



International
Society of
Dental Regulators

International Society of Dental Regulators

By-Laws

Approved: September 16, 2015

1. General

1. Definitions

In these by-laws the following definitions shall apply:

dental regulatory authority	means the body responsible for the professional regulation of dentists and/or other dental professions in a jurisdiction, including their registration or licensure, as authorized by the laws of that jurisdiction.
ISDR	means the International Society of Dental Regulators.
Articles	means the Articles of ISDR Incorporation dated 24 February 2015.
Licensure	Includes registration and certification
Member Organization	means a Member organization of the ISDR.
Act	means the Canada Not-for-profit Corporations Act

1.2 Name

The name of the organization shall be the International Society of Dental Regulators (“ISDR” or “the Society”).

1.3 Purpose and Objects

The ISDR shall be operated exclusively to support the purposes of dental regulation through scientific, educational and collaborative activities, and to encourage best practices among dental regulatory authorities worldwide in the achievement of their mandate of protecting, promoting, and maintaining the health and safety of the public by ensuring proper standards for the dental professions.

The ISDR shall achieve its purpose through the pursuit of the following objects:

- To support dental regulatory authorities worldwide in protecting the public interest by promoting high standards for dental education, licensure, registration, regulation, and professional conduct and facilitating the ongoing exchange of information among dental regulatory authorities.
- To advocate for and promote high standards of dental education, dental practitioner evaluation and assessment, licensure, regulation, dental practice, and professional conduct.
- To facilitate international cooperation and collaboration among dental regulatory authorities, including establishing a network for the regular exchange of dental licensing, registration, regulatory, and disciplinary information.

- To provide a forum for the development and sharing of new concepts and new approaches in the regulation of dental practice.
- To encourage and support research, policy analysis, and policy development related to dental licensure, registration and regulation.
- To serve as an information source for dental regulatory authorities, the public, and national and international organizations.

1.4 Website

The ISDR shall maintain a website for the provision of information regarding its purpose, objects, and other activities.

1.5 Dissolution

The ISDR may only be dissolved by the General Assembly on the basis of an affirmative vote of at least three quarters (3/4) of its attending members, after which the Executive Committee will take immediate steps to wind up the Society.

1.6 Amendments

The By-laws may be amended by the General Assembly on the basis of an affirmative vote of at least two-thirds (2/3) of its attending Members.

A proposed amendment will not be considered unless received by the Executive Committee at least three (3) months prior to the meeting at which it is to be considered and unless notice of the proposed amendment is given to the General Assembly at least two (2) months before the meeting at which it is to be considered.

1.7 Official Language & Communications

The official language of the Society is English.

The Society's logo, contact details and website address shall be prominently displayed on all ISDR communications.

1.8 Place of meeting

The ISDR holds meeting in places agreed by members.

1.9 Law

The ISDR is subject to Canadian law governing not-for-profit organisations (the 'Act').

2. Membership

2.1 *Classes of Members*

Membership of ISDR should consist in Ordinary and Associate Members.

-Ordinary Membership of ISDR is only open to :

- A national dental regulatory authority
- A national association of dental regulatory authorities
- A state, provincial, or territorial dental regulatory authority of a country.

-Associate Members of ISDR is open to :

Any other national, multinational, international, or subnational organization that has a nexus to ISDR through its involvement in dental regulation, credentialing, evaluation and assessment, education, or other matters related to the quality and integrity of the practice of dentistry.

Both categories are eligible to the Executive Committee and any other committee or working-group created by the Executive Committee.

2.2 *Voting Rights for Member Organizations*

Subject to the limitations contained below, Member Organizations shall be entitled to a single vote in any matter brought to a vote at a General Assembly or any other Society meeting.

Proxy voting shall not be permitted.

Postal vote shall not be permitted.

Candidacy to the election to the Executive Committee (see point 4.3) can be made by the national body/national committee and/or the Member Organizations, however once two (2) persons from a country are elected to the Executive Committee no other person from that country may be elected to an Executive Committee position.

-For issues relating to the nature of ISDR [i.a. Articles, By-laws, new membership, revocation of membership, dissolution], votes are only open to Ordinary Members.

Ordinary Members located within any one country are entitled to one (1) vote at the General Assembly and shall appoint one (1) individual named as a participating delegate by a Member in that country to serve as the voting delegate on behalf of all of the Members of that country.

-For issues relating to the management of ISDR [i.a. administrative decisions, elections for the Executive Committee, endorsement by ISDR of international standards, etc], votes are opened to Ordinary & Associate Members.

They have an equal vote.

2.3 Other Rights of Member Organizations

Each Member Organization in good standing shall have the following rights and privileges:

- To appoint up to two (2) delegates to represent it at the General Assembly and other Society meetings
- To propose resolutions and matters for discussion at the General Assembly and other Society meetings
- To participate in deliberations and vote at the General Assembly and other Society meetings
- To nominate one of its appointed delegates to stand for election to the Executive Committee
- To receive reports of the Executive Committee and any other standing or ad hoc committees regarding the committee's activities

2.4 Obligation of Members

In addition to any other duties or obligations provided for in these By-laws, each Member shall:

- Do all in its power to promote knowledge of, and active interest in, the objectives and work of the Society;
- Reply to all inquiries and questionnaires from the Society, the Executive Committee or any other committee established by ISDR as quickly as possible;
- Ensure that the Society is informed of any relevant events or developments in its region or country that may be of interest to Society members; and,
- Refrain from any conduct detrimental to the honour or the interest of the Society. Sanctions may be applied (see paragraph 2.10).

2.5 New Membership

An organization seeking membership in ISDR shall submit an application in the form approved by the Executive Committee.

The Executive Committee will then convey the application to the General Assembly for its approval at the next regularly scheduled General Assembly meeting after receipt. Membership applications must be approved by at least two-thirds of the General Assembly attending the meeting at which the vote is taken.

2.6 Annual Membership fees; due date

Each Member Organization shall pay a non-refundable membership fee annually in the amount approved by the General Assembly and, on or before, the date set by the Executive Committee.

2.7 Suspension for Non-Payment

A Member Organization that fails to pay the annual membership fee on or before the due date set by the Executive Committee shall be automatically suspended.

2.8 Lifting of Suspension

Where a Member Organization suspended for non-payment of fees makes payment of all outstanding fees within ninety (90) days of being suspended, the suspension shall be automatically lifted.

2.9 Termination for Non-Payment

Where a Member Organization suspended for the non-payment of fees fails to pay the outstanding fees within ninety (90) days of being suspended, the Member Organization's membership shall be automatically terminated.

2.10 Withdrawal of Membership

A Member Organization may withdraw its membership in the Society on ninety (90) days notice submitted in writing to the Executive Committee.

2.11 Revocation of Membership

In case of conduct detrimental to the honour or the interest of the Society, a Member Organization's membership may be revoked by a resolution supported by at least two-thirds of the attending members of the General Assembly.

The procedure for revocation is as follows :

- the revocation is put to the agenda of a General Assembly's meeting;
- a formal and written presentation of the charges by the Executive Committee is sent to the concerned Member Organisation and to the General Assembly;
- a formal reply is given by the concerned Member Organisation before the General Assembly;
- the General Assembly renders its decision.

3. Finance

3.1 Statutes

The ISDR is a non-profit organization based in Toronto, Canada (Corporation Number 907508-9) run by the Canada Not-for-profit Corporations Act.

3.2 Fiscal Year & Budget

- The fiscal year for the Society is the calendar year.
- The Executive Committee must produce an annual budget which must be approved by the General Assembly. The budget must reflect the annual plan established each year by the General Assembly.
- The Executive Committee must keep true and accurate financial accounts for the Society in accordance with Generally Accepted Accounting Principles.
- Any Member Organization may have access to the accounts.
- The General Assembly shall appoint an independent firm of accountants to prepare audited financial statements for the Society.
- The Executive Committee must submit to the General Assembly, a detailed report on the general state and proceedings of the Society at least annually or more frequently if so directed by the General Assembly. This report must be accompanied by a set of audited financial statements of the Society.
- The Society's budget is comprised of annual fees paid by Member Organizations and of registration or other fees for conferences the Society may organize.

3.3 Determination of Fees

The annual fees for each Member Organization is set by the General Assembly when approving the annual plan and budget presented by the Executive Committee.

4. Governance

4.1 Executive Committee

The ISDR shall be served by an Executive Committee comprised of delegates from at least five (5) Member Organizations and no more than eight (8) Member Organizations and two (2) of whom are registered dentists.

No person shall act for an absent delegate at a meeting of Executive Committee.

4.2 Powers of the Executive Committee

The Executive Committee coordinates the work of the Society in accordance with the annual plan established by the General Assembly.

To carry out this mandate the Executive Committee shall:

- act for the Society to carry out the instruction of the General Assembly between meetings of the General Assembly;
- manage and administer the affairs of the Society in accordance with the instructions given by the General Assembly;
- present an annual report of the work accomplished by the Society, and regularly report to the Member Organizations through other means including, but not limited to, electronic communications;
- present an annual plan and budget for approval of the General Assembly;
- carry out the mandates of the ISDR as established by the Member Organizations and shall have full and complete power and authority to perform all acts and to transact all business for and on behalf of the ISDR provided it is in accordance with the annual plan and budget approved by the General Assembly or such additional instructions provided by the General Assembly;
- provide leadership in the development and implementation of the ISDR's strategic plan and business plan, and
- represent the ISDR to other organizations and speak on behalf of ISDR to promote recognition of the ISDR's efforts to fulfil its goals.

The Executive Committee is free to determine its own procedures for its internal meetings and decision making.

To ensure transparency and participation of Member Organization, the Executive Committee will develop operating procedures "for approval of the General Assembly" for such matters as, but not limited to:

- Banking and Finance
- Audit
- Approval of cheques and payments
- Hosting and transfer of control of website between Member Organizations designated to host the website

- Management of assets
- Transition of operational matters between Member Organizations which volunteer or are appointed to take on the roles and responsibilities of the executive director position on the Executive Committee.

Once approved, documents may be available on the web-site.

4.3 Election to Executive Committee

The members of the Executive Committee shall be elected annually at the General Assembly by vote of the Member Organizations.

Following the initial meeting of the General Assembly in London in 2014, to be eligible, candidates for the Executive Committee shall declare their intention to stand for election to the Executive Committee no less than twenty eight (28) days before the General Assembly's meeting.

The list of candidates shall be sent out to Member Organizations in good standing in accordance with the notice provisions established for General Assembly meetings.

The positions on the Executive Committee shall be:

1) President

The President represents the society externally. The president speaks on behalf of the Society, on matters approved by the General Assembly.

The President must regularly inform Member Organizations of all actions taken in the name of the Society.

The President chairs the meetings of the General Assembly and of the Executive Committee.

2) Co-Chair

The Co-Chair assumes responsibility for the tasks incumbent on the President in the event that the President is absent or unable to perform those duties.

The Co-Chair presides over the International Conference of Dental Regulators.

3) Treasurer

The Treasurer carries out duties assigned by the Executive Committee and General Assembly in furtherance of the approved annual plan.

The Treasurer receives and accounts for all fees and other monies payable to the Society.

The Treasurer ensures a true and accurate balance sheet and statements of accounts that are prepared for and presented at the annual General Meeting.

The Treasurer ensures that the annual audit of the accounts is undertaken and that all relevant information is made available to the auditors without impediment.

4) Executive Director

The Executive Director is responsible for the day to day operations and administration of the Society and must report regularly to the General Assembly on the work undertaken by the Society.

4.4 Term of Office

A term is one year.

A member of the Executive Committee shall serve for a term commencing at his or her election and terminating at the next General Assembly.

4.5 Maximum Term

A current or former member of the Executive Committee may be re-elected, and may serve for a maximum of three (3) terms in total.

4.6 Other Committees, Working Groups

The Executive Committee may establish ad hoc committees or working groups to carry out work in accordance with the annual plan approved by the General Assembly.

4.7 Suspension of Executive Committee Member

A member of the Executive Committee is suspended from the Executive Committee if his or her Membership Organization is suspended for non-payment of fees.

4.8 Removal of Executive Committee Member

A member of the Executive Committee may be removed by resolution supported by two-thirds of the Member Organizations.

A Member of the Executive Committee is automatically removed when his or her Member Organization's membership has been revoked.

5. Meetings

5.1 General Assembly

The ISDR shall hold an annual meeting of the General Assembly.

5.2 Special Meetings

The Executive Committee may call additional special meetings of the Member Organizations and shall call a special meeting upon written request of any five (5) Member Organizations.

5.3 Notice

The Executive Committee shall provide written notice of the time and place of meetings of the full Membership of the ISDR at least ninety (90) days prior to the date of the meeting.

The agenda for the General Assembly is prepared by the Executive Committee and sent to the Members at least sixty (60) days before the meeting, except in urgent cases. The agenda includes all the necessary documents for examining matters to be dealt with.

When necessary, the President may add to the agenda any additional matter that can be demonstrated to be of an urgent nature.

No vote can take place on a matter that has not been put on the agenda and for which adequate advance notice (at least 90 days) has been given to the Membership Organizations.

5.4 Meetings by Teleconference, etc.

Any meeting of the General Assembly, ISDR Executive Committee or a committee thereof may be held by teleconference, video conference, or similar means. Despite the foregoing the General Assembly must meet in person at least once a year.

5.5 Quorum

A majority of the number of entities holding a vote in accordance shall constitute a quorum of the General Assembly.

Three (3) delegates shall constitute a quorum of the Executive Committee.

A quorum has to be constituted for the meetings of the General Assembly and of the Executive Committee.

5.6 Decisions by Majority

Except as otherwise provided in these by-laws, all resolutions and other matters brought to a vote at a General Assembly or at any other ISDR meetings shall be by simple majority.

5.7 Minutes

Minutes of the General Assembly's and of the Executive Committee's meetings are sent to Members in the month following the meeting.

5.8 Rules of Order

A General Assembly and other meetings of the ISDR shall be conducted in accordance with Sturgis' Standard Code of Parliamentary Procedure, save where provided otherwise by these by-laws.
