

BY-LAWS
NOVA SCOTIA COLLEGE OF DISPENSING OPTICIANS

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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 the *Dispensing Opticians Act, 2005, c. 39* and regulations and by-laws made under that Act.

PART 1 - DEFINITIONS

- 1.1 In these by-laws, words that are not otherwise defined in Article 1.2 shall have the same meaning as set out in the Act and regulations.
- 1.2 In these by-laws:
 - 1.2.1 “in good standing” means a member:
 - 1.2.1.1 whose licensing fees are current; and
 - 1.2.1.2 who has no current disciplinary finding that would prohibit the person from engaging in the practise of dispensing at the time of an election.

PART 2 - COLLEGE SEAL

2.1 Seal

The seal of the College shall have the words “Nova Scotia College of Dispensing Opticians” endorsed thereon, and the seal shall be kept by the Registrar.

PART 3 - MANAGEMENT OF THE COLLEGE

3.1 Office

The office of the College shall be at such place in the Province as the Board shall from time to time determine.

3.2 Forms

Any forms required pursuant to the Act, the regulations or the by-laws shall be as approved by the Registrar.

3.3 Auditors

- 3.3.1 The Board shall appoint an auditor to audit the books and accounts of the College and to comment on the accuracy of the annual financial statements of the College.
- 3.3.2 The auditor shall hold office from the date of appointment until a successor is appointed.
- 3.3.3 The Board shall submit to each annual general meeting of the members of the College the audited financial statement of the College’s operations for the past fiscal year.

PART 4 - REGISTRATION EXAMINATIONS

- 4.1 Registration examinations which are a prerequisite for registration pursuant to the Act or the Regulations shall be as approved by the Board.
- 4.2 Notice of registration examinations shall:
 - 4.2.1 be sent by the Registrar to each Student at least three (3) months) before the date fixed for the examinations; and
 - 4.2.2 state the deadline on which applications to write the examinations must be received.
- 4.3 Logbooks must be received by the College Office two (2) months prior to the date of the exam.
- 4.4 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.
- 4.5 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.
- 4.6 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 Registration Committee.

PART 5 - FEES

- 5.1 The fees for registration and licensing in a particular class or classes in the College shall be determined by the Board of Directors.
- 5.2 The fee for entry in the requested class or classes must be paid by each member by April 1 of each year.
- 5.3 Members 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.
- 5.4 All other fees shall be as determined by the Board of Directors.

PART 6 - EXPENSES

- 6.1 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.

PART 7 - THE BOARD

- 7.1 The Board of the College shall consist of those persons set out in Subsection 5(1) of the Act.

- 7.2 Except as otherwise provided herein, the term of office for the elected members of the Board shall be two years, with an option to offer for election for additional two-year terms.
- 7.3 No member shall concurrently serve in more than one of the Officer positions on the Board, as set out in clause 5(1)(a) of the Act.
- 7.4 The Registrar of the College shall serve as an *ex officio* member of the Board and has a right of attendance at Board meetings except where an *in-camera* sessions is called.
- 7.5 The Registrar has no vote.

PART 8 - THE CHAIR

- 8.1 The Chair shall be appointed by the elected members of the Board of Directors and must hold a practising licence.
- 8.2 The Chair shall, unless otherwise delegated:
 - 8.2.1 preside at all meetings of the Board and all meetings of the College;
 - 8.2.2 perform all acts related to the office of Chair; and
 - 8.2.3 act as the official spokesperson for the College.

PART 9 - VICE-CHAIR

- 9.1 The Vice-Chair shall be appointed by the elected members of the Board and must hold a practising licence.
- 9.2 The Vice Chair shall:
 - 9.2.1 in the absence of the Chair, perform all duties of the Chair;
 - 9.2.2 perform other duties as delegated by the Chair; and
 - 9.2.3 perform all acts related to the office unless otherwise delegated.

PART 10 - TREASURER

- 10.1 The Treasurer shall be appointed by the elected members of the Board and must hold a practising licence.
- 10.2 The Treasurer shall:
 - 10.2.1 recommend fees for the approval of the Board;
 - 10.2.2 ensure all remittances to Revenue Canada and other authorities are current;
 - 10.2.3 regularly report to the Board on the College's financial status;
 - 10.2.4 liaise with the College's auditor to ensure all required financial statements are prepared.

10.3 The Treasurer may consult with external advisors retained by the College in the performance of their duties.

PART 11 - PAST CHAIR

11.1 The Chair shall assume the position of Past Chair upon completion of the role of Chair.

11.2 The Past Chair shall perform such roles as assigned by the Chair.

PART 12 - BOARD POSITION VACANCIES

12.1 A vacancy on the Board is created when:

12.1.1 a member resigns as a member of the Board by submitting a letter of resignation delivered to the Chair. Such resignation shall be effective immediately, unless otherwise determined by the Chair. In the case of a resignation or a request for removal of a public representative appointed by the Governor in Council, the Department of Health and Wellness and the Executive Council Office shall be notified by the Board, to allow for the process of the appointment of a new public representative to commence;

12.1.2 a member other than a public representative ceases to be a member in good standing of the College;

12.1.3 the member is absent from two consecutive meetings of the Board or more than 25% of the scheduled meetings annually, unless excused by the Chair of the Board;

12.1.4 the Board, by a two-thirds majority vote of members casting votes following a properly constituted meeting, determines that the member of the Board should be removed from office for breaching the Act, regulations, by-laws, or the Board's Code of Conduct; or otherwise conducts themselves in a manner inconsistent with the expected behaviour of a Board member; or

12.1.5 the member dies.

12.2 If for any reason a vacancy occurs in the office of the Chair, the Vice-Chair shall assume the position of the Chair for the balance of the unexpired term.

12.3 If the Vice-Chair assumes the office of Chair under Article 12.2, the Board shall appoint a member to the office of Vice-Chair for the balance of the unexpired term.

12.4 If a vacancy occurs in the position of Vice-Chair for a reason other than filling a vacancy in the role of Chair, the Board shall appoint a member to the office of Vice-Chair for the balance of the unexpired term.

12.5 If a vacancy occurs in the position of Treasurer, the Board shall appoint a member to the office of Treasurer for the balance of the unexpired term.

12.6 If a vacancy occurs in the position of Past Chair, the Board shall ask the immediately preceding Past Chair to serve in the position.

- 12.6.1 In the event neither the Past Chair nor the immediately preceding Past Chair are available to serve, the position shall remain vacant and not counted for purposes of quorum.

PART 13 - CODE OF CONDUCT

- 13.1 Members of the Board and its committees must behave in an ethical and businesslike manner and must abide by any Code of Conduct and policies approved by the Board respecting the conduct of Board members.

PART 14 - MEETINGS OF THE BOARD

- 14.1 Meetings of the Board of Directors shall be called by the Chair, with not less than three regular meetings being held in each year.
- 14.2 Unless otherwise provided for in these By-Laws, proceedings of all meetings and the manner of voting shall be conducted according to *Roberts' Rules of Order* (latest edition).
- 14.3 Any Board meetings conducted pursuant to the Act, regulations or by-laws may be conducted via the internet, teleconference, video conference or other electronic or virtual means as determined by the Board.
- 14.4 Except where otherwise specified in the Act, Regulations, or By- laws, any issue to be decided at a Board meeting must be decided by majority vote.
- 14.5 At all meetings of the Board, a motion will be considered passed when a majority of the quorum present vote in the affirmative.
- 14.6 Except for the Chair, each other member of the Board shall be entitled to one vote on any motion. The Chair shall only vote in the event of a tie.
- 14.7 The Board may vote on motions outside of meetings of the Board by electronic vote.
- 14.8 For the purpose of a Board meeting, subject to Article 12.6.1, a majority of the Board constitutes a quorum, regardless of whether the persons are members or appointed by Governor-in Council. Where there is a vacancy in a position, such vacancy does not count in determining a quorum.
- 14.9 When there is no quorum present within thirty minutes after the time for which a meeting is called, the Chair or the Vice-Chair, or in their absence the Registrar, shall adjourn the meeting to some other time, and the Registrar shall give Board members notice of the time and place of the adjourned meeting.
- 14.10 Seven days prior to a regular Board meeting, notice in writing shall be issued to each member of the Board. If such notice is not issued, by unanimous vote of the Board notice may be waived and the meeting may proceed.
- 14.11 Special meetings of the Board outside of regular meetings may be called by the Chair and shall be called upon the written request of one-third of the members of the Board.

- 14.11.1 At least three days notice of the Special Meeting shall be provided. If such notice is not issued, by unanimous vote of the Board notice may be waived and the meeting may proceed.

PART 15 - COMMITTEES APPOINTED BY THE BOARD

- 15.1 The Board shall establish the following committees:
 - 15.1.1 the Registration Committee;
 - 15.1.2 the Complaints Committee;
 - 15.1.3 the Professional Conduct Committee;
 - 15.1.4 the Nominations Committee;
 - 15.1.5 the Education Advisory Committee;
 - 15.1.6 the Exam Committee; and
 - 15.1.7 the Professional Development Committee.
- 15.2 Each committee shall carry out its responsibilities in accordance with the Act, the regulations, these by-laws and its Terms of Reference approved by the Board.
- 15.3 In addition to the committees set out in Article 15.1, the Board may appoint such other Committees it deems necessary for the purposes of carrying out the role of the College.
 - 15.3.1 The Board shall appoint the members of each Committee and the Chair of each Committee and may appoint a Vice-Chair of each Committee.
- 15.4 Despite any provision of these By-Laws, where the quorum for a Committee is not stipulated in its Terms of Reference, the Act or regulations, the quorum shall be a majority of the members of the Committee.
- 15.5 Any committee meetings may be conducted via the internet, teleconference, video conference or other electronic or virtual means as determined by the Committee Chair.

PART 16 - ELECTIONS

- 16.1 The Board shall appoint a Nominations Committee of not less than three (3) and not more than five (5) persons, at least two of whom shall be practising members.
- 16.2 The Board shall appoint a chair of the Nominations Committee.
- 16.3 The members of the Nominations Committee shall serve for a term of two years, which may be renewed.
- 16.4 Members of the Nominations Committee shall not be members of the Board of Directors.

- 16.5 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.
- 16.6 A quorum of the Nominations Committee shall be a majority of the members of the committee.
- 16.7 At the annual general meeting each year, the Board shall fix an election date for the election of Directors where vacancies will arise in the following year and shall also set the deadline by which ballots for the election must be received at the College. The dates shall take into account the date of the next annual general meeting, at which the results of the election shall be announced.
- 16.8 At least two (2) months prior to the election date, the Nominations Committee shall call for candidate nominations for any upcoming vacancies under Article 16.7.
- 16.9 The Nominations Committee shall strive to put forward a competitive slate of candidates that has the collective competencies to function as an effective Board.
- 16.10 Candidates may be nominated by at least two members with practising licences or by the Nominations Committee.
- 16.11 The Nominations Committee shall ensure that there are at least enough nominations for the required positions.
- 16.12 To be eligible for election, each candidate must:
 - 16.12.1 hold a current practising licence;
 - 16.12.2 be in good standing;
 - 16.12.3 be deemed by the Nominations Committee to not be in a conflict of interest;
 - 16.12.4 commit to upholding the Act, regulations, By-laws and the Board's Code of Conduct and policies; and
 - 16.12.5 have signified consent to serve in writing.
- 16.13 The Nominations Committee shall confirm its final slate of candidates no later than three (3) weeks prior to the election date.
- 16.14 To be eligible to vote, a member must be in good standing.
- 16.15 The Board shall determine the manner in which the election will be held and may decide to hold the election as a paper ballot, an electronic ballot, or a combination of both. The manner in which the election shall be held shall be set out in Election Rules approved by the Board and provided to those eligible to vote at the same time nominations are called by the Nominations Committee in accordance with Article 16.8.
- 16.16 Where Directors have not been elected by acclamation:

- 16.16.1 ballots shall be forwarded from the office of the College to each member in good standing at their last known address as reflected in the records of the College, in the manner set out in the Election Rules, no later than two (2) weeks prior to the election date;
- 16.16.2 scrutineers shall be appointed by the Chair prior to the election and shall:
 - 16.16.2.1 not be candidates for office or members of the Nominations Committee;
 - 16.16.2.2 not vote, if otherwise eligible, in the election for which they are appointed as scrutineers;
 - 16.16.2.3 in accordance with the Election Rules:
 - 16.16.2.3.1 examine the ballots;
 - 16.16.2.3.2 declare invalid all ballots that have not been completed in accordance with the Election Rules;
 - 16.16.2.3.3 make a record of the entire number of votes;
 - 16.16.2.3.4 count the ballots that have not been found invalid;
 - 16.16.2.3.5 inform the Chair of the Nominations Committee of the results.
- 16.17 The Chair of the Nominations Committee shall declare elected the candidate with the highest number of votes for the first vacant position. The nominee with the next highest number of votes shall be deemed elected for the next vacant position, and the process continues until all vacancies are filled.
- 16.18 In the event of an equality of votes cast in favour of two or more nominees for a vacancy, and where there are sufficient vacancies to match the number of tied votes, those nominees with tied votes shall be deemed elected to the vacant positions;
- 16.19 In the event of an equality of votes cast in favour of two or more nominees, and where there are insufficient vacancies to match the number of tied votes, there shall be an election for the remaining vacant positions to be held at the annual general meeting, a special meetings called for the purpose, or in such other manner as determined by the Board, where the ballot for the election shall be limited to the nominees with an equality of votes for the vacant position or positions.
- 16.20 If an election is needed in accordance with Article 16.19, the process and timelines for the election shall be determined by the Board.
- 16.21 The College shall retain the results of the vote for a period of two days after completion of the election and in the event any candidate wishes to challenge the results of the election, the Board shall appoint alternate scrutineers to conduct a recount of the ballots. The count by the alternate scrutineers shall be deemed final. Following the two-day period, the ballots shall be destroyed.

- 16.22 The outcome of the election shall be:
- 16.22.1 provided to the candidates as soon as available, by written notice from the Chair of the Nominations Committee,
 - 16.22.2 announced at the annual general meeting, and
 - 16.22.3 published by the College on its website or in such other manner as the Board may determine.
- 16.23 The successful candidates shall assume their positions on the Board immediately following the close of the annual general meeting.
- 16.24 Where there are vacancies in the office of the Chair, Vice-Chair or Treasurer due to the expiration of their terms, the Board shall hold a meeting as soon as possible following the election of any new Board members under Articles 16.16 to 16.20, to elect from among the Board members the officers to fill any vacant officer positions.
- 16.25 The Board may make rules for elections and voting at the Board meeting held under Article 16.24, provided they are not in conflict with the foregoing.

PART 17 - ANNUAL MEETINGS OF THE MEMBERS

- 17.1 There shall be an annual general meeting of the members of the College at such time and place as the Board determines. The annual general meeting may be conducted via the internet, teleconference, video conference or other electronic or virtual means, or a hybrid thereof, as determined by the Board.
- 17.2 A quorum consists of a minimum of fifteen (15) members who hold a practising licence.
- 17.3 The manner of voting shall be determined by the Board and shall not be in contravention of the By-laws. Proxy voting shall not be permitted.
- 17.4 A motion will be considered passed when a majority of those present vote in the affirmative.
- 17.5 The Chair may only vote in the case of a tie.
- 17.6 The agenda for the annual general meeting shall be prescribed by the Board. No issues other than those included on the agenda may be considered. The agenda shall include the following:
- 17.6.1 approval of the minutes of the previous annual general meeting;
 - 17.6.2 report on business arising from the minutes;
 - 17.6.3 the Chair's Annual Report;
 - 17.6.4 the Registrar's Report;
 - 17.6.5 Report of the Nominations Committee; and

17.6.6 any other matters as determined by the Board.

17.7 At least 21 days prior to the meeting date, members shall be issued the notice of the meeting, indicating the time and place of the meeting, options for participation, and the agenda for the meeting together with any documents or information to be discussed at the meeting.

PART 18 - SPECIAL GENERAL MEETINGS OF MEMBERS

18.1 Special general meetings of the College shall be called to deal with unusual or extraordinary circumstances of an immediate nature. These meetings may be called:

18.1.1 by at least two-thirds majority vote of the Board; or

18.1.2 on receipt of written requests from a minimum of 10% of the number of practising members in the College.

18.2 Requests shall include the subject(s) to be considered.

18.3 Notice of the special meeting, indicating the time, place and the business to be transacted at the meeting shall be given to each member at least 15 business days in advance of the special meeting. A special general meeting may be conducted via the internet, teleconference, video conference or other electronic or virtual means as determined by the Board.

18.4 The Board shall set the date for the special meeting within 21 business days of the request for the meeting under Article 18.1.

18.5 A quorum consists of a minimum of fifteen (15) members who hold a practising licence.

18.6 The manner of voting shall be determined by the Board and not in contravention of the By-laws. Proxy voting shall not be permitted.

18.7 A motion will be considered passed when a majority of those present vote in the affirmative.

18.8 The Chair may only vote in the case of a tie.

18.9 The only business that can be conducted at a special meeting is the business for which notice has been given.

18.10 The Board is not bound by any discussions or motions advanced at a Special Meeting, and the provisions of Article 19.2 apply.

PART 19 - REQUESTS FOR ACTION FROM BOARD

19.1 Any member may request the Board to consider an issue relevant to the College by submitting the request in writing to the Board.

- 19.2 The Board shall only deal with such matters as are within the jurisdiction of the College, and shall deal with such matters as it, in its sole discretion, deems consistent with the Act, Bylaws, Policies and other relevant policies and decisions made by the Board.

PART 20 - NOTICES

- 20.1 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 as determined by the Board.