



Canadian Academy of Pediatric Dentistry

Académie Canadienne de Dentisterie Pédiatrique

**CANADIAN ACADEMY OF PEDIATRIC DENTISTRY
ACADÉMIE CANADIENNE DE DENTISTERIE PÉDIATRIQUE
(CAPD/ACDP)**

CONSTITUTION & BY-LAWS

Amended February 19, 2006
Amended March 2014
Amended September 26, 2015
Amended September 14, 2018
Amended September 26, 2020
Amended October 28, 2022

CONSTITUTION

ARTICLE I: NAME

Section I

This organization is named: The Canadian Academy of Pediatric Dentistry / Académie Canadienne de Dentisterie Pédiatrique (CAPD/ACDP) herein referred to as “the Academy” or “this Academy”.

Section II

The specialty of Pediatric Dentistry is defined as the practice, teaching and research in comprehensive preventive and therapeutic oral health care of children from birth through adolescence. It shall include care for patients beyond the age of adolescence who demonstrate medical, mental, physical and/or emotional special needs.

Section III

Nothing herein contained shall be construed to make this organization in any way responsible or liable for the acts, debts or liabilities of any other member.

ARTICLE II: AIMS AND OBJECTIVES

Section I: Aims and Objectives

The objectives of the Academy shall be to:

1. promote optimal health for infants, children, adolescents and persons with special health care needs;
2. serve the professional needs of the CAPD/ACDP membership
3. to participate actively in the development and delivery of programs of continuing education in the field of pediatric dentistry for the Academy;
4. be the recognized national voice/ representative and advocate for Pediatric Dentistry; and promote the advancement of the specialty of Pediatric Dentistry.

ARTICLE III: OFFICERS

Section I: Elected Officers

The elected officers of the Academy shall be the Immediate Past President, President, Vice-President and Secretary/Treasurer, each of whom shall be elected by the General Assembly and should be referred to as the Executive Committee or the Board of Directors of the Academy.

Section II: Appointed Officers

Appointed officers deemed desirable and necessary shall be designated and appointed by the Executive Committee.

ARTICLE IV: MEETINGS

The General Assembly shall meet at least once each calendar year for an annual meeting. Other business and scientific meetings shall be as directed by the Executive Committee. The time and place of all meetings shall be determined by the Executive Committee.

BY-LAWS

ARTICLE 1: CENTRAL OFFICE

The Central Office of the Academy shall be in such place as the directors of the Academy may from time to time by resolution determine.

ARTICLE 2: ORGANIZATION AND DISSOLUTION

The Academy is a not for profit corporation under the laws of Canada. If the Academy 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 Academy, its surplus shall be used to foster Pediatric Dentistry in a manner to be determined by the governing body of the Academy.

ARTICLE 3: STRUCTURE

3.1 Classification

The structure of the Academy shall consist of:

3.1.1 Members – all classifications

3.1.2 Component Societies – shall be defined as those pediatric societies representing regions of Canada, as named in the Rules and Regulations. Representatives of component societies to the Academy must be members of the Academy.

3.2 Powers

The Academy shall have the power to establish Bylaws, Rules and Regulations, Policies/Procedures and guidelines to govern itself and its members.

The Academy shall have the power to provide for its financial support by levying membership dues as prescribed elsewhere in these Bylaws.

3.3 Component Societies

The recognized Component Societies shall provide information to the central office of this Academy as delineated in the Rules and Regulations.

ARTICLE 4: MEMBERSHIP

4.1 Classification

The members of this Academy shall be classified as follows:

- (1) Active Members
- (2) Associate Members
- (3) Retired Members
- (4) Honourary Members
- (5) Student Members
- (6) Affiliate Members
- (7) Allied Members

4.2 Eligibility and Privileges of Membership

4.2.1 Active Member

A dentist who has completed the (1) National Dental Examining Board of Canada Specialty Examination, (2) completed an accredited specialty program in pediatric dentistry accredited by the Commission on Dental Accreditation of Canada or an accreditation body with which the Commission on Dental Accreditation of Canada has a reciprocal accreditation agreement, (3) is a member of the Canadian Dental Association or American Dental Association, may apply for active membership in this Academy. All current Active members prior to ratification of the new definition are grandfathered forward as Active members at the time of membership renewal. Active Members shall pay all dues and assessments. Active members shall be eligible for all the privileges of the Academy including the right to vote, to make nominations, and to hold office.

4.2.2 Associate Member

A dentist who has successfully completed an accredited specialty program in pediatric dentistry accredited by the Commission on Dental Accreditation of Canada or an accreditation body with which the Commission on Dental Accreditation of Canada has a reciprocal accreditation agreement and is eligible to be registered with the dental regulatory authority of the province or territory of their residency as a certified specialist in pediatric dentistry but is NOT a member of the Canadian Dental Association or the American Dental Association at the time of application for membership may apply for associate membership in this Academy. Associate members shall pay all dues and assessments. All current associate members prior to ratification of the new definition are grandfathered forward as associate members at the time of membership renewal. Associate members shall **NOT** have the right to vote, to make nominations or to hold office.

4.2.3 Retired Member

Members of the Academy who have been active members for 10 years and who have voluntarily and completely retired from dental practice, administration and/or teaching, and who have made written application to the Executive Committee and approved at the General Assembly for reclassification to this status. Retired members shall be exempt from payment of CAPD membership dues and shall **NOT** have the right to vote, to make nominations or to hold office.

4.2.4 Life Member

Life Member: Members of the Academy who have been active for 30 years and/or have reached the age of 65 by September 30 of the current membership year and maintain an active license to practice, are eligible for Life Membership. Life Members shall pay all dues and assessments and are eligible for all the privileges of the Academy, including the right to vote, to make nominations, and to hold office. The dues for Life Membership will be 50% of the current CAPD/ACDP Active Membership dues.

4.2.5 Honourary Member

The Academy's highest honour is Honourary Membership, which recognizes an individual deemed to have made outstanding contributions to the advancement of Pediatric Dentistry or to this Academy over a sustained period. Proposals for Honourary Membership shall be made in writing to the Executive Committee and approved at the General Assembly. Honourary Members shall be exempt from membership and meeting registration fees. Honourary members shall be eligible for all the privileges of the Academy including the right to vote, to make nominations, and to hold office.

4.2.6 Student Member

Graduate and postgraduate students actively enrolled in an accredited specialty program in pediatric dentistry accredited by the Commission on Dental Accreditation of Canada or an accreditation body with which the Commission on Dental Accreditation of Canada has a reciprocal accreditation agreement, are eligible to apply for

Graduate and/or Postgraduate student membership. Undergraduate students actively enrolled in an educational program in dentistry accredited by the Commission on Dental Accreditation of Canada or an accreditation body with which the Commission on Dental Accreditation of Canada has a reciprocal accreditation agreement, are eligible to apply for Undergraduate student membership. All student members shall be exempt from membership dues, receive copies of all general membership communications and publications without charge. Graduate and Post graduate student members that are Canadian citizens or Canadian permanent residents and are attending a Canadian dental school shall be exempt from payment of membership dues and meeting registration fees. Undergraduate student members may attend meetings of the Academy after registering and paying all associated fees. Privileges of student members will terminate on July 1 following completion of the individual's educational program.

Student members shall **NOT** have the right to vote, make nominations or hold office but may participate as a non-voting member of a committee appointed by the President following a majority vote of the Executive Committee. Student membership shall require the approval of the Executive Committee of the Academy.

4.2.7 Affiliate Member

Available to general dentists who are engaged in dental practice, administration, teaching, and/or education in Canada or the United States and are members of the Canadian Dental Association or the American Dental Association at the time of application. Affiliate members are strongly encouraged to maintain membership in the Canadian Dental Association and/or the American Dental Association. Privileges of the Affiliate members shall be to: attend the annual general meeting of the Academy, serve on councils/committees as non-voting members, receive copies of all general membership communications and publications, attend and participate in all continuing education opportunities. Affiliate members may **NOT** use the Academy name, membership status or logo, vote or hold office or imply special expertise or training in pediatric dentistry.

4.2.8 Allied Member

Pediatricians who are Active members of the Canadian Pediatric Society, or American Academy of Pediatrics may apply for allied membership in this Academy. Allied members shall pay all dues and shall **NOT** have the right to vote, to make nominations or to hold office.

4.3 Fundamental Changes

Pursuant to Subsection 197(1) (Fundamental Changes) of the Canada Not-for-Profit Act (the "Act"), with the exceptions set out in the Articles, a Special Resolution of the Members is required to make any amendments to Section 4.2 of the By-laws if those amendments affect membership rights and/or conditions described in Paragraphs 197(1) (e), (h), (l) or (m) of the Act.

4.4 Application for Membership

Application for membership shall be presented to the central office in such form as the Academy may designate.

4.5 Member in Good Standing

A member of this Academy who is not under final sentence of suspension or expulsion and whose dues for the current calendar year have been paid shall be considered a **MEMBER IN GOOD STANDING**.

ARTICLE 5: MISCONDUCT OF MEMBERS

5.1 Professionalism

This Academy shall have the right to reprimand, suspend, or expel from membership any of its Members who may be adjudged guilty of unprofessional conduct as determined by the Executive Committee and ratified by the General Assembly.

5.2 Reprimand

Upon conviction of a charge which constitutes a violation of; a provision of the Bylaws of the Academy, the Code of Ethics of the Canadian Dental Association, or any other act deemed unprofessional by a majority vote of the Executive Committee, a member may, at the discretion of the Executive be issued an official reprimand in writing. Such reprimand shall remain in force until such time that the member submits satisfactory evidence of the institution of acceptable corrective measures within a period of three (3) months.

5.3 Suspension

Failure to institute acceptable corrective measures associated with an official reprimand may at the discretion of the Executive Committee result in the suspension of all the member's rights and privileges associated with Academy membership. Such suspension shall remain in force until such time that the member submits satisfactory evidence of the institution of acceptable corrective measures within a period of three (3) months.

5.4 Expulsion

Failure to institute acceptable corrective measures associated with suspension may at the discretion of the Executive Committee and ratified by the General Assembly result in expulsion from the Academy. A member shall be expelled for (1) failure to comply with the Academy Bylaws, pursuant to the process as outlined in Section 5.1 of the By-laws, (2) failure to meet the criteria for membership in a specific class, or (3) failure to remit the annual dues within 90 days after becoming due.

5.5 Resignation of Membership

Members in any category may relinquish their membership at any time by giving written notice to the central office of their termination of membership.

ARTICLE 6: MEMBERSHIP DUES AND ASSESSMENTS

6.1 Annual Membership Dues

The annual membership dues as set by the Executive Committee of the Academy shall be due and payable when signified.

6.2 Failure to Pay Dues

All members who have not paid annual dues or special assessments each year will be removed from the membership list as prescribed elsewhere in these Bylaws.

6.3 Re-Instatement

Members removed from the list shall submit to the central office of the Academy, a request for re-instatement subject to the decision of the Executive Committee.

ARTICLE 7: GENERAL ASSEMBLY

7.1 Name and Composition

The governing body of this Academy shall be known as the General Assembly and is composed of Active and Honourary members only.

7.2 Powers

The General Assembly shall:

- (1) Be the supreme legislative body of this Academy
- (2) Have the power to enact, amend and repeal the Bylaws of this Academy
- (3) Have the power to approve all resolutions and recommendations made in the name of the Academy
- (4) Have the power to elect the Executive Committee
- (5) Must ratify all misconduct decisions made by the Executive Committee against any member of the Academy

7.3 Meetings of the Members

7.3.1 The place and date of the Annual General Meeting or any other general meeting of the members shall be held at any place the Executive Committee may determine and such day as the said Executive Committee shall appoint. Written notice by means of mail, personal delivery or electronic communication shall be sent to each member not less than sixty (60) days prior to the date of such meeting.

7.3.2 At every Annual General Meeting an order of business shall be prepared as delineated in the Rules and Regulations.

7.3.3 Ten percent of the Active members, or 30 Active Members, whichever is more, in attendance at a properly called meeting of the General Assembly will constitute a quorum for the transaction of business. If quorum is established at the commencement of the meeting, the transaction of business shall be permitted to continue even if quorum is not present throughout the meeting.

7.3.4 Special meetings or teleconferences may be called by the Executive Committee, or shall be called by written application of five percent of Active and Honourary members *to the President*. Such a meeting shall be called within sixty (60) days of said applications, and notice of such meeting shall be sent to all members at least twenty-one (21) days in advance.

7.3.5 At all meetings of members of the Academy, every *motion* shall be determined by a majority of votes unless otherwise specifically provided by statute or by these Bylaws. Proxy voting will not be allowed. Each motion shall be decided by one of the following methods: a show of hands, verbal vote, electronic ballot. A secret ballot may be requested if twenty percent of Active and Honourary members present request it.

7.3.6 Upon all matters relating to the governance and conduct of business of this Academy, for which no provision has been made in the foregoing Bylaws, procedure shall be in accordance with Robert's Rules of Order and specifically:

- (1) The President shall have the right to decide all questions of order, subject to appeal.
- (2) Every proposition or motion by an Active or Honourary member shall require a seconder, and shall be reduced to writing.
- (3) Propositions, motions, or amendments can at any time be withdrawn by the mover, with the consent of the seconder, before the vote is taken.

7.4 Scientific Sessions.

The annual scientific and educational sessions shall be held in conjunction with the Annual General Meeting of this Academy as provided for elsewhere in these Bylaws. The annual scientific and educational sessions shall be held at such time and place as may be determined by the Executive Committee.

ARTICLE 8: COMMITTEES

8.1 Classification and Composition

Committees of the Academy shall be identified as follows:

8.1.1 Standing Committees

Standing Committees, other than Membership and Finance, shall be established by the Executive Committee for the purpose of performing duties of a continuing nature. The Chairpersons are appointed by the President and shall be members of the Executive Council for the duration of their term of office. All members of standing committees shall be nominated by the Executive Committee and appointed by the President.

8.1.2 Membership Committee

Membership Committee shall consider matters related to the interests and well-being of the members and promote membership in the Academy and shall be chaired by the Vice President.

8.1.3 Finance Committee

Finance Committee under the chairmanship of the Secretary/Treasurer, shall prepare an annual budget for submission to the Executive Committee, and shall investigate and report on financial matters.

8.1.4 Nominating Committee

The Nominating Committee will be chaired by the Immediate Past President and shall consist of the Executive Committee. The Nominating Committee shall nominate candidates for the incoming Elected Officer position of Secretary/Treasurer from the Active and/or Honourary membership. Nominations shall be sought by a letter from the Chairman of the Nominations Committee to each Active, and/or Honourary member, sent at least ninety (90) days prior to the annual meeting. Each nomination shall be accompanied by a signed acceptance from the nominee and written endorsement signed by three Active and/or Honourary members. Each nomination shall be read to the General Assembly at the annual meeting and the floor shall then be opened for additional nominations.

8.1.5 Other Committees

Other Committees shall be appointed by the President as mandated by the Executive Committee to carry out such tasks as may be prescribed. The Chairperson and the committee members shall be nominated by the Executive Committee and appointed by the President.

8.2 Executive Committee

The Executive Committee shall consist of the Elected Officers, and shall be advised by the Executive Director, Parliamentarian, and the Royal College of Dentists of Canada Director for Pediatric Dentistry.

The Executive Committee shall be the managing body and shall constitute the Board of Directors of the Academy vested with full power to conduct the business of the Academy. It shall have the power to establish rules and regulations consistent with these Bylaws and to establish ad-interim policies and guidelines between Annual General Meetings when such policies and guidelines are necessary for the management of the Academy provided

that all policies are presented to the General Assembly for ratification at the next Annual General Meeting of the Academy.

8.2.1 Mandated Activities of the Executive Committee

The Executive Committee shall be mandated to:

- (1) Report annually its actions to the Executive Council and the General Assembly for ratification
- (2) Nominate candidates for Appointed Officers for appointment by the President
- (3) Nominate candidates for each committee vacancy for appointment by the President
- (4) Conduct ad interim business of the Academy
- (5) Prepare and review the financial statements for presentation at the Annual General Meeting
- (6) Submit proposals for amendments to the Bylaws of the Academy, to be voted upon at the Annual General Meeting.

A vacancy in the Executive Committee, however caused, may continue so long as a majority of the Executive Committee remains in office and shall be filled at the next Annual General Meeting.

8.2.2 Executive Committee Meetings

The Executive Committee shall meet at least once a year, prior to the mandated Executive Council meeting. Any additional meetings may be held as deemed necessary by the Executive Committee and may be held via teleconference call. A notice of a meeting shall be provided to the members of the Executive Committee, at least 20 days prior to the meeting. A majority of the Elected Officers of the Executive Committee shall constitute quorum for the meeting. Proxy votes shall not be allowed.

8.3 Executive Council

The Executive Council shall be composed of the Executive Committee and the Committee Chairs or their delegated representatives, and one Council Member appointed by each Component Society of the Academy. The President or his designate shall act as Chair of the Council.

The Executive Council shall:

- (1) Meet before the Annual General Meeting to consider the business of the Academy
- (2) Present and consider reports from committees and liaison representatives
- (3) Submit and review Budget requests
- (4) Prepare an agenda for the Annual General Meeting

8.3.1 Quorum and Voting

A majority of the Executive Council present and voting, of whom two must be voting members of the Executive Committee, shall form a quorum for the transaction of business. Questions arising at any meeting of the Councillors shall be decided by a majority of votes. Proxy voting shall not be allowed.

8.4 Executive Council Meetings

The Executive Council shall meet at least once a year, prior to the Annual General Meeting of the Academy. Any additional meetings may be held as deemed necessary by the Executive Committee and may be held via teleconference call.

Additional meetings called by the Council shall be held on written request filed by at least one-third of the members of the Executive Council. Written notice of such meeting shall be given in writing to all members of the Executive Council not less than 10 business days prior to the meeting.

8.5 Vacancies

Any position on the Executive Council, and for further clarity, the Executive Committee, shall be automatically vacated if:

- (1) A member resigns his office by delivering a written resignation to the Executive Director of the Academy
- (2) Said member is found by a court of law to be of unsound mind or mentally incapacitated
- (3) At a special meeting of the Executive Council a resolution is passed by two-thirds of the members present, of whom two must be voting members of the Executive Committee, that said member be removed from office;
- (4) Said member dies or becomes physically incapable of performing his/her duties.
- (5) Said member ceases to be a member of the Academy.

Provided that a vacancy occurs, the Executive Council by majority vote, may recommend a replacement to the President for appointment to fill the vacancy until the next General Assembly.

ARTICLE 9: REMUNERATION OF COUNCILLORS AND OTHERS

9.1 Members shall serve as such without remuneration and no member shall directly or indirectly receive any profit from their position; provided that a member may be paid reasonable expenses incurred by the individual in the performance of his duties. Nothing herein contained shall be construed to preclude any member from serving the Academy as an officer or in any other capacity and receiving compensation, therefore.

9.2 The Executive Committee may authorize or provide for reasonable expenses as delineated in the Rules and Regulations:

ARTICLE 10: OFFICERS AND OFFICIALS

10.1 Title

10.1.1 Elected Officers – The elected officers of the Academy shall consist of the President, Vice-President, Secretary/Treasurer, and Immediate Past President and shall be deemed the Board of Directors of the Academy.

10.1.2 Appointed Officers – The appointed officers of the Academy shall consist of the Executive Director and the Parliamentarian and the Royal College of Dentists of Canada Director for Pediatric Dentistry. The Executive Director and Royal College of Dentists of Canada Director for Pediatric Dentistry are non-voting officers. The Parliamentarian has the right to vote.

10.1.3 Special Liaison / Representatives

These shall be established and nominated by the Executive Committee for the purpose of performing duties of a specific short-term nature and shall be appointed by the President.

10.2 Eligibility

Only Active and Honourary members of the Academy, in good standing, shall be eligible to serve as Elected or Appointed Officers of the Academy.

10.3 Election and Appointment

10.3.1 Elected Officers of the Academy shall be elected by the Active and Honourary members at the Annual General Meeting (AGM). Nominations for the elected offices of the Academy will be nominated in a line officer succession from Secretary/Treasurer to Vice President to President to Immediate Past-President. This shall be

presented by the Chair of the Nominating committee at the Executive Council Meeting in the year that vacancies are expected to occur. Nominations will be accepted from the floor during the business meeting of the AGM.

10.3.2 The Appointed Officers of the Academy shall be appointed by the President as voted by the Executive Committee annually.

10.4 Terms of Office

10.4.1 The term of office for all elected officers of the Academy shall be for a period of two years.

10.4.2 Officers may be subject to removal by resolution of the Executive Council passed by a two-thirds vote at a duly called meeting of the Executive Council and ratified by a majority vote of the general assembly

10.4.3 Provincial/Regional councillors may be elected by their respective Component Societies and appointed by the President.

ARTICLE 11: DUTIES OF OFFICERS AND APPOINTED OFFICERS

11.1 President

The President of the Academy shall:

- (1) Serve as Chair of the Executive Committee and the Executive Council
- (2) Preside over the Annual and Special meetings of the Academy
- (3) Serve as an official representative for the purpose of advancing the objectives and policies of the Academy
- (4) Submit an annual report to the membership
- (5) Appoint Chairs, officers, and committees of the Academy
- (6) Perform such other duties as may be provided in these Bylaws or may be prescribed by the Executive Committee

11.2 Vice-President

The Vice-President of the Academy shall:

- (1) Shall serve as a member of the Executive Committee
- (2) Assist the President as requested
- (3) Perform such other duties as may be provided in these Bylaws or as may be prescribed by the Executive Committee
- (4) Perform the duties of the President in case of the latter's absence, temporary disability, resignation or death until such time as a new President is elected
- (5) Chair the Membership Committee and shall:
 - a. consider all applications for membership in this Academy and recommend acceptance of those applications who have met the proper requirements to the Executive Committee
 - b. encourage component status by provincial or regional organizations

11.3 Secretary/Treasurer

The Secretary/Treasurer of the Academy shall:

- (1) Serve as a member of the Executive committee
- (2) Shall ensure the keeping of all minutes and records of meetings as required

- (3) Serve as custodian of all monies belonging to the Academy and to hold, invest and disburse same, subject to the direction of the Executive committee
- (4) Present an annual report to the Executive committee on the general financial position of the Academy
- (5) Perform such other duties as may be directed by the President or the Executive committee

11.4 Immediate Past President

The immediate Past President shall:

1. Serve as a member of the Executive Committee
2. Chair the Nominating Committee
3. Perform such other duties as may be directed by the President or the Executive committee

11.5 Executive Director

The Executive Director shall:

1. Serve as a nonvoting participant and advisor to the Executive Committee
2. Serve as the Administrative Head of the Academy
3. Engage all employees of the Academy at the direction of the Executive Committee
4. Present an annual report on the administrative activities of the Academy
5. Be the custodian of all records and archives
6. Perform such other duties as may be directed by the President or the Executive committee

11.6 Parliamentarian

The Parliamentarian shall:

1. Serve as a voting participant and advisor to the Executive Committee
2. Shall advise the Executive Committee regarding matters of procedure
3. Perform such other duties as may be directed by the President or the Executive committee

ARTICLE 12: INDEMNITIES TO COUNCILLORS AND OTHERS

12.1 Every Councillor or Officer of the Academy or other person who has undertaken or is about to undertake any liability on behalf of the Academy or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Academy, from and against:

- (1) All costs, charges and expenses whatsoever which such Councillor, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability; and
- (2) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default.

12.2 Every member of this Academy waives the right to hold the Academy, its officers, members, and/or employees responsible for any damage, pecuniary or otherwise, which may result from conviction and discipline associated with disciplinary proceedings against said member.

ARTICLE 13: CODE OF ETHICS

13.1 The code of Ethics of the Academy shall be the current Code of Ethics of the Canadian Dental Association.

ARTICLE 14: PRIVACY POLICY

14.1 The Privacy Policy is delineated in the Rules and Regulations.

ARTICLE 15: AMENDMENT OF BYLAWS

15.1 These Bylaws may be amended by a two-thirds affirmative vote of the Active and Honourary members present and voting at any Annual General Meeting of the Academy provided the proposed amendment is distributed for review to the general assembly at least 60 days prior to the meeting at which the amendment is to be considered.

ARTICLE 16: AUDITORS

16.1 The Executive Committee shall annually appoint an accountant to review the financial accounts of the Academy. When necessary, the Executive Committee may appoint an auditor.

ARTICLE 17: CHEQUES, DRAFTS, NOTES, ETC.

17.1 All cheques, drafts, or orders for the payment of money and all notices of acceptance and bills of exchange shall be approved in writing by the Secretary/Treasurer and/or Vice President.

ARTICLE 18: BORROWING POWERS AND EXECUTION OF INSTRUMENTS

18.1 The Executive Committee may from time to time:

1. borrow money on the credit of the Academy;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the Academy; and
3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Academy, owned or subsequently acquired to secure any debt obligation of the Academy.

18.2 Contracts, documents or any instruments in writing requiring the signature of the Academy may be signed by two members of the Executive Committee. Contracts, documents, and instruments in writing, so signed, shall be binding upon the Academy without further authorization or formality. The Executive Committee shall from time to time by resolution recommend appointment of any officer or official on behalf of the Academy either to sign contracts, documents, and instruments in writing generally or to sign specific contract, documents or instruments in writing.

18.3 The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages hypothec, charges, conveyances, transfers and assignments of property real or personal, immoveable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, share warrants, stocks, bonds, debentures, or other securities and all paper writings.

ARTICLE 19: RULES AND REGULATIONS

19.1 The Executive Committee may prescribe such rules and regulations not consistent with these Bylaws relating to the management and operation of the Academy as they deem expedient, provided that such rules and

regulations shall have force and effect only until the next Annual General Meeting of the members of the Academy when they shall be ratified and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

ARTICLE 20: INTERPRETATION

20.1 In these Bylaws and in all other documents of the Academy hereby passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to person shall include firms and Associations.