



CANADIAN ASSOCIATION OF OPTOMETRISTS
ASSOCIATION CANADIENNE DES OPTOMÉTRISTES

CAO BY-LAWS

JUNE 2018



2018 By-Laws of the Canadian Association of Optometrists

June 18, 2018

In these By-Laws:

- a. “Act” means the Act to Incorporate the Canadian Association of Optometrists;
- b. “Association” means: The Canadian Association of Optometrists, and in French, l’Association canadienne des optométristes;
- c. “Council” means: the Council of The Canadian Association of Optometrists, consisting of Representatives, Officers and the Student Representative;
- d. “Councillor” means a member of the Council and includes a Representative;
- e. “Good Standing” refers to a Member that is in compliance with payment in full of all fees and grants owing to the Association, and meets the requirements of members outlined in the By-laws;
- f. “Member” means the Corporate Members, Ordinary Members, Student Members, Honourary Members, Faculty Members, and Associate Members of the Association, each a “Member”;
- g. “Officers” means the President, Vice-President, Secretary-Treasurer and Past-President of the Association, each an “Officer”;
- h. “Representative” means the representative of a Corporate Member that sits on Council;
- i. “Section” means an area of practice, expertise or interest to the Members of the Association, which may be established to allow Members to work together to explore areas of interest or for such other purposes as the Council may determine;

Classes of Membership

2. There shall be six classes of membership in the Association as follows:
 - a. Corporate Members which shall be the provincial associations of optometrists of each province, as set out in the Act (each a “Corporate Member”). Corporate Members shall be voting Members. Each Corporate Member shall appoint an individual to exercise its votes at meetings of the Members, which individual may, but is not required to be, the Corporate Member’s Representative;
 - b. Ordinary Members who shall all be members of each Corporate Member, other than honorary members of such Corporate Member (each an “Ordinary Member”). Ordinary Members shall be voting Members;
 - c. Individual Members who shall be individual optometrists residing in a Canadian territory that is not represented by a Corporate Member. The optometrists must reside permanently in one of the territories as stated for tax purposes, and practice there more than 50% of the time. Individual Members shall be voting Members;
 - d. Student Members who shall be enrolled at accredited Canadian Schools of Optometry and Canadian residents attending accredited Schools of Optometry elsewhere, who apply for and are granted membership in the Association (each a “Student Member”). Student Members shall be non-voting Members;
 - e. Honourary Members who have been elected by the Council for outstanding service for optometry, (each an “Honourary Member”). Honourary Members shall be non-voting Members;



- f. Faculty Members who are only practicing optometry within a University-affiliated setting, and have been granted membership by a Corporate Member (each a “Faculty Member”). Faculty Members shall be non-voting Members.
- g. Associate Members who shall be Canadian Certified Optometric Assistants in Good Standing, and must be currently employed by an Ordinary Member (each an “Associate Member”) OR Optometrists residing and practicing outside of Canada who shall be members of their state and national associations (each an “Associate Member”). Associate Members shall be non-voting members.

Termination of Membership

3. A Membership in the Association may be terminated, as follows:
 - a. The membership of a Corporate Member may only be terminated by such Corporate Member, by failing to abide by the terms of the Act, the By-laws, and the Policies of the Association.
 - b. The membership of an Ordinary Member or Faculty Member shall automatically be terminated in the event that their membership in the Corporate Member with whom they are affiliated expires without renewal or is terminated.
 - c. The membership of a Student Member shall automatically be terminated when they cease being enrolled in an accredited School of Optometry.
 - d. The membership of an Associate Member shall automatically be terminated when they no longer fulfill the requirements for Associate Membership, as set out in Article 2.
 - e. The membership of an Honourary Member may be terminated when the Council deems it necessary or appropriate.

Fees

4. Corporate Members shall pay an annual grant to the Association in such amount as shall be recommended by the Council.

Council Composition

5. The affairs of the Association shall be governed by a Council which shall supervise, direct and control all activities and shall be constituted as follows:
 - a. The Council shall consist of a Representative from each Corporate Member in Good Standing, together with the President and Past-President of the Association and the Student Councillor. Each Representative of a Corporate Member shall be a member of that Corporate Member. The Officers shall be a member of a Corporate Member.
 - b. CAOS members shall be invited to apply to serve as the Student Councillor with final selection to be made by Council. The Student Councillor shall be required to be enrolled at an accredited Canadian School of Optometry or a Canadian resident attending an accredited School of Optometry elsewhere at the date of their appointment to Council; however, should the Student Councillor complete their education while in office, they shall be permitted to continue serving as Student Councillor for the duration of their term of office provided that they become a member of a Corporate Member or an Individual Member immediately upon becoming eligible to do so following the completion of their education.



- c. Representatives shall be elected or appointed by the respective Corporate Member, and shall hold the office for a term of two (2) years or until removed from office in accordance with the provisions of section 8 of this By-Law.
 - d. The Student Councillor shall hold the office for a term of one (1) year or until removed from office in accordance with the provisions of section 8 of this By-Law.
6. Each Corporate Member shall advise the Association of the name of its Representative, who will continue as the Representative on Council until the expiration of such Representative's two (2) year term on Council, or until such Representative is removed as a Councillor pursuant to the provisions of section 8 of this By-Law, or until such Representative is elected as President of the Association. For further certainty, the Past-President is not a Representative within the meaning of these By-Laws.

Removal of Councillors/Representatives

7. In the event that a Councillor or Councillors believes that a Councillor should be removed from Council, they shall provide written notice to all Councillors that they will be raising such issue for consideration at the next meeting of Council. Such written notice must be provided at least seven (7) days in advance of the Council meeting at which such issue will be considered.
8. Council may remove a Councillor by a majority of votes cast in favour of such removal at a Council meeting.
9. Each Councillor shall only be entitled to exercise their Councillor's Vote on the issue of removal of a Councillor and no Councillor shall be entitled to exercise an Ordinary Member's Representation Vote on such issue.
10. In the event a Councillor is removed pursuant to this By-Law, such individual may not be re-appointed to Council for a period of two (2) terms of office, or four (4) years from the date of their removal, whichever is longer in duration.
11. For further certainty, the only mechanism for the removal of a Councillor is as set out in section 8 of this By-Law. Where a Corporate Member or the Association has the right to appoint a Councillor, nothing herein shall be interpreted as providing such appointing Corporate Member or the Association with the right or authority to remove such Councillor.

Officers

12. The Council shall elect annually from amongst the Representatives the following Officers: the President, Vice- President and Secretary-Treasurer. Such election shall take place at a Council meeting immediately preceding the Annual General Meeting of the Association. On election as President, the Representative elected shall be deemed to no longer be a Representative of the Corporate Member and a Corporate Member which has had its Representative elected as President shall be entitled to appoint a new Representative to Council. For further certainty, a Representative elected as Vice-President or Secretary-Treasurer shall not be deemed to no longer be a Representative and the Corporate Member for which they are a Representative shall not be entitled to appoint an additional Representative to the Council.
13. The term of office for each Officer shall be for a period of one (1) year or until their successor is appointed.
14. The Student Councillor may not serve as an Officer.



15. The President may hold the office for a maximum of two (2) terms.
16. In the event of a vacancy occurring in an Office of the Association, the Council shall, at the next meeting of Council, elect a successor to hold office until the expiration of the term of office for which there is a vacancy.
17. In the event a Councillor that is an Officer is removed from Council pursuant to section 8 of these By-Laws such Councillor shall automatically be terminated as an Officer on such removal.
18. The Council shall appoint the individual that is vacating the office of President as the Past-President, who will hold office until a successor is appointed. The election of Officers shall be by ballot. If a candidate does not receive a majority of votes cast on the first ballot, the candidate receiving the least number of votes shall be eliminated, and another ballot be taken, and this procedure shall be continued until a candidate receives a majority, whereupon the candidate shall be declared elected.

Meetings of Council

19. The Council shall determine the time and location for its regular meetings. Notwithstanding this, special meetings may be set additionally as the need exists. A special meeting shall be convened when requested by the President, or by a majority of Council.
20. Written notice of each regular meeting together with an agenda for the meeting shall be given at least fourteen (14) days before the meeting. For special meetings, shorter but reasonable notice may be given.
21. A majority of the members of Council shall constitute a quorum.
22. Each member of Council shall be entitled to exercise the following votes at Council meetings:
 - a. Each Councillor shall be entitled to exercise one "Councillor's Vote"; and
 - b. In addition to a Councillor's Vote, each Representative shall be entitled to exercise an "Ordinary Members Representation Vote", which shall be equal to the number of Ordinary Members of the Corporate Member represented by that Representative as reported on or before March 31st immediately preceding such vote by the Representative for the purposes of making payment of annual fees or grants as contemplated in these by-laws.
 - c. For further certainty, none of the President, the Past-President or the Student Councillor shall have an "Ordinary Members Representation Vote".
23. A decision by Council for all questions will require:
 - a. a majority "Councillor's Vote" of those Councillors present and voting, plus
 - b. a majority "Ordinary Members Representation Vote" of those Representatives present and voting.

Participating in Meetings by Electronic Means

24. If a majority of the Councillors consent thereto, a Councillor may participate in a meeting of the Council or a committee of the Council by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Councillor participating in a meeting by such means shall be deemed to be present at the meeting.



Council Meeting Held Entirely by Electronic Means

25. The Councillors may determine that a meeting of Council shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Reimbursement of Councillors

26. Councillors shall be paid reasonable travelling expenses for each meeting plus an allowance for other expenses in transacting the business of the Association.
27. The allowance for honorariums and non-travel expenses for the Councillors shall be determined by the Council annually at the meeting at which the Association's budget is passed by vote.

Committees

28. The Council may from time to time appoint or disband any committee or other advisory body as necessary.

Allocation of funds

29. The Council may allocate such funds as it deems appropriate to assist the work of committees of Council, and to support programs, studies and research for the advancement of vision care for the public, and in furtherance of the Association's purposes.

Official Publication

30. The official publication of the Association shall be the Canadian Journal of Optometry.

Meetings of the Association

31. The Association shall hold an annual general meeting at such time as the Council may determine, within six (6) months of the fiscal year end of the Association, as required by law. The Association may hold such other meetings of Members as may be determined by the Council.
32. Notice of the annual general meeting or other meeting of the Members shall be mailed or distributed electronically to all Members of the Association at least thirty (30) days before the meeting.
33. Only Corporate Members, Ordinary Members and Individual Members shall be entitled to vote on any matters brought before the annual general meeting or other meeting of Members. For further certainty, each Corporate Member, Ordinary Member and Individual Member shall be entitled to exercise one (1) vote at each meeting of the Members and no Corporate Member shall be entitled to exercise an Ordinary Members Representation Vote at a meeting of the Members.
34. A quorum for any annual general meeting or other meeting of Members shall be at least forty Ordinary Members, plus a majority of Corporate Members, who are present at the meeting in person or by approved electronic means.
35. All matters brought before an annual general meeting or other meeting of Members upon which a vote is required shall be decided upon by a majority vote.
36. At the discretion of the Council, a Member entitled to vote at an annual general meeting or other meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility.



37. The Council may determine that an annual general meeting or other meeting of Members shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
38. Members are not entitled to vote by proxy.

Parliamentary Authority

39. Roberts' Rules of Order or such other Rules of Order as may be approved by the Council shall be the parliamentary authority for all matters of procedure not specifically covered by the Act and By-laws of the Association.

Indemnity

40. Every Councillor or other person who has undertaken or is about to undertake any liability on behalf of Association, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:
 - a. all costs, charges and expenses whatsoever which such Councillor or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Councillor or other person, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by such Councillor or other person, in or about the proper execution of the duties of such Councillor's or other person's office or in respect of any such liability;
 - b. all other costs, charges and expenses which a Councillor or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Councillor's or other person's own willful neglect or willful default.
 - c. In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced herein, the Council may approve such advance.

Execution of Documents

41. Council shall determine who may sign and execute documents.

Registered Office

42. The Registered Office of the Association office shall be in Canada.

Seal

43. The Association may have a corporate seal. If the Association has a corporate seal it shall be kept in custody at the Registered Office of the Association.

Language

44. The business of the Association may be conducted in either English, or French at the discretion of Council. The availability of translation at meetings of the Association or the availability of documents in English and/or French shall be subject to the discretion of the Council.



Amendment of By-Laws

45. The By-Laws may be amended by the Council provided that notice of the proposed amendment has been circulated to all Councillors and the CAO Chief Executive Officer at least thirty (30) days prior to the meeting of Council at which the amendment will be voted upon. Notice of any proposed amendment may be dispensed with on the unanimous vote of the members of Council present at the meeting. Any amendment shall require for adoption a majority vote of both the Councillor's Vote and the Ordinary Member's Representation Vote as described in these By-laws. Upon adoption the amendment shall be effective until the next annual general meeting or other meeting of the Members where it may be approved or revoked by the Members. Notice of amendments to By-Laws passed by Council shall be given to all Members at least thirty (30) days before the next annual general meeting or other meeting of the Association.