



# ACO BYLAWS

Previously

**Approved at the September 30, 2006 AGM**

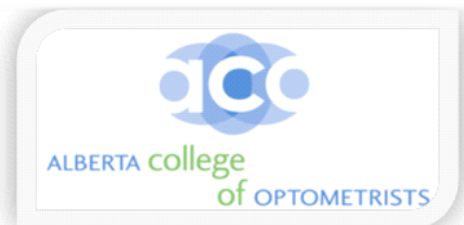
**Amended at the October 18, 2012 AGM**

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# Section 1 – Definitions and Interpretations

## 1.1 - Definitions

- 1.1.1 “ACO” means the Alberta College of Optometrists.
- 1.1.2 “Act” means the *Health Professions Act*, Revised Statutes of Alberta, 1999, as revised from time to time.
- 1.1.3 “Annual General Meeting” means the Annual General Meeting of the College called pursuant to these Bylaws.
- 1.1.4 “Bylaws” means the Bylaws of the College as revised from time to time.
- 1.1.5 “Chief Executive Officer” means the individual who assumes responsibilities delegated by Council as its Chief Executive Officer, and who may be the Registrar of the College, appointed pursuant to Section 8 of the Act.
- 1.1.6 “Clinical Practice Guidelines” means the Clinical Practice Guidelines as may be approved by Council from time to time in accordance with College policies
- 1.1.7 “Code of Ethics” means the College Code of Ethics, as may be revised and approved from time to time, in accordance with College policies.
- 1.1.8 “College” means the Alberta College of Optometrists, established pursuant to the Act.
- 1.1.9 “Competence Committee” means the Competence Committee established under Section 10 of the Act.
- 1.1.10 “Complaints Director” means the Complaints Director of the College appointed under Section 15(3) of the Act.
- 1.1.11 “Council” means the Council of the College.
- 1.1.12 “Council Member” means a Regulated Member of Council elected pursuant to these Bylaws, or a Public Member of Council appointed to the Council pursuant to Section 5(2)(c) of the Act.
- 1.1.13 “Courtesy Member” means a Regulated Member registered of the courtesy member register, established under Section 2(b) of the Regulation.
- 1.1.14 “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 persons’ residence or place of business and included the transmission of electronic mail through the internet.
- 1.1.15 “Extern” means an unregulated student of an accredited university optometry program or an unregulated student of a non-accredited optometry program who is currently working under the supervision of a Regulated Member.
- 1.1.16 “Hearings Director” means the Hearings Director of the College appointed under Section 15(1) of the Act.
- 1.1.17 “Hearing Tribunal” means the Hearing tribunal established by the College’s Hearings Director, pursuant to Section 16(1) of the Act.
- 1.1.18 “Intern” means an unregulated graduate of an accredited university optometry program or an unregulated graduate of a non-accredited optometry program who is working under the supervision of a Regulated Member.
- 1.1.19 “Member” means a person who is a Regulated Member or Other Member of the College.
- 1.1.20 “Minister” means the Minister responsible for the Act.

- 1.1.21 “*Officials Directory*” means the Officials Directory established under Section 21 of the Act.
- 1.1.22 “*Other Member*” means a member of the College who is not a Regulated Member but who is registered pursuant to Section 33(1)(b) of the Act.
- 1.1.23 “*optometric care*” means health services and activities performed by a Regulated Member pursuant to the Regulation and pursuant to Section 3 of Schedule 17 of the Act.
- 1.1.24 “*Practice Permit*” means a Practice Permit issued under Section 2 of the Act.
- 1.1.25 “*Professional Corporation*” means a professional corporation with the meaning of Part 5 of the Act.
- 1.1.26 “*Public Member*” means an individual appointed to the College Council by the Lieutenant Governor in Council.
- 1.1.27 “*Registrar*” means the Registrar of the College appointed pursuant to Section 8 of the Act, and who may be the individual delegated by Council to assume responsibility as its Chief Executive Officer.
- 1.1.28 “*Registration Committee*” means the Registration Committee established under Section 9 of the Act.
- 1.1.29 “*Regulation*” means the Optometrists Profession Regulation enacted pursuant to Section 131(1) of the Act.
- 1.1.30 “*Regulated Member*” means a person whose name is entered in the Regulated Member register pursuant to the Regulation, and who provides the professional services of an optometrist described in Section 3 of Schedule 17 of the Act.
- 1.1.31 “*Special Meeting*” means any meeting of the College called pursuant to these Bylaws, except the Annual General Meeting of the College.
- 1.1.32 “*Special Resolution*” means a resolution passed at a meeting by a vote of not less than two-thirds of the votes properly cast.
- 1.1.33 “*Standards of Practice*” means the Standards of Practice as may be approved by Council from time to time in accordance with College policies.

## **1.2 – Interpretation**

- 1.2.1 The Council shall approve and implement policies to fulfill the requirements of these Bylaws.
- 1.2.2 Where the Act, the Regulation and these Bylaws are silent, College policies apply.
- 1.2.3 A member of the College shall be considered in good standing only if:
  - 1.2.3.1 No fine, fee, costs, assessments or levies are owing by the Member to the College or, if the Member is making time payments of any fine, fees, costs, assessment or levies, the Member is not in default of any time payment.
  - 1.2.3.2 The Member has a valid and subsisting Practice Permit; and, the Member’s registration or Practice Permit has not been cancelled or suspended, pursuant to the Act.
- 1.2.4 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.

## **Section 2 – Council**

### **2.1 – Duties and Powers**

- 2.1.1 The Council is the governing body of the College and may exercise all the powers and duties granted to a Council under the Act.
- 2.1.2 Subject to the Act, the Council may, at its discretion, delegate any of its powers, duties or functions to committees or to panels of Council. Such committee or panel shall, in execution of the power delegated to them, comply with any condition that may be imposed by Council and shall, in due course, report to Council.
- 2.1.3 Subject to the Act, the Council may delegate authority and responsibility for implementation of any College policies, procedures, activities, initiatives and affairs to any employed, appointed or volunteer personal.
- 2.1.4 Council shall have the power to set pay, and to pay Regulated Members of Council, Committees and Tribunals, and others performing work on behalf of the College reasonable remuneration, honorariums, travel and living expenses.
- 2.1.5 Pursuant to the Act, Regulation and these Bylaws, the Council’s functions include, but are not limited to:
  - 2.1.5.1 Acting in a governance capacity, including accountability for the College’s financial affairs.
  - 2.1.5.2 Making Regulations, Bylaws, Standards of Practice and operational policies.
  - 2.1.5.3 Establishing all fees, dues and levies.
  - 2.1.5.4 Appointing individuals to Board Committees.
  - 2.1.5.5 Hearing appeals of registration decisions, Practice Permit renewals and Hearing Tribunal decisions.
  - 2.1.5.6 Determining the amount and type of liability insurance required by Members.

### **2.2 – Composition of Council**

2.2.1 Council shall consist of:

- 2.2.1.1 Four (4) Public Members appointed by the Lieutenant Governor in Council in accordance with the Act.
- 2.2.1.2 Seven (7) Regulated Members elected by the membership in accordance with these Bylaws.
- 2.2.1.3 In order to ensure that 50% of the voting members are Public Members:
  - 2.2.1.3.1 The Past-President shall be a non-voting member of Council unless they are a Public Member, in which case they will remain as a voting member of Council.
  - 2.2.1.3.2 Following each election, an appropriate number of Regulated Members shall be designated by Council to be non-voting members to ensure that 50% of voting members are Public Members.

- 2.2.2 The President shall:
  - 2.2.2.1 Preside at all Annual General Meetings and Special Meetings of the Members, and all meetings of Council.
  - 2.2.2.2 Provide general direction, mentorship and advice to the Registrar.
  - 2.2.2.3 Upon leaving office, assist the incoming President and President-Elect as necessary to ensure a smooth transition.
- 2.2.3 The President-Elect shall perform the duties of the President in the President's absence, inability to act or at the President's request.

## **2.3 – Term of Office**

- 2.3.1 The term of office for the President and President-Elect shall be one (1) year or until the next Annual General Meeting.
  - 2.3.1.1 If the President or President-Elect resigns or is unable to complete their term of office, the Council shall elect from the Council an individual to fill that office for the remainder of the term.
- 2.3.2 The term of office for all other Regulated Members of Council shall be until the second Annual General Meeting following their election.
  - 2.3.2.1 If a Regulated Member of Council resigns or is unable to complete their term of office, the Council may elect to leave that position open, hold an election to fill the remainder of the term; or appoint another Regulated Member to fill the office for the remainder of the term.
  - 2.3.2.2 If an election is held to fill the remainder of a term on Council (as per Section 2.3.2.1) in conjunction with an election for a full 2-year term on Council, the individual(s) garnering the greatest number of votes shall be assigned the 2-year term(s) on Council.
- 2.3.3 The term of office for all Public Members of Council shall be determined by the Lieutenant Governor in Council.
  - 2.3.3.1 If a Public Member of Council resigns or is unable to complete their appointed term, the College shall submit a request to government for another Public Member.
- 2.3.4 If the Immediate Past-President resigns or is otherwise unable to act, Council shall have the option of leaving the position vacant until a new Immediate Past-President comes to office or appointing a previous Past-President or Regulated Member to fill the remainder of the term.

## **2.4 – Officers of the College**

- 2.4.1 The Officers of the College shall be the President, President-Elect, Immediate Past-President, one (1) Public Member and any ex-officio individuals appointed by Council.
- 2.4.2 The Officers of the College shall constitute the Executive Committee.
- 2.4.3 Subject to the Act, any Officer of the College may delegate any power, duty or function to any appointed or hired personnel of the College to assist them in carrying out the powers, duties and functions of their office.

## **2.5 – Election of Regulated Council Members**

- 2.5.1 All Regulated Members in good standing shall be eligible for election as Regulated Members of Council.
- 2.5.2 Elections of Regulated Members of Council shall be by secret ballot and shall be held in conjunction with the Annual General Meeting (or Special Meeting if required).
- 2.5.3 Council shall appoint, from among the Past-Presidents of the College, the Chair of the Nominating Committee. The Chair of the Nominating Committee shall have the power to appoint Regulated Members to the committee.
- 2.5.4 The Chair of the Nominating Committee shall inquire among Regulated Members of the College, at least 45 days prior to an Annual General Meeting (or Special Meeting if required) as to the persons whom the Members would propose be nominated for the offices of President, President-Elect and Regulated Members of Council.
- 2.5.5 The slate of candidates shall be delivered to the Members at least 15 days prior to the Annual General Meeting (or Special Meeting if required).
- 2.5.6 The Chair of the Nominating Committee shall obtain written consent to the nomination from each candidate on the slate.
- 2.5.7 Additional nominations for the offices of President, President-Elect and Regulated Members of Council may be made from the floor of the Annual General Meeting (or Special Meeting if required). The person nominated must consent to the nomination verbally or in writing.
- 2.5.8 The Chair of the Nominating Committee shall act as Chair of that portion of the Annual General Meeting (or Special Meeting if required) that deals with elections and shall appoint scrutineers.
- 2.5.9 A newly elected Regulated Member of Council takes office immediately following the close of the Annual General Meeting or Special Meeting at which they were elected.

## **2.6 – Removal of Council Members**

- 2.6.1 A Regulated Member of Council automatically ceases to hold office if they cease to become a Regulated Member in good standing.
- 2.6.2 A Regulated Member of Council or Public Member of Council may be removed from Council by a resolution passed by a two-thirds majority of the remaining Council Members. For greater clarification, the Regulated Member or Public Member who is the subject of the removal motion shall not vote on the removal motion and shall not be included in calculating this two-thirds majority.
  - 2.6.2.1 The Council Member who is the subject of the removal motion may attend the Council meeting where the matter will be heard; however, shall be absent during the vote on the issue.
  - 2.6.2.2 With regard to Regulated Members of Council, if the removal motion passes, Regulated Members of Council shall be removed from office effective immediately.
  - 2.6.2.3 With regard to Public Members of Council, if the removal motion passes, the Council shall recommend to the Lieutenant Governor in Council that their appointment be rescinded.
- 2.6.3 Regulated Member Membership on Council shall be automatically terminated upon:
  - 2.6.3.1 Submission of a written resignation to the College.
  - 2.6.3.2 Suspension of Registration or Practice Permit.
  - 2.6.3.3 Cancellation of Registration.
  - 2.6.3.4 Failure to attend three consecutive Council meetings without prior written notice and/or without proper justification.
  - 2.6.3.5 The Regulated Member becomes incapacitated or dies.
    - 2.6.3.6 The Regulated Member's conduct is found to constitute unprofessional conduct under Part 4 of the Act.
    - 2.6.3.7 The Regulated Member engages in activities or conduct that undermines the College, its mandate as specified in the Act or its objectives.

## **2.7 – Meetings of Council**

- 2.7.1 The Council shall hold at least four (4) Council meetings in each calendar year.
- 2.7.2 Council meetings shall be held by order of the President or at the request of a majority of Council Members.
- 2.7.3 Council meetings shall be held at such time and place as may be directed by Council and, in the absence of such direction, at such time and place as the President shall designate. In addition to in-person meetings, Council meetings may be held by telephone, electronic means or any other means deemed appropriate by the President.
- 2.7.4 All Council Members shall be given written notice of the time and place of a meeting at least 10 business days in advance of the meeting.



- 2.7.5 Meetings of the Council shall be open to Regulated Members and to the public, with the exception of in-camera discussions, as determined by Council in its sole discretion.
- 2.7.6 In its sole discretion, Council may exclude any person from any part of a Council meeting, including but not limited to circumstances where the following items may be discussed:
  - 2.7.6.1 Financial, personal or other matters of such a nature that the desirability of avoiding public disclosure of them in the interest of any person affected or where the public interest outweighs the desirability of adhering to the principle that meetings be open to the public.
  - 2.7.6.2 Where a person involved in a criminal proceeding or civil suit or proceeding may be prejudiced.
  - 2.7.6.3 Personnel matters or property acquisitions.
  - 2.7.6.4 The contents of registration examinations.
  - 2.7.6.5 Communications with the Office of the Ombudsman.
  - 2.7.6.6 Communications with the Office of the Information and Privacy Commissioner.
  - 2.7.6.7 Instructions that may be given to or opinion received from legal counsel or other advisors for the College, the Council or committees.
- 2.7.7 Upon request, the Registrar shall provide details of the time and place of a Council meeting and a copy of the agenda, excluding in-camera items, to Regulated Members and the public.
- 2.7.8 The Registrar shall ensure that minutes are taken at each meeting and retained on file.
- 2.7.9 A resolution signed and approved by the required number of Council Members, including a resolution transmitted by any means, is valid and binding, and of the same effect as if the resolution had been duly passed at a meeting of the Council.
- 2.7.10 In the absence of the President and President-Elect, a chair for a Council meeting shall be elected by a majority vote of the Council members present.

## **2.8 – Quorum**

- 2.8.1 A quorum of Council is four (4) voting Members of Council.

## **2.9 – Voting**

- 2.9.1 A decision of Council shall be made by a majority of those members participating in a vote.
- 2.9.2 Voting on matters by Council may be conducted:
  - 2.9.2.1 At any meeting of the Council; or
  - 2.9.2.2 With the authorization of the President, by mail vote, telephone, video conference or other acceptable electronic means.

- 2.9.3 The Chair shall not normally vote during Council Meetings; however, they have the option of voting where there is an equality of vote. The Chair does not have a second or casting vote.

## **2.10 – Terms of Reference and Procedures**

- 2.10.1 The most current edition of Robert’s Rules of Order shall govern proceedings at Council meetings. If a dispute arises, it shall be settled by the Chair of the meeting, and their decision shall be final.
- 2.10.2 Council shall approve Terms of Reference for Committees and Council and may determine its own procedures, subject to the Act, the Regulations and these Bylaws.

## **Section 3 – Meetings of the Regulated Members**

### **3.1 – Annual General Meeting**

- 3.1.1 An Annual General Meeting of the Regulated Members shall be held at least once in every calendar year in Alberta or electronically, at a time and place determined by Council.
- 3.1.2 Attendance at Annual General Meetings is limited to Regulated Members in good standing, Public and Regulated Members of Council, other members and guests invited by Council.
- 3.1.3 The following matters shall be considered at an Annual General Meeting:
- 3.1.3.1 Audited financial statements and a copy of the auditor’s report.
  - 3.1.3.2 The report of the Council.
  - 3.1.3.3 Reports of the College committees, in accordance with College policies.
  - 3.1.3.4 Election of Regulated Members of Council.
- 3.1.4 Any resolution carried at an Annual General Meeting is not binding on Council but shall be formally considered by Council at their next Council meeting and be reported back to the membership before the next Annual General Meeting.
- 3.1.5 Following adoption of a resolution at an Annual General Meeting, the President shall provide Members with an update on actions arising at the next Annual General Meeting.
- 3.1.6 Ten (10) Regulated Members, of whom two (2) must be Executive Committee Members, present at the commencement of an Annual General Meeting shall constitute a quorum.
- 3.1.7 Minutes of Annual General Meetings shall be made available to Regulated Members in good standing upon request. The college office shall have custody of the minutes of all Annual General Meetings of the college.

- 3.1.8 Every notice or mailing provided to Regulated Members of the College shall also be provided to Public Members of Council or public representatives serving on College committees.
  - 3.1.8.1 The Registrar shall deliver a notice of the date, time and place of the Annual General Meeting at least 45 days prior to the Annual General Meeting.
  - 3.1.8.2 Delivery of this notice shall be accomplished by postal mail, courier or electronic means at the address as it appears in the College records.
  - 3.1.8.3 The accidental omission to deliver notice of an Annual General Meeting to, or the non-receipt of a notice does not invalidate proceedings at that meeting.
- 3.1.9 A matter may be voted upon by postal service, electronically or in-person as determined by Council.
  - 3.1.9.1 Mail or electronic votes not received on or before the closing date shall be deemed spoiled and shall not be counted.
  - 3.1.9.2 Immediately following the date specified for the closing of a mail or electronic vote, one or more scrutineers appointed by Council shall count the votes and provide the results of the vote to the President who shall notify the Regulated Members in writing within 30 days of being advised of the results.
  - 3.1.9.3 All in-person, mail or electronic votes shall be retained for 60 days following the date specified for the closing of the vote and shall then be destroyed by the Registrar.
- 3.1.10 Only Regulated Members in good standing and Public Members on Council can vote at Annual General Meetings.
- 3.1.11 When a quorum is present at an Annual General Meeting, a simple majority of the votes properly cast upon any question shall decide the question, except where a larger majority is required by statute or by these Bylaws.

## **3.2 – Special Meeting of the Members**

- 3.2.1 Every meeting of the Regulated Members other than an Annual General Meeting is deemed a Special Meeting.
- 3.2.2 A Special Meeting shall be called by the President following receipt of a written request by 30% of the Regulated Members, or at the request of a simple majority of Council.
  - 3.2.2.1 The Member's request shall include the printed names and signatures of those Regulated Members requesting a Special Meeting and the reason for the request.
  - 3.2.2.2 A Special Meeting shall be called within 30 days of receipt of the written request and held within 60 days of the meeting being called.

- 3.2.3 Notice of the Special Meeting shall be sent electronically or by postal mail to each Regulated Member and Public Members on Council at least 15 days prior to the meeting, and shall include:
  - 3.2.3.1 Reasons for which the meeting is being called.
  - 3.2.3.2 The time, date and location of the meeting.
  - 3.2.3.3 A slate of candidates, if applicable to the purpose of the meeting.
- 3.2.4 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.
- 3.2.5 Attendance at Special Meetings is limited to Regulated Members in good standing, Public and Regulated Members of Council, other members and guests invited by Council.
- 3.2.6 Ten (10) Regulated Members, of whom two (2) must be Executive Committee Members, present at the commencement of a College Special Meeting shall constitute a quorum.
- 3.2.7 Minutes of College Special Meetings shall be made available to Regulated Members in good standing upon request. The College office shall have custody of the minutes of all Special Meetings of the College.
- 3.2.8 Every notice or mailing provided to Regulated Members of the College shall also be provided to Public Members of Council or public representatives serving on College committees.
  - 3.1.8.1 The Registrar shall deliver a notice of the date, time and place of the Special Meeting at least 45 days prior to the Special Meeting.
  - 3.1.8.2 Delivery of this notice shall be accomplished by postal mail, courier or electronic means at the address as it appears in the College records.
  - 3.1.8.3 The accidental omission to deliver notice of a Special Meeting to, or the non-receipt of a notice does not invalidate proceedings at that meeting.
- 3.2.9 A matter may be voted upon by postal mail, electronically or in-person as determined by Council.
  - 3.1.9.1 Mail or electronic votes not received on or before the closing date shall be deemed spoiled and shall not be counted.
  - 3.1.9.2 Immediately following the date specified for the closing of a mail or electronic vote, one or more scrutineers appointed by Council shall count the votes and provide the results of the vote to the President who shall notify the Regulated Members in writing within 30 days of being advised of the results.
  - 3.1.9.3 All in-person, mail or electronic votes shall be retained for 60 days following the date specified for the closing of the vote and shall then be destroyed by the Registrar.

- 3.2.10 Only Regulated Members in good standing and Public Members on Council can vote at College Special Meetings.
  - 3.2.11 When a quorum is present at a Special Meeting, a simple majority of the votes properly cast upon any question shall decide the question, except where a larger majority is required by statute or by these Bylaws.
- 3.3 Subject to the Act, the Regulation or these Bylaws the most current edition of *Roberts Rules of Order* shall govern proceedings at Annual General Meetings and Special Meetings. If a dispute arises, it shall be settled by the Chair of the Annual General Meeting or Special Meeting and their decision shall be final.

## **Section 4 – Code of Ethics**

- 4.1 The Council shall develop, review, consult upon, amend, approve and implement a Code of Ethics in accordance with Section 133 of the Act.
- 4.2 The Council shall circulate, in a manner deemed appropriate by the Council, any proposed changes to the College Code of Ethics for review and comment at least 45 days before adopting a change to:
  - 4.2.1 All Regulated Members.
  - 4.2.2 All Public Members of Council.
  - 4.2.3 The Minister.
  - 4.2.4 The College Standards of Practice Committee.
  - 4.2.5 Any other persons determined by the Council.
- 4.3 The Council shall review and consider all comments received before making a decision and adopting a change.
- 4.4 Regulated Members shall conduct themselves in accordance with the College Code of Ethics.

## **Section 5 – Standards of Practice**

- 5.1 The Council shall develop, review, consult upon, amend, approve and implement Standards of Practice in accordance with Section 133 of the Act.
- 5.2 The Council shall circulate, in a manner deemed appropriate by the Council, any proposed changes to College Standards of Practice for review and comment at least 45 days before adopting a change to:
  - 4.2.1 All Regulated Members.
  - 4.2.2 All Public Members of Council.
  - 4.2.3 The Minister.
  - 4.2.4 The College Standards of Practice Committee.
  - 4.2.5 Any other persons determined by the Council.
- 5.3 The Council shall review and consider all comments received before making a decision and adopting a change.
- 5.4 Regulated Members shall conduct themselves in accordance with the College Standards of Practice.

## **Section 6 – Clinical Practice Guidelines & Advisories**

- 6.1 The Council shall create, review, consult upon, amend, approve and implement Clinical Practice Guidelines and College Advisories to assist and guide Regulated Members in the practice of safe, ethical and competent vision care.
- 6.2 The Council shall request feedback, in a manner deemed appropriate by the Council, from the College Standards of Practice Committee and any other persons identified by Council before adopting any new or revised College Clinical Practice Guidelines and Advisories.
- 6.3 The Council shall review and consider all comments received before making a decision and adopting a change.
- 6.4 Regulated Members shall conduct themselves in accordance with the College Clinical Practice Guidelines and College Advisories.

## **Section 7 – Registration**

### **7.1 – Registration Committee**

- 7.1.1 A Registration Committee is hereby established and shall carry out the powers and duties set out in the Act, the Regulation and these Bylaws.
- 7.1.2 Council shall appoint no fewer than three (3) Members to the Registration Committee, a majority of whom must be Regulated Members and shall appoint a chair.
- 7.1.3 Members shall be appointed to the Registration Committee for a yearly term and be eligible for reappointment at the end of each calendar year.
- 7.1.4 A quorum of the Registration Committee is three (3) committee members.
- 7.1.5 A decision by the Registration Committee shall be made by a majority of votes of the committee members participating in the vote.
- 7.1.6 Subject to the Act, the Regulation, these Bylaws and any terms of reference approved by Council, the Registration Committee may determine its own procedures.
- 7.1.7 For the purposes of Section 43(4) of the Act, the Registration Committee may direct the Registrar to cancel a Regulated Members Practice Permit and registration.

### **7.2 – Registration Applications**

- 7.2.1 The Registrar shall consider and decide on complete applications for registration as a Regulated Member.
- 7.2.2 The Registrar may, in their sole discretion, refer any application for registration to the Registration Committee.
- 7.2.3 Pursuant to the Act, the Regulation and these Bylaws, the Regulated Member examination process shall occur in accordance with College policies.

### **7.3 – Practice Permits**

- 7.3.1 A Practice Permit shall be effective on January 1 and shall expire on December 31 of each year, unless otherwise indicated on the Practice Permit.
- 7.3.2 A completed application form for a Practice Permit along with the required Practice Permit fees must be received by the College by December 1 of each calendar year.
- 7.3.3 Notice of the fees shall be delivered to each Regulated Member no later than thirty (30) days prior to the renewal period and shall describe the consequences of late renewal and/or non-payment of fees.
- 7.3.4 Each Regulated Member shall pay to the College the Practice Permit renewal fee on or before December 1 of each calendar year.
- 7.3.5 On payment of the Practice Permit renewal fee, arrears, late fee and penalties set by College policies, the Registrar shall issue a formal receipt to the Regulated Member.

### **7.4 – Reinstatement (Non-Disciplinary)**

- 7.4.1 The College shall create specific Practice Permit and registration reinstatement policies.
- 7.4.2 A Regulated Member whose Practice Permit and registration was cancelled, except if cancelled under Part 4 of the Act, may apply to the Registrar for reinstatement.
- 7.4.3 The Registrar may, in their sole discretion, refer any application for reinstatement to the Registration Committee.
- 7.4.4 The applicant requesting reinstatement must:
  - 7.4.4.1 Complete all forms required by the College.
  - 7.4.4.2 Submit any required fees as determined by the College from time to time.
  - 7.4.4.3 Submit appropriate verification of any required competencies or other information required by the College.
- 7.4.5 As soon as reasonably possible after receiving and considering the reinstatement application, the Registrar or the Registration Committee (as applicable), shall:
  - 7.4.5.1 Approve the application, or
  - 7.4.5.2 Defer approval of the application until the applicant has successfully completed any requirements determined by the College, or
  - 7.4.5.3 Refuse the application.
- 7.4.6 If the application is approved, refused or deferred, the Registrar or the Registration Committee (as applicable), must provide written reasons for this decision.
- 7.4.7 The Registrar, in turn, shall advise the applicant of the decision and reasons by registered mail (last known address) or electronic means.
- 7.4.8 The Council may waive reinstatement and other administrative fees where the applicant demonstrates that they were unable to comply with the requirement for payment of fees for reasons of undue hardship.

## 7.5 –Member Registers

7.5 - The College shall create the following registers of Members:

- 7.5.1 Courtesy Member means a Regulated Member registered on the courtesy member register, established under the Regulation.
- 7.5.2 Externs are unregulated students of an accredited university optometry program or an unregulated student of a non-accredited optometry program who are currently working under the supervision of a Regulated Member.
- 7.5.3 Interns are unregulated graduates of an accredited university optometry program or an unregulated graduate of a non-accredited optometry program who are working under the supervision of a Regulated Member.
- 7.5.4 Regulated Members are individuals whose name is entered in the Regulated Member register pursuant to the Regulation, and who provide the professional services of an optometrist described in Section 3 of Schedule 17 of the Act.
- 7.5.5 Retired Members are non-regulated individuals who were previously registered with the College.
- 7.5.6 Information contained in the registers shall be current and accurate. The Member must submit to the Registrar any changes that pertain to his/her formal entry in the registers within 21 days of the change.
- 7.5.7 The register of Other Members shall include, where applicable:
  - 7.7.1 All existing information in the Member's register; and,
  - 7.7.2 Length of term of registration; and,
  - 7.7.3 The name of the Intern or Extern's supervisor and the location where supervision is provided; and,
  - 7.7.4 Date of cancellation; and,
  - 7.7.5 Reason for cancellation; and,
  - 7.7.6 Any other information that the Registrar may direct.

## 7.6 – Professional Corporations

- 7.6.1 A Regulated Member proposing to incorporate a Professional Corporation must submit to the Registrar an executed copy of the proposed Articles of Incorporation. If the Registrar is satisfied that the Articles of Incorporation meet the requirements of the Act and these Bylaws, the Registrar shall endorse the Articles of Incorporation with the following:

*“Each of these subscribers to these Articles of Incorporation is a Regulated member of the Alberta College of Optometrists and these Articles of Incorporation comply with the requirements of the Health Professions Act respecting Professional Corporations.”*
- 7.6.2 An application to the College for a Professional Corporation annual permit under Section 110 of the Act must include:
  - 7.6.2.1 An application in the form prescribed by Council; and
  - 7.6.2.2 A copy of the Certificate of Incorporation certified correct by the Registrar of Corporations; and,
  - 7.6.2.3 A copy of the filed Articles of Incorporation; and,
  - 7.6.2.4 The fees prescribed by Council; and
  - 7.6.2.5 Other information as may be required.



- 7.6.3 An application to the Registrar for renewal of a Professional Corporation annual permit under Section 110 of the Act must include:
  - 7.6.3.1 A Certificate of Status from the Registrar of Corporations; and,
  - 7.6.3.2 The fees prescribed by Council; and,
  - 7.6.3.3 Other information as may be required.
- 7.6.4 Subject to Sections 10(2) and 10(2.1) of the *Business Corporations Act*, the name of the Optometric or Optometry Professional Corporation may only contain the surname or surnames of one or more Regulated Members who are shareholders of the Professional Corporation; and their given names or initials.
- 7.6.5 If utilized, the descriptors “optometric” and “optometry” shall be placed between the words “Professional” and “Corporation”.
- 7.6.6 A Professional Corporation annual permit expires on December 31 of each year, unless otherwise stated on the Permit.
- 7.6.7 In accordance with Section 114(6) of the Act, the Registrar may remove, revise or replace any information from the record of a Professional Corporation where appropriate, including:
  - 7.6.7.1 If a change or ownership of a Professional Corporation has occurred; or,
  - 7.6.7.2 If the name of a Professional Corporation has changed; or,
  - 7.6.7.3 If a Professional Corporation ceases to exist by virtue of being wound down, dissolved or amalgamated with another Professional Corporation.

## **7.7 – Privileges of Membership**

- 7.7.1 A Regulated Member who is in good standing with the College is entitled to:
  - 7.7.1.1 All privileges and rights of membership in the College;
  - 7.7.1.2 Nominate and be nominated for office in the College;
  - 7.7.1.3 Vote in elections for membership on Council;
  - 7.7.1.4 Attend meetings of the College and serve on committees, sub-committees and panels of the Council;
  - 7.7.1.5 Receive a summary of the Annual General Meeting, Special Meetings, Council Meetings (except minutes of in-camera portions of Council Meetings), College newsletters and minutes of previous Annual General Meetings;
  - 7.7.1.6 Participate in college certification courses;
  - 7.7.1.7 Other privileges as decided by Council.
- 7.7.2 Other Members in good standing shall be entitled to all privileges and rights of membership in the College generally except the right to:
  - 7.7.2.1 Be a member of Council; and,
  - 7.7.2.2 Be appointed as a member of a committee of the College; and,
  - 7.7.2.3 Vote at meetings of the College.

## **Section 8 – Continuing Competence**

- 8.1 A Competence Committee is hereby established and shall carry out the powers and duties set out in the Act, the Regulation and these Bylaws.
- 8.2 Council shall appoint no fewer than three (3) members to the Competence Committee, a majority of whom must be Regulated Members and shall appoint a member as chair.
- 8.3 Members shall be appointed to the Competence Committee for a yearly term and be eligible for reappointment at the end of each calendar year.
- 8.4 A quorum of the Competence Committee is three (3) committee members.
- 8.5 A decision of the Competence Committee shall be made by a majority of votes of the committee members participating in the vote.
- 8.6 Subject to the Act, the Regulation, these Bylaws and any Terms of Reference approved by Council, the Competence Committee may determine its own procedures.

## **Section 9 – Professional Conduct**

### **9.1 – Membership List**

- 9.1.1 Council shall appoint no fewer than three (3) Regulated Members to the Membership List referenced in Section 15 of the Act. This list shall be used for appointing Regulated Members to both Hearing Tribunals and Complaint Review Committees.
- 9.1.2 A person shall not sit on a Complaint Review Committee and a Hearing Tribunal with respect to the same matter.

### **9.2 – Complaint Review Committee**

- 9.2.1 A Complaint Review Committee consists of the Regulated Members and Public Members appointed to it by the Hearings Director.
- 9.2.2 The Hearings Director shall appoint a chair of each Complaint Review Committee.
- 9.2.3 A quorum for a Complaint Review Committee is two (2) Regulated Members and the number of Public Members required by Section 12(1) of the Act.
- 9.2.4 A decision of a Complaint Review Committee shall be by majority vote. If a Complaint Review Committee is sitting with an even number and there is a tie vote, then the chair shall cast a second and deciding vote.
- 9.2.5 Subject to the Act, the Regulation, these Bylaws and any terms of reference approved by Council, a Complaint Review Committee may determine its own procedures.

### **9.3 – Hearing Tribunal**

- 9.3.1 A Hearing Tribunal consists of the Regulated Members and Public Members appointed to it by the Hearings Director.
- 9.3.2 The Hearings Director shall appoint a chair of each Hearing Tribunal.
- 9.3.3 A quorum for a Hearing Tribunal is two (2) Regulated Members and the number of Public Members required by Section 12(1) of the Act.
- 9.3.4 A decision of a Hearing Tribunal shall be by majority vote. If a Hearing Tribunal is sitting with an even number and there is a tie vote, then the chair shall cast a second and deciding vote.
- 9.3.5 Subject to the Act, the Regulation, these Bylaws and any terms of reference approved by Council, a Hearing Tribunal may determine its own procedures.

### **9.4 – Appeals Committee**

- 9.4.1 An Appeals Committee of Council is hereby established, from which panels shall be selected for hearing appeals of Hearing Tribunal decisions pursuant to Part 4 of the Act.
- 9.4.2 Council shall appoint no fewer than six (6) members of Council to the Appeals Committee, half shall be Regulated Members of Council and half Public Members of Council.
- 9.4.3 Council Members shall be appointed to the Appeals Committee for a term of one year, unless Council specified a different term at the time of appointment. Council Members may serve multiple consecutive terms on the Appeals Committee.
- 9.4.4 Council Members appointed to the Appeals Committee shall continue to hold office after the expiry of their term on the Appeals Committee or their term on Council for the sole purpose of concluding appeals that have commenced but have not been completed.
- 9.4.5 A panel of Council from the Appeals Committee shall:
  - 9.4.5.1 Carry out the duties and powers of Council under Section 31 of the Act.
  - 9.4.5.2 Carry out the duties and powers of Council under Section 41 of the Act.
  - 9.4.5.3 Carry out the duties and powers of Council under Sections 87 to 89 of the Act.
  - 9.4.5.4 Carry out the duties and powers of Council under Section 93 of the Act.
  - 9.4.5.5 Carry out the duties and powers of Council under Section 118(6) to 118(8) of the Act.
- 9.4.6 A quorum for a panel of the Appeals Committee shall be two (2) Regulated Members and the number of Public Members of Council required by Section 12(1) of the Act.
- 9.4.7 Council shall appoint a chair of the Appeals Committee who will select the members of the Appeals Committee who will sit on a particular panel and will appoint a chair of each panel.

- 9.4.8 A decision of a panel of the Appeals Committee shall be by majority vote. If a panel is sitting with an even number and there is a tie vote, then the chair shall cast a second and deciding vote.

## **9.5 – Executive Committee**

- 9.5.1 The Executive Committee shall meet at the request of the Council or the President to administer the activities and affairs of the College between Council meetings, subject to these Bylaws and any restrictions, limitations or policies imposed by Council and act on any other matters assigned by Council.

## **9.6 – Designations by Council**

- 9.6.1 Council may designate a person or committee to make decisions under Section 65(1) of the Act.
- 9.6.2 Council may designate a person or committee to make decisions under Section 86(1) of the Act.

## **Section 10 – Other Committees**

- 10.1 In addition to committees established in the Act or in these Bylaws, Council may establish other committees as it considers necessary in carrying out its duties and responsibilities.
- 10.1.1 Committees shall be divided into operational and board committees.
- 10.2 Council shall set out a process in policy for the appointment and removal of members of these other committees established under Bylaw 10(1).
- 10.2.1 Membership on operational committees shall be appointed by the Registrar. These members shall be appointed for a yearly term and be eligible for reappointment at the end of each calendar year.
- 10.2.2 Membership on statutory and board committees shall be appointed by the Council. These members shall be appointed until the next Annual General Meeting.
- 10.3 Council shall approve Terms of Reference for all other committees established in the Act, in these Bylaws and under Bylaw 10(1).
- 10.4 A quorum for all committees not listed in these Bylaws shall be a majority of the committee's membership.
- 10.5 The Chair of each committee shall be appointed as follows:
- 10.5.1 The Chair of an operational committee shall be appointed by the Registrar.
- 10.5.2 The Chair of a statutory or board committee shall be appointed by the Council.

- 10.6 Council may remove a member from one of these other committees by a majority vote of Council Members participating in the vote.
- 10.7 Membership on a committee shall be terminated upon:
  - 10.7.1 The Committee Member becomes incapacitated or dies.
  - 10.7.2 The Committee Member's conduct is found to constitute unprofessional conduct under Part 4 of the Act.
  - 10.7.3 The Committee Member's submission of a written resignation.
  - 10.7.4 The Committee Member resigning from the College.
  - 10.7.5 The Committee Member's registration is suspended or cancelled.
- 10.8 Each committee chair shall provide a report to the Members at the Annual General Meeting.
- 10.9 The Council shall not establish any committee with powers or functions in conflict with those of any committee required by the Act.

## **Section 11 – Publication of Information**

- 11.1 The Registrar has the authority to publish or distribute information under Section 119(1) of the Act or as otherwise permitted or required under the Act, the Regulation, the Personal Information Protection Act, SA 2003 or any other enactment that applies to the College, or as otherwise permitted or required by law as per the College Publication Policy.
- 11.2 The Registrar shall publish and distribute any specific information as directed by a Hearing Tribunal, the Council or the Court of Appeal.
- 11.23 In addition to the information required under the Act, the College may publish any type of information the College wishes to publish on its website, other than what is already specially required under Section 135.92(2) of the Act as per the College Publication Policy.

## **Section 12 - Administration**

### **12.1 – College Administration, Responsibility & Head Office**

- 12.1.1 The College is established pursuant to Section 3 of the Act and Schedule 17 of the Act as a self-governing body.
- 12.1.2 The College's primary responsibility is to carry out the activities as outlined in Section 3 of the Act.
- 12.1.3 The head office of the College shall be in Edmonton, Alberta or other location as may be determined by Council.
- 12.1.4 The Council shall appoint an accountant.

- 12.1.5 At Council's discretion, the Council shall employ a Registrar. The Registrar shall follow the duties and limitations as assigned by Council and/or listed in the College Policy Manual.
- 12.1.5.1 The Registrar's appointment shall be made, suspended or revoked only if a two-thirds majority of the Council votes to do so.
  - 12.1.5.2 The Registrar may approve payments and commitments for the purchase of goods and services up to a limit set by College policies.
  - 12.1.5.3 All payments and commitments by the College in excess of the limit set by College policies must be approved by Council.
- 12.1.6 The Registrar or their designate shall annually arrange for preparation of audited financial statements for the College and shall provide the required information to the College's auditors for that purpose.
- 12.1.7 Consistent with and subject to authorities delegated by Council, the Registrar may appoint, hire or retain employees, legal counsel, an accountant, consultants and other paid and volunteer personnel to assist in the College's governance, management, administration and related activities.

## **12.2 - Signing Authority**

- 12.2.1 The Officers of the College are the College's Signing Officers.
- 12.2.2 The Registrar is authorized to prescribe such forms, certificates, permits or other documents that may be required for the purposes of the Act, the Regulation or these Bylaws.

## **12.3 – Seal**

- 12.3.1 A seal for the College shall be approved by the Council.
- 12.3.2 The Registrar shall assume responsibility for safekeeping of the College's seal, which shall contain the words "Alberta College of Optometrists".
- 12.3.3 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 Signing Officers of the College.
- 12.3.4 The President, President-Elect, Immediate Past-President and the Registrar each shall have authority to fix a seal of the College to any legal document.

## **12.4 – Reimbursements of Expenses**

- 12.4.1 The College shall reimburse expenses incurred by Council Members, Regulated Members and other persons in the course of carrying out their duties under the Act, the Regulation and these Bylaws in accordance with policies made by Council.
- 12.4.2 The College shall pay per diems to Regulated Council Members, Regulated Members and other persons in accordance with policies made by Council.

## **12.5 – Fees and Levies**

- 12.5.1 Council may establish any of the following fees:
  - 12.5.1.1 Application fees;
  - 12.5.1.2 Registration fees;
  - 12.5.1.3 Practice Permit fees;
  - 12.5.1.4 Professional Corporation fees;
  - 12.5.1.5 Limited Liability Partnership fees;
  - 12.5.1.6 Late payment fees;
  - 12.5.1.7 Administration fees;
  - 12.5.1.8 Fees for review or appeals of any decision under the Act;
  - 12.5.1.9 Any other fees determined by Council.
- 12.5.2 Council may also establish any fees, costs, levies or assessments to be paid by Regulated Members or applicants for any service or thing provided by the College under the Act, the Regulation or these Bylaws.
- 12.5.3 Council may assess a special levy on any category of membership of the College as a result of a vote at an Annual General Meeting or Special Meeting, in accordance with College policies.
- 12.5.4 In accordance with College 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.
- 12.5.5 Regulated Members who are in their first calendar year of practice following graduation; or, successful completion of a residency program, shall have their annual fees reduced by 50% of the regular fees owing for their membership category.

## **12.6 – Use of Funds**

- 12.6.1 The College may make use of all revenues received from membership fees and other sources of income to carry out the objectives of the College.
- 12.6.2 Financial policies pertaining to the College shall be determined by Council and the College shall publish annually a copy of its financial information in the form required by the Minister under Section 4(1)(f) of the Act.

## **12.7 – Fiscal Year**

- 12.7.1 The fiscal year of the College is January 1 to December 31 of the same year.

## **12.8 – Banking and Financial Records**

- 12.8.1 The Council shall establish and maintain such accounts with one or more Canadian banks, trust companies or the Province of Alberta Treasury Branches, as the Council determines from time to time.
- 12.8.2 All payments and withdrawals completed by cheque or other negotiable instrument drawn against the monies deposited in accordance with Bylaw 12.8.1 shall be signed by two of the signing officers.

- 12.8.3 The Registrar or designate shall prepare the financial records of the receipts and disbursements of the College.
- 12.8.4 Council shall review the College's financial records at each Council meeting.
- 12.8.5 The College's financial records may be inspected by any Member of the College at any time, upon giving reasonable notice and arranging a mutually satisfactory time with the responsible officer.

## **12.9 – Investments and Borrowing Powers**

- 12.9.1 The Council shall invest only in financial instruments where the principal is guaranteed.
- 12.9.2 Subject to Bylaw 12.9.1, the Council may invest funds of the College in any investments in the name of the College and may change those investments in accordance with College policies.
- 12.9.3 The Council may raise money or guarantee or secure the payment of money in the name of the College, in any manner determined by the Council in order to carry out the purposes of the College.

## **12.10 – Indemnification**

- 12.10.1 The Registrar shall ensure that all Council, Members and office staff are adequately insured against any legal action for any activity conducted in the course of their duties while acting in good faith under the Act.

## **Section 13 - Liability Insurance**

- 13.1 All Regulated Members must provide evidence of having the type and amount of professional liability insurance in accordance with College policies.

## **Section 14 – Council Discretion**

- 14.1 Notwithstanding anything to the contrary in the Bylaws, the Council may (by a simple majority vote and in its sole discretion) determine that any meeting, vote, resolution, motion or matter referenced in or contemplated by these Bylaws may be conducted by regular mail, email, virtual means or any electronic means (collectively the "Other Means").
- 14.2 For greater clarification, the authority of Council pursuant to Bylaw 16.1:
  - 14.2.1 Applies to conducting an Annual General Meeting or a Special Meeting;
  - 14.2.2 Allows the Council to determine the process, timelines and any other thing necessary to conduct a meeting, vote, resolution, or matter by "Other Means."



## **Section 15 – Bylaws**

- 15.1 A Bylaw, an amendment, or repeal of a Bylaw may be passed at any meeting of Council by a simple majority vote.
- 15.2 Notwithstanding anything to the contrary in the Bylaws, the Council may by its own motion temporarily suspend or amend portions of the Bylaws during an internal or external disaster, a public health emergency, a state of emergency, or similar event to ensure efficient functioning of the College provided:
  - 15.2.1 The motion lists the specific Bylaw suspensions and/or amendments;
  - 15.2.2 The motion specifies the number of days the suspension and/or amendment is in effect; and
  - 15.2.3 The motion is approved by a simple majority vote of the Council.