



BY-LAW
UNDER THE *OPTICIANRY ACT, 1991*

LAST AMENDED BY THE BOARD ON FEBRUARY 26, 2020

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BE IT ENACTED as a by-law of The College of Opticians of Ontario, as follows:

ARTICLE 1: INTERPRETATION

1.1 Definitions

In these by-laws,

“**Appointed Committee Member**” means a Registrant of the College who is not a Director and who is appointed to a Committee;

“**Board**” or “**Board of Directors**” means the council of the College within the meaning of section 1(1) of the RHPA and section 7 of the *Opticianry Act*;

“**Chair**” means the chair of the Board of Directors of the College;

“**Code**” means the *Health Professions Procedural Code*, being Schedule 2 to the RHPA;

“**College**” means the College of Opticians of Ontario;

“**Committee**” means a committee of the College, including a statutory, standing, or ad hoc committee, and includes a panel of that Committee;

“**Committee Member**” means a member of a Committee, including Elected Directors, Appointed Committee Members, and Public Directors;

“**Deputy Registrar**” means the Deputy Registrar of the College;

“**Director**” means a member of the Board of Directors of the College;

“**Discipline Committee**” means the Discipline Committee of the College;

“**Elected Director**” means a Registrant elected to the Board in accordance with the by-laws and includes a Registrant elected in a by-election or appointed to fill a vacancy created by an Elected Director ceasing to be a member of the Board of Directors prior to the completion of their term;

“**Executive Committee**” means the Executive Committee of the College;

“**ex-officio**” means “by virtue of the office” and, for greater certainty, unless otherwise specifically provided for, all *ex-officio* members of a Committee have all of the rights, responsibilities and powers of any other members of the Committee, including the right to vote;

“**First Annual Meeting**” means the first meeting of the Board in each calendar year;

“**Fitness to Practise Committee**” means the Fitness to Practise Committee of the College;

“**Governance Committee**” means the Governance Committee of the College;

“Inquires, Complaints and Reports Committee” means the Inquiries, Complaints and Reports Committee of the College;

“Last Annual Meeting” means the last Board meeting that takes place in each calendar year;

“Life Member” has the meaning ascribed thereto in Article 3.1;

“Opticianry Act” means the *Opticianry Act, 1991*, S.O. 1991, c. 34, and any Act that may be substituted therefore, as from time to time amended;

“Patient Relations Committee” means the Patient Relations Committee of the College;

“Professional association” means an organized group that promotes the interests of the profession but does not include a school whose sole purpose is to educate;

“Public Director” means a member of the Board of Directors appointed by the Lieutenant Governor in Council;

“Quality Assurance Committee” means the Quality Assurance Committee of the College;

“Registrant” means a member of the College within the meaning of section 1(1) of the RHPA and is a person who holds a certificate of registration with the College in any class of registration. Where the situation requires, Registrant also includes a person whose certificate of registration with the College is under suspension.

“Registrar” means the Registrar of the College;

“RHPA” means the *Regulated Health Professions Act, 1991*, S.O. 1991, c. 18, and any Act that may be substituted therefore, as from time to time amended and includes the regulations made under it;

“Registration Committee” means the Registration Committee of the College;

“Regulations” means the Regulations promulgated pursuant to the *Opticianry Act* or RHPA;

“Signing Officers” means the Chair, the Vice-Chair, the Registrar and the Deputy Registrar;

“Standing committee” means a committee of the College which is not a statutory committee but which is specifically established by the by-laws;

“Statutory committee” means a committee of the College established by the Code;

“Super Majority Vote” means a vote by the Board which requires 75% or more of Directors present and voting to vote in the affirmative in order for the motion to be carried; and

“Vice-Chair” means the vice-chair of the Board of Directors of the College.

1.2 Singular and Plural / References to gender and persons

In this by-law, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine or neutral gender, as the case may be, and vice versa, and references to persons shall include individuals, firms and corporations.

1.3 Headings

The division of this by-law into Articles and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

1.4 Legislative References

Any reference in these and all by-laws of the College to a statute, a regulation or a section of a statute or a regulation shall be deemed to apply to any re-enactment or amendment of that statute, regulation or section, as the case may be.

1.5 Consistency with RHPA and Opticianry Act

All provisions of these by-laws shall be interpreted in a manner consistent with the RHPA and the *Opticianry Act* and where any inconsistency is found to exist, the inconsistent provision shall, where practical, be severed from the by-law and the remaining provisions shall continue in force.

1.6 Calculating Time

A reference to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

1.7 Holiday

A time limit that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend.

ARTICLE 2: GENERAL

2.1 Head Office

The head office of the College shall be in the Province of Ontario, at such place therein as the Board shall from time to time by resolution direct.

2.2 Seal and Logo

Until changed by resolution of the Board, the seal and logo, replicas of which appear on the last page of this by-law, shall be the official seal and logo of the College.

2.3 Financial Year

Unless otherwise approved by the Board, the financial year of the College shall end on the 31st day of December of each year.

2.4 Books and Records

The College shall see that all necessary books and records of the College required by the by-laws or by any applicable law are regularly and properly kept.

ARTICLE 3: LIFE MEMBERS

3.1 Life Membership

- (a) The College may designate Life Members.
- (b) Any person who was a registered optician, having permanently retired from the practice of opticianry, and having the number of years that they have been registered with the College and years of age that together total at least 85, may apply to the Registrar, or be nominated for designation as a Life Member, and shall be considered for such designation at the next meeting of the Board based on these criteria and additional criteria established by the Board from time to time.
- (c) An applicant for the designation of "Life Member", in order to be so designated, must be approved for such designation by a two-thirds majority vote of those present at a meeting of the Board.
- (d) Despite subsection (b), if a Life Member intends to return to the practice of opticianry, the Life Member may apply to the Registration Committee and must satisfy the Registration Committee that the Life Member has sufficient knowledge, skills, and judgment to practise safely and in the public interest and should be permitted to retain the "Life Member" designation.
- (e) A person who has been granted the designation of "Life Member" and who is not practising the profession shall be exempted from the payment of the annual fee, and shall be entitled to vote in elections of Directors and receive all publications of the College at no charge but shall not be a Director.
- (f) A person who has been granted the designation of "Life Member" and who has returned to the practice of the profession must pay the annual fee required by these by-laws.
- (g) The Board may revoke a person's "Life Member" designation if the person is deceased or no longer meets the Board's criteria for life membership.

ARTICLE 4: MEETING OF MEMBERS

4.0 Revoked September 20, 2011

ARTICLE 5: FEES

5.1 Initial Registration Application Fees

- (a) A person who submits an application for a certificate of registration shall pay an application fee as follows:

Registered Optician:	\$150
Registered Intern Optician:	\$ 65
Registered Student Optician:	\$ 65

- (b) The application fee and annual registration fee are both due at the time the application is submitted.

5.2 Registration Fees

- (a) **Annual Registration Fees**

Class	2016	2017	2018	2019	2020	2021
Registered Optician	\$877	\$899	\$921	\$944	\$968	\$992
Registered Intern Optician	\$129	\$132	\$136	\$139	\$142	\$146
Registered Student Optician	\$129	\$132	\$136	\$139	\$142	\$146

- (b) **Pro-rated Registration Fees**

For individuals who have never been registered with the College, the initial annual registration fee for the Registered Optician class is pro-rated as follows:

- (i) For applications submitted in the period January 1 to March 31:
100% of the posted registration fee.
- (ii) For applications submitted in the period April 1 to June 30:
75% of the posted registration fee.
- (iii) For applications submitted in the period July 1 to September 31:
50% of the posted registration fee.
- (iv) For applications submitted in the period October 1 to December 31:
25% of the posted fee.

- (c) **Penalties**

The penalties for late payment of annual registration fees are as follows:

Registered Optician:	\$125
Registered Intern Optician:	\$ 50
Registered Student Optician:	\$ 50

(d) **Outstanding Amounts**

In addition to the amounts set out in Article 5.2(a), any outstanding balance owing to the College in respect of any decision made by a committee, and any fees payable under this by-law will be added to the registration fees.

5.3 Registration Committee Review Fees

- (a) The application processing fee to issue a certificate of registration for any applicant whose application been referred to the Registration Committee by the Registrar is \$150.
- (b) If the Registration Committee directs any applicant to complete a competency assessment, the assessment fees are as follows:

Eye Glasses Assessment:	\$600
Contact Lens Assessment:	\$600

5.4 Prior Learning Assessment and Recognition

The fees for Prior Learning Assessment and Recognition are as follows:

Application Fee:	\$150
Eye Glasses Assessment:	\$600
Contact Lens Assessment	\$600

5.5 Reinstatement Fees

- (a) The reinstatement fees for the reinstatement of a certificate of registration for a Registrant who has been suspended by the Registrar, or as a result of a disciplinary or incapacity proceeding, are as follows:

Registered Optician:	\$125
Registered Intern Optician:	\$ 50
Registered Student Optician:	\$ 50

- (b) In addition to the reinstatement fee set out in 5.5 (a), the Registrant must pay the annual registration fee for the year in which they reinstate.

5.5.1 Quality Assurance Program Fees

The fees associated with the Quality Assurance Program are as follows, effective January 1, 2018:

- (a) Peer and Practice Assessment, when the assessment is ordered by the Quality Assurance Committee due to Registrant non-compliance with the Professional Portfolio requirements or Competency Review and Evaluation (CRE) process:

Registered Optician:	\$850
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- (b) Late fee for Registrants who submit the professional portfolio past the due date required by the Quality Assurance Committee:

Registered Optician: \$50

- (c) Submission of a professional portfolio which is deficient in accredited continuing education:

Registered Optician: \$100

5.6 Election Ballot Recount

The fee for requesting a recount of the ballots in an election of Directors to the Board is \$500, however the fee shall be refunded if the recount confirms an error in the counting of ballots that result in a change in the results of the election in the favour of the candidate who requested the recount.

5.7 Fees for Services

The fees for services provided by the College are as set out in Schedule A to this by-law.

5.8 Refunds

All of the fees set out in this by-law are non-refundable with the following exceptions:

- (a) The registration fee set out in Article 5.2 (a) if the Registrant's application is refused.
- (b) The election ballot recount fee as set out in Article 5.6.
- (c) The fees set out in Article 5.7.

5.9 Taxes

The fees set out in this by-law are exclusive of any applicable taxes.

ARTICLE 6: ELECTED DIRECTORS

6.1 Electoral Districts

- (a) The following electoral districts are established for the purpose of the election of Directors to the Board:
 - (i) Electoral district 1 (Southern) composed of the County of Brant, the City of Hamilton, the Regional Municipalities of Halton and Niagara and the Counties of Haldimand and Norfolk, or the equivalent geographical areas and names, as substituted by statute from time to time;
 - (ii) Electoral district 2 (Eastern), composed of the City of Kawartha Lakes, the Counties of Peterborough, Northumberland, Haliburton, Hastings, Lennox and Addington, Prince Edward, Frontenac, Lanark, Leeds and Grenville, Renfrew, Prescott and Russell, Stormount, Dundas and Glengarry, the Regional Municipality of Durham and the City of Ottawa, or the equivalent geographical areas and names, as substituted by statute from time to time;
 - (iii) Electoral district 3 (Northern), composed of the territorial districts of Kenora, Rainy River, Thunder Bay, Cochrane, Temiskaming, Nipissing, Parry Sound, Algoma, Manitoulin, and Muskoka, and the District of Sudbury, or the equivalent geographical areas and names, as substituted by statute from time to time;
 - (iv) Electoral district 4 (Western), composed of the Counties of Bruce, Grey, Huron, Perth, Lambton, Middlesex, Oxford, Elgin, Kent and Essex, or the equivalent geographical areas and names, as substituted by statute from time to time;
 - (v) Electoral district 5 (Toronto) composed of the City of Toronto, or the equivalent geographical area and name, as substituted by statute from time to time;
 - (vi) Electoral district 6 (Ontario), shall be composed of the whole province of Ontario;
 - (vii) Electoral district 7 (Central Western) composed of the Counties of Dufferin and Wellington and the Regional Municipalities of Peel and Waterloo, or the equivalent geographical areas and names, as substituted by statute from time to time; and
 - (viii) Electoral district 8 (Central) composed of the County of Simcoe and the Regional Municipality of York, or the equivalent geographical areas and names, as substituted by statute from time to time.

6.2 Election and Term

- (a) One Registrant shall be elected to the Board from each of the electoral districts.
- (b) An election of a Registrant to the Board for an electoral district shall be held in the year in which the term of office of that district's Director expires.
- (c) The term of office of an Elected Director shall be three years.

- (d) A Registrant may be elected to the Board for more than one term but no person who is elected may be a Director for more than nine consecutive years.
- (e) The Registrar shall set the date for each election of Directors in accordance with guidelines established by the Board.

6.3 Eligibility for Election

A Registrant is eligible for election to the Board in an electoral district if, on the deadline for the receipt of nominations and up to and including the date of the election:

- (a) the Registrant is a registered optician who resides in the electoral district for which they have been nominated or the Registrant resides outside the Province of Ontario and is engaged in the practice of opticianry in the electoral district for which they have been nominated;
- (b) the Registrant is not in default of payment of any required fees to the College;
- (c) the Registrant has not been found to have committed an act of professional misconduct or to be incompetent in any discipline proceeding in the six years preceding the date of the election;
- (d) the Registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the election for any reason other than non-payment of fees;
- (e) the Registrant is not the subject of any disciplinary or incapacity proceedings;
- (f) the Registrant's certificate of registration is not subject to a term, condition, or limitation other than one prescribed by regulation;
- (g) the Registrant is not in default of the requirements of the College's quality assurance program;
- (h) the Registrant has resigned, at least three years prior to being nominated for election, any position such as director, owner, board member, officer or employee that the Registrant holds with any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession;
- (i) the Registrant has resigned, before being nominated for election, any employment with the College;
- (j) the Registrant is not a member of the council of any other RHPA college;
- (k) the Registrant has complied with the Election Guidelines of the College;
- (l) the Registrant is not a candidate for election in, or already a member of the Board for, another electoral district;
- (m) in the case of electoral district 6, the Registrant is currently recognized by the College as a Contact Lens Mentor in accordance with the College's contact lens mentor policy as approved by the Board;

- (n) the Registrant has not been disqualified from the Board in the six years preceding the deadline for the receipt of nominations;
- (o) the Registrant has not initiated, joined, continued or materially contributed to a legal proceeding against the College or any Committee or representative of the College within one year from the deadline for the receipt of nominations;
- (p) the Registrant does not have a conflict of interest to serve as a member of the Board or has agreed to remove any such conflict of interest before taking office;
- (q) the Registrant is not in any default of returning any required form or information to the College; and
- (r) the Registrant has not been an Elected Director for more than nine consecutive years, or if the Registrant has been an Elected Director for nine consecutive years, has not been an Elected Director in the previous three years immediately preceding the election.
- (s) an Elected Director may serve more than one term. However, no person may be an Elected Director for more than nine consecutive years.

6.4 Registrar's Electoral Duties

- (a) The Registrar, or, if the Registrar so requests, the Registrar with the assistance of an ad hoc committee struck by the Board or the Executive Committee, shall supervise and administer the nomination and election of candidates to the Board and, without limiting the generality of the above, for the purpose of carrying out such duties the Registrar may, subject to this by-law and the guidelines established by the Board:
 - (i) appoint returning officers and scrutineers;
 - (ii) establish the deadline for the receipt of ballots, or in the case of an electronic election, the closing date of the election period;
 - (iii) establish procedures for the opening and counting of ballots, or in the case of an electronic election, procedures for confirming the election results in a manner that preserves the anonymity of the voters and the secrecy of their votes;
 - (iv) provide for the notification of all Registrants of the results of the election;
 - (v) provide for the destruction of the ballots and any other election materials following the election after any recounts; and
 - (vi) do anything else that the Registrar deems necessary and appropriate to ensure that the election is fair and effective.

6.5 Nomination Procedure

- (a) Not less than 90 days prior to the day of the election, the Registrar shall notify each Registrant who is eligible to vote in the election of the date, time and procedure for nomination.

- (b) The nomination of a candidate for election as a Director shall be in writing, on a form provided by the Registrar and shall be submitted along with a photograph of the candidate. If desired, a brief biographical statement of the candidate, without reference to platform, may also be submitted. The nomination must be received by the Registrar not less than 60 days before the day of the election.
- (b.1) Any biographical statement and photograph that is not submitted by the deadline set by the Registrar shall not be included in the materials sent to the Registrants under Article 6.6(c).
- (b.2) Any biographical statement and photograph that is not deemed acceptable by the Registrar shall not be included in the materials sent to the Registrants under Article 6.6(c). At the Registrar's request, an ad hoc committee struck by the Board or the Executive Committee shall determine whether the biographical statement and photograph meet the election guidelines.
- (c) The nomination shall be signed by not less than three Registrants, not including the candidate, who support the nomination and who, on the deadline for receipt of such nomination, are eligible to vote in the electoral district in which the election is to be held.
- (d) The candidate shall sign the nomination form accepting the nomination, and complete and return a conflict of interest questionnaire and confirmation of eligibility in the form provided by the Registrar and by the deadline set by the Registrar.
- (d.1) Upon the Registrar's request, an ad hoc committee struck by the Board or the Executive Committee shall determine a candidate's eligibility for election.
- (e) A candidate may withdraw their nomination for election to the Board by written notice to the Registrar. A candidate who has given notice of withdrawal is deemed not to be a candidate and cannot be elected.
- (f) If a candidate's notice of withdrawal is received by the Registrar before the ballots are printed or made available electronically, the candidate's name will be omitted from the ballot.
- (g) If a candidate's notice of withdrawal is received by the Registrar after the ballots are printed or made available electronically, a new election shall be held in the electoral district where that candidate was running for election, as a by-election in accordance with Article 6.14 (emergency nominations and by-election procedures).

6.6 Eligibility to Vote

- (a) A Registrant is eligible to vote in an election for Directors if, on the close of the business day preceding the day on which the election will take place, the Registrant:
 - i) holds a certificate of registration as a registered optician;
 - ii) resides or practices opticianry in Ontario;
 - iii) is not in default of any fees or other amounts owed to the College; and
 - iv) is not in default of returning any required form or information to the College.
- (b) Each Registrant who is eligible to vote shall be eligible to vote in:

- (i) electoral district 6; and
 - (ii) the electoral district in which, on the close of the business day preceding the day on which the election will take place, the Registrant principally resides or, if the Registrant does not reside in Ontario, the electoral district in which the Registrant principally practices opticianry.
- (c) Not less than 30 days before the day of the election, the Registrar shall send to every Registrant eligible to vote in the electoral district in which an election is to be held, a list of the candidates, including their biographical statements, if submitted, photographs, a ballot, or in the case of an electronic election, instructions for accessing the electronic election system, and an explanation of the procedure for voting.
- (d) At the Registrar's request, an ad hoc committee struck by the Board or the Executive Committee shall determine a Registrant's eligibility to vote in an election.

6.7 Voting Procedure

- (a) A Registrant may cast one vote on a ballot in an election of a Director for each electoral district in which the Registrant is eligible to vote. Ballots must be completed, sealed and returned or in the case of an electronic election, must be submitted electronically by the Registrant casting the vote.
- (b) Voting for election of Directors shall be by ballot supplied by the Registrar.
- (c) Ballots must be received at or before the date and time specified by the Registrar for the election in order to be counted in the vote.

6.8 Acclamation

If only one eligible candidate is nominated for an electoral district, the Registrar shall declare such candidate to be elected by acclamation.

6.9 Tie Votes

If there is a tie in an election of a Director, the Registrar or their delegate shall break the tie by lot.

6.10 Recounts

- (a) A candidate may request a recount by applying in writing to the Registrar within 14 days of the election, and by paying the recount fee as specified in Article 5.6.
- (b) The Registrar shall hold the recount within seven business days of receiving such a request. The recount shall be conducted in the same manner as the original counting of the ballots except that each of the candidates shall be entitled to witness the recount in person or by a representative.

6.10.1 Election Disputes

If the Registrar is of the opinion that there are reasonable grounds to doubt or dispute the validity of the election of any Director, the Registrar shall refer the matter to an ad hoc committee appointed by the Board or the Executive Committee.

6.10.2 Report and Recommendations of the Nominations and Elections Committee

Where a matter has been referred to an ad hoc committee under Article 6.10.1, the ad hoc committee shall hold an inquiry into the validity of the election of the Director in question and, following the inquiry, shall make a report and recommendation(s) to the Registrar.

6.10.3 Options Available to the Registrar

The Registrar may, after reviewing the report and recommendation(s) of the ad hoc committee and subject to Article 6.10.4, do one of the following:

- (a) declare the election result in question to be valid; or
- (b) declare the election result in question to be invalid; and either:
 - i) declare another candidate to have been elected; or
 - ii) direct that another election be held.

6.10.4 Minor Irregularities Not Fatal

The Registrar shall not declare an election result to be invalid solely on the basis of a minor irregularity regarding the requirements of the by-laws, election guidelines, or a procedure established by the Registrar and/or an ad hoc committee.

6.11 Interruption of Mail Service

Where there is an interruption of mail service during the process of nomination or election, the Registrar shall extend the deadline for receipt of nominations or the date of the election or both for such period of time as the Registrar considers necessary to compensate for the interruption.

6.12 Supplementary Nomination and Election Procedures

- (a) If, 60 days before the day of the election, a candidate has not been nominated, a supplementary nomination and election process shall be held, and the Registrar shall notify each Registrant who is eligible to vote in the election of the new date, time and procedure for nomination.
- (b) The nomination of a candidate for election as a Director shall be in writing on a form provided by the Registrar and shall be submitted along with a photograph of the candidate. If desired, a brief biographical statement of the candidate, without reference to platform, may also be submitted. The nomination must be received by the Registrar not less than 40 days before the day of the election.
- (c) The nomination shall be signed by the candidate and by not less than three Registrants who support the nomination and who, on the deadline for receipt of such nominations, are eligible to vote in the electoral district in which the election is to be held.

- (d) Not less than 20 days before the day of the election, the Registrar shall send to every Registrant eligible to vote in the electoral district in which an election is to be held, a list of the candidates, including their biographical statements, if submitted, a ballot and an explanation of the procedure for voting.
- (e) A candidate may withdraw their nomination for election to the Board by written notice to the Registrar not less than 30 days before the day of the election.

6.13 Vacancies

Where a vacancy on the Board is created as a result of the death, resignation or disqualification of an Elected Director, the vacancy shall be filled in the following manner:

- (a) If the seat of an Elected Director becomes vacant not more than 12 months before the expiry of the Elected Director's term of office, the Board may:
 - (i) appoint as an Elected Director the candidate, if any, who had the most votes of all the unsuccessful candidates in the last election for that electoral district; or
 - (ii) leave the seat vacant provided that there are at least seven Elected Directors remaining on the Board.
- (b) If the seat of an Elected Director becomes vacant more than 12 months before the expiry of such Elected Director's term of office, the Board shall direct the Registrar to hold a by-election in accordance with these by-laws.
- (c) The term of a Registrant appointed under Article 6.13(a)(iii) or elected in an election under Article 6.13(a)(ii) or 6.13(b) shall commence on the day of the appointment or election, as the case may be, and shall continue until the date that the former Elected Director's term would have expired.

6.14 Emergency Nomination and By-Election Procedures

- (a) Where a vacancy in the seat of an Elected Director results or will result in the number of Elected Directors falling below the minimum number required by the *Opticianry Act* and the vacancy cannot be filled in accordance with Article 6.13 (a)(i), the Registrar, in consultation with the Executive Committee, shall conduct an abbreviated nomination and by-election procedure in accordance with the provisions of this Article as follows:
 - (i) a date for the by-election shall be scheduled not less than 40 days from the day that the seat becomes or will become vacant;
 - (ii) not less than 35 days prior to the day of the by-election, the Registrar shall notify every Registrant who is eligible to vote in the election of the date, time and procedure for nomination;
 - (iii) the nomination of a candidate for election as a Director shall be in writing, in a form provided by the Registrar, and shall be submitted along with a photograph of the candidate. If desired, a brief biographical statement of the candidate, without reference

to platform, may also be submitted. The nomination must be received by the Registrar, not less than 20 days before the day of the by-election;

- (iv) the nomination shall be signed by the candidate and not less than three Registrants who support the nomination and who, on the deadline for receipt of such nomination, are eligible to vote in the electoral district in which the by-election is to be held; and
 - (v) not less than 15 days before the date of the by-election, the Registrar shall send to every Registrant eligible to vote in the electoral district in which the by-election is to take place a list of the candidates, a ballot and an explanation of the procedure for voting.
- (b) A candidate may withdraw their nomination for by-election to the Board by written notice to the Registrar.
 - (c) In the event that 20 days before the day of the by-election a candidate has not been nominated, a supplementary emergency nomination and by-election process shall be held.
 - (d) The process for the supplementary emergency nomination and by-election procedures shall be the same as those set above in this Article 6.14 with necessary modifications.
 - (e) The term of a Director who has been elected under Article 6.14 to fill a vacancy shall continue until the time that the term of the former Elected Director would have expired.

6.15 Disqualification

An Elected Director shall be disqualified from sitting on the Board if they:

- (a) are found by a panel of the Discipline Committee to be incompetent or to have committed an act of professional misconduct;
- (b) are found by a panel of the Fitness to Practise Committee to be an incapacitated Registrant;
- (c) fail, without reasonable cause to attend two consecutive meetings of the Board;
- (d) fail, for any reason, to attend four consecutive meetings of the Board;
- (e) fail, without reasonable cause to attend two consecutive meetings of a Committee of which they are a member;
- (f) fail, for any reason, to attend four consecutive meetings of a Committee of which they are a member;
- (g) hold a certificate of registration that becomes subject to a term, condition or limitation, other than a term, condition or limitation that is prescribed by Regulation;
- (h) cease to reside or practice in the electoral district for which they were elected;
- (i) refuse to sign the agreements referred to in clause 7.3;

- (j) resigns from the Board;
- (k) cease to hold a certificate of registration;
- (l) are in default of payment of any fee prescribed by College by-law for a period of more than thirty (30) days;
- (m) retain or obtain a responsible position such as director, owner, board member or officer or retain employment or becomes an employee of any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession;
- (n) become a member of a council of any other college regulated under the RHPA;
- (o) are found guilty of a criminal offence which, in the opinion of the Board, is of such a nature that warrants disqualification;
- (p) fail to discharge properly or honestly any office to which they have been elected or appointed;
- (q) initiate, join, continue or materially contribute to a legal proceeding against the College or any Committee or representative of the College;
- (r) advocate or make a public statement (other than at a Board meeting) against a position taken by the College;
- (s) in the case of electoral district 6, cease to be recognized by the Board as a Contact Lens Mentor in accordance with the College's contact lens mentor policy, as approved by the Board; and
- (t) are in default of the requirements of the College's quality assurance program for a period of more than thirty (30) days.

6.16 Disqualification Process

- (a) Subsections 6.15 (a), (b), (g), (h), (i), (j), (k), (l), (n) and (s) shall result in automatic disqualification.
- (b) Subsections 6.15 (c), (d), (e), (f), (m), (o), (p), (q), (r) and (t) shall result in disqualification where two-thirds of Directors present and voting vote in favour of disqualification.

6.17 Eligibility Following Disqualification

Where an Elected Director has been disqualified from sitting on the Board, they shall not be eligible to run for election for six years.

ARTICLE 7: DUTIES OF DIRECTORS AND COMMITTEE MEMBERS

7.1 Code of Conduct

All Directors and Committee Members shall comply with the College's Code of Conduct, which is attached as Schedule D and forms part of these by-laws.

7.2 Duty to Avoid and Declare Conflicts of Interest

All Directors and Committee Members shall comply with their duties, as set out in Schedule D, to avoid conflicts of interest and appearance of bias, and to declare any actual, potential or perceived conflicts that do exist.

7.3 Duty of Confidentiality

- (a) All Directors and Committee Members shall comply with their obligations to maintain confidentiality of information that comes before them in the course of discharging their duties, as set out in Schedule D.
- (b) Directors and Committee Members, staff and persons retained or appointed by the College are required to sign, annually, the confidentiality or fiduciary agreements approved by the Board or the Registrar, as applicable.

7.4 Staff and Contract Positions

- (a) A three-month waiting period is required before a former Director or Committee Member may apply for a position with the College, including but not limited to, positions as peer assessor, investigator, inspector, examiner or staff.
- (b) The Board may, under exceptional circumstances, authorize the adjustment of the three-month waiting period for examiners.

7.5 Enforcement Process

In the event that a Director or Committee Member is alleged to have contravened the Code of Conduct or any other duties set out in these by-laws, the Board shall follow the enforcement process set out in Schedule D.

ARTICLE 8: BOARD MEETINGS

8.1 Place of Meetings

Board meetings shall be held at the head office of the College or at any other place as may be determined by the Registrar or the Executive Committee from time to time.

8.2 Board Meetings

- (a) The Board shall hold at least two meetings in a calendar year.
- (b) The Board may appoint a day or days in any month, or months, for regular meetings of The Board at a stated place and hour.
- (c) At the Last Annual Meeting, in addition to any other business that may be transacted:
 - (i) the members of the Executive Committee for the following calendar year, including the Chair and Vice-Chair, shall be elected:
 - (ii) by way of a resolution, the Board shall appoint such members to the Executive Committee for the following calendar year who are elected in accordance with Article 9.1;
 - (iii) based on the proposals put forward by the current sitting Executive Committee, the members for each committee for the following calendar year shall be appointed by the Board; and
 - (iv) the Board shall appoint the auditor for the following calendar year, who shall audit the accounts and transactions of the College.

8.3 Special Meetings of the Board

The Chair or, in the absence or failure to act of the Chair, the Vice-Chair may call and convene a special meeting of the Board:

- (a) at their discretion;
- (b) upon receipt of the written request of any six Directors; or
- (c) if a request is received from the Executive Committee.

8.4 Notice

Notice of all Board meetings shall be given to each Director not less than 10 business days before the meeting is to take place in the case of notice sent by mail and not less than five business days before the meeting is to take place in the case of notice delivered or sent by electronic mail or facsimile transmission. Except for special meetings, a notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting.

8.5 Error or Omission in Notice

No error or omission in giving notice of any Board meeting shall invalidate such meeting or invalidate or make void any resolutions passed or proceedings taken at such meeting. Any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8.6 Evidence of Sufficiency of Notice

A statutory declaration of the Registrar, the Chair or the Vice-Chair or of any other person authorized to give notice of a meeting that notice has been given pursuant to these by-laws shall be sufficient and conclusive evidence of the giving of such notice.

8.7 Meetings without Notice

A Board meeting may be held at any time or place without notice if all of the Directors are present in person, or if those who are not present, either before or after the meeting, waive notice or otherwise consent, in writing or by facsimile or other means of recorded electronic communication addressed to the Registrar, to such meeting being held, and at such meeting any business may be transacted which the College, at a Board meeting, may transact, provided that a quorum of Directors is present.

8.8 Agendas for Regular Meetings

The Board may only consider or transact at a regular meeting:

- (i) matters on the agenda;
- (ii) reports from the Chair and the Registrar;
- (iii) matters brought by the Executive Committee or the Registrar;
- (iv) recommendations and reports by Committees;
- (v) matters for which written notice was given by a Director to the Executive Committee, along with supporting materials that are no more than five pages in length, at least 30 (thirty) days in advance of the Board meeting; or
- (vi) such other matters as the majority of members in attendance determine to be of an urgent nature.

8.9 Materials for Meetings

Despite Article 8.8 (v), the Board shall not consider a matter where the materials for that matter are not filed with the appropriate staff person of the College at least 10 business days before the Board meeting for posting at least 5 business days before the Board meeting unless the majority of Directors in attendance determine that it should be considered.

8.10 Deputations¹

A person or organization who is not on the Board may be permitted to make a deputation to the Board for a maximum time of 15 minutes (including questions and answers) if they submit a request in writing to the Executive Committee along with supporting materials that are no more than five pages in length, at least 30 (thirty) days in advance of the Board meeting and the Executive Committee agrees to put the deputation on the agenda for the meeting.

8.11 Adjourned Meetings

Any Board meeting may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Notice of an adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

8.12 Meetings by Teleconference

Any one or more Director, up to and including all Directors, may participate in a Board meeting by such telephone conference facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other simultaneously and instantaneously if Board meetings by teleconference have been approved by a resolution passed by the Board, or in the absence of such a resolution, if a majority of Directors so consent. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all Directors or with respect to only a specific Board meeting. A quorum shall be established and votes shall be recorded by voice or televisual identification of each Director by a roll call of Directors participating in the meeting.

8.13 Meeting by Other Electronic Means

In addition to the manner of a meeting provided for in Article 8.1, any one or more Directors, up to and including all Directors, may meet by any other electronic means that permits each Director to hear or otherwise communicate with each other simultaneously and instantaneously, provided that the Board has passed a resolution addressing the mechanics of holding such a meeting, including how security issues should be handled and the procedure for establishing a quorum and recording votes and provided further that a majority of the Directors have consented in advance to meeting by electronic means. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all Board meetings or with respect to only a specific Board meeting.

8.14 Directors Deemed to be Present

A Director participating in any Board meeting by conference telephone facilities in accordance with Article 8.12 or by any other electronic means in accordance with Article 8.13 is deemed to be present at the meeting.

¹ A deputation is a submission made to the Board by a person who is not on the Board, at the person's request. Normally only Directors and Board resource people (e.g., staff, College consultants) are permitted to speak at Board meetings. Deputations often involve a request by the person for the Board to do something (e.g., make a regulation or by-law, change a policy).

8.15 Chair

- (a) The Chair, or in the Chair's absence, the Vice-Chair, shall be the chair at all Board meetings. If neither officer is present within 15 minutes from the time fixed for holding the meeting, Directors present shall choose one of their number to be chair of the meeting until such time as the Chair or Vice-Chair is present at the meeting.
- (b) Notwithstanding Articles 8.15 (a) and 9.4, the Board may appoint a person who is not a Director to be the chair, without deliberative or voting privileges, at any or all Board meetings until such time as the Board or the Executive Committee decide otherwise.

8.16 Quorum

A quorum for a Board meeting shall consist of a majority of Directors. No business shall be transacted at any Board meeting unless a quorum is present.

8.17 No Quorum Present

In the event that there is no quorum of Directors within 30 minutes of the time fixed for a Board meeting, the names of those Directors who are present shall be recorded by the Registrar and informal discussions may be held. Any decisions made at such an informal meeting are to be tabled at the immediately succeeding Board meeting for approval and may not be acted upon until such approval is given. In the event that there ceases to be a quorum during a meeting, those Directors remaining may hold an informal discussion. Any decisions made after there ceased to be a quorum are to be tabled at the immediately succeeding meeting for approval and may not be acted upon until such approval is given.

8.18 Votes to Govern

Each Director is authorized to exercise one vote on every motion at a Board meeting. Subject to the RHPA and the by-laws, any question arising at any Board meeting shall be decided by a majority of votes. In the case of an equality of votes at any Board meeting, the chair of the meeting shall not have a second or casting vote and the matter shall be deemed not to have been carried.

8.19 Show of Hands

Unless otherwise provided for in these by-laws, each motion shall be voted upon by a show of hands or, in the case of meetings by teleconference or other electronic means, by the procedure for recording votes designated by resolution of the Board or in the absence of such a resolution by the chair of the meeting. Whenever a vote by show of hands shall have been taken upon a question, unless a vote by ballot is demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and any entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Board upon the said question.

8.20 Vote by Ballot

Prior to the chair of the meeting calling for a vote on a question, a Director may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the chair of the meeting shall direct. In the case of meetings by teleconference or other electronic means, the vote may be taken by facsimile transmission or another method of communication that produces a paper record. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. Upon a vote by ballot, each Director present in person shall have one vote and the result of the vote by ballot shall be the decision of the Board upon the said question.

8.21 Resolutions in Writing

Notwithstanding any other provision of the by-laws to the contrary, a resolution in writing signed by all of the Directors on that resolution is as valid as if it had been passed at a meeting of such Directors, provided that matters which are required by the *Opticianry Act* to be dealt with at a meeting are excluded from this provision. Such resolution in writing may be signed by counterpart and satisfies all the requirements of the by-laws relating to Board meetings.

8.22 Motion to Reconsider

A motion to reconsider a resolution requires the support of two-thirds of those Directors present at the meeting at which the resolution is being reconsidered.

8.23 Rules of Order

The Board shall be entitled to adopt, from time to time, such rules of order as it deems appropriate to govern the conduct of each Board meeting, provided that, in the event of a conflict between such rules of order and one or more provisions of the *Opticianry Act*, the RHPA, the regulations thereunder or the by-laws, the provisions of the *Opticianry Act*, the RHPA, the regulations or the by-laws shall prevail.

ARTICLE 9: OFFICERS

9.1 Election of Executive Committee

- (a) All Executive Committee members are officers of the College.
- (b) The members of the Executive Committee shall be elected annually by secret ballot by a majority vote of the Directors present at the Last Annual Meeting. In the event that the election of any officer is not held or a default in such election occurs within the meaning of Article 9.1(d), the then-incumbent shall hold office until such officer's successor is elected or until such officer's earlier resignation.
- (c) The election shall be conducted in the following order:
 - (i) Chair;
 - (ii) Vice-Chair;
 - (iii) Remaining three positions, in no particular order.
- (d) For the purposes of determining whether a default in the election of an officer has occurred, the details of the alleged default must be submitted in writing to the chair of the meeting and circulated to all Directors prior to the ballot to accept the default. A default in the election of an officer is deemed to have occurred if the Board by secret ballot by a majority vote of the Directors present accepts the alleged default.
- (e) At any meeting at which the election of an officer shall take place, a neutral party shall be invited to take the chair of such meeting.
- (f) Directors who wish to be members of the Executive Committee must be separately nominated and seconded for such positions.
- (g) In the event that only one Director is a candidate for a position on the Executive Committee, that candidate shall be declared elected by acclamation.
- (h) In the event that there is more than one candidate for a position on the Executive Committee the candidate who receives a majority of the votes cast on a ballot shall be declared elected.
- (i) Where no candidate receives a majority of the votes cast, a second vote will take place. Where no candidate receives a majority of the votes cast following the second vote, the person with the least amount of votes shall automatically be removed from the ballot and a third vote shall take place. This process will be repeated until such time as one candidate receives a majority of votes, the vote is tied, or only two candidates remain on the ballot.
- (j) In the event of a tie vote, additional rounds of voting shall be conducted until one candidate receives a majority, for a maximum of two additional rounds of voting. In the event that the vote is still tied after two additional rounds of voting, the neutral meeting chair or his or her delegate shall break the tie by lot.

9.2 Term

Except in circumstances determined to be exceptional by the Board, elections of individuals to the Executive Committee shall be for a one year term, from January 1 to December 31, of the year following the individual's election to the Executive Committee in accordance with Articles 8.2(c)(i) and (ii) and Article 9.1.

9.3 Vacancies

The office of an officer shall automatically be vacated upon:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Board or at the time specified in the resignation, whichever is later and subject to such resignation each officer shall continue to hold office until a successor has been elected by the Board;
- (b) that officer being removed for or without cause by a resolution of the Board which shall take effect immediately upon the passing of such resolution or at a time specified in the resolution, whichever is later;
- (c) that officer's death;
- (d) in the case of the office of Vice-Chair, the Vice-Chair's automatic appointment as Chair in the event that the office of Chair is vacated before the end of the Chair's term, or
- (e) other than in the circumstances contemplated above, the election of a successor to the office of that officer.

If an office shall become vacant in any of the circumstances described in Article 9.3, the Board may elect a qualified person from among themselves to fill such vacancy for the remainder of the term of such office.

9.4 Chair

The Chair shall be the chair of the Board, subject to Article 8.15 (a), and the chair of the Executive Committee and shall be charged with the general leadership of the affairs and operations of the Board and such other duties as may, from time to time, be assigned to them by the Board, in accordance with the RHPA, the *Opticianry Act*, the Regulations and the by-laws.

The Chair may serve a maximum of two consecutive one year terms.

9.5 Vice-Chair

The Vice-Chair shall, in the absence or inability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as may, from time to time, be assigned to them by the Board. The Vice-Chair shall also be the vice-chair of the Board and the vice-chair of the Executive Committee.

9.5.1 Duties of Other Officers

Any other officer serving on the Executive Committee shall perform all duties and responsibilities as may be determined by the Board.

9.6 Variation in Powers and Duties

The Board may, from time to time, and subject to the provisions of the RHPA, vary, add to, or limit the powers and duties of any officers.

ARTICLE 10: STATUTORY COMMITTEE COMPOSITION

10.1 Executive Committee

- (a) The Executive Committee shall be composed of the Chair, the Vice-Chair and three additional Directors. The Executive Committee shall consist of:
 - (i) three Elected Directors; and
 - (ii) two Public Directors.

10.2 Registration Committee

- (a) The Registration Committee shall be composed of at least seven (7) Committee Members, being:
 - (i) at least two Elected Directors; and
 - (ii) at least two Public Directors.

10.3 Inquiries, Complaints and Reports Committee

- (a) The Inquiries, Complaints and Reports Committee shall be composed of at least ten (10) Committee Members, being:
 - (i) at least four Elected Directors; and
 - (ii) at least three Public Directors.

10.4 Discipline Committee

- (a) The Discipline Committee shall be composed of at least twelve (12) Committee Members, being:
 - (i) at least four Elected Directors; and
 - (ii) all Public Directors.

10.5 Fitness to Practise Committee

- (a) The Fitness to Practise Committee shall be composed of at least seven (7) Committee Members, being:
 - (i) at least two Elected Directors; and
 - (ii) at least two Public Directors.

10.6 Quality Assurance Committee

- (a) The Quality Assurance Committee shall be composed of at least six (6) Committee Members, being:
 - (i) at least two Elected Directors; and
 - (ii) at least two Public Directors.

10.7 Patient Relations Committee

- (a) The Patient Relations Committee shall be composed of at least five (5) Committee Members, being:
 - (i) at least one Elected Directors; and
 - (ii) at least two Public Directors.

ARTICLE 11: NON-STATUTORY COMMITTEES

11.1 Non-Statutory Committee Composition

- (a) The Board may, from time to time, create non-statutory or ad hoc committees, and shall appoint members to each such committee in accordance with Schedule B, which forms part of these by-laws.
- (b) Upon the appointment of any non-statutory or ad hoc committees, the Board shall provide for its jurisdiction, provided that the exercise of any powers by any such committee, unless expressly delegated by the Board or specifically provided for by the by-laws of the College, shall be subject to any different decision by the Board.
- (c) In appointing persons to a non-statutory or ad hoc committee, the Board may appoint persons who are neither Directors nor Registrants of the College, unless the *Act* or the by-laws of the College provide otherwise.
- (d) In the event of a vacancy on any non-statutory or ad hoc committee, the provisions relating to filling a vacancy on a statutory committee shall apply, with such variations as are necessary or desirable to reflect the circumstances.

The terms of reference for non-statutory or ad hoc committees are attached to these by-laws as Schedule B and which forms part of these by-laws.

11.2 Standing Committees

- (a) The standing committees of the College shall include the Governance Committee.

11.3 Governance Committee

- (a) The Governance Committee shall be composed of at least five (5) Committee Members, being:
 - (i) at least two Elected Directors; and
 - (ii) at least two Public Directors.

ARTICLE 12: COMMITTEE APPOINTMENTS AND PROCEDURES

12.1 Chair and Vice-Chair

- (a) Committees that have more than three members may have a vice-chair in addition to the chair.
- (b) The chair and vice-chair of each committee, other than the Executive Committee, shall be elected from among the members of the respective committees. The election may take place at or before the first meeting of the year.
- (c) The chair of a committee shall be charged with the general supervision of the operations of the committee in accordance with the directions of the Board, the relevant legislation, the Regulations and the by-laws and shall be responsible for providing reports to the Board.
- (d) In the absence of the chair, the vice-chair of a committee shall perform all duties and responsibilities of the chair, and, in addition, shall perform such other duties and responsibilities as may be delegated from time to time by the chair.
- (e) In the case of a vacancy in the chair or vice-chair of a committee, the members of the committee shall elect a replacement to complete the balance of the term.

12.2 Eligibility for Appointed Committee Members

- (a) A Registrant of the College is eligible for appointment as an Appointed Committee Member if, on the date of the appointment:
 - (i) the Registrant is a registered optician who lives in Ontario;
 - (ii) the Registrant is not in default of payment of any required fees;
 - (iii) the Registrant has not been found to have committed an act of professional misconduct or to be incompetent in any discipline proceeding in the six years preceding the date of the appointment;
 - (iv) the Registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the appointment by an order of the Discipline Committee;
 - (v) the Registrant's certificate of registration is not subject to a term, condition, or limitation other than one prescribed by regulation;
 - (vi) the Registrant is not the subject of any disciplinary or incapacity proceedings;
 - (vii) the Registrant is not in default of the requirements of the College's Quality Assurance Program;
 - (viii) the Registrant has resigned, at least three years prior to being appointed, any position such as director, owner, board member, officer or employee that the Registrant holds with any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession;

- (ix) the Registrant has resigned, before being appointed, any employment with the College;
- (x) the Registrant has not been disqualified from the Board within the preceding six years;
- (xi) the Registrant has not initiated, joined, continued or materially contributed to a legal proceeding against the College or any committee or representative of the College within the preceding one year;
- (xii) the Registrant does not have a conflict of interest to serve as a member of a committee or has agreed to remove any such conflict of interest before beginning the appointment;
- (xiii) the Registrant is not in default of returning any required form or information to the College; or
- (xiv) the Registrant is not currently an Elected Director or a candidate for election to the Board.

12.3 Committee Disqualification

- (a) A Committee Member shall be disqualified from sitting on a committee if such member:
 - (i) in the case of an optician Committee Member, is found by a panel of the Discipline Committee to be incompetent or to have committed an act of professional misconduct;
 - (ii) in the case of an optician Committee Member, is found by a panel of the Fitness to Practise Committee to be an incapacitated Registrant;
 - (iii) fails, without reasonable cause, to attend two consecutive meetings of the committee or of a subcommittee of which they are a member, including any meeting held in whole or in part by teleconference;
 - (iv) fails for any reason to attend four consecutive meetings of the committee or of a subcommittee of which they are a member, including any meeting held in whole or in part by teleconference;
 - (v) fails, without reasonable cause, to attend a hearing or review of a panel for which they have been selected;
 - (vi) in the case of an optician Committee Member, is in default of payment of any fee prescribed in the College by-law for a period of more than thirty (30) days;
 - (vii) is found guilty of a criminal offence which, in the opinion of the Board, is of such a nature that warrants disqualification;
 - (viii) in the case of an optician Committee Member, neither practices nor resides in Ontario;
 - (ix) in the case of an optician Committee Member, ceases to hold a certificate of registration;

- (x) retains or obtains a responsible position such as director, owner, board member or officer of retains employment or becomes an employee of any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession;
 - (xi) becomes a member of a council of any other college regulated under the RHPA;
 - (xii) in the case of an optician Committee Member, holds a certificate of registration that becomes subject to a term, condition, or limitation other than one prescribed by Regulation;
 - (xiii) fails to discharge properly and honestly their duties as a Committee Member;
 - (xiv) initiates, joins, continues or materially contributes to a legal proceeding against the College or any Committee or representative of the College;
 - (xv) advocates or makes a public statement (other than at a Board meeting) against a position taken by the College;
 - (xvi) in the case of a Director, is disqualified from the Board in accordance with Article 6.15; or
 - (xvii) in the case of an optician Committee Member, is in default of the requirements of the College's quality assurance program for a period of more than thirty (30) days.
- (b) Subsections 12.3(a) (i), (ii), (vi), (viii), (ix), (xi), (xii), and (xvi) shall result in automatic disqualification.
 - (c) Subsections 12.3(a) (iii), (iv), (v), (vii), (x), (xiii), (xiv), (xv), and (xvii) shall result in disqualification where two-thirds of Directors present and voting vote in favour of disqualification.
 - (d) An Appointed Committee Member who is removed under Article 12.3(a) from sitting on a committee ceases to be a member of the committee.
 - (e) An Appointed Committee Member who is removed under Article 12.3(a) from sitting on all Committees which they have been appointed to under Article 8.2(c)(iii) or Article 12.4 ceases to be an Appointed Committee Member.
 - (f) Notwithstanding the above provisions that permit the removal of a Committee Member in specific circumstances, the Board may at any time also remove a member of a Committee to facilitate the effective and fair operation of the College.

12.4 Committee Vacancies

- (a) If the seat of a member of a committee becomes vacant before the expiry of the committee member's term of office, the Board may appoint a replacement member to the committee.²

² Where a committee vacancy arises under 12.4(a) that cannot be filled prior to a committee meeting, the committee remains properly constituted and can conduct necessary business at a committee meeting as long as quorum is met, unless otherwise provided by law (*Board resolution May 2019*).

- (b) The term of office of a member appointed under Article 12.4(a) expires when the term of the person being replaced would have expired.

12.5 Committee Meetings

Committee meetings may be formally called by the Committee chair.

12.6 Special Meetings

On the written direction of any two Committee Members, the Committee chair shall have the power to call a special meeting of the Committee.

12.7 Notice

Notice of all Committee meetings shall be given to each Committee Member not less than 10 days before the meeting is to take place in the case of notice sent by mail and not less than 5 days before the meeting is to take place in the case of notice delivered or sent by electronic mail or facsimile transmission. A notice of a meeting of the Committee need not specify the purpose of or the business to be transacted at the meeting. A statutory declaration of the Registrar, the Committee chair, the vice-chair or of any other person authorized to give notice of a meeting that notice has been given pursuant to these by-laws shall be sufficient and conclusive evidence of the giving of such notice.

12.8 Revoked February 26, 2020

12.9 Quorum

A quorum for a Committee meeting shall consist of a majority of Committee Members. No business shall be transacted at any Committee meeting unless a quorum is present.

12.10 Term

Except in circumstances determined to be exceptional by the Board, appointments of individuals to Committees other than the Executive Committee shall be for a one year term, from January 1 to December 31, of the year following the individual's appointment to a Committee by the Board in accordance with Article 8.2(c)(iii).

ARTICLE 13: REMUNERATION

13.1 Remuneration of Directors and Members of Committees

Elected Directors and Appointed Committee Members shall be paid an honorarium and reimbursed by the College for all reasonable expenses incurred in the performance of their duties in accordance with the Payment of Honoraria and Expenses policy approved by the Board from time to time.

13.2 Claims Submitted Within Sixty Days

All claims for payment or reimbursement under these by-laws shall be submitted to the College within sixty (60) days of the close of the meeting or other business of the College to which they relate.

13.3 Non-compliant Claims

Any claims for honorarium or expenses that do not comply with the by-laws or the Payment of Honoraria and Expenses policy shall be forwarded to the Executive Committee for final determination.

ARTICLE 14: APPOINTMENT OF INSPECTORS

14.1 Inspectors

The Registrar, with approval of the Executive Committee, may from time to time appoint one or more inspectors as may be deemed necessary for the proper administration of the RHPA and the Regulations. The Registrar, with approval of the Executive Committee, may determine the remuneration and provide for the payment of expenses of any such inspector.

ARTICLE 15: THE REGISTER

15.1 Name in the Register

Unless Article 15.2 applies, a Registrant's name in the register shall be the full name indicated on the documents used to support the Registrant's initial registration with the College.

15.2 Change of Name

The Registrar may enter a name other than the name referred to in Article 15.1 in the register if the Registrar:

- (i) has received a written request from the Registrant;
- (ii) is satisfied that the Registrant has legally changed their name; and
- (iii) is satisfied that the name change is not for any improper purpose.

15.3 Business Address

A Registrant's primary business address in the register shall be

- (a) the address of the location in Ontario where the Registrant is employed or self-employed as an optician;
- (b) in the event that the Registrant is employed or self-employed as an optician in more than one location in Ontario, the location where the Registrant currently works the most hours;
- (c) in the event that the Registrant is employed or self-employed other than as an optician in Ontario, the location where the Registrant currently works the most hours; and
- (d) in the event that the Registrant is not employed or self-employed in Ontario, or does not have a business address, the location designated by the Registrant or any other location for the Registrant known by the College.

15.4 Business Telephone Number

A Registrant's primary business telephone number in the register shall be the telephone number of the location referred to in Article 15.3, or such other telephone number approved by the Registrar.

15.5 Maintaining Register

The Registrar shall maintain the register in accordance with the Code and these by-laws.

15.6 Other Information in the Register

In addition to the information set out in subsection 23(2) of the Code, the register shall contain the following information with respect to each Registrant:

- (i) The Registrant's gender and registration number;

- (ii) The dates on which each class of registration and specialist status that the Registrant holds was obtained and, if applicable, the dates on which each terminated;
- (iii) Whether the Registrant has been granted Refraction Designation and, if so, the date the designation was obtained and, if applicable, the date on which the designation was terminated;
- (iv) Whether the Registrant is currently designated as a Contact Lens Mentor or as a Certified Contact Lens Fitter, and if so, the type of designation (soft only, rigid only, or soft and rigid);
- (v) The Registrant's areas of practice, categories of patients seen, and languages in which the Registrant provides services, as indicated on the Registrant's annual renewal form;
- (vi) If the Registrant ceased to be a Registrant, a notation specifying the reason for the termination of membership and the date upon which the Registrant ceased to be a Registrant;
- (vii) *Revoked May 2019*
- (viii) if the Registrant is not employed or self-employed in the practice of opticianry, a notation to that effect;
- (ix) *Revoked May 2019*
- (x) For every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Discipline Committee under section 26 of the Code and has not been finally resolved, until the matter has been resolved, in addition to the information required by the Code, the notice of hearing and any hearing dates;
- (xi) A notation, including the date of the referral, for every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Fitness to Practise Committee under section 61 of the Code and has not been finally resolved, until the matter had been resolved;
- (xii) Any information jointly agreed to be placed on the register by the College and the Registrant;
- (xiii) Where the Registrant's certificate of registration is subject to an interim order a notation of the fact, the nature of the order and the date that the order took effect;
- (xiv) Where the Registrant's certificate of registration is subject to an administrative suspension (e.g., for failure to pay a fee), the fact that the suspension is an administrative one and the date of the suspension in addition to the fact of the suspension;
- (xv) *Revoked May 2019*

- (xvi) Where the College is aware that a finding of incapacity or similar finding has been made against the Registrant by a body that governs a profession, inside or outside of Ontario, and that finding has not been reversed on appeal:
 - (a) a notation of the finding;
 - (b) the name of the governing body that made the finding;
 - (c) the date the finding was made;
 - (d) a summary of any order made; and
 - (e) information regarding any appeals of the finding;
- (xvii) Where a decision of the Discipline Committee has been published by the College with the Registrant's name or former name included:
 - (a) a notation of the fact; and
 - (b) identification of the specific publication of the College which contains the information;
- (xviii) The business e-mail address, if there is one, associated with each business address included in the register;
- (xix) Any operating names of every health profession corporation;
- (xx) The business name and address including postal code and business telephone number for each location where the Registrant practises opticianry;
- (xxi) Any nicknames or abbreviations that the Registrant uses in any place of practice;
- (xxii) Where, for a pending complaint or other type of investigation, the Registrar confirms that the College is investigating a Registrant because there is a compelling public interest in disclosing this information pursuant to section 36(1)(g) of the RHPA, the fact that the Registrant is under investigation;
- (xxiii) *Revoked May 2019*
- (xxiv) *Revoked May 2019*
- (xxv) *Revoked May 2019*
- (xxvi) *Revoked May 2019*

- (xxvii) Where a decision of a panel of the Inquiries, Complaints and Reports Committee made on or after January 1, 2016 includes a requirement that the Registrant attend before a panel of that committee to be cautioned³,
- a) a notation of that fact
 - b) a summary of the caution;
 - c) the date of the panel's decision; and
 - d) if applicable, a notation that the panel's decision is subject to a review or appeal and therefore not yet final, which notation shall be removed once the review is finally disposed of;
- (xxviii) Where a decision of a panel of the Inquiries, Complaints and Reports Committee made on or after January 1, 2016 includes a requirement that the Registrant complete a specified continuing education or remediation program⁴
- a) a notation of that fact,
 - b) a summary of the specified continuing education or remediation program,
 - c) the date of the panel's decision,
 - d) if applicable, a notation that the requirements of the specified continuing education or remediation program have been fulfilled or completed by the Registrant, and
 - e) if applicable, a notation that the panel's decision is subject to review or appeal and therefore is not yet final, which notation shall be removed once the review is finally disposed of;
- (xxix) Where after a review the Inquiries, Complaints and Reports Committee has been required to remove or vary the requirement to appear for a caution or to complete a specified continuing education or remediation program:
- a) the Registrar may delete from the register any information which would otherwise have been required to be maintained under section (xxvii) or section (xxviii); and
 - b) the Registrar may enter a summary of the process leading up to and the results of any variation of a caution or a specified continuing education or remediation program;
- (xxx) *Revoked May 2019*

³ as is authorized by paragraph 3 of subsection 26(1) of the Code

⁴ as authorized by paragraph 4 of subsection 26(1) and subsection 26(3) of the Code

(xxxi) *Revoked May 2019*

15.7 Providing Information to the College

If requested, the Registrant shall immediately provide the College with the following information, in the form requested by the College:

- (i) Information required by the Code or these by-laws to be maintained in the register;
- (ii) The address, telephone number, and facsimile number of the Registrant's primary residence in Ontario and, if the Registrant does not reside in Ontario, the address, telephone number, and facsimile number of the Registrant's primary residence;
- (iii) The Registrant's preferred email address for communications with the College;
- (iv) Proof of professional liability insurance;
- (v) If there have been any changes to the Registrant's name since the date of the Registrant's initial application for registration, the former names of the Registrant;
- (vi) Information regarding the Registrant's employment including:
 - (a) the Registrant's title and position;
 - (b) a description of the Registrant's role, duties, and responsibilities; and
 - (c) the Registrant's employment category and status.
- (vii) Information about the Registrant's registration with any other body that governs a profession, whether inside or outside Ontario, including the name of the governing body, the Registrant's registration or license number and the date the Registrant first became registered;
- (viii) The names of the educational institution where the Registrant obtained any certificates, diplomas or degrees in opticianry, the type of certificates, diplomas or degrees obtained and the date each was issued;
- (ix) Information about any finding of professional misconduct or incompetence or similar finding that has been made against the Registrant by a body that governs a profession, inside or outside of Ontario, where that finding has not been reversed on appeal, including:
 - (a) the finding;
 - (b) the name of the governing body that made the finding;
 - (c) a brief summary of the facts on which the finding was based;

- (d) the penalty and any other orders made relative to the finding;
 - (e) the date the finding was made; and
 - (f) information regarding any appeals of the finding;
- (x) Information about any finding of incapacity or similar finding that has been made against the Registrant by a body that governs a profession, inside or outside of Ontario, where that finding has not been reversed on appeal including:
- (a) the finding;
 - (b) the name of the governing body that made the finding;
 - (c) the date the finding was made;
 - (d) a summary of any order made; and
 - (e) information regarding any appeals of the finding;
- (xi) Information about a current proceeding for professional misconduct, incompetency or incapacity, or any similar proceeding before any regulatory body;
- (xii) Information about a refusal by any regulatory body to register or licence the applicant;
- (xiii) Information about whether the Registrant is in good standing, fulfilling all requirements with any other regulatory body with which they are registered;
- (xiv) Information about whether the Registrant was in good standing, fulfilling all requirements with any regulatory body, at the time the applicant ceased being registered with that regulatory body;
- (xv) Information about the Registrant's participation in the Quality Assurance Program;
- (xvi) Information for the purpose of compiling statistical data;
- (xvii) *Revoked May 2019*
- (xviii) Information required by the Minister of Health and Long-Term Care; and
- (xix) Information about any other event that would provide reasonable grounds for the belief that the Registrant may lack the knowledge, skill or judgment to practise safely and professionally.

15.8 Notification of Changes of Information

The Registrant shall notify the College, in writing, of any changes to the following information within 30 days of the effective date of the change:

- (i) the Registrant's name;

- (ii) the address and telephone number of the Registrant's primary residence in Ontario and, if the Registrant does not reside in Ontario, the address and telephone number of the Registrant's primary residence;
- (iii) the Registrant's business addresses or business telephone number; and
- (iv) the Registrant's business email addresses or any other email address previously provided to the College by the Registrant.
- (v) *Revoked May 2019*

ARTICLE 16: HEALTH PROFESSIONS CORPORATIONS

16.1 Health Professions Corporations

- (a) A health profession corporation that holds a certificate of authorization shall notify the Registrar in writing, on a form to be provided by the Registrar, of a change in shareholders of the health profession corporation within 10 days of each change of shareholders of the health profession corporation.
- (b) The application fee for a certificate of authorization for a health profession corporation is \$750.00 plus HST.
- (c) The fee for the issuance of a certificate of authorization or of a revised certificate of authorization to a health profession corporation is \$23.67 plus HST.
- (d) The fee for the annual renewal of a certificate of authorization for a health profession corporation is \$380.00 plus HST.

ARTICLE 17: REGISTRAR AND DEPUTY REGISTRAR

17.1 Roles and Responsibilities

- (a) The Registrar shall be appointed by the Board and shall be charged with conducting the affairs of the College and advising and assisting the Board by supporting its responsibilities and implementing its policies, shall provide advice and recommendations to the Board and Committees on matters relating to the College, shall discharge the responsibilities of the Registrar as set out under the RHPA, the Regulations and these by-laws and shall perform such additional duties as may from time to time be determined by the Board.
- (b) The Board shall appoint a Deputy Registrar who shall report and be responsible to the Registrar. Subject to the authority of the Registrar, the Deputy Registrar shall be charged with the day-to-day management and coordination of the operations of the College. The Deputy Registrar shall be vested with and may exercise all of the powers and perform all of the duties of the Registrar where the Registrar is absent or unable to act. The Deputy Registrar shall also perform such other duties as are determined by the Registrar from time to time.

ARTICLE 18: MEMBERSHIP OF THE COLLEGE IN ORGANIZATIONS

18.1 Board Approval

The Board may approve membership of the College in organizations or bodies with functions that are similar to the College.

ARTICLE 19: GRANTS

19.1 Use of College Funds for Grants

- (a) The Board may make grants out of College funds from time to time for the following purposes, providing the grants are related to the attainment of the objects of the College:
 - (i) the awarding of scholarships and prizes to students;
 - (ii) to students for post-graduate studies, or to assist in the establishment and carrying on of post-graduate courses;
 - (iii) for the purpose of research; and
 - (iv) to provide public information about and encourage interest in the vision care field.

**ARTICLE 20: PROTECTION OF BOARD MEMBERS,
COMMITTEE MEMBERS AND OFFICERS**

20.1 Indemnity

Every Director, Appointed Committee Member and officer of the College and their heirs, executors, 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 College, from and against:

- (a) all costs, charges and expenses whatsoever that such Directors, Appointed Committee Member or officer sustains or incurs in or about any action, suit or proceeding that 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; and
- (b) all other costs, charges and expenses that such Director, Appointed Committee Member or officer sustains or incurs, in or about or in relation to the affairs of the College;

except such costs, charges or expenses as are occasioned by their own wilful act, neglect, default, dishonesty or otherwise acting in bad faith.

20.2 Expenses Paid in Advance

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the College in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, Appointed Committee Member, officer, employee or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the College.

20.3 Other Remedies Available

The indemnification herein provided shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the by-laws or any agreement, vote of Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding any office with the College and shall continue as to an individual who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

20.4 Insurance

The Board may authorize the purchase and maintain insurance for the College against any liability incurred by any Director, Appointed Committee Member or officer, in the capacity as a Director, Appointed Committee Member or officer of the College, except where the liability relates to a person's failure to act honestly and in good faith with a view to the best interests of the College. The cost of such insurance shall be paid for out of the funds of the College.

ARTICLE 21: BORROWING POWERS AND BANKING

21.1 Borrowing

- (a) The Board may from time to time:
 - (i) borrow money upon the credit of the College;
 - (ii) limit or increase the amount to be borrowed; and
 - (iii) secure any present or future borrowing or liability of the College, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the College, and the undertaking and rights of the College.
- (b) Any promissory notes, bills of exchange or other negotiable paper including renewals thereof in whole or in part signed on behalf of the College by the Signing Officer or Officers shall be binding upon the College.
- (c) All contracts, deeds, grants, assurances and documents reasonably required by the financial institution or its counsel for all or any of the purposes aforesaid shall be executed and carried into effect by the proper officers of the College and when necessary the seal of the College shall be affixed thereto.

21.2 Banking

- (a) The banking business of the College shall be transacted with such banks, trust companies or other financial institutions chartered under the *Bank Act* (Canada) as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part of it shall be transacted under such agreement, instructions and delegations of powers.
- (b) Deposit accounts of the College shall be kept at such financial institutions in such place or places and shall be operated in such manner and by such person or persons as the Executive Committee shall from time to time by resolution direct.
- (c) Cheques and payments on behalf of the College for \$5,000 or less shall be signed by any one of the Signing Officers. Amounts in excess of \$5,000 shall be signed by any two of the Signing Officers. Notwithstanding the foregoing, all cheques and payments issued to a Signing Officer shall be signed by any two (2) Signing Officers other than the recipient.
- (d) Notwithstanding the provisions of (c) above, the Executive Committee may at any time and from time to time by resolution direct the manner in which, and the person or persons by whom, any particular cheque or payment on behalf of the College may or shall be executed.

ARTICLE 22: EXECUTION OF CONTRACTS, DOCUMENTS OR INSTRUMENTS

22.1 Signatories

Contracts requiring signature of the College shall be signed by:

- (a) if the expenditure under the contract is reasonably expected not to exceed \$5,000, any one of the Signing Officers;
- (b) if the expenditure under the contract is reasonably expected to equal or exceed \$5,000, any two of the Signing Officers; and
- (c) notwithstanding Articles 22.1 (a) and (b), the Board may, by resolution, direct the manner in which, and the person or persons by whom, any particular contract, document or instrument on behalf of the College may be executed.

22.2 Facsimile Signatures

The signature of any individual authorized to sign on behalf of the College, may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

22.3 Deposit of Securities for Safekeeping

The securities of the College may be deposited, from time to time, for safekeeping with one or more banks, trust companies or other financial institutions chartered under the *Bank Act (Canada)* to be selected by the Board, or if so authorized by the Board, with such other depositories or in such other manner as may be determined from time to time by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the College signed by such Director or Directors, officer or officers, agent or agents of the College, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. Any institution that may be so selected as custodian by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 23: NOTICE

23.1 Procedure for Sending Notices

Where notice is required under these by-laws and except where specifically provided otherwise, the following shall apply in determining whether sufficient notice was given,

- a) the number of days shall be calculated excluding the day on which the notice was sent or forwarded and excluding the day of the event for which the notice was given;
- b) the number of days shall be calculated including all days whether or not they are business days, weekend days, or holidays;
- c) where notice is provided by ordinary prepaid first class mail to the person's last known address, the notice shall be considered to have been received on the fifth day following mailing;
- d) where notice is provided by facsimile, electronic mail or other electronic means, the notice shall be considered to have been received on the date and time it was sent; and
- e) where notice is provided by courier to the person's last known address, the notice shall be considered to have been received on the date the courier delivered the notice, whether or not it was personally received on that date.

ARTICLE 24: BY-LAWS

24.1 Making, Amending and Revoking By-laws

The Board shall have the power to make, amend or revoke any or all of the by-laws or Articles therein, by resolution of a two-thirds majority of those Directors present at a duly-constituted meeting of the Board or, without such meeting, by written resolution which has been confirmed by the hand-written signature of all Directors.

24.2 Effective Date and Repeal

- (a) This by-law shall come into force and effect upon its adoption by a resolution of the Board, whereupon all previous by-laws made by the Board are hereby repealed.
- (b) The repeal of such by-laws shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.
- (c) All Directors and Committee Members and other persons acting under any repealed by-law shall continue to act as if elected or appointed under the provisions of this by-law.

Last amended by the Board on February 26, 2020



COLLEGE OF OPTICIANS OF ONTARIO

SCHEDULE A TO BY-LAW, ARTICLE 5: FEES FOR SERVICES

1.	Duplicate Certificate of Registration	\$ 50.00
2.	Duplicate Photographic Identification Badge	\$ 50.00
3.	Replacement Registration Certificate Decal.....	\$ 10.00
4.	Replacement Photographic Identification Badge Decal.....	\$ 10.00
5.	Duplicate Tax Receipt.....	\$ 5.00
6.	Letter of Good Standing	\$ 10.00
7.	Declined Credit Card.....	\$ 40.00
8.	NSF Cheque	\$ 40.00
9.	Incomplete Registration Applications/Renewal forms	\$ 25.00
10.	Duplicate Certified Contact Lens Fitter Certificate.....	\$ 50.00
11.	Continuing Education Certificates (per certificate).....	\$ 0.25
12.	Standard Accreditation Review ¹	\$ 75.00
13.	Fast Track Accreditation Review ²	\$200.00
14.	Rush Accreditation Review ³	\$500.00
15.	CE Activity Accreditation Renewal ⁴	\$ 25.00
16.	For each letter reminding a Registrant to do something that the Registrant is required to do but has failed to do, a fee of \$50.00 may be charged.....	\$ 50.00

Note: Amounts do not include HST.

¹ Submitted more than (45) days prior to the scheduled event

² Submitted between (45) to (10) days prior to the scheduled event

³ Submitted less than (10) days prior to the scheduled event

⁴ Limit of (1) renewal per previously accredited CE activity

COLLEGE OF OPTICIANS OF ONTARIO

**SCHEDULE B TO BY-LAW, ARTICLE 11: TERMS OF REFERENCE FOR
NON-STATUTORY OR AD-HOC COMMITTEES**

Pursuant to Article 11.1, the Board may from time to time, create non-statutory or ad hoc Committees. These Committees are created for a specific purpose and may be created or disbanded by motion of the Board.

Non-statutory or ad hoc Committees are composed of a minimum of three members, containing a cross-section of Elected Directors and Public Directors, with at least one Public Director on each committee.

When required, non-statutory Committees may be supported by legal and/or technical consultants and other resource persons.

Non-statutory or ad hoc Committees are to provide

- a written agenda to the Registrar;
- written minutes of all the meetings to the Registrar;
- all correspondence through the office of the Registrar, and
- reports to the Board for each Board meeting.

COLLEGE OF OPTICIANS OF ONTARIO

SCHEDULE C TO THE BY-LAW: RULES OF ORDER OF THE BOARD OF DIRECTORS AND ITS COMMITTEES

General Procedure

1. The Board will ordinarily meet informally and allow discussion of a topic without a motion needing to be made first.
2. The Board may decide matters by consensus and may indicate preferences by a straw vote or other informal method but, motions will usually be made if,
 - a. a decision will commit the College to an action or a public position, or
 - b. the meeting chair or the Board is of the opinion that the nature of the matter or of the discussion warrants a motion.
3. A motion may be made after a discussion on the topic. If a motion is made, the rules pertaining to motions shall apply.

Motions

4. Motions require a mover and a seconder, and shall be voted upon by all Directors present.
5. When the motion contains distinct propositions, any Director may require the vote upon each proposition to be taken separately.
6. No Director shall vote upon any motion in which they have a direct monetary or other conflict of interest, and the meeting chair shall disallow the vote of any Director on any motion in which the chair believes the Director has a direct monetary or other conflict of interest.

Amendments and other subordinate motions

7. A motion that has been moved and seconded may be amended by a motion to amend. The meeting chair shall rule a motion to amend out of order if it is irrelevant to the main motion or defeats the basic effect of the main motion.
8. When a motion has been moved and seconded, no other motion may be made except a motion to amend the motion, to refer the motion to a Committee, to postpone the motion, either indefinitely or to a specific meeting, to call the question, to adjourn the debate or to adjourn the meeting.
9. When a motion to refer a motion to a Committee has been made, it shall be decided before any amendment is decided and, if it is passed, no further debate or discussion is permitted.

10. A motion to amend the main motion shall be disposed of before the main motion is decided and, where there is more than one motion to amend, they shall be decided in the reverse order to which they were made.

Preserving Order

11. The meeting chair shall manage the speaking order. Where the Board has appointed a meeting facilitator in accordance with these Rules of Order, the meeting chair may delegate management of the speaking order to the facilitator.
12. The meeting chair shall preserve order and decorum, and shall rule on any question of order or procedure. However, a Director who believes the meeting chair's ruling is wrong may appeal the ruling to the Board.
13. During a meeting, electronic devices shall only be used to conduct Board business. For example, personal cell phones shall be turned off, no texting shall occur and e-mails and internet searches shall be confined to those necessary for the business of the meeting.
14. Unless an electronic meeting is open to the public, Directors shall protect the confidentiality of the meeting including not disclosing access details to others, not using a speakerphone if others are able to hear and participating in any confidentiality declarations requested by the meeting chair.
15. Whenever the meeting chair is of the opinion that a motion offered to the Board is contrary to these rules or the by-laws, they shall immediately inform the Board of their opinion, rule the motion out of order and explain why.
16. If a Director believes that another Director has behaved improperly or that the Board has broken the by-laws or these rules, the Director may state a point of order. The meeting chair shall promptly rule on the point of order, which is subject to an appeal to the Board. (There is no "point of personal privilege" or "point of privilege" in a body such as the Board).
17. The meeting chair may limit the number of times a Director may speak, limit the length of speeches and impose other restrictions reasonably necessary to finish the agenda of a meeting.
18. The meeting chair, with the approval of the Board, may direct the removal of any person, including a Director, from the meeting if the person is disrupting the meeting or is otherwise acting so improperly as to make removal necessary for conducting an orderly meeting.
19. The Board may appoint a parliamentarian or other independent person who is not a Director to chair the Board meeting. The Board may also appoint a meeting facilitator to help the meeting chair manage the meeting.

Matters Not Covered by These Rules

20. When a circumstance arises in a formal session that is not provided for by these rules or by other rules of the Board, the meeting chair shall make a ruling, which is subject to an appeal to the Board without debate. The meeting chair and the Board shall be guided by the principles set out in *Roberts Rules of Order*.
21. These Rules of Order apply with necessary modification to meetings conducted by teleconference or any other electronic means permitted by these by-laws, including audio or video conferencing, as well as to meetings of Committees.
22. These Rules of Order may be relaxed by the meeting chair if it appears that greater informality is beneficial in the particular circumstances, unless the Board requires strict adherence.

COLLEGE OF OPTICIANS OF ONTARIO
SCHEDULE D TO THE BY-LAW:
CODE OF CONDUCT FOR
DIRECTORS AND COMMITTEE MEMBERS

Purpose

1. The purpose of this Code of Conduct is to ensure that Directors and Committee Members perform their duties in a manner that promotes the highest standard of public trust and integrity.

General Obligations

2. This Schedule applies to all Directors and Committee Members.
3. All Directors and Committee Members shall conduct themselves ethically, respectfully and lawfully, and act in a manner that is consistent with the College's statutory mandate to regulate opticianry in the public interest.

Loyalty

4. In carrying out their role, each Director and Committee Member shall demonstrate loyalty by:
 - a. Recognizing and acknowledging their fiduciary duty to act in the best interests of the College and the public, and that this duty supersedes any loyalties to other organizations, associations, persons or personal or professional interests.
 - b. Publicly upholding and supporting the decisions of the Board, regardless of their personal position on the issue. This provision does not prevent a person from stating that an issue dealt with at a public meeting was vigorously debated or that it was not decided unanimously.
 - c. Adhering to the College's established governance model.

Accountability, Diligence and Competence

5. In carrying out their role, each Director and Committee Member shall demonstrate accountability, diligence and competence by:
 - a. Making all decisions in good faith and in the best interest of the public.
 - b. Acquiring, applying and maintaining knowledge of applicable legislation (including the *RHPA* and the *Opticianry Act*), and the by-laws, policies and procedures of the College.
 - c. Participating in all required orientation and training sessions.

- d. Attending Board and/or Committee meetings regularly and being on time.¹
- e. Coming prepared for Board and/or Committee meetings, having read all background materials and briefing documents.
- f. Participating constructively in discussions and decision-making.

Integrity

- 6. In carrying out their role, each Director and Committee Member shall demonstrate integrity by:
 - a. Not acting when in a conflict of interest and declaring all real or potential conflicts of interest (see **Appendix I**, below).
 - b. Complying with their confidentiality obligations (see **Appendix II**, below).
 - c. Refraining from engaging in any discussion about Board or Committee matters outside of the appropriate meeting setting.
 - d. Maintaining appropriate decorum during all Board and Committee meetings by adhering to the rules of order adopted by the Board.
 - e. Not attempting to exercise individual authority over the College, including not directing the work of individual College staff.
 - f. Maintaining appropriate boundaries with all other Directors, Committee Members and staff, including refraining from behaviour that may reasonably be perceived as discriminatory or as verbal, physical or sexual abuse or harassment, and intervening as appropriate when observing such behaviour by others.
 - g. Respecting that the Chair (or their delegate) is the only person authorized to act as the Board's spokesperson, and that the Registrar is the only person authorized to act as the spokesperson on behalf of the College, and referring all requests for comment by the media and others to the designated spokesperson.
 - h. Refraining from including or referencing Board or Committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards used for economic gain (although referencing one's titles or positions held at the College in one's curriculum vitae (including virtual CVs such as LinkedIn) is acceptable so long as the curriculum vitae is not overtly used in a promotional manner).
 - i. Ensuring that all public communications, including communications made via social media, comply with this Code (see **Appendix III**, below).

¹ This includes the requirement to not miss two (2) or more consecutive meetings without reasonable cause.

Independence

7. In carrying out their role, each Director and Committee Member shall demonstrate independence by:
 - a. Making decisions impartially, fairly, using best evidence and without discrimination or bias.
 - b. Recognizing that individual Directors or Committee Members have no authority to instruct or evaluate College staff, and no authority to insert themselves into employee operations.
 - c. Refraining from attempting to influence a decision of the Board or a Committee unless they are a member of the panel or Committee dealing with the matter and the discussion is taking place in the appropriate forum.

Diversity and Cultural Humility

8. In carrying out their role, each Director and Committee Member shall demonstrate diversity and cultural humility by:
 - a. Participating in discussions and deliberations in a respectful, constructive, and courteous manner.
 - b. Supporting diversity and inclusion by:
 - i. Welcoming alternative points of view.
 - ii. Demonstrating respect for other Directors and Committee Members, staff, and all other individuals with whom they interact in the course of carrying out their duties.
 - iii. Recognizing and respecting the value of diversity and the contributions of all other Directors and Committee Members.

Code of Conduct Enforcement

9. Concerns about a Director shall be brought to the attention of the Chair and/or Vice-Chair.
10. Concerns about a Committee Member shall be brought to the attention of the Committee chair and/or vice-chair.
11. The Chair, Vice-Chair, Committee chair and/or vice-chair shall report the concern to the Registrar.
12. Wherever possible, unless it is inappropriate to do so, informal resolution between the person with the concern and the Director or Committee Member about whom the concern pertains should be attempted before engaging the formal complaints process.

Nothing in this Schedule prevents the informal resolution of Code of Conduct concerns including by providing feedback, guidance, reminders, advice or counselling or by negotiating agreements or undertakings.

13. The following process shall be followed to address a complaint filed about a Code of Conduct concern where it was not possible to reach an informal resolution before or during the process:
 - a. A written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a Director or Committee Member, the Registrar or a staff member. If a Director or Committee Member receives such a complaint, they shall immediately file it with the Registrar.
 - b. The Registrar shall report the complaint to the Chair and/or the Vice-Chair, who shall bring the complaint to the Executive Committee.
 - c. If the Executive Committee, after any investigation it deems appropriate, believes that the complaint warrants formal action, it shall call a Board meeting. The Board shall determine whether there has been a breach of the Code of Conduct, and if so, impose the appropriate sanction, which can include one or more of the following:
 - i. Censure of the Director or Committee Member verbally or in writing;
 - ii. Removal of the Director or Committee Member from any committee and/or working group on which they serve in accordance with Article 12.3;
 - iii. A vote to disqualify an Elected Director in accordance with Article 6.15 or a report requesting removal of a Public Director from the Board to the Public Appointments Secretariat; or
 - iv. Any other sanction appropriate in the circumstances.
 - d. The Director or Committee Member whose conduct is the subject of concern shall not take part in the deliberation or vote, however they will be given a reasonable opportunity to respond to the allegation.

APPENDIX I
to Schedule D of the By-Law

Conflict of Interest

1. The purpose of this appendix is to provide guidance on how Directors and Committee Members are to comply with the obligations set out in the Code of Conduct to avoid and declare conflicts of interest. These provisions in no way limit the full extent of the duties set out in the Code of Conduct.
2. All Directors and Committee Members have a duty to carry out their responsibilities in a manner that serves and protects the interest of the public and fulfils the mandate of the College. As such, they must not engage in any activities or in decision-making concerning any matters where they have a direct or indirect personal, professional or financial interest. All Directors and Committee Members have a duty to uphold and further the intent of the Opticianry Act to regulate the practice and profession of opticianry in Ontario, and not to represent the views of advocacy or special interest groups.
3. Directors and Committee Members recognize that a conflict of interest or an appearance of a conflict of interest by a Director or a Committee Member:
 - a. could bring discredit to the College;
 - b. could amount to a breach of the fiduciary obligation of the person to the College; or
 - c. could create liability for either the College and/or the person involved.
4. The terms “conflict of interest” and “appearance of bias” are often used interchangeably. The term “conflict of interest” generally applies to policy or administrative decisions while the term “appearance of bias” generally applies to an adjudicative type of decision. For the purposes of the Code of Conduct, including this appendix, they mean the same thing.
5. A conflict of interest exists where a reasonable member of the public would conclude that a Director or Committee Member’s personal, professional or financial interest, relationship or affiliation may affect their judgment or the discharge of their duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.
6. For the purpose of this Schedule, the Director or Committee Member’s personal, professional or financial interests include the interests of a close friend, relative (parent, spouse or other romantic partner, child or sibling), or affiliated entity of a Director or Committee Member.

7. Directors and Committee Members must disclose all involvements with other organizations, vendors or associations that might give rise to, or might reasonably be seen as giving rise to, a conflict.
8. Without limiting the usual and ordinary meaning of “conflict of interest” or “appearance of bias”, some examples of activities or circumstances that would usually constitute a conflict of interest or an appearance of bias for a Director or a Committee Member include the following:
 - a. Advising or assisting anyone in their dealings with the College, other than directing them to the appropriate member of staff at the College.
 - b. Participating in the decision-making process where the decision could confer a non-trivial personal, professional or financial benefit to themselves.
 - c. Using their position as a Director or Committee Member to secure special privileges or exemptions for themselves or others.
 - d. Using their position as a Director or Committee Member to advance their personal, professional or financial interests.
 - e. Using any information learned in the course of their duties as a Director or Committee Member to advance their own personal, professional or financial interests.
 - f. Acting in a manner that demonstrates, or appears to demonstrate, a closed mind on an issue that is before the Board or Committee.
 - g. Giving or receiving, or agreeing to receive, directly or indirectly, any compensation, gifts, reward or gratuity from a source except the College, or in the case of Public Directors, the Office of the Public Appointments Secretariat of the Ontario Government, for a matter connected with or related to the Director or Committee Member’s service to the College, including speaking engagements given in their capacity as a Director or Committee Member. However, if the payment or gift cannot in the circumstances be gracefully declined, it is not a conflict of interest if the Directors or Committee Members immediately turns it over to the Registrar. Moreover, it is not a conflict to accept and retain a memento of nominal value (\$50.00 or less) or of no commercial value (e.g. commemorative plaque).
 - h. Accepting, directly or indirectly, any compensation, gratuity, or reward from any other person that is or becomes beneficially interested in a contract or financial arrangement with the College.
 - i. Holding a responsible position such as director, owner, board member or officer or is an employee of any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession.

- j. Holding a responsible position such as director, owner, board member or officer or is an employee of another organization where their duties may be seen by a reasonable person as influencing their judgment in the matter under consideration of the Board or Committees. For example, an educator in a school should not participate in any decisions relating to the status of that school, its program(s) or the acceptability for registration of graduates from that school.
 - k. Initiating, joining, continuing or materially contributing to a legal proceeding against the College or any Committee or representative of the College
 - l. Being the subject of an inquiry or investigation by the College, the police or another authority that impairs the ability of the Director or Committee Member to participate in a decision or to continue to serve in their position or has the potential to jeopardize public trust in the Board, the Committee or the College.
 - m. Publishing, including posting on social media or other online forum, a statement that could impair the public's confidence in the College or compromise the public image of the College or the ability of the Director or Committee Member to make transparent, objective, impartial and fair decisions that are in the public interest.
9. Where a Director or Committee Member believes that they have a conflict of interest in a particular matter, they shall:
- a. Prior to any consideration of the matter, declare to the Board or the Committee that they have a conflict of interest that prevents them from participating;
 - b. Not take part in the discussion of or vote on any question in respect of the matter;
 - c. Leave the room for the portion of the meeting relating to the matter even where the meeting is open to the public; and
 - d. Not attempt in any way to influence the voting or do anything which might reasonably be perceived as an attempt to influence other Directors or Committee Members or the decision relating to the matter.
10. Where a Director or Committee Member is in doubt as to whether they have a conflict of interest, they shall consult with an appropriate person, such as the chair of the affected Committee, the Chair, the Registrar, a designated member of staff, or independent legal counsel in a hearing.
11. Where a Director or Committee Member believes that another Director or Committee Member has a conflict of interest that has not been declared despite any appropriate informal communications, the first Director or Committee Member shall advise an appropriate person, such as the chair of the affected Committee, the Chair, the Registrar, a designated member of staff, or independent legal counsel in a hearing. The person who is suggested as having a conflict of interest is entitled to address the matter before any decision is made by the Board or relevant Committee, as appropriate.

12. Where the Director or a Committee concludes that one of its members has a conflict of interest that has not been declared, it can direct that the Director or Committee Member not participate in the discussion or decision, leave the room for that portion of the meeting, and not try to otherwise exert influence in the matter.
13. Every declaration or finding of a conflict of interest shall be recorded in the minutes of the meeting.

**APPENDIX II
to Schedule D of the By-Law**

Confidentiality

1. The purpose of this appendix is to provide guidance on how Directors and Committee Members are to comply with the confidentiality obligations set out in the Code of Conduct. These provisions in no way limit the full extent of the duties set out in the Code of Conduct.
2. Directors and Committee Members shall:
 - a. Regularly review and maintain familiarity with their legislative obligations relating to confidentiality, including section 36 of the RHPA and sections 83 and 83.1 of the Health Professions Procedural Code.
 - b. Treat all information learned in the course of their duties as confidential, and shall not disclose it to any other person unless an exception set out in the legislation applies. Where a legal exception may apply, it should generally be left to College staff to disclose the information, however this does not preclude a Director or Committee Member from disclosing information as required for the performance of their duties, such as in rendering a decision and reasons on behalf of a Committee or a panel of a Committee.
 - c. Treat all communications within a Committee or panel of a Committee as confidential from any other person, including Directors or Committee Members that are not part of the Committee or panel in question.
 - d. Treat internal communications within the College as confidential and shall only obtain or disclose information on a need-to-know basis.
 - e. Take reasonable measures to safeguard College information, including:
 - i. the safe management of paper documents.
 - ii. the safe management of portable electronic devices, including ensuring that all devices used to view or access College information, such as laptop computers or mobile phones, are password protected.
 - iii. avoiding the use of unsecure public networks and/or unsecure electronic forms of communication.
 - iv. avoiding discussing or displaying information in a public space where it can easily be heard and/or viewed by others.
 - f. Immediately advise the Registrar if they believe there has been a breach of confidentiality by a Director or Committee Member, whether intentional or unintentional.

**APPENDIX III
to Schedule D of the By-Law**

Social Media

1. The purpose of this appendix is to provide guidance on how the Code of Conduct applies to a Director or Committee Member's use of social media. These provisions in no way limit the full extent of the duties set out in the Code of Conduct.
2. For the purposes of this appendix, references to "social media" will include any website, application or other online public forum that permits individuals to create and share content, participate in social networking, and/or post comments. Examples of social media and other online public forums include (as of January 2020): Twitter, LinkedIn, Facebook, Instagram, YouTube, blogs (including personal blogs, or blogging websites such as Reddit), review websites (e.g. Google or Yelp, etc.), news media sites and message boards.

Social Media undertaken for the purpose of personal or professional use

3. Directors and Committee Members who have their own social media accounts, whether personally or through an affiliated business or other entity, shall ensure that their use of social media is consistent with the Code of Conduct. Without limiting this general requirement, some examples of conduct that would usually be viewed as violating the Code of Conduct include where the Director or Committee Member posts or otherwise engages with content that:
 - a. Discloses confidential information.
 - b. Gives rise to a conflict of interest or the appearance of a conflict of interest.
 - c. Contains a statement that could impair the public's confidence in the College or compromise the public image of the College or the ability of the Director or Committee Member to make transparent, objective, impartial and fair decisions that are in the public interest.
 - d. Expresses personal disagreement with a decision of the Board.
 - e. Gives the appearance that they are speaking on behalf of the College or the Board, or commenting on College related business, unless expressly authorized to do so.
 - f. Includes or references Board or Committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards used for economic gain (although referencing one's titles or positions held at the College in one's curriculum vitae (including virtual CVs such as LinkedIn) is acceptable so long as the curriculum vitae is not overtly used in a promotional manner).

- g. Violates appropriate boundaries with other Directors, Committee Members or College staff.
- h. Contains a statement that may reasonably be perceived as discriminatory or as verbal, physical or sexual abuse or harassment.
- i. Purports to advise or assist anyone in their dealings with the College, other than directing them to the appropriate member of staff at the College.

College Social Media Accounts

- 4. No Director or Committee Member is required to follow or otherwise engage with the College social media accounts.
- 5. Directors and Committee Members shall recognize that only designated College staff members are authorized to post content on the College's social media platforms.
- 6. Directors and Committee Members shall:
 - a. Refrain from commenting or posting any of their own content to the College's social media platforms.
 - b. Refrain from responding to posts on behalf of the College, the Board or in their personal or professional capacity.
- 7. Directors and Committee Members may, however, forward or re-tweet content posted by the College.

COLLEGE OF OPTICIANS OF ONTARIO

SCHEDULE E TO THE BY-LAW: MOTIONS DETERMINED BY SUPER MAJORITY VOTE

Despite section 8.18 of these by-laws, the following questions arising at a Board meeting shall be determined by a Super Majority Vote:

1. To terminate the employment of the Registrar, CEO of the College;
2. To approve a request for an external monitoring report in accordance with the Council Monitoring System Policy;
3. To approve a request to engage in direct Council inspection in accordance with the Council Monitoring System Policy.