the notice, the meeting shall not proceed and Council shall be authorized to proceed with the business which was to have been done at such meeting and need not call a further meeting of the Alberta Dental Association and College during that calendar year.

11.4 If a Regulated Member wishes to raise an issue at a General Meeting of Regulated Members meeting of the Alberta Dental Association and College the Regulated Member may bring the matter forward for discussion purposes only. However, the discussion at the meeting does not affect the ability of the Council, the Executive Committee or the officers of the Alberta Dental Association and College from making decisions they see fit.

12 REGISTRATION OF MEMBERS

12.1 (a) The Chief Executive Officer shall consider a complete application for registration as a Regulated Member.

- (b) The Chief Executive Officer may, in their sole discretion, decide to refer any application for registration to the Registration Committee for their determination.

- 12.2 (a) Council shall appoint no fewer than three Regulated Members to the Registration Committee for a term to be determined by Council.
- (b) Council shall designate a member of the Registration Committee to act as the Chair.
- (c) The Registration Committee shall determine any issue with respect to registration or practice permits referred to the committee by the Chief Executive Officer.
- (d) The Chief Executive Officer shall attend meetings of the Registration Committee.
- (e) A quorum of the Registration Committee is three members of the Committee.
- (f) Subject to the *Health Professions Act*, the Registration Committee may determine its own rules of procedure.
- (g) A decision of the Registration Committee shall be by a vote of a majority of the members present at a meeting.
- 12.3 Every Regulated Member shall maintain a business address in Alberta and shall advise the Chief Executive Officer in writing of that address and of any change in that address forthwith after the change occurs.

13 PRACTICE PERMITS

- 13.1 The Chief Executive Officer shall consider complete applications for a practice permit.
- 13.2 The Chief Executive Officer may, in their sole discretion, refer any application for a practice permit to the Registration Committee for their determination.
- 13.3 Regulated members must submit a complete annual form for the renewal of a practice permit along with the required annual renewal fee by December 31 of each year for a practice permit which will become effective January 1.
- 13.4 A Regulated Member whose practice permit is cancelled under the *Health Professions Act*, except under Part 4, may apply to the Chief Executive Officer for the practice permit to be re-issued.
- 13.5 If the Chief Executive Officer determines that a Regulated Member does not comply with conditions imposed on the practice permit, then the Chief Executive Officer may refer the matter to the Registration Committee in accordance with the *Health Professions Act*.

Interim Conditions or Suspension

- 13.6 For the purposes of section 65 of the *Health Professions Act*, the President is designated by Council as the person to consider a recommendation of the Complaints Director or Hearing Tribunal and to make a decision with respect to such recommendation.

- 13.7 The President may, from time to time, delegate the authority to consider a recommendation of the Complaints Director or Hearing Tribunal and make a decision with respect to such recommendation pursuant to section 65 of the *Health Professions Act*.

14 PROFESSIONAL CORPORATIONS

Business and Powers

- 14.1 The business that may be carried on and the powers that may be exercised by a Professional Corporation shall include:
- (a) to engage in every phase and aspect of rendering the same dental services to the public that a dentist, being a member of the Alberta Dental Association and College, is authorized to render;
 - (b) to purchase or otherwise acquire to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, deal in and with, real and personal property necessary for the rendering of dental services;
 - (c) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute mortgages, transfers of corporate property or other instruments to secure the payment or corporate indebtedness as required; and
 - (d) to enter into partnership, consolidate or merge with or purchase the assets of another corporation or individual rendering the same professional services.

Record Professional Corporations

- 14.2 (a) The Chief Executive Officer shall keep and maintain a record of professional corporations containing the following information with respect to each professional corporation:
- (i) the name and registered office of each professional corporation, copies of the Certificate and Articles of Incorporation (together with all amendments) and the number on the record attributed to the professional corporation;
 - (ii) the date of issuance of the annual permit to the professional corporation;
 - (iii) the respective dates of the renewal of the annual permit of the professional corporation; and
 - (iv) such further particulars as may be directed by Council.
- (b) The Chief Executive Officer shall prepare such other records with respect to professional corporations as may be directed by Council.

Expiry Date

- 14.3 An annual permit issued to a professional corporation expires on December 31 of each year.
- 14.4 A Regulated Member or Members proposing to incorporate a professional corporation shall submit to the Chief Executive Officer an executed Articles of Incorporation containing the name approved by the Registrar of Corporations, and if the name is approved by the Registrar of Corporations, and if the Chief Executive Officer is satisfied that each of the voting subscribers to the Articles of Incorporation is a Regulated Member of the Alberta Dental Association and College, that the name contained in the Articles of Incorporation is one by which a professional corporation may be known and that the business that may be carried on and the powers that may be exercised include those contained in Section 14.1 of these Bylaws, the Chief Executive Officer shall endorse upon the original Articles of Incorporation, the following: Each of the voting subscribers to the within Articles of Incorporation is a Regulated Member of the Alberta Dental Association and College and within the Articles of Incorporation complies with the requirements of the *Health Professions Act*, respecting professional corporations and shall return the same to the Regulated Member or Members.

Applications

- 14.5 (a) An applicant for a professional corporation permit under Section 109 of the *Health Professions Act* shall furnish to the Chief Executive Officer:
- (i) an application in Form A;
 - (ii) a copy of the Corporation's Certificate of Incorporation;
 - (iii) a Certificate of Status if the issuance of the Certificate of Incorporation took place more than 30 days prior to the date of the application; and
 - (iv) payment of the fee determined by Council.
- (b) Every professional corporation shall, within fifteen days, inform the Chief Executive Officer of any change in the particulars set forth in the application furnished pursuant to section (a), including but not limited to any change in voting and non-voting shareholders, in the directors, or in the name of the professional corporation, by providing to the Chief Executive Officer a Statement of Particulars in Form B to these Bylaws within fifteen days of any such change.
- (c) Every professional corporation proposing to amend its Articles of Incorporation shall submit to the Chief Executive Officer executed Articles of Amendment (and Restatement) for approval prior to registration of the amendment.
- 14.6 When the Chief Executive Officer has issued an annual permit pursuant to the *Health Professions Act*, they shall furnish an annual permit (Form C) to these Bylaws.

- 14.7 (a) The Chief Executive Officer shall, on or before the fifteenth day of November in each year, send an invoice and a notice for the renewal to each professional corporation holding a subsisting annual permit.
- (d) Every professional corporation that wishes to have its annual permit renewed for the following calendar year shall furnish to the Chief Executive Officer on or before the last day of December in each year:
- (i) Confirmation that the professional corporation complies with section 109(1)(a) to (f) of the *Health Professions Act* and
 - (ii) payment of the renewal fee in the amount determined by Council.
- (e) The Chief Executive Officer shall issue a renewal of the annual permit to a professional corporation when the corporation has filed the material under subsection (b) and has paid the renewal fee, and if the Chief Executive Officer is satisfied as to the matters described in section 109(1) of the *Health Professions Act*.
- (f) The Chief Executive Officer shall promptly enter on the record kept pursuant to section (1) a memorandum with respect to the name of each professional corporation whose annual permit has expired and shall thereupon notify each such professional corporation whose annual permit has expired and shall thereupon notify each such professional corporation and each Regulated Member of the fact that the annual permit of each such professional corporation has expired.
- (g) Retroactive permit fees will be charged by the Alberta Dental Association and College for any professional corporations that fail to renew their annual permits in previous years.
- (h) Where a professional corporation has been struck off the register and has been revived, the Chief Executive Officer may endorse and approve articles of revival and may authorize the practice permit that existed immediately prior to the professional corporation being struck off the register to continue for the revived professional corporation, so long as the practice permit has not otherwise expired.
- (i) Where two professional corporations have amalgamated, the practice permit of one of the amalgamating professional corporations may be allowed, in the discretion of the Chief Executive Officer, to continue as the practice permit of the new amalgamated professional corporation in which case, the practice permit of the other amalgamating professional corporation will be cancelled.

Names of Professional Corporations

- 14.8 (a) The name of a professional corporation shall contain only surnames and any combination of the given names or initials, of one or more Regulated Members of the Alberta Dental Association and College, who are or were voting shareholders of the corporation, or whose names appeared in the name of any practice acquired by the corporation, followed by the words "Professional Corporation". Notwithstanding the foregoing, the word "Dental", or any other form of professional description approved by the Chief Executive Officer from time to time, may in the name of a professional corporation be inserted between the words "Professional" and "Corporation".
- (b) Except as provided in section 14.8(c), a professional corporation shall carry on the practice of dentistry under its corporate name.
- (c) A professional corporation may carry on the practice of a dentist under a firm or group name which name does not contain its full corporate name, provided that name is approved by the Chief Executive Officer and the full corporate name of each professional corporation that is carrying on the practice of a dentist under that firm or group name is shown on the letterhead of the firm or group.
- 14.9 (a) Every professional corporation shall be liable for payment of the annual fee specified by Council, in respect of each Regulated member of the Alberta Dental Association and College who is a voting shareholder in the corporation.
- (b) Except as provided in section 14.9(c), a Regulated member who is a voting shareholder in a professional corporation shall not be required to pay the practice permit fee provided by Council.
- (c) In the event that any professional corporation shall fail to pay within the time prescribed any required fees, then in such event every Regulated Member who is a voting shareholder in such professional corporation and in respect of whom the corporation is primarily liable to make any such payment, shall be liable for payment of the same as if section 14.9(b) has not been enacted.
- (d) Payment of the fee for the annual permit is not required from any Regulated Member who ceases to be a shareholder in a professional corporation and in respect of whom payment has already been made by the corporation, nor from any professional corporation in respect of any Regulated Member who becomes a voting shareholder in such corporation and by whom payment has already been made.

15 NON-REGULATED MEMBERS REGISTER

- 15.1 The Alberta Dental Association and College shall maintain a register for non-regulated members.

- 15.2 The following members shall be entered on the Non-Regulated Members Register:
- (a) Honourary members appointed by Council.
 - (b) Retired members who are no longer practicing dentistry.
 - (c) Any other individuals appointed by Council.
- 15.3 Individuals who are currently on the Honourary Register or who are retired members shall be deemed to be entered on the Non-Regulated Members Register.
- 15.4 An honorary member of the Alberta Dental Association and College may attend and participate in general meetings of the Alberta Dental Association and College but is not entitled to be notified of or to move or second a motion or to vote at a meeting of the Alberta Dental Association and College or to any other rights or privileges of members.
- 15.5 The Chief Executive Officer may enter and remove any information they consider appropriate in the Non-Regulated Members Register.

16 CONTINUING COMPETENCE

- 16.1 Council shall appoint no fewer than three Regulated Members to the Competence Committee for a term to be determined by Council.
- 16.2 Council shall designate a member of the Competence Committee to act as the Chair.
- 16.3 The Competence Committee shall carry out the powers and duties of a competence committee under the *Health Professions Act* but shall not carry out any powers or duties with respect to considering applications for registration.
- 16.4 A quorum of the Competence Committee is three members of the Committee.
- 16.5 Subject to the *Health Professions Act*, the Competence Committee may determine its own rules of procedure.
- 16.6 A decision of the Competence committee shall be by a vote of a majority of the members present at a meeting.

17 ACCREDITATION OF DENTAL FACILITIES

- 17.1 Council shall establish a Dental Facilities Accreditation Committee and shall appoint no fewer than three Regulated members to the Committee for a term to be determined by Council.
- 17.2 Council shall designate a member of the Dental Facilities Accreditation Committee to act as the Chair.

- 17.3 The Dental Facilities Accreditation Committee shall accredit dental facilities in accordance with the *Health Facilities Act* and Schedule 7 of the *Health Professions Act*.
- 17.4 A quorum of the Dental Facilities Accreditation Committee shall be three members of the committee.
- 17.5 Subject to the *Health Professions Act* and the *Health Facilities Act*, the Dental Facilities Accreditation Committee may determine its own rules of procedure.
- 17.6 A decision of the Dental Facilities Accreditation Committee shall be by vote of a majority of the members present at a meeting.

18 COMPLAINTS DIRECTOR

- 18.1 The Complaints Director should be appointed by Council.
- 18.2 The Complaints Director:
- (a) Carries out the duties and responsibilities assigned by the Chief Executive Officer.
 - (b) Reports to the Chief Executive Officer.
 - (c) Carries out any of the powers and duties of the Registrar under the *Health Professions Act* as may be delegated by the Chief Executive Officer in accordance with these Bylaws.
 - (d) Acts as the Complaints Director under the *Health Professions Act*.

19 HEARING TRIBUNAL

- 19.1 Council shall appoint no fewer than two Regulated Members to a Hearing Tribunal membership list to be used by the Hearings Director for selecting a Hearing Tribunals. The terms of each appointment shall be as determined by Council.
- 19.2 The membership of a Hearing Tribunal consists of an equal number of the Regulated Members and public members selected to a Hearing Tribunal by the Hearings Director.
- 19.3 The Hearings Director must designate a member of a Hearing Tribunal to act as the Chair of the Hearing Tribunal.
- 19.4 Subject to section 12 of the *Health Professions Act*, a quorum of a Hearing Tribunal is two Regulated Members and two public members.
- 19.5 Subject to the *Health Professions Act*, a Hearing Tribunal may determine its own rules of procedure.
- 19.6 A decision of the Hearing Tribunal shall be by a vote of a majority.

- 19.7 In the event that an investigated member is found by a Hearing Tribunal to have engaged in unprofessional conduct, then a summary of the Hearing Tribunal's decision shall be published in the newsletter of the Alberta Dental Association and College and on the Alberta Dental Association and College's websites. The summary shall include the name of the investigated member.

20 COMPLAINT REVIEW COMMITTEE

- 20.1 Council shall appoint no fewer than two Regulated Members to a Complaint Review Committee membership list to be used by the Hearings Director for selecting a Complaint Review Committee. The terms of the appointment shall be as determined by Council.
- 20.2 The membership of a Complaint Review Committee consists of an equal number of Regulated Members and public members selected to the Complaint Review Committee by the Hearings Director.
- 20.3 The Hearings Director must designate a member of the Complaint Review Committee to act as Chair of the Complaint Review Committee.
- 20.4 Subject to section 12 of the *Health Professions Act*, a quorum of a Complaint Review Committee is two Regulated Members and two public members
- 20.5 Subject to the *Health Professions Act*, a Complaint Review Committee may determine its own rules respecting the conduct of its reviews.
- 20.6 A decision of the Complaint Review Committee shall be by a vote of a majority.

21 REVIEWS AND APPEALS

Panel of Council

- 21.1 Reviews and appeals may be heard by a panel of Council (a "Panel"), in accordance with the provisions of the *Health Professions Act*, including sections 12 and 18.
- 21.2 The President will appoint Directors from Council to sit on a Panel to hear a review or appeal, as needed, from time to time. The President will appoint a chairperson for each Panel.
- 21.3 The Panel must be comprised of an equal number of Regulated Members and Public Members from the Council.
- 21.4 The President may, from time to time, delegate the authority to appoint individuals from Council to sit on a Panel to hear a review or appeal and to appoint a chairperson for such Panel.

Application for a Stay under section 86 of the *Health Professions Act*

- 21.5 For the purpose of section 86 of the *Health Professions Act*, the President is designated by Council as the person to consider a request for a stay and to make a decision on such request.
- 21.6 The President may, from time to time, delegate the authority to consider a request for a stay and to make a decision on such request pursuant to section 86 of the *Health Professions Act*.

Timelines and Length of Submissions for Reviews and Appeals

- 21.7 At least six weeks before the date on which the appeal or review is set to be heard, the party requesting the appeal or review (the “Appellant”) in an appeal or review must:
 - (a) file with the Hearings Director one complete electronic copy of the Appellant’s written submissions and authorities and serve a copy on the party responding to the appeal or review (the “Respondent”); or
 - (b) provide the Hearings Director with written notice that no written submissions will be provided.
- 21.8 At least four weeks before the date on which the appeal or review is set to be heard, the Respondent must:
 - (a) file with the Hearings Director one complete electronic copy of the Respondent’s written submissions and authorities and serve a copy on the Appellant; or
 - (b) provide the Hearings Director with written notice that no written submissions will be provided.
- 21.9 The written submissions of each party shall not exceed 45 pages in length. The font size shall be at least 12 point and the line spacing shall be at least 1.5, except for quotations. There is no limit on the pages in the authorities of the parties, but the parties shall ensure that only relevant portions of any case authorities are reproduced and relevant passages are highlighted.
- 21.10 A party may make a written request to the Hearings Director, with written notice to the other party, requesting a different date for the filing deadline of that party’s written submissions. The other party may respond to such written request within the timeline set by the Hearings Director. The written request and response from the other party shall be provided to the President, who shall have the authority to vary the timelines or to deny the request.

- 21.11 A party may make a written request to the Hearings Director, with written notice to the other party, requesting to provide written submissions in excess of 45 pages. The other party may respond to such written request within the timeline set by the Hearings Director. The written request and response from the other party shall be provided to the President, who shall have the authority to increase the length of the written submissions or to deny the request.
- 21.12 At the review or appeal, oral argument by each party, must not exceed 60 minutes. However, additional time may be provided to each party for answering questions from the Panel, in the Panel's discretion.
- 21.13 A party may make a written request to the Hearings Director, with written notice to the other party in advance of the date of the review or appeal, requesting that oral submissions be permitted to exceed the 60 minute time limit. The other party may respond to such written request within the timeline set by the Hearings Director. The written request and response from the other party shall be provided to the President, who shall have the authority to extend the time limit on oral submissions or to deny the request.
- 21.14 The President may, from time to time, delegate the authority to consider a request and make a decision with respect to reviews and appeal under these provisions of the Bylaws.

22 CODE OF ETHICS AND STANDARDS OF PRACTICE

Council may by resolution adopt or amend a Code of Ethics and standards of practice after completing any consultation required by the *Health Professions Act* and any other consultation deemed by Council to be advisable. In adopting or amending a Code of Ethics and Standards of Practice, Council shall follow the process in the Guide for Council Governance Framework as approved by Council and as amended from time to time.

23 FEES

- 23.1 Council may establish fees, costs, levies or assessment for the following:
- (a) application fees
 - (b) registration fees
 - (c) registration review fees
 - (d) professional corporation fees
 - (e) annual permits for professional corporations
 - (f) annual permit renewal fees for professional corporations
 - (g) practice permit fees
 - (h) practice permit review fees

- (i) late payment fees
 - (j) fees for reviews or appeals of any decisions under the *Health Professions Act*
 - (k) fees with respect to the accreditation of dental surgical facilities under Schedule 7 of the *Health Professions Act*
 - (l) life member fees for those individuals appointed by Council as life members. In order to be eligible to be appointed a life member, a Regulated member must have practiced dentistry for not less than forty years in Alberta.
- 23.2 Council may establish such other fees, costs, levies and assessments as it deems advisable for anything it considers necessary for services provided by the Alberta Dental Association and College or by another organization to a Regulated Member or to any other person, professional corporation or dental facility.
- 23.3 A member will be unable to re-register for an annual Practice Permit if there are any outstanding payments of fees, costs, levies or assessments.

24 REMUNERATION AND EXPENSES

- 24.1 Every Director in attendance at meetings of Council or at committees of the Alberta Dental Association and College, or who is otherwise engaged on business of the Alberta Dental Association and College, shall be paid a per diem allowance for time spent in attendance and for time spent traveling from and returning to their home. There shall be paid to each such Director the amount necessarily disbursed by them for expenses in connection with such attendance in accordance with expense policies determined by Council.
- 24.2 Every member of the Alberta Dental Association and College in attendance at meetings of Council or at committees of the Alberta Dental Association and College or at hearings of Tribunals at the request of the President, or who is otherwise engaged on business of the Alberta Dental Association and College, may be paid a per diem allowance for time spent in attendance and for time spent traveling from or returning to their home. There may be paid to each such member of the Alberta Dental Association and College the amount necessarily disbursed by them for expenses in connection with such attendance in accordance with expense policies determined by Council.
- 24.3 The per diem allowance referred to in these Bylaws shall be set annually by Council.
- 24.4 All claims for expenses incurred shall be submitted on an expense account form to be provided by Council and shall be signed by the person submitting the same. In normal circumstances claims for expenses should be submitted within 30 days of being incurred.

25 ADOPTION OR AMENDMENT OF BYLAWS

Council may by resolution of Council adopt new Bylaws or amend the Bylaws of the Alberta Dental Association and College.

26 LIMITED LIABILITY PARTNERSHIPS

No person may practice the profession of dentistry in a limited liability partnership under Part 2.1 of the *Partnership Act*.

27 DELEGATION

27.1 Subject to section 19 and 20 of the *Health Professions Act*:

- (a) Council may, by resolution, delegate any of its powers and duties under the *Health Professions Act* and these Bylaws to one or more persons or committees.
- (b) A person or committee to whom a power or duty is given under the *Health Professions Act* or these Bylaws may in writing delegate the power or duty to one or more persons or committees.

28 GOVERNANCE AND HUMAN RESOURCES COMMITTEE

28.1 Council establishes a standing Governance and Human Resources Committee.

28.2 The terms of reference for the committee are as set out in the Guide for Council Governance Framework as approved by Council and as amended by Council from time to time.

29 AUDIT COMMITTEE

29.1 Council establishes a standing Audit Committee.

29.2 The terms of reference for the committee are as set out in the Guide for Council Governance Framework as approved by Council and as amended by Council from time to time.

**FORM A:
APPLICATION FOR PROFESSIONAL CORPORATION ANNUAL PERMIT**

_____ Professional Corporation, with Registered Office at _____ in the _____ of _____, in the Province of Alberta, hereby applies for a permit under Section 109 of the *Health Professions Act*.

1. Annexed hereto are:

- (a) a copy of the Corporation's Certificate of Incorporation (together with amendments if any),
- (b) Certificate of Status (if the issuance of the Certificate of Incorporation took place more than 30 days prior to the application date);
- (c) Payment of the fee prescribed by Council.

2. The name of the Corporation is _____ Professional Corporation.

3. The business and powers of the Corporation stated in its Articles of Incorporation include those contained in Section 14(1) of the Bylaws of the Alberta Dental Association and College.

4. The Corporation is in good standing with the Registrar of Corporations under The Business Corporations Act.

5. All the persons who are voting shareholders of the Corporation, each of whom is a regulated member of the Alberta Dental Association and College are:

NAME	ADDRESS	NO. AND CLASS OF VOTING SHARES
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6. All the persons for whom any issued voting shares of the Company are held in trust, and the Trustee thereof, each of whom is a regulated member of the Alberta Dental Association and College are:

TRUSTEE	ADDRESS	BENEFICIAL OWNER	ADDRESS	NO. AND CLASS OF VOTING SHARES
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7. All the persons who are non-voting shareholders of the Corporation, each of whom is a regulated member of Alberta Dental Association and College, the spouse of a

regulated member, the common-law partner of a regulated member, a child of a regulated member, or a trust, all of the beneficiaries of which are minor children of a regulated member, are:

NAME (Indicate relationship to regulated member)	ADDRESS	NO. AND CLASS OF NON-VOTING SHARES
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8. All the persons who are directors of the Corporation, each of whom is a regulated member of the Alberta Dental Association and College are:

NAME	ADDRESS
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9. Each of the persons who will carry on the practice of a dentist on behalf of the Corporation, is a regulated member of the Alberta Dental Association and College.

10. The Corporation hereunder undertakes with the Alberta Dental Association and College that it will at all times while it is the holder of the subsisting annual permit will and faithfully keep and perform all of its obligations in the practice of dentistry and all of the rules and requirements of the Alberta Dental Association and College.

DATED AT _____, in the Province of Alberta, this
_____ day of _____, A.D. 20____.

Applicant

MEMBER'S CERTIFICATE

I, _____, a regulated member of the Alberta Dental Association and College and a director of the above named applicant, hereby certify to the Alberta Dental Association and College that the information and particulars contained in Paragraphs 2 to 9 inclusive of the within application are true and complete.

Director

ALBERTA DENTAL ASSOCIATION AND COLLEGE

FORM B:
PROFESSIONAL CORPORATION STATEMENT OF PARTICULARS

1. Name of Corporation _____ Professional Corporation.
2. The business and powers of the Corporation stated in its Articles as amended include those contained in Section 14(1) of the Bylaws of the Alberta Dental Association and College.
3. The Corporation is in good standing with the Registrar of Corporations under The Business Corporations Act.
4. All the person who are voting shareholders of the Corporation, each of whom is a regulated member of the Alberta Dental Association and College are:

NAME	ADDRESS	NO. AND CLASS OF VOTING SHARES
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5. All the persons for whom any issued voting shares of the Corporation are held in trust, and the Trustee thereof, each of whom is a regulated member of the Alberta Dental Association and College are:

NAME	ADDRESS	BENEFICIAL OWNER	ADDRESS	NO. AND CLASS OF VOTING SHARES
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6. All the persons who are non-voting shareholders of the Corporation, each of whom is a regulated member of Alberta Dental Association and College, the spouse of a regulated member, the common-law partner of a regulated member, a child of a regulated member, or a trust, all of the beneficiaries of which are minor children of a regulated member, are:

NAME (indicate relationship to the regulated member)	ADDRESS	NO. AND CLASS OF NON-VOTING SHARES
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7. All the persons who are directors of the Corporation, each of whom is a regulated member of the Alberta Dental Association and College are:

NAME	ADDRESS
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8. Each regulated member of the Alberta Dental Association and College who will carry on the practice of a Dentist on behalf of the Corporation.

NAME

ADDRESS

I, _____, a regulated member of the Alberta Dental Association and College and a director of the Corporation, hereby certify to the Alberta Dental Association and College that the information and particulars respecting the Corporation are true and complete, and that any changes to the Articles are in compliance with the provisions of Sections 103 to 115 of the *Health Professions Act*.

DATED at _____, in the Province of Alberta,

this _____ day of _____, A.D. 20____.

Director

ALBERTA DENTAL ASSOCIATION AND COLLEGE

FORM C:
PROFESSIONAL CORPORATION ANNUAL PERMIT

The Alberta Dental Association and College, HEREBY CERTIFIES that _____
Professional Corporation has become entitled to practice Dentistry and has complied with
the provisions of the *Health Professions Act*, and the Regulations and Bylaws of the Alberta
Dental Association and College.

IN WITNESS WHEREOF I have hereunto affixed the seal of the Alberta Dental Association
and College

This _____ day of _____, A.D. 20____

Alberta Dental Association and College