

By-law 1

Governance

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I – INTERPRETATION

1. Definitions

- 1.1 The following definitions apply in this By-law 1 and all other By-laws of the NDEB made on or after the effective date of this By-law 1.

“Act” means An Act to Incorporate the National Dental Examining Board of Canada (1952), 1 Elizabeth II, Chapter 69, as amended by (1973) 21-22 Elizabeth II, Chapter 55.

“Committee” means a committee of the NDEB referred to in this By-law 1.

“Examiner” means a person who is appointed by the NDEB to develop, construct, validate, administer, and evaluate the examinations administered by the NDEB.

“NDEB” means The National Dental Examining Board of Canada incorporated pursuant to the Act.

“NDEB Member” means a member appointed as its representative by the appropriate dental licensing body of each province in Canada, or a member appointed by the Council on Dental Education of the Canadian Dental Association, or any successor organisation, pursuant to subsection 4(1) of the Act.

“Provincial Dental Regulatory Authority” means the dental licensing body of a province in Canada.

2. Interpretation

- 2.1 In this By-law and in all other By-laws of the NDEB, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number and the feminine gender, as the case may be, and vice versa, and reference to persons shall include individuals, partnerships, trusts, firms, corporations and other entities.
- 2.2 This By-law is available in both English and French, and both versions are of equal effect. In the event of any inconsistency or error in translation between the English and French versions, the English version prevails.
- 2.3 Any reference in this By-law to a determination or appointment by, or approval of, the NDEB shall mean a determination or appointment by, or approval of, the NDEB Members in accordance with Section 17.

II - GENERAL

3. Head Office

- 3.1 The head office of the NDEB shall be in the City of Ottawa in the Province of Ontario and at such a place therein as the NDEB may determine from time to time.

4. Not for Profit

- 4.1 The governance and management of the NDEB's business and affairs shall be conducted on a not-for-profit basis without pecuniary gain to the NDEB Members.

5. Conflict of Interest

- 5.1 The NDEB Members, Examiners, employees, and other staff of the NDEB and any other agents of the NDEB shall comply with the Conflict of Interest Guidelines as established by the NDEB from time to time.

6. Auditors

- 6.1 The NDEB Members shall appoint an Auditor at each Annual Meeting for a term of one (1) year. For clarity, there is no limit on the number of terms that an Auditor can serve. The NDEB Members may also appoint from time to time other consultants and advisors.

7. Bank Account

- 7.1 The bank account or accounts of the NDEB shall be kept in such bank or banks in the city of the head office of the NDEB as the NDEB may from time to time determine.

8. Corporate Seal

- 8.1 The seal of the NDEB may, when required, be affixed to contracts, documents and instruments in writing signed by any Officer or Officers appointed by resolution of the NDEB. Failure to affix the seal does not invalidate the contract, document, or instrument.

9. Trademarks, Service Marks, or Trade Names

- 9.1 The National Dental Examining Board of Canada™ (NDEB®), and all other trademarks, examination names, and associated designs or logos, wherever they appear by or about the NDEB, whether or not appearing with the ® or ™ symbol, are protected as trademarks, service marks or trade names of the NDEB and any unauthorized use is expressly prohibited.

III – OFFICERS

10. Officers

- 10.1 The Officers of the NDEB shall be comprised of:
- 10.1.1 the President;
 - 10.1.2 the Vice-President/Treasurer;
 - 10.1.3 the immediate Past-President;
 - 10.1.4 the Registrar; and
 - 10.1.5 the Executive Director.
- 10.2 The positions of Registrar and Executive Director may be filled by the same person or by two different persons.
- 10.3 Only NDEB Members are eligible to serve in the elected Officer positions.

- 10.4 The Officer positions of President, Vice-President/Treasurer and immediate Past-President are elected by the NDEB Members.
- 10.5 The President, Vice-President/Treasurer, and the immediate Past-President shall each be elected at the Annual Meeting by the NDEB Members for a term of two (2) years.
- 10.6 An NDEB Member may serve a maximum of one (1) term in each elected Officer position (excluding, for certainty, the officers of Registrar and Executive Director). There is no term limit for the Registrar and Executive Director.
- 10.7 All Officers shall be subject to removal by resolution adopted by at least two-thirds (2/3) of the NDEB Members.
- 10.8 At an Annual Meeting, the NDEB Members shall elect the Officers of the NDEB in accordance with this Section 10 and Section 22.

11. President

- 11.1 The President may be an ex-officio member of the Appeals Committee, By-laws Committee, Examinations Committee, and/or Research Committee.
- 11.2 The President shall preside at all meetings of the NDEB Members and Executive Committee, enforce due observance of By-laws, rules and regulations, ensure that the Officers and employees of the NDEB perform their duties, call special meetings of the NDEB when necessary, and perform such other duties as the NDEB Members may direct through resolution or as prescribed in any By-law.
- 11.3 In the event of a vacancy in a position occupied by an Officer, member of a Committee or Examiner, whether occurring by reason of death, resignation, disqualification, disability or otherwise, the President may appoint an eligible person to fill such vacancy on a temporary basis until such vacancy is filled by the NDEB Members at a meeting of NDEB Members, which shall be no later than the next Annual Meeting.
- 11.4 If the President wishes to submit a motion, the President shall leave the chair and call the Vice-President/Treasurer to take the chair.

12. Vice-President/Treasurer

- 12.1 The Vice-President/Treasurer shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be established by the NDEB.
- 12.2 A vacancy in the office of the Vice-President/Treasurer shall be filled by the immediate Past-President.

13. Temporary Absence or Disability of President, Vice-President/Treasurer, and Immediate Past-President

- 13.1 In the temporary absence of the President, the Vice-President/Treasurer, and the immediate Past-President, the remaining NDEB Members, and Executive Committee, at a meeting duly called, shall elect one (1) of themselves as Chair. This Chair, while presiding

at such a meeting, shall have the same powers and exercise the same functions as the President.

14. Registrar and Executive Director

- 14.1 Any person that is hired or engaged by the NDEB to serve as the Registrar and Executive Director of the NDEB shall, by virtue of such employment or engagement, be automatically appointed to such offices and shall continue in such offices until the termination of, or resignation from, such employment or engagement or as otherwise determined by the NDEB Members.
- 14.2 The Registrar shall have received a dental licence issued by a province in Canada or shall be eligible for dental licensure in a province in Canada.
- 14.3 In addition to the duties specified by the By-laws, the Registrar and Executive Director shall perform such other duties and powers as are assigned by the NDEB Members, the Executive Committee, and under the direction of the Executive Committee by other Committees. Without limiting the generality of the foregoing, such duties and powers may include the hiring and supervision of employees and consultants to assist the Registrar and Executive Director of the NDEB in fulfilling the statutory mandate of the NDEB.

IV – CHIEF EXAMINERS

- 14.4 Chief Examiners are responsible for the development of an examination in accordance with the By-laws, policies, and guidelines of the NDEB and shall be advisors to the NDEB, the NDEB staff and its Committees.
- 14.5 The NDECC Chief Examiner is responsible for the development of the NDECC in accordance with the By-laws, policies, and guidelines of the NDEB and shall be an advisor to the NDEB, the NDEB staff and its Committees.
- 14.6 On the recommendation of the Examinations Committee, the NDEB Members shall appoint Chief Examiners for each of the NDEB's examinations, save and except for the NDECC, for a one (1) year term. These appointments may be renewed annually, for up to a maximum of six (6) [consecutive] terms. [For clarity, Chief Examiners may be appointed for more than six (6) terms on a cumulative basis but shall not be appointed for more than six (6) terms consecutively.]
- 14.7 Any person that is hired or engaged by the NDEB to serve as the NDECC Chief Examiner shall continue in such capacity until the termination of, or resignation from, such employment or engagement as per the terms of their agreement at the discretion of the NDEB.

V – PUBLIC REPRESENTATIVE

- 14.8 The Public Representative is a person elected by the NDEB Members at an Annual Meeting after reviewing nominations from the Nominating Committee in accordance with the Terms of Reference for the Nominating Committee. The person appointed by the NDEB Members as the Public Representative cannot be a current or former licensed dentist or a person who has studied to become a dentist. The term of the Public Representative shall be three (3) years. Upon renewal by the NDEB Members, the Public

Representative may only serve one additional, consecutive three (3) year term for a maximum of two (2) terms, unless otherwise determined by the NDEB Members. For clarity, a Public Representative may be appointed for more than two (2) terms on a cumulative basis but shall not be appointed for more than two (2) terms consecutively.

- 14.9 The role of the Public Representative is to be an active contributor by preparing for and attending NDEB Members meetings and, if the Public Representative is appointed to a Committee, such Committee. The Public Representative does not have the ability to vote at any meetings. At meetings, the Public Representative is an official observer and is to seek clarification and articulate views that represent the public interest.

VI – MEETINGS

15. Notice of Meetings

- 15.1 A meeting of NDEB Members (including any Annual Meeting) may be convened by notice of such meeting given to all NDEB Members pursuant to (i) order of the President or Vice-President/Treasurer or (ii) by petition of three (3) NDEB Members to the President or Vice-President/Treasurer. Each notice shall be given in writing, electronically or by telephone not less than thirty (30) days prior to the date of such meeting, provided that a meeting may nonetheless be duly convened if a notice of such meeting is given in writing, electronically or by telephone to all NDEB Members at any time prior to such meeting and a quorum is present at such meeting. Any notice of meeting shall specify the time and place of such meeting.
- 15.2 A Committee meeting may be convened by notice of such meeting given to all persons entitled to attend such meeting pursuant to an order of the Chair or Vice-Chair of such Committee. Each such notice shall be given in writing, electronically or by telephone not less than seven (7) days prior to the date of such meeting. Any notice of meeting shall specify the time and place of such meeting.
- 15.3 No errors or omissions in giving notice of any meeting of the NDEB Members or of a Committee shall invalidate such a meeting or make void any proceedings. Any person who is entitled to notice of a meeting of NDEB Members or a Committee meeting may waive notice, and attendance of the person at the meeting is a waiver of notice of such meeting, unless the person attends the meeting for the express purpose of objection to the transaction of any business on the grounds that the meeting is not duly convened.

16. Quorum

- 16.1 At any meeting of NDEB Members, the quorum for the transaction of business shall be a majority of NDEB Members. At any Committee meeting, the quorum for the transaction of business shall be 2/3 of members of such Committee or as may be otherwise specified in the Terms of Reference of such Committee.

17. Voting

- 17.1 Except as otherwise provided in these By-laws, questions arising at any meeting of NDEB Members or of any Committee thereof shall be decided by a majority of votes cast by NDEB Members or the Committee members, as the case may be, in attendance at such meeting. The President or Chair shall vote at the same time as the other NDEB Members or Committee members vote, as applicable, provided that the Chair's vote or President's vote, as the case may be, shall not be counted unless there is a tie vote.
- 17.2 Voting at any meeting of NDEB Members or of any Committee shall be by show of hands, except if voting by ballot is required for any matter pursuant to this By-law or if voting by ballot is demanded by a NDEB Member or Committee member entitled to vote.
- 17.3 Unless a ballot is demanded or required pursuant to this By-law, an entry in the minutes of a meeting to the effect that the Chair of the meeting declared a resolution was carried or defeated is, in the absence of evidence of the contrary, proof of the fact that such resolution was carried or defeated without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 17.4 A resolution in writing (including in an electronic format), signed by a majority of the NDEB Members or members of a Committee entitled to vote on that resolution at a meeting of NDEB Members or of a Committee, respectively, is as valid as if such resolution had been passed at a meeting of NDEB Members or of a Committee, respectively; provided that, in each case, the proposed resolution is delivered in writing or electronically to all such persons entitled to vote on such resolution at least seven (7) days prior to the relevant return date.

18. Participation at Meetings

- 18.1 Save and except the Annual Meeting, NDEB Members or members of a Committee may participate at duly called meetings of NDEB Members or a Committee, as applicable, by means of telephone, electronic, or other communications facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A person participating in such a meeting by such a means shall for all purposes be deemed to be present at the meeting.
- 18.2 No procedural irregularity shall, in and of itself, invalidate any action or proceeding of the NDEB Members or of any Committee or Officer of the NDEB, unless any NDEB Member, any Officer or any Committee is prejudiced by such irregularity.

VII – ANNUAL MEETING

19. Annual Meeting

- 19.1 The NDEB Members shall hold a meeting (the "Annual Meeting") each year not later than fifteen (15) months after the last preceding meeting, and no later than six (6) months after the end of the NDEB's preceding fiscal year. The NDEB Members may hold additional meetings pursuant to Section 15.1. Each meeting of the NDEB Members shall

be held at the head office of the NDEB or at any other place in accordance with Section 15.1.

20. Passing Standard for Examinations

20.1 The NDEB Members, based upon the recommendation of the Examinations Committee, shall at each Annual Meeting or such other time it deems reasonable:

20.1.1 approve the passing standard for each one of the NDEB's examinations; and

20.1.2 approve the protocols for each of the NDEB's examinations.

21. Members of Standing Committees

21.1 At every Annual Meeting, the NDEB Members shall elect members of the following Committees (the "Standing Committees") of the NDEB (other than those members that are appointed to such Standing Committees by virtue of their office):

Appeals Committee

By-laws Committee

Examinations Committee

Executive Committee

Finance and Audit Committee

Nominating Committee

Research Committee

21.2 Unless otherwise provided, at each Annual Meeting, the NDEB Members shall elect a Chair and a Vice-Chair for each Standing Committee and shall elect an independent chartered professional accountant to the Finance and Audit Committee.

21.3 Sections 21.1 and 21.2 notwithstanding, the Executive Committee shall have the power to fill any Committee vacancies arising between Annual Meetings.

22. Voting Process for Elected Positions

22.1 The provisions of this Section 22 shall apply to the election of: (i) the elected Officers; (ii) the Public Representative; and (iii) members of the Standing Committees, including Chairs and Vice-Chairs.

22.2 Twenty (20) days prior to each Annual Meeting, the Nominating Committee shall provide a report of the Nominating Committee to all NDEB Members setting forth the names of proposed persons to fill any vacancies for the forthcoming year for the positions referred to in Section 22.1.

22.3 NDEB Members shall have the right to nominate other eligible persons to any of the positions outlined in Section 22.1, provided any such nomination is seconded by another NDEB Member and is provided in writing to the Nominating Committee, together with the consent of the person or persons so nominated, not less than ten (10) days prior to the date of the Annual Meeting. No new nominations may be made in respect of such Annual Meeting after such date.

- 22.4 After the cut-off date for new nominations referred to in Section 22.3, the Nominating Committee shall notify NDEB Members in writing whether any additional nominations have been received and if so, the names of the additional nominee(s) and the position(s) for which such additional nominee(s) have been nominated.
- 22.5 If no additional nominations have been received, the Chair of the Annual Meeting shall declare that the nominees proposed in the report of the Nominating Committee have been elected by acclamation.
- 22.6 If any additional nominees have been proposed, the Chair of the Annual Meeting shall advise the NDEB Members in attendance at the meeting which positions are contested and, subject to Section 22.7, proceed to a vote in respect of each contested position.
- 22.7 With the exception of nominees for the Examinations Committee, Appeals Committee and Research Committee, prior to any vote in respect of a contested position, the nominees for contested positions shall have the opportunity to speak to the NDEB Members for a maximum of three (3) minutes about their suitability for the applicable position. The nominees shall be given advance notice that they will have an opportunity to speak to the NDEB Members before the voting begins at the Annual Meeting.
- 22.8 For positions that are not contested, the Chair of the Annual Meeting shall declare that the nominees proposed for such positions in the report of the Nominating Committee have been elected by acclamation.
- 22.9 Elections at an Annual Meeting for the positions referred to in Section 22.1 shall proceed as follows:
- 22.9.1 The Chair of the Annual Meeting will ask the NDEB Members to appoint a vote counter(s).
- 22.9.2 Voting at the Annual Meeting will be by ballot. Each person entitled to vote at the Annual Meeting will have one vote.
- 22.9.3 The vote counter(s) will report the results of the vote to the Chair.
- 22.9.4 The Chair of the Annual Meeting declares the elected nominee(s).
- 22.9.5 The Chair of the Annual Meeting shall vote at the same time as the other NDEB Members provided that the Chair's votes shall not be counted unless there is a tie vote.

23. Review of By-laws and Terms of Reference of Committees

- 23.1 The NDEB Members, based on recommendation of the By-laws Committee, shall annually review the By-laws of the NDEB.
- 23.2 The NDEB Members, based on recommendation of the By-laws Committee, shall annually review and approve the Terms of Reference for all Committees of the NDEB.
- 23.3 No by-law of the NDEB shall be enacted, altered, or repealed except with the concurrence of two-thirds (2/3) of the NDEB Members comprising the representatives of the Provincial Dental Regulatory Authorities.

VIII – COMMITTEES

24. Ad hoc Committees

- 24.1 The Executive Director and Registrar, NDEB Members, or the Executive Committee, as the case may be, may create ad hoc Committees and appoint or elect members and other persons to the ad hoc Committees.

25. Business of Committees

- 25.1 Each Committee shall conduct itself in accordance with the applicable Terms of Reference as approved by the NDEB Members.
- 25.2 Each Committee shall have a Chair and Vice-Chair who are elected or appointed, as the case may be, in accordance with Section 21.
- 25.3 The Committee Chair shall be responsible for the conduct of meetings of the applicable Standing Committee. The Committee Vice-Chair shall, in the absence or inability of the Chair, perform the Chair's duties and shall perform such other duties as are assigned by the Chair.
- 25.4 A Committee member may be removed from their respective position(s) by a vote of no less than 2/3 of NDEB Members approving such a removal at a meeting of the NDEB Members.

26. Appeals Committee

26.1 **Mandate:**

26.1.1 Appeals heard by the Appeals Committee shall be heard by a panel of three (3) members of the Appeals Committee ("Appeals Panel"), with one (1) member appointed by the Chair of the Appeals Committee as Chair of the Appeals Panel. The Chair of the Appeals Committee shall not select an Appeals Committee member for an Appeals Panel who participated in the administration of the examination under appeal.

26.1.2 The Appeals Panel and the Appeals Committee shall act in accordance with the Terms of Reference for the Appeals Committee.

- 26.2 **Composition:** The Appeals Committee of the NDEB shall consist of at least six (6) members.

- 26.3 **Eligibility:** All Appeals Committee members must have at least two (2) years of experience as Examiners and must be a member in good standing with a Provincial Dental Regulatory Authority.

- 26.4 **Term:** Appeals Committee members are elected for a three (3) year term and are eligible for re-election for one additional, consecutive three (3) year term. [For clarity, Appeals Committee members may be elected for more than two (2) terms on a cumulative basis but shall not be elected for more than two (2) terms consecutively.]

27. By-laws Committee

27.1 **Mandate:**

- 27.1.1 The By-laws Committee of the NDEB shall annually review the By-laws and recommend changes, if any, to the NDEB Members for approval.
- 27.1.2 The By-laws Committee of the NDEB shall annually review and make recommendations to the NDEB Members for approval of the Terms of Reference for all Committees of the NDEB.
- 27.1.3 The By-laws Committee of the NDEB shall conduct itself in accordance with the Terms of Reference for the By-laws Committee.

27.2 **Composition:** The By-laws Committee of the NDEB shall consist of three (3) members. At least one (1) By-laws Committee member must also be an Executive Committee member.

27.3 **Eligibility:** All By-laws Committee members must be NDEB Members.

27.4 **Term:** By-laws Committee members are elected for a three (3) year term. There is no limit on how many terms a By-laws Committee member may serve upon re-election.

28. Examinations Committee

28.1 **Mandate:**

- 28.1.1 The Examinations Committee shall review proposed Examiners annually and recommend a list of Examiners to be appointed by the NDEB Members. Recommendations permit the NDEB Members to appoint a sufficient number of Examiners to develop, construct, validate, administer, and evaluate all the examinations.
- 28.1.2 Faculties of Dentistry in Canada, Provincial Dental Regulatory Authorities, the Dental Council of New Zealand, Canadian Armed Forces, and the Royal College of Dentists of Canada shall propose Examiners.
- 28.1.3 The Examinations Committee of the NDEB shall conduct itself in accordance with the Terms of Reference for the Examinations Committee.

28.2 **Composition:** The Examinations Committee of the NDEB shall consist of nine (9) members:

- 28.2.1 One (1) of these members may be the Public Representative. The Public Representative is a non-voting member of the Committee.
- 28.2.2 No more than two (2) persons can be recommended to be members by each of the Ordre des Dentistes du Québec, the Association of Canadian Faculties of Dentistry, and the Dental Council of New Zealand.
- 28.2.3 At least two (2) members of the Committee shall have at least two (2) years of experience as Examiners.

28.3 **Term:** Except for the Public Representative, Examinations Committee members are elected for a three (3) year term and are eligible for re-election for one (1) additional,

consecutive three (3) year term, for a maximum of two (2) consecutive terms. The Public Representative's term shall be in accordance with Section 14.8. For clarity, Examinations Committee members (other than the Public Representative) may be elected for more than two (2) terms on a cumulative basis but shall not be elected for more than two (2) terms consecutively.

29. Executive Committee

29.1 **Mandate:**

29.1.1 The Executive Committee shall meet immediately before the Annual Meeting and at such other times as may be called by the President.

29.1.2 Subject to any provisions in its Terms of Reference, the Executive Committee shall act for and with the full power of the NDEB upon all such matters as may require attention between Annual Meetings and as required to hear and determine Compassionate Appeals.

29.2 **Composition:** The Executive Committee of the NDEB shall consist of five members:

29.2.1 the President;

29.2.2 the Vice-President/Treasurer;

29.2.3 the immediate Past-President; and

29.2.4 two (2) elected NDEB Members.

29.3 The President shall be the Chair, and the Vice-President/Treasurer shall be the Vice-Chair of the Executive Committee.

29.4 **Term:** The two (2) elected Executive Committee members shall serve for a two (2) year term. The two (2) elected members can be re-elected for one (1) additional term as an elected member and three (3) additional two (2) year terms only if serving as Vice-President, President, and immediate Past-President, respectively. The terms of the Chair and the Vice-Chair shall correspond to the terms as President and Vice-President/Treasurer, respectively.

30. Finance and Audit Committee

30.1 **Mandate:** The Finance and Audit Committee of the NDEB shall conduct itself in accordance with the Terms of Reference for the Finance and Audit Committee.

30.2 **Composition:** The Finance and Audit Committee of the NDEB shall consist of five (5) members:

30.2.1 President;

30.2.2 Vice-President/Treasurer;

30.2.3 two (2) elected NDEB Members; and

30.2.4 an independent chartered professional accountant.

- 30.3 The Vice-President/Treasurer shall be the Chair of the Finance and Audit Committee.
- 30.4 **Eligibility:** The independent chartered professional accountant cannot be an employee of the NDEB or an employee or partner of the present auditors or past auditors.
- 30.5 **Term:** The two (2) elected Finance and Audit Committee members shall be elected for a two (2) year term. The two (2) elected Committee members may be re-elected to an unlimited number of additional terms. The term of the independent chartered professional accountant shall be three (3) years and the NDEB Members may re-elect the independent chartered professional accountant for one (1), additional consecutive three (3) year term. For clarity, the independent chartered professional accountant may be elected for more than two (2) terms on a cumulative basis but shall not be elected for more than two (2) terms consecutively. The terms of the Chair shall correspond to the terms as Vice-President/Treasurer.

31. Nominating Committee

- 31.1 **Mandate:** The Nominating Committee of the NDEB shall conduct itself in accordance with the Terms of Reference for the Nominating Committee.
- 31.2 **Composition:** The Nominating Committee of the NDEB shall consist of the President and immediate Past-President. The immediate Past-President shall be the Chair of the Nominating Committee.
- 31.3 **Term:** The term of each member of the Nominating Committee shall correspond to the term as President or immediate Past-President, as the case may be.

32. Research Committee

- 32.1 **Mandate:**
- 32.1.1 The Research Committee of the NDEB shall have the authority to retain consultants to provide advice on matters under its consideration. Consultants may only be retained within financial limits established by the NDEB in the annual budget.
- 32.1.2 The Research Committee of the NDEB shall conduct itself in accordance with the Terms of Reference for the Research Committee.
- 32.2 **Composition:** The Research Committee of the NDEB shall consist of four (4) members as follows:
- 32.2.1 one (1) person with experience in testing;
- 32.2.2 two (2) people with a background in research; and
- 32.2.3 one (1) member of the Executive Committee.
- 32.3 **Term:** Research Committee members shall be elected for a term not to exceed three (3) years and may be re-elected by NDEB Members for one (1) additional, consecutive three (3) year term. For clarity, Research Committee members may be elected for more than two (2) terms on a cumulative basis but shall not be elected for more than two (2)

terms consecutively. The term starting date for members of the Research Committee shall be varied to ensure a rotation in membership.

IX-- FINANCIAL

- 32.4 Contracts, documents, or any instruments with an NDEB obligation to pay CAD \$250,000.00 per year or more requires execution by the NDEB and shall be signed by any two of the President, Registrar or Vice-President/Treasurer. All contracts, documents, and instruments are in full force and effect and are binding on the NDEB even if the only signature on the contract document or instrument is the signature of the Registrar. The President or Vice-President/Treasurer may approve the contract, document, or instrument after it comes into effect where only the signature of the Registrar appears on the contract, document, or instrument.
- 32.5 Contracts, documents, or any instruments with an NDEB obligation less than CAD \$250,000.00 requires signature of the Registrar, President, or Vice-President/Treasurer only or the signature of the Registrar's delegate in accordance with NDEB policies and procedures. All such contracts, documents, or instruments in writing so signed shall be binding upon the NDEB without further authorization or formality.
- 32.6 The remuneration of Officers of the NDEB other than that of the Registrar and Executive Director shall be fixed by resolution of the NDEB Members.
- 32.7 Members in attendance at meetings of the NDEB Members duly called, or Committees thereof, shall be reimbursed reasonable amounts necessary for travel and other expenses.
- 32.8 The imposition and collection of dues or fees payable by persons for examinations, appeals or petitions conducted by the NDEB or any of its Committees shall be such as from time to time fixed by the NDEB. The Registrar shall notify persons of the appropriate dues or fees payable by them and the additional dues or fees if the appropriate dues or fees are not paid within the prescribed period or if persons withdraw from examinations, appeals or petitions.

X -- INDEMNIFICATION

- 32.9 All NDEB Members and Officers of the NDEB may rely upon the accuracy of any statement or report certified by the NDEB's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.
- 32.10 No NDEB Members or Officers of the NDEB or members of any Committees appointed by the NDEB Members are liable for the acts, receipts, neglects or defaults of any other NDEB Member or Officer, or for joining in any receipts or other act for conformity, or for any loss or expenses happening to the NDEB through the insufficiency or deficiency of any security in or upon which any of the monies of the NDEB shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the NDEB shall be deposited, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own dishonesty or be occasioned by their own willful default or neglect.

32.11 All NDEB Members and Officers of the NDEB, or members of any Committees appointed by the NDEB Members, their heirs, executors, administrators, estate, and effects respectively are to be indemnified and saved harmless at all times out of the funds of the NDEB from and against

32.11.1 all liabilities, costs, judgements, charges, and expenses whatsoever which such NDEB Members or Officers sustain or incur in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office in the NDEB alleged so to be except such liabilities, judgements, costs, charges or expenses as are occasioned by their own willful default or neglect; and

32.11.2 all other liabilities, judgements, costs, charges, and expenses which they sustain on affairs of the NDEB, except such liabilities, judgements, costs, charges, or expenses as are occasioned by their own willful default or neglect.

ENACTED this 23 day of May 2026 to be effective July 1, 2026.

PRESIDENT

EXECUTIVE DIRECTOR AND REGISTRAR



Dr. Stéfán Haas-Jean

Dr. Marie Dagenais