FÉDÉRATION INTERNATIONALE DES DENTUROLOGISTES
GENERAL OPERATING BY-LAW NO.1

Note: The Companies Act chapter C-38 supersedes these by-laws and should be referred to in case clarification or additional information is required.
The by-laws only have to establish the rules of the Corporation.

A by-law relating generally to the conduct of the International Federation of Denturists (the Corporation).
BE IT ENACTED AS By-law #1 of the Corporation as follows:

| ARTICLE I |
| DEFINITIONS |

In this Part, in any constituting act, in regulations made by the Government and in by-laws made by a company, unless the context indicates otherwise,

- the word “company” means any company to which this Part applies;
- the expression “other company” means a company constituted as a legal person in any manner whatever;
- the word “undertaking” means the business of every kind which the company is authorized to carry on;
- the word “shareholder” means every subscriber to or holder of stock in the company, and includes the representatives of the shareholder;
- the word “manager” includes also the cashier, the secretary, the treasurer and the secretary-treasurer;
- the word “register” means the register referred to in Chapter II of the Act respecting the legal publicity of enterprises (chapter P-44.1).

In this Part, “constituting act” means, as the case may be, the memorandum of agreement, letters patent, supplementary letters patent and by-laws made under sections 21 and 87 or, where the provision applies to companies governed by Part IA, the articles of these companies, together with the certificate contemplated in paragraph 2 of section 123.15, the documents contemplated in section 123.14 and the notice contemplated in section 123.36.

“Act” means the Canada Not-For-Profit Corporations Act S.C. 2009, C. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
“articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
“board” means the Board of Directors of the Corporation and ‘director’ means a member of the board;
“by-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
“corporation” means a body corporate incorporated or continued under this Act and not discontinued under this Act;
“denturist” means a dental health care professional who provides denture care directly to the public. A Denturist may also be called a Dental Prostetish, a Clinical Dental Technician, a Denturologiste. Those terms are included but not limited to.
‘meeting of members’ includes an annual meeting of members or a special meeting of members;
‘member’ means a Voting Member (either an Active Member or an Honorary Member) unless otherwise specified;
‘ordinary resolution’ means a resolution passed by a majority of votes cast on that resolution at a meeting of members;
“Special Resolution” means a resolution passed at a meeting of members by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
“Voting Member” means an Active Member or an Honorary Member.
ARTICLE II
NAME AND OBJECTIVE
International Federation of Denturists has the objective to promote Denturists world-wide.

ARTICLE III
HEAD OFFICE
The head office of International Federation of Denturists is: 8150 boul. Metropolitain, suite 230, Anjou, Quebec Canada, H1K 1A1. Which at the Board discretion may be moved as necessary.

ARTICLE IV
MEMBERSHIP
4.1. CONDITIONS OF MEMBERSHIP
Membership in the Federation shall be limited to persons and organizations interested in furthering the objects of the Federation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Company.

There shall be annual membership fees or dues in amounts from time to time determined by the Board of Directors and ratified by the voting members.

Any member may be required to resign by a vote of three-quarters (¾) of the members.

Each member of the Corporation is a national association or federation of duly qualified and recognized Denturists. In addition, membership may also be non-legislated or recognized Denturists who are pursuing the recognition of Denturism in their own country.

The Corporation will recognize and accept into membership only one association or federation per country. Members shall be notified in writing of the membership dues, if any, payable by them and the deadline(s) for paying such dues.

4.2. CLASSES OF MEMBERS
There shall be three (3) classes of members in the Federation: Active Members, Associate Members and Honorary Members.

Active Members - An Active Member is:

any association or federation of denturists organized on a national level in any country and which association or federation of denturists has not less than one (1) denturist as members; accepted as a member by the Board; and has paid the required annual membership fees, such fees to be determined from time to time by the Board and ratified by the voting members.

Associate Members - An Associate Member is any person or corporation who:

is engaged in practising his/her profession as a denturist in a country where there is neither:

• any legislation governing the practice of denturists; nor
• a national association or federation of denturists;

has been accepted as a member by the Board; and has paid the required annual membership fees as determined from time to time by the Board.

Honorary Members - The Board in its sole discretion may designate such persons as it sees fit from time to time as Honorary Members, which honorary membership may be terminated at any time by the Board.

Voting Privileges - Each Active Member shall be entitled to one vote at meetings of members. Associate members and honorary members shall not be entitled to vote at meetings of members. A Special Resolution is required to make any amendments to this article. There is a requirement for a 2/3 vote to amend this article.
### 4.3. MEMBERS MEETINGS

(a) The board shall call an annual members’ meeting in accordance with the Act and Regulations. This meeting shall not be held more than 15 months after the last annual members’ meeting. This meeting shall not be held more than nine months after the end of the Corporation’s financial year. The board may call other meetings of members at its discretion. Notice of such meetings must include reasonable information about business to be transacted at each meeting.

(b) The board shall call a special meeting of members on written requisition signed by members carrying not less than 5% of the voting rights. If the board does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting. The requisition must state the business to be transacted at the meeting, and must be sent to each board member and to the registered office of the Corporation.

(c) Meetings of members may be held at any place determined by the board.

(d) Each Active Member is authorized to exercise one (1) vote. In case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

(e) Each Active Member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Federation.

(f) The President shall chair members meetings. If the President is absent, a designated Vice President shall chair. If both the President and any Vice Presidents are absent, members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

### 4.4. PERSONS ENTITLED TO BE PRESENT AT MEMBERS MEETING

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. The directors may, from time to time, invite or allow various guests to attend various members’ meetings, or portions of meetings.

To comply with the Act, to allow non-members to attend meetings and provide input, any guest may be invited as a guest to meetings of members and meetings of officers, and may be invited to speak about various matters.

### 4.5. QUORUM AT MEMBERS MEETINGS

A quorum at any meeting of the members (unless a greater number of members is required to be present by the Act) shall be fifty percent (50%) of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### 4.6. VOTES TO GOVERN AT MEMBERS MEETINGS

(a) Except as specified by the Act and/or by this by-law, at meetings of members, every question shall be determined by way of ordinary resolution (a majority of votes cast). A voter who indicates that they “abstain” shall be treated as if they did not vote. Voting shall be by show of hands. However, a duly moved and seconded motion, if passed, may require that a secret ballot be used for any vote. The Chair of the meeting shall put into place procedures to ensure that any ballots are counted accurately. The Chair of the meeting may only vote in order to break a tie.

(b) An exception shall be elections of directors when multiple nominations are received for a position. If such an election occurs, in order to be elected, a director need only receive a plurality of votes cast. For example, if three candidates are running for two positions, the two candidates with the most votes shall be elected.

### 4.7. PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS MEETINGS

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

### 4.8. PROXIES

Members not in attendance at a meeting of members may vote by appointing in writing a proxy holder, who is required to be a member, to attend and act at the meeting in the manner and to the extent authorized by the proxy form, and by the authority conferred
by the form, subject to the following requirements:
(a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
(b) A member may revoke a proxy by depositing an instrument or act in writing executed by the member either at the registered office of the Corporation no later than the last business day preceding the day of the meeting at which the proxy is to be used, or with the Chair of the meeting on the day of the meeting.
(c) A proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands.
(d) The board, or its delegate, shall create a standard proxy form to be used by those who wish to appoint proxies.
(e) This article may only be amended by Special Resolution at a meeting of members.

4.9. BOARD OF DIRECTORS
The property and business of the Corporation shall be managed by a Board of Directors comprised of that number of directors equal to the number of members. Each member shall appoint one (1) director to represent the member on the Board of Directors.

The applicants for incorporation shall become the first directors of the Federation whose term of office on the Board of Directors shall continue until their successors are elected.

At the first meeting of members, the Board of Directors then elected shall replace the provisional directors named in the Letters Patent of the Company.

4.10. TERMINATION OF MEMBERSHIP
A membership in the Corporation is terminated when:
   a. the Member dies or resigns;
   b. the Member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
   c. the term of membership of the Member expires;
   d. the member association is dissolved as a corporation; or
   e. the Corporation is liquidated and dissolved under the Act.

DISCIPLINE OF MEMBERS

Discipline of Members
(a) In this article, “the President” includes such other officer as may be designated by the board.
(b) In this article only, “member” means Active Member, Associate Member, or Honorary Member.
(c) The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
   • violating any provision of the articles, by-laws, or written policies of the Corporation;
   • carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
   • for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
(d) If the board determines that a member should be expelled or suspended from membership in the Corporation, the President shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide written reasons for the proposed suspension or expulsion. The member may make written submissions to the President in response to the notice received within such twenty (20) day period. If no written submissions are received by the President, the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board shall consider such submissions in arriving at a final decision, and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE V
BOARD OF DIRECTORS
The directors of the Federation may administer the affairs of the Federation in all things and make or cause to be made for the Federation, in its name, any kind of contract which the Federation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Federation is by its charter or otherwise authorized to exercise and do.

The directors shall have power to authorize expenditures on behalf of the Federation from time to time and may delegate by resolution to an officer or officers of the Federation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Federation in accordance with such terms as the Board of Directors may prescribe.
ARTICLE VI
OFFICERS

6.1. OFFICERS
The officers of the Federation shall be a president, vice-president North America, vice-president Europe, vice-president Austral/Asia/Africa, chief executive and treasurer and any such other officers as the Board of Directors may by by-law determine. Any two offices may be held by the same person. Officers need not be directors or members.

6.2. ELECTION OF OFFICERS
(a) Officers shall be elected at a meeting of members. To be elected, an officer must either be present at the meeting at which he/she is elected, or consent in writing to be elected in advance of that meeting. If an officer ceases to be an officer, that person automatically ceases to be a director.
(b) There shall be no fewer than four and no more than six officers.
(c) Officers shall serve without remuneration with the exception of the chief executive. Officers may be reimbursed for reasonable expenses incurred in the performance of their duties. Directors and officers shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.
(d) A representative of a nominating committee may present a slate of proposed officers to the annual meeting of members. If there are no other nominations, the meeting may choose to acclaim the slate.
(e) Members present at the annual meeting of members may nominate proposed officers from the floor of the meeting. Any person so nominated must, either in person or in writing, confirm their willingness to stand for election.
(f) If more than one candidate is running for a position as an officer, the Chair of the annual meeting of members shall take all measures necessary to ensure that a secret-ballot vote takes place and that the results are announced immediately. The winner of the secret ballot shall immediately become an officer. For greater certainty, a proxy form may authorize the proxy holder to exercise their own choice in voting in the event that more than one candidate is running for a position.
(g) The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special meeting of members held for that purpose, remove any officer before the expiry of his/her term of office. The members may then immediately elect a qualified successor to fill the vacancy for the duration of the term in question.
(h) If any officer misses two consecutive meetings of the officers or members meetings without a reason acceptable to the Board, the Board may act as follows:
   • (A) If the officer is the President or a vice president, the Board may recommend to the next meeting of members that the President or vice president be removed as an Officer. If the members vote to remove the individual, the members shall immediately elect a successor.
   • (B) If the officer is not the President or a vice president, the Board may vote to remove him/her as an Officer. The Board may then appoint a qualified individual to fill the remainder of the officer’s term.

6.3. DUTIES OF OFFICERS
The President shall serve for a term of two years, or until replaced. The president may stay president for as long as it is required.
In the absence or disability of the president, one of the vice-presidents appointed by a majority of the vice-presidents shall perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors.
Vice President – The vice president shall in the absence or inability to serve of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as may from time to time be directed by the board. The vice president who will be designated to perform the duties of the President when required will be appointed by the remaining Vice Presidents. The vice president shall serve for a term of two years, or until replaced. The vice president may stay president for as long as it is required.

ARTICLE VII
VACANCY IN OFFICE
If an officer’s position becomes vacant because of death or resignation, the board shall, within a reasonable time, make reasonable efforts to appoint a qualified individual to fill the vacant position until the next annual meeting of members.

ARTICLE VIII
CONFLICTS OF INTEREST
Directors and officers shall comply with the Act in respect of disclosing material interests and not voting on matters, in which they have material interests, except as permitted by the Act. If a matter arises at a board meeting, and a director or officer is uncertain as to whether or not they should vote, the director or officer shall immediately seek the guidance of the Chair of the meeting before voting or refraining from voting.
**ARTICLE IX**

**LIMITATION OF LIABILITY**

Subject to the Act, no director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee. Subject to the Act, no director or officer shall be liable for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation to it, unless the same shall happen through his/her own willful neglect or default.

**ARTICLE X**

**INDEMNITY**

Every director and officer, and heirs, executors and administrators and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the Corporation’s funds, from and against:

(a) all costs, charges and expense which such director or officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him/her, in or about the execution of the duties of his/her office, or in respect of any such liability; and

(b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

**ARTICLE XI**

**COMMITTEES AND AGENTS**

(a) The board may from time to time create, modify and disband various committees. Subject to section 138 of the Act, the board may delegate various matters to various committees. Each committee must include at least one member of the Corporation. Committees may invite guests to various committee meetings.

(b) The board may retain various agents for various purposes not inconsistent with the Act and this by-law.

(c) A majority of the members of a committee present at a meeting shall constitute a quorum for the transaction of business.

The Chairperson of any committee established by the Board shall be appointed from amongst the members of the Board of the Federation. The President shall be an ex-officio member of all committees.

The powers of a committee may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at such time and place as the committee may from time to time deem necessary or desirable.

A majority of the members of a committee present at a meeting shall constitute a quorum for the transaction of business.

**ARTICLE XII**

**NOTICE OF MEMBERS MEETING**

(a) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

b. by telephonic, electronic or other communication facility (such as facsimile transmission or electronic mail) to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

(b) In addition, the Corporation may choose to post notice of some or all meetings on its website.

(c) Any member who has not received notice during the required time period may waive such notice.

(d) Members shall be wholly responsible for providing up-to-date contact information. The Corporation is entitled to rely upon such information.

(e) A Special Resolution is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.
ARTICLE XIII
DOCUMENTS
Subject to the Act, the board may sign any financial and business documents without authorization of the members. Subject to the Act, the board may delegate the signing of certain documents to a director, an officer, a committee of directors and/or officers, or a senior employee, or may require that certain documents be signed by two or more specific individuals (for example, the President and a senior employee). In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document.

ARTICLE XIV
FISCAL YEAR
The fiscal year-end of the Company shall be determined by the board. The fiscal year of the company shall begin on the first day of January of each year and end on the 31 day of December of that year.

ARTICLE XV
BANKING
The banking business of the Company shall be transacted at such bank, trust company, credit union or other firm or corporation carrying on a banking business in Quebec, Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the chief executive of the Corporation and/or such other persons as the board of directors may by resolution from time to time designate, direct or authorize.

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the Corporation’s books, and shall deposit all monies, securities and valuable effects in the name and to the credit of the Corporation in such banks, credit unions, trust companies, securities firms, or similar institutions, as may be designated by the Board from time to time. He/she shall disburse the Corporation’s funds as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the Board at Board meetings, or whenever they require it, an accounting of all the transactions and a statement of the financial position, of the Company. He/she shall also perform such other duties as may from time to time be directed by the Board.

The Secretary shall attend all meetings of members and of the Board and, when in attendance, shall act as clerk of the meeting and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of members and of the Board. He/she shall perform all other duties as may be assigned by the Board to the President, under whose supervision the Secretary shall be.

ARTICLE XVI
BY-LAWS AND EFFECTIVE DATE
By-laws of the Company may only be amended by special Resolution at a meeting of members. They shall become effective immediately. By-laws complies Law of company (RLRQ Chapter C-38)

ARTICLE XVII
DISSOLUTION
(a) If the Corporation is dissolved and if it has assets upon dissolution, all assets must be distributed to one or more registered Canadian charities with purposes similar to those of the Corporation or, if no such charities exist, to one or more registered Canadian charities. For greater certainty, such assets shall be distributed to one or more qualified donees, within the meaning of the Income Tax Act (Canada).
(b) This article may only be amended by special Resolution at a meeting of members.

ARTICLE XVIII
OMISSIONS AND ERRORS
The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
ARTICLE XIX
AUDITOR AND ANNUAL FINANCIAL STATEMENTS

(a) The members entitled to vote shall, at each annual meeting, appoint an auditor (who shall be a public accountant) to audit the Corporation’s accounts and annual financial statements, for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor.

(b) The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172 (1) (Annual Financial Statements) of the Act to the members, publish the annual financial statements to the website in members section.

(c) Members of the Corporation may resolve not to appoint a public accountant, but the resolution is not valid unless all the members entitled to vote at an annual meeting of members consent to the resolution.

ARTICLE XX
INTERPRETATION

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; words importing persons include individuals, partnerships and bodies corporate.

ENACTED by the Board of Directors on September 14 of 2015

President: Tony Sarapuchiello

Chief executive: Camille Bourbonnais