

Alberta College of Optometrists

**Bylaws under the Optometrists Profession Regulation,
*Health Professions Act***

Approved at the September 30, 2006 Annual General Meeting

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Section 1: Definitions and Interpretation

Article 1: Definitions

- 1.1.1 "ACO" means the Alberta College of Optometrists.
- 1.1.2 "*Act*" means the *Health Professions Act*, Revised Statutes of Alberta, 1999.
- 1.1.3 "*Annual General Meeting*" means the Annual General Meeting of the College called pursuant to these Bylaws.
- 1.1.4 "*Bylaws*" means Bylaws of the Alberta College of Optometrists.
- 1.1.5 "*Chief Executive Officer*" means the individual who assumes responsibilities delegated by Council as its Chief Executive Officer, and who may be the Registrar of the College, appointed pursuant to Section 8 of the *Act*.
- 1.1.6 "*Code of Ethics*" means the Code of Ethics, as may be approved by the Council from time to time, in accordance with College policies.
- 1.1.7 "*College*" means the Alberta College of Optometrists, established pursuant to the *Act*.
- 1.1.8 "*Competence Committee*" means the Competence Committee established under Section 10 of the *Act*.
- 1.1.9 "*Council*" means the Council of the College.
- 1.1.10 "*Council Member*" means a Regulated Member of Council elected pursuant to these Bylaws, or a public member of the Council appointed to the Council pursuant to section 5 (2) (c) of the *Act*.
- 1.1.11 "*Courtesy Member*" means a Regulated Member registered on the courtesy member register, established under Section 2 (b) of the Regulation.
- 1.1.12 "*deliver*" and "*delivered*" with reference to a notice or other document, includes to mail to or leave with a person, or deposit in a person's mailbox or receptacle at the person's residence or place of business, and includes the transmission of electronic mail through the Internet.

- 1.1.13 "*Extern*" means an unregulated student of an accredited university optometry program, working under the supervision of a Regulated Member.
- 1.1.14 "*Hearing Tribunal*" means the Hearing Tribunal established by the College's Hearings Director, pursuant to section 16 (1) of the Act.
- 1.1.15 "*Intern*" means either:
- a) An unregulated graduate of an accredited university optometry program, working under the supervision of a Regulated Member.
 - b) An unregulated graduate of a non-accredited optometry program who has successfully passed the University of Waterloo Bridging Program, working under the supervision of a Regulated Member.
- 1.1.16 "*Member*" means a person who is a Regulated Member or Other Member of the College.
- 1.1.17 "*Minister*" means the Minister determined under Section 16 of the Government Organization Act as the Minister responsible for the Act.
- 1.1.18 "*Officials Directory*" means the Officials Directory established under Section 21 of the Act.
- 1.1.19 "*Other Member*" means a member of the College who is not a Regulated Member, but who is registered pursuant to Section 33 (1) (b) of the Act.
- 1.1.20 "*Optometric Care*" means health services and activities performed by a Regulated Member pursuant to the Regulation, and pursuant to Section 3 of Schedule 17 of the Act.
- 1.1.21 "*Professional Corporation*" means a professional corporation within the meaning of Part 5 of the Act.
- 1.1.22 "*Registrar*" means the Registrar of the College appointed pursuant to Section 8 of the Act, and who may be the individual delegated by Council to assume responsibility as its Chief Executive Officer.
- 1.1.23 "*Registration Committee*" means the Registration Committee established under Section 9 of the Act.

- 1.1.24 "*Regulation*" means the Optometrists Profession Regulation enacted pursuant to Section 131 (1) of the *Act*.
- 1.1.25 "*Regulated Member*" means a person whose name is entered in the Regulated Member register pursuant to the Regulation, and who provides the professional services of an optometrist described in Section 3 of Schedule 17 of the Act.
- 1.1.26 "*Special Meeting*" means any meeting of the College called pursuant to these Bylaws, except the Annual General Meeting of the College.
- 1.1.27 "*Special Resolution*" means a resolution passed at a meeting by a vote of not less than two thirds of the votes properly cast.
- 1.1.28 "*Standards of Practice*" means the Standards of Practice as may be approved by Council from time to time, in accordance with College policies.

Article 2: Interpretation

- 1.2.1 The Council shall approve and implement policies to fulfill the requirements of these Bylaws.
- 1.2.2 Where the Act, the Regulation and these Bylaws are silent, College policies apply.
- 1.2.3 A Member of the College shall be in good standing only if:
- 1.2.3.1 no fines, fees, costs, assessments, penalties or levies are owing by the Member to the College; and
 - 1.2.3.2 in the case of Regulated Members, the Regulated Member;
 - 1.2.3.2.1 has a valid and subsisting practice permit; and
 - 1.2.3.2.2 the Regulated Member's registration or practice permit has not been cancelled or suspended, pursuant to the Act.
- 1.2.4 The provisions of these Bylaws are independent and severable. The invalidity of any part of these Bylaws does not affect the validity

of the remainder of the Bylaws, which shall continue in full force and effect.

Article 3: Professional Corporations

- 1.3.1 A Regulated Member proposing to incorporate a Professional Corporation must submit to the Registrar an executed copy of the proposed Articles of Incorporation in duplicate. If the Registrar is satisfied that the Articles of Incorporation meet the requirements of the Act and these Bylaws, the Registrar shall endorse the original and duplicate copy of the Articles of Incorporation with the following:

"Each of these subscribers to these Articles of Incorporation is a Regulated Member of the Alberta College of Optometrists and these Articles of Incorporation comply with the requirements of the Health Professions Act respecting Professional Corporations."

- 1.3.2 An application to the College for an initial Professional Corporation annual practice permit under Section 110 of the Act must include:
- 1.3.2.1 An application in the form prescribed by Council; and
 - 1.3.2.2 A copy of the Certificate of Incorporation certified correct by the Registrar of Corporations; and
 - 1.3.2.3 A copy of the filed Articles of Incorporation; and
 - 1.3.2.4 The fees prescribed by Council.
- 1.3.3 An application to the Registrar for renewal of a Professional Corporation annual practice permit under Section 110 of the Act must include:
- 1.3.3.1 A Certificate of Status from the Registrar of Corporations; and
 - 1.3.3.2 The fees prescribed by Council; and
 - 1.3.3.3 Other information as may be required.

1.3.4 Subject to sections 10 (2) and 10 (2.1) of the *Business Corporations Act*, the name of the Optometric or Optometry Professional Corporation may only contain given names, initials and/or the surname or surnames of one or more Regulated Members who are shareholders of the Professional Corporation.

The name may also include the descriptors "optometry" or "optometric" between the words "Professional" and "Corporation."

1.3.5 An annual permit for a Professional Corporation expires on December 31 of each year, unless otherwise stated on the annual permit.

1.3.6 In accordance with section 114 (6) of the Act, the Registrar may remove, revise or replace any information from the record of a Professional Corporation where appropriate, including:

1.3.6.1 if a change of ownership of a Professional Corporation has occurred; or

1.3.6.2 if the name of a Professional Corporation has changed; or

1.3.6.3 if a Professional Corporation ceases to exist by virtue of being wound down, dissolved or amalgamated with another Professional Corporation.

Article 4: Registers

1.4.1 Information contained in the register shall be current and accurate. The Member must submit to the Registrar any changes that pertain to his/her formal entry in the register within 21 days of the change.

1.4.2 The register of Other Members shall include:

1.4.2.1 All existing information in the Member's register; and

1.4.2.2 Length of term of registration, if applicable; and

1.4.2.3 The name of the Intern or Extern's supervisor and the location where supervision is provided; and

1.4.2.4 Date of cancellation; and

1.4.2.5 Reason for cancellation; and

1.4.2.6 Any other information that the Registrar may direct.

Section 2: Mission and Objectives of the College

- 2.1 The Alberta College of Optometrists is established pursuant to Section 3 of the *Act* and Schedule 17 of the *Act* as a self-governing body.
- 2.2 The College's primary responsibility is to regulate the profession of optometry in Alberta and to facilitate competent, safe and ethical optometric care to the public.
- 2.3 The Mission Statement of the College is:
- "The mission statement of the Alberta College of Optometrists is to ensure the practice and promotion of the profession of optometry is conducted in the best interests of the public through the exercise of the regulatory powers granted to the College by the Health Professions Act."*
- 2.4 The Objectives of the College are to ensure that Albertans have access to the best possible vision and eye health care available, including but not limited to:
- 2.4.1 Conducting the activities, affairs, management and governance of the College.
- 2.4.2 Determining the academic and other qualifications required for an optometrist to obtain Registration and a Practice Permit under the Act and Regulation.
- 2.4.3 Monitoring, reviewing and improving on the Standards of Practice and Code of Ethics for optometry in Alberta, in order to better serve the public, and to enhance the profession.
- 2.4.4 Ensuring all optometrists maintain and continue to enhance their competence.
- 2.4.5 Representing the profession of optometry to the Provincial Government and Federal Government and stakeholders.

Section 3: Governance of the College – The Council

Article 1: Roles of the Council

- 3.1 Pursuant to the Act, Regulation and these Bylaws, the College shall be governed by the Council. The Council's functions include, but are not limited to:
- 3.1.1 acting in a governance capacity, including accountability for the College's financial affairs;
 - 3.1.2 making Regulations, Bylaws and operational policies;
 - 3.1.3 establishing all fees, dues and levies;
 - 3.1.4 appointing individuals to committees;
 - 3.1.5 hearing appeals of registration decisions, practice permit renewals, and hearing tribunal decisions;
 - 3.1.6 determining the amount and type of liability insurance required by members, consistent with the Regulation and College policies.

Article 2: Other Powers, Duties and Functions of Council

- 3.2.1 Subject to the Act, the Council may, at its discretion, delegate any of its powers, duties or functions to committees consisting of Regulated Members of the College. Such committees shall, in execution of the power delegated to them, comply with any condition that may be imposed by Council and shall, in due course, report to Council.
- 3.2.2 Subject to the Act, the Council may delegate authority and responsibility for implementation of any College policies, procedures, activities, initiatives and affairs to any employed, appointed or volunteer personnel.
- 3.2.3 Council shall have the power to pay Regulated Members of Council, Committees and Tribunals, and others performing work on behalf of the College reasonable remuneration, honorariums, travel and living expenses.

- 3.2.4 Council shall have the power to set policies regarding payment to members of Council, Committees and Tribunals, and other Regulated Members who perform work on behalf of the College concerning reasonable remuneration, honorariums, travel and living expenses.

Article 3: Composition of the Council

- 3.3.1 The Council consists of six (6) elected Regulated Members; the two appointed public Council Members, pursuant to section 5 (2) (c) of the *Act*; and the Immediate Past President.

The six elected regulated Council members shall be composed of:

- 3.3.1.1 The President; and
 - 3.3.1.2 The Vice President; and
 - 3.3.1.3 The Secretary - Treasurer; and
 - 3.3.1.4 Three Council Members at large.
- 3.3.2 The required public members shall be appointed to Council by the Lieutenant Governor in Council, pursuant to Section 12 (1) of the *Act*.
- 3.3.3 The immediate Past President is an ex-officio, non-voting Council Member.

Article 4: Election of Council Members

- 3.4.1 All Regulated Members in good standing shall be eligible for election as Members of Council.
- 3.4.2 Elections of Members of Council shall be by secret ballot and shall be held in conjunction with the Annual General Meeting.
- 3.4.3 Council shall appoint, from among the Past Presidents of the College, the Chair of the Nominating Committee. The Chair of the Nominating Committee shall, in turn, have the power to appoint Regulated Members to the committee.

- 3.4.4 The Chairman of the Nominating Committee shall inquire among Regulated Members of the College, at least 45 days prior to an Annual General Meeting, or at least 15 days prior to a Special Meeting, if appropriate, as to the persons whom the members would propose be nominated for the offices of President, Vice President, and Members of Council.
- 3.4.5 In the case of an Annual General Meeting or Special Meeting, the slate of candidates, if any, shall be delivered by regular Postal Service to the members at least 15 days prior to the meeting.
- 3.4.6 The Chairman of the Nominating Committee shall obtain from each candidate on the slate, in writing, his or her consent to the nomination.
- 3.4.7 Additional nominations for the offices of President, Vice President and Members of Council may be made from the floor of the Annual General Meeting, if the person so nominated consents to the nomination verbally or in writing.
- 3.4.8 The Chair of the Nominating Committee shall act as Chair of that portion of the Annual General Meeting that deals with elections and shall appoint scrutineers.
- 3.4.9 A newly elected Council Member takes office immediately following the close of the Annual General Meeting at which he or she is elected.

Article 5: Term of Office of the Council

- 3.5.1 The President and Vice President shall be elected by ballot at the Annual General Meeting. Their term of office shall be one year or until the next Annual General Meeting.
- 3.5.2 All other Council Members shall be elected at an Annual General Meeting. Their term of office shall be until the second Annual General Meeting following their election.

Article 6: Officers of the College

- 3.6.1 The officers of the College shall be:
 - 3.6.1.1 The President;
 - 3.6.1.2 The Vice President;

- 3.6.1.3 The Immediate Past President;
 - 3.6.1.4 The Secretary - Treasurer;
 - 3.6.1.5 Any ex officio members appointed by Council.
- 3.6.2 The officers of the College shall constitute the Executive Committee.
- 3.6.3 The Executive Committee shall:
- 3.6.3.1 Meet at the request of the Council or the President to administer the activities and affairs of the College between Council meetings, subject to these Bylaws and any restrictions, limitations or policies imposed by Council; and
 - 3.6.3.2 Act on any other matters assigned by Council.
- 3.6.4 Subject to the Act, any officer of the College may delegate any power, duty or function to any appointed or hired personnel of the College to assist him or her in carrying out the powers, duties and functions of his or her office.

Article 7: President

- 3.7.1 The President shall:
- 3.7.1.1 Preside at all Annual General Meetings and Special Meetings, and all meetings of the Council;
 - 3.7.1.2 Provide general direction, mentorship and advice to the Registrar;
 - 3.7.1.3 Have a casting vote or second vote to decide any question before the College or Council, where there is an equality of vote;
 - 3.7.1.4 Upon leaving office, assist the incoming President and Vice President as necessary to ensure a smooth transition.
- 3.7.2 If the President resigns or is otherwise unable to act, the Vice President shall become President for the remainder of the term of the Vice President's office.

Article 8: Vice President

- 3.8.1 The Vice President shall perform the duties of the President in the President's absence or inability, or at the President's request.
- 3.8.2 In the absence of the President and Vice President, a chair for a Council meeting shall be elected by a majority vote of the Council members present.
- 3.8.3 If the Vice President resigns or is unable to act, Council shall elect, from among themselves, a person to fill the office for the remainder of the term of the Vice President's office, or they may provide a mail ballot to elect a new Vice President.

Article 9: Immediate Past President

- 3.9.1 If the Immediate Past President resigns or is otherwise unable to act, the position shall remain vacant until a new Immediate Past President comes to office.

Article 10: Secretary – Treasurer

3.10 The Secretary - Treasurer shall be a Regulated Member appointed by Council, no later than 30 days after the Annual General Meeting. The Secretary - Treasurer shall provide oversight and governance policy direction on the College's finances, and shall cause the Registrar to:

- 3.10.1 Keep records of all proceedings of the Council;
- 3.10.2 Receive all monies due to the College;
- 3.10.3 Prepare an accurate and current set of books and ledgers showing details of all monies received and distributed by the College;
- 3.10.4 At the end of each calendar year, have the books and ledgers of the College audited by the College's accountant, who shall be appointed by the Council;
- 3.10.5 Prepare a financial report that includes an annual financial statement setting forth the financial status of the College as of December 31 in each year, and mail a copy of the financial report including audited financial statements to each member;

- 3.10.6 Mail notices of all Annual General Meetings 45 days and all Special Meetings 15 days prior to the applicable date, to all members of the College;
- 3.10.7 Mail to each member a summary of the proceedings of the Annual General Meeting and Special Meeting;
- 3.10.8 See to the issuance and maintenance of an indemnity bond in an amount determined by Council, in favour of the College. This indemnity bond shall cover all members and appointed or hired personnel of the College who have signing authority, or otherwise have access to College monies or securities. The premium for this bond shall be paid from College funds.

Article 11: Council Meetings

- 3.11.1 The Council shall hold at least four Council meetings in each calendar year. Council meetings shall be held by order of the President or at the request of a majority of Council Members.
- 3.11.2 Council meetings shall be held at such time and place as may be directed by Council and, in the absence of such direction, at such time and place as the President shall designate. In addition to in-person meetings, Council meetings may be held by electronic means, by order of the President or at the request of a majority of Council Members.
- 3.11.3 All members of Council shall be given written notice of the time and place of a meeting at least 10 business days in advance of the meeting.
- 3.11.4 The rules of order and procedures at Council Meetings shall be the most current edition of Robert's Rules of Order governing meetings of a like nature. If a dispute arises, it shall be settled by the chair of the meeting, and his or her decision shall be final.
- 3.11.5 Voting on matters by Council may be conducted:
 - 3.11.5.1 At any meeting of the Council; or
 - 3.11.5.2 With the authorization of the President, by mail vote, telephone, videoconference or other acceptable electronic means.

- 3.11.6 A quorum of Council is four Regulated Members.
- 3.11.7 A decision of Council shall be made by a majority of those Members participating in the vote.
- 3.11.8 The Registrar shall provide the following to Regulated Members and the public, upon request:
 - 3.11.8.1 details of the time and place of a Council meeting; and
 - 3.11.8.2 a copy of the agenda, excluding in-camera items.
- 3.11.9 Meetings of the Council shall be open to Regulated Members and the public, with the exception of in-camera discussions, as determined by Council in its sole discretion.
- 3.11.10 In its sole discretion, Council may exclude any person from any part of a Council meeting, including but not limited to circumstances where the following items may be discussed:
 - 3.11.10.1 financial, personal or other matters of such a nature that the desirability of avoiding public disclosure of them in the interest of any person affected or where the public interest outweighs the desirability of adhering to the principle that meetings be open to the public;
 - 3.11.10.2 where a person involved in a criminal proceeding or civil suit or proceeding may be prejudiced;
 - 3.11.10.3 personnel matters or property acquisitions;
 - 3.11.10.4 the contents of registration examinations;
 - 3.11.10.5 communications with the Office of the Ombudsman;
 - 3.11.10.6 communications with the Office of the Information and Privacy Commissioner; or
 - 3.11.10.7 instructions that may be given to or opinions received from legal counsel or other advisors for the College, the Council, or committees.

- 3.11.11 The Registrar shall ensure that minutes are taken at each meeting, signed by the President or Chair, and retained on file.
- 3.11.12 A resolution signed and approved by all Council Members, including a resolution transmitted by facsimile, electronic mail or postal service, is valid and binding, and of the same effect as if the resolution had been duly passed at a meeting of the Council.

Article 12: Removal of Council Members

- 3.12.1 A Regulated Member of Council automatically ceases to hold office if they cease to become a Regulated Member in good standing.
- 3.12.2 A Regulated Member of Council may be removed from Council by a resolution passed by a two-thirds majority of the remaining Council Members. For greater clarification, the Regulated Member who is the subject of the removal motion shall not be included in calculating this two-thirds majority.
- 3.12.3 Membership on Council shall be terminated upon:
- 3.12.3.1 Submission of a written resignation to the College;
 - 3.12.3.2 Suspension of registration;
 - 3.12.3.3 Cancellation of registration; or
 - 3.12.3.4 Failure to attend three consecutive Council meetings.
- 3.12.4 A Council Member shall be deemed to have vacated the office of Council Member if:
- 3.12.4.1 The Council Member becomes incapacitated or dies;
or
 - 3.12.4.2 The Council Member's conduct is found to constitute unprofessional conduct under Part 4 of the Act.
- 3.12.5 If an elected Member of Council, other than the President, Vice President or Immediate Past President resigns or is otherwise unable to retain his or her office, the Council may appoint another Regulated Member from the College to fill the office for the remainder of the term, or leave the position vacant.

Section 4: Committees of the College

Article 1: Roles and Responsibilities

- 4.1 All committees of the College are appointed by Council, and are responsible and accountable to Council.
- 4.1.1 Council shall approve each committee's Terms of Reference and policies.
- 4.1.3 Subject to section 12.2 of the Act dealing with public members, a majority of a committee's membership constitutes a quorum.
- 4.1.4 Committees shall be divided into standing and ad hoc categories.
- 4.1.5 Each committee chairperson shall provide a report to Council at Council's regular meetings.
- 4.1.6 Each committee chairperson shall provide a report to the membership at the Annual General Meeting, which shall detail the committee's activities during the previous year.
- 4.1.7 The chair and vice-chair of each committee shall be determined by a majority vote of the Council. The vice-chair may serve a term corresponding to the chair. The vice-chair has all the powers of the chair, in the absence of the chair or upon direction of the chair.
- 4.1.8 Committees may recommend changes to College policies to Council.
- 4.1.9 Council may by a majority vote remove a Member from a College committee.

Article 2: Standing Committees

- 4.2.1 Standing committees shall be permanent features of the College, and may only be established or terminated by a special resolution amending the Bylaws of the College.
- 4.2.2 The Executive Committee shall be a standing committee of the College, in accordance with its Terms of Reference.
- 4.2.3 The Registration Committee shall be a standing committee of the College, in accordance with its Terms of Reference.

- 4.2.4 The Competence Committee shall be a standing committee of the College, in accordance with its Terms of Reference.
- 4.2.5 The Remuneration Committee shall be a standing committee of the College, in accordance with its Terms of Reference.
- 4.2.6 The Legislation Committee shall be a standing committee of the College, in accordance with its Terms of Reference.

Article 3: Ad hoc Committees

- 4.3.1 Ad hoc committees may be established, structured, empowered and terminated by Council, consistent with Terms of Reference approved by Council.
- 4.3.2 The Council shall not establish an ad hoc committee with powers or functions in conflict with those of any standing committee of the College.

Article 4: Committee Composition

- 4.4.1 Appointments and re-appointments to committees shall be conducted in accordance with policies established by Council.
- 4.4.2 A person appointed to a committee established by the Council shall serve in accordance with the committee's Terms of Reference and related College policies.
- 4.4.3 A committee member may be removed by a majority vote of the Committee or a majority vote of the Council.
- 4.4.4 Membership on a committee shall be terminated upon:
 - 4.4.4.1 The Member becoming incapacitated or dying;
 - 4.4.4.2 The Member's conduct being found to constitute unprofessional conduct under Part 4 of the Act;
 - 4.4.4.3 The Member's submission of a written resignation;
 - 4.4.4.4 The Member resigning from the College;
 - 4.4.4.5 The Member's registration being suspended;

- 4.4.4.6 The Member's registration being cancelled; or
- 4.4.4.7 The Member's failure to attend three consecutive meetings.

Section 5: Meetings of the Regulated Members

Article 1: Annual General Meetings

- 5.1.1 An Annual General Meeting of the Regulated Members shall be held in Alberta at least once in every calendar year, at a time and place determined by Council.
- 5.1.2 Attendance at Annual General Meetings is limited to Regulated Members in good standing, Other Members, Council Members and guests invited by Council.
- 5.1.3 The following matters shall be considered at an Annual General Meeting:
 - 5.1.5.1 Audited financial statements and a copy of the auditor's report; and
 - 5.1.5.2 The report of the Council; and
 - 5.1.5.3 Reports of the College committees, in accordance with College policies; and
 - 5.1.5.4 Election of Regulated Member Council members.
- 5.1.6 Any resolution or motion carried at an Annual General Meeting or Special Meeting is not binding on Council, but shall be formally considered by Council at their next regular meeting.
- 5.1.7 Following adoption of a resolution at an Annual General Meeting, the President shall provide Members with an update on actions arising at the next Annual General Meeting.

Article 2: Notice of Annual General Meetings and Election

- 5.2.1 The Registrar shall notify every Regulated Member of each Annual General Meeting of the College by delivering a notice of the date, time and place of the Annual General Meeting, at least 45 days prior to the Annual General Meeting.
- 5.2.2 Delivery of this notice shall be accomplished by postage prepaid, or electronically addressed correspondence, to Regulated Members at their address as it appears in the College records.
- 5.2.3 The notice of the Annual General Meeting shall contain information for the Annual General Meeting, including but not limited to a description of the nomination procedure and the election procedure for Regulated Member Council Members.
- 5.2.4 The accidental omission to deliver notice of a meeting to, or the non-receipt of a notice by, any Regulated Member or Council Member entitled to receive notice does not invalidate proceedings at that meeting.

Article 3: Mail Vote

- 5.3.1 A matter or resolution may be voted upon by mail if Council, in their sole discretion, determines that any matter or resolution should be the subject of a mail vote.
- 5.3.2 When Council decides that a matter or resolution should be the subject of a mail vote, it shall be sent by postal service prepaid to each Regulated Member at his/her recorded mailing address, and indicate the following:
- 5.3.2.1 The subject of the vote;
 - 5.3.2.2 Information that Council deems appropriate;
 - 5.3.2.3 Direction as to voting which the Council deems appropriate; and
 - 5.3.2.4 The date and time specified by Council for the closing and receipt of the mail vote.

- 5.3.3 Regulated Members' mail votes not received on or before the closing date shall be deemed spoiled and shall not be counted.
- 5.3.4 Immediately following the date specified for the closing of a mail vote, one or more scrutineers appointed by Council shall count the mail votes and provide the results of the vote to the President, who shall notify the Regulated Members in writing within 30 days of being advised of the results.
- 5.3.5 In the event of a tie vote, the President shall cast the deciding vote.
- 5.3.6 All mail votes shall be retained for 60 days following the date specified for the closing of a mail vote, and then the mail votes will be destroyed by the Registrar.

Article 4: Notice to Public Representatives

- 5.4.1 Every notice or mailing provided to Regulated Members of the College shall also be provided to public representatives serving on the Council.

Article 5: Special Meetings

- 5.5.1 Every meeting of the Regulated Members other than an Annual General Meeting is a Special Meeting. A Special Meeting shall be called by the President following receipt of a written request by 30% of the Regulated Members, or at the request of a simple majority of Council.
- 5.5.2 The Members' request shall include the printed names and signatures of those Regulated Members requesting a Special Meeting and the reason for the request.
- 5.5.3 A Special Meeting shall be called within 30 days of receipt of the written request, and held within 60 days of the meeting being called.
- 5.5.4 Notice of a Special Meeting shall be sent by ordinary postal service to each Regulated Member at least 15 days prior to the meeting, and shall include:
 - 5.5.4.1 Reasons for which the meeting is being called; and
 - 5.5.4.2 The time, date and location of the meeting; and

5.5.4.3 A slate of candidates, if applicable to the purpose of the meeting.

5.5.5 Business transacted at a Special Meeting of the College shall be limited to the purpose or purposes for which the Special Meeting has been called, and which is expressly set out in the notice of the Special Meeting.

5.5.6 Attendance at Special Meetings is limited to Regulated Members in good standing, Other Members, Council Members and guests invited by Council.

Article 6: Quorum of Members

5.6.1 Ten Regulated Members, of whom two must be Executive Committee Members, present at the commencement of an Annual General Meeting or Special Meeting, shall constitute a quorum.

Article 7: Minutes

5.7.1 The College office shall have custody of the minutes of all meetings of the College.

5.7.2 Minutes of Annual General Meetings and Special Meetings shall be made available to Regulated Members in good standing upon request.

Article 8: Voting

5.8.1 Only Regulated Members in good standing with the College can vote at an Annual General Meeting or Special Meeting of the College.

5.8.2 When a quorum is present at any meeting, a simple majority of the votes properly cast upon any question shall decide the question, except where a larger majority is required by statute, or by these Bylaws.

5.8.3 In the event of a secret ballot, ballot slips shall be distributed, one per vote carried.

5.8.4 Used ballots shall be kept by the Registrar for sixty days and then destroyed by the Registrar.

Article 9: Election Procedure

- 5.9.1 The Nominations Committee shall conduct the election of officers.
- 5.9.2 Advance nominations must be received by the Nominations Committee in writing. For a nomination to stand, a written nomination must show the name and signature of the Member accepting the nomination. A call for nominations from the floor shall be made, and shall be accepted or declined by those nominated.
- 5.9.3 The chair shall invite each nominee, or in the nominee's absence, the nominator, to speak on their behalf for a maximum of five minutes.
- 5.9.4 Candidates who have accepted a nomination shall let their names stand throughout the election of all positions, unless the position reflects a different term of office.
- 5.9.5 Voting shall continue for any elected position until one candidate obtains a clear majority of votes. If one candidate does not receive a clear majority of the votes on the first ballot, a second ballot shall be held with the candidates having the first and second highest number of votes on the first ballot, standing for elections.

Section 6: Privileges of Membership

Article 1: Regulated Member in Good Standing

- 6.1 A Regulated Member who is in good standing with the College is entitled to:
- 6.1.1 all privileges and rights of membership in the College generally;
- 6.1.2 nominate and be nominated for office in the College;
- 6.1.3 vote in elections for membership on Council;
- 6.1.4 attend meetings of the College and serve on committees, sub-committees and panels of the College;
- 6.1.5 receive a summary of Annual General Meetings, Special Meetings, Council Meetings (except minutes of in-camera portions of Council

Meetings), College newsletters and minutes of the immediate previous Annual General Meeting.

6.1.6 participate in College - approved educational sessions.

Article 2: Other Members

6.2 Other Members in good standing shall be entitled to all privileges and rights of membership in the College generally, except the right to:

6.2.1 be a Member of Council; and

6.2.2 be appointed as a member of a committee of the College; and

6.2.3 vote at meetings of the College.

Section 7: College Administration

Article 1: Head Office

7.1 The College's head office shall be in Edmonton, Alberta.

Article 2: Seal

7.2.1 A seal for the College shall be approved by the Council.

7.2.2 The Registrar shall assume responsibility for safekeeping of the College's seal, which shall contain the words "Alberta College of Optometrists."

7.2.3 When the seal of the College is required to be affixed to a document, the seal shall be accompanied by the signature of any two or more officers of the College.

7.2.4 The President, Vice President, Immediate Past President, Secretary - Treasurer, and the Registrar each shall have authority to fix a seal of the College to any legal document.

Article 3: Signing Authority

- 7.3.1 The President, Vice President, Immediate Past President, Secretary - Treasurer, Registrar or any other person as designated by Council shall be the College's signing officers.

Article 4: The Registrar and the Chief Executive Officer

- 7.4.1 The Council shall employ a Registrar. At Council's discretion, the separate responsibilities of the Registrar and the responsibilities of the Chief Executive Officer may be carried out from time to time by:

7.4.1.1 The same person assuming the Registrar's and the Chief Executive Officer's responsibilities, or

7.4.1.2 One person assuming the Registrar's responsibilities, and another person assuming the Chief Executive Officer's responsibilities.

- 7.4.2 The Council shall approve the Registrar and the Chief Executive Officer's position description, and shall amend it from time to time, with input from the Registrar and the Chief Executive Officer.

- 7.4.3 The salary, benefits and terms of office of the Registrar and the Chief Executive Officer shall be established by the Council, and shall be reviewed annually, in conjunction with a formal performance appraisal.

- 7.4.4 The Registrar shall:

7.4.4.1 perform duties as may be assigned by the Council; and

7.4.4.2 record the minutes of all meetings of the Council; and

7.4.4.3 prudently manage the College's financial affairs, in accordance with generally accepted financial practices; and

7.4.4.4 maintain an inventory of all College property; and

7.4.4.5 employ and/or contract with one or more individuals to assist in the College's management and administration. This includes one or more individuals

who may exercise the powers and perform the duties of and who has or have the same authority as the Registrar, in their absence.

- 7.5.4 Subject to article 7.4.1, the Registrar's and the Chief Executive Officer's appointment(s) shall be made, suspended or revoked only if a two-thirds majority of the Council votes to do so.

Article 5: Fiscal Year

- 7.5.1 The fiscal year of the College is January 1 to December 31 of the same year.

Article 6: Banking and Financial Records

- 7.6.1 The Council shall establish and maintain such accounts with one or more Canadian banks, trust companies, or the Province of Alberta Treasury Branches, as the Council determines necessary from time to time.
- 7.6.2 All payments and withdrawals shall be completed by cheque or other negotiable instrument drawn against the monies deposited in accordance with article 7.6.1, and shall be signed by two of the signing authorities.
- 7.6.3 The Registrar or designate(s) shall prepare the financial records of the receipts and disbursements of the College.
- 7.6.4 Council shall review the College's financial records quarterly.
- 7.6.5 The College's financial records may be inspected by any Member of the College at any time, upon giving reasonable notice and arranging a mutually satisfactory time with the responsible officer.

Article 7: Payment and Commitments

- 7.7.1 The Registrar may approve payments and commitments for the purchase of goods and services, up to a limit set by College policies.
- 7.7.2 All payments and commitments by the College in excess of the limit set by College policies must be approved by Council.

- 7.7.3 Following approval of the budget presented by Council at an Annual General Meeting, each of the following categories shall be required to pay the approved fees:
- 7.7.3.1 Regulated Member;
 - 7.7.3.2 Professional Corporations;
 - 7.7.3.3 Limited Liability Partnerships;
 - 7.7.3.4 Courtesy Member;
 - 7.7.3.5 Other Member.
- 7.7.4 Council may assess a special levy on any category of membership of the College as a result of a vote at an Annual General Meeting, in accordance with College policies.
- 7.7.5 In accordance with College policies, the Registrar may assess a penalty fee against any Member of the College for failing to notify the College of changes to the Member's register within 21 days of such change occurring.
- 7.7.6 In accordance with College policies, the Registrar may waive the payment of, or authorize a refund of part or all of any fees, dues, levies or assessments, or may lengthen the time specified for the payment of these financial obligations.
- 7.7.7 Regulated Members who are in their first calendar year of practice following graduation shall have their annual fees reduced by 50% of the regular fees owing for their membership category.

Article 8: Borrowing Powers

- 7.8.1 The Council may raise money, or guarantee or secure the payment of money in the name of the College, in any manner determined by the Council, in order to carry out the purposes of the College.

Article 9: Investments

- 7.9.1 The Council shall invest only in financial instruments where the principal and interest are guaranteed.

- 7.9.2 Subject to 7.9.1, the Council may invest funds of the College in any investments in the name of the College, and may change those investments in accordance with College policies.

Article 10: College Administration

- 7.10.1 The Council shall appoint an accountant.
- 7.10.2 The Registrar or their designate shall annually arrange for preparation of audited financial statements for the College, and shall provide the required information to the College's auditors for that purpose.
- 7.10.3 Consistent with and subject to authorities delegated by Council, the Registrar may appoint, hire or retain employees, legal counsel, an accountant, consultants and other paid and volunteer personnel to assist in the College's governance, management, administration and related activities.

Section 8: Registration

Article 1: Initial Registration of Regulated Members

- 8.1.1 For the purposes of sections 9 (4)(a), 29(3), 30(1), 38 (2) and 40 (2) of the *Act*, the Registrar shall consider and decide on applications for initial registration and applications for a practice permit or a practice permit renewal.
- 8.1.2 At his or her discretion, the Registrar shall refer an initial registration application or a practice permit application or renewal to the Registration Committee for a decision, where the Registrar determines that the registration application or practice permit application or renewal is unique, complex or sensitive.
- 8.1.3 For the purposes of section 43 (4) of the *Act*, the Registration Committee may direct the Registrar to cancel a Regulated Member's practice permit and registration.

Article 2: Classes of Regulated Members

- 8.2 The following classes of Regulated Members are established in accordance with the Regulation:

- 8.2.1 Regulated Member;
- 8.2.2 Courtesy Member.

Article 3: Classes of Other Members

- 8.3 The following classes of Other Members are established:
 - 8.3.1 Externs, in accordance with College policies.
 - 8.3.2 Interns, in accordance with College policies.
 - 8.3.3 Honorary Members, in accordance with College policies.

Section 9: Examinations

- 9.1 Pursuant to the *Act*, Regulation and these Bylaws, the Regulated Member examination process shall occur in accordance with College policies.

Section 10: Practice Permits

- 10.1 A practice permit shall be effective on January 1 and shall expire on December 31 of each year, unless otherwise indicated on the practice permit.
- 10.2 A completed application form for practice permit renewal, along with the required practice permit fees, must be received by the College by December 1 of each calendar year.
- 10.3 Notice of the fees shall be delivered to each applicant no later than 60 days prior to the renewal period, and shall describe the consequences of late payment and non-payment of fees.
- 10.4 Each Regulated Member shall pay to the College the practice permit renewal fee on or before December 1 of each calendar year.
- 10.5 On payment of the practice permit renewal fee, arrears, late fees and penalties set by College policies, the Registrar shall issue a formal receipt to the Regulated Member.

Section 11: Reinstatement

- 11.1 A former Regulated Member whose registration was cancelled under the *Act* or whose practice permit was cancelled under the *Act*, except if cancelled under Part 4 of the *Act*, may apply for reinstatement of registration, practice permit or both, by applying to the Registration Committee, in accordance with College policies, and by:
- 11.1.1 completing the form(s) required by the College; and
 - 11.1.2 submitting the form(s) and reinstatement fee(s) as determined by the College from time to time; and
 - 11.1.3 submitting appropriate verification of the required competencies consistent with the *Act*, Regulation, these Bylaws and College policies; and
 - 11.1.4 submitting information or any other requirements determined by the Registration Committee.
- 11.2 As soon as reasonably possible after receiving and considering the reinstatement application, the Registration Committee shall:
- 11.2.1 approve the application; or
 - 11.2.2 defer approval of the application until the applicant has successfully completed any requirements determined by the Registration Committee; or
 - 11.2.3 refuse the application.
- 11.3 If the Registration Committee approves, refuses or defers an application for reinstatement of a Regulated Member's registration, practice permit or both, the Registration Committee must provide written reasons for this decision to the Registrar.
- 11.4 The Registrar must in turn advise the applicant of the decision and provide the Registration Committee's decision and reasons to the applicant by Postal Service at the applicant's last known address.

Section 12: Reinstatement Following Non-Payment of Fees

- 12.1 A former Regulated Member who has ceased to be registered by reason only of a failure to renew his or her registration is eligible for reinstatement by the Council under section 45 of the *Act* where the former Regulated Member:
- 12.1.1 applies for reinstatement in the form required by the Registration Committee, not later than three months following the expiry of his or her registration; and
 - 12.1.2 is not in contravention of the *Act*, the Regulation, or these Bylaws; and
 - 12.1.3 pays the practice permit renewal fee; and
 - 12.1.4 pays a reinstatement fee, in accordance with College policies; and
 - 12.1.5 pays any outstanding fees, dues, levies or costs owing by the Regulated Member to the College.
 - 12.1.6 The Council may reinstate a person without charging any reinstatement fee where the person demonstrates that he/she was unable to comply with the requirement for payment of fees for renewal of his/her practice permit for reasons of undue hardship.

Section 13: Code of Ethics and Standards of Practice

- 13.1 The Council shall develop, consult upon, approve and implement a Code of Ethics and Standards of Practice, in accordance with Section 133 of the *Act*.
- 13.2 Regulated Members shall conduct themselves in accordance with the Code of Ethics and Standards of Practice.
- 13.3 The Council may add to, amend or repeal, in whole or in part, the Code of Ethics and/or Standards of Practice after Council:
- 13.3.1 sends the proposed changes to the Code of Ethics and/or the proposed changes to the Standards of Practice to all Regulated

Members and provides Regulated Members 45 days from the date of distribution to submit comments to the Council; and

13.3.2 provides a copy of the proposed changes to the Code of Ethics and/or the proposed changes to the Standards of Practice to the Minister and to any persons determined by the Council for review and comment; and

13.3.3 reviews and considers comments received from Regulated Members, the Minister, and from other persons who are provided with a copy of the proposed changes, which the Council receives.

- 13.4 Upon proceeding with the review under Section 13.3 of these Bylaws, the proposed changes to the Code of Ethics and/or the proposed changes to the Standards of Practice are deemed to be implemented, upon a resolution of the Council to that effect.

Section 14: Liability Insurance

- 14.1 All Regulated Members must provide evidence of having the type and amount of professional liability insurance, in accordance with College policies.

Section 15: Amendment of Bylaws

- 15.1 Proposed changes to these Bylaws must be mailed to all Regulated Members in good standing at least 45 days prior to an Annual General Meeting, at which time the amendment to the Bylaws shall be considered, or a Special Meeting at which the amendment to the Bylaws shall be considered.
- 15.2 The Bylaws may only be amended or repealed by a special resolution of Regulated Members at an Annual General Meeting or a Special Meeting of the College.