

# **By-Laws**

## **Nova Scotia College of Dispensing Opticians (NSCDO)**

**Approved and effective: November 28, 2007**

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# **By-Laws Relating to the Activities and Operation of the Nova Scotia College of Dispensing Opticians**

References in this document to the Act, Regulations and By-Laws, refer to *Dispensing Opticians Act* (2005), and the *Regulations* (2007), and *By-Laws* (2007) made under the Act.

## **1. DEFINITIONS**

- (1) “College Code of Conduct Policy” means: The policy approved by the Board governing the conduct of College members.
- (2) “Board” means Board of Directors of the College.
- (3) “Election date” means: The date upon which the next election of the Board of Directors shall be held and the hour on that day fixed as the deadline for receipt of ballots as determined by the College at the annual general meeting each year.
- (4) “In Good Standing” means: The status of a registrant with no current disciplinary finding that would prohibit or restrict the person from engaging in the practice of dispensing.
- (5) “Resolution” means: A matter submitted by a registrant, seconded by another registrant, that is requested to be reviewed by the College, and that is within the jurisdiction of the College and the objects and purposes of the *Dispensing Opticians Act*.
- (6) “Scrutineers” means: Individuals or organization appointed by the Chair to count votes at meetings of the College or for elections held by the College.
- (7) “Voting body” means: Those registrants who are not College employees, or scrutineers, and who
  - (a) have been verified by presenting proof of current licensure upon registration at the meeting; and
  - (b) have registered to vote prior to a poll taken at the commencement of the meeting.
- (8) “Registrar” means: A person engaged by the Board of Directors to keep official records and perform day to day administrative duties for the College.

## **2. CORPORATE SEAL**

The seal of the College shall be prescribed by the Board of the College and shall have the words “COLLEGE OF DISPENSING OPTICIANS” endorsed thereon.

## **3. OFFICE**

The office of the College shall be maintained within the province of Nova Scotia and located as to reasonably carry on the business of the College.

## **4. FORMS**

Any forms required pursuant to the Act, the Regulations or the By-Laws shall be as approved by the Board of Directors of the College.

## **5. REGISTRATION EXAMINATIONS**

- (1) Registration examinations which are a prerequisite for registration pursuant to the Act or the Regulations shall be as approved by the Board.

- (2) Notice of registration examinations shall:
  - (a) be sent by the Registrar to each Student at least three (3) months) before the date fixed for the examinations; and
  - (b) state the deadline on which applications to write the examinations must be received.
  - (c) Log Books must be received by the College Office two (2) months prior to the date of exam.
- (3) Each candidate for the registration examination shall be required to pay an examination fee as approved by Board of Directors, payable to the National Examination Committee.
- (4) All candidates successful in the registration examination shall further be required to pay the current registration fee established pursuant to the By-Laws to effect registration in the College.
- (5) Candidates shall have a maximum of three (3) opportunities to pass the registration examination in the thirty-six (36) month period immediately following their eligibility to write. A candidate shall not be permitted to further write the registration examination without being pre-approved by the Board of Directors.

#### **6. FEES**

- (1) The fees for registration and licensing in a particular class or classes in the College shall be determined by the Board of Directors.
- (2) The fee for entry in the requested class or classes must be paid by each registrant by April 1 of each year.
- (3) Registrants who do not pay the fees as required shall forfeit all rights and privileges of their applicable classes until licensing and/or reactivation fees are paid.
- (4) All other fees, shall be as determined by the Board of Directors.

#### **7. EXPENSES**

The College shall pay to persons who serve on the Board or committees of the College such honoraria and out-of-pocket expenses incurred in attending required meetings as approved by the Board of Directors.

#### **8. BOARD**

- (1) Subject to By-Law 10, the Board of the College shall consist of:
  - (a) the Chair
  - (b) Past Chair
  - (c) Vice Chair
  - (d) Treasure
  - (e) three persons, at least two of whom hold practicing licenses; and
  - (f) no fewer than two and no more than three persons appointed by the Governor in Council who
    - (1) are not members of the College
    - (2) are not optometrists ophthalmologists, and
    - (3) have shown an interest in serving on the Board.

- (2) Except as otherwise provided herein, the term of office for the elected members of the Board shall be limited to two years with the option to re-offer.
- (3) No registrant shall concurrently be elected to or serve in more than one of the positions set out in By-Law 8(1).
- (4) The Board of Directors shall govern the College in accordance with the Registered Dispensing Act, Regulations, By-Laws, and Policies approved by the College and without limiting the generality of the foregoing shall:
  - (a) approve the processes for establishing, revising and monitoring the annual budget;
  - (b) submit to each annual general meeting of the College an audited financial statement of the operations for the past year, approved by the Board;
  - (c) appoint the Chair, Vice Chair and Treasurer of the Board, of the College;
  - (d) appoint an auditor for the College;
  - (e) appoint a solicitor for the College;
  - (f) approve proposed changes to the Act, Regulations, By-Laws, and fees pursuant to By-Laws Section 6.
- (5) Notwithstanding any other provisions of the By-Laws, the Board of Directors may by a two-thirds majority vote, at any Board meeting, or at a special meeting called for the purpose, remove the Chair, or any registrant Director of the Board before the expiration of the term of office, and may, by a two-thirds majority vote appoint another registrant to complete the term.

## **9. CHAIR**

- (1) The Chair shall be appointed by elected members of the Board of Directors.
  - (a) subject to By-Law 13(2)(a) or unless otherwise delegated, preside at all meetings of the Board and any special meetings of the College;
  - (b) perform all acts related to the office of Chair;
  - (c) act as the official spokesperson for the College unless this function is otherwise delegated.

## **(2) VICE CHAIR**

The Vice Chair shall be appointed by elected members of the Board of Directors.

- (a) in the absence of the Chair, perform all duties of the Chair;
  - (b) perform other duties as delegated by the Chair;
  - (c) perform all acts related to the office unless otherwise delegated;
- (3) While serving as Chair of the College, the Chair shall not be eligible to be appointed to the office of Vice Chair.

## **10. BOARD POSITION VACANCIES**

Notwithstanding By-Laws 15 and 21:

- (1) If the term of office of the Chair is not completed, the Board of Directors shall appoint the New-Chair. The person appointed shall hold office until the next annual general meeting of the College.

- (2) The term of office for the Vice-Chair shall coincide with the remaining term of office of the Chair.
- (3) If the term of office of the Chair is not completed, the Vice-Chair, unless appointed pursuant to By-Law (1), shall succeed to the office of Chair for the remainder of the Chair's term and shall continue in the office of Chair for an additional term.
- (4) If the Vice-Chair has been appointed pursuant to By-Law 11(1) and the term of Chair is not the completed, the Board shall appoint a Chair who shall hold office until the next annual general meeting of the College, at which time an election for vacant positions of the board of Directors shall take place.
- (5) If vacancies occur on Board positions, the Board shall fill such vacancies. The person or persons so appointed is deemed to be completing their predecessor's term and shall hold office until the next regular election for that position is scheduled to be held. Such time in office when filling a vacancy is not deemed to be a Board term as set out in section 9(3).

## 11. MEETINGS OF THE BOARD OF DIRECTORS

- (1) Meetings of the Board of Directors shall be called by the Chair, with not less than three meetings being held between annual general meetings.
- (2) Seven (7) days prior to the scheduled meeting, notice in writing shall be issued to each member of the Board for ordinary Board of Director meetings.
- (3) A special meeting of the Board of Directors may be called by the Chair and shall be called upon the written request of one-third of the members of the Board. The requests shall include the subject(s) to be considered.
- (4) At least three (3) days prior to a special meeting, notice shall be issued to each Board member. The notice shall state the purpose of the meeting. No matter shall be discussed at any special meeting apart from that specified in the notice.
- (5) Each member of the Board shall be entitled to one vote on any motion, in the event of a tie vote, the motion is defeated.
- (6) A quorum at any meeting of the Board shall be a majority of the Board of Directors.

## 12. COMMITTEES

- (1) The Board shall establish the following statutory committees:
  - (a) Complaints Committees
  - (b) Professional Conduct Committees
  - (c) Education Advisory Committee
  - (d) Professional Development Committee
  - (e) Exam Committee
- (2) The Board may establish such other committees as it deems necessary.
- (3) Unless otherwise established in the Act or Regulations, the chairperson and members of committees shall be appointed by the Board of Directors.
- (4) A quorum at any committee meeting shall be a majority of the committee members.

- (5) The activities of all committees shall be conducted in accordance with the Act, Regulations, By-Laws and relevant policies approved by the Board.

### **13. NOMINATIONS AND ELECTIONS**

- (1) There shall be a Nominations Committee of no less than two (2) and no more than three (3) members composed of the immediate Past-Chair, who shall be the chairperson of the committee, and one (1) or two (2) others who shall be appointed by the Board for a two-year term with eligibility for reappointment for a second term.
- (a) Members of the Nominations Committee shall not be members of the Board of Directors.
- (b) If the term of office of an appointed member of the Nominations Committee is not completed, the Board may appoint a replacement who shall hold office until the completion of the vacated term.
- (c) A quorum of the Nominations Committee shall be a majority of the members of the committee.
- (2) At the annual general meeting each year, the Board shall fix an election date for the election of Directors required by these By-Laws, and shall also set the deadline by which eligible ballots for the election must be received at the College.
- (3) Two (2) months prior to the election date, the Nominations Committee shall call for candidate nominations for election pursuant to section 15(4).
- (a) The Nominations Committee shall strive to put forward a competitive slate of candidates that is representative of the membership.
- (b) Candidates may be nominated by at least two registrants or by the Nominations Committee.
- (c) The Nominations Committee shall ensure that there are at least enough nominations for the required positions.
- (4) To be eligible for election, each candidate must be:
- (a) an active-practicing registrant;
- (b) in good standing;
- (c) deemed by the Nominations Committee to not be in a conflict of interest
- (d) have signified consent in writing.
- (5) No person may be nominated for more than a director's position. The positions on the Board of Directors are appointed by the Board members. Section 9(4)C.
- (6) The Nominations Committee shall confirm its final slate of candidates no later than three (3) weeks prior to the election date.
- (7) Where Directors have not been elected by acclamation,
- (a) elections shall be by written or electronic ballot, forwarded from the office of the College to each active-practicing registrant who is eligible to vote pursuant to sub-section (c) and (d), no later than two (2) weeks prior to the election date.
- (c) An envelope addressed to the registrant or to their e-mail address will contain a ballot and profile of each candidate for election and in the case of a written ballot, a self-addressed return envelope to be used by registrants to return the ballots.
- (8) Scrutineers shall be appointed by the Chair prior to the election and shall:

- (a) not be candidates for office or members of the Nominations Committee
  - (b) not vote, if otherwise eligible, in the election for which they are appointed as scrutineers;
  - (c) count the ballots for the election and shall provide the results to the College office.
- (9) As soon as practical after the deadline for submission of ballots, the Registrar shall establish and communicate to the candidates the date and time for when ballots shall be counted.
- (10) At the date and time established pursuant to subsection (10), scrutineers shall:
- (a) examine the ballots
  - (b) declare invalid all ballots that have not been completed in accordance with the instructions on the ballot; and
  - (c) make a record of the entire number of votes.
- (11) The candidates who have received the greatest number of votes shall be declared elected to the Board of Directors.
- (12) For elections conducted by written ballot and held at the College offices, all or any of the candidates for election are at liberty to:
- (a) be present at the time the envelopes are opened and the votes counted, and
- (13) For electronic ballot elections, all or any of the candidates for election are at liberty to within three days post-notification of candidates and prior to the annual general meeting, verify the online vote tabulation results, to satisfy themselves that the ballots have been properly completed and counted.
- (14) The outcome of the election shall be:
- (a) provided by notice to the candidates as soon as available,
  - (b) announced at the annual general meeting, and
  - (c) published in the College newsletter.
- (15) The ballots used at an election shall be destroyed following the announcement of the election outcome at the annual general meeting.
- (16) Candidates shall assume a seat on the Board of Directors effective at time of announcement, following the election.
- (17) The Board of Directors shall appoint a Chair, Vice Chair, and Treasurer for a term of not more than two (2) years with the option to re-offer.
- (18) The Board may make rules for elections and voting provided they are not in conflict with the foregoing.

#### **14. RESOLUTIONS**

- (1) A resolution shall be considered by the Board of Directors:
- (a) when the resolution has been forwarded to the Board prior to a regularly scheduled Board meeting within established timeframes for submission, or
  - (b) when the resolution has been passed at an annual general meeting, and the Board shall act upon the resolution in such manner that is consistent with the objects and purposes of the *Dispensing Opticians Act* and within the jurisdiction of the College.
- (2) Where a resolution is proposed to be considered at an annual general meeting, the resolution shall be completed in accordance with the College's policy with respect to resolutions for annual general meetings, and shall be submitted within the timeframes established by such policy.



**15. ANNUAL GENERAL AND SPECIAL MEETINGS**

- (1) An annual general meeting shall be held each year at a time and place determined by the Board with an agenda approved by the Board.
- (2) The agenda shall include the following:
  - (a) approval of the minutes of the previous annual general meeting;
  - (b) annual report of the Chair and the Registrar;
  - (c) auditor's report;
  - (d) business arising from the previous annual general meeting;
  - (e) matters to be voted upon pursuant to sub-section (4); and
  - (f) any other matters as determined by the Board.
- (3) At least thirty (30) days prior to the meeting date, registrants shall be issued the notice of the meeting, indicating the time and place of the meeting, the agenda for the meeting, and copies, if any, of resolutions proposed pursuant to By-Law 16(2).
- (4) The following matters shall be voted upon at the annual general meeting by the voting body:
  - (a) Motions arising out of the business of the annual general meeting; and
  - (b) Resolutions proposed pursuant to By-Law 16(2), and related motions arising out of such resolutions; and
  - (c) Any other motion consistent with the objects of the College where at least two-thirds of the body approve of the motion being brought forward.
- (5) The results of voting on all resolutions and motions at an annual general meeting or special meeting of the College shall be determined by a majority of the voting body.
  - (3) A quorum at an annual general meeting or special meeting of the College shall be a majority of the voting body in attendance at the commencement of the meeting.
- (6) Special meetings of the College shall be called to deal with unusual or extraordinary circumstances of an immediate nature. These meetings may be called:
  - (a) by at least a two-thirds majority vote of the Board; or
  - (b) upon receipt of written requests from a minimum of 10% of the total College registrants. Requests shall include the subject(s) to be considered.
- (7) At least three (3) days prior to a special meeting of the College, notice shall be issued to each registrant indicating the time, place and the business to be transacted at the meeting. Other business shall not come before the meeting.

**16. VOTING AT ANNUAL GENERAL AND SPECIAL MEETINGS**

- (1) At each annual general meeting and special meeting of the College, each member of the voting body shall have one vote.
- (2) Members of the voting body who:
  - (a) have registered to vote and are absent from the meeting room during a vote are deemed to have abstained.
  - (b) are unable to continue in attendance at the meeting shall advise the Chief Scrutineer, forfeit their vote and the poll count adjusted accordingly.
- (3) A vote is passed by a majority of members in attendance, according to the Chief Scrutineer's poll, at the time the vote is taken. In the case of a tie vote, the motion or resolution is defeated.

- (4) Prior to the annual general meeting, the Chair shall appoint:
  - (a) a Chief Scrutineer who shall oversee the function of scrutineers and shall perform such other functions as set out in these By-Laws or otherwise determined by the Board.
  - (b) Scrutineers who shall:
    - (i) count votes on resolutions and motions during the meeting; and
    - (ii) report in writing to the presiding officer.
- (5) The Board may make rules for voting providing they are not in conflict with the foregoing.

## **17. PROCEDURES AT MEETINGS**

- (1) Unless otherwise specified in these By-Laws, proceedings of all meetings shall be conducted according to Robert's Rules of Order (latest edition).
- (2) Any meetings conducted pursuant to the Act, Regulations or By-Laws, with the exception of annual general meetings or special meetings of the College, may be conducted by teleconference or other electronic means.

## **18. NOTICES**

All notices or materials that are required to be issued pursuant to these By-Laws shall be deemed to be issued on the date such notices or materials are sent by the most appropriate method including mail, courier, electronic communication or any other form of issuance.