

# **CONSTITUTION AND BY-LAWS<sup>1</sup>**

## **CANADIAN ASSOCIATION FOR DENTAL RESEARCH L'ASSOCIATION CANADIENNE DE RECHERCHES DENTAIRES**

### **A DIVISION OF THE INTERNATIONAL ASSOCIATION FOR DENTAL RESEARCH**

**April 2009**

**Last Revised: March 2016**

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<sup>1</sup> The CADR Constitution is synchronous with the “Articles of Continuance” and “Annex 1: Additional Provisions”, as approved by Industry Canada under the *Canada Not-for-profit Corporations Act (NFP Act)* in 2014.

# CONSTITUTION

## ARTICLE I. NAME

This organization is named: CANADIAN ASSOCIATION FOR DENTAL RESEARCH / L'ASSOCIATION CANADIENNE DE RECHERCHES DENTAIRES; hereinafter referred to as the CADR/ACRD.

## ARTICLE II. OBJECTIVES

The objectives of the CADR/ACRD are to:

- Advance research and increase knowledge for the improvement of oral and craniofacial health in Canada and globally.
- Support and represent the oral health research community of Canada.
- Facilitate the communication and translation of research findings to members of the oral health community and society-at-large.

## ARTICLE III. DISTRIBUTION OF PROPERTY IN CASE OF LIQUIDATION

If the corporation shall be dissolved at any time, no part of its funds or property shall be distributed to its members; but, after payment of all indebtedness of the corporation, its surplus funds shall be distributed to Canadian Dental Degree (DDS/DMD) - granting academic institutions to support dental and oral health research in such manner as the then-governing body of the CADR/ACRD shall determine.

## ARTICLE IV. MEMBERSHIP

### 1. CATEGORIES

- (A) **Individual Member.**: Eligible to vote and to hold office in the CADR/ACRD
- (B) **Student member**: are not eligible to vote or hold office in the CADR/ACRD
- (C) **Retired member**: are eligible to vote and to hold office in the CADR/ACRD
- (D) **Affiliate member**: are not eligible to vote or hold office in the CADR/ACRD
- (E) **Institutional member**: Individuals receiving complimentary membership by virtue of their institution becoming an institutional member are eligible to vote and to hold office

## **2. TERMINATION**

- (A)** Membership may be terminated automatically by a member upon delivery of a formal notice of resignation to the Secretary-Treasurer.
- (B)** Members are terminated from membership after 90 days of non-payment of dues.
- (C)** The membership of any member may be terminated or suspended, for reasons of non-payment of dues, proven scientific misconduct, noncompliance with the IADR and CADR/ACRD Constitutions, or for other good cause shown. Termination of membership other than for non-payment of dues will be determined at an Annual Meeting of the Executive Council, by a two-thirds vote of the Executive Council members present and voting. The person whose membership is threatened with termination shall be so notified by the Secretary-Treasurer at least 120 days before the Annual General Meeting (AGM), and shall be entitled to appear before the Executive Council in person, by representation, or by submission of a written statement to defend his/her right to membership.

## **ARTICLE V. GOVERNMENT**

### **1. EXECUTIVE COUNCIL**

The executive management of the CADR/ACRD shall be the duty of the Executive Council. The Executive Council shall consist of the President, the immediate Past-President, the Vice-President, the Secretary-Treasurer, the President of the CADR Student Research Group and two (2) Councillors-at-Large.

## **ARTICLE VI. OFFICIALS**

### **1. OFFICERS**

The Officers of CADR/ACRD shall be (A) Elective Officers from among the active members by ballot of the membership, and an (B) Appointive Officer appointed by the Executive Council.

- (A) Elective Officers.** The elective Officers of CADR/ACRD shall be the two (2) Councillors-at-Large and the Vice-President. The President and the Vice-

President shall be advanced automatically to the next higher office at the end of their then-current terms of office.

**(B) Appointive Officer.** The only Appointive Officer of the CADR/ACRD shall be the Secretary-Treasurer.

## **2. TERMS OF OFFICE**

Each Elective Officer shall serve until the installation of his/her duly elected successor. The terms of office of President, Vice-President, Past-President and Councillor-at-Large shall be two Division years. The terms of the Councillors shall be so staggered that only one Councillor is elected each year. The terms of office for the Secretary-Treasurer shall be for three Division years with the possibility of reappointment. Change of office normally shall take place at the conclusion of the Annual General Meeting

## **3. VACANCIES**

In the event that an officer vacates his/her office prior to completion of his/her term of office, an interim officer assumes responsibility as follows: President – Immediate Past President; Secretary-Treasurer – to be decided by the Executive Council, until a new appointment can be made.

## **4. QUALIFICATIONS**

All Officers of the CADR/ACRD shall be active Members of the CADR/ACRD.

# **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

## **1. NOMINATIONS BY THE EXECUTIVE COUNCIL**

One or more nominations for Vice-President and Concillor-at-Large shall be made by the Executive Council. Each member of the CADR/ACRD shall be notified about the nomination(s) at least 2 months before the date of the next Annual General Session. The notification shall indicate that other nominations may be made by petition.

## **2. NOMINATIONS BY PETITION**

Additional nominations may be made by petition signed by 2 members of the CADR/ACRD. The nominations shall be received by the Secretary-Treasurer within

30 days after the mailing of the announcement of the Executive Council's nominations.

### **3. NOTICE OF NOMINATIONS**

All members of the CADR/ACRD shall be notified about the nominations for Vice-President and Councillor-at-Large by the Secretary-Treasurer before the next Annual General Meeting. Members shall receive an official ballot for a vote by mail to be reported at that meeting. The nominations shall be sent no less than 1 month before the due date of the return of the ballots to the Secretary-Treasurer.

### **4. ELECTION**

The nominee receiving a plurality of votes cast shall elect to each office, in accordance with the By-laws.

## **ARTICLE IX. FINANCES**

### **1. DUES**

At each Annual General Meeting, the Executive Council shall annually determine and announce the amount of the CADR/ACRD dues. Dues shall be paid by the members to the International Association for Dental Research and are due on January 1<sup>st</sup> of each year.

### **2. EXPENDITURES**

Funds of the CADR/ACRD may be expended only on general or specific authorization of the CADR/ACRD members. The Executive Council also may authorize expenditure of funds to defray expenses of the CADR/ACRD not foreseen at the time of the Annual General Meeting.

### **3. REVIEW OF FINANCIAL STATEMENTS**

All accounts of assets belonging to the CADR/ACRD shall be reviewed annually by an Independent Public Accountant (PA) through review engagement, unless members agree otherwise. The PA must be appointed at each annual meeting. Members may waive the appointment of a PA by annual unanimous resolution, in which case, the review of financial statements will take place by compilation only.

Financial statements will be distributed to members at the annual general meeting or can be requested from CADR.

#### **4. BONDING AND REPORTS**

All Officers collecting, disbursing, or holding in trust assets of the CADR/ACRD shall be bonded by a reliable bonding company. These Officers shall report annually to the Executive Council and CADR/ACRD in a written form.

### **ARTICLE X. MEETINGS**

#### **1. ANNUAL GENERAL MEETING**

The CADR/ACRD shall hold an Annual General Meeting at least once each year, unless prevented by circumstances not under the control of the members. This meeting will normally be held in conjunction with the annual meeting(s) of the International and/or American Association for Dental Research.

#### **2. EXECUTIVE COUNCIL MEETING**

The Executive Council shall meet annually in conjunction with the Annual General Meeting.

#### **3. SPECIAL MEETING**

Special meetings of the Executive Council and/or the general membership may be convened by the Executive Council, and shall be chaired by the President of the CADR/ACRD.

### **ARTICLE XI. QUORUM**

The quorum for the Council shall be comprised of at least one-half of the Executive Council members.

### **ARTICLE XII. AMENDMENTS TO THE CONSTITUTION**

#### **1. PROPOSAL**

A proposed amendment to the Constitution, formally endorsed by at least 10 members and accompanied by a statement of reasons for adoption, may be presented, in writing to the Executive Council and thereupon becomes a special order of business for a vote by mail by the membership prior to the succeeding

Annual General Meeting. Proposed amendments to the Constitution shall be normally reviewed by the Secretary-Treasurer before presenting to the Executive Council.

## **2. VOTING PROCEDURE**

The Secretary-Treasurer shall send to each member of the CADR/ACRD not less than one month before the next Annual General Meeting: (a) a copy of the proposed amendment, (b) the stated reasons for its adoption, (c) the names of the sponsors (d) a ballot for a vote on the amendment, and (e) a copy of this Article XII. of this Constitution. The results shall be reported at the Annual General Meeting.

## **3. ADOPTION**

A proposed amendment shall be adopted by a vote of not less than two-thirds of the members voting on the question, and shall become a part of the Constitution at the close of the Annual General Meeting at which it is adopted.

## **BYLAWS**

Bylaws and amendments to By-laws may be proposed at any Annual Meeting of the Executive Council and may be adopted at the same meeting by a vote of two-thirds of the members present and voting. The By-laws and amendments shall take effect at the close of the meeting.

### **SECTION A. MEMBERSHIP**

#### ***1. Eligibility***

- A. **Individual Membership:** Any individual, without any considerations of color, caste, race, religion, age, gender, national or ethnic origin, or disability, and who is interested in oral and craniofacial health research, shall be eligible for membership in CADR/ACRD.
- B. **Institutional Membership:** Any educational institution, research institution or center, government agency, or industry engaged in oral and craniofacial health related research shall be eligible for membership, subject to the eligibility requirements and approval of the CADR/ACRD. The representatives of Institutional Members must be members of the CADR/ACRD.

#### ***2. Application***

New members may immediately receive a probationary membership upon submission of application and payment, and will become official members upon review of their application.

#### ***3. Membership Categories***

The words “any individual..., who is interested in oral and craniofacial health research” as indicated in Point 1 shall be interpreted as follows:

- a. **Individual Member:** A person, who is conducting, has conducted, or who is interested in the furtherance of research in any branch of science or in fields related to oral and craniofacial health science. Members shall have the full rights and privileges of membership and are eligible to vote and to hold office in the CADR/ACRD.
- b. **Affiliate Member:** A person who is not actively involved in research but has a genuine interest in dental research, e.g., a practicing dentist or a member of

- the general public. The Affiliate Member shall have rights and privileges of active membership but shall have no vote.
- c. Student Member: A person who is a student currently enrolled in a recognized academic institution who does not hold an academic appointment and who is interested in oral and craniofacial health research. Student members must become Individual Members when eligible or be dropped from membership. Individuals may be Student Members for no more than 8 years. The Student Member shall have all the rights and privileges of membership but shall have no vote.
  - d. Retired Member: A person who has been a member of the CADR/ACRD in good standing for at least 25 years and no longer works on a full-time basis. The Retired Member shall have all the rights and privileges of membership but shall receive the Journal of Dental Research only upon payment of the Journal subscription fee.
  - e. Institutional Member On payment of Institutional dues, each institution will be entitled to one membership within the CADR/ACRD.

## **SECTION B. OFFICIALS**

### **Duties**

- a. The duties of the Officers shall be those ordinarily associated with the official titles, and such other duties as the CADR/ACRD or the Executive Council may assign.
- b. The two (2) Councillors-at-Large shall also serve during their incumbency as Representatives of CADR/ACRD to the Council of the IADR. If the CADR/ACRD becomes eligible for additional representation on the Council of the IADR, the additional representative shall be the President. If the CADR/ACRD becomes eligible for only one representative on the Council of the IADR, the President will select one of the Councillors-at-Large.
- c. Each Officer shall report annually to the Executive Council on the conduct of his/her office.
- d. The Executive Council shall report annually to the CADR/ACRD membership on the nature and scope of its proceedings.

- e. The Secretary-Treasurer shall have the custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the CADR/ACRD. He/She shall deposit all moneys and other valuable effects in the name and to the credit of the CADR/ACRD, and in such depositories as may be designated by the Executive Council from time to time. She/He shall disburse the funds of the Corporation as may be ordered by the Executive Council, taking proper vouchers for such disbursements. The Secretary-Treasurer shall render to the President and to the Executive Council at the regular meeting of the Executive Council or upon request, an account of all transactions and of the financial position of the CADR/ACRD. She/He shall also perform such other duties as may from time to time be determined by the Executive Council.
- f. The Secretary-Treasurer shall attend all sessions of the Executive Council and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings. She/He shall give or cause to be given notice of all meetings of the members and of the Executive Council and shall perform such other duties as may be prescribed by the Executive Council or President, under whose supervision she/he shall be.

#### **SECTION C. COMMITTEES**

- a. Appointments to ad-hoc committees shall be made by the President for the term of his/her term of office. The Executive Council may designate membership for committees created by them for special functions.
- b. Standing and special committees may be designated for particular functions by the CADR/ACRD, the President, or the Executive Council.

#### **SECTION D. QUORUM AND RULES**

##### ***1. Executive Council***

At any meeting of the Executive Council, a quorum shall be comprised of at least one-half of the Executive Council members. A notice of the meeting shall normally have been given in fact or mailed to all Executive Council members at least 30 days prior to the date on which the meeting is called.

## **2. Annual General Meeting**

At any regular assembly of the CADR/ACRD, or at any special assembly of the CADR/ACRD called by the Executive Council, 15 members shall constitute a quorum. Notice of the meeting shall have been mailed to all members at least 30 days prior to the date on which the meeting is called.

## **3. Rules**

The CADR/ACRD shall operate under the rules of Parliamentary procedure as outlined in "Roberts' Rules of Order". In the event of a tied vote for an Officer position, the Executive Council will determine the outcome by ballot at its annual meeting.

### **SECTION E. AUTHORIZED BANKS AND EXPENDITURES**

Funds of the CADR/ACRD shall be deposited in a bank or banks, or invested in securities approved for the purpose by the Executive Council. Authorized expenditures from the general funds of the CADR/ACRD shall be made by check, each of which must be signed by any two of the President, Vice-president, Past-President or the Secretary-Treasurer.

### **SECTION F. SIGNATURE AND CERTIFICATION OF DOCUMENTS**

Contracts, documents or any instruments in writing requiring the signature of the CADR/ACRD, shall be signed by any two of the President, Vice-President, Past-President or Secretary-Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the CADR/ACRD without any further authorization or formality. The Executive Council shall have power from time to time according to the By-laws to appoint an officer or officers on behalf of the CADR/ACRD either to sign contracts, documents or instruments in writing.

### **SECTION G. DEFINITIONS**

1. Members of the CADR/ACRD, for purposes of notice or other communications or actions, are those persons who are members, according to the latest information possessed by the Secretary-Treasurer at the time of mailing of the notice or communication, or at the time of the action.

2. Notice shall be considered to have been given to a member when written statement of the notice has been mailed to the member at the last address for the member known to the Secretary-Treasurer at the time of the mailing.
3. In this Constitution and Bylaws, "mail" is understood to mean any form of communication from the CADR/ACRD to the members, including traditional mail and electronic mail.