

# **Nova Scotia College of Optometrists**

## **Bylaws under the Optometry Act and Optometry Regulations**

**Approved by the Board**

**Amended by the Board June 28, 2020**

<b>Definitions and Interpretations .....</b>	<b>1</b>
1.    Definitions .....	1
2.    Interpretation – Role of Policies.....	3
<b>Professional Corporations .....</b>	<b>4</b>
3.    Professional Corporations .....	4
<b>Governance of the College – The Board .....</b>	<b>5</b>
4.    Election of Board Members .....	5
5.    Chair .....	6
6.    Vice Chair.....	7
7.    Past Chair.....	7
8.    Treasurer .....	8
9.    Registrar .....	9
10.   Executive Director.....	10
11.   Board Meetings .....	11
12.   Removal of Board Members .....	12
13.   Amendment of Bylaws .....	13
14.   Registers.....	13
<b>Committees of the College.....</b>	<b>14</b>
15.   Standing Committees.....	14
16.   Composition of Committees .....	15
17.   Committee Meetings and Voting .....	14
18.   Disclosure of Information received by committee.....	17
19.   Complaints Committee .....	16
20.   Hearing Committee.....	18
21.   Registration Committee.....	19
22.   Practice Enhancement Committee.....	19
23.   Legislation and Policy Committee .....	21
24.   Mediation Committee.....	22
<b>Meetings of the Members .....</b>	<b>22</b>
25.   Annual Meetings .....	22
26.   Notice of Annual Meetings and Election .....	23
27.   Mail Vote .....	24
28.   Special Meetings .....	25
29.   Quorum of Members .....	25
30.   Minutes.....	26
<b>Privileges of Membership .....</b>	<b>26</b>
31.   Member in Good Standing .....	26

32.	Retired Optometrists.....	26
<b>College Administration .....</b>		<b>27</b>
33.	Head Office.....	27
34.	Seal.....	27
35.	Signing Authority .....	28
36.	Fiscal Year.....	28
37.	Banking and Financial Records .....	28
38.	Payment and Commitments .....	28
39.	Borrowing Powers.....	29
40.	Investments .....	30
41.	College Administration .....	30
<b>Registration.....</b>		<b>30</b>
42.	Initial Licensing of Members.....	30
43.	Examinations .....	31
44.	Licence Renewals .....	31
45.	Reinstatement .....	32
46.	Reinstatement Following Non-Payment of Fees.....	33
47.	Members' Professional Liability Insurance .....	34

## **DEFINITIONS AND INTERPRETATIONS**

### **1. Definitions**

- 1.1 "Act" means the *Optometry Act*, SNS 2005 c 43, as amended from time to time.
- 1.2 "Annual Meeting" means the Annual Meeting of the College, called pursuant to these Bylaws.
- 1.3 "Association" means the Nova Scotia Association of Optometrists.
- 1.4 "Board" means the Board of the College.
- 1.5 "Board member" means a Member of the College who is elected pursuant to these Bylaws, or a public member of the Board appointed to the Board pursuant to the Act.
- 1.6 "Bylaws" means Bylaws of the Nova Scotia College of Optometrists.
- 1.7 "Code of Ethics" means the Code of Ethics as set out in the Regulations.
- 1.8 "College" means the Nova Scotia College of Optometrists, established pursuant to the Act.
- 1.9 "Council" means the Council of the Association.
- 1.10 "Deliver" and "delivered" with reference to a notice or other document, includes to mail to or leave with a person, or deposit in a person's mailbox or receptacle at the person's residence or place of business, and includes the transmission of electronic mail through the Internet.
- 1.11 "Executive" means the Executive of the Board.
- 1.12 "Executive Director" means the Executive Director of the College appointed by the Board.

- 1.13 "Former Act" means Chapter 328 of the Revised Statutes, 1989, the Optometry Act.
- 1.14 "Licence" means a valid and subsisting licence issued pursuant to the Act.
- 1.15 "Member" means an Optometrist.
- 1.16 "Minister" means the Minister responsible for the Act.
- 1.17 "NSCO" means the Nova Scotia College of Optometrists.
- 1.18 "Optometrist" means a person licensed to practice optometry under the Act.
- 1.19 "Permit" means a permit issued to a professional corporation pursuant to the Act.
- 1.20 "Practice of optometry" means those functions usually performed by an optometrist, including:
  - 1.20.1 The examination of the human eye and its adnexa by any acceptable procedure to diagnose visual defects or abnormal conditions;
  - 1.20.2 The treatment of visual defects or abnormal conditions of the human eye or its adnexa by the use of any acceptable procedures, other than surgery as this term is defined in the Regulations. This includes the prescription and application of lenses or other devices, and the use of diagnostic and therapeutic drugs, as set forth in the Regulations and these Bylaws;
  - 1.20.3 The removal of superficial foreign bodies from the human eye and its adnexa.
- 1.21 "Public Member" means an individual appointed to the Board in accordance with Section 14 of the Act.
- 1.22 "Register" means the register or registers of the College maintained pursuant to the Act.

- 1.23 "Registrar" means the person holding the office of Registrar of the College, pursuant to the Act.
- 1.24 "Regulations" means the Optometry Regulations enacted pursuant to the Act.
- 1.25 "Retired Optometrist" means a person who has been designated by the Board as a Retired Optometrist in accordance with these Bylaws.
- 1.26 "Special Meeting" means any meeting of the College called pursuant to these Bylaws, except the Annual Meeting of the College.
- 1.27 "Special Resolution" means a resolution passed at a meeting by a vote of not less than 75% of those Members who are entitled to vote.

## **2. Interpretation – Role of Policies**

- 2.1 The Board shall approve and implement policies to fulfill the requirements of the Act and Regulations.
- 2.2 Where the Act, the Regulations and these Bylaws are silent, Board policies apply.
- 2.3 A member of the College shall be in good standing only if:
  - 2.3.1 No fines, fees, costs, assessments, penalties or levies are owing by the Member to the College;
  - 2.3.2 The Member has a valid and subsisting licence; and
  - 2.3.3 The Member's licence has not been cancelled or suspended pursuant to the Act.
- 2.4 The provisions of these Bylaws are independent and severable. The invalidity of any part of these Bylaws does not affect the validity of the remainder of the Bylaws, which shall continue in full force and effect.

## **PROFESSIONAL CORPORATIONS**

### **3. Professional Corporations**

- 3.1 A member proposing to practice optometry in association with a professional corporation shall not do so until such corporation has filed information to allow the Registrar to ensure compliance with sections 47 and 48 of the Act. The professional corporation must also have been issued a permit by the Registrar authorizing commencement of the practice of optometry.
- 3.2 An application to the College for an initial Professional Corporation permit under the Act must include:
  - 3.2.1 An application in the form prescribed by the Registrar;
  - 3.2.2 A copy of the Memorandum of Association of the professional corporation as filed with the Registrar of Joint Stock Companies;
  - 3.2.3 A copy of the filed Articles of Incorporation;
  - 3.2.4 A copy of the List of Directors certified by the Register of Joint Stock Companies;
  - 3.2.5 A copy of the Shareholders Register depicting all issued shares in the professional corporation; and
  - 3.2.6 The fees prescribed by the Board.
- 3.3 An application to the Registrar for renewal of a Professional Corporation licence under the Act must include:
  - 3.3.1 The fees prescribed by the Board;
  - 3.3.2 Other information as may be required, in accordance with Board policies;
  - 3.3.3 A copy of the List of Directors certified by the Register of Joint Stock Companies; and

- 3.3.4 A copy of the Shareholders Register depicting all issued shares in the professional corporation.
- 3.4 An annual permit for a Professional Corporation expires on December 31 of each year, unless otherwise stated on the annual permit.
- 3.5 The following fees are payable by a professional corporation on initial and subsequent applications for a permit:
  - 3.5.1 On initial application: \$200.00;
  - 3.5.2 On subsequent renewal applications: \$75.00.
- 3.6 Any Member associated with a professional corporation is obligated to inform the Registrar should any change occur with respect to the composition of Shareholders or Directors of a professional corporation.
- 3.7 In accordance with the Act, the Registrar may revoke the permit authorizing the practice of optometry or, revise and replace any information in the record of a professional corporation, including:
  - 3.7.1 If a change in shareholders or directors of a professional corporation has occurred;
  - 3.7.2 If the name of a professional corporation has changed; or
  - 3.7.3 If a professional corporation ceases to exist by virtue of being wound down, dissolved or amalgamated with another professional corporation.

## **GOVERNANCE OF THE COLLEGE – THE BOARD**

### **4. Election of Board Members**

- 4.1 All Members in good standing, except those who are members of the Council of the Association, shall be eligible for election as Board members.



- 4.2 Elections of Board members shall be by secret ballot and held in conjunction with the Annual Meeting. All members in good standing are eligible to vote.
- 4.3 The Board shall appoint the Chair of the Nominating Committee. The Chair of the Nominating Committee shall have the power to appoint Members to the committee.
- 4.4 The Chair of the Nominating Committee shall inquire among Members, at least 45 days prior to an Annual Meeting, or at least 15 days prior to a Special Meeting, if appropriate, as to the persons whom the members would propose be nominated for the Board.
- 4.5 In the case of an Annual Meeting or Special Meeting, the slate of candidates, if any, shall be delivered by regular Postal Service to the members at least 15 days prior to the meeting.
- 4.6 The Chair of the Nominating Committee shall obtain from each candidate on the slate, in writing, his or her consent to the nomination.
- 4.7 The Chair of the Nominating Committee shall act as Chair of that portion of the Annual Meeting that deals with elections and shall appoint scrutinizers.
- 4.8 A newly elected Board Member takes office immediately following the close of the Annual Meeting at which he or she is elected.

## **5. Chair**

- 5.1 The Chair shall be a Board Member elected by the Board, no later than 30 days after the Annual Meeting
- 5.2 The Chair shall:
  - 5.2.1 Preside at all Annual Meetings and Special Meetings, and all meetings of the Board;
  - 5.2.2 Provide general direction, mentorship, and advice to Board members and the Executive Director;

- 5.2.3 Upon leaving office, assist the incoming Chair and Vice Chair as necessary to ensure a smooth transition. If the Chair resigns or is otherwise unable to act, the Vice Chair becomes the Chair for the remainder of the term of the Chair's office;
- 5.2.4 have the powers and duties which generally pertain to the role of Chair and as conferred by Act, the Optometry Regulations, these By-laws, and the Board;
- 5.2.5 perform such other duties as required under by Act, the Optometry Regulations, these By-laws or as determined by the Board.

## **6. Vice Chair**

6.1 The Vice Chair shall be a Board Member elected by the Board, no later than 30 days after the Annual Meeting

6.2 The Vice Chair shall:

- 6.1.1 perform the duties of the Chair in the Chair's absence or inability, or at the Chair's request;
- 6.1.2 assist the Chair;
- 6.1.3 perform such other duties as required under by Act, the Optometry Regulations, these By-laws or as determined by the Board.

6.3 In the absence of the Chair and Vice Chair, a chair for the Board meeting shall be elected by a majority vote of the Board members present.

6.4 If the Vice Chair resigns or is unable to act, the Board shall elect, from among themselves, a person to fill the office for the remainder of the term of the Vice Chair office, or they may provide a mail ballot to elect a new Vice Chair.

## **7. Past Chair**

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

## **8. Treasurer**

- 8.1 The Treasurer shall be a Board Member elected by the Board, no later than 30 days after the Annual Meeting. The Treasurer shall provide oversight and governance policy direction on the College's finances and related matters, and shall:
  - 8.1.1 Ensure records of all proceedings of the Board have been accurately recorded and stored in the College office;
  - 8.1.2 Receive all monies due to the College;
  - 8.1.3 Prepare an accurate and current set of books and ledgers showing details of all monies received and distributed by the College;
  - 8.1.4 At the end of each fiscal year, have the books and ledgers of the College audited by the College's Accountant, who shall be appointed by the Board;
  - 8.1.5 Prepare a financial report that includes an annual financial statement setting forth the financial status of the College as of July 31 in each year, and provide a copy of the financial report, including audited financial statements, to each Member upon request;
  - 8.1.6 Mail notices of all Annual Meetings one month and all Special Meetings 15 days prior to the applicable date, to all Members;
  - 8.1.7 Ensure the issuance and maintenance of Directors' Insurance (including but not limited to "errors and omissions") in an amount determined by the Board, in favour of the College. This indemnity bond shall cover all Board members and appointed or hired personnel of the College who have signing authority, or otherwise have access to

College monies or securities. The premium for this bond shall be paid for from College funds;

- 8.1.8 Assume responsibilities as the Board's Secretary;
- 8.1.9 Have the powers and duties which generally pertain to the roles of Treasurer and Secretary, and as conferred by Act, the Optometry Regulations, these By-laws, and the Board;
- 8.1.10 Perform such other duties as required under by Act, the Optometry Regulations, these By-laws or as determined by the Board.

## **9. Registrar**

- 9.1 The Registrar shall be a Board member elected by the Board, no later than 30 days after the Annual Meeting.
- 9.2 Subject to policies established by the Board, and the provisions of the Act, the Optometry Regulations and these By-laws, the Registrar shall:
  - 9.2.1 maintain, in accordance with the Act, the Optometry Regulations, and these By-laws, the Register;
  - 9.2.2 issue licenses in accordance with the Act, the Optometry Regulations, and these By-laws;
  - 9.2.3 jointly with the Executive Director, instruct legal counsel to the College in proceedings before the Hearing Committee;
  - 9.2.4 interpret and apply the Act, the Regulations, these By-laws and Board policies, as appropriate in the performance of the Registrar's duties;
  - 9.2.5 provide such information to Members and the public on the Act, the Regulations, these By-laws and Board policies, as the Registrar considers appropriate;

- 9.2.6 refer a Member to the Practice Enhancement Committee for a practice review, as the Registrar considers appropriate;
- 9.2.7 have the powers and duties which generally pertain to the role of Registrar and as conferred by Act, the Optometry Regulations, these By-laws, and the Board;
- 9.2.8 perform such other duties as required under by Act, the Optometry Regulations, these By-laws or as determined by the Board.

## **10. Executive Director**

- 10.1 The Board will provide for the appointment and compensation of an Executive Director.
- 10.2 The Executive Director reports to the Board.
- 10.3 Subject to policies established by the Board, and the provisions of the Act, the Optometry Regulations and these By-laws, the Executive Director shall:
  - 10.3.1 be responsible to the Board for the day-to-day business of the College, including for the planning, organization and control of all aspects of the operation of the College;
  - 10.3.2 be responsible for implementing and monitoring such policies that the Board may establish from time to time;
  - 10.3.3 jointly with the Registrar, instruct legal counsel to the College in proceedings before a Hearing Committee;
  - 10.3.4 instruct legal counsel to the College on such other matters as authorized by the Board;
  - 10.3.5 provide support to the committees of the College, and may attend meetings of all committees, but shall not have a vote on matters addressed by the committees;

- 10.3.6 assist the Board and any committee in the development, adoption, implementation and advancement of the various activities of the College;
  - 10.3.7 arrange for training and education of the Board;
  - 10.3.8 have the powers and duties which generally pertain to the role of Executive Director and as conferred by Act, the Optometry Regulations, these By-laws, and the Board;
  - 10.3.9 perform such other duties as required under by Act, the Optometry Regulations, these By-laws or as determined by the Board.
- 10.4 The Board may temporarily fill any vacancy in the office of Executive Director, or designate a substitute to act *pro tem* during the absence of the Executive Director or if the Executive Director is unable or fails to act.

## **11. Board Meetings**

- 11.1 The Board shall hold at least three Board meetings in each calendar year. Board meetings shall be held by order of the Chair or at the request of a majority of Board members.
- 11.2 Board meetings shall be held at such time and place as may be directed by Board and, in the absence of such direction, at such time and place as the Chair shall designate. In addition to in-person meetings, Board meetings may be held by electronic means, by order of the Chair or at the request of a majority of Board members.
- 11.3 All Board members shall be given written notice of the time and place of a meeting at least 10 business days in advance of the meeting.
- 11.4 The Rules of Order and Procedures at Board Meetings shall be the most current edition of Robert's Rules of Order governing meetings of a like nature. If a dispute

arises, it shall be settled by the Chair of the meeting, whose decision shall be final.

11.5 Voting on matters by the Board may be conducted:

11.5.1 At any meeting of the Board; or

11.5.2 With the authorization of the Chair, by mail vote, telephone, videoconference, or other acceptable electronic means.

11.6 A quorum of the Board is three Board members.

11.7 The Board's decision shall be made by a majority of those Board members participating in the vote.

11.8 The Registrar shall provide the following to Members, upon request:

11.8.1 Details of the time and place of a Board meeting; and

11.8.2 A copy of the agenda, excluding in-camera items.

11.9 The Treasurer shall ensure that minutes are taken at each meeting, signed by the Chair or Vice Chair, and retained on file.

11.10 A resolution signed and approved by all Board members, including a resolution transmitted by facsimile, electronic mail or postal service, is valid and binding, and of the same effect as if the resolution was duly passed at a meeting of the Board.

## **12. Removal of Board Members**

12.1 A Board member automatically ceases to hold office if they cease to become registered or licensed to practice in good standing.

12.2 A Board member may be removed from the Board by a resolution passed by a two-thirds majority of the remaining Board members. The Board member who is

the subject of the removal motion shall not be included in calculating this two-thirds majority.

12.3 Membership on the Board shall be terminated upon:

12.3.1 Submission of a written resignation to the College;

12.3.2 Suspension of Licence;

12.3.3 Cancellation of Licence; and

12.3.4 Failure to attend three consecutive Board meetings.

12.4 A Board member shall be deemed to have vacated the office of Board Member if:

12.4.1 The Board member becomes incapacitated or dies; or

12.4.2 The Board member's conduct is found to constitute "unprofessional conduct" under the Act and Regulations.

12.5 If an elected Board member, other than the Chair or Vice Chair resigns or is otherwise unable to retain his or her office, the Board shall appoint another Member to fill the office for the remainder of the term

### **13. Amendment of Bylaws**

13.1 The Board may consult with the membership regarding change to these By-laws, but retains the right in its sole discretion to establish or modify By-laws.

### **14. Registers**

14.1 Information contained in the register shall be current and accurate. A Member must submit to the Registrar any changes that pertain to his/her formal entry in the register within 21 days of the change. This includes all of the locations where the Member engages in the practice of Optometry.

14.2 The register of Former Members shall include:



- 14.2.1 All existing information in the Member's register;
- 14.2.2 Length of term of licensing, if applicable;
- 14.2.3 Date of cancellation;
- 14.2.4 Reason for cancellation;
- 14.2.5 Any other information that the Registrar may direct.

## **COMMITTEES OF THE COLLEGE**

### **15. Standing Committees**

- 15.1 The following committees are established as standing committees of the College:
  - 15.1.1 Complaints Committee(s)
  - 15.1.2 Hearing Committee
  - 15.1.3 Registration Committee
  - 15.1.4 Practice Enhancement Committee
  - 15.1.5 Legislation and Policy Committee
  - 15.1.6 Mediation Committee
- 15.2 The Board may appoint one or more other committees, and delegate to any such committee any of the powers of the Board. Any committee so formed shall, in the exercise of the powers so delegated, conform with any requirements that may be imposed by the Board.
- 15.3 Each committee chair shall provide a report to the Board at the Board's regular meetings.
- 15.4 Each committee chair shall provide a report to the membership at the Annual Meeting, which shall detail the committee's activities during the previous year.

15.5 Committees may recommend policy changes to the Board.

## **16. Composition of Committees**

16.1 All committees of the College are appointed by the Board, and are responsible and accountable to the Board.

16.2 Except as otherwise expressly provided in the *Act*, the Regulations or the By-Laws, the Board may, in its discretion, appoint to committees of the College such number of Retired Optometrists as the Board considers appropriate. For clarity, the appointment of a Retired Optometrist shall not constitute the appointment of a Member for the purposes of satisfying a requirement in the Act, the Regulations or the By-laws with respect to the minimum number of Members on a committee.

16.3 Except as otherwise expressly provided in the *Act*, the Regulations or the By-Laws, the Board may from time to time appoint additional members of any committee.

16.4 Except as otherwise expressly provided in the *Act*, the Regulations or the By-Laws, a committee member shall hold office for a term as prescribed by the Board at the time of appointment. Committee members are eligible for reappointment by the Board.

16.5 A member of a committee may at any time give notice in writing to the chair of the committee that the member wishes to resign.

16.6 A committee member's office shall automatically become vacant on:

16.6.1 the acceptance of the committee member's resignation by the chair;

16.6.2 a majority vote by the Board;

16.6.3 in the case of an optometrist, when the optometrist ceases to be licensed to practice optometry under the Act, or is subject to a suspension;

- 16.6.4 the determination by a court or a physician that the committee member is incompetent; or
- 16.6.5 the death of the committee member.
- 16.7 No vacancy on a committee impairs the right of the remaining committee members to act.
- 16.8 Except where otherwise expressly provided in the *Act*, the Regulations or the By-Laws, the Chair and Vice-Chair of each committee shall be determined by a majority vote of the Board. The Vice-Chair has all the powers of the chair, in the absence of the chair or upon direction of the chair.
- 16.9 Notwithstanding that a person may have been appointed by the Board to be a member of a committee, where that person has a conflict of interest or is not available to participate in the committee's decision's related to a matter before the committee, that person shall not be considered a member of the committee for the purposes of the committee's decisions related to that matter.

## **17. Committee Meetings and Voting**

- 17.1 A committee shall meet as required, but at least one (1) time per year.
- 17.2 Except where otherwise expressly provided in the *Act* or the By-Laws, meetings of committees shall be held, on reasonable notice, at such times and places as the chair of the committee shall from time to time determine, including by means of such telephone, electronic or other communication facilities that will permit all persons participating in the meeting to communicate with each other.
- 17.3 Except where otherwise expressly provided in the *Act* or the By-Laws, the accidental omission to give notice of a meeting to any committee member, or the failure of any committee member to receive such notice, shall not invalidate any decision made by the committee at any such meeting.

- 17.4 Except where otherwise expressly provided in the *Act*, the Regulations or the By-Laws, and unless otherwise determined by the Board, a Board committee shall have the power to fix its quorum at not less than a majority of its members and to determine and regulate its standard operating procedure.
- 17.5 No business shall be conducted at any committee meeting unless a quorum is present. When a quorum is not present, the committee meeting shall be adjourned to a time and place as may be decided by the committee's chair.
- 17.6 Except where otherwise expressly provided in the *Act*, the Regulations or the By-Laws, a meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authority, powers and discretions vested in, or exercisable by, the committee generally.
- 17.7 Every committee member present at a meeting shall be entitled to one (1) vote.
- 17.8 Decisions shall be made on the basis of a simple majority vote of the members present at the meeting.

## **18. Disclosure of Information Received by Committee**

- 18.1 Except where otherwise expressly provided in the *Act*, the Regulations or the By-Laws, a committee may, disclose, with or without a request for disclosure, information and documents received by the committee, and the committee's decision, to the Registrar who may in turn disclose the information to;
- 18.1.1 the Board or other committees of the College, to the extent that such information relates to the mandate or work of the Board or committee; or
- 18.1.2 another regulatory body in which the optometrist is a member, or by which the optometrist is regulated or registered, or seeks to become regulated or registered.

18.2 Except where otherwise expressly provided in the *Act*, the Regulations or the By-Laws, a committee may make a report to the Registrar recommending that the Registrar initiate a complaint in accordance with Section 28 of the Act with respect to the subject matter of the report if:

18.2.1 information arising from a matter under the consideration of the committee raises an appearance of unprofessional conduct, conduct unbecoming the profession, incompetence or incapacity; or

18.2.2 an optometrist fails to comply with a decision of the committee.

## **19. Complaints Committee**

19.1 Each Complaints Committee shall operate in accordance with the Act, the Regulations and the By-laws.

19.2 No member of a Complaints Committee shall cease to hold office by virtue only of the expiration of the member's appointment to the Complaints Committee if the Complaints Committee remains seized of any complaint.

## **20. Hearing Committee**

20.1 The Hearing Committee shall operate in accordance with the Act, the Regulations and the By-laws.

20.2 No member of the Hearing Committee shall cease to hold office by virtue only of the expiration of the member's appointment to the Hearing Committee if the Hearing Committee remains seized of any matter referred to it by a Complaints Committee.

20.3 Prior to the commencement of a hearing before the Hearing Committee, the Board will determine the compensation for members of the Hearing Committee. The Secretary-Treasurer may present the Board with a recommendation for Hearing Committee compensation.

20.4 Prior to the commencement of a hearing before the Hearing Committee the Board, or the Executive Director at the request of the Board, will arrange legal counsel for the Hearing Committee at the expense of the College. For clarity, the Chair of the Hearing Committee will instruct the legal counsel and the legal counsel will provide advice to the Hearing Committee. Neither the Board, the Registrar, nor the Executive Director shall have the authority to instruct the legal counsel or obtain information with respect to the legal counsel's advice to the Hearing Committee.

## **21. Registration Committee**

21.1 The Registration Committee shall operate in accordance with the Act, the Regulations and the By-laws.

21.2 The Registration Committee shall consist of at least three Members appointed by the Board, and such other persons as the Board considers appropriate.

21.3 The Registration Committee shall have the authority to consider appeals in respect of those decisions which the Act, the Regulations or these By-laws stipulate may be appealed to the Registration Appeals Committee.

21.4 The Registration Committee shall have such other authority as necessary to carry out its duties and functions as set out in the Act, the Regulations or these By-laws.

## **22. Practice Enhancement Committee**

22.1 The Practice Enhancement Committee shall operate in accordance with the Act, the Regulations and the By-laws.

22.2 The Practice Enhancement Committee shall consist of at least three (3) Members appointed by the Board, and such other persons as the Board considers appropriate.

22.3 No member of the Practice Enhancement Committee shall cease to hold office by virtue only of the expiration of the member's appointment to that

Committee while the member is in the process of conducting, or considering the results of, a practice review.

- 22.4 The Practice Enhancement Committee shall conduct practice reviews to assess Members' compliance with the Act, the Regulations the By-Laws, or professional standards, and shall ensure appropriate follow-up or remedial action is taken in instances of non-compliance.
- 22.5 The Practice Enhancement Committee shall conduct a practice review of each Member who is referred to the Committee by the Registrar, and such other Members as the Committee considers appropriate.
- 22.6 The Practice Enhancement Committee, prior to conducting a practice review, shall determine the scope of the review and advise the Member under review.
- 22.7 The Practice Enhancement Committee may retain the services of a reviewer to conduct a practice review, or the Committee may appoint a Committee member to act as the reviewer.
- 22.8 Reviewers shall report to the Practice Enhancement Committee.
- 22.9 The Practice Enhancement Committee shall receive, consider and evaluate the practice review report and shall make a decision as to the outcome of the review.
- 22.10 The decision as to the outcome of a practice review shall be made by the Practice Enhancement Committee and may include one (1) or more of the following:
  - 22.10.1 a determination that no further action is required;
  - 22.10.2 the requirement that the Member under review comply with a corrective action plan to address deficiencies within a specified period of time;

- 22.10.3 the requirement that a further review be completed within a specified time period set by the Practice Enhancement Committee;
  - 22.10.4 a determination to make a report to the Registrar recommending that the Registrar initiate a complaint in accordance with Section 28 of the Act.
- 22.11 The Practice Enhancement Committee shall provide a copy of its decision to the Member.
- 22.12 The Practice Enhancement Committee may supervise a member's compliance with its decision. If a member does not comply with a decision of the Practice Enhancement Committee, the Practice Enhancement Committee may report the lack of compliance to the Registrar with a recommendation that the Registrar initiate a complaint in accordance with Section 28 of the Act.
- 22.13 The Practice Enhancement Committee shall have such authority as necessary to carry out its duties and functions as set out in the Act, the Regulations or these By-laws.

### **23. Legislation and Policy Committee**

- 23.1 The Legislation and Policy Committee shall operate in accordance with the Act, the Regulations and the By-laws.
- 23.2 The Legislation and Policy Committee shall consist of at least one Member appointed by the Board, and such other persons as the Board considers appropriate.
- 23.3 The Legislation and Policy Committee shall, from time to time as the Committee considers appropriate or as requested by the Board, review the Act, the Regulations, the By-Laws, and Board policies, and recommend amendments to the Board.
- 23.4 The Legislation and Policy Committee shall have such other authority as necessary to carry out its duties and



functions as set out in the Act, the Regulations or these By-laws.

## **24. Mediation Committee**

- 24.1 The Mediation Committee shall operate in accordance with the Act, the Regulations and the By-laws.
- 24.2 The Mediation Committee shall consist of at least one Member appointed by the Board, and such other persons as the Board considers appropriate.
- 24.3 Where a complaint is referred to mediation in accordance with Section 14 of the Regulations, a person appointed to the Mediation Committee shall act as mediator.
- 24.4 The Mediation Committee shall have such other authority as necessary to carry out its duties and functions as set out in the Act, the Regulations or these By-laws.

## **MEETINGS OF THE MEMBERS**

### **25. Annual Meetings**

- 25.1 An Annual Meeting of the Members shall be held in Nova Scotia at least once in every calendar year, at a time and place determined by the Board, in consultation with the Members and the Association.
- 25.2 Attendance at Annual Meetings is limited to Members in good standing, Retired Optometrists, Public Members, Board members, and guests invited by the Board.
- 25.3 The following matters shall be considered at an Annual Meeting:
  - 25.3.1 Reading of Minutes;
  - 25.3.2 Correspondence;
  - 25.3.3 Reports of Officers and Committees;
  - 25.3.4 Annual Audited Financial Statements;

- 25.3.5 An operational budget for the coming fiscal year;
  - 25.3.6 Unfinished business;
  - 25.3.7 New business;
  - 25.3.8 Such other matters or things as may be properly placed before the meeting;
  - 25.3.9 Election of Board members; and
  - 25.3.10 Adjournment.
- 25.4 Any resolution or motion carried at an Annual Meeting or Special Meeting is not binding on the Board, but shall be formally considered by the Board at their next regular meeting.
- 25.5 Following adoption of a resolution at an Annual Meeting, the Chair shall provide Members at the next Annual Meeting with a report on actions arising from any resolution.
- 25.6 Meetings of the Board may be adjourned from time to time by a resolution of a majority of the Members present. No business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

## **26. Notice of Annual Meetings and Election**

- 26.1 The Chair shall notify every Member of each Annual Meeting of the College by delivering a notice of the date, time and place of the Annual Meeting, at least thirty (30) days prior to the Annual Meeting.
- 26.2 Delivery of this notice shall be accomplished by postage prepaid, or electronically addressed correspondence, to Members at their address as it appears in the College records.
- 26.3 The notice of the Annual Meeting shall contain information for the Annual Meeting, including but not

limited to an agenda, description of the nomination procedure and timeframes.

## **27. Mail Vote**

- 27.1 A matter or resolution may be voted upon by mail if the Board, in their sole discretion, determines that any matter or resolution should be the subject of a mail vote.
- 27.2 When the Board decides that a matter or resolution should be the subject of a mail vote, it shall be sent by postal service prepaid to each Member at his/her recorded mailing address, and indicate the following:
  - 27.2.1 The subject of the vote;
  - 27.2.2 Information that the Board deems appropriate;
  - 27.2.3 Direction as to voting, which the Board deems appropriate; and
  - 27.2.4 The date and time specified by the Board for the closing and receipt of the mail vote.
- 27.3 Members' mail votes not received on or before the closing date shall be deemed spoiled and not counted.
- 27.4 Immediately following the date specified for the closing of a mail vote, one or more scrutineers appointed by the Board shall count the mail votes and provide the results of the vote to the Chair, who shall notify the Members in writing within 30 days of being advised of the results.
- 27.5 In the event of a tie vote, the vote is lost and another vote shall be held.
- 27.6 All mail votes shall be retained for 60 days following the date specified for the closing of a mail vote, and then the Executive Director or designate will destroy the mail votes.

## **28. Special Meetings**

- 28.1 Every meeting of the Members other than an Annual Meeting is a Special Meeting. A Special Meeting shall be called by the Chair following receipt of a written request by 30% of the Members, or at the request of a simple majority of the Board.
- 28.2 The Members' request shall include the printed names and signatures of those Members requesting a Special Meeting and the reason for the request.
- 28.3 A Special Meeting shall be called within one month of receipt of the written request, and held within two months of the meeting being called.
- 28.4 Notice of a Special Meeting shall be sent by ordinary Postal Service to each Member at least 15 days prior to the meeting, and shall include:
  - 28.4.1 Reasons for which the meeting is being called;
  - 28.4.2 The time, date and location of the meeting; and
  - 28.4.3 A slate of candidates, if applicable to the purpose of the meeting.
- 28.5 Business transacted at a Special Meeting of the College shall be limited to the purpose or purposes for which the Special Meeting has been called, and which is expressly set out in the notice of the Special Meeting.
- 28.6 Attendance at Special Meetings is limited to Members in good standing, Retired Optometrists, Public Members, Board members, and guests invited by the Board.

## **29. Quorum of Members**

- 29.1 Thirty percent (30%) of the Members, two of whom must be Executive Committee members, constitute a quorum for transaction of business at an Annual Meeting or Special Meeting.

### **30. Minutes**

- 30.1 The College office shall have custody of the minutes of all meetings.
- 30.2 Minutes of Annual Meetings and Special Meetings shall be made available to Members in good standing upon request.

## **PRIVILEGES OF MEMBERSHIP**

### **31. Member in Good Standing**

- 31.1 A Member who is in good standing with the College is entitled to:
  - 31.1.1 All privileges and rights of membership in the College generally;
  - 31.1.2 Nominate and be nominated for office in the College;
  - 31.1.3 Vote in elections for membership on the Board;
  - 31.1.4 Attend meetings of the College and serve on committees, sub-committees and panels of the College; and
  - 31.1.5 Receive a summary of Annual Meetings, Special Meetings, Board Meetings (except minutes of in-camera portions of Board Meetings), College Newsletters, and minutes of the immediate previous Annual Meeting.
  - 31.1.6 Participate in College - approved educational sessions.

### **32. Retired Optometrists**

- 32.1 The Board may designate a person as a Retired Optometrist if the person:

- 32.1.1 was previously an Optometrist;
  - 32.1.2 is retired from the practice of optometry;
  - 32.1.3 in the opinion of the Board, has rendered meritorious service to the College, the profession, the public, or the practice of optometry.
- 32.2 Retired Optometrists are not Members and are not licensed to practice optometry. Retired Optometrists have none of the rights of a Member, except that Retired Optometrists shall be entitled to:
- 32.2.1 attend (without participatory or voting rights) meetings and special meetings of Members,
  - 32.2.2 be appointed to College standing committees;
  - 32.2.3 receive any copies of regular bulletins or publications issued by the College.
- 32.3 The Board may at any time by resolution cancel designation of a person as a Retired Optometrist.

## **COLLEGE ADMINISTRATION**

### **33. Head Office**

- 33.1 The College's head office shall be in the Province of Nova Scotia.

### **34. Seal**

- 34.1 The Board shall approve a seal for the College.
- 34.2 The Registrar or Executive Director shall assume responsibility for safekeeping of the College's seal, which shall contain the words "Nova Scotia College of Optometrists."
- 34.3 When the seal of the College is required to be affixed to a document, the seal shall be accompanied by the signature of any two or more officers of the College.

34.4 The Chair, Vice Chair and, Treasurer each shall have authority to fix a seal of the College to any legal document.

**35. Signing Authority**

35.1 Any one of the Chair, Vice Chair and Treasurer shall be the College's signing officers.

**36. Fiscal Year**

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

**37. Banking and Financial Records**

37.1 The Board shall establish and maintain such accounts with one or more Canadian banks or trust companies, as the Board determines necessary from time to time.

37.2 All payments and withdrawals shall be completed by cheque or other negotiable instrument drawn against the monies deposited, and shall be signed by two of the signing authorities.

37.3 The Treasurer shall prepare the financial records of the receipts and disbursements of the College. The Treasurer shall accept complete responsibility for the accuracy of the College's financial records, even if the Treasurer assigns this responsibility to another individual.

37.4 The Board shall review the College's financial records quarterly.

37.5 The College's financial records may be inspected by any Member at any time, upon giving reasonable notice and arranging a mutually satisfactory time with the responsible officer.

**38. Payment and Commitments**

- 38.1 The Treasurer or Executive Director may approve payments and commitments for the purchase of goods and services up to a limit set by Board policies.
- 38.2 All payments and commitments by the College in excess of the limit set by Board policies must be approved by the Board.
- 38.3 Following presentation of the budget by the Board at an Annual Meeting, each of the following membership categories shall be required to pay the approved fees:
  - 38.3.1 Member;
  - 38.3.2 Professional Corporations.
- 38.4 The Board may assess a special levy on any category of membership of the College as a result of a vote at a Board Meeting, in accordance with Board policies.
- 38.5 In accordance with Board policies, the Registrar may assess a penalty fee against any Member for failing to notify the College of changes to the Member's required filing information within 21 days of such change occurring.
- 38.6 In accordance with Board policies, the Registrar may waive the payment of, or authorize a refund of part or all of any fees, dues, levies, or assessments, or may lengthen the time specified for the payment of these financial obligations.
- 38.7 Members who are in their first calendar year of practice in Nova Scotia shall have their annual license fees reduced on a prorated basis. The proration shall be on the basis of one twelfth of the full annual dues for the first and all ensuing month(s) practiced.

### **39. Borrowing Powers**

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



#### **40. Investments**

40.1 The Board shall invest only in financial instruments where the principal and interest are guaranteed by a Canadian Bank or Trust Company.

#### **41. College Administration**

41.1 The Treasurer or designate shall annually arrange for preparation of the College's audited financial statements, and shall provide the required information to the College's auditors for that purpose.

41.2 Consistent with and subject to authorities delegated by the Board, the Chair, Treasurer and Registrar may appoint, hire or retain employees, legal counsel, an accountant, consultants, advisers and other paid and volunteer personnel to assist in the College's governance, management, administration and related activities.

### **REGISTRATION**

#### **42. Initial Licensing of Members**

42.1 For the purposes of the Act, the Registrar shall consider and decide on applications for initial licensing and applications for licence renewal.

42.2 At his or her discretion, the Registrar shall refer an initial licence application or renewal to the Registration Committee for policy advice, where the Registrar determines that the licence application or renewal is unique, complex or sensitive.

42.3 For the purposes of the Act, the Registration Committee may direct the Registrar to cancel a Member's licence.

42.4 Applicants applying under the Agreement on Internal Trade (A.I.T) are required to show they are in good

standing in the jurisdiction they are practicing as well as those jurisdictions they may have previously practiced.

#### **43. Examinations**

43.1 Pursuant to the Act, Regulations, and these Bylaws, the examination process shall occur in accordance with Board policies.

#### **44. Licence Renewals**

44.1 Subject to and in accordance with the Act, a licence shall be effective on January 1 and shall expire on December 31 of the same year, unless otherwise indicated on the licence.

44.2 Notice of the fees shall be delivered to each applicant no later than one month prior to the renewal period, and shall describe the consequences of late payment and non-payment of fees.

44.3 The Registrar must receive a completed application form for licence renewal, along with the required fees, by December 15 of each calendar year.

44.4 In addition to and without limitation of Section 24 of the Act, if fees have not been received and paid by December 15, there will be a \$75 administrative fee for each week the fees are late. The Registrar will be informed on December 15 of all members who have not paid their fees.

44.5 On December 31, the NSCO President and Registrar will be provided with a list of the members whose license will expire on January 1.

44.6 On payment of the licence renewal fee, arrears, late fees and penalties set by Board policies, the Registrar shall issue a formal receipt to the Member making payment.

## **45. Reinstatement**

- 45.1 A former Member whose licence was suspended or cancelled under the Act may apply for reinstatement of licence, by applying to the Board in accordance with Board policies, and by:
  - 45.1.1 Completing the form(s) required by the College;
  - 45.1.2 Submitting the form(s) and reinstatement fee(s) as determined by the College from time to time;
  - 45.1.3 Submitting appropriate verification of the required competencies consistent with the Act, Regulations, these Bylaws and Board policies; and
  - 45.1.4 Submitting information or any other requirements determined by the Registration Committee.
- 45.2 As soon as reasonably possible after receiving and considering the reinstatement application, the Registration Committee shall:
  - 45.2.1 Approve the application;
  - 45.2.2 Defer approval of the application until the applicant has successfully completed any requirements determined by the Registration Committee; or
  - 45.2.3 Refuse the application.
- 45.3 If the Registration Committee approves, refuses, or defers an application for reinstatement of a licence, the Registration Committee must provide written reasons for this decision to the Registrar.
- 45.4 The Registrar must in turn advise the applicant of the decision and provide the Registration Committee's decision and reasons to the applicant by Postal Service at the applicant's last known address.

## **46. Reinstatement Following Non-Payment of Fees**

46.1 A former Member who has ceased to be registered or licensed by reason only of a failure to renew his or her licence is eligible for reinstatement by the Board under the Act where the former Member:

46.1.1 Applies for reinstatement in the form required by the Registration Committee, not later than three months following the expiry of his or her licence;

46.1.2 Is not in contravention of the Act, the Regulations, or these Bylaws;

46.1.3 Pays a reinstatement fee of \$200, in accordance with Board policies; and

46.1.4 Pays any outstanding fees, dues, levies, or costs owing to the College.

39.1.5 MSI will be informed by phone call and subsequent letter that the member's license has been reinstated. A copy of the letter will be placed in the member's file.

39.1.6 The license expiration notice will be removed from the NSCO website

46.2 The Board may reinstate a person without charging any reinstatement fee where the person demonstrates that he/she was unable to comply with the requirement for payment of fees for renewal of his/her licence for reasons of undue hardship.

## **47. Members' Professional Liability Insurance**

47.1 Members must provide evidence of having the type and amount of professional liability insurance, in accordance with Board policies.

47.2 The College may arrange with the Association or another third party to provide liability insurance to Members.