

CANADIAN DENTAL REGULATORY AUTHORITIES FEDERATION

**MINUTES
BOARD OF DIRECTORS**

1. CDRAF By-Laws

On August 21, 2014, the CDRAF Board was provided electronically with proposed CDRAF By-Laws for its approval, as follows:

MOTION: Rinehart/Trainor/Hohn

THAT the CDRAF Board take the following actions to comply with the not-for-profit legislation of the federal government:

- 1. Revoke the existing by-laws of the Canadian Dental Regulatory Authorities Federation; and**
- 2. Approve By-Law No. 1 – Relating Generally to the Conduct of the Affairs of the Federation as set out in Appendix A of this motion.**

CARRIED

(Unanimously)

(British Columbia: In Favour, August 15, 2014)

(Alberta: In Favour, August 10, 2014)

(Saskatchewan: In Favour, August 11, 2014)

(Manitoba: In Favour, August 21, 2014)

(Ontario: In Favour, August 10, 2014)

(Québec: In Favour, August 11, 2014)

(New Brunswick: In Favour, August 8, 2014)

(Nova Scotia: In Favour, August 8, 2014)

(Prince Edward Island: In Favour, August 10, 2014)

(Newfoundland & Labrador: In Favour, August 8, 2014)

On August 28, 2014, the CDRAF Board was provided with a copy of the draft Articles of Continuance and draft Resolution for approval, as follows:

Special Resolution of Members

Continuing the Corporation under the provisions of the Canada Not-for-profit Corporations Act and authorizing the directors to apply for a Certificate of Continuance.

WHEREAS the Canadian Dental Regulatory Authorities Federation (Corporation) was incorporated under Part II of the Canada Corporations Act by Letters Patent dated the 3rd day of March, 2004; and

WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the Canada Not-for-profit Corporations Act (NFP Act) pursuant to section 297 of the NFP Act;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
3. The general operating by-law of the Corporation (as amended) is repealed effective on the date that the corporation continues under the NFP Act and the new general operating by-law No.1 which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date.
4. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

CARRIED
(Unanimously)

The CDRAF By-Laws, Resolution and Articles of Continuance were forwarded to Industry Canada on August 29, 2014 for filing.