



BY-LAW
UNDER THE *OPTICIANRY ACT, 1991*

PASSED BY THE COUNCIL ON SEPTEMBER 20, 2006

AMENDED BY THE COUNCIL ON SEPTEMBER 10, 2008

**AMENDED BY THE COUNCIL ON MAY 20, 2009 – AMENDMENTS TO
TAKE EFFECT ON JUNE 4, 2009**

AMENDED BY THE COUNCIL ON MAY 31, 2010

AMENDED BY THE COUNCIL ON AUGUST 31, 2010

AMENDED BY THE COUNCIL ON SEPTEMBER 20, 2011

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

ARTICLE 1: INTERPRETATION

Definitions

In this By-law, unless the context otherwise requires:

“Code” means the Health Professions Procedural Code, being Schedule 2 to the *Regulated Health Professions Act, 1991*, S.O. 1991, c. 18

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

“**Council**” means the Council of the College;

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

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

“**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 Council in each calendar year;

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

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

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

“**Member**” means a member, of any class of registration, of the College. Where the situation requires, Member also includes a person whose certificate of registration with the College is under suspension;

“**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;

“**President**” means the President of the College;

“**Professional advocacy association**” means an organized group of Members who promote and advocate for the interests of the profession but does not include a school whose sole purpose is to educate;

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

“**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;

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

“**Regulations**” means the Regulations under the *Opticianry Act*;

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

“**Vice-President**” means the Vice-President of the College;

1.2 Interpretation

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. 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.

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 Council shall from time to time by resolution direct.

2.2 Seal and Logo

Until changed by resolution of the Council, 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 Council, 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

The College may designate Life Members.

Any person who was a registered optician, having permanently retired from the practice of opticianry, and having the number of years that he or she has 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 Council based on these criteria and additional criteria established by the Council from time to time.

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 Council.

A person who has been granted the designation of “Life Member” shall be exempted from the payment of the annual fee, and shall be entitled to vote in elections of members to the Council and receive all publications of the College at no charge but shall not be a member of Council.

ARTICLE 5: FEES

5.1 Application Fees

- a) A person who submits an application for a certificate of registration shall pay an application fee. The application fees are as follows:

Class	2011	2012	2013	2014	2015	2016
Registered Optician	\$ 114	\$ 116	\$ 119	\$123	\$ 125	\$129
Registered Student Optician	\$ 57	\$ 58	\$ 60	\$ 61	\$ 63	\$ 64
Registered Intern Optician	\$ 57	\$ 58	\$ 60	\$ 61	\$ 63	\$ 64

- b) The application processing fees to issue a certificate of registration for applicants whose applications have been referred to the Registration Committee by the Registrar are as follows:

Registered Optician:	\$500
Registered Student Optician:	\$125
Registered Intern Optician:	\$125

- c) Application fees are due at the time the application is submitted.

5.2 Prior Learning Assessment and Recognition Fees

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

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

5.3 Registration Fees

A person who has submitted an application for a certificate of registration and whose application has been approved shall pay a registration fee. The registration fees are as follows:

Class	2011	2012	2013	2014	2015	2016
Registered Optician	\$ 662	\$ 678	\$ 695	\$ 712	\$ 730	\$ 748
Registered Student Optician	\$ 57	\$ 58	\$ 60	\$ 61	\$ 63	\$ 64
Registered Intern Optician	\$ 57	\$ 58	\$ 60	\$ 61	\$ 63	\$ 64

5.3.1 For applicants who have never been registered with the College, the initial registration fee for the Registered Optician class is as follows:

- a) For applications submitted in the period January 1 to March 31:
100% of the posted registration fee.
- b) For applications submitted in the period April 1 to June 30:
75% of the posted registration fee.
- c) For applications submitted in the period July 1 to September 31:
50% of the posted registration fee.
- d) For applications submitted in the period October 1 to December 31:
25% of the posted fee.

5.4 Annual Fees

a) Every holder of a certificate of registration shall pay an annual fee. The annual fees are as follows:

Class	2011	2012	2013	2014	2015	2016
Registered Optician	\$ 775	\$ 794	\$ 814	\$ 835	\$ 855	\$ 877
Registered Student Optician	\$ 114	\$ 117	\$ 120	\$ 123	\$ 126	\$ 129
Registered Intern Optician	\$ 114	\$ 117	\$ 120	\$ 123	\$ 126	\$ 129

b) The penalties for late payment of the annual fees are as follows:

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

c) In addition to the amounts set out in Article 5.4 (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 annual fees.

5.5 Reinstatement Fees

a) The reinstatement fees for the reinstatement of a certificate of registration for a member who has been suspended by the Registrar, other than as a result of disciplinary or incapacity proceedings, are as follows:

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

- b) A person whose certificate of registration has been revoked or suspended as a result of disciplinary or incapacity proceedings who applies to the Registrar pursuant to the provisions of the *Health Professions Procedural Code* to have a new certificate issued or the suspension removed, shall pay an application fee of \$150 as well as the reinstatement fees set out in Article 5.5 (a).

5.6 Election Ballot Recount

The fee for requesting a recount of the ballots in an election of members to the Council is \$500.00; however the fee shall be refunded if the recount confirms an error in the counting of ballots 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 exception of the fee 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: COUNCIL MEMBERS

6.1 Electoral Districts

- a) The following electoral districts are established for the purpose of the election of _____ members to the Council:
 - 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 individuals who hold a Certificate of Proficiency in the Fitting of Contact Lenses, issued by the Board of Ophthalmic Dispensers under the Ophthalmic Dispensers Act;
- 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 member shall be elected to the Council from each of the electoral districts.
- b) An election of a member to the Council for an electoral district shall be held in the year in which the term of office of that district's Council member expires.
- c) The term of office of a Council member shall be three years.
- d) A person may be a Council member for more than one term but no person who is elected may be a Council member for more than nine consecutive years.
- e) The Registrar shall set the date for each election of members to the Council in accordance with guidelines established by Council.

6.3 Eligibility for Election

A member is eligible for election to the Council in an electoral district if, on the date of the election:

- a) the member is a registered optician who resides in the electoral district for which he or she has been nominated or the member resides outside the Province of Ontario and is engaged in the practice of opticianry in the electoral district for which he or she has been nominated;
- b) the member is not in default of payment of any required fees;
- c) the member 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 member's certificate of registration has not been revoked or suspended in the six years preceding the date of the election by an order of the Discipline Committee;
- e) the member is not the subject of any disciplinary or incapacity proceedings;
- f) the member's certificate of registration is not subject to a term, condition, or limitation other than one prescribed by regulation;

- g) the member is not in default of the requirements of the College's quality assurance program;
- h) the member has resigned, before being nominated for election, any position such as director, owner, board member, officer or employee that the Member holds with a professional advocacy association relating to opticianry;
- i) the member has resigned, before being nominated for election, any employment with the College;
- j) the member is not a member of the council of any other RHPA college;
- k) the member has complied with the Election Guidelines of the College; and
- l) the member is not a candidate for election in, or already a member of the Council for, another electoral district
- m) In the case of electoral district 6, the member is currently a holder of a Certificate of Proficiency in the Fitting of Contact Lenses, issued by the Board of Ophthalmic Dispensers under the *Ophthalmic Dispensers Act*.

6.4 Registrar's Electoral Duties

a) The Registrar shall supervise and administer the nomination and election of candidates to the Council and, for the purpose of carrying out such duties the Registrar may, subject to this By-law and the guidelines established by the Council:

- i) appoint returning officers and scrutineers;
- ii) establish the deadline for the receipt of ballots;
- iii) establish procedures for the opening and counting of ballots;
- iv) provide for the notification of all members of the results of the election; and
- v) provide for the destruction of the ballots following the election after any recounts.

6.5 Nomination Procedure

a) Not less than 90 days prior to the day of the election, the Registrar shall notify each member 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 member of the Council 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, without reference to platform, of the candidate may also be submitted. The nomination must be received by the Registrar not less than 60 days before the day of the election.

c) The nomination shall be signed by not less than three members, 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.

e) A candidate may withdraw his or her nomination for election to the Council by written notice to the Registrar not less than 45 days before the day of the election.

6.6 Eligibility to Vote

a) Only members who are registered opticians or Life Members on the close of the business day preceding the day on which the election will take place shall be eligible to vote in an election of members to the Council.

b) Each member 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 member principally resides or, if the member does not reside in Ontario, the electoral district in which the member principally practices opticianry.

c) Not less than 30 days before the day of the election, the Registrar shall send to every member 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.

6.7 Voting Procedure

a) A member may cast one vote on a ballot in an election of members to the Council for each electoral district in which the member is eligible to vote. Ballots must be completed, sealed and returned by the member casting the vote.

b) Voting for election of members to the Council shall be by ballot supplied by the Registrar.

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 members to the Council, the Registrar or his or her 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.

b) The Registrar shall hold the recount within seven business days of receiving such a request.

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 member 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 member of the Council 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 members 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 member 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 his or her nomination for election to the Council 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 Council is created as a result of the death, resignation or disqualification of an elected Council member, the vacancy shall be filled in the following manner:

a) If the seat of an elected Council member becomes vacant not more than 12 months before the expiry of a member of Council's term of office, the Council may:

i) appoint as an elected member of the Council the candidate, if any, who had the most votes of all the unsuccessful candidates in the last election of Council members for that electoral district; or

ii) leave the seat vacant provided that there are at least seven elected members remaining on the Council.

b) If the seat of an elected Council member becomes vacant more than 12 months before the expiry of such Council member's term of office, the Registrar shall hold an election in accordance with this By-law.

c) The term of a member appointed under Article 6.13(a)(i) or elected in an election under Article 6.13(b) shall continue until the time that the term of the former Council member would have expired.

6.14 Emergency Nomination and Election Procedures

a) Where a vacancy in the seat of an elected Council member results or will result in the number of Council members 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 election procedure in accordance with the provisions of this Article as follows:

- i) a date for the 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 election, the Registrar shall notify every member 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 member of Council 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 election;
 - iv) the nomination shall be signed by the candidate and not less than three members 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; and
 - v) not less than 15 days before the date of the election, the Registrar shall send to every member eligible to vote in the electoral district in which the 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 his or her nomination for election to the Council by written notice to the Registrar not less than 20 days before the day of the election.
 - c) In the event that 20 days before the day of the election a candidate has not been nominated, a supplementary emergency nomination and election process shall be held.
 - d) The process for the supplementary emergency nomination and election procedures shall be the same as those set above in this Article 6.13.
 - e) The term of a Council member who has been elected under this Article 6.15 to fill a vacancy shall continue until the time that the term of the former Council member would have expired.

ARTICLE 7: DUTIES OF COUNCIL MEMBERS

7.1 Duty to Avoid Conflicts of Interest

- a) All Council and committee members have a duty to carry out their responsibilities in a manner that serves and protects the interest of the public. 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.
- b) For the purposes of this by-law:
 - i) a direct or indirect personal interest includes an issue that would benefit the Council or committee member materially more than other Council or committee members (e.g., a prize awarded by the College recognizing the contributions to the profession of the daughter of a Council member);

- ii) a direct or indirect professional interest includes an issue that would benefit the Council or committee member's professional interests materially more than other Council or committee members (e.g., accreditation of the school that employs a committee member); and
- iii) the direct or indirect financial interests includes using one's position to confer a material financial benefit or prevent a material financial loss to a parent, spouse, child or sibling of a Council or committee member (e.g., giving a contract to the brother of a Council member). Here, the term "spouse" includes a common-law spouse and a same-sex partner of the person.

7.2 Recognition of Conflict

Council and committee members recognize that a conflict of interest or an appearance of a conflict of interest by a member of Council or its committees:

- i) could bring discredit to the College,
- ii) could amount to a breach of the fiduciary obligation of the person to the College, and
- iii) could create liability for either the College and/or the person involved.

7.3 Declaration Forms

Upon appointment or election, and annually thereafter if requested, every Council and committee member and every member of a working group shall fully complete and deliver to the Registrar a form, available from the Registrar, declaring his or her current and recent affiliations with professional advocacy associations and other professional organizations to facilitate compliance with the above provisions.

7.4 Conflicts Recorded in Minutes

Every declaration of a conflict of interest or appearance of conflict of interest shall be recorded in the minutes of the meeting together with a description of the nature of the conflict.

7.5 Conflicts Relating to Involvement with a Professional Advocacy Association

A member of Council or a committee member shall be perceived to have a conflict of interest in a matter and should not serve on Council or its committees at all if he or she holds a responsible position such as director, owner, board member or officer in or is an employee of any professional advocacy association relating to opticianry.

7.6 Conflicts Relating to Position in Other Organizations

A member of Council or a committee member would be perceived to have a conflict of interest in a matter and should refrain from participating in any discussion or voting if he or she holds a responsible position such as director, owner, board member or officer in or is an employee of another organization where his or her duties may be seen by a reasonable person as influencing his or her judgment in the matter under consideration of the Council or its 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.

7.7 Where a Conflict May Exist

Where a Council or committee member believes that he or she may have a conflict of interest in any matter which is the subject of deliberation or action by the Council or its committees, he or she shall:

- i) consult, as needed, with the President, the Registrar and/or legal counsel and, if there is any doubt about whether he or she may have or be perceived to have a conflict, prior to any consideration of the matter, declare the potential conflict to the Council or the committee and accept Council's or the committee's direction as to whether there is an appearance of a conflict;
- ii) where there appears to be a conflict of interest, not take part in the discussion of, or vote on, any question in respect of the matter;
- iii) where there appears to be a conflict of interest, absent himself or herself from the portion of any meeting relating to the matter; and
- iv) where there appears to be a conflict of interest, not attempt in any way to influence the voting or do anything that might be perceived as attempting to influence the decision of other members on the matter.

7.8 Financial Conflicts of Interest

a) A Council member or committee member shall not vote on any matters in which he or she or any related person has a direct or indirect financial interest and shall declare the details of such interest prior to the discussion and the vote on such matter.

b) Every Council member or committee member who is, or who has a related person who is, in any way directly or indirectly interested in a proposed contract or transaction or in a contract or transaction with the College shall declare an interest and the nature and extent of such interest in the contract or transaction at a meeting of the Council in accordance with Article 8.11(b) below.

c) In the case of a proposed contract or transaction, the Council member or committee member shall declare his or her interest at the meeting of the Council at which the question of entering into the contract or transaction is first taken into consideration or if the Council member or committee member is not present at such meeting, then at the first Council meeting held thereafter. If the Council member or committee member is not at the date of that meeting interested in the proposed contract or transaction, the Council Member or committee member shall make the declaration at the first Council meeting which is held after becoming interested in the proposed contract or transaction, in the case where the Council member or committee member becomes interested in a contract or transaction after it is made, the Council member or committee member shall declare his or her interest at the first Council meeting held after becoming so interested.

d) For the purposes of this Article, a general notice given to the remaining Council members or committee members by a given Council Member or committee member to the effect such Council member or committee member or a related person is a Council member or committee member, officer or shareholder of, or is otherwise interested in, any other company, or is a member of a specified firm

and is to be regarded as interested in any contract or transaction made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract or transaction so made, but no such notice is effective unless it is given at a meeting of the Council members or committee members or the given Council member or committee member takes reasonable steps to ensure that the delivery of such notice is acknowledged and read at the next meeting of the Council members or committee members after it is given.

e) No Council member or committee member nor any related person shall enter into any proposed contract or transaction with the College, except:

i) on a competitive bid basis; and

ii) where the Council member or committee member has declared any interest therein, and where the Council member or committee member has absented himself or herself from the meeting at which such contract or transaction was approved and where the Council member or committee member has refrained from voting thereon.

f) Any Council member or committee member who has declared an interest in any proposed contract or transaction or other financial interest with the College which is being discussed, shall absent himself or herself during the discussion of and vote upon the matter and the event shall be recorded in the minutes.

g) Any Council member or committee member who has declared an interest in any proposed contract or transaction with the College and who has not voted thereon shall not be accountable to the College, its members, or its creditors for any profit resulting from such contract or transaction. The contract or transaction will not be voidable by reason only of the Council member or committee member holding that office or of the fiduciary relationship established thereby.

h) Despite anything in this Article, a Council member or committee member is not accountable to the College or to any of its members or creditors for any profit realized from such contract or financial transaction and the contract or financial transaction is not by reason only of the Council member's or committee member's interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the members duly called for that purpose and if the Council member's or committee member's interest in the contract or financial transaction is declared in the notice calling the meeting.

7.9 Use of College Information or Property

A member of Council or a committee member shall not use College property or information of any kind to advance his or her own interests, direct or indirect except in a manner that is reasonable in the circumstances¹.

7.10 Staff Positions

A member of Council or a committee member may not hold any other position, contract or appointment with the College while serving as a member of Council or its committees. There is a three-month waiting period before the individual may apply for a staff or consultant position with the College. This includes, but is not limited to, positions as peer assessor, investigator, inspector or staff.

¹ For example, if the College loans a laptop to the President for College use, the President could check personal emails during the lunch break of a meeting. However, no Council member could borrow a College laptop for personal use because his or her own laptop "crashed" and was in the shop for repairs.

7.11 Duty of Confidentiality

Members of the Council and committees, staff and persons retained or appointed by the College are required to maintain confidentiality of information that comes before them in the course of discharging their duties unless disclosure is authorized by the Council or is otherwise permitted under sections 36 and 36.1 of the RHPA.

7.12 Disclosure Under the RHPA

Sections 36 and 36.1 of the RHPA permit disclosure in a number of specific circumstances. Members of the Council and committees, staff and persons retained or appointed by the College are expected to understand when those exceptions apply and seek advice if they are in doubt.

7.13 Confidentiality Agreement

Council and committee members, staff and persons retained or appointed by the College are required to sign, annually, the confidentiality or fiduciary agreements approved by Council or the Registrar, as applicable.

7.14 Media Contacts

All media contact shall be channelled and coordinated through the Registrar's office. Any Council or committee member or any member of a working group being asked by media representatives to provide interviews, respond to inquiries or to comment on issues concerning the regulation of the profession or the operation of the College shall not provide any such communication and shall instead refer them to the Registrar's office.

7.15 College Communications

The Registrar, the President or, in the absence of the President, the Vice-President,

- (i) are the authorized spokespersons of the College, but either of them may request a member of Council or staff to perform this function, as appropriate, under the circumstances; and
- (ii) may communicate with the media to provide interviews, respond to inquiries or comment on issues concerning the regulation of the profession or the operation of the College. A member of Council or a committee member shall not perform such communications unless authorized by the Registrar, the President or, in the absence of the President, the Vice-President.

7.16 Consistent Messaging

All messages to the media and to the public must be consistent with the approved policies and positions of the College. Any member of Council or committee shall resign all positions with the Council and its committees prior to expressing public disagreement with a decision, policy or position of the College or its committees and even then, shall only do so in a manner consistent with his or her ongoing fiduciary duties towards the College. 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.

7.17 Invitations for Speaking Engagements

All requests inviting the President, the Registrar and / or members of Council or committees to speak in his or her capacity as a representative of the College must be submitted, in writing, to the Registrar's office with details of the date, time and place of the speaking engagement as well as the topic and anticipated length of the presentation.

7.18 Acceptance of Invitations for Speaking Engagements

The Registrar, in consultation with the President, where possible, will review all requests inviting members of Council or committee members to speak on behalf of the College or in his or her capacity as a representative of the College. They shall determine whether to accept the invitation and the appropriate representative to address the topic. Where feasible, Council can be asked to review any such determination. Other than as described above, no member of Council or committee member shall accept any request to make representations or speak on behalf of the College or in his or her capacity as a representative of the College.

7.19 Presentation Content

The content of every presentation must be consistent with the approved policies and positions of the College and shall be submitted, preferably at least five (5) days before the date of the presentation, to the Registrar and the President or a person designated by the Registrar and the President for approval.

7.20 No Compensation

No person speaking in his or her capacity as a representative of the College shall receive any payment or benefit related to the presentation or, if the payment or gift cannot in the circumstances be gracefully declined, it shall immediately be turned over to the Registrar. However, mementoes of nominal value (\$50.00 or less) may be accepted and retained.

7.21 Enforcement Process

The following procedure shall be followed in the event that a Council or committee member is alleged to have contravened the duties of a Council or committee member or meets the criteria for disqualification set out in articles 7.22 or 12.3.

- (i) A written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a Council or committee member or the Registrar. If a member of Council or a committee receives such a complaint, he or she shall immediately file it with the Registrar.
- (ii) The Registrar shall forthwith report the complaint to the President and / or the Vice-President who shall bring the complaint to the Executive Committee.
- (iii) If the Executive Committee, after any investigation it deems appropriate, believes that the complaint warrants formal action, it shall call a meeting of the Council. Council shall determine whether there has been a breach of duties or whether the criteria for disqualification have been met and, if so, impose the appropriate sanction. The appropriate sanction can include one or more of the following:
 - (a) censure of the member verbally or in writing,

- (b) removal of the member from any committee and / or working group on which he or she serves,
- (c) disqualification of an elected member of Council from the Council, or a report requesting removal of the member concerned from the Council to the Public Appointments Secretariat.
- (iv) A decision finding that there has been a breach of duties or that a Council or committee member meets the criteria for disqualification set out in articles 6.13 and 12.3, and a decision to impose a particular sanction must be approved by a majority vote of the Council members present and voting.
- (v) The Council or committee member whose conduct is the subject of concern shall not take part in the deliberation or vote, however, he or she will be given a reasonable opportunity to respond to the allegation.
- (vi) The President shall make his or her best efforts to report any complaints to the Executive Committee within 30 days of receiving it. The Executive Committee shall make its best efforts to conduct its investigation within 60 days of receiving it. The goal is to make best efforts to bring any concerns warranting Council action within 120 days of it being brought to the attention of the College.

7.22 Disqualification

An elected member of Council shall be disqualified from sitting on Council if he or she:

Is found by a panel of the Discipline Committee to be incompetent or to have committed an act of professional misconduct;

Is found by a panel of the Fitness to Practise Committee to be an incapacitated member;

Fails, without reasonable cause in the opinion of two-thirds of the members of Council present and voting, to attend two consecutive meetings of the Council or fails, for any reason, to attend four consecutive meetings of the Council;

Fails, without reasonable cause in the opinion of two-thirds of the members of Council present and voting, to attend two consecutive meetings of a committee of which he or she is a member or fails, for any reason, to attend four consecutive meetings of a committee of which he or she is a member;

Holds 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.

Ceases to reside or practice in the electoral district for which he or she was elected

Refuses to sign the agreements referred to in clause 8.15;

Resigns from Council;

Ceases to hold a certificate of registration;

Is in default of payment of any fee prescribed by College by-law for a period of more than thirty (30) days;

Retains or obtains a responsible position such as director, owner, board member or officer or retains employment or becomes an employee of any professional advocacy association relating to opticianry;

Becomes a member of a council of any other college regulated under the RHPA;

Is found guilty of a criminal offence which, in the opinion of Council, is of such a nature that warrants disqualification; or

Fails, in the opinion of two-thirds of the members of Council present and voting, to discharge properly or honestly any office to which he or she has been elected or appointed.

An elected member of the Council who has been disqualified from sitting on the Council ceases to be a member of the Council and ceases to be a member of any committees to which he or she had been appointed.

ARTICLE 8: COUNCIL MEETINGS

8.1 Place of Meetings

Meetings of the Council 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 Council Meetings

- a) The Council shall hold at least one meeting in a calendar year.
- b) The Council may appoint a day or days in any month or months for regular meetings of the Council at a stated place and hour.
- c) At every First Annual Meeting, in addition to any other business that may be transacted:

The members of the Executive Committee, including the President and Vice-President, shall be elected;

ii) By way of a resolution, the Council shall appoint such members to the Executive Committee who are elected in accordance with Article 7.2(a)(i);

iii) Based on the proposals put forward by the Executive Committee, the members for each committee shall be appointed by the Council; and

iv) the Council shall appoint the auditor, who shall audit the accounts and transactions of the College.

8.3 Special Meetings of the Council

The President or, in the absence or failure to act of the President, the Vice-President shall, on the written direction of a majority vote of the Council, call a special meeting of the Council. The written direction shall contain the matter or matters for decision at the meeting.

8.4 Notice

Notice of all meetings of the Council shall be given to each Council 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 five 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 meeting of the Council 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 meeting of the Council shall invalidate such meeting or invalidate or make void any resolutions passed or proceedings taken at such meeting. Any Council member 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 President or the Vice-President 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 meeting of the Council may be held at any time or place without notice if all of the Council members 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 meeting of the Council, may transact, provided that a quorum of the Council is present.

8.8 Agendas for Regular Meetings

Council may only consider or transact at a regular meeting:

- (i) matters on the agenda;
- (ii) reports from the President 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 member of Council 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 Council meeting; and
- (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, Council 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 Council meeting for posting at least 5 business days before the Council meeting unless the majority of Council members in attendance determine that it should be considered.

8.10 Deputations²

A person or organization who is not on Council may be permitted to make a deputation to the Council for a maximum time of 15 minutes (including questions and answers) if he, she or it submits 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 Council meeting and the Executive Committee agrees to put the deputation on the agenda for the meeting.

8.11 Adjourned Meetings

Any meeting of the Council 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 meeting of the Council 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 Council members, up to and including all Council members, may participate in a meeting of the Council 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 meetings of the Council by teleconference have been approved by a resolution passed by the Council, or in the absence of such a resolution, if a majority of the Council members 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 meetings of the Council or with respect to only a specific meeting of the Council. A quorum shall be established and votes shall be recorded by voice or televisual identification of each Council member by a roll call of Council members participating in the meeting.

8.13 Meeting by Other Electronic Means

In addition to the manner of a meeting provided for in Article 7.10, any one or more Council members, up to and including all of the Council members, may meet by any other electronic means that permits each Council member to hear or otherwise communicate with each other simultaneously and instantaneously, provided that the Council 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 Council members 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 meetings of the Council or with respect to only a specific meeting of the Council.

² A deputation is a submission made to the Council by a person who is not on the Council at the person's request. Normally only Council members and Council resource people (e.g., staff, College consultants) are permitted to speak at Council meetings. Deputations often involve a request by the person for the Council to do something (e.g., make a regulation or by-law, change a policy).

8.14 Council Members Deemed to be Present

A Council member participating in any meeting of the Council 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.

8.15 Chair

a) The President, or in the President's absence, the Vice-President, shall be the chair at all meetings of the Council. If neither officer is present within 15 minutes from the time fixed for holding the meeting, the Council members 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, Council may appoint a person who is not a member of the Council to be the chair, without deliberative or voting privileges, at any or all meetings of the Council until such time as the Council or the Executive Committee decide otherwise.

8.16 Quorum

A quorum for a meeting of the Council shall consist of a majority of the members of the Council. No business shall be transacted at any meeting of the Council unless a quorum is present.

8.17 No Quorum Present

In the event that there is no quorum of Council members within 30 minutes of the time fixed for a meeting of the Council, the names of those Council members 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 meeting of the Council for approval and may not be acted upon until such approval is given. In the event that there ceases to be a quorum of Council members during a meeting, those Council members 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 Council member is authorized to exercise one vote on every motion at a meeting of the Council. Subject to the RHPA and the By-laws, any question arising at any meeting of the Council shall be decided by a majority of votes. In the case of an equality of votes at any Council 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 Council 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 Council upon the said question.

8.20 Vote by Ballot

Prior to the chair of the meeting calling for a vote on a question, a Council member 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 Council member present in person shall have one vote and the result of the vote by ballot shall be the decision of the Council 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 members of the Council on that resolution is as valid as if it had been passed at a meeting of such members, 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 meetings of members of the Council.

8.22 Motion to Reconsider

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

8.23 Rules of Order

The Council shall be entitled to adopt, from time to time, such rules of order as it deems appropriate to govern the conduct of each Council 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) The members of the Executive Committee shall be elected annually by secret ballot by a majority vote of the members of Council present at the First Annual Meeting. In the event that the election of any officer is not held or a default in such election occurs, the then-incumbent shall hold office until such officer's successor is elected or until such officer's earlier resignation.

b) The election shall be conducted in the following order:

President;

Vice-President;

Remaining three positions, in no particular order.

c) 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 members of Council prior to the ballot to accept the default. A default in the election of an officer is

deemed to have occurred if the Council by secret ballot by a majority vote of the members of Council present accepts the alleged default.

d) 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. Council members who wish to be members of the Executive Committee must be separately nominated and seconded for such positions. In the event that a majority vote is not obtained in the first or second elections, the person nominated for the position with the least amount of votes shall automatically be removed from the ballot and a subsequent election or elections shall take place.

9.2 Term

Except in circumstances determined to be exceptional by Council, an individual may only be elected to the Executive Committee to sit until the next First Annual Meeting.

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 Council 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 Council;
- b) that officer being removed for or without cause by a resolution of the Council 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; or
- d) 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 Council may elect a qualified person from among themselves to fill such vacancy for the remainder of the term of such office.

9.4 President

The President shall be the chair of the Council, subject to article 8.15 a), and the chair of the Executive Committee and shall be charged with the general supervision and leadership of the affairs and business of the Council and such other duties as may, from time to time, be assigned to him or her by the Council, in accordance with the RHPA, the *Opticianry Act*, the Regulations and the by-laws.

9.5 Vice-President

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

9.6 Variation in Powers and Duties

The Council 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 five persons, being,
 - i) three members of the Council who are members of the College; and
 - ii) two members of the Council who have been appointed to the Council by the Lieutenant Governor in Council.
- b) The President and Vice-President of the Council shall be ex-officio members of the Executive Committee.

10.2 Registration Committee

- a) The Registration Committee shall be composed of:
 - i) at least two members of the Council who are members of the College;
 - ii) at least one member of the Council appointed to the Council by the Lieutenant Governor in Council; and
 - iii) if the Council so decides, up to three members of the College who are not members of the Council.

10.3 Inquiries, Complaints and Reports Committee

- a) The Inquiries, Complaints and Reports Committee shall be composed of:
 - i) at least four members of the Council who are members of the College;
 - ii) at least three members of the Council appointed to the Council by the Lieutenant Governor's Order in Council; and
 - iii) at least three members of the College who are not members of the Council.

10.4 Discipline Committee

- a) The Discipline Committee shall be composed of,
 - i) at least four members of the Council who are members of the College;
 - ii) all members of the Council appointed to the Council by the Lieutenant Governor in Council; and

- iii) at least four members of the College who are not members of the Council.

10.5 Fitness to Practise Committee

- a) The Fitness to Practise Committee shall be composed of,
 - i) at least two members of the Council who are members of the College;
 - ii) at least one member of the Council appointed to the Council by the Lieutenant Governor in Council; and
 - iii) if the Council so decides, up to three members of the College who are not members of the Council.

10.6 Quality Assurance Committee

- a) The Quality Assurance Committee shall be composed of,
 - i) at least one member of Council who is a member of the College;
 - ii) at least one member of the Council appointed by the Lieutenant Governor in Council; and
 - iii) if the Council so decides, up to three members of the College who are not members of the Council.

10.7 Patient Relations Committee

- a) The Patient Relations Committee shall be composed of,
 - i) at least one member of the Council who is a member of the College;
 - ii) at least one member of the Council appointed to the Council by the Lieutenant Governor in Council; and
 - iii) if the Council so decides, , up to three members of the College who are not members of the Council.

ARTICLE 11: Non-Statutory Committees

11.1 Non-Statutory Committee Composition

a) The Council may, from time to time, create non-statutory or *ad hoc* committees, and where such committees are created, shall appoint members of each committee in accordance with schedule B that forms part of these by-laws.

b) Upon the appointment of any non-statutory or *ad hoc* committees, the Council shall provide for its jurisdiction, provided that the exercise of any powers by any such committee, unless expressly delegated by Council or specifically provided for by the by-laws of the College, shall be subject to any different decision by the Council.

c) In appointing persons to a non-statutory or *ad hoc* committee, the Council may appoint persons who are neither council members nor members 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.

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 Council, the relevant legislation, the Regulations and the by-laws and shall be responsible for providing reports to the Council.

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 of Non-Council Members

a) A non-Council member of the College is eligible for appointment to a committee if, on the date of the appointment;

i) the member is a registered optician who lives in Ontario;

ii) the member is not in default of payment of any required fees;

iii) the member 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 member'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 member's certificate of registration is not subject to a term, condition, or limitation other than one prescribed by regulation;

- vi) the member is not the subject of any disciplinary or incapacity proceedings;
- vii) the member's certificate of registration is not subject to a term, condition, or limitation other than one prescribed by regulation;
- viii) the member is not in default of the requirements of the College's quality assurance program;
- ix) the member has resigned, before being appointed, any position such as director, owner, board member, officer or employee that the member holds with a professional advocacy association relating to opticianry; and
- x) the member has resigned, before being appointed, any employment with the College

12.3 Disqualification

- a) The Council shall disqualify a committee member from sitting on a committee if such member:
 - i) is found by a panel of the Discipline Committee to be incompetent or to have committed an act of professional misconduct;
 - ii) is found by a panel of the Fitness to Practise Committee to be an incapacitated member;
 - iii) fails, without reasonable cause, in the opinion of two-thirds of the members of Council present and voting, to attend two consecutive meetings of the committee or of a subcommittee of which he or she is a member or fails for any reason to attend four such consecutive meetings;
 - iv) fails, without reasonable cause, in the opinion of two-thirds of the members of Council present and voting, to attend a hearing or review of a panel for which he or she has been selected;
 - v) is in default of payment of any fee prescribed the College by-law for a period of more than thirty (30) days;
 - vi) is found guilty of a criminal offence which, in the opinion of Council, is of such a nature that warrants disqualification;
 - vii) in the case of an optician member, neither practices nor resides in Ontario;
 - viii) in the case of an optician member, ceases to hold a certificate of registration;
 - ix) retains or obtains a responsible position such as director, owner, board member or officer or retains employment or becomes an employee of any professional advocacy association relating to opticianry;
 - x) becomes a member of a council of any other college regulated under the RHPA;
 - xi) holds a certificate of registration that becomes subject to a term, condition, or limitation other than one prescribed by Regulation; or

xii) fails, in the opinion of two-thirds of the members of Council present and voting, to discharge properly and honestly his or her duties as a committee member

b) A member of a committee who is removed under Article 12.3(a) from sitting on a committee, ceases to be a member of the committee.

c) Notwithstanding the above provisions that permit the removal of a committee member in specific circumstances, Council 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 Council may appoint a replacement member to the committee.

b) The term of office of a member appointed under Article 12.3(d) expires when the term of the person being replaced would have expired.

12.5 Committee Meetings

Meetings of committees may be formally called by the chair.

12.6 Special Meetings

On the written direction of any two members of a committee, the 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 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 Conduct of Meetings

Unless otherwise provided for in this By-law, the provisions of Articles 7.5, 7.7, 7.8, 7.9, 7.10, 7.11, 7.12, 7.13, 7.14, 7.15, 7.16, 7.17, 7.18, 7.19, 7.20 and 7.21, which apply to the meetings of the Council shall apply to meetings of committees as though all references therein to the Council and Council members were to the committees and committee members *mutatis mutandis*.

ARTICLE 13: REMUNERATION

13.1 Remuneration of Council Members and Members of Committees

Council members and members of committees other than those appointed by the Lieutenant Governor in Council 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 Council from time to time.

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 section 15.2 applied, a member's name in the register shall be the full name indicated on the documents used to support the member's initial registration with the College.

15.2 Change of Name

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

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

15.3 Business Address

A member's business address in the register shall be the address of the location in Ontario where the member is employed or self-employed as an optician. In the event that the member is employed or self-employed as an optician in more than one location in Ontario, the member's business address shall be the location where the member currently works the most hours. In the event that the member is not employed or self-employed in Ontario as an optician, the Registrar shall enter as the member's business address the location designated by the member or any other location for the member known by the College.

15.4 Business Telephone Number

A member's business telephone number shall be the telephone number of the location in Ontario where the member is employed or self-employed as an optician. In the event that the member is employed or self-employed as an optician in more than one location in Ontario, the member's business telephone number shall be the telephone number of the location where the member currently works the most hours. In the event that the member is not employed or self-employed in Ontario as an optician, the register shall not contain a business telephone number for the member.

15.5 Maintaining Register

The Registrar shall maintain the register with section 23 of the *Health Professions Procedural Code* (“the Code”).

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 publicly available information with respect to each member:

- (i) The member’s business address and business telephone numbers;
- (ii) The member’s registration number;
- (iii) The dates on which each class of registration and specialist status that the member holds was obtained and, if applicable, the dates on which each terminated;
- (iv) If the member ceased to be a member, a notation specifying the reason for the termination of membership and the date upon which the member ceased to be a member;
- (v) 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,
 - a) a notation of that fact, including the date of the referral;
 - b) a summary of each specified allegation; and
 - c) any hearing dates, including dates for the communication of the hearing.
- (vi) A notation, including the date of the referral, for every matter that has been referred by the Inquires, Complaints and Reports Committee to the Fitness to Practice Committee under section 61 of the Code and has not been finally resolved, until the matter had been resolved;
- (vii) Any information jointly agreed to be placed on the register by the College and the member;
- (viii) Where the member’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;
- (ix) Where the member’s certificate of registration is subject to a suspension for failure to pay a fee, the reason for the suspension and the date of the suspension in addition to the fact of the suspension;
- (x) Where the College is aware that a finding of professional misconduct or incompetence or similar finding has been made against the member 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) 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.

(xi) 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.

(xii) Where a decision of the of the Discipline Committee had been published by the College with the member'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.

(xiii) Where, during or as a result of a proceeding under section 25 of the Code a member has resigned, a notation of that fact.

(xiv) In addition to the name of every health profession corporation of which the member is a shareholder, the business address, business telephone number, business e-mail address, if there is one, and any operating names of the health profession corporation.

(xv) Any of the information in respect of a former member that was on the register just before the registration was terminated, for a period of at least two years after the termination of registration, except for any information related to discipline proceedings in Ontario, in which case it shall be entered on the register for a period of fifty years after the termination of registration.

15.7 Providing Information to the College

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

- (i) Information required to be maintained in the register in accordance with subsection 23(2) of the Code and subsection 15.6 of this document;

- (ii) The address, telephone number, and facsimile number of the member's primary residence in Ontario and, if the member does not reside in Ontario, the address, telephone number, and facsimile number of the member's primary residence;
- (iii) The member's email address;
- (iv) Proof of professional liability insurance;
- (v) The member's areas of practice and categories of patients seen;
- (vi) If there have been any changes to the members name since the date of the member's initial application for registration, the former names of the member;
- (vii) Any nicknames or abbreviations that the member uses in any place of practice;
- (viii) Information regarding the member's employment including:
 - a) The member's title and position,
 - b) A description of the member's role, duties, and responsibilities, and
 - c) The member's employment category and status.
- (ix) Information about the member's registration with any other body that governs a profession, whether inside or outside Ontario, including the name of the governing body, the member's registration or license number and the date the member first became registered;
- (x) The names of the educational institution where the member obtained any certificates, diplomas or degrees in opticianry, the type of certificates, diplomas or degrees obtained and the date each was issued;
- (xi) Information about any finding of professional misconduct or incompetence or similar finding that has been made against the member 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.
- (xii) Information about any finding of incapacity or similar finding that has been made against the member 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 and the finding was made,
 - d) a summary of any order made, and
 - e) information regarding any appeals of the finding.
- (xiii) Information about the member's participation in the Quality Assurance program;
- (xiv) Information for the purpose of compiling statistical data;
- (xv) Information about any finding by a court after June 3, 2009 that the member is guilty of any of the following:
- a) an offence under the Criminal Code of Canada;
 - b) an offence related to prescribing, compounding, dispensing, selling or administering drugs;
 - c) an offence that occurred while the member was practising or that was related to the practice of the member (other than a municipal by-law infraction or an offence under the Highway Traffic Act);
 - d) an offence in which the member was impaired or intoxicated; or
 - e) any other offence relevant to the member's suitability to practice the profession.
- (xvi) Information about any finding by a court made after June 3, 2009 of professional negligence or malpractice against the member; and
- (xvii) Information required by the Minister of Health and Long-Term Care.

15.8 Notification of Changes of Information

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

- i) the member's name,
- ii) the address and telephone number of the member's primary residence in Ontario and, if the member does not reside in Ontario, the address and telephone number of the members primary residence,
- iii) the member's business addresses or business telephone number.

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 Council and shall be charged with conducting the affairs of the College and advising and assisting the Council by supporting its responsibilities and implementing its policies, shall provide advice and recommendations to the Council 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 Council.
- b) The Council 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 Council Approval

The Council 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 Council may make grants out of the 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 COUNCIL MEMBERS, COMMITTEE MEMBERS AND OFFICERS

20.1 Indemnity

Every Council member, committee member and officer of the College and his or her 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 Council member, committee member or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- b) all other costs, charges and expenses that such Council member, 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 his or her 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 Council in the specific case upon receipt of an undertaking by or on behalf of the Council member, committee member, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is 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 the Council members 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 Council member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

20.4 Insurance

The Council may authorize the purchase and maintain insurance for the College against any liability incurred by any Council member, committee member or officer, in the capacity as a Council member, 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 Council 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 Council. 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 Council 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 Council, 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 Council.

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 Council, or if so authorized by the Council, with such other depositories or in such other manner as may be determined from time to time by the Council. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the College signed by such Council member or Council members, 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 Council and such authority may be general or confined to specific instances. Any institution that may be so selected as custodian by the Council shall be fully protected in acting in accordance with the directions of the Council 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

Unless otherwise specifically provided for herein, whenever notice is required to be given under the RHPA or the by-laws, notice shall be deemed to have been sufficiently given if sent in writing to the last address recorded on the books of the College for the recipient and delivered in person or sent by mail or sent by electronic means of sending messages to any person who has consented in writing to receive notice by such method, including electronic mail or facsimile transmission, which produces a paper record of notice sent. Notice shall not be sent by mail if there is any general interruption of postal services in the place in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the day it was delivered or sent by electronic means or on the fifth business day after

it was mailed. Each member may change its address for notice (or the person to whom such notices are to be directed) by delivering a notice to that effect to the College.

23.2 Undelivered Notices

If any notice given to a person pursuant to Article 23 is returned on two consecutive occasions because such person cannot be found, the College shall not be required to give any further notice to such person until such person informs the College in writing of such person's new address.

23.3 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

ARTICLE 24: BY-LAWS

24.1 Making, Amending and Revoking By-laws

The Council 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 members present at a duly-constituted meeting of the Council or, without such meeting, by written resolution which has been confirmed by the hand-written signature of all members of the Council.

24.2 Effective Date and Repeal

- a) This by-law shall come into force and effect upon its adoption by a resolution of Council, whereupon all previous by-laws made by the Council 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 Council 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.

ENACTED by the Council on the 20th day of September, 2011.



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 ³	\$ 75.00
13.	Fast Track Accreditation Review ⁴	\$ 200.00
14.	Rush Accreditation Review ⁵	\$ 500.00
15.	CE Activity Accreditation Renewal ⁶	\$ 25.00

Note: Amounts do not include HST

³ submitted more than (45) days prior to the scheduled event

⁴ submitted between (45) to (10) days prior to the scheduled event

⁵ submitted less than (10) days prior to the scheduled event

⁶ 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 Council 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 Council.

Non-Statutory or Ad Hoc Committees are composed of a minimum of three members, containing a cross-section of elected and appointed members of Council, with at least one appointed member on each committee. .

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

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 Council for each Council meeting.