

Nova Scotia Association of Optometrists
By-laws

Revised January 16, 2009

1.	Definitions	1
2.	Election of Council Members	3
3.	Composition and Term of Office of the Council	4
4.	Officers of the Association	4
5.	President	4
6.	Vice President	5
7.	Past President	5
8.	Secretary-Treasurer	5
9.	Council Meetings	7
10.	Removal of Council Members	8
11.	Roles and Responsibilities	9
12.	Standing Committees	9
13.	Ad Hoc Committees	10
14.	Committee Composition	10
15.	Annual General Meetings ("AGM")	10
16.	Notice of Annual General Meetings and Election	11
17.	Mail Vote	12
18.	Special Meetings	13
19.	Quorum of Members	13
20.	Minutes	14
21.	Voting	14
22.	Election Procedure	14
23.	Member in Good Standing	15
24.	Associate, Honourary and Student Members	15
25.	Head Office	16
26.	Seal	16
27.	Signing Authority	16
28.	Fiscal Year	16

29.	Finances	16
30.	Canadian Association of Optometrists	17
31.	Banking and Financial Records	17
32.	Payment and Commitments	17
33.	Borrowing Powers	18
34.	Investments	18
35.	Financial and Related Consulting Services.	18
36.	Liability Insurance	19
37.	Amendment of By-laws	19

NOVA SCOTIA ASSOCIATION OF OPTOMETRISTS
BY-LAWS

1. Definitions

- (a) "Act" means An Act Respecting the Practice of Optometry, Assented to by the Lieutenant Governor on December 5, 2005.
- (b) "Annual General Meeting" means the Annual General Meeting of the Association called pursuant to these By-laws.
- (c) "Associate Member" means an individual who holds a Doctor of Optometry degree or equivalent as recognized by the Nova Scotia College of Optometrists, and who is either licensed to practice in another Canadian jurisdiction or is retired from five or more years of active practice in Nova Scotia and who is not engaged in active practice in the Province of Nova Scotia.
- (d) "Association" means the Nova Scotia Association of Optometrists established pursuant to the Act.
- (e) "Board" means the Board of the College.
- (f) "Board member" means a member of the College Board elected pursuant to the Act.
- (g) "By-laws" means By-laws of the Nova Scotia Association of Optometrists.
- (h) "College" means the Nova Scotia College of Optometrists.
- (i) "Council" means the Council of the Association.
- (j) "Deliver" and "delivered" with reference to a notice or other documents, includes to mail to or leave with a person, or deposit in a person's mailbox or receptacle at the person's residence or place of business and includes the transmission of electronic mail through the Internet.
- (k) "Former Act" means Chapter 328 of the Revised Statutes, 1989, the Optometry Act.
- (l) "Honourary Member" means an individual recognized by the Council for exemplary contribution to the optometric profession.

- (m) "Licence" means a valid and subsisting optometric licence issued pursuant to the Act.
- (n) "Member" means a person who is a licenced optometrist in good standing with the College and a Member in good standing of the Association.
- (o) "Minister" means the Minister responsible for the Act.
- (p) "NSAO" means the Nova Scotia Association of Optometrists.
- (q) "NSCO" means the Nova Scotia College of Optometrists.
- (r) "Optometrist" means a person licenced to practice optometry under the provisions of the Act.
- (s) "Optometric care" means health services and activities performed by a licensed optometrist pursuant to the Act and Regulations.
- (t) "Part-time Member" means a Member who is engaged in the practice of optometry in Nova Scotia for up to and including any part of sixty days in any year.
- (u) "Practice of optometry" means those functions usually performed by an optometrist, including:
 - (i) the examination of the human eye and its adnexa by any acceptable procedure to diagnose visual defects or abnormal conditions;
 - (ii) the treatment of visual defects or abnormal conditions of the human eye or its adnexa by the use of any acceptable procedures, other than surgery, including the prescription and application of lenses or other devices and the use of diagnostic and therapeutic drugs as set forth in the Regulations and these By-laws; and
 - (iii) the removal of superficial foreign bodies from the eye or its adnexa.
- (v) "Province" means the province of Nova Scotia in Canada.
- (w) "Special Meeting" means any meeting of the Association called pursuant to these By-laws, except the Association's Annual General Meeting.
- (x) "Student Member" means an unregulated Member who is a student in a full-time educational program recognized by

the College and may seek to become an optometrist in Nova Scotia.

- (y) "Special Resolution" means a resolution passed at a meeting by a vote of not less than 70% of Members entitled to vote.

2. **Election of Council Members**

- (a) Elections of Council members shall be by secret ballot and shall be held in conjunction with the Annual General Meeting ("AGM").
- (b) The Council shall appoint, from among the Past Presidents of the Association, the Chair of the Nominating Committee. The Chair of the Nominating Committee shall appoint committee members.
- (c) The Chair of the Nominating Committee shall inquire among Members of the Association, at least 30 days prior to an AGM or at least 15 days prior to a Special Meeting, if appropriate, as to the persons whom the Members would propose be nominated.
- (d) In the case of an AGM or Special Meeting, the slate of candidates, if any, shall be delivered by regular Postal Service to the Members at least 15 days prior to the meeting.
- (e) The Chair of the Nominating Committee shall obtain from each candidate on the slate, in writing if not present and verbally if present, their consent to the nomination.
- (f) Additional nominations may be made from the floor of the AGM, if the person so nominated consents to the nomination verbally or in writing.
- (g) The Chair of the Nominating Committee shall act as Chair of that portion of the AGM that deals with elections and shall appoint scrutineers.
- (h) A newly elected Council member takes office immediately following the close of the AGM at which he or she is elected.

3. **Composition and Term of Office of the Council**

- (a) The Council of the Association shall consist of seven elected members and a Past President of the Association who shall serve as a non-voting member.
- (b) At inaugural Annual General Meeting of the Nova Scotia Association of Optometrists, three members shall be elected to Council for a two-year term and the balance of Council members shall be elected for a one-year term.
- (c) At the second Annual General Meeting and each AGM after, no less than three and no more than four members shall be elected for a two-year term.
- (d) Immediately after an AGM, the Council shall meet and elect the President, Vice-President, Secretary-Treasurer, and CAO Councillor, all of whom shall be elected from the Council members.
- (e) The fees payable to the members of the association for expenses incurred and time spent in their provisions of services to the association shall be determined in accordance with the NSAO Expense Claim Policy.

4. **Officers of the Association**

- (a) The Officers of the Association shall be:
 - (i) the President;
 - (ii) the Vice President;
 - (iii) the Secretary-Treasurer; and
 - (iv) a past President.
- (b) Subject to the Act, any Officer of the Association may delegate any power, duty or function to any appointed or hired personnel of the Association to assist him or her in carrying out the powers, duties and functions of his or her office.

5. **President**

- (a) The President shall:
 - (i) be the chief executive officer and exercise general supervision and administration over all the affairs of the Association;

- (ii) preside at the AGM and Special Meetings and all Council meeting;
- (iii) at every AGM submit a complete report of the Association's operations and issue a statement of its affairs to Members;
- (iv) from time to time report to Members on relevant matters within the President's knowledge;
- (v) provide general direction, mentorship and advice to individuals employed or engaged by the Association;
- (vi) hold office until a successor is elected;
- (vii) upon leaving office, assist the incoming President and Vice President as necessary to ensure a smooth transition;
- (viii) perform other duties assigned to the President under the Act and these By-laws; and
- (ix) if the President resigns or is otherwise unable to act, the Vice-President shall become President for the remainder of the term of the Vice President's office.

6. **Vice President**

- (a) The Vice President shall perform the duties of the President in the President's absence or inability or at the President's request.
- (b) In the absence of the President and Vice President, the Chair for a Council meeting shall be elected by a majority vote of the Council members present.
- (c) If the Vice President resigns or is unable to act, the Council shall elect, from among themselves, a person to fill the office for the remainder of the term of the Vice President's office or they may provide a mail ballot to elect a new Vice president.

7. **Past President**

If the past President resigns or is otherwise unable to act, the position shall remain vacant until Council appoints a new past President.

8. **Secretary-Treasurer**

- (a) The Secretary-Treasurer shall be a Member appointed by the Council, at the first Council meeting following the AGM and no later than 30 days after the AGM. The Secretary-Treasurer shall provide oversight and governance policy direction regarding the Association's finances, and shall:
- (i) keep records and Minutes of all proceedings of the Council;
 - (ii) notify all committees of their appointment;
 - (iii) send a notice of all meetings to all Members;
 - (iv) collect and keep all monies due to the association in a financial institution and dispense funds for all capital and operating expenses;
 - (v) ensure that the fees and expenses of Council members, Members and others engaged in Council and committee work are included within the Association's annual budget;
 - (vi) prepare an accurate and current set of financial transactions, accounts, books and ledgers showing details of all monies received and distributed by the Association;
 - (vii) at the end of each fiscal year have the books and ledgers of the Association audited by the Association's accountant who shall be appointed by the Council;
 - (viii) prepare and present at each AGM a financial report that includes an annual financial statement identifying the Association's financial status as fiscal year end and mail a copy of the financial report, including audited financial statements to each Member;
 - (ix) mail notices of all AGMs and all Special Meetings accompanied by an agenda to all Members;
 - (x) mail to each Member a summary of the proceedings of the previous AGM and Special Meeting as applicable;
 - (xi) the Council shall purchase and maintain liability insurance for the benefit of its Directors and Officers;

- (xii) at the expiration of the term of office, deliver to their successor all funds, papers and books relevant to the role of Secretary-Treasurer; and
- (xiii) perform such other duties as Council may prescribe.

9. **Council Meetings**

- (a) The Council shall hold at least three Council meetings in each calendar year. Council meetings shall be held by order of the President or at the request of a majority of Council members.
- (b) 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 electronic means, by order of the President or at the request of a majority of Council members.
- (c) 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.
- (d) The Rules of Order and Procedures at Council Meetings shall be the most current edition of Robert's Rules of Order governing meetings of a like nature. If a dispute arises, it shall be settled by the Chair of the meeting and his or her decision shall be final.
- (e) Voting on matters by the Council may be conducted:
 - (i) at any meeting of the Council; or
 - (ii) with the authorization of the President by mail vote, telephone, videoconference or other acceptable electronic means.
- (f) A quorum of the Council is three Members.
- (g) The Council's decision shall be made by a majority of those Members participating in the vote.
- (h) The President shall provide the following to Members upon request:
 - (i) details of the time and place of a Council meeting; and
 - (ii) a copy of the agenda, excluding in-camera items.

- (i) Meetings of the Council shall be open to Members when determined by the Council in its sole discretion.
- (j) The Secretary-Treasurer shall ensure that minutes are taken at each meeting and retained on file.
- (k) A resolution signed and approved by all Council members, including a resolution transmitted by facsimile, electronic mail or postal service is valid and binding and of the same effect as if the resolution had been duly passed at a meeting of the Council
- (l) Upon receipt by the Secretary-Treasurer of a request in writing signed by not less than three Council members, Council shall within 14 days of the date the request is received by the Secretary-Treasurer convene a special Council meeting.

10. **Removal of Council Members**

- (a) A Council member automatically ceases to hold office if they cease to be a Member in good standing.
- (b) A Council member may be removed from the Council by a resolution passed by a two-thirds majority of the remaining Council members. For greater clarification, the Member who is the subject of the removal motion shall not be included in calculating this two-thirds majority.
- (c) Members on the Council shall be terminated upon:
 - (i) submission of a written resignation to the Association;
 - (ii) suspension of the Member's licence;
 - (iii) cancellation of the Member's licence; or
 - (iv) failure to attend three consecutive Council meetings.
- (d) A Council member shall be deemed to have vacated the office of Council Member if:
 - (i) the Council member becomes incapacitated or dies; or
 - (ii) the Council member's conduct is found to constitute unprofessional conduct under the Act.
- (e) If an elected member of the Council, other than the President, Vice President or immediate past President

resigns or is otherwise unable to retain his or her office, the Council may appoint another Member from the Association to fill the office for the remainder of the term or leave the position vacant.

ASSOCIATION COMMITTEES

11. Roles and Responsibilities

- (a) All committees of the Association are appointed by the Council and are responsible and accountable to the Council.
- (b) The Council shall approve each committee's Terms of Reference and policies.
- (c) A majority of a committee's membership constitutes a quorum.
- (d) Committees shall be divided into standing and special categories.
- (e) Each committee chairperson shall provide a report to the Council at the Council's regular meetings.
- (f) Each committee chairperson shall provide a report to the membership at the AGM which shall detail the committee's activities during the previous year.
- (g) The chair and vice-chair, if required, of each committee shall be determined by a majority vote of the Council. The vice-chair may serve a term corresponding to the chair. The vice-chair has all the powers of the chair, in the absence of the chair or upon direction of the chair.
- (h) Committees may recommend changes to Council policies to the Council.
- (i) The Council may by a majority vote remove a member from an Association committee.

12. Standing Committees

Standing Committees shall be permanent features of the Association and may only be established or terminated by a special resolution amending the By-laws of the Association.

13. Ad Hoc Committees

- (a) Ad hoc committees may be established, structured, empowered and terminated by the Council consistent with Terms of Reference approved by the Council.
- (b) The Council shall not establish an ad hoc committee with powers or functions in conflict with those of any standing committee of the Association.

14. Committee Composition

- (a) Appointments and re-appointments to committees shall be conducted in accordance with policies established by the Council.
- (b) A person appointed to a committee established by the Council shall serve in accordance with the committee's Terms of Reference and related Council policies.
- (c) A committee member may be removed by a majority vote of the Committee or a majority vote of the Council.
- (d) Membership on a committee shall be terminated upon:
 - (i) the member becoming incapacitated or dying;
 - (ii) the member's conduct being found to constitute unprofessional conduct under the Act;
 - (iii) the member's submission of a written resignation;
 - (iv) the member resigning from the Association;
 - (v) the member's licence being suspended;
 - (vi) the member's licence being cancelled; or
 - (vii) the member's failure to attend three consecutive meetings.

MEETINGS OF THE MEMBERS**15. Annual General Meetings ("AGM")**

- (a) An AGM of the Members shall be held in Nova Scotia at least once in every calendar year at a time and place determined by the Council.
- (b) Attendance at AGMs is limited to Members in good standing, Honourary Members and guests invited by the Council.
- (c) The following matters shall be considered at an AGM:
 - (i) reading of Minutes;
 - (ii) correspondence;
 - (iii) reports of Officers and Committees;
 - (iv) annual audited financial statements;
 - (v) an operation budget for the upcoming fiscal year for consideration, amendment and ratification by the Members;
 - (vi) unfinished business;
 - (vii) new business;
 - (viii) such other matters or things as may be properly placed before the meeting;
 - (ix) election of Council members; and
 - (x) adjournment.
- (d) Following adoption of a resolution at an AGM the President shall provide Members at the next AGM with an update on actions arising.
- (e) Meetings of the Association may be adjourned from time to time by resolution of a majority of the Members present. No business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- (f) At any meeting of the Association any two Members may demand that the voting on any question before the meeting shall be by ballot. The President or other presiding officer of the meeting shall thereupon appoint two adjudicators to take the vote.

16. **Notice of Annual General Meetings and Election**

- (a) The President shall notify every Member of each AGM of the Association by delivering a notice of the date, time and place of the AGM at least 30 days prior to the AGM.
- (b) Delivery of this notice shall be accomplished by regular prepaid postage or electronically addressed correspondence to Members at their address as it appears in Association records.
- (c) The notice of the AGM shall contain information for the AGM, including but not limited to an agenda and a description of the nomination procedure and the election procedure for Council members.

17. **Mail Vote**

- (a) A matter or resolution may be voted upon by mail if the Council, in their sole discretion, determines that any matter or resolution should be the subject of a mail vote.
- (b) When the Council decides that a matter or resolution should be the subject of a mail vote, it shall be sent by postal service prepaid to each Member at his or her recorded mailing address and indicate:
 - (i) the subject of the vote;
 - (ii) information the Council deems appropriate;
 - (iii) direction as to voting which the Council deems appropriate; and
 - (iv) the date and time specified by the Council for the closing and receipt of the mail vote.
- (c) Members' mail votes not received on or before the closing date shall be deemed spoiled and shall not be counted.
- (d) Immediately following the date specified for the closing of a mail vote, one or more scrutineers appointed by the Council shall count the mail votes and provide the results of the vote to the President, who shall notify the Members in writing within one month of being advised for the results.
- (e) In the event of a tie vote the President shall cast the deciding vote.

- (f) All mail votes shall be retained for 60 days following the date specified for the closing of a mail vote and then the mail votes will be destroyed by the President.

18. **Special Meetings**

- (a) Every meeting of the Members other than an Annual General Meeting is a Special Meeting. A Special Meeting shall be called by the President following receipt of a written request by 30% of the Members or at the request of a simple majority of the Council.
- (b) The Members' request shall include the printed names and signatures of those Members requesting a Special Meeting and the reason for the request.
- (c) A Special Meeting shall be called within one month of receipt of the written request and held within two months of the meeting being called.
- (d) Notice of a Special Meeting shall be sent by ordinary postal service to each Member at least 15 days prior to the meeting and shall include:
 - (i) reasons for which the meeting is being called;
 - (ii) the time, date and location of the meeting; and
 - (iii) a slate of candidates, if applicable to the purpose of the meeting.
- (e) Business transacted at a Special Meeting of the Association 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.
- (f) Attendance at Special Meetings is limited to Members in good standing, Honourary Members, Council Members and guests invited by the Council.

19. **Quorum of Members**

Twenty percent (20%) of Members, two of whom must be Officers, present at the commencement of an AGM or Special Meeting shall constitute a quorum.

20. Minutes

- (a) The Association office shall have custody of the minutes of all meetings of the Association.
- (b) Minutes of AGMs and Special Meetings shall be made available to Members in good standing upon request.

21. Voting

- (a) Only Members in good standing with the Association can vote at an AGM or Special Meeting of the Association.
- (b) When a quorum is present at any 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 By-laws.
- (c) In the event of a secret ballot, ballot slips shall be distributed one per vote carried.
- (d) used ballots shall be kept by the President to sixty days and then destroyed by the President.

22. Election Procedure

- (a) The Nominations Committee shall conduct the election of Council members.
- (b) Advance nominations must be received by the Nominations Committee in writing. For a nomination to stand, a written nomination must show the name and signature of the Member accepting the nomination. A call for nominations from the floor shall be made and shall be accepted or declined by those nominated.
- (c) The chair shall invite each nominee, or in the nominee's absence, the nominator, to speak on their behalf for a maximum of five minutes.
- (d) In the event that there are more Members nominated for Council than there are positions available, the Members who receive the most votes shall be elected to Council.
- (e) In the event that two or more members receive the same number of votes for the final position available on Council, a second election, contested only by the members who received the same number of votes in the first election,

will be held to determine who shall be elected to the final Council position.

PRIVILEGES OF MEMBERSHIP

23. Member in Good Standing

- (a) A Member who is in good standing with the Association is entitled to:
 - (i) all privileges and rights of membership in the Association generally;
 - (ii) nominate and be nominated for office in the Association;
 - (iii) vote in elections for membership on the Council;
 - (iv) attend meetings of the Association and serve on committees, sub-committees and panels of the Association;
 - (v) receive a summary of AGMs, Special Meetings, Council Meetings (except minutes of in-camera portions of Council Meetings), Association Newsletters and minutes of the immediate previous AGM; and
 - (vi) participate in Association sponsored educational sessions.

24. Associate, Honourary and Student Members

- (a) Associate, Honourary and Student Members in good standing shall be entitled to all privileges and rights of membership in the Association generally, except the right to:
 - (i) be a member of the Council;
 - (ii) be appointed as a member of an Association committee; and
 - (iii) vote at meetings of the Association.

ADMINISTRATION OF THE ASSOCIATION

25. Head Office

The Association's head office shall be in Halifax, Nova Scotia or other municipality at Council's discretion.

26. Seal

- (a) A seal for the Association shall be approved by the Council.
- (b) The President shall assume responsibility for the safekeeping of the Association's seal which shall contain the words "Nova Scotia Association of Optometrists".
- (c) When the seal of the Association is required to be affixed to a document, the seal shall be accompanied by the signature of any two or more Officers of the Association.
- (d) The President, Vice president, Immediate Past President and Secretary-Treasurer each shall have authority to fix a seal of the Association to any legal document.

27. Signing Authority

- (a) The President, Vice President and Secretary-Treasurer shall be the Association's signing authorities. The signature of any two signing authorities on a document shall be considered sufficient.

28. Fiscal Year

- (a) The Association's fiscal year is the calendar year January 1st to December 31st.

29. Finances

- (a) The following fees are payable to the Secretary-Treasurer:
 - (i) an annual membership fee ratified by a majority of the Members present at a validly constituted meeting of the Association payable on or before December 31 of each year; and

- (ii) any special fees or assessments ratified by a majority of at least two thirds of the Members present at a validly constituted meeting of the Association for which there is one month notice in writing specifying the intention to propose a resolution has been given.

30. **Canadian Association of Optometrists**

- (a) A Member, other than an Associate Member, shall also be a member of the Canadian Association of Optometrists.
- (b) Any annual fee payable to the Canadian Association of Optometrists shall be paid by paying the fee to the Secretary-Treasurer who shall forward the fee to the Canadian Association of Optometrists on the Member's behalf.
- (c) A Member is exempt from the requirements of 32(b) if the Member has paid the required fee to another province where they are licenced as a full-time optometrist.

31. **Banking and Financial Records**

- (a) The Council shall establish and maintain such accounts with one or more Canadian banks or trust companies as the Council determines necessary from time to time.
- (b) All payments and withdrawals shall be completed by cheque or other negotiable instrument drawn against the monies deposited in accordance with 33(a) and shall be signed by two of the signing authorities.
- (c) The Secretary-Treasurer shall prepare the financial records of the receipts and disbursements of the Association.
- (d) The Council shall review the Association's financial records quarterly.
- (e) The Association's financial records may be inspected by any member of the Association at any time upon giving reasonable notice and arranging a mutually satisfactory time with the responsible officer.

32. **Payment and Commitments**

- (a) An Officer may approve payments and commitments for the purchase of goods and services up to a limit set by Council policies.
- (b) The Council must approve all payments and commitments in excess of the limit set by Council policies.
- (c) Following approval of the budget presented by the Council at an AGM each of the following categories shall be required to pay the approved fees:
 - (i) Associate Member, Student Member or Honourary Member.
- (d) The Council may assess a special levy on any category of membership of the Association as a result of a vote at an AGM in accordance with Council policies.
- (e) In accordance with Council policies, the President 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.
- (f) For Members who are in their first calendar year of practice following graduation Council shall approve prorated fees payable for their membership category.

33. **Borrowing Powers**

- (a) The Council may raise money or guarantee or secure the payment of money in the name of the Association in any manner determined by the Council in order to carry out the purposes of the Association.

34. **Investments**

- (a) The Council shall invest only in financial instruments where the principal is guaranteed.
- (b) Subject to 34(a) the Council may invest funds of the Association in any investments in the name of the Association and may change those investments in accordance with Council policies.

35. **Financial and Related Consulting Services**

- (a) The Council shall appoint advisors.
- (b) The President or designate shall annually arrange for preparation of audited financial statements for the Association and shall provide the required information to the Association's auditors for that purpose.
- (c) Consistent with and subject to authorities delegated by the Council, the President may appoint, hire or retain employees, legal counsel, accountants, consultants, advisors and other paid and volunteer personnel to assist in the Association's governance, management, administration and related activities.

36. **Liability Insurance**

The Association shall maintain liability insurance to protect the actions of Council members, Committee members and others in fulfilling their duties on behalf of the Association.

37. **Amendment of By-laws**

- (a) Proposed changes to these By-laws must be mailed to all Members in good standing and the College at least one month prior to an AGM at which time the amendment to the By-laws shall be considered or a Special Meeting at which the amendment to the By-laws shall be considered.
- (b) These By-laws may only be amended by a special resolution of Members at the AGM or a Special Meeting of the Association.