

Prince Edward Island College of Optometrists

Bylaws

Contents

| | |
|--|----|
| SECTION 1 - INTRODUCTION | 4 |
| 1.1 Definitions | 4 |
| 1.2 Interpretation | 4 |
| 1.3 Severability and Precedence | 4 |
| 1.4 Seal | 4 |
| 1.5 Fiscal Year | 4 |
| 1.6 Execution of Contracts | 4 |
| SECTION 2 - COUNCIL | 5 |
| 2.1 Composition | 5 |
| 2.2 Term of Office | 5 |
| 2.3 Revocation | 5 |
| 2.4 Code of Ethics | 5 |
| 2.5 Code of Conduct | 6 |
| 2.6 Conflict of Interest | 6 |
| SECTION 3 - OFFICERS AND EXECUTIVE COMMITTEE | 6 |
| 3.1 Executive Committee | 6 |
| 3.2 Officers | 6 |
| 3.3 Term of Office | 6 |
| 3.4 Chair | 6 |
| 3.5 Vice-Chair | 7 |
| 3.6 Treasurer | 7 |
| 3.7 Secretary | 7 |
| 3.8 Other Officers of Council | 7 |
| 3.9 Removal of an Officer/Staff dismissal | 7 |
| SECTION 4 - APPOINTMENTS | 7 |
| 4.1 Registrar | 7 |
| 4.2 Auditor | 8 |
| 4.3 Solicitor | 8 |
| SECTION 5 - COMMITTEES AND DELEGATES | 8 |
| 5.1 Revocation | 8 |
| 5.2 Selection Process | 8 |
| 5.3 Committees | 9 |
| 5.4 Delegates | 9 |
| SECTION 6 - ELECTIONS TO COUNCIL | 9 |
| 6.1 Eligibility | 9 |
| 6.2 Nominations | 9 |
| 6.3 Notification | 10 |
| 6.4 Voting Procedure | 10 |
| 6.5 Counting of the Votes | 10 |
| 6.6 Acclamation | 10 |
| 6.7 Vacancies | 10 |
| 6.8 Tie Vote | 11 |
| 6.9 Election of Executive Committee Members | 11 |
| SECTION 7 – ALLOWANCES | 11 |
| 7. 01 Honoraria | 11 |
| SECTION 8 - ANNUAL GENERAL MEETING | 11 |
| 8.1 Time and Place | 12 |
| 8.2 Notice | 12 |
| 8.3 Order of Business | 12 |
| 8.4 Quorum | 12 |
| 8.5 Voting | 12 |
| 8.6 Minutes | 13 |
| SECTION 9 - GENERAL MEETINGS | 13 |
| 9.1 Time and Place | 13 |
| 9.2 Notice | 13 |
| 9.3 Order of Business | 13 |

| | | |
|---|---|-----------|
| 9.4 | Quorum and Attendance..... | 14 |
| 9.5 | Voting..... | 14 |
| 9.6 | Minutes..... | 14 |
| 9.7 | Observers..... | 14 |
| 9.8 | Adjournments..... | 14 |
| SECTION 10 - SPECIAL MEETINGS | | 15 |
| 10.1 | Time and Place | 15 |
| 10.2 | Notice | 15 |
| 10.3 | Order of Business] | 15 |
| SECTION 11 - CONDUCT OF BUSINESS WITHOUT A MEETING | | 15 |
| 11.01 | Time and Place | 15 |
| SECTION 12 - BY-LAWS, POLICIES AND AUTHORIZATIONS | | 16 |
| 12.01 | Resolution..... | 16 |
| SECTION 13 - FEES | | 16 |
| 13.01 | Renewal | 16 |
| SECTION 14 - CARE OF FUNDS..... | | 16 |
| 14.1 | Budget | 16 |
| 14.2 | Auditor's Report/Financial Reviewer's Report..... | 16 |
| 14.3 | Banking | 16 |
| 14.4 | Signing Officers | 17 |
| 14.5 | Investments..... | 17 |
| 14.6 | Insurance..... | 17 |

SECTION 1 - INTRODUCTION

1.1 Definitions

In these by-laws, unless the context otherwise requires:

- a) “Act” means the *Regulated Health Professions Act* of Prince Edward Island;
- b) “College” means the Prince Edward Island (PEI) College of Optometrists;
- c) “Council” means the Council for the PEI College of Optometrists;
- d) “Good Standing” means the registrant’s Certificate of Registration with the College is not suspended or cancelled or otherwise restricted or limited under the Act or Regulations made thereunder;
- e) “Registrant” means an individual who holds a Certificate of Registration with the PEI College of Optometrists;

1.2 Interpretation

In these by-laws, unless the context otherwise requires, expressions defined in the Act and any alterations or amendments thereto shall have the meaning as defined; and words imparting the singular shall include the plural and vice versa, and words imparting the masculine gender shall include females and non-identifying persons, and words imparting persons shall include bodies corporate. The term “registrant” as used in this document is synonymous with the term “member” as used in the RHPA.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of these by-laws. If any of the provisions contained in the by-laws are inconsistent with those contained in the Act, the provisions contained in the Act, as the case may be, shall prevail.

1.4 Seal

The seal of the College, if any, shall be in the form determined by the Council. The seal of the College shall be in the custody of the registrar, who shall affix it to all documents for which it is required.

1.5 Fiscal Year

The fiscal year of the College shall commence on the first day of November and shall end on the thirty-first day of October of the following year.

1.6 Execution of Contracts

1.6.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the College shall be signed by the authorized signatories as approved by Council from time to time and are currently any two of the chair, vice-chair and registrar.

1.6.2 The Council may, from time to time, direct the manner in which and the person by whom, a particular document or type of document shall be executed.

1.6.3 Persons authorized to sign any College document may affix the College seal to the document. The Chair may certify a copy of any instrument, resolution, by-law or other document of the College to be a true copy thereof.

SECTION 2 - COUNCIL

2.1 Composition

2.1.1 The Council shall consist of:

- a) Four registrants elected from and by registered optometrists on the General Register as provided by this by-law, and
- b) Two public representatives appointed by the Lieutenant Governor in Council.

2.1.2 Public members awaiting appointment to Council shall not be eligible to propose, amend or vote on motions nor will they be permitted to propose agenda items. They may participate in discussions that do not contravene these bylaws or Council policies.

2.2 Term of Office

2.2.1 The term of office for all members of Council shall, in accordance with the Act, not exceed three (3) years in any one role nor more than six (6) consecutive years on Council.

2.3 Removal of Council Member

2.3.1 Council may request the removal of a registrant member of Council where the Council member:

- a) fails to attend three consecutive meetings of the Council without, in the opinion of the Council, a reasonable excuse;
- b) is convicted of an offence that, in the opinion of the Council, renders the member unsuitable to continue to hold office as a member;
- c) commits an act, other than one referred to in clause (b), that undermines the ability of the member to act credibly as a member;
- d) is, in the opinion of the Council, unlikely to be able to fulfil the member's duties on the Council due to physical or mental incapacity; or
- e) is, in the opinion of the Council, behaving in a manner that significantly interferes with the ability of the College or Council to pursue its objects and carry out its duties.

2.3.2 A vote for the removal of a registrant member of Council pursuant to the preceding section shall be held at either a regular Council meeting or a special meeting called for the purpose and a simple majority is required to formally remove the member.

2.4 Code of Ethics

In all of its deliberations, the Council shall be guided by the principle that: the safety of the

public shall be of prime consideration; and that the PEI College of Optometrists Code of Ethics, as approved by the Council in accordance with the Act shall be at all times abided and enforced by members.

2.5 Code of Conduct

Each Council member, officer, staff member, delegate or committee member is required to read, sign and abide by any Code of Conduct Policy established by Council.

2.6 Conflict of Interest

Each Council member, officer, staff member, delegate or committee member is required to read, sign and abide by any Conflict of Interest Policy established by Council.

SECTION 3 - OFFICERS AND EXECUTIVE COMMITTEE

3.1 Executive Committee

3.1.1 The executive committee shall be comprised of the Chair and two other members of the Council. The two members shall be a public member and a registrant member and be elected annually or as deemed appropriate.

3.1.2 The executive committee shall take action upon any matter delegated to it by the Council or that requires attention between meetings of the Council.

3.1.3 The executive committee shall oversee and coordinate, through terms of reference, the work of the other College committees as established from time to time.

3.2 Officers

The Council's officers are the Chair, Vice-Chair, Treasurer, Secretary (or combined Secretary-Treasurer), and the Registrar of the College.

3.3 Term of Office

3.3.1 The term of office of an officer shall be a minimum of one (1) year and no more than three (3) consecutive years in any one role – Chair, Vice-Chair, Treasurer, or Secretary (or Secretary-Treasurer).

3.3.2 Elections of officers may be held annually or as deemed appropriate by the Council to ensure members have an opportunity to participate to their maximum potential.

3.3.3 Generally, new members to Council will not be expected to assume an officer role within their first year on Council.

3.4 Chair

The Chair, if present, shall preside at and chair all meetings of the Council and of the executive committee. They shall be responsible for the performance of such duties and exercising of such powers as may be delegated to the position by Council from time to time.

3.5 Vice-Chair

The Vice-Chair shall act as the Chair and assume the Chair's duties in the absence of the Chair and be responsible for the performance of such duties and exercising of such powers as may be delegated to the position by Council from time to time.

3.6 Treasurer

The Treasurer shall work collaboratively with the members of the Executive Committee, council and the registrar to support the college in fulfilling its fiduciary responsibilities. The treasurer shall review and ensure accuracy of accounts of all assets, liabilities, receipts and disbursements of the college in the books belonging to the college in accordance with any policies or directives established by council. The Treasurer shall be further responsible for the performance of such duties and exercising of such powers as may be delegated to the position by Council from time to time.

3.7 Secretary

The Secretary shall record minutes of all meetings of the council and the college, all general meetings, annual general meetings, and special meetings either in person or by substitute appointee for a specific meeting as determined by council; and shall keep and distribute a correct record of the proceedings in accordance with these bylaws or the Act. The Secretary shall be responsible for the performance of such duties and exercising of such powers as may be delegated to the position by Council from time to time. The Secretary may delegate duties to another member of Council, including the Registrar, as may be permitted and approved by Council from time to time.

3.8 Other Officers and Staff of Council

The Council may appoint such other officers and staff as the Council deems necessary for the proper administration of the Council and College; the terms of office and remuneration shall be at the Council's discretion.

3.9 Removal of an Officer/Staff dismissal

3.9.1 Officers or staff may be removed for misconduct or dereliction of duties. Misconduct is a willful act against the College. Dereliction of duties is the negligence of official responsibilities for an excessive period, or violation of the responsibilities of office.

3.9.2 During a special meeting, the removal of officers or staff may be initiated by a two-thirds majority vote of the entire Council. The executive committee is then responsible for carrying out, if appropriate, the removal of the officer or staff.

SECTION 4 - APPOINTMENTS

4.1 Registrar

4.1.1 In addition to the duties required by the Act, the registrar shall conduct, or cause to be

conducted, the correspondence of the College and Council; shall attend all general meetings, annual general meetings, and special meetings either in person or by substitute appointed for a specific meeting as determined by Council.

4.1.2 The registrar is responsible for planning and implementing the programs of the College in accordance with policies and objectives approved by Council, and any additional duties as determined by Council.

4.1.3 The Registrar is a non-voting member of Council and is appointed by and accountable to Council. The Registrar's responsibilities and remuneration of the Registrar shall be reviewed by the Council annually following an employee performance review.

4.1.4 If Council determines the Registrar needs immediate replacement, Council will appoint an interim Registrar(s) from the Council members or staff until the Registrar returns or a replacement has been appointed.

4.1.5 Due to the required stakeholder relationship with government, the Registrar must not participate in political organizations or affiliations that interfere with or are in conflict with the administration of their duties.

4.2 Auditor

4.2.1 The Council shall appoint an Auditor to perform an annual financial review for the College with a full audit to be performed every 5 years.

4.2.2 The Auditor, after receiving the financial records of the College, shall prepare an Auditor's Report and Statement of Financial Position of the College in accordance with generally accepted accounting principles and auditing standards and deliver it to the Registrar within the period set out in procedures established by the Council.

4.3 Solicitor

The Council may appoint a solicitor to advise the College.

SECTION 5 - COMMITTEES AND DELEGATES

5.1 Revocation

Council may revoke the appointment of a committee member or delegate, where the person:

- a) fails to attend three consecutive meetings without, in the opinion of the Council, a reasonable excuse;
- b) is convicted of an offence that, in the opinion of the Council, renders the member unsuitable to continue to hold office as a member;
- c) commits an act, other than one referred to in clause (b), that, in the unanimous opinion of the Council, undermines the ability of the member to act credibly as a member;
- d) contravenes these bylaws or established policies; or
- e) is, in the opinion of the Council, unlikely to be able to fulfil the member's duties due to physical or mental incapacity.

5.2 Selection Process

5.2.1 Notification of committee or delegate vacancy will be communicated via email to all registrants accompanied with notification on the College's website a minimum of 10

business days prior to appointment by council.

5.2.2 If no persons submit interest in the vacant position, the vacancy shall be communicated to registrants until the position has been filled. Upon review of the candidates' qualifications, the Council will appoint the candidate upon a majority vote.

5.3 Committees

5.3.1 Subject to the limitations on delegation set out in the Act, the Council may establish any committee it determines necessary for the execution of the College's responsibilities. The Council will review the composition and terms of reference for any such committee. The Council may dissolve any committee by resolution at any time and may remove a committee member by resolution of the Council.

5.3.2 Unless otherwise stated in these by-laws, the committee shall appoint the chair of each committee from Council or College Staff.

5.3.3 Unless otherwise stated in these by-laws, decisions of any committee shall be by majority vote of those members of the committee present at a duly constituted meeting.

5.3.4 Committee members shall be either a registrant in good standing with the College, a member of Council or appointed by Council (stakeholder, subject matter expert, etc.).

5.3.5 Quorum for a committee shall be majority.

5.3.6 In accordance with the Act, Council shall approve the terms of reference and composition of all standing committees as may be established from time to time.

5.4 Delegates

5.4.1 Subject to the limitations on delegation set out in the Act, the Council may appoint any delegate it determines necessary for the execution of the College's responsibilities. The Council may review the term of office and terms of reference for any delegate.

5.4.2 A delegate may serve consecutive terms as determined by the organization for which he or she has been appointed; if no terms exist, the delegate may serve up to six years without reappointment by the Council.

SECTION 6 - ELECTIONS To COUNCIL

6.1 Eligibility

6.1.1 Only registrants in the General Register of the College shall be eligible to nominate, vote, or be elected to the Council.

6.1.2 Registrants seeking to be elected to Council must be in good-standing with no current or ongoing investigations, complaints, outstanding debts or outstanding orders in either this jurisdiction or another.

6.1.3 Registrants seeking to be elected to Council cannot have been a member of the PEI Association executive or governing body within the year preceding the election.

6.2 Nominations

6.2.1 The Registrar shall, when possible, give notice via email to all eligible registrants at least 30

days before the completion of a member of Council's term.

6.2.2 Nominations will be received by the Registrar, upon a form available from the Registrar. It shall be endorsed by the nominee and one registrant.

6.2.3 If the call for nominations does not produce enough eligible nominees to fill the vacancies on Council, the registrants shall be so advised, and invited to resubmit nominations.

6.2.4 A nominee for election to the Council may, at any time prior to the commencement of the election, give notice to the secretary of their wish to withdraw their nomination. The withdrawal becomes effective upon receipt of the notice in a form acceptable to the Registrar.

6.3 Notification

Eligible voting registrants shall be notified in a timely fashion, through e-mail, of the names of those nominated for election to Council. The notification shall be accompanied by information on each candidate (prepared in a standard format) and voting instructions.

6.4 Voting Procedure

Voting procedure shall be determined by the circumstances e.g. show of hands, secret ballot, email vote, etc.

6.5 Counting of the Votes

6.5.1 Unless otherwise determined by Council or stated in these Bylaws, the election process shall begin within 10 days of the nomination deadline. The Executive Committee shall scrutinize the votes.

6.5.2 The candidate(s) receiving the largest number of votes from eligible voting college members shall be elected to Council.

6.5.3 If required, scrutineers shall provide a report of the results of the voting to Council.

6.5.4 The Registrar shall retain any on-line voting records for a period of 30 days following the completion of the member of Council's term, after which they shall be destroyed.

6.6 Acclamation

If the number of valid nominations for positions on Council is equal to the number of vacant positions on Council, the persons nominated shall be declared elected.

6.7 Vacancies

6.7.1 In the event of a vacancy in the Council occurring through death, incapacity, resignation, or otherwise of a registrant member, the Registrar shall call for nominations and hold an election.

6.7.2 The Registrar shall, at most 14 days after a vacancy has been determined, give notice via email to all eligible registrants.

6.7.3 Nominations will be received by the Registrar up to a date which shall be no more than 28 days after a vacancy has been determined.

6.7.4 Each nomination shall be made upon a form available from the Registrar. It shall be endorsed by the nominee and one registrant.

6.7.5 If the call for nominations does not produce enough eligible nominees to fill the vacancies on Council, the registrants shall be so advised, and invited to resubmit nominations.

6.7.6 A nominee for election to the Council may, at any time prior to the commencement of the election, give notice to the Registrar of their wish to withdraw their nomination. The withdrawal becomes effective upon receipt of the notice in a form acceptable to the Registrar.

6.8 Tie Vote

In the event of a tie vote for an elected position on Council, the executive committee shall immediately request a recount, and if the result is not altered, a subsequent election will occur and include only those candidates involved in the tie vote.

6.9 Election of Executive Committee Members

6.9.1 Executive committee members shall be elected by the Council by majority vote at annual general meetings of the College, as appropriate, or if a vacancy occurs.

6.9.2 In the event of a vacancy in the executive committee occurring through death, incapacity, resignation, or otherwise, the Council will elect an executive committee member by majority vote. When elected, the executive committee member will remain in office for the unexpired portion of the vacant term.

SECTION 7 – ALLOWANCES

7. 1 Honoraria

7.1.1 Members of the Council, committee members or delegates may be paid honoraria in accordance with any remuneration policy adopted by Council, or in the absence of such a policy, as Council may determine from time to time by resolution of Council. If approved by Council, individual Council members may receive remuneration, either in a monetary or non-monetary form, for recognition of additional contributions to the College as determined by Council from time-to- time.

7.1.2 Members of Council must be prepared to invest considerable time and effort to their duties.

7.1.3 Unless otherwise stated in these by-laws, no Council member, officer, staff member, delegate or committee member shall directly or indirectly receive any profit from occupying said position; provided that:

- a) the Council member, officer, staff member, delegate or committee member may be reimbursed for reasonable expenses they incur in the performance of their duties; and
- b) the Council member, officer, staff member, delegate or committee member may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the College, provided that the amount of any such remuneration or reimbursement is:
 - considered reasonable by Council;
 - approved by the Council for payment by resolution passed before such payment is made; and
 - in compliance with the College’s conflict of interest policy.

SECTION 8 - ANNUAL GENERAL MEETING

8.1 Time and Place

The College shall hold an annual general meeting on any date after March 1st, but prior to June 30th, in each year at such time and place and format as determined by the Council.

8.2 Notice

Notice of the exact time and place shall be given in writing, including electronic means, at least 21 days in advance of the meeting.

8.3 Order of Business

8.3.1 The order of business of the annual general meeting, unless the Chair otherwise directs, shall be:

- a) review of the previous year's annual general minutes;
- b) annual reports of the Chair, Registrar, and Treasurer;
- c) financial review/auditor's report and statement of financial position;
- d) annual report of the solicitor or the inspector, if any;
- e) report(s) of committees, or delegates, if any;
- f) upcoming year's budget and retention of insurance;
- g) update on any changes to by-laws/policies;
- h) new business;
- i) election of members of the executive committee, if required.

8.3.2 Proceedings at meetings of the College and the Council shall be guided by the rules set down in "Roberts Rules of Order" in all cases not specifically provided for in the Act or in these by-laws.

8.4 Quorum

Two-thirds of members of the Council, including at least one public representative of the Council, plus at least four registrants on the General Register, shall constitute a quorum during the AGM.

8.5 Voting

8.5.1 Registrants on the General Register ~~members~~ may vote on motions to: a) accept or receive a report/agenda/minutes; and b) elect Council Members, as required.

8.5.2 Each registrant on the General Register and Council member, including the Chair, shall be entitled to one vote.

8.5.2 If there is a tie vote at an annual general meeting, the Chair, or, if the Chair is absent or unable or unwilling to vote, the Vice-Chair, may break the tie by casting a second vote.

8.5.3 In the event of a tie vote where the Chair or Vice-Chair chooses not to break the tie, the motion is lost.

8.5.4 A Council member or registrant on the General Register who chooses to abstain from any vote must give a reason which will be recorded in the minutes. An abstention shall not

be counted as a vote.

8.6 Minutes

8.6.1 The secretary shall record the minutes of the meeting and distribute the minutes to members of Council no later than 28 days following the annual general meeting.

8.6.2 The previous year's annual general meeting minutes shall be approved by the Council at a general Council meeting within 90 days of the AGM. The minutes, as approved, shall be signed by the Chair (or, if the Chair was absent from the AGM, the Vice-Chair) and the Registrar. Non-confidential Council decisions may be made available to the public in a format as determined by Council.

SECTION 9 - GENERAL MEETINGS OF COUNCIL

9.1 Time and Place

The Council shall hold at least three general meetings during the year, or more often as required, at such times and places as shall be determined by the Chair or, in the absence of the Chair, the Vice-Chair.

9.2 Notice

9.2.1 Notice of the exact time, place and format shall be given to each council member at least 7 days in advance of the meeting. Notice will also be provided to the registrants.

9.2.2 At least 2 days in advance of the general meeting, the Registrar will distribute the following:

- a) minutes of the previous general meeting;
- b) a proposed agenda for the meeting; and
- c) reference material required for the meeting.

9.2.3 If, after notice has been served and due to unforeseen circumstances, a meeting is postponed, the meeting can be rescheduled upon the majority agreement of the Council in person, by telephone, facsimile, or other electronic means.

9.3 Order of Business

9.3.1 At any general meeting the order of business shall be:

- a) consideration of the items of business in the proposed agenda;
- b) approval of the agenda (with amendments/additions if necessary);
- c) declaration of any conflict of interest;
- d) approval of the minutes of the previous general meeting and consideration of the business arising there from;
- e) other items of business, which at the discretion of the Chair warrant discussion.

9.3.2 The proceedings at meetings of the College and the Council shall be governed by Roberts Rules of Order.

9.3.3 A meeting of the Council may be held by conference call, video conferencing or other or similar methods that permit members of the Council to participate in the meeting.

9.3.4 Agenda items not provided in advance of the distribution of the meeting material may

be added to the agenda under new business at the time of the meeting and will be addressed if time permits. Items not addressed will carry over to the next general meeting.

9.4 Quorum and Attendance

9.4.1 Over fifty per cent of members of the Council, including at least one public representative and either the Chair or another officer shall constitute a quorum.

9.4.2 The Secretary shall keep an attendance record of all Council members and bring to the attention of Council if a member has been absent for 3 consecutive meetings.

9.5 Voting

9.5.1 Motions shall be decided by a majority of members of Council in attendance. Each member of Council, excluding the chair, shall be entitled to one vote. The Registrar is a non-voting member of Council.

9.5.2 If there is a tie vote, the chair will cast the deciding vote.

9.5.3 In the event of a tie vote where the chair chooses not to break the tie, the motion is lost.

9.5.4 An abstention from voting shall not be counted as a vote.

9.5.5 Council may approve motions outside of meetings of the Council by e-mail.

9.6 Minutes

9.6.1 The secretary shall record the minutes of the meeting and distribute the minutes to members of Council no later than 28 days following the meeting.

9.6.2 Previous meeting minutes shall be approved by the Council. Non-confidential decisions may be made available to the public in a format as determined by Council.

9.6.3 Upon application being made in writing and with the approval of a majority of Council members, a Registrant may view the minutes of a general meeting in the presence of the Registrar or Chair.

9.7 Observers

9.7.1 Observers are asked to advise the Registrar 5 days before a scheduled Council meeting if they wish to attend as observers, or if they would like to make a presentation to the Council.

9.7.2 Observer privileges will be granted upon majority vote of the officers and shall also be withdrawn in the same manner.

9.7.3 Observers of Council meetings or minutes of same may be required to sign a statement of non-disclosure, declaration of conflict of interest, or declaration of code of conduct.

9.7.4 Observers are not permitted to propose, amend or vote on motions. However, they may participate in discussion, if approved by Council, and do not contravene these bylaws or any Council policies.

9.8 Adjournments

Meetings of the Council may be adjourned from time to time by a motion supported by a majority of the members of Council present. Such motion shall state the date and time of the reconvened meeting and shall thereby constitute due notice.

SECTION 10 - SPECIAL MEETINGS

10.1 Time and Place

Special meetings of the Council or College shall be held at the call of the Chair or by requisition signed by two members of Council.

10.2 Notice

No fewer than 2 days' notice shall be given for a special meeting. The notice shall specify the business to be brought forward.

10.3 Order of Business

10.3.1 No business shall be dealt with except that for which the meeting was called.

10.3.2 Unless otherwise directed by the Chair, special meetings will follow the by-laws set forth under General Meeting.

SECTION 11 - CONDUCT OF BUSINESS WITHOUT A MEETING

11.1 Time and Place

11.1.1 On purely an emergency basis, the business of the Council may be conducted and concluded by a motion resolution agreed upon by a majority of Council members, unless otherwise stated in these by-laws, using the telephone, e-mail or a virtual meeting, and shall have the same force and effect as a resolution duly passed at a convened meeting of the Council; however, the resolution must be confirmed at the next Council meeting.

11.1.2 A resolution signed by a majority of the members of the Council, for which purpose electronic signatures or emails are sufficient, has the effect of a resolution of the Council.

SECTION 12 - BY-LAWS, POLICIES AND AUTHORIZATIONS

12.1 Resolution

12.1.1 A resolution for the purpose of making, amending or revoking a by-law or a policy, or a recommendation pertaining to legislation involving the practice of optometry, shall require a quorum of two-thirds of present members of Council and a majority vote.

12.1.2 Any motions listed under the Order of Business of a General meeting, excluding unfinished business, shall require a quorum of two-thirds of members of the Council and a majority vote.

12.1.3 New by-laws or changes in the by-laws may be enacted from time to time by the Council in accordance with the Act. Bylaws will be available to the public in a public forum.

SECTION 13 - FEES

13.1 Registration Fees

All fees shall be determined by Council and communicated to members in the form of an

Annual Schedule of Fees adopted by Council and amended from time to time as necessary at the discretion of Council.

SECTION 14 - CARE OF FUNDS

14.1 Budget

14.1.1 The Registrar will prepare an estimate of the budget for the upcoming year with the assistance of the treasurer and the College appointed accountant.

14.1.2 The budget will be presented by the Registrar and adopted by Council each year prior to November 1. Motions requiring the adjustment of the annual budget must be presented with a comparative income statement.

14.1.3 With the adoption of the annual budget by Council, expenses outlined in the annual budget are considered approved by Council.

14.1.4 The annual budget will include an estimation of, but not limited to the following:

- a) wages and levies;
- b) rent & utilities, if applicable;
- c) office supplies and associated costs;
- d) banking fees;
- e) insurance fees;
- f) solicitor's and auditor's fees;
- g) employee benefits, if applicable;
- h) maintenance fees, if applicable;
- i) honorariums;
- j) detailed description of required travel for any Council member, staff, delegate or committee member and the associated travel costs; and
- k) revenue

14.2 Auditor's Report/Financial Reviewer's Report

The registrar shall distribute the Auditor's Report/Financial Reviewer's Report and Statement of Financial Position, or cause it to be distributed, at or before the annual general meeting or immediately upon its availability.

14.3 Banking

14.3.1 The Council or its staff shall ensure that all money received on behalf of the College is deposited in the name of the College in a bank or other deposit-gathering institution that is a member of the Canadian Deposit Insurance Corporation or in a credit union established in such a way as to guarantee the deposits.

14.3.2 Quarterly reconciliations (banking statements, payroll, investments, etc.) shall be prepared/presented by the Registrar/Treasurer, reviewed and signed by two (2) of the Signing Officers.

14.3.3 Council shall be presented with a financial report at each prescheduled general meeting in accordance with established policies.

14.4 Signing Officers

The Signing Officers shall be responsible for the performance of such duties and exercising of such powers as are delegated to them from time to time.

14.5 Investments

The Council or its staff shall ensure that when funds of the College are invested, they are held secure through means set out in policies and procedures approved by Council.

14.6 Insurance

14.6.1 Council shall ensure that the College maintains security arrangements and insurance coverage against loss of funds that the College may sustain resulting from employee dishonesty, destruction, disappearance, wrongful abstraction or forgery.

14.6.2 Council shall ensure that the College maintains insurance coverage for office contents, liability insurance for directors and operators and errors and omissions insurance.

| Approved By | Approval Date | Reviewed/Revised | Next Review |
|-------------|---------------|------------------|-------------|
| Council | | | |