



## **College By-laws**

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# BY-LAWS OF THE COLLEGE OF OPTOMETRISTS OF ONTARIO

## PART 1 - DEFINITIONS

### 1.01 Definitions

(1) In these By-laws, unless otherwise defined or required by the context,

"**Act**" means the *Optometry Act, 1991* including its associated regulations;

"**Appointed Council Member**" means a person appointed to Council by the Lieutenant Governor in Council;

"**Code**" means the *Health Professions Procedural Code*, which is Schedule 2 of the *Regulated Health Professions Act, 1991*;

"**College**" means the College of Optometrists of Ontario;

"**Committee**" means a committee established under s. 10 of the Code or a committee established under these By-laws;

"**Committee Member**" means a member of a Committee;

"**Committee Meeting**" means a meeting of any Committee but does not include a hearing or a meeting of a panel of a Committee;

"**Council**" means the Council established under Section 6 of the Act;

"**Council Committee Member**" means a Member of the College who is elected to Council and appointed by Council to a Committee, and includes a Member appointed to a Committee to fill a vacancy;

"**Council Meeting**" means a meeting of Council;

"**Council Member**" means an Elected Council Member, an Appointed Council Member and/or a member of Council selected from the Faculty of the University of Waterloo School of Optometry and Vision Science;

"**Elected Council Member**" means a Member of the College elected to Council in accordance with these By-laws (including district 6);

"**Faculty**" means a person who belongs to the faculty of the University of Waterloo School of Optometry and Vision Science. However, Faculty does not include a person who has only been granted an appointment for research or a special appointment, a visiting or adjunct instructor, or a person who holds a similarly restricted position;

**"Life Member"** means a Member or former Member of the College who has been designated as a Life Member by the College because, among other things, he or she has practised optometry in Ontario for at least 25 years and has retired from practising optometry;

**"Member"** means a person or health profession corporation registered with the College, as the case may be;

**"Resolution"** means a vote of at least a majority of those Council Members in attendance at the meeting and voting on the resolution;

**"RHPA"** means the *Regulated Health Professions Act, 1991*, including its associated regulations and the Code;

**"Special Resolution"** means a vote of at least a 2/3<sup>rd</sup>s majority of Council Members in attendance at the meeting and voting on the resolution; and

**"Written Resolution"** means a Resolution or Special Resolution passed by Council Members in the absence of a meeting in person, and the position or vote of any Council Member may be communicated in writing, including fax, e-mail and any other manner as Council may determine.

- (2) Any term not defined in these By-laws shall have the meaning provided to it in the RHPA or the Act.

## 1.02 Seal

The seal depicted below is the seal of the College.



## PART 2 - AMENDMENT OR REVOCATION OF BY-LAWS

### 2.01 Special Resolution is Required

- (1) A Special Resolution is required to amend or revoke these By-laws, or make new By-laws.
- (2) Written notice of all motions applying to the making, amending or revoking of a By-law shall be circulated:
  - (a) to Council Members at least 14 days prior to the tabling of such motion; and

- (b) when required under Section 94(2) of the Code, to all Members at least 60 days prior to the tabling of such motion.
- (3) Every By-law, including every amendment and revocation of a By-law, shall be dated and numbered according to the date on which it was passed, certified by the President or Vice-President, in addition to the Registrar, sealed and maintained in a book in its chronological order.

### **PART 3 - BANKING AND FINANCE**

#### **3.01 Banking**

- (1) The College shall open an account at a Schedule 1 Canadian chartered bank.
- (2) The College shall:
  - (a) open all accounts required for the operation of the College, and
  - (b) unless otherwise earmarked, deposit all monies belonging to the College, with the bank.
- (3) Except for payments out of the petty cash fund, all College payments shall be made by electronic transfer, credit card, cheque, draft or money order drawn on the College's bank account.

#### **3.02 Bank Signing Authority**

Subject to these By-laws, Council may authorize by Resolution any individual to sign contracts, documents, cheques or other instruments pertaining to the College's bank account. In the absence of such Resolution, any of the President, Vice-President or the Treasurer, in addition to the Registrar, is authorized to sign banking documents on behalf of the College.

#### **3.03 Authorization by Electronic Signature**

Electronic signatures may not be used on any securities or negotiable instruments, unless authorized by Council by Resolution.

#### **3.04 Investments**

- (1) College funds not immediately required for use by the College may be invested.
- (2) The Executive Committee shall recommend, for approval by Council, an investment policy for investing the College's funds in a reasonably safe and secure manner.
- (3) Council may authorize, by Resolution, any employee of the College to give directions to an investment advisor.

- (4) All securities and other negotiable instruments in which the College's monies have been invested shall be registered in the name of the College.
- (5) Council shall oversee and ensure that a process is in place to fairly evaluate the College's investments and investment advisor annually.

### **3.05 Custody of Securities**

- (1) The Registrar, Treasurer or other individual appointed by Council shall maintain a record of all securities and other negotiable instruments owned by the College.
- (2) Any deposit, cashing or transferring of securities shall require the signature of either the President, Vice-President or Treasurer, in addition to the Registrar.

### **3.06 Borrowing**

- (1) Council may, by Special Resolution:
  - (a) borrow money on the credit of the College;
  - (b) limit or increase the amount of money the College may borrow; or
  - (c) pledge assets of the College.

The Executive Committee shall review, from time to time, the terms and conditions of any monies borrowed by the College.

### **3.07 Petty Cash**

- (1) The College shall maintain a petty cash fund of up to \$1,000. The Registrar must authorize expenditures from the petty cash fund.

### **3.08 Authorization of Expenses**

- (1) If a College expenditure has previously been approved as an item in the College's budget:
  - (a) any expense under \$25,000 requires only the Registrar's approval; and
  - (b) any expense of or exceeding \$25,000 requires, in addition to the Registrar, the approval of either the President, Vice-President or Treasurer.
- (2) If a College expenditure is not an item in the College budget, the Executive Committee shall review the expenditure and make recommendations to Council as to whether or not to approve the expenditure.

### **3.09 Fiscal Year**

The fiscal year of the College is January 1<sup>st</sup> to December 31<sup>st</sup>.



### **3.10 Auditors**

- (1) At the first meeting following the election of the Executive Committee, the Executive Committee must appoint an auditor to audit the accounts of the College and hold office for the ensuing year.
- (2) Council shall oversee and ensure that a process is in place to fairly evaluate the auditor annually.
- (3) The auditor shall present the results of its annual audit to Council when requested to do so by Council. The results of each annual audit shall be published in the annual report of the College.

## **PART 4 - INSURANCE AND INDEMNIFICATION**

### **4.01 Insurance Coverage for College**

The College shall, after consulting with an insurance broker regarding the College's requirements, obtain comprehensive insurance coverage for, among other things, directors and officers liability, fidelity, property damage and personal injury.

### **4.02 Indemnification of College Representatives**

The College shall indemnify and save harmless every Council Member, Committee Member, employee, appointee or other duly designated representative of the College and their heirs, executors and administrators, and estates, out of the funds of the College from and against,

- (1) all costs, charges and expenses whatsoever that he or she 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 position or employment, and
- (2) all other costs, charges and expenses that he or she sustains or incurs in relation to the College's affairs,

except such costs, charges or expenses incurred as a result of his or her own wilful misconduct or gross negligence.

## **PART 5 - EXECUTION OF DOCUMENTS**

### **5.01 Signing Authority**

- (1) Unless otherwise indicated in these By-laws, either the President, Vice-President or Treasurer, in addition to the Registrar, or any individual appointed by Resolution or Special Resolution of Council, may sign documents or instruments requiring the signature of the College.

- (2) The Registrar may sign summonses, notices and orders on behalf of the College.

## **PART 6 - ELECTION OF COUNCIL MEMBERS**

### **6.01 Electoral Districts**

- (1) Council shall consist of:
- (a) Nine Elected Council Members elected from the following electoral districts:
    - (i) **"District 1"** which comprises the municipality of Toronto and the regional municipalities of Halton, City of Hamilton, Niagara, Peel and York;
    - (ii) **"District 2"** which comprises the Northern Electoral District, composed of the territorial districts of Algoma, Cochrane, Kenora, Manitoulin, Nipissing, Parry Sound, Rainy River, City of Greater Sudbury, Thunder Bay and Timiskaming, the counties of Bruce, Dufferin, Grey, Haliburton, Huron; Renfrew and Simcoe and the district municipality of Muskoka;
    - (iii) **"District 3"** which comprises the Eastern Electoral District, composed of the counties of Frontenac, Hastings, Lanark, Northumberland, Peterborough, Prince Edward, Kawartha Lakes, Leeds & Grenville, Lennox and Addington, Prescott and Russell United Counties, Stormont, Dundas and Glengarry and the Durham Region and the City of Ottawa;
    - (iv) **"District 4"** which comprises the Western Electoral District, composed of Brant, Elgin, Essex, Chatham-Kent, Lambton, Middlesex, Oxford, Perth and Wellington and the regional municipalities of Haldimand County, Norfolk County and Waterloo; and
    - (v) **"District 5"** which comprises the Provincial Electoral District, composed of the whole of the Province of Ontario;
  - (b) 8 Appointed Council Members; and
  - (c) 1 Member, who has been selected from the Faculty of the University of Waterloo School of Optometry and Vision Science, provided that that person has first been elected, in the manner set out in these By-laws, by those Members who belong to the Faculty of the University of Waterloo School of Optometry and Vision Science. The electoral district for this Council position will be referred to as **"District 6"**.

- (2) The following electoral districts shall elect the following number of Elected Council Members:

<b>District</b>	<b>Elected Council Members</b>
District 1	2
District 2	1
District 3	1
District 4	1
District 5	4
District 6	1

- (3) With the exception of district 6:
- (a) Council may, by Special Resolution, redefine:
    - (i) the geographic area of each electoral district; and
    - (ii) the number of Elected Council Members for each electoral district, to create balanced representation amongst the electoral districts based on general population; and
  - (b) if an electoral district has no candidate at the time of an election, that Council seat shall be transferred to District 5 to allow for any eligible Member to stand for election for that Council seat.

## **6.02 Voting Eligibility**

A Member is eligible to vote in an election for Council if, on the 45<sup>th</sup> day before the election, the Member:

- (a) is the holder of:
  - (i) a general certificate of registration; or
  - (ii) an academic certificate of registration; and
- (b) after having been provided with an opportunity to rectify any failure of his or her obligations to the College:
  - (i) has paid any fee, penalty or order for costs owing to the College;
  - (ii) has submitted to the College all required forms and documents; and

(iii) is otherwise in good standing with the College;

### **6.03 Timing of Council Member Elections/Selection**

- (1) Elections or selection for Council shall take place as follows:
  - (a) For district 1:
    - (i) one Council Member in 2012 and every third year thereafter; and
    - (ii) one Council Member in 2013 and every third year thereafter;
  - (b) For districts 2 and 3 one Council Member each in 2013, and every third year thereafter;
  - (c) For district 4 one Council Member in 2012, and every third year thereafter;
  - (d) For district 5:
    - (i) one Council Member in 2012 and every third year thereafter;
    - (ii) one Council Member in 2013 and every third year thereafter; and
    - (iii) two Council Members in 2014 and every third year thereafter;
  - (e) For district 6, one Council Member in 2012 and every third year thereafter.
- (2) Council elections and selection shall take place before November 1<sup>st</sup> in any given year.

### **6.04 Eligibility for Election of Council Members for Districts 1 Through 5**

- (1) A Member shall be eligible for election to Council if:
  - (a) by the deadline for the receipt of the nomination:
    - (i) the Member principally resides in or practises optometry in the district for which the Member is seeking election;
    - (ii) the Member is the holder of:
      - (A) a general certificate of registration; or
      - (B) an academic certificate of registration,

and the certificate is not subject to a term, condition or limitation that does not already apply to every Member who possesses that class of certificate;

- (iii) the Member is not a member of the Faculty of the University of Waterloo School of Optometry and Vision Science;
  - (iv) the Member files with the Registrar a written agreement to resign from all of the applicable following positions if elected as a Council Member:
    - (A) an elected representative, director or officer or employee of, or a party to a contractual relationship (if it is reasonable to expect that a real or apparent conflict of interest may arise) to provide services to, the Ontario Association of Optometrists, the Canadian Association of Optometrists or any other organization determined by Council, or
    - (B) an appointed Committee chairperson or member of a committee of the Ontario Association of Optometrists, the Canadian Association of Optometrists or any other organization determined by Council;
  - (b) after having been provided with an opportunity to rectify any failure in his or her obligations to the College, the Member:
    - (i) has paid any fee, charge or order for costs owing to the College,
    - (ii) has submitted to the College all required forms and documents, and
    - (iii) is otherwise in good standing with the College;
  - (c) the Member is not the subject of any disciplinary or incapacity proceedings; and
  - (d) the Member has not been disqualified by Council as a Council Member or Committee Member in the preceding six years; and
- (2) No Member shall be a candidate for Council Member in more than one district during an election.

#### **6.05 Eligibility for Selection of District 6 Council Member**

- (1) A Member who is a member of the Faculty of the University of Waterloo School of Optometry and Vision Science shall be eligible for selection to Council if, on the date of selection:

- (a) the Member files with the Registrar a written agreement to resign from all of the applicable following positions if selected as a Council Member:
    - (i) an elected representative, director or officer or employee of, or a party to a contractual relationship (if it is reasonable to expect that a real or apparent conflict of interest may arise) to provide services to, the Ontario Association of Optometrists, the Canadian Association of Optometrists or any other organization determined by Council, or
    - (ii) an appointed Committee chairperson or member of a committee of the Ontario Association of Optometrists, the Canadian Association of Optometrists or any other organization determined by Council;
  - (b) the Member is the holder of:
    - (i) a general certificate of registration; or
    - (ii) an academic certificate of registration;and the certificate is not subject to a term, condition or limitation that does not already apply to every Member who possesses that class of certificate;
  - (c) after having been provided with an opportunity to rectify any failure in his or her obligations to the College, the Member:
    - (i) has paid any fee, charge or order for costs owing to the College,
    - (ii) has submitted to the College all required forms and documents, and
    - (iii) is otherwise in good standing with the College;
  - (d) the Member is not the subject of any disciplinary or incapacity proceedings;
  - (e) the Member has not been disqualified by Council from being a Council Member or Committee Member in the preceding six years.
- (2) No Member shall be a candidate for Council Member in more than one district during an election.

#### **6.06 Term of Office for Council Members**

- (1) The term of office of a Council Member is three years, beginning from the first regular Council meeting after the Member was elected, appointed or selected, as the case may be, until his or her successor takes office in accordance with these By-laws.

- (2) A Council Member may serve more than one term. However, no person may be an Elected Council Member for more than nine consecutive years. Time served as an Elected Council Member as a result of the filling of a vacancy in between Council elections shall not be included in the calculation.

#### **6.07 Nominating Procedure**

- (1) At least 60 days before the date of election each year, the Registrar shall, in the districts where elections are to be held in that year, invite in writing any Member wishing to stand for election to Council.
- (2) A Member's written intent must be returned to the Registrar no later than 30 days before the election.

#### **6.08 Election Procedure**

- (1) Each eligible Member may vote once for a candidate:
  - (a) in one of the following:
    - (i) in the district in which the Member's primary place of practise is located; or, if a Member does not practise optometry in Ontario, in the district where he or she primarily resides; or
    - (ii) if the Member also belongs to the Faculty of the University of Waterloo School of Optometry and Vision Science, in district 6; and
  - (b) in district 5.
- (2) If a Member practises optometry in multiple electoral districts and has not declared a primary place of practise, the College shall select the electoral district in which the Member is eligible to vote on the Member's behalf.
- (3) When there is more than one candidate for a position, the Registrar shall, at least 15 days before an election, send each Member entitled to vote in an election:
  - (a) a clearly marked ballot;
  - (b) a blank envelope, if necessary;
  - (c) a return mail envelope, if necessary;
  - (d) the campaign material provided by each candidate; and
  - (e) voting instructions.
- (4) Upon receipt of a Member's ballot, the Registrar shall:

- (a) open the return mail envelope; and
  - (b) place the blank envelope containing the ballot in the ballot box.
- (5) At the completion of the election, the Registrar shall tally the votes on each ballot received.
  - (6) The candidate (or his or her designate) is entitled to be present while the Registrar tallies the votes.
  - (7) The candidate who receives the most votes cast on a ballot for each contested electoral district shall be declared elected.
  - (8) If the votes on a ballot result in a tie, the Registrar shall resolve the deadlock by lot.
  - (9) If a position in an electoral district is not contested, the Registrar shall declare the candidate elected by acclamation.
  - (10) Where an issue arises with respect to a ballot that is not governed by these By-laws, the Registrar shall resolve the dispute in a fair and democratic manner.
  - (11) The Registrar shall report the results of the election to Council and the Members.
  - (12) If Council determines, by Special Resolution, that an alternative method of voting (such as electronic voting) would be preferable, Council shall create a procedure for voting in accordance with generally accepted principles of democracy and fairness.

#### **6.09 Vote Recount**

- (1) If a candidate has lost the election, the candidate (or his or her designate) may request a recount in the electoral district in which he or she was a candidate, provided that:
  - (a) he or she has lost the election by no more than 20 votes; and
  - (b) the request is made in writing to the Registrar within 7 days of the results of the election being reported.
- (2) The recount shall occur within 14 days of a valid recount request.
- (3) The candidate requesting the recount and the candidate previously declared the winner (or a designate of each) shall be entitled to be present at the recount.
- (4) If the outcome of the recount changes the election results:
  - (a) the candidate requesting the recount shall be refunded any fees paid; and



- (b) the candidate who has now received the most votes on the ballot shall be declared elected.
- (5) If the recount of the votes on the ballot results in a tie, the Registrar shall resolve the deadlock by lot.
- (6) Where an issue arises with respect to the recount that is not governed by these By-laws, the Registrar shall resolve the dispute in a fair and democratic manner.
- (7) The Registrar shall report the results of the recount to Council and the Members.
- (8) The Registrar may destroy the ballots 8 days after the election or, if a recount has been requested, 8 days after the recount.

#### **6.10 Election Challenge**

- (1) A candidate or his or her designate may only challenge an election if:
  - (a) he or she submits the challenge in writing to the Registrar within:
    - (i) 7 days after the election results are reported; or
    - (ii) if a vote recount has occurred, 7 days after the vote recount results are reported; and
  - (b) provide a detailed description of the reason for challenging the vote.
- (2) Within 7 days of a the Registrar receiving a valid election challenge, Council shall appoint:
  - (a) a panel consisting of 3 Council Members, at least one of whom is an Appointed Council Member, to hold an inquiry into the election (the "Election Challenge Committee"); and
  - (b) provide a deadline (which may, depending on the circumstances, be extended) by which the Election Challenge Committee must report its findings to Council in writing.
- (3) No member of the Election Challenge Committee shall be a Council Member who was elected during the election being disputed.
- (4) The Election Challenge Committee shall:
  - (a) provide all candidates with:
    - (i) notice of the challenge in writing; and

- (ii) a reasonable opportunity to make submissions regarding the challenge in the time and manner determined by the Election Challenge Committee.
  - (b) conduct an investigation, if necessary; and
  - (c) based on a majority vote, make findings of the facts; and
  - (d) report its findings and reasoning to the candidates and to Council in writing.
- (5) Depending on the findings of the Election Challenge Committee, Council may, by Resolution, direct the Registrar to:
- (a) hold a new election for some or all of the districts;
  - (b) recount the votes;
  - (c) hold a by-election or run-off between two candidates;
  - (d) carry out any other means that Council determines would resolve the challenge in a fair and democratic manner.
- (6) If any allegation of the challenge is determined by the Election Challenge Committee to be valid, the candidate challenging the election shall be refunded any fees paid to the College for making the challenge.

#### **6.11 Council Vacancies**

- (1) If an Elected Council Member's seat becomes vacant during the first 2 years of a Council Member's term:
  - (a) Council shall appoint the candidate who received the most votes during the previous election to fill the vacant position in that district provided that:
    - (i) the Member agrees to fill the vacant position; and
    - (ii) the Member is eligible to be a Council Member; or
  - (b) if the above requirements cannot be satisfied, the Registrar shall hold a by-election to fill the vacancy.
- (2) If the seat of an Elected Council Member becomes vacant in the third year of a Council Member's term, Council is not required to fill the vacancy.
- (3) If a vacancy on Council is filled by holding a by-election and the votes cast result in a tie, the Registrar shall resolve the deadlock by lot.

- (4) Where an issue arises that is not governed by these By-laws during an election, the Registrar shall resolve the dispute in a fair and democratic manner.
- (5) The term of the replacement Council Member shall continue until the term of the previous Elected Council Member's term would have expired.

## **6.12 Unexpected Circumstances**

If, for whatever reason, the election cannot be held in the time or manner intended, the Registrar with consent of the Executive Committee, may delay or extend the election so as to hold the election in a fair and democratic manner.

## **PART 7 - ELECTION OF OFFICERS**

### **7.01 Officers**

The officers of the College consist of a President, Vice-President and Treasurer as well as such other officer position as Council may determine by Special Resolution.

### **7.02 Nomination Procedure**

- (1) Before the first regular Council Meeting each year the Registrar shall invite in writing all Council Members wishing to stand for election to the office of the President, Vice-President, Treasurer and any other officer position as Council may determine.
- (2) A Council Member's written intent must be returned to the Registrar before the Council Meeting when the election of officers is to take place.

### **7.03 Process for Election of Officers**

- (1) The election of officers shall take place on an annual basis at the first Council Meeting of each year.
- (2) At a Council Meeting during which an election of officers occurs:
  - (a) a special quorum of at least 2/3rds of all Council Members must be present;
  - (b) the Registrar shall present the names of candidates who have indicated their interest for each officer's position;
  - (c) when an officer's position is not contested, the Registrar shall declare the candidate elected by acclamation; and
  - (d) when there is more than one candidate for an officer's position:
    - (i) voting shall be conducted by secret ballot;

- (ii) the Registrar shall count the ballots, and report the results to Council;
  - (iii) the candidate who receives the most votes cast on a ballot shall be declared elected; and
  - (iv) if there is a tie in votes cast, the Registrar shall resolve the deadlock by lot.
- (3) Where an issue arises that is not governed by these By-laws during an election, the Registrar shall resolve the dispute in a fair and democratic manner.

#### **7.04 Officer Term Limits**

The term of an officer is one year, beginning from the first regular Council meeting after the officer was elected by Council until the officer's successor takes office.

#### **7.05 Officer Vacancies**

- (1) If the position of the President becomes vacant, the Vice-President shall become President.
- (2) If the position of the Vice-President or Treasurer becomes vacant, Council shall elect by Resolution a Council Member to fill the position(s) for the remainder of the term.
- (3) If the position of any other officer becomes vacant, that position:
  - (a) may remain vacant until the term of the previous holder of that position would have expired; or
  - (b) Council may, by Resolution, elect a Council Member to fill the position for the remainder of the term.
- (4) If there is a tie in votes cast for an election for a vacant officer's position, the Registrar shall resolve the deadlock by lot.
- (5) Where an issue arises that is not governed by these By-laws during an election, the Registrar shall resolve the dispute in a fair and democratic manner.

### **PART 8 - APPOINTMENT TO COMMITTEES**

#### **8.01 Eligibility of Members for Appointment to Committees**

A Member shall be eligible to be appointed for a term of one year as a Committee Member if, on the date of appointment:

- (1) the Member's certificate of registration is not subject to a term, condition or limitation that does not already apply to every Member who possesses that class of certificate;
- (2) the Member is not the subject of any disciplinary or incapacity proceeding;
- (3) the Member is not:
  - (a) an elected representative, director or officer or employee of, or a party to a contractual relationship (if it is reasonable to expect that a real or apparent conflict of interest may arise) to provide services to, the Ontario Association of Optometrists, the Canadian Association of Optometrists or any other organization determined by Council, or
  - (b) an appointed Committee chairperson or member of a committee of the Ontario Association of Optometrists, the Canadian Association of Optometrists or any other organization determined by Council if it is reasonable to expect that a real or apparent conflict of interest may arise;
- (4) the Member has not been disqualified as Council Member or Committee Member in the preceding three years; and
- (5) after having been provided with an opportunity to rectify any failure in his or her obligations to the College, the Member:
  - (a) has paid any fee, charge or order for costs owing to the College,
  - (b) has submitted to the College all required forms and documents, and
  - (c) is otherwise in good standing with the College.

## **8.02 Obtaining Volunteers for Committees**

- (1) In the case of Council Members:
  - (a) before the first regular meeting of Council in each year the Registrar shall invite in writing all Council Members to indicate in writing their preferences for committee appointment(s); and
  - (b) a Council Member's written intent must be returned to the Registrar before the first regular meeting of the Council for the year.
- (2) In the case of non-Council Members:
  - (a) the Registrar, at the same time that nomination ballots for Council are distributed, shall invite in writing all Members to indicate in writing any Committee on which they volunteer to sit; and

- (b) a Member's written intent must be returned to the Registrar before the first regular meeting of Council for the year.
- (3) A Member who volunteers to serve on a Committee and is either:
  - (a) an elected representative, director or officer or employee of, or a party to a contractual relationship (if it is reasonable to expect that a real or apparent conflict of interest may arise) to provide services to, the Ontario Association of Optometrists, the Canadian Association of Optometrists or any other organization determined by Council, or
  - (b) an appointed Committee chairperson or member of a committee of the Ontario Association of Optometrists, the Canadian Association of Optometrists or any other organization determined by Council if it is reasonable to expect that a real or apparent conflict of interest may arise;

must, at the time of submitting their written intent, file with the Registrar a written agreement to resign from the conflicting position if appointed to serve on a Committee.

### **8.03 Process for Appointing Committee Members and Committee Chairs**

- (1) As soon as possible after the Executive Committee's election, the Executive Committee, with the assistance of the Registrar, shall meet to appoint Council Members and non-Council Members volunteering to sit on a Committee and shall:
  - (a) review the Committee preferences provided to the Registrar by each Council Member and non-Council Member;
  - (b) consider other relevant factors including past experience, conflicts of interest, workload and the fair representation of each district on Committees;
  - (c) rank Council Members and non-Council Members in order of preference, and include documentation of each person's qualifications relating to the work of the Committee; and
  - (d) shall appoint a chair for each Committee.
- (2) At the next Council meeting, the Executive Committee shall present the appointments to Council to be ratified by Resolution.
- (3) If the Executive Committee is unable to meet the composition requirements set out in these By-laws of any Committee, Council may temporarily adjust the composition until those requirements can be met.

#### **8.04 Committee Vacancies**

- (1) If a vacancy of a Committee Member occurs, the Executive Committee may appoint a replacement Committee Member.
- (2) If a vacancy of a Committee Chair occurs, the Executive Committee must appoint a replacement Committee Chair.
- (3) At the next Council meeting, the Executive Committee shall present the replacement Committee Member(s) or replacement Committee Chair(s) to Council to be ratified by Resolution.

### **PART 9 - DISQUALIFYING OR SANCTIONING COUNCIL MEMBERS AND COMMITTEE MEMBERS**

#### **9.01 Grounds for Disqualifying or Sanctioning an Elected Council Member or Committee Member**

- (1) Council shall disqualify an Elected Council Member or Committee Member from sitting on Council or a Committee, as the case may be, if he or she:
  - (a) is found by a panel of the Discipline Committee to be incompetent or to have committed an act of professional misconduct;
  - (b) is found by a panel of the Fitness to Practise Committee to be an incapacitated member;
  - (c) was elected in electoral districts 1 through 4, and ceases to principally reside in or practise optometry in the electoral district for which the Member was elected;
  - (d) was elected in district 6 and ceases to be a member of the Faculty of the University of Waterloo School of Optometry and Vision Science;
  - (e) ceases to be the holder of:
    - (i) a general certificate of registration; or
    - (ii) academic certificate of registration;
  - (f) after having been provided with an opportunity to rectify any failure in his or her obligations to the College:
    - (i) remains in default of any fee, charge or order for costs owing to the College,
    - (ii) fails to submit to the College all required forms and documents, or
    - (iii) ceases to otherwise be in good standing with the College;

- (g) has a term, condition or limitation on his or her certificate of registration that does not already apply to every Member who possesses that class of certificate;
  - (h) fails to sign, on an annual basis, a confidentiality agreement with the College, in the form approved by Council;
  - (i) breaches Section 36 of the RHPA or the By-laws of the College that require Council Members or Committee Members to preserve the confidentiality of information disclosed during the course of his or her duties as a Council Member or Committee Member;
  - (j) depending on the eligibility requirements for a Council Member or Committee Member set out in Parts 6 and 8, becomes an elected representative, board member, director, officer or employee of, or enters into a contractual relationship to provide services (if it is reasonable to expect that a real or apparent conflict of interest may arise) to:
    - (i) the Ontario Association of Optometrists,
    - (ii) the Canadian Association of Optometrists, or
    - (iii) any other organization determined by Council;
  - (k) depending on the eligibility requirements for a Council Member or Committee Member set out in Parts 6 and 8, becomes an appointed committee chairperson or member of a committee of:
    - (i) the Ontario Association of Optometrists,
    - (ii) the Canadian Association of Optometrists, or
    - (iii) any other organization determined by Council;
  - (l) subject to the discretion of Council to excuse the absence:
    - (i) fails to attend any two of three consecutive regular meetings of the Council;
    - (ii) fails to attend any two of three consecutive regular meetings of a Committee of which he or she is a member; and
    - (iii) fails to attend a hearing or proceeding, or part thereof, of a panel on which he or she sits.
- (2) An Elected Council Member or a Committee Member may also be removed from their position or sanctioned if they contravene their duties (including abiding by the College's Code of Conduct and conflict of interest provisions).



## **9.02 Grounds for Requesting the Disqualification or Sanctioning of an Appointed Council Member**

- (1) The College shall request the Public Appointments Secretariat to disqualify and remove an Appointed Council Member from Council if the Appointed Council Member:
  - (a) becomes a Member;
  - (b) fails to sign, on an annual basis, a confidentiality agreement with the College, in the form approved by Council;
  - (c) breaches Section 36 of the RHPA or the By-laws of the College that require Committee Members to preserve the confidentiality of information obtained in the course of his or her duties as a Committee Member;
  - (d) depending on whether the person is a Council Member or Committee Member, becomes an elected representative, Board member, director, officer or employee of, or enters into a contractual relationship (if it is reasonable to expect that a real or apparent conflict of interest may arise) to provide services to the Ontario Association of Optometrists, the Canadian Association of Optometrists or any other organization determined by Council;
  - (e) depending on whether the person is a Council Member or Committee Member, becomes an appointed Committee chairperson or member of a Committee of the Ontario Association of Optometrists, the Canadian Association of Optometrists or any other organization determined by Council; or
  - (f) subject to the discretion of Council to excuse the absence:
    - (i) fails to attend any two of three consecutive regular meetings of the Council;
    - (ii) fails to attend any two of three consecutive regular meetings of a Committee of which he or she is a Member; or
    - (iii) fails to attend a hearing or proceeding, or part thereof, of a panel on which he or she sits.
- (2) The College may also request the removal of an Appointed Council Member or sanction an Appointed Council Member if they contravene their duties (including abiding by the College's Code of Conduct and conflict of interest provisions).

### **9.03 Process for Disqualifying or Sanctioning a Council Member and Committee Member**

- (1) The following process shall be used to disqualify or sanction an Elected Council Member, Committee Member or Appointed Council Member (the "Subject Member"):
  - (a) Where a Council Member or the Registrar believes that the College should consider the disqualification or sanction of the Subject Member, the Council Member or Registrar shall advise the Executive Committee in writing;
  - (b) The Executive Committee shall:
    - (i) provide the Subject Member with:
      - (A) notice of the concerns in writing, and
      - (B) reasonable time to make submission in the time and manner determined by the Executive Committee;
  - (c) The Executive Committee shall based on at least a 2/3<sup>rd</sup>s majority vote make a preliminary finding of the facts and, in writing, report those findings and its reasoning to the Subject Member and Council, and, depending on the circumstances, the individual who brought the matter to the Executive Committee's attention;
  - (d) The Executive Committee may then, based on at least a 2/3<sup>rd</sup>s majority vote, either:
    - (i) sanction the Subject Member, provided the sanction does not include the disqualification, request to disqualify or dismissal of the Subject Member. Sanctions by the Executive Committee may include:
    - (ii) dismiss the allegations against the Subject Member; or
    - (iii) refer the matter to Council.
  - (e) If either the individual who brought the matter to the Executive Committee's attention or the Subject Member is of the view that Council's involvement is required, they shall provide, in writing, their concern to the attention of the President within 15 days after being notified and the issue will be placed on the agenda for the next Council meeting.
  - (f) Council shall:

- (i) advise the Subject Member and the individual who brought the matter to the Executive Committee's attention:
    - (A) that the matter has been referred to Council; and
    - (B) of their opportunity to make submissions in the manner determined by Council;
  - (ii) conduct an investigation, if necessary; and
  - (iii) by Special Resolution make a finding of fact and, in writing, report those findings and its reasoning to the Subject Member, and, depending on the circumstances, the individual who brought the matter to the Executive Committee's attention;
- (g) Council may then, based on a Special Resolution, either:
- (i) sanction the Subject Member (which may include the disqualification, or the request to disqualify the Subject Member); or
  - (ii) dismiss the allegations against the Subject Member.
- (2) In determining the appropriate sanction the Executive Committee and Council should be guided by the principle that the primary purpose of sanctions is to protect the College and to modify behaviour that could be potentially harmful to College.
- (3) The Subject Member, throughout the process, shall be temporarily suspended as a Council Member or Committee Member until a final decision by the College has been rendered or the Public Appointments Secretariat has removed the Appointed Council Member, as the case may be.
- (4) Before any debate is had or vote is taken by Council, throughout the process, Council shall consider whether the public should be excluded from all or part of the meeting in accordance with the Code.
- (5) Where Council votes to request the Public Appointments Secretariat to disqualify and remove an Appointed Council Member, the College shall make such a request to the Public Appointments Secretariat.
- (6) If the Subject Member is disqualified or removed as a Council Member or Committee Member, the College shall act as if a vacancy had been created as a result of a resignation.
- (7) A Subject Member who has been disqualified ceases to be a Council Member and a member of all Committees.

#### **9.04 Temporary Suspension of a Council Member or Committee Member**

- (1) A Council Member or Committee Member who becomes the subject of a disciplinary or incapacity proceeding (including, in the case of an Elected Council Member, one which originates at any time after the deadline for receipt of nominations), shall not serve on Council or on any Committee until a final decision (including any appeal) has been rendered.
- (2) An Elected Council Member and/or a Committee Member who, after having been provided with an opportunity to rectify a failure in their obligations to the College:
  - (a) remains in default of any fee, charge or order for costs owing to the College,
  - (b) fails to submit to the College all required forms and documents, or
  - (c) ceases to otherwise be in good standing with the College;(including, in the case of an Elected Council Member, a default which originates at any time after the deadline for receipt of nominations), shall not serve on Council or any Committee until the failure is remedied or the Elected Council Member and/or a Committee Member is disqualified.

### **PART 10 - DESCRIPTION OF DUTIES**

#### **10.01 Officers on Executive Committee**

- (1) The President, Vice-President and Treasurer are members of the Executive Committee.
- (2) In addition to the President, Vice-President and Treasurer, Council may, by Special Resolution, determine the composition of the Executive Committee provided that all members of the Executive Committee are Council Members.
- (3) Each additional member of the Executive Committee shall be elected in the same manner as the officers.

#### **10.02 President**

- (1) The President, with Council, is responsible for fulfilling mandate, objectives and strategic plans of the College. The President is directly accountable to Council and indirectly accountable to the government, the public and the profession for the effective governance of the College.
- (2) The President's duties include:
  - (a) providing effective leadership for Council;

- (b) presiding as chair of all Council Meetings and Executive Committee meetings, unless another chair has been appointed;
- (c) overseeing the operations of Council, including approving the agenda for Council Meetings and presenting an Executive Committee report at each Council Meeting;
- (d) working with the Registrar to ensure the efficient conduct of all Council Meetings and Executive Council meetings and that decisions of Council and the Executive Committee are implemented;
- (e) participating in the orientation of new Council Members, officers, Committee Members, chairs and volunteers and encouraging Members to participate in Council;
- (f) overseeing and ensuring that a process is in place to fairly evaluate the Registrar;
- (g) along with the Registrar, representing the College as the authorized spokesperson on College policies and positions;
- (h) signing contracts, documents or instruments on behalf of the College;
- (i) liaising with the Registrar on any issue relating to the interaction between Council Members and College staff; and
- (j) any other duty determined by Council.

### **10.03 Vice-President**

- (1) In the absence, inability or refusal of the President to act, the Vice-President shall have all the powers and perform all the duties of the President.
- (2) The Vice-President is directly accountable to Council and indirectly accountable to the government, the public and the profession for the effective governance of the College.
- (3) The Vice-President's duties include:
  - (a) serving on the Executive Committee;
  - (b) any duty delegated by the President;
  - (c) signing contracts, documents or instruments on behalf of the College; and
  - (d) any other duty determined by Council.

#### **10.04 Treasurer**

- (1) The Treasurer is directly accountable to Council and indirectly accountable to the government, the public and the profession for the effective governance of the College.
- (2) The Treasurer's duties include:
  - (a) serving on the Executive Committee;
  - (b) overseeing the management of the College's finances;
  - (c) delegating tasks related to the management of the College's finances;
  - (d) signing contracts, documents or instruments on behalf of the College; and
  - (e) any other duty determined by Council.

#### **10.05 Registrar**

- (1) The Registrar holds the most senior position on the College's staff and is the chief administrative officer of the College.
- (2) The Registrar is directly accountable to Council and, between Council meetings, to the Executive Committee.
- (3) The Registrar's duties include:
  - (a) overseeing the day to day affairs of the College;
  - (b) ensuring compliance with statutory obligations;
  - (c) implementing and monitoring College policies;
  - (d) facilitating the orderly transfer of presidential responsibility, when required;
  - (e) preparing and maintaining minutes of all Council and Executive Committee meetings and maintaining the College's records, documents and register;
  - (f) preparing agendas for meetings of Council and the Executive Committee, and submitting those agendas to the President for approval;
  - (g) providing notice of all Council and Executive Committee meetings;
  - (h) establishing and maintaining administrative, human resource, and financial operations of the College's office, in collaboration with Council

and the Executive Committee, to ensure effective management of the College;

- (i) hiring, promoting, terminating and establishing the terms, duration and severances of employment of College staff;
- (j) signing contracts, documents and other instruments as may be assigned by Council or as are incidental to the office of the Registrar;
- (k) recruiting personnel, ensuring an annual performance assessment and, when applicable, encouraging continuing professional development for College staff;
- (l) acting as official spokesperson for the College; and
- (m) any other duty determined by Council.

#### **10.06 Council Members**

- (1) The primary functions of a Council Member:
  - (a) is to debate and establish College policy; and
  - (b) to serve as a liaison between the College and those who elect or appoint them.
- (2) Council Member duties include:
  - (a) working with Council to abide by, develop, enforce and propose amendments to:
    - (i) the RHPA;
    - (ii) the Act; and
    - (iii) these By-laws;
  - (b) establishing policy, strategic direction and goals of the College, including approving statements of principles and positions related to College policy;
  - (c) supporting and implementing Council decisions;
  - (d) preparing for each Council meeting;
  - (e) monitoring the performance of the Registrar through feedback reports prepared by the President;
  - (f) ensuring appropriate succession planning for the Registrar; and

- (g) any other duty determined by Council.

#### **10.07 Committee Chairs**

- (1) The Committee chair reports to Council.
- (2) Committee chair duties include:
  - (a) chairing Committee meetings;
  - (b) approving meeting agendas prepared by College staff;
  - (c) assessing whether Committee Members have the resources and training to effectively perform the Committee's work;
  - (d) ensuring that the activities of the Committee are conducted within budget;
  - (e) working with the Committee and College staff to establish, monitor and execute Committee goals;
  - (f) providing effective leadership for the Committee and facilitating Committee Meetings;
  - (g) liaising with Council and reporting to the Executive Committee the affairs of the Committee;
  - (h) being spokesperson for the Committee and ensuring all Committee Members publicly support Committee decisions; and
  - (i) any other duty determined by Council.

### **PART 11 - OBLIGATIONS OF COUNCIL AND COMMITTEE MEMBERS**

#### **11.01 Conflict of Interest**

- (1) Council Members and Committee Members must not engage in any activities or decision-making where a conflict of interest may arise.
- (2) A conflict of interest means a Council Member or Committee Member's personal or financial interest or participation in an arrangement or agreement which influences, is likely to influence, or could be perceived as influencing that person's judgment or decision-making with respect to College matters.
- (3) The personal or financial interests of any family member or a close relation (such as a friend or business associate) of a Council Member or Committee Member shall be interpreted to be the interests of a Council Member or Committee Member.



- (4) Council Members and Committee Members must recognize that even the appearance of a conflict of interest can bring discredit to the College, and should be dealt with in the same manner as an actual conflict of interest.
- (5) A conflict of interest may amount to a breach of Council Members' fiduciary obligations and can create liability for everyone involved.
- (6) A Council Member or Committee Member shall not use College property or information of any kind to advance his or her own interests.

#### **11.02 Process for Declaring a Conflict of Interest for Council Members**

- (1) If a Council Member believes or suspects that he, she or any other Council Member may have a conflict of interest, including an appearance of a conflict of interest, in any matter which is the subject of deliberation or action by Council, he or she shall, prior to any consideration of the matter at the meeting, declare it to Council.
- (2) If there is any doubt about whether a conflict of interest exists, any Council Member may introduce a motion to have the conflict of interest issue determined by Council. On such a motion:
  - (a) the chair presiding over Council shall provide the Council Member introducing the motion a brief opportunity to explain why he or she believes the Council Member may have a conflict of interest;
  - (b) the chair presiding over Council shall provide the Council Member who is the subject of the potential conflict of interest a brief opportunity to explain why he or she believes that he or she does not have a conflict of interest;
  - (c) Council shall determine by Special Resolution using a secret ballot whether the Council Member has a conflict of interest; and
  - (d) The Council Member who is the subject of the potential conflict of interest and the Council member who initiates the conflict of interest motion shall not participate in the vote.
- (3) If a Council Member has or is determined to have a conflict of interest with respect to a matter that is the subject of deliberation or action by Council:
  - (a) the conflict of interest shall be recorded in the minutes of the Council meeting; and
  - (b) the Council Member shall:
    - (i) not participate in the debate in respect of the matter;

- (ii) refrain from voting on the matter;
- (iii) absent himself or herself from the room; and
- (iv) not attempt in any way to influence the voting or do anything that might be perceived as attempting to influence the decision of Council on the matter.

### **11.03 Process for Declaring a Conflict of Interest for Committee Members**

- (1) If a Committee Member believes or suspects that he, she or any other Committee Member may have a conflict of interest, including an appearance of a conflict of interest, in any matter which is the subject of deliberation or action by a Committee, he or she shall:
  - (a) prior to any consideration of the matter at the meeting, disclose to the Committee chair, Committee staff support, Committee, Registrar and/or the College's legal counsel the fact that he, she or any other Committee Member may have a conflict of interest;
  - (b) if the Committee Member has a conflict of interest or if there is any doubt about whether a conflict of interest exists, the Committee Member shall, unless the Committee chair has agreed otherwise:
    - (i) not participate in the debate in respect of the matter;
    - (ii) refrain from voting on the matter;
    - (iii) absent himself or herself from the room; and
    - (iv) not attempt in any way to influence the voting or do anything that might be perceived as attempting to influence the decision of the Committee on the matter; and
  - (c) the conflict of interest shall be recorded in the minutes of the Committee meeting.

### **11.04 One-Year Waiting Period**

- (1) Subject to subsection 11.04(2), there shall be a one-year waiting period with respect to:
  - (a) a Council Member or Committee Member who wants to work as an employee or on a contract with the College (if it is reasonable to expect that a real or apparent conflict of interest may arise) or hold any appointment by the College;

- (b) an employee, contractor or any other appointee of the College who wants to be a Council Member or Committee Member; and
- (c) an employee, contractor, appointee, director or officer of the Ontario Association of Optometrists, the Canadian Association of Optometrists or any other organization determined by Council who wants to:
  - (i) be an employee or work on a contract with the College (if it is reasonable to expect that a real or apparent conflict of interest may arise); or
  - (ii) hold any appointment by the College.

The one-year waiting period shall commence on the first day following the last day that the conflicting position was held by the individual.

- (2) Council may, under exceptional circumstances, adjust the one-year waiting period by Special Resolution.

#### **11.05 Confidentiality**

- (1) Section 36(1) of the RHPA states, in part:

Every person employed, retained or appointed for the purposes of the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act* and every Member of a Council or committee of a College shall keep confidential all information that comes to his or her knowledge in the course of his or her duties and shall not communicate any information to any other person ....

- (2) Council Members and Committee Members, College staff and persons retained or appointed by the College shall:
  - (a) maintain confidentiality of information disclosed to them in the course of discharging their duties, unless otherwise authorized by Council or permitted under Section 36(1) of the RHPA;
  - (b) refrain from communicating to Members, including Council Members or Committee Members, information regarding registration, complaints, reports, investigations, disciplinary or fitness to practise proceedings which could be perceived as an attempt to influence a statutory decision or a breach of confidentiality, unless:
    - (i) he or she is a Member of the same panel considering the matter, or
    - (ii) when there is no panel, of the same Committee considering the matter.

However, Council Members and Committee Members may discuss any other matter not prohibited by Section 36(1) of the RHPA and not arising from an *in camera* meeting;

- (c) be aware of and understand those exceptions to confidentiality obligations in Section 36(1) of the RHPA; and
- (d) seek advice if any doubt whether an exception applies.

#### **11.06 Code of Conduct**

- (1) Council Members and Committee Members must, at all times, when discharging their College duties, act in the College's best interest, maintain high standards of integrity, honesty, and loyalty.
- (2) The College's Code of Conduct for Council Members and Committee Members includes:
  - (a) being familiar and comply with the provisions of the RHPA, the Act, and the By-laws and policies of the College;
  - (b) actively participating in Council and Committees;
  - (c) regularly attending and being prepared for meetings on time, and participating constructively in debates;
  - (d) participating in all deliberations in a respectful and courteous manner, recognizing the diverse background, skills and experience of Council Members and Committee Members;
  - (e) abiding by and endorsing Council and Committee decisions, regardless of the level of prior personal disagreement; and
  - (f) avoiding and, where that is not possible, declaring any appearance of or actual conflicts of interest.
  - (g) preserving confidentiality of all information before Council and/or its Committees unless disclosure has been authorized by Council or otherwise exempted under s. 36(1) of the RHPA;
  - (h) refraining from communicating to Members, including Council Members or Committee Members, information regarding registration, complaints, reports, investigations, disciplinary or fitness to practise proceedings which could be perceived as an attempt to influence a statutory decision or a breach of confidentiality, unless:
    - (i) he or she is a Member of the same panel considering the matter, or

- (ii) when there is no panel, of the same Committee considering the matter;

However, Council Members and Committee Members may discuss any other matter not prohibited by Section 36(1) of the RHPA and not arising from an in camera meeting;

- (i) respecting the boundaries of College staff whose role is not to report to or work for individual Council Members or Committee Members;
- (j) being respectful of others and not engaging in behaviour that might reasonably be perceived as verbal, physical or sexual abuse or harassment; and
- (k) any other form of misconduct Council may determine.

### **11.07 Media and Official Communications**

- (1) Official communications on behalf of the College shall be coordinated through the Registrar.
- (2) The President and the Registrar are the authorized spokespersons of the College. On any given issue, they shall consult with one another to determine who will speak on behalf of the College.
- (3) The College shall develop an official communications policy.
- (4) All communications by the College to the media and to the public shall be consistent with the policies and positions of the College.

### **11.08 Speaking and Writing Engagements**

- (1) All requests inviting a Council Member, Committee Member or an employee, contractor or other appointee of the College to represent the College must be provided in writing to the Registrar giving details of the date, time and place, the topic and anticipated length of the presentation.
- (2) The Registrar in consultation with the President will accept or decline a request, and determine the appropriate representative to address the topic.
- (3) The contents of every engagement must be consistent with the approved policies and positions of the College, and shall be reviewed in advance by the Registrar.
- (4) No person in his or her capacity as a representative of the College shall receive any payment or benefit related to the engagement. If the payment or gift cannot in the circumstances be gracefully declined, it shall immediately be turned over to the Registrar for the benefit of the College.

- (5) Any Council Member, Committee Member or an employee, contractor or other appointee of the College speaking or writing on a topic involving the practise of optometry in a personal capacity must include a disclaimer that they are not speaking/writing as a representative of the College.

## **PART 12 - REMUNERATION OF ELECTED COUNCIL MEMBERS**

### **12.01 Remuneration Policy of the College**

Elected Council Members shall be paid a stipend and be reimbursed by the College for travelling and other expenses reasonably incurred in relation to the performance of their duties as Council Members or Committee Members in accordance with the College's remuneration policy.

## **PART 13 - COUNCIL**

### **13.01 Council Meetings**

- (1) Council Meetings shall be held at the College or any other location determined by the Registrar.
- (2) The Registrar shall serve as Council's secretary.
- (3) At least four Council meetings shall be held in a calendar year. Additional Council meetings may be called by:
  - (a) Resolution;
  - (b) the President; or
  - (c) the written request of a majority of Council Members.
- (4) A Council meeting may be held in any manner that allows all Members, along with any members of the public, to participate simultaneously and instantaneously.
- (5) Council meetings are open to the public. However, the public may be excluded from any meeting or part of a meeting in accordance with Section 7 of the Code.
- (6) Notice of a Council Meeting should:
  - (a) be communicated to Council Members as soon as practicable;
  - (b) be posted at least 14 days before the Council Meeting on the College's website;
  - (c) be published in English and French; and
  - (d) contain:

- (i) the date, time and location of the meeting;
  - (ii) the meeting agenda; and
  - (iii) an address and telephone number at which further information about the meeting may be obtained.
- (7) Briefing books should be posted on the College's website at least three days before any Council meeting. The failure to give notice or a briefing book, or the non-receipt of any notice or briefing book, shall not invalidate any actions taken by Council at a Council Meeting.
- (8) Minutes shall be kept for every Council Meeting and shall:
  - (a) include details of all motions, recommendations and decisions;
  - (b) be circulated to Council Members following the Council Meeting;
  - (c) be approved or amended at the next Council Meeting; and
  - (d) once approved:
    - (i) signed by the chair; and
    - (ii) provided to the Registrar by the chair to be kept with the College's records.

### **13.02 Meeting Agenda**

- (1) During a Council Meeting, Council may only consider:
  - (a) matters on the agenda; and
  - (b) any other matter that the majority of Council Members in attendance determine to be of an urgent nature.
- (2) A Council Meeting agenda may include:
  - (a) a discussion of any potential conflict of interest involving a Council Member;
  - (b) the review for approval or amendment of the minutes of a previous Council Meeting;
  - (c) review Committee reports and recommendations;
  - (d) any matter requiring Council's decision or direction;
  - (e) motions to be tabled at the meeting;

- (f) any other matters determined by the President.

### **13.03 Chair**

- (1) The President shall chair Council Meetings. However, Council may by Resolution appoint anyone else to preside as chair of a Council Meeting in lieu of the President, provided that, at all times, it does so in good faith and is not in an effort to usurp the function of the President as the presumptive chair of Council Meetings.
- (2) In the case of an appointed chair who is a not a Council Member, the chair:
  - (a) shall not participate in deliberations;
  - (b) may not vote; and
  - (c) shall undertake to maintain confidentiality.

### **13.04 Quorum**

- (1) A majority of Council Members constitutes a quorum to hold a Council meeting.
- (2) In determining whether or not a quorum has been met, the number of Council Members shall be deemed not to be reduced as a result of any vacancy on Council.

### **13.05 Voting**

- (1) Every motion shall, depending on the circumstances, be decided by Resolution or Special Resolution.
- (2) If the votes cast result in a tie, the chair shall not have a second vote and the motion will be defeated.
- (3) Every vote at a Council meeting shall be by a show of hands, roll call, secret ballot or as the chair of the meeting shall otherwise determine. A vote held during a meeting conducted through telecommunications shall be by way of roll call.
- (4) In the event of a roll call vote, the Registrar shall record the votes of each Council Member in the minutes of the meeting.

### **13.06 Written Resolutions**

A Written Resolution is as valid and effective as if passed at a Council Meeting.

### **13.07 Rules of Order of Council Meetings**

- (1) *Conduct*



- (a) Council Meetings shall be conducted in English.
- (b) All attendees shall turn off communications devices during Council Meetings.
- (c) Laptops shall only be used during Council Meetings to review materials related to the meeting and to take notes.
- (d) No one shall speak out of turn.

(2) ***General Procedure***

- (a) Council may informally discuss a matter without the requirement of a motion.
- (b) Council may decide matters by consensus or any other informal method. However, a motion should be made if it is Council's intention to vote on a matter.
- (c) College staff and consultants with expertise in a matter before Council may be permitted by the chair to answer specific questions.
- (d) Non-Council Members are not permitted to speak at a Council Meeting without the prior permission from the President or chair.
- (e) However, the President or chair may at any time request a non-Council Member to speak.

(3) ***Motions***

- (a) Before a matter may be voted on:
  - (i) it must be introduced by a Council Member;
  - (ii) Council Members must have an opportunity to debate it; and
  - (iii) a motion regarding the matter must be tabled and seconded.
- (b) When a motion is being debated, no other motion can be tabled except to:
  - (i) amend it;
  - (ii) postpone it;
  - (iii) vote on it;
  - (iv) adjourn the debate or the Council meeting; or
  - (v) refer the motion to a Committee.

- (c) The chair shall put the motion to a vote when:
    - (i) the debate on a matter has concluded;
    - (ii) Council has passed a motion to vote on the motion; or
    - (iii) when the time allocated to the debate of the matter has concluded.
  - (d) During a Council vote:
    - (i) no Council Member shall enter or leave the room; and
    - (ii) no further debate is permitted.
  - (e) When a motion contains multiple matters that are distinct, any Council Member may revise the motion so that each matter is tabled separately.
  - (f) After a motion has been decided upon, no Council Member may introduce the same or similar motion during the same session of Council unless the majority of Council agrees.
  - (g) Whenever the chair is of the opinion that a motion tabled by a Council Member is contrary to these By-laws:
    - (i) the chair shall rule the motion out of order;
    - (ii) the chair shall give reasons for doing so; and
    - (iii) the secretary shall record such reasons in the meeting minutes.
- (4) ***Amendment of Motions***
- (a) A Council Member may only table a motion to amend a motion that has already been tabled (but not yet voted upon) if it:
    - (i) is relevant to the motion that has already been tabled; and
    - (ii) does not negate the purpose of the initial motion.
  - (b) A motion to amend the initial motion shall be debated and voted upon before the initial motion is voted upon.
  - (c) When there is more than one motion to amend the initial motion, the motions shall be debated and voted upon in the reverse order in which they were tabled.
- (5) ***Maintaining Order***

- (a) The chair shall maintain order and decide questions of order. If a Council Member disagrees with the chair's ruling, the ruling may be appealed to Council.
- (b) The chair may limit:
  - (i) the number of times a Council Member may speak;
  - (ii) the length of time a Council Member may speak; and
  - (iii) impose any other reasonable restrictions to maintain order and efficiency.
- (6) ***Other***
  - (a) The Rules of Order of Meeting may be relaxed by the chair if greater informality is required.
  - (b) In situations not provided for in these By-laws, the most recent edition of *Robert's Rules of Order* shall be followed.

## **PART 14 - COMMITTEES**

### **14.01 Committee Meetings**

- (1) Committee meetings shall be conducted in English.
- (2) Each Committee shall meet at the direction of the Committee chair or the majority of Committee Members.
- (3) The conduct of Committee Meetings shall be held in accordance with the most recent edition of *Robert's Rules of Order*.
- (4) A Committee Meeting may be held in any manner that allows all persons to participate simultaneously and instantaneously.
- (5) No formal notice is required for a Committee meeting. However, College staff designated to assist a Committee shall make reasonable efforts to provide notice of each meeting to Committee Members.
- (6) Every motion considered by a Committee shall be decided by a majority of the votes cast at the meeting. If the votes cast result in a tie, the chair shall not have a second vote and the motion will be defeated.
- (7) Minutes shall be kept for every Committee Meeting and shall:
  - (a) include details of all motions, recommendations and decisions;
  - (b) be circulated to Committee Members following the Committee Meeting;

- (c) be approved or amended at the next Committee Meeting; and
- (d) once approved:
  - (i) signed by the chair; and
  - (ii) provided to the Registrar by the chair to be kept with the College's records.
- (8) Committees shall provide Council with reports:
  - (a) annually; and
  - (b) when requested to do so by either the Executive Committee or Council.

#### **14.02 Executive Committee**

- (1) The Executive Committee shall be composed of:
  - (a) an odd number of persons;
  - (b) one more Elected Council Member than Appointed Council Members;
  - (c) at least five persons, including:
    - (i) the President;
    - (ii) the Vice-President; and
    - (iii) the Treasurer.
- (2) The Executive Committee is directly accountable to Council and indirectly accountable to the government, the public and the profession for the effective governance of the College.
- (3) The Executive Committee's duties include:
  - (a) working in collaboration with the Registrar to address issues, and to deliberate and decide on matters before the Executive Committee;
  - (b) ensuring adherence to the regulatory and statutory obligations of the College, its By-laws, policies and protocol; and
  - (c) preparing materials and the agenda for Council Meetings.
- (4) Between Council Meetings, the Executive Committee has all the powers of Council with respect to any matter that, in the opinion of the Executive Committee, requires immediate attention. However, the Executive Committee does not have the power to make, amend or revoke a regulation or by-law.

- (5) The President is the chair of the Executive Committee.
- (6) The Registrar is the secretary of the Executive Committee.
- (7) Executive Committee meetings are closed to the public. However, the Executive Committee may permit anyone to attend or participate in meetings.

#### **14.03 Registration Committee**

- (1) The Registration Committee shall be composed of a minimum of five persons, including at least:
  - (a) one Elected Council Member;
  - (b) two Appointed Council Members; and
  - (c) two Members who may or may not be Council Members.
- (2) A panel of the Registration Committee shall be composed of at least three Committee Members, at least one of whom is an Appointed Council Member. The Committee chair will select the panels and appoint the chair for each panel.

#### **14.04 Inquiries, Complaints and Reports Committee**

- (1) The Inquiries, Complaints and Reports Committee ("ICRC") shall be composed of at least 10 persons, including at least:
  - (a) four Appointed Council Members;
  - (b) one Elected Council Member; and
  - (c) five Members who may or may not be Council Members.
- (2) A panel of the ICRC shall be composed of at least three Committee Members, at least one of whom is an Appointed Council Member. The Committee chair will select the panels and appoint the chair for each panel.

#### **14.05 Discipline Committee**

- (1) The Discipline Committee shall be composed of:
  - (a) all Council Members who are not members of the ICRC; and
  - (b) at least five Members who are not Council Members.
- (2) A panel of the Discipline Committee shall be composed of at least three and no more than five Committee Members, at least two of whom are Appointed Council Members. The Committee chair will select the panels and appoint the chair for each panel.

#### **14.06 Fitness to Practise Committee**

- (1) The Fitness to Practise Committee shall be composed of at least three persons, including:
  - (a) one Elected Council Member;
  - (b) one Appointed Council Member; and
  - (c) one Member who may or may not be a Council Member.
- (2) No person may be selected for a panel of the Fitness to Practise Committee who has taken part in an investigation or decision made by the ICRC that is to be the subject-matter of the Fitness to Practise panel's hearing.
- (3) A panel of the Fitness to Practise Committee shall be composed of at least three Committee Members, at least one of whom is an Appointed Council Member. The Committee chair will select the panels and appoint the chair for each panel.

#### **14.07 Quality Assurance Committee**

- (1) The Quality Assurance Committee shall be composed of at least thirteen persons, including:
  - (a) two Elected Council Members;
  - (b) three Appointed Council Members; and
  - (c) eight Members who may or may not be Council Members.
- (2) A panel of the Quality Assurance Committee shall be composed of at least three Committee Members, at least one of whom is an Appointed Council Member. The Committee chair will select the panels and appoint the chair for each panel.

#### **14.08 Patient Relations Committee**

The Patient Relations Committee shall be composed of at least seven persons, including:

- (a) one Elected Council Member;
- (b) three Appointed Council Members; and
- (c) three Members who may or may not be Council Members.

#### **14.09 Ad Hoc and Standing Committees**

Council may, by Resolution, appoint and fill such Ad Hoc and/or Standing Committees as it deems necessary.

#### **14.10 Committee Chairs and Panel Chairs**

- (1) The term of a Committee chair is 1 year.
- (2) With the exception of the President as chair of the Executive Committee, no person may serve as a Committee chair for more than 3 consecutive years.
- (3) When a panel chair is not able to attend a meeting, hearing or proceeding of a panel, the remaining panel members shall designate a chair for the duration of the absence.

#### **14.11 Quorum for Committees and Panels**

- (1) The quorum for any:
  - (a) Committee Meeting is a majority of that Committee's Members; and
  - (b) panel of a Committee is at least three panel members, at least one of whom shall be an Appointed Council Member.
- (2) In determining whether or not a quorum has been met, the number of Committee Members or panel members shall be deemed not to be reduced as a result of any vacancy.

### **PART 15 - RULES, POLICIES AND CODE OF ETHICS**

#### **15.01 Creating Rules and Policies**

The College may create rules, policies and similar guiding documents to govern the College and the conduct of its Members, Council Members, Committees and panels.

#### **15.02 Code of Ethics**

- (1) All Members shall act in accordance with the College's Code of Ethics.
- (2) The College's Code of Ethics for all Members includes:
  - (a) **General Responsibilities**
    - (i) The first priority for a Member should be their patient's visual well-being and the provision of appropriate care for all of their patients.
    - (ii) Members shall:
      - (A) treat all patients with respect;
      - (B) practise optometry with competence;

- (C) recognize their limitations;
  - (D) when indicated, recommend that additional opinions and services be sought;
  - (E) be prepared to collaborate with colleagues in the care of patients; and
  - (F) engage in lifelong learning to maintain and improve their professional knowledge, skills and judgment.
- (iii) Members shall not:
- (A) exploit their patients for personal advantage; or
  - (B) discriminate against any patient.
- (b) **Communication, Decision-Making and Consent**
- (i) Members shall:
- (A) make reasonable efforts to inform their patients of the diagnosis, prognosis, choices of care and diagnostic and therapeutic procedures in a manner which allows them to make fully informed decisions concerning their care.
  - (B) respect the informed decisions of their patients.
- (c) **Confidentiality**
- (i) Members shall:
- (A) whenever possible maintain all of their patients' personal information in confidence. In the rare circumstances, when a Member is required to breach this confidence, the Member shall promptly inform the patient.
  - (B) when acting on behalf of a third party, take reasonable steps to ensure that the patient understands the nature of the Members role.
- (d) **Clinical Research**
- (i) Members shall:
- (A) ensure that any research a Member conducts has been evaluated scientifically and ethically, is approved by a responsible committee and is sufficiently planned and



supervised such that research subjects are unlikely to suffer disproportionate harm.

- (B) fully inform the potential research subject about the purpose of the study, its source of funding, the risk and benefits, and the nature of the Member's participation.
- (C) before proceeding with the study, obtain the informed consent of the subject and advise prospective subjects that they have the right to decline or withdraw from the study at any time, without prejudice to their ongoing care.

(e) **Responsibility to Society**

(i) Members shall:

- (A) make efforts to provide persons in need with optometric care.
- (B) share in the profession's responsibility to society in matters relating to public health, health education, environmental protection, and legislation affecting the health or well-being of the community.
- (C) use health care resources prudently.

(f) **Responsibility to the Profession**

(i) Member's shall:

- (A) avoid impugning the reputation of colleagues.
- (B) attempt to resolve disputes with colleagues in a respectful way.

(g) **Responsibility of Oneself**

Members shall seek help for problems that may adversely affect service to patients.

**PART 16 - INFORMATION PROVIDED BY MEMBERS**

**16.01 Member Obligations to Provide Information**

- (1) Upon written request for information by the College, a Member shall respond in writing within the time provided.
- (2) A Member shall provide written notice of any change to information previously provided to the College within 14 days of the change.

## 16.02 Member Reports

- (1) A Member's certificate of registration must be renewed annually.
- (2) The College shall send a member report to each Member by mail or e-mail requesting any information required by the Registrar, and provide the Members with at least 30 days to respond.
- (3) The College may request:
  - (a) the Member's birth date;
  - (b) the Member's certificate of registration number;
  - (c) the Member's e-mail address;
  - (d) the address and telephone number of each Member's principal residence;
  - (e) the name of each business where the Member practises optometry, including the address, telephone number, fax number and e-mail address;
  - (f) the preferred address for receiving College communications;
  - (g) information respecting the Member's participation in continuing professional development and other professional training;
  - (h) information about actions taken by other regulatory bodies against the Member;
  - (i) information relating to a finding of professional negligence or malpractice made against the Member;
  - (j) information related to findings of guilt for an offence;
  - (k) the nature of the Member's practise and services a Member may offer in their practise such as:
    - (i) ADP Authorizer;
    - (ii) Automated Visual Fields;
    - (iii) Binocular Vision Training;
    - (iv) Contact Lens Therapy;
    - (v) Corneal Topography;
    - (vi) Digital Retinal Imaging;

- (vii) Home Visits;
  - (viii) Infant Examinations (0 to 24 months);
  - (ix) Institution Visits;
  - (x) Low Vision Therapy;
  - (xi) Occupational Safety Eyewear;
  - (xii) Optical Coherence Tomography/Retinal Tomography;
  - (xiii) Orthokeratology;
  - (xiv) Pre-School Children (2 to 5 years);
  - (xv) Punctal Occlusion;
  - (xvi) Refractive Surgery Co-management;
  - (xvii) Spectacle Therapy;
  - (xviii) Sports Vision; and
  - (xix) Visual Perception Testing and Therapy;
- (l) whether the Member prefers to communicate with the College in English or French;
  - (m) the Member's electoral district;
  - (n) the number of hours of direct patient care;
  - (o) information that the College is required to maintain in the register;
  - (p) a copy of the declarations page from the Member's professional liability insurance policy setting out:
    - (i) the coverage amount;
    - (ii) the name of the insurer;
    - (iii) the policy term; and
    - (iv) the policy number;
  - (q) information which allows the College to maintain statistics related to the College and the Member; and

- (r) any other information the College requires.
- (4) If a Member fails to return a completed member report to the College within the time provided (which shall be not less than 30 days), the Registrar shall:
  - (a) notify the Member in writing of such failure; and
  - (b) provide the Member with a reasonable period to return a completed member's report to the College.
- (5) If the Member fails to rectify the failure within the time provided, the College may, without notice, suspend the Member's certificate of registration until a completed member report is returned.
- (6) A Member must advise the Registrar in writing of a change to any information required for issuance of a certificate of registration within 14 days of such change. The College may, depending on the change of information:
  - (a) issue a revised certificate of registration;
  - (b) decline to revise the existing certificate of registration; or
  - (c) revoke a certificate of registration.

## **PART 17 - INFORMATION PROVIDED BY HEALTH PROFESSION CORPORATIONS**

### **17.01 Application of a Health Profession Corporation**

- (1) A health profession corporation is eligible to hold a certificate of authorization if:
  - (a) the articles of the corporation provide that the corporation cannot carry on a business other than the practise of optometry and activities related to or ancillary to the practise of optometry;
  - (b) all of the issued and outstanding shares of the corporation are legally and beneficially owned, directly or indirectly, by one or more Members; and
  - (c) all the requirements set out in the *Ontario Business Corporations Act*, the RHPA, the Act and in and any other applicable statute or regulation, and these By-laws have been satisfied.
- (2) In order to obtain a certificate of authorization, a health profession corporation shall apply to the College. The application must include:
  - (a) the name of the health profession corporation;
  - (b) all business names of the corporation, if any;

- (c) all phone numbers, fax numbers and addresses of all business locations along with the address of its head office;
- (d) the capital structure of the corporation and shareholdings of each shareholder;
- (e) the name, phone number, address, e-mail address and, when applicable, the College registration number of each shareholder;
- (f) the name, phone number, address, e-mail address and, when applicable, the College registration number of each director and officer;
- (g) a certified copy of the corporation's:
  - (i) articles of incorporation, continuance and/or amalgamation, as applicable; and
  - (ii) by-laws;
- (h) a certificate of status that has been issued no more than 30 days before submitting the application indicating that the corporation has not been dissolved;
- (i) a statutory declaration of a director of the corporation, executed not more than 15 days before submitting the application, certifying that:
  - (i) the corporation complies with Section 3.2 of the *Ontario Business Corporations Act*, and its regulations;
  - (ii) the corporation does not carry on, and does not plan to carry on, any business that is not the practise of optometry or practises related to or ancillary to the practise of optometry;
  - (iii) there has been no change in the status of the corporation since the date of the certificate of status; and
  - (iv) the information contained in the application is complete and accurate as of the date the statutory declaration is executed;
- (j) any other information the College deems necessary; and
- (k) the signature of all shareholders of the health profession corporation.

## **17.02 Corporate Reports**

- (1) A certificate of authorization must be renewed annually.

- (2) The College shall send a corporate report to each health profession corporation by mail or e-mail requesting any information required by the Registrar, and provide the health profession corporation with at least 30 days to respond.
- (3) If a health profession corporation fails to return a completed corporate report to the College within the time provided, the Registrar may:
  - (a) notify the health profession corporation in writing of such failure;
  - (b) provide the health profession corporation with at least 60 days to return a completed corporate report to the College; and
  - (c) advise the health profession corporation that failure to return a completed corporate report to the College will result in revocation of the health professional corporation's certificate of authorization.
- (4) A health profession corporation must advise the Registrar in writing of a change to any information required for issuance of a certificate of authorization within 14 days of such change. The College may, depending on the change of information:
  - (a) issue a revised certificate of authorization;
  - (b) decline to revise the existing certificate of authorization; or
  - (c) revoke a certificate of authorization.

### **17.03 Health Profession Corporation Obligations to Provide Information**

- (1) Upon written request for information from the College, a health profession corporation shall respond in writing within the time provided.
- (2) A health profession corporation shall provide written notice of any change to information previously provided to the College within 14 days of the change.

## **PART 18 - REGISTER**

### **18.01 Maintaining the Register**

The Registrar shall maintain a register on behalf of the College in an up to date manner.

### **18.02 Information that the Code Requires be Kept in the Register**

Under subsection 23(2) of the Code and subject to certain exceptions contained in the Code, certain information must be contained in the register and must be available to the public. Since June 4, 2009, the register has been required to contain the following information, which is designated by the Code as public:

- (1) each Member's name, business address and business telephone number, and, if applicable, the name of every health profession corporation of which the member is a shareholder;
- (2) the name, business address and business telephone number of every health profession corporation;
- (3) the names of the shareholders of each health profession corporation who are Members;
- (4) the Member's class of registration and specialist status (specialist status not applicable to the College at this time);
- (5) the terms, conditions and limitations that are in effect on each Member's certificate of registration;
- (6) a notation of every matter that has been referred by the ICRC to the Discipline Committee under Section 26 of the Code, and has not been finally resolved until the matter has been resolved;
- (7) the result, including a synopsis of the decision, of every disciplinary and incapacity proceeding, unless a panel of the relevant Committee makes no finding with regard to the proceeding;
- (8) a notation of every finding of professional negligence or malpractice, which may or may not relate to the Member's suitability to practise, made against the Member, unless the finding is reversed on appeal;
- (9) a notation of every revocation or suspension of a certificate of registration;
- (10) a notation of every revocation of a certificate of authorization;
- (11) information that a panel of the Registration Committee, Discipline Committee or Fitness to Practise Committee specifies shall be included in the register;
- (12) where findings of a panel of the Discipline Committee are appealed, a notation that they are under appeal, until the appeal is finally disposed of;
- (13) where, during or as a result of a proceeding under Section 25 of the Code, the Member has resigned and agreed never to practise again in Ontario, a notation of the resignation and agreement; and
- (14) any other information that is required to be kept in the register in accordance with these By-laws.

### **18.03 Additional Information that the College Requires Be Kept in the Register**

For the purposes of paragraph 14 of subsection 23(2) of the Code, and subject to sections 18.05 and 18.06, the register shall contain the following information, which is designated by the College as public pursuant to subsection 23(5) of the Code:

- (1) the Member's gender;
- (2) the date that the Member first became a Member or, if the Member was licensed under the *Health Disciplines Act*, the date when the Member was first issued a licence by the College;
- (3) each Member's certificate of registration number and the date it was issued;
- (4) a description of the Member's degree in optometry (or equivalent academic achievement) held by the Member and the year the Member obtained the degree (or equivalent academic achievement);
- (5) any language in which the Member is able to communicate and provide services to patients;
- (6) where the College is aware that the Member is currently registered or licensed to practise a profession inside or outside of Ontario, a notation of that fact;
- (7) the name and address of any optometric practise for which the Member is an employee, contractor or otherwise;
- (8) if applicable, a notation concerning the authorization by the College to prescribe drugs, and the date on which the Member received such authorization;
- (9) each Member's certificate of authorization, including:
  - (a) the name of the corporation; and
  - (b) the date it was issued;
- (10) upon revision of a certificate of registration or certificate of authorization:
  - (a) details of the revision; and
  - (b) the effective date of the revision;
- (11) the effective date of resignation of the Member;
- (12) upon presentation of evidence of the death of the Member, the date or approximate date of death of the Member;



- (13) a summary of any current charges against a Member, of which the College is aware in respect of a federal, provincial or other offence that the Registrar believes is relevant to the Member's suitability to practise;
- (14) a summary of any currently existing conditions, terms, orders, directions or agreements relating to the custody or release of the Member in provincial, federal or other offence processes of which the College is aware and that the Registrar believes is relevant to the Member's suitability to practise;
- (15) a summary of any findings of guilt of which the College is aware if made by a court after January 17, 2015, against a Member in respect of a federal, provincial or other offence that the Registrar believes is relevant to the Member's suitability to practise;
- (16) where the Member's certificate of registration is subject to any terms, conditions and limitations, the reason for them, the Committee that imposed them and the date they took effect;
- (17) where terms, conditions or limitations on the Member's certificate of registration have been varied or removed, the effective date of the variance or removal of those terms, conditions and limitations;
- (18) 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;
- (19) where a suspension of the Member's certificate of registration is lifted or otherwise removed, the effective date of the lifting or removal of that suspension;
- (20) where the Member's certificate of registration is reinstated, the effective date of the reinstatement;
- (21) where a finding of professional negligence or malpractice is contained in the College's register, the following information:
  - (a) the date of the finding;
  - (b) the court and the court file number;
  - (c) a summary of the finding; and
  - (d) the status of any appeal respecting the finding made against the Member;
- (22) where applicable, a summary of any restriction on the Member's right to practise:
  - (a) resulting from an undertaking given by the Member to the College or an agreement entered into between the Member and the College; or

- (b) of which the College is aware and which has been imposed by a court or other lawful authority, in which event the summary of the restriction shall also include the source of the restriction;
- (23) where, for a complaint received on or after October 1, 2015 or for a matter in which an investigator is appointed under 75(1)(a) or 75(1)(b) of the Code on or after October 1, 2015, a panel of the ICRC requires the Member to appear before a panel of the Committee to be cautioned,
  - (a) a notation of that fact,
  - (b) a summary of the panel's decision, including a summary of the caution,
  - (c) the date of the panel's decision, and
  - (d) if applicable, a notation that the panel's decision is subject to review and therefore is not yet final, which notation shall be removed once the review is finally disposed of;
- (24) where, for a complaint received on or after October 1, 2015 or for a matter in which an investigator is appointed under 75(1)(a) or 75(1)(b) of the Code on or after October 1, 2015, a panel of the ICRC takes other action requiring a member to complete a specified continuing education or remediation program,
  - (a) a notation of that fact,
  - (b) a summary of the panel's decision, including a summary of the specified continuing education or remediation program,
  - (c) the date of the panel's decision, and
  - (d) if applicable, a notation that the panel's decision is subject to review and therefore is not yet final, which notation shall be removed once the review is finally disposed of.
- (25) where, for a complaint received on or after October 1, 2015 or for a matter in which an investigator is appointed under 75(1)(a) or 75(1)(b) of the Code on or after October 1, 2015, a panel of the ICRC takes other action directing the Member to comply with an undertaking provided to the College:
  - (a) a notation of that fact;
  - (b) a summary of the panel's decision, including a summary of the undertaking; and
  - (c) the date of the undertaking and of the panel's decision;

- (26) where the Member's certificate of registration is subject to an interim order of the ICRC, a notation of that fact, the nature of that order and its effective date;
- (27) where an allegation of a Member's professional misconduct or incompetence has been referred to the Discipline Committee or where the Registrar has referred an application for reinstatement to the Discipline Committee under section 73 of the Code and the matter is outstanding,
  - (a) the date of the referral;
  - (b) a brief summary of each specified allegation, if applicable;
  - (c) the notice of hearing;
  - (d) the anticipated date of the hearing, if the hearing date has been set or the next scheduled date for the continuation of the hearing if the hearing has commenced;
  - (e) if the hearing is awaiting scheduling, a statement of that fact; and
  - (f) if the hearing of evidence and arguments is completed and the parties are awaiting a decision of the Discipline Committee, a statement of that fact;
- (28) where a decision of the Discipline Committee has been published by the College with the Member's name:
  - (a) a notation of that fact; and
  - (b) identification of the specific publication of the College which contains the information;
- (29) the reasons for decision of every disciplinary proceeding:
  - (a) in which a panel of the Discipline Committee makes a finding of professional misconduct or incompetence; and
  - (b) in which a panel of the Discipline Committee makes no finding with regard to the proceeding but the Member requests that the reasons be posted in the register;
- (30) where the question of a Member's capacity has been referred to the Fitness to Practise Committee or where the Registrar has referred an application for reinstatement to the Fitness to Practise Committee under section 73 of the Code and the matter is outstanding:
  - (a) the date of the referral; and
  - (b) a notation of the referral.

- (31) where the College is aware that a pending allegation of professional misconduct or incompetence or a similar allegation has been referred to a discipline type of hearing against a Member registered or licensed to practise a profession inside or outside of Ontario and the Registrar believes that it is relevant to the Member's suitability to practise,
- (a) a notation of that fact;
  - (b) the name of the governing body that made the referral;
  - (c) the date of the referral if available;
  - (d) a brief summary of each allegation if available; and
  - (e) the notice of hearing if available.
- (32) where the College is aware that a finding of professional misconduct or incompetence or a similar finding has been made against a Member registered or licensed to practise a profession inside or outside of Ontario, that finding has not been reversed on appeal, and the Registrar believes that it is relevant to the Member's suitability to practise,
- (a) a notation of that fact;
  - (b) the name of the governing body that made the finding;
  - (c) the date the finding was made if available;
  - (d) a brief summary of the facts on which the finding was based if available;
  - (e) the order made if available; and
  - (f) information regarding any appeals of the finding or order if available;
- (33) where the College is aware that a finding of incapacity or similar finding has been made against a Member registered or licensed to practise a profession inside or outside of Ontario, that finding has not been reversed on appeal, and the Registrar believes that it is relevant to the Member's suitability to practise,
- (a) a notation of the finding;
  - (b) the name of the governing body that made the finding;
  - (c) the date the finding was made if available;
  - (d) a summary of any order made if available; and
  - (e) information regarding any appeals of the finding or order if available;

- (34) in respect of a former Member, any information that was in the register at the time the former Member's registration terminated, for a period of at least two years after the termination of registration, except for any information related to discipline proceedings in Ontario, which shall be entered in the register for a period of 50 years after the termination of registration; and
- (35) any other information not otherwise referred to in this section, which the College and the Member have agreed shall be available to the public.

#### **18.04 Designated Information for Safety Exception**

- (1) All of the information required to be kept in the register under subsection 23(2) of the Code and all of the information kept in the register under 18.03 of these By-laws is designated as information that may be withheld from the public pursuant to subsection 23(6) of the Code if the Registrar has reasonable grounds to believe that disclosure of that information may jeopardize the safety of an individual.

#### **18.05 Deletion of Information**

- (1) Notwithstanding section 18.03, where after a review the ICRC has been required to remove or vary the requirement to appear for a caution or to complete a specified continuing education or remediation program:
  - (a) the Registrar may delete from the register any information which would otherwise have been required to be maintained under section 18.03(23) or section 18.03(24); and
  - (b) the Registrar may enter a summary of the process leading up to and the results of any variation of a caution or a specified continuing education or remediation program.
- (2) Notwithstanding section 18.03, the Registrar is not required to maintain and may delete from the register any information which would otherwise have been required to be maintained under sections 18.03(23), 18.03(24) or 18.03(25), where:
  - (a) more than three years have passed since the information was prepared or last updated;
  - (b) the Member has made an application to the Registrar for the removal of the information from public access;
  - (c) the Registrar is satisfied that the Member successfully fulfilled his or her obligations set out in the ICRC's decision and that the information in the register is no longer relevant to the Member's suitability to practise; and
  - (d) the information does not relate to a complaint or a matter in which an investigator is appointed under 75(1)(a) or 75(1)(b) of the Code

concerning sexual abuse as defined in clause (a) or (b) of the definition of “sexual abuse” in subsection 1(3) of the Code.

#### **18.06 Publication Ban and Disclosure**

- (1) Pursuant to Section 23(3) of the Code, no action shall be taken by the College with respect to information that would violate a publication ban.
- (2) The Registrar may refuse to disclose or post on the College’s website information that is otherwise required to be public if:
  - (a) the Registrar has reasonable grounds to believe that such disclosure may jeopardize the safety of an individual; or
  - (b) the Registrar has reasonable grounds to believe that the information is obsolete and no longer relevant to a Member's suitability to practise.
- (3) The Registrar shall not disclose or post on the College’s website information that is otherwise required to be public if it is personal health information, unless it is the personal health information of a Member and it is in the public interest that such information be disclosed. Any disclosure of a Member’s personal health information shall be limited to not more than what is reasonably necessary. For the purposes these By-laws, “personal health information” means information that identifies an individual and that is referred to in clauses (a) through (g) of the definition of “personal health information” in subsection 4(1) of the *Personal Health Information Protection Act, 2004*.
- (4) The Registrar shall refuse to disclose information regarding a Member relating to disciplinary or incapacity proceeding if:
  - (a) a finding of professional misconduct was made against a Member and the order made was only a reprimand or only a fine, or a finding of incapacity was made against a Member;
  - (b) more than 6 years have passed since the information was prepared or last updated;
  - (c) the Member has made an application to the relevant Committee for the removal of the information from public access because the information is no longer relevant to the Member's suitability to practise, and if:
    - (i) the relevant Committee believes that a refusal to disclose the information outweighs the desirability of public access to the information in the interest of any person affected or the public interest; and
    - (ii) the relevant Committee has directed the Registrar to remove the information from public access; and

- (d) the information does not relate to disciplinary proceedings concerning sexual abuse as defined in clause (a) or (b) of the definition of “sexual abuse” in Subsection 1(3) of the Code.

## **PART 19 - LIFE MEMBERS**

- (1) A Member or a former Member may apply to the College to be designated as a Life Member by the College’s Registrar;
- (2) A Member or a former Member is eligible to be a Life Member if he or she:
  - (a) holds or has ever held a general certificate of registration or academic certificate of registration with the College for at least 25 years;
  - (b) has retired from practising optometry;
  - (c) was in good standing with the College when he or she resigned his or her membership with the College;
  - (d) is not a Council Member;
  - (e) after having been provided with an opportunity to rectify any failure of his or her obligations to the College:
    - (i) has paid any fee, penalty or order for costs owing to the College;
    - (ii) has submitted to the College all required forms and documents; and
    - (iii) is otherwise in good standing with the College;
  - (f) has not had his or her certificate of registration suspended or revoked in the previous 6 years;
  - (g) has not had a term, condition or limitation on their certificate of registration in the previous 6 years other than one that does not already apply to every Member who possesses that class of certificate;
  - (h) is not the subject of any disciplinary or incapacity proceedings; and
  - (i) has not otherwise acted in a manner that is inconsistent with an ongoing association with the College.
- (3) A Life Member shall not:
  - (a) practise optometry;

- (b) hold himself or herself out as qualified to practise optometry in Ontario; or
  - (c) be eligible for election to Council or vote in Council elections.
- (4) A Life Member's designation may be revoked by the Registrar if the Life Member:
- (a) is found by a panel of the Discipline Committee to be incompetent or to have committed an act of professional misconduct;
  - (b) acts in a manner that is inconsistent with an ongoing association with the College provided that, before making a determination, the Registrar first provides the Life Member with a reasonable opportunity to make written submissions; or
  - (c) after having been provided with an opportunity to rectify any failure in his or her obligations to the College:
    - (i) remains in default of any fee, charge or order for costs owing to the College,
    - (ii) fails to submit to the College all required forms and documents, or
    - (iii) ceases to otherwise be in good standing with the College.
- (5) A Life Member who wishes to re-obtain a general or academic certificate of registration must apply for one, and meet the registration requirements in effect at the time of application.

## **PART 20 - FUNDING FOR THERAPY AND COUNSELLING**

### **20.01 Sexual Abuse Funding Program**

- (1) The College shall establish funding for therapy and counselling for persons who, while patients of a Member, were sexually abused by the Member (the "Sexual Abuse Funding Program").
- (2) The definition of "sexual abuse" is set out in Section 1(3) of the *Code*.

### **20.02 Role of Patient Relations Committee**

The Patient Relations Committee shall:

- (1) administer the Sexual Abuse Funding Program;
- (2) determine the eligibility of an individual for funding based on whether:



- (a) there is a finding of a panel of the Discipline Committee that the individual, while a patient of a Member, was sexually abused by the Member;
- (b) the individual confirms that the therapy will be at least partially related to the sexual abuse committed by the Member. However, the individual is not required to undergo a psychological or other assessment before receiving funding;
- (c) the funding will only be used by the individual for therapy or counselling. The College may request signed receipts from the therapist or counsellor, and all payments for therapy or counselling shall be made by the College directly to the therapist or counsellor; and
- (d) the individual's therapist or counsellor;
  - (i) does not have a family relationship with the individual; and
  - (ii) is not a person who has, at any time or in any jurisdiction, been found guilty of professional misconduct of a sexual nature, or been found civilly or criminally liable for an act of a similar nature; and
- (e) the application for funding is made within the time prescribed under Ontario Regulation 59/94 ("Funding for Therapy or Counselling for Patients Sexually Abused by Members").

### **20.03 Application Process**

- (1) To obtain funding, the individual must apply in writing to the College. As part of the application, the College may require that the individual provide the College with:
  - (i) details of the therapist or counsellor's training, experience and contact information;
  - (ii) written confirmation that the individual has no family relation to the therapist or counsellor;
  - (iii) if requested by the College to do so, a document acknowledging that the therapist or counsellor is not a member of a regulated professional and therefore not subject to professional discipline; and
  - (iv) any other information the College deems necessary.
- (2) The maximum amount the College shall fund an individual's therapy or counselling shall be governed by Ontario Regulation 59/94 and Section 85.7(11) of the Code.

- (3) Any decision, including reasons, of the Patient Relations Committee to approve or deny funding shall be provided in writing to the individual.

## **PART 21 - PROFESSIONAL LIABILITY INSURANCE**

### **21.01 Mandatory Insurance for Members**

- (1) No Member shall engage in the practise of optometry unless he or she is personally insured against professional liability under a professional liability insurance policy that provides coverage based on when an “occurrence” allegedly took place.
- (2) The professional liability insurance policy must provide:
  - (a) at a minimum, coverage in the amount of:
    - (i) \$2,000,000 per occurrence; and
    - (ii) \$5,000,000 in the aggregate per year; and
  - (b) a deductible of not more than \$5,000.
- (3) A Member must, at all times, keep a copy of the Member's professional liability insurance policy at all of his or her places of business.

## **PART 22 - FEES AND PENALTIES**

### **21.01 Setting and Imposing Fees and Penalties**

- (1) The College shall maintain, as a schedule to these By-laws, a list of all fees and penalties which may be charged or imposed by the College. Council may, without amending these By-laws, adjust the amount of any fees or penalties set out in the schedule to reflect annual changes to the Consumer Price Index (Canada) plus up to 2%.
- (2) Where no fee or penalty has been set out in the schedule, a Member or person shall pay to the College the fee or penalty set by the College.

### **22.02 Obligation to Pay Fees and Penalties**

- (1) A Member's obligation to pay a fee or penalty continues regardless of whether:
  - (a) the College fails to send notice; or
  - (b) the Member fails to receive notice;of a fee or penalty.
- (2) The College may waive all or a portion of any fee or penalty.

### **22.03 Consequences for Failure to Pay Fees and Penalties**

- (1) Any fee or penalty charged or imposed by the College not paid by a Member shall be included as part of a Member's next annual membership fee.
- (2) If a Member fails to pay a fee or penalty or part thereof:
  - (a) the Registrar must give the Member notice if the College intends to suspend the Member; and
  - (b) may suspend the Member's certificate of registration for failure to pay the fee or penalty within 30 days after notice is given.

ENACTED the 3<sup>rd</sup> day of August 2012

Revised the 4<sup>th</sup> day of September 2012

Revised the 16<sup>th</sup> day of January 2015

Revised the 8<sup>th</sup> day of April 2015

Revised the 30<sup>th</sup> day of September 2015

Revised the 20<sup>th</sup> day of January 2016

Fee Schedule Effective the 20<sup>th</sup> day of April 2016

**Schedule of Fees and Penalties – effective April 20, 2016**

All of the following fees are in Canadian funds and subject to 13% HST.

	<b>Fee</b>
Application Fee including Jurisprudence Seminar and Exam Fee	\$420.00
Jurisprudence Reassessment Fee	\$184.00
Certificate Fee upon completion of all College registration requirements	\$26.00
Duplicate Certificate fee:	
• when ordered at the same time as the initial certificate	\$11.00
• when ordered some time after ordering the initial certificate	\$26.00
Annual Membership Fee (non-refundable)	\$945.00
Late Penalty Fee (application, membership renewal, Certificate of Authorization renewal)	\$105.00
Reinstatement Fee (membership)	\$210.00
Certificate of Authorization (Incorporation) Application Fee	\$630.00
Certificate of Authorization (Incorporation) Certificate Fee	\$26.00
Certificate of Authorization (Incorporation) Revision	\$504.00
Certificate of Authorization (Incorporation) Annual Renewal Fee	\$315.00
Quality Assurance Assessment Fee	\$1,733.00
Quality Assurance Short record Assessment Fee (for CE deficient hours):	
• Deficient by 5 hours or less (5 records)	\$1,000.00
• Deficient by more than 5 hours (25 records)	\$5,000.00
Incorrectly Underreported CE Hours Audit Fee	\$350.00
Quality Assurance Evaluation Fee	\$3,176.00
Certificate of Standing	\$105.00
Address Labels:	
For members and other professionals on profession-related business (e.g., referrals)	\$32.00
For continuing education providers (e.g., UWSO, Vision Institute, University of Toronto)	\$95.00
For any commercial organization	\$315.00
NSF Cheques	\$42.00