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# BYLAWS

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FEBRUARY 11, 2023

Updated March 2024

380 Bedford Highway, Suite 301, Halifax, NS, B3M 2L4

## **PART I – INTERPRETATION OF BY-LAWS AND GENERAL PROVISIONS**

### **1. DEFINITIONS**

- 1.1 All words used in these by-laws that are defined in the Act or the regulations have the same meaning as set out in the Act or regulations.
- 1.2 In these by-laws, unless the context otherwise requires:
- (a) “Act” means the *Dietitians Act*, SNS 2009, c. 2;
  - (b) “AGM” means Annual General Meeting;
  - (c) “ballot” refers to the form used by members for voting, which may be either in paper or such electronic form as determined by the Board;
  - (d) “Board”, when used in these by-laws includes the initial Board and Boards comprised of members elected following the expiration of the terms of the initial Board members;
  - (e) “Board Composition Matrix” means the list of competencies, qualities and other criteria approved by the Board to describe the collective desired composition of the Board;
  - (f) Chair means the chair of the board
  - (g) Chair-elect means the chair-elect of the board
  - (h) “Chief Elections Officer” means a person appointed by the Board to oversee the election process, who must not be a candidate for office, a current Board member, or a College employee;
  - (i) “College” means the Nova Scotia College of Dietitians and Nutritionists;
  - (j) “College employees” means individuals employed on a full- or part-time basis by the College, but does not include independent contractors, consultants or facilitators who otherwise provide services to the College;
  - (k) “in good standing” means the status of a member who:
    - (i) holds a current active practising or active practising with conditions or restrictions licence;
    - (ii) is current in their continuing competence requirements;
    - (iii) does not owe any outstanding fees or costs to the College; and
    - (iv) is not subject to any licensing sanction or ongoing regulatory process that in the opinion of the Nominating Committee, impacts their ability to ethically and competently serve as a member of the Board, or would otherwise be contrary to the objects of the College.

- (l) “initial Board” means the members of the legacy Board in office immediately before the date of proclamation of the Act;
- (m) “legacy Board” means the Board of the Nova Scotia Dietetic Association, in existence immediately prior to the proclamation of the Act;
- (n) “Meeting Rules” means such rules approved by the Board that govern the conduct of Board, annual or special meetings, that are not inconsistent with these by-laws;
- (o) Past chair means the past chair of the board;
- (p) “voting delegates” means those members who:
  - (i) hold either an
    - (A) active practising licence, or
    - (B) an active practising licence with conditions or restrictions, unless there is a condition on the licence restricting the member from voting;
  - (ii) have registered to vote prior to the relevant meeting at which the vote is taking place, within such timelines and manner as set out in the Meeting Rules; and
  - (iii) are not one of the following:
    - (A) College employees,
    - (B) others filling an administrative position in the voting process who are exempt from voting as set out in the Meeting Rules,
    - (C) in the case of a vote during an election, the Chief Elections Officer.

## **2. CORPORATE SEAL**

- 2.1 The seal of the College shall have the words “Nova Scotia College of Dietitians and Nutritionists, incorporated 2023 endorsed thereon.

## **3. HEAD OFFICE**

- 3.1 The head office of the College shall be maintained in the Halifax Regional Municipality or such other locality in the Province that will enable the College to most reasonably carry on its business.

## **4. FORMS**

- 4.1 Any forms required pursuant to the Act, regulations or by-laws shall be as approved by the Executive Director/Registrar of the College.

## **5. NOTICES**

- 5.1 All notices or materials that are required to be issued pursuant to the Act, regulations or by-laws that are not otherwise required by the Act, regulations or by-laws to be served in a specified manner, shall be deemed to be issued on the date such notices or materials are sent by the most appropriate method, as determined by the Executive Director/Registrar, which may include mail, courier, electronic communication or any other form of issuance.

## **PART II – THE BOARD**

### **6. INITIAL BOARD**

- 6.1 The initial Board consists of the individuals occupying the following positions on the legacy Board immediately prior to the proclamation of the Act:
- 6.1.1 The President;
  - 6.1.2 The President-Elect;
  - 6.1.3 The Vice President;
  - 6.1.4 The Treasurer;
  - 6.1.5 2 Members-at-large.
- 6.2 Subject to by-law 6.3, each member of the initial Board holds office until the end of the AGM in 2023, at which time an election for the new Board will be held.
- 6.3 At the 2023 AGM, the president-elect of the initial board shall be deemed elected for the president position ending at the AGM in 2024, one member at large shall be deemed elected for an additional one-year term ending at the AGM in 2024, the president of the initial board shall be deemed past-president ending at the AGM in 2024, a member at large of the initial board shall be deemed elected for the treasurer position ending at the AGM in 2024, and there shall be an election or appointment of a member at large at the 2023 AGM for a two-year term.
- 6.4 The officers of the initial Board are the Chair, the Chair-elect, the Past-chair and the Treasurer.
- 6.5 The quorum for the initial Board is a majority of its members.
- 6.6 Where a vacancy occurs due to the resignation, removal or otherwise of an initial Board member who is not an officer prior to the expiration of the term of the initial Board member, that vacancy shall be filled by the Board with a member in good standing selected by the Board. Such person shall hold office until the end of the AGM in 2023, and is eligible for further election without the period of appointment counting as a term.
- 6.7 Where a vacancy occurs due to the resignation, removal or otherwise of the Past Chair of the initial Board, the position shall remain vacant until the serving Chair assumes that role at the end of the AGM in 2023.

- 6.8 Where a vacancy occurs due to the resignation, removal or otherwise of the Chair of the initial Board, the Chair-Elect shall assume the role of Chair, and the time served prior to the 2023 AGM is not considered part of the Chair's term.
- 6.9 Where a vacancy occurs due to the resignation, removal or otherwise of the Chair-Elect of the initial Board, an election for that one position may be held prior to the AGM.
- 6.10 If a vacancy cannot be filled in accordance with this by-law, the Board shall determine any additional or substituted procedures that may be required to reflect the intent of By-Law 6, which is to provide the proper balance of continuity and turn-over.

## **7. COMPOSITION AND QUORUM FOR BOARD POSITIONS AFTER COMPLETION OF INITIAL BOARD MEMBER TERMS**

- 7.1 The Board in existence after the AGM in 2023 consists of 6 members who are dietitians and such number of public representatives as may be appointed by Governor-in-Council.
- 7.2 The officers of the Board are the Chair, Chair-Elect, Past Chair and Treasurer, and there shall also be 2 members-at-large.
- 7.3 Members-at-large, the Treasurer and Chair-Elect members must be elected in accordance with the process set out in By-Law 8.
- 7.4 The quorum for the Board is a majority of its members, which must include at least one public representative if public appointments have been made.

## **8. ELECTION/SUCCESSION OF BOARD MEMBERS**

- 8.1 Upon completion of the term of the Chair, or such earlier time as the position of Chair becomes vacant, the Chair-Elect shall automatically assume the role of Chair.
- 8.2 Upon completion of the term of Chair, or such earlier time as the position of Chair becomes vacant, the Chair shall automatically assume the role of Past-Chair. If the outgoing Chair is unable to assume the role of Past-Chair, the incumbent Past-Chair shall remain in the role until the incoming Chair completes their term.
- 8.3 For purposes of electing the members-at-large, the Treasurer and the Chair-Elect, the Board shall establish a Nominating Committee comprised as follows:
  - 8.3.1 The Past-Chair or designate, who shall chair the Nominating Committee;
  - 8.3.2 One public representative member of the Board;
  - 8.3.3 Three dietitian members, at least one of whom is a non-Board member.
- 8.4 The quorum for the Nominating Committee is three of the total number on the Committee, regardless of position.
- 8.5 The members of the Nominating Committee shall hold office for such time as set by the Board who appoints them.
- 8.6 The Board shall develop and approve a Board Composition Matrix.

- 8.7 The Nominating Committee shall perform the following functions, in accordance with the process and timelines approved by the Board that are not in conflict with these by-laws:
  - 8.7.1 Compare the composition of the Board with the Board Composition Matrix and identify the competencies, qualities, diversity and other criteria of candidates needed to fill identified vacancies;
  - 8.7.2 Seek candidates to fill dietitian member vacancies on the Board for members at large, Chair-Elect and Treasurer, created by either the expiration of the term of a currently serving member, or where the Board directs, through a vacancy prior to the expiration of a serving member's term;
  - 8.7.3 Call for nominations from the pool of dietitian members who are eligible in accordance with Bylaw 10;
  - 8.7.4 Determine whether a candidate is eligible to be nominated in accordance with By-Law 10, and determine the position for which the candidate shall be nominated;
  - 8.7.5 Assess the degree to which the candidates fill the desired competencies, qualities and other criteria identified by the Nominating Committee to align with the Board Composition Matrix;
  - 8.7.6 Advance for nomination candidates for members-at-large, Treasurer or Chair-Elect, where the Nominating Committee is satisfied that a member:
    - 8.7.6.1 meets the eligibility criteria in By-Law 10; and
    - 8.7.6.2 best meets the desired competencies, qualities and criteria identified by the Nominating Committee to align with the Board Composition Matrix;
  - 8.7.7 Perform such other functions related to the election of Board members as identified by the Board.
  - 8.7.8 Publish the names of members being advanced for election.
- 8.8 In order for a nomination to be advanced under By-Law 8.8, the dietitian must:
  - 8.8.1 have completed a form approved by the Nominating Committee signifying a willingness to serve, and indicating the position for which the member seeks to be elected;
  - 8.8.2 provide such other information as required by the Board to outline how the candidate's experience and qualifications align with the Board Composition Matrix.
- 8.9 The form must be submitted within such timelines as approved by the Board.

- 8.10 Upon receipt of the form under By-Law 8.9, the Nominating Committee must confirm whether the nominee is eligible to serve as a Board member under By-Law 10, and if so, advance the name of the candidate to the Nominating Committee for consideration.
- 8.11 If the Nominating Committee determines the candidate is not eligible for nomination as a Board member, the name must not be advanced.
- 8.12 If the number of nominees under By-Law 8.7.5 and 8.9 equals the number of vacancies for the vacant positions on the Board, the Nominating Committee shall declare the nominee(s) elected by acclamation for the position for which their nomination was advanced, to take effect the day following the date the incumbent's term expires.
- 8.13 If the number of nominees under By-Law 8.7.5 and 8.9 is greater than the number of vacancies on the Board for any position, the Nominating Committee shall advise the Board and the Board shall call for an election for such position(s).
- 8.14 The Board shall appoint a Chief Elections Officer, who shall oversee the election process, including the counting of ballots and such other functions as the Board may determine.
- 8.15 The Chief Elections Officer shall ensure that ballots for the election are sent to all members who are eligible to vote, and that voting occurs in accordance with the procedure and timelines set by the Board.
- 8.16 In setting the procedure for the Board elections, the Board may determine that voting will be conducted by such electronic or other means as approved by the Board.
- 8.17 Following the close of voting, the Chief Elections Officer shall determine the number of votes cast for each nominee for the member-at-large positions. Subject to By-Laws 8.20 and 8.21, the nominee with the highest number of votes for the vacant position of member-at-large shall be deemed elected for that position. The nominee with the next highest number of votes for the member-at-large position shall be deemed elected for the next vacant position, and that process continues until all member-at large vacancies are filled.
- 8.18 Following the close of voting, the Chief Elections Officer shall determine the number of votes cast for each vacant position of Chair-Elect or Treasurer, and subject to By-Laws 8.20 and 8.21, the nominee with the highest number of votes for each vacant position shall be deemed elected for that position.
- 8.19 In the event of an equality of votes cast in favour of two or more nominees, and where there are sufficient vacancies for the position to match the number of tied votes, those nominees with tied votes shall be deemed elected to the vacant positions.
- 8.20 In the event of an equality of votes cast in favour of two or more nominees, and where there are insufficient vacancies to match the number of tied votes, there shall be an election for the remaining vacant positions to be held at the AGM, a special meeting called for the purpose, or in such other manner as determined by the Board, where the ballot for the election shall be limited to the nominees with an equality of votes from the initial ballot.
- 8.21 If an election is needed under By-law 8.21 the process and timelines for the election shall be determined by the Board.

- 8.22 The list of those members elected to the Board, prepared and signed by the Chief Elections Officer, will be final and conclusive as to the election of those members to the Board, notwithstanding any irregularity or informality or any accidental omission to supply a ballot to, or the non-receipt of a ballot by, any member, whether within the prescribed time or otherwise.
- 8.23 The Board may establish election rules and set deadlines for the various steps in the nomination and election process that are not in conflict with these by-laws.
- 8.24 The Nominating Committee shall appoint one nominee to the board. Wherever possible, the appointment represents an individual who has lived experience as indigenous, a visible minority, a person with disabilities, or those who identify as 2SLGBTQ+ and that individual shall also possess the competencies, qualities and criteria identified by the Nominating Committee to align with the Board Composition Matrix.

## **9. VACANCY OF BOARD MEMBERS WHO TAKE OFFICE AFTER THE INITIAL BOARD**

- 9.1 A member of the Board shall be considered to have vacated their position in any of the following circumstances:
  - 9.1.1 the member resigns from office;
  - 9.1.2 the member has been removed from the Board in accordance with By-Law 13;
  - 9.1.3 the member dies.
- 9.2 If a public representative Board member position has been vacated, the Board shall take steps to seek a replacement through an appointment by the Governor-in-Council.
- 9.3 If a member-at-large position or Treasurer position has been vacated, the Board shall review the Board Composition Matrix and shall appoint another member who meets the eligibility requirements of By-law 10, who in the opinion of the Board best fills the requirements set out in the Board Composition Matrix, to hold office for the unexpired portion of the term.
- 9.4 If the position of Chair has been vacated, the Chair-Elect shall assume the office of Chair and the time served prior to the end of the incumbent's term is not considered part of the Chair's term.
- 9.5 If the position of Past Chair has been vacated, the position shall remain vacant until the serving Chair assumes that role at the end of the serving Chair's term.
- 9.6 If the position of Chair-Elect has been vacated, the Board shall decide whether to leave the position of Chair-Elect vacant until the next election, or to appoint a person to serve in the role until the next election. The Board may decide to hold an election for that one position prior to the AGM and shall determine the timing of the call for nominations for the position and shall follow the process for nominations set out in by-law 8. Notwithstanding any provision of these by-laws, the term of the Chair-Elect who is elected in accordance with this by-law may be adjusted by the Board to allow for the appropriate sequencing of progression from Chair-Elect to Chair.



9.7 A vacancy on the Board does not impair the power of the remaining members of the Board to act as long as quorum requirements are met.

9.8 Notwithstanding By-Law 12, where a person appointed to fill a vacancy under By-Law 9.3 serves for less than one year, the term served to fill the vacancy is not considered a term served by that member, and the member is eligible to serve for two additional terms, if elected.

## **10. ELIGIBILITY POOL FOR NOMINATION AS MEMBER-AT-LARGE OR OFFICER**

10.1 A member is eligible to be nominated as a member-at-large or Officer if the Nominating Committee in its discretion determines the individual meets all of the following criteria:

10.1.1 holds either an active practising or active practising with conditions or restrictions licence, unless there is a condition on the licence restricting the registrant from eligibility to serve on the Board;

10.1.2 is in good standing; and

10.1.3 is in compliance with By-Law 12.

10.2 If the Nominating Committee determines a member is not eligible to be nominated as a Board member, the Nominating Committee shall render its decision in writing with reasons, and provide it to the member and to the Board.

10.3 The decision of the Nominating Committee under By-Law 10.2 is final.

## **11. ELIGIBILITY TO VOTE FOR BOARD MEMBERS**

11.1 A member is eligible to vote for Board members if the member is a voting delegate.

## **12. TERMS OF BOARD MEMBERS**

12.1 The term of office for the Chair-Elect, Chair and Past Chair is one year. A person serving in the role of Past Chair is not eligible for election to the Board in any position until at least three years have passed since completing the term of Past Chair.

12.2 The term of office for the Treasurer is two years, and the Treasurer is eligible for re-election for up to three terms, following which the member must wait until at least three years has passed before being eligible for election to the Board in any position.

12.3 Subject to by-law 6.3, the term of office for members-at-large is two years, and a member-at-large is eligible to serve for three consecutive terms, following which the member must wait until at least three years has passed before being eligible for election to the Board in any position.

## **13. REMOVAL OF BOARD MEMBERS**

13.1 Notwithstanding any other provisions of the by-laws, the Board may, by a seventy-five percent majority vote of the quorum participating at any Board meeting or a special meeting called for the purpose, remove any officer or member-at-large before the

expiration of their term of office, where the Board believes it is consistent with the objects of the College to do so.

13.2 A decision of the Board under By-Law 13.1 is final.

#### **14. GENERAL AND SPECIAL MEETINGS OF THE BOARD**

14.1 The Chair shall call general meetings of the Board, with not less than four general meetings being held in a twelve-month period.

14.2 Fourteen days prior to a scheduled general meeting, notice in writing shall be issued to each Board member of the time, place and agenda for the meeting.

14.3 The Chair may call a special meeting of the Board at any time required by the Chair or upon the written request of one-third of Board members indicating the subject(s) to be considered.

14.4 At least three days prior to a special meeting, notice in writing shall be issued to each Board member. The notice shall state the purpose of the meeting. No matter shall be discussed at any special meeting apart from that specified in the notice.

14.5 With the exception of the Chair, each Board member shall be entitled to one vote at any meeting of the Board. The Chair shall only vote in the event of a tie.

14.6 Meetings may be conducted by teleconference or other electronic means as determined by the Board.

14.7 Notice of and voting at Board meetings may take place by such electronic means as determined by the Board.

14.8 Accidental omission to deliver notice of meetings does not invalidate proceedings at the meeting and the Chair or delegate will acquire confirmation of board members' intentions to attend or send regrets.

14.9 Notice requirements for meetings may be waived by unanimous vote of those participating in the meeting.

14.10 Board meetings will be conducted in accordance with these By-Laws and any Meeting Rules adopted by the Board.

14.11 Where not inconsistent with the by-laws or Meeting Rules, the Chair may make procedural rulings or determinations on any matter relevant to the meeting.

14.12 The Executive Director/Registrar shall be invited to all scheduled meetings of the Board that are not planned as stand alone *in camera* meetings, and shall receive all meeting materials circulated to members of the Board for such meetings.

14.13 Notwithstanding By-Law 14.12, the Board may hold *in camera* meetings at the discretion of the Board where the Executive Director/Registrar shall not attend and shall not receive meeting materials unless otherwise determined by the Board.

### **PART III – CHAIR AND CHAIR-ELECT**

#### **15. CHAIR AND CHAIR-ELECT**

15.1 The Chair shall:

15.1.1 unless otherwise delegated, preside at all meetings of the Board, the Annual General Meeting, and any Special Meetings of the College; and

15.1.2 perform all acts related to the office.

15.2 The Chair shall not vote at any meeting of the College except for purposes of casting a vote in any Board election.

#### **16. CHAIR-ELECT**

16.1 The Chair-elect shall:

16.1.1 perform the duties of the Chair in the absence of the chair; and

16.1.2 perform other duties as delegated by the chair.

### **PART IV – COMMITTEES**

#### **17. COMMITTEES**

17.1 In addition to Committees established under the Act, Regulations, and By-Laws, the Board may appoint other committees to perform such duties as determined by the Board.

17.2 Unless otherwise prescribed by the Act, Regulations, or By-Laws, committee appointments are for a term of two years, and may be renewed for such additional terms as determined by the Board.

17.3 The Board shall appoint a Chair of each committee.

17.4 The members of a committee may waive notice of any meeting or proceeding of the committee.

17.5 A proceeding of a committee is not invalidated because a member of the committee fails to receive notice of the proceeding or the meeting at which the proceeding takes place and the chair or delegate will acquire confirmation of committee members' intentions to attend or send regrets.

17.6 Any committee may conduct meetings by mail, electronic or such other means as determined by the Committee Chair.

17.7 Each Committee Chair shall prepare and submit an annual report of its activities to the Board, not later than 45 days prior to the distribution of the Annual Report.

17.8 A committee member may be removed by a majority vote of the Board.

- 17.9 Expenditures by any committee shall be limited to those funds approved in the annual budget of the College, unless further approval of the Board has been obtained.
- 17.10 Quorum at a Committee meeting shall be a majority of the members of the Committee, regardless of whether the members of the Committee are public member representatives.

## **PART V – ANNUAL AND SPECIAL MEETINGS OF THE COLLEGE**

### **18. ANNUAL AND SPECIAL MEETINGS**

- 18.1 An Annual General Meeting shall be held at a time and in a format determined by the Board, with an agenda approved by the Board.
- 18.2 Quorum at Annual and Special meetings will be the number of members who attend the meeting.
- 18.3 The agenda for an AGM must include:
  - 18.3.1 approval of the minutes of the previous Annual General Meeting;
  - 18.3.2 the following items submitted for information:
    - 18.3.2.1 a report on action arising from the previous Annual General Meeting;
    - 18.3.2.2 the Annual Reports from the Executive Director/Registrar and the Chair;
    - 18.3.2.3 the Auditor's Annual Report;
  - 18.3.3 Voting for officers or members of the Board, if the Board has determined an election at the AGM will occur in accordance with these by-laws;
  - 18.3.4 such other matters needed to meet the requirements of the by-laws, or Meeting Rules; and
  - 18.3.5 any other matters as determined by Board.
- 18.4 At least 30 days prior to the Annual General Meeting, members shall be issued a notice of the meeting, indicating the time and format of the meeting, and the agenda for the meeting.
- 18.5 The Annual Report shall be posted on the College website two weeks prior to the Annual General Meeting.
- 18.6 The Annual Report shall be sent to the Minister of Health two weeks prior to the Annual General Meeting.
- 18.7 An Annual General Meeting shall be open to all members and to the public. Public advertisement of the AGM shall be made in such manner as determined by the Executive Director/Registrar.

- 18.8 Special Meetings of the College shall be called to deal with unusual or extraordinary circumstances of an immediate nature. These meetings must be called:
- 18.8.1 when requested by at least a two-thirds majority vote of the Board; or
  - 18.8.2 upon receipt of written requests from a minimum of 10% of the total College members holding an active practising or active practising with conditions or restrictions licence.
- 18.9 Requests for a Special Meeting shall include the subject(s) to be considered.
- 18.10 At least 14 days prior to a Special Meeting of the College, notice shall be issued to each member indicating the time, place and business to be transacted at the meeting. Other business shall not come before the meeting.
- 18.11 A Special Meeting must be held within 60 days after receipt of the request for such meeting.
- 18.12 The Board must review and approve minutes of a Special Meeting and post a copy of such minutes on the College's website.

## **19. VOTING AT ANNUAL AND SPECIAL MEETINGS**

- 19.1 At each Annual General Meeting and Special Meeting of the College, each voting delegate may cast one (1) vote on each matter for which a vote is taken, or may abstain from the vote. A vote is deemed to be cast if:
- 19.1.1 the requirements of either By-Law 19.2 or 19.3 are met; and
  - 19.1.2 the vote is for or against the motion. For greater certainty, an abstention from a vote is not counted as a cast vote.
- 19.2 When an Annual General Meeting or Special Meeting is conducted wholly or partially in-person, a voting delegate in attendance at the time of the calling of a vote, and who votes for or against the motion through such means as set out in the Meeting Rules or as otherwise approved by the Board, is deemed to have cast a vote.
- 19.3 When an Annual General Meeting or Special Meeting is conducted wholly or partially through electronic means, a voting delegate whose vote for or against a motion is received and counted in such manner set out in the Meeting Rules or as otherwise approved by the Board, is deemed to have cast a vote.
- 19.4 A vote shall be passed by a majority of votes cast for or against a motion. In the case of a tie vote, the vote shall be defeated.
- 19.5 A declaration by the Chair that a vote has been carried or lost is conclusive without proof of the number or proportion of the votes recorded in favour or against the vote.
- 19.6 Ballots shall be confidentially destroyed following the Annual General Meeting or Special Meeting.

19.7 Meeting Rules may include rules for voting provided they are not in conflict with the foregoing.

## **20. PROXIES**

20.1 A voting delegate may appoint another person to serve as a proxy at an Annual General Meeting or Special Meeting, where such person meets the requirement to be a voting delegate.

20.2 The Executive Director/Registrar shall approve the form to be used for the appointment of proxies.

20.3 The form appointing a proxy must be received by the Executive Director/Registrar at least 3 business days before the meeting for which the proxy has been appointed to attend.

20.4 The decision to accept the appointment of a proxy shall be in the Executive Director/Registrar's sole discretion.

20.5 The appointment of a proxy shall expire when the meeting for which the proxy is accepted is adjourned.

## **21. PROCEDURES AT ANNUAL AND SPECIAL MEETINGS**

21.1 Annual and special meetings will be conducted in accordance with these by-laws and Meeting Rules.

21.2 Where not inconsistent with the by-laws or Meeting Rules, the Chair may make procedural rulings or determinations on any matter relevant to the meeting.

21.3 Despite any provisions of these by-laws, notice requirements for any meetings may be waived by unanimous vote of those participating in a meeting.

21.4 Annual and special meetings may be conducted in person, electronically, a combination of both, or through any other means as may be approved by the Board.

21.5 Accidental omission to deliver a notice, or non-receipt of such notice, does not invalidate a meeting.

## **PART VI – CODE OF ETHICS AND STANDARDS OF PRACTICE**

### **22. CODE OF ETHICS AND STANDARDS**

22.1 The Code of Ethics for Dietitians and Nutritionists and Standards of Practice for Dietitians and Nutritionists shall be those documents as approved by resolution of the Board from time to time, current versions of which are attached as Appendix A and Appendix B to these by-laws.

## **PART VII – HONORARIA AND EXPENSES TO BOARD AND COMMITTEE MEMBERS**

### **23. HONORARIA AND EXPENSES TO BOARD AND COMMITTEE MEMBERS**

23.1 The Board shall determine the honorariums for board and committee members.

23.2 The Board shall establish eligible expenses paid to board and committee members.

**PART VIII – PROFESSIONAL MEMBERSHIP OF THE REGISTRAR/EXECUTIVE DIRECTOR**

**24. PROFESSIONAL MEMBERSHIP OF THE REGISTRAR/EXECUTIVE DIRECTOR**

24.1 The Board shall establish the professional membership of the Registrar/Executive Director.