Final

ONTARIO ASSOCIATION OF OPTOMETRISTS

GENERAL BY-LAW NUMBER 2023- 1

TABLE OF CONTENTS

page #

1 INTERPRETATION 1
1.01 Meaning of Words 1
2 MEMBERSHIP 3
2.01 Composition 3
2.02 Term of Membership 4
2.03 Members' Rights 4
2.04 Transfer of Membership 4
2.05 Termination of Membership 4
2.06 Membership Dues 5
2.07 Discipline of Members 5
2.08 No Compensation for Members 5
3 SUPPORTERS 5
3.01 Supporters Identified 5
3.02 Policies Regarding Supporters 6
4 BOARD OF DIRECTORS 6
4.01 Board 6
4.02 Qualifications 6
4.03 Removal of Directors 6
4.04 Vacancies 7
4.05 Representative to the Canadian Association of Optometrists 7
5 ELECTION OF THE BOARD 7
5.01 Term of Office 7
5.02 Re-Election 7
5.03 Elections 7
5.04 Director Consent to Act 7
5.05 Nominations 7
5.06 Forms 8
6 RESPONSIBILITIES OF THE BOARD 8
6.01 Responsibilities of the Board 8
6.02 Duties and Responsibilities of Every Director 8
6.03 Confidentiality 9
7 MEETING OF DIRECTORS 9
7.01 Calling Meetings 9
7.02 Meeting following Annual Meeting 9
7.03 Regular Meetings 9
7.04 Notice of Meetings 9
7.05 Content of Notice 10
7.06 Meetings by Electronic Conference 10

7.07 Quorum 10
7.08 Voting 10
7.09 Written Resolutions 10
7.10 Adjournments 10

8 MEETINGS OF THE MEMBERS 10
8.01 Annual Meeting 10
8.02 Meetings by Electronic Conference 11
8.03 Special Meeting 11
8.04 Fixing a Record Date 11
8.05 Notice of Meetings 11
8.06 Those Entitled To Be Present 12
8.07 Quorum 12
8.08 Chair 12
8.09 Voting by Members 12
8.10 Voting by Electronic Means 12
8.11 Proxies 13
8.12 Ballot 13
8.13 Adjournments 13

9 BOARD REGULATIONS 13
9.01 Board Regulations 13

10 OFFICERS 14
10.01 Officers 14
10.02 Term of Office of Officers 14
10.03 Delegation of Duties 14
10.04 Board Appoint Other Officers 14
10.05 Holding More Than One Office 14
10.06 Removal from Office 14
10.07 Remuneration of Officers or Employees 14

11 CHIEF EXECUTIVE OFFICER 15
11.01 Chief Executive Officer 15

12 COMMITTEES 15
12.01 Standing Committees 15
12.02 Combined and Inactive Committees 15
12.03 Ad Hoc Committees 15
12.04 Rules Governing Committees 15
12.05 Limits on Authority of Committees 16

13 EXECUTIVE COMMITTEE 16
13.01 Composition 16
13.02 Powers 16

14 CONFLICT OF INTEREST 16
14.01 Conflict of Interest 16

15 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS 17
15.01 Insurance 17
15.02 Liability Exclusion 17
15.03 Indemnification of Directors, Officers and Others 18
15.04 Discontinuing Insurance 18

16 EXECUTION OF DOCUMENTS 18

16.01 Execution of Documents 18

17 FINANCIAL YEAR 18
17.01 Financial Year Determined 18

18 AUDITOR....19
18.01 Annual Appointment....19
18.02 Removal of Auditor 19
18.03 Vacancy in the Office of Auditor....19
18.04 Remuneration of Auditor 19
18.05 Rights and Duties....19

19 NOTICE 19
19.01 When notice deemed given 19
19.02 Declaration of Notice....20
19.03 Computation of Time....20
19.04 Omissions and Errors 20
19.05 Waiver....20

20 BY-LAWS AND EFFECTIVE DATE....20
20.01 Effective Date of this By-Law 20
20.02 By-Laws and Effective Date....20

21 REPEAL OF PRIOR BY-LAWS 21
21.01 Repeal....21
21.02 Prior Acts 21

ONTARIO ASSOCIATION OF OPTOMETRISTS

GENERAL BY-LAW NUMBER 2023- 1

1 INTERPRETATION

1.01 Meaning of Words

In this By-Law and all other By-Laws, resolutions, Board Regulations and any other policies of the Corporation, unless otherwise defined:

(a) "Act" means the *Not-for-Profit Corporations Act, 2010,* S.O. 2010, c. 15 (Ontario), and the regulations thereunder, as amended from time to time;

(b) "Ad Hoc Committee" means a Committee established by the Board pursuant to section 12.03;

(c) "Annual Meeting" means an annual meeting of Members as provided in section 8.01;

(d) "Annual Business" means consideration of the financial statements; consideration of the audit report, if any; election of Directors; reappointment of the incumbent Auditor and an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement, if applicable;

(e) "Articles" means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent or supplementary letters patent;

(f) "Associate" includes a parent, sibling, spouse or common law partner of a Director as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director;

(g) "Auditor" means the Auditor of the Corporation appointed pursuant to Article 18;

(h) "Board" means the Directors of the Corporation from time to time;

(i) "Board Regulation" means a regulation passed by the Board in accordance with Article 9

(j) "By-Law" means this by-law;

(k) "Committee" means a Standing Committee or Ad Hoc Committee established from time to time by the Board;

(l) "Conflict of Interest" means any situation in which another interest or relationship impairs the ability of a Director or Officer to carry out the duties and responsibilities of a Director or Officer in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors or Officers of the Corporation, namely:

(i) *Pecuniary or financial interest* - a Director of Officer is said to have a pecuniary or financial interest in a decision when the Director or Officer (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;

(ii) *Undue influence* - interests that impede a Director of Officer in his or her duty to promote the best interest of the Corporation, participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's or Officer's entrusted responsibility to the Corporation; or

(iii) *Adverse interest* - a Director or Officer is said to have an adverse interest to the Corporation when that Director or Officer is a party to a claim, application or proceeding against the Corporation.

(m) "Corporation" means Ontario Association of Optometrists;

(n) "Director" means a Director elected pursuant to Article 5;

(o) "Electoral Ward" means an administrative division of the Corporation being one of the following:

(i) *Central* - Ajax-Pickering, Durham, Oshawa, Whitby-Oshawa, Barrie, Newmarket-Aurora, Simcoe North, Simcoe-Grey, York-Simcoe, Markham-Unionville, Oak Ridges-Markham, Richmond Hill, Thornhill, Vaughan, Bramalea-Gore-Malton, Brampton-Springdale, Brampton West, Dufferin-Caledon, Mississauga-Brampton South, Mississauga-Streetsville, Halton, Mississauga East-Cooksville, Mississauga-Erindale, Mississauga South, Oakville;

(ii) *East* - Haliburton-Kawartha Lakes-Brock, Northumberland-Quinte West, Peterborough, Prince Edward-Hastings, Lanark-Frontenac-Lennox & Addington, Kingston & the Islands, Leeds-Grenville, Carleton-Mississippi Mills, Glengarry-Prescott-Russell, Nepean-Carleton, Renfrew Nipissing-Pembroke, Stormont-Dundas-South Glengarry, Ottawa Centre, Ottawa-Orleans, Ottawa South, Ottawa-Vanier, Ottawa West-Nepean;

(iii) *Northern* - Nipissing, Timiskaming-Cochrane, Timmins-James Bay, Nickel Belt, Parry Sound-Muskoka, Sudbury, Algoma-Manitoulin, Sault Ste. Marie, Kenora-Rainy River, Thunder Bay-Atikokan, Thunder Bay-Superior North;

(iv) *South Central* - Brant, Haldimand-Norfolk, Niagara Falls, Niagara West-Glanbrook, St. Catharines, Welland, Ancaster-Dundas-Flamborough-Westdale, Burlington, Hamilton East-Stoney Creek, Hamilton Mountain, Hamilton Centre;

(v) *Southwestern* - Bruce Grey-Owen Sound, Huron-Bruce, Perth- Wellington, Wellington-Halton Hills, Cambridge, Guelph, Kitchener- Centre, Kitchener-Conestoga, Kitchener Waterloo, Elgin-Middlesex- London, London-Fanshawe, London North Centre, London West, Oxford, Chatham-Kent-Essex, Lambton-Kent-Middlesex, Sarnia- Lambton, Essex, Windsor-Tecumseh, Windsor-West;

(vi) *Toronto* - Beaches-East York, Davenport, Don Valley East, Don Valley West , Eglinton-Lawrence , Etobicoke Centre, Etobicoke Lakeshore, Etobicoke North, Parkdale-High Park, Pickering-Scarborough East, Scarborough Agincourt, Scarborough Centre, Scarborough-Guildwood, Scarborough-Rouge River, Scarborough Southwest, St. Paul's, Toronto Centre, Toronto Danforth, Trinity-Spadina, Willowdale, York Centre, York South-Weston, York West;

(p) "Executive Committee" means the Executive Committee established by the Board pursuant to Article 13;

(q) "Extraordinary Resolution" means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or consented to by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney;

(r) "Member" means a person who has become a Member in accordance with section 2.01;

(s) "Officer" means an officer elected or appointed pursuant to Article 10 or by Board Regulation;

(t) "Ordinary Resolution" means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by Written Resolution of the Members;

(u) "Protected Person" means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:

(i) is a Director of the Corporation;

(ii) is an Officer of the Corporation;

(iii) is a member of a committee of the Corporation; or

(iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person's personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;

(v) "Special Business" includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;

(w) "Special Meeting" means a special meeting of Members called pursuant to section 8.03;

(x) "Special Resolution" means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney;

(y) "Supporters" means Affiliate Supporters and Honourary Supporters as defined in section 3.01; and

(z) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

2 MEMBERSHIP

2.01 Composition

Subject to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to individuals:

(a) interested in furthering the Corporation's purposes;

(b) who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board; and

(c) who meet at least one of the following criteria, being:

(i) an optometrist who holds a certificate of registration to carry on the practice of optometry in Ontario;

(ii) an optometrist who no longer holds a certificate of registration to carry on the practice of optometry in Ontario due to retirement but has been a Member of the Corporation for at least five (5) years immediately prior to retirement;

(iii) an optometrist who is a full-time faculty member of a school of optometry in Ontario and has held such teaching position for at least one (1) full academic year; or

(iv) an optometrist who is engaged in full-time vision-related research at a non-profit Ontario health institution.

2.02 Term of Membership

The term of membership of a Member shall be one year, to expire on the last day of the financial year in the year following admission as a Member. Membership may be renewed annually upon payment of any dues as and when required under section 2.06 and approval by the Board.

2.03 Members' Rights

Each Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Members of the Corporation.

2.04 Transfer of Membership

Membership in the Corporation is not transferable.

2.05 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

(a) the resignation in writing of a Member of the Corporation;

(b) the death of a Member;

(c) the expiration of a Member's term of membership;

(d) the expulsion of a Member from the Corporation in accordance with section 2.07;

(e) the liquidation or dissolution of the Corporation under the Act, as applicable; or

(f) the cessation of membership for failure to pay membership dues as provided in section 2.06.

2.06 Membership Dues

(a) Membership dues shall be as set by the Board from time to time. The Board may from time to time set policies for the payment of membership dues.

(b) The Board may from time to time set policies with respect to action to be taken when dues are not remitted by Members in accordance with policies established by the Board.

2.07 Discipline of Members

(a) The Board shall have authority to expel any Member from the Corporation for any one or more of the following grounds:

(i) a material violation of any provision of the Articles, By-Laws, Board Regulations, or other policies of the Corporation;

(ii) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion; or

(iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes and activities of the Corporation.

(b) In the event the Board determines that a Member should be expelled from membership in the Corporation, the Chief Executive Officer or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' notice of expulsion to the Member and shall provide reasons for the proposed expulsion. The Member may make written submissions to the Chief Executive Officer or such other Officer as may be designated by the Board up to five (5) days before the end of the notice period.

(c) In the event that no written submissions are received, the Chief Executive Officer, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is expelled from membership in the Corporation. If written submissions are received in accordance with this section 2.07, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. Notification shall be in writing within a reasonable time.

2.08 No Compensation for Members

A Member may be entitled to return of all or part of the membership dues upon termination of membership as may be determined by the Board on a case by case basis.

3 SUPPORTERS

3.01 Supporters Identified

The Board may admit persons who fit the following criteria as Supporters of the Corporation, namely:

(a) *Affiliate Supporters*, being individuals who are:

(i) optometrists who have left Ontario to practice, so long as they are practicing members of the applicable provincial, or comparable optometric association;

(ii) optometrists who have left Ontario to continue their optometric education, who shall only be considered Affiliate Supporters for the duration of their studies; or

(iii) full-time students of a doctor of optometry program or other program in any accredited school of optometry that leads directly to licensure as an optometrist in Ontario.

(b) *Honourary Supporters*, being individuals who have been recognized by the Board for their valuable service or long standing contribution to the Corporation or the profession of optometry.

Supporters shall serve the Corporation at the pleasure of the Board and may be removed by a majority resolution of the Board with or without cause. Supporters shall not be considered a class of Members of the Corporation and shall have no rights as such; however, the Board, the President or his or her designate shall be entitled to extend an invitation to the Supporters to attend a meeting of the Board or Members as invited guests.

3.02 Policies Regarding Supporters

The Board may from time to time adopt policies in relation to Supporters, including but not limited to payment of dues, qualification requirements, rights and privileges of Supporters.

4 BOARD OF DIRECTORS

4.01 Board

Subject to the Act the affairs of the Corporation shall be managed by a Board consisting of twelve (12) Directors, and who shall be elected as Directors in accordance with section 5.01.

4.02 Qualifications

Each Director shall:

(a) be a Member of the Corporation;

(b) be an individual who is at least eighteen (18) years of age;

(c) not be an undischarged bankrupt;

(d) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property; and

(e) not be a person who has been declared incapable by any court in Canada or elsewhere.

If a person ceases to be qualified as provided in this section 4.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 4.04.

4.03 Removal of Directors

(a) The Members may remove a Director from office before the expiration of the Director's term of office by Ordinary Resolution passed by the Members at a Special Meeting called for that purpose.

(b) At the meeting at which the Director is removed, the Members may elect a person to replace the removed Director for the remainder of the term of office.

(c) A Director is entitled to give the Corporation a statement opposing his or her removal.

(d) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 4.04.

4.04 Vacancies

(a) Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by resolution of the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

(b) The Directors are not required to fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the By-Laws or Articles.

4.05 Representative to the Canadian Association of Optometrists

The Corporation is a corporate member of the Canadian Association of Optometrists. As such, the Directors shall nominate a Director from among their number to serve on the Council of the Canadian Association of Optometrists.

5 ELECTION OF THE BOARD

5.01 Term of Office

The term of office of each Director shall be three (3) years and shall commence on the 1st day of May subsequent to the Director's election, to expire on the 30th day of April three (3) years following election.

5.02 Re-Election

No person may be a Director for more than three (3) consecutive terms of office and afterwards is not eligible for re-election until a period of two (2) years and eleven (11) months has elapsed from the date such person ceases to be a Director.

5.03 Elections

(a) At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

(b) Directors shall be elected without restriction to their Electoral Ward, except that the maximum number of Directors elected to serve from any Electoral Ward shall be less than a majority of Directors. For greater certainty, Electoral Wards shall be determined based on the Director's primary place of residence.

5.04 Director Consent to Act

An individual who is elected or appointed to hold office as a Director shall, in writing, consent to the election or appointment before or within 10 days after the election or appointment, unless the Director has been elected or appointed where there is no break in the Director's terms of office. If an elected or appointed Director consents in writing after the 10-day period, the election or appointment is valid.

5.05 Nominations

Candidates for the Office of Director shall comprise the persons whose names are put in nomination by written notice delivered to the Secretary of the Corporation by at least one (1) Member entitled to

vote at any time before the close of business on the thirtieth (30th) day prior to the date of the meeting of Members at which the election of Directors is held.

5.06 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

6 RESPONSIBILITIES OF THE BOARD

6.01 Responsibilities of the Board

(a) The Board shall be responsible for the governance and management of the affairs of the Corporation.

(b) The Board shall be responsible, without limitation, as follows:

(i) to establish and review on a regular basis the mission, objectives and strategic plan of the Corporation;

(ii) to establish, on an annual basis, Board goals and objectives (separate from the corporate goals and objectives) to ensure the effective and efficient governance of the Corporation;

(iii) to conduct, on an annual basis, the Chief Executive Officer's formal performance evaluation and to set his or her goals and objectives for the coming year;

(iv) to establish a policy outlining any eligibility criteria and the nomination process for election as a Director;

(v) to establish procedures for monitoring compliance with this By-law and applicable legislation;

(vi) to establish policies which will provide the framework for the management and operation of the Corporation;

(vii) to establish committees and approve terms of reference in accordance with section 12.01.

6.02 Duties and Responsibilities of Every Director

(a) Every Director shall:

(i) be loyal to the Corporation;

(ii) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and

(iii) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(b) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

(i) adhere to the Corporation's mission, vision and values;

(ii) work positively, co-operatively and respectfully with other Directors and with the Corporation's management;

(iii) respect and abide by Board decisions;

(iv) complete the necessary background preparation in order to participate effectively in meetings of the Board and, if applicable, its committees;

(v) keep informed about:

(A) matters relating to the Corporation;

(B) the community served; and

(C) the practice of optometry;

(vi) participate in the annual evaluation of overall Board effectiveness; and

(vii) represent the Board, when requested.

6.03 Confidentiality

(a) Every Director, officer, committee member and employee of the Corporation shall, during his or her tenure and following his or her tenure, respect the confidentiality of matters brought before the Board, or any Committee of the Board, or coming to his or her attention in the course of his or her duties, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.

(b) The Board Chair shall be the spokesperson for the Corporation unless the Board gives authority to one or more Directors, officers or employees of the Corporation to make statements to the media or public about matters brought before the Board.

7 MEETING OF DIRECTORS

7.01 Calling Meetings

(a) Meetings of the Board may be called by the President of the Board and shall be held at the place specified in the notice.

(b) A Director with the support of two-thirds (2/3) of the Board may, in writing, call a meeting of the Board by presenting notice to the Secretary with a minimum seven (7) days' prior to the date the meeting is to be held, which notice shall specify the purposes for which the meeting is called.

7.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the commencement of the Directors' terms for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

7.03 Regular Meetings

The Board shall meet at least three (3) times per year and appoint a day or days in each year for regular meetings of the Board at a set place and time as established by the Board. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act.

7.04 Notice of Meetings

Subject to the provisions of sections 7.02 and 7.03, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director by courier, personal delivery, telephone, fax, e-mail or other electronic means at least seventy-two (72) hours before the meeting is to take place, excluding the date on which notice is given.

7.05 Content of Notice

Any notice of a Board meeting shall specify the nature of the business to be conducted.

7.06 Meetings by Electronic Conference

(a) If all the Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time. At the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

7.07 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least two-thirds (2/3rd) of the Directors. No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

7.08 Voting

Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:

(a) except as provided in section 7.08(b) below, votes shall be taken in the usual way by a show of hands and if there is an equality of votes, the motion is lost;

(b) votes shall be taken by written ballot in accordance with Board policy or if so demanded by any voting member present and if there is an equality of votes, the motion is lost.

7.09 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

7.10 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

8 MEETINGS OF THE MEMBERS

8.01 Annual Meeting

(a) An Annual Meeting shall be held within Ontario at the place that the Directors determine unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Ontario for the purpose of conducting the Annual Business and any Special Business.

(b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting provided that any Annual Meeting shall be held within six (6) months of the financial year end of the Corporation.

8.02 Meetings by Electronic Conference

(a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

(b) The Directors may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

8.03 Special Meeting

(a) The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

(b) Not less than one-tenth (1/10) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a Special Meeting of the Members for any purpose connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation authority and that is not inconsistent with the Act. The requisition shall be deposited at the registered office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners. Notice of a Special Meeting shall be given in the same manner as provided in Section 8.05. The notice of a Special Meeting shall specify the purposes for which it is called.

8.04 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting or to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

8.05 Notice of Meetings

Notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including the text of any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor of the Corporation not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

(a) mail, courier or personal delivery;

(b) telephone, fax, e-mail or other electronic means;

(c) posting the notice on a notice board where such information is regularly posted and that is located in a place frequented by the Members; or

(d) in a publication of the Corporation sent to all Members entitled to vote.

8.06 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

(a) those entitled to vote at the meeting, including Members and proxy holders;

(b) the Directors and the Auditor of the Corporation; and

(c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the President of the Board or by Ordinary Resolution of the Members.

8.07 Quorum

(a) A quorum for the transaction of business at meetings of the Members shall be at least three percent (3%) of all of the Members of the Corporation entitled to vote, and present in person or represented by proxy.

(b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of and throughout such meeting.

(c) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place.

8.08 Chair

In the absence of the President of the Board and the Vice-President of the Board, the Members present and entitled to vote and present at any meeting of Members shall choose another Director to act as chair. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

8.09 Voting by Members

(a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.

(b) At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation, the Act or unless a ballot is demanded by any Member either before or after any vote. Whenever a vote by show of hands has been taken upon a question, unless a ballot is demanded, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.10 Voting by Electronic Means

The Directors may, where deemed appropriate, provide for Members to vote by electronic means in lieu of any other form of voting. Such alternative means of voting must:

(a) allow for verification that the votes are made by the Members entitled to vote; and

(b) not allow the Corporation to identify how each Member voted.

8.11 Proxies

(a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Act. A proxy shall be in writing. The proxy holder must be either a Member or the Chief Executive Officer of the Corporation.

(b) A proxy shall be executed by:

(i) the Member entitled to vote; or

(ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney.

(c) A proxy is valid only at the meeting for which it is given or at the continuation of that meeting after an adjournment.

(d) Subject to the Act, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.

(e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours, excluding Saturdays and holidays before the meeting.

8.12 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

8.13 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

9 BOARD REGULATIONS

9.01 Board Regulations

The Board may make Board Regulations with regard to any matter not inconsistent with the Act and the By-Laws.

10 OFFICERS

10.01 Officers

(a) The Directors may elect or appoint, as applicable, the following Officers, each of whom, unless otherwise provided in the By-Laws, shall be elected or appointed at the first meeting of the Board following an Annual Meeting:

(i) a Chair of the Board who shall be known as President, elected by and from among the Directors;

(ii) a Vice-President elected by and from among the Directors;

(iii) a Treasurer, elected by and from among the Directors;

(iv) a Secretary who may but is not required to be a Director, appointed by the Board; and

(v) a Past-President.

(b) There may be such other Officers that may be established by Board Regulation from time to time.

10.02 Term of Office of Officers

(a) The term of office of each Officer of the Corporation shall be one (1) year, to expire on April 30th of the year following election or appointment.

(b) Any Officer who is an employee shall hold office at the pleasure of the Board, or pursuant to terms of employment.

10.03 Delegation of Duties

Except the Vice-President, and Past President, any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

10.04 Board Appoint Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

10.05 Holding More Than One Office

Except for holding the offices of President of the Board and Vice-President of the Board, a person may be nominated or selected for, elected or appointed to, and hold, more than one office.

10.06 Removal from Office

Any Officer may be removed from office by two-thirds (2/3rds) vote cast by the Directors at a meeting of which at least seven (7) days' notice of intention to present such resolution has been given to all Directors.

10.07 Remuneration of Officers or Employees

An Officer who is a Director may be entitled to remuneration for acting as such and shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties in accordance with a compensation policy approved by the Board from time to time. The Board shall fix the remuneration of the Chief Executive Officer, if any. The Board shall fix the remuneration of any other Officers or employees, or may delegate such responsibility to the Chief Executive Officer.

11 CHIEF EXECUTIVE OFFICER

11.01 Chief Executive Officer

The Chief Executive Officer may be appointed by the Board as the Secretary of the Corporation and shall, subject to the direction of the Board and/or the President of the Board, supervise and manage the operations of the Corporation. The Chief Executive Officer shall have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, any committee of the Board, including the Executive Committee, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the Chief Executive Officer are discussed, or in any in-camera meeting of the Board of Directors where the Chair directs the Chief Executive Officer to be recused, or on a motion passed by the majority of the Board.

12 COMMITTEES

12.01 Standing Committees

There shall be a Board Development Committee, Finance and Audit Committee and a Governance Committee. There may be such other Standing Committees and for such purposes as the Board or the Executive Committee may determine by resolution.

12.02 Combined and Inactive Committees

The Board may combine the work of two (2) or more Standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

12.03 Ad Hoc Committees

There may be such Ad Hoc Committees for such purposes as the Board or the Executive Committee may determine. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:

(a) the delivery of its report;

(b) the completion of its assigned task; or

(c) a resolution to that effect of the Board or Executive Committee by which it was constituted.

In the case of termination pursuant to section 12.03(a) or 12.03(b), the Board or the Executive Committee may continue such Ad Hoc Committee.

12.04 Rules Governing Committees

Subject to the By-Laws of the Corporation and any Board Regulations or other policies, all Committees other than the Executive Committee are subject to the requirements listed below:

(a) the chair shall be appointed by the Board from among the Members of the Corporation who are qualified to hold office;

(b) at least one (1) Director shall be appointed to serve on each Committee;

(c) the Board may appoint to any Committee, persons who are not Members of the Corporation who are qualified to hold office;

(d) a member of a Committee shall serve for a term ending at the commencement of the Annual Meeting following appointment, and is eligible for reappointment for one or more additional terms;

(e) each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference, and as requested by the Board;

(f) each Committee shall be responsible to, and report after each meeting to, the Board; or

(g) subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees.

12.05 Limits on Authority of Committees

No committee has authority to:

(a) submit to the Members any question or matter requiring approval of the Members;

(b) fill a vacancy among the Directors or in the office of Auditor of the Corporation;

(c) appoint additional Directors;

(d) issue debt obligations except as authorized by the Board;

(e) approve any financial statements;

(f) adopt, amend or repeal any By-Law; or

(g) establish contributions to be made, or dues to be paid, by Members.

13 EXECUTIVE COMMITTEE

13.01 Composition

The Board, whenever it consists of more than six (6) individuals, may establish an Executive Committee consisting of the President, Vice-President and Treasurer. The President of the Board shall be ex officio the chair of the Executive Committee.

13.02 Powers

Subject to the section 12.05 of the By-Laws, Board Regulations or any other policies of the Corporation, the Executive Committee:

(a) may exercise the powers of the Board during the intervals between meetings of the Board in all matters of administrative urgency and in such instances where a quorum of the Board cannot be convened;

(b) shall conduct the annual performance evaluations of the Chief Executive Officer; and

(c) shall perform such other functions as assigned or delegated by the Board.

14 CONFLICT OF INTEREST

14.01 Conflict of Interest

Directors and Officers shall disclose any Conflict of Interest in any matter as required by the Act and comply with all other requirements in respect of a Conflict of Interest as set out in the Corporation's Conflict of Interest Policy.

15 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

15.01 Insurance

(a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:

(i) property and public liability insurance;

(ii) Directors' and Officers' insurance; and

(iii) may include such other insurance as the Board sees fit.

(b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.

(c) No coverage shall be provided unless the individual acted honestly and in good faith with a view to the best interests of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual has reasonable grounds for believing their conduct was lawful.

(d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

15.02 Liability Exclusion

Provided that actions have been taken honestly and in good faith with a view to the best interests of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual has reasonable grounds for believing their conduct was lawful, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

(a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;

(b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;

(c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;

(d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;

(e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and

(f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

15.03 Indemnification of Directors, Officers and Others

(a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:

(i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or

(ii) in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith with a view to the best interests of the Corporation, and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual did not have reasonable grounds for believing that their conduct was lawful.

(b) Such indemnity will only be effective:

(i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and

(ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

(c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.

(d) Nothing in this Article 15 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 15.

15.04 Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

16 EXECUTION OF DOCUMENTS

16.01 Execution of Documents

Documents requiring execution by the Corporation may be signed in accordance with the Corporation's Signing Authority Policy.

17 FINANCIAL YEAR

17.01 Financial Year Determined

The financial year of the Corporation shall terminate on the last day of October in each year or on such other date as the Board may determine.

18 AUDITOR

18.01 Annual Appointment

(a) Subject to the Act, the Members of the Corporation at each Annual Meeting shall appoint an Auditor of the Corporation, who shall hold office until the close of the next Annual Meeting, or pass an Extraordinary Resolution not to appoint an Auditor and to dispense with an audit.

(b) If an appointment is not made and the Members do not pass an Extraordinary Resolution to dispense with an audit, then the incumbent Auditor shall continue in office until a successor is appointed.

18.02 Removal of Auditor

(a) The Members may, by Ordinary Resolution at a Special Meeting, remove any Auditor before the expiration of the term of office in accordance with the Act and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 18.03.

(b) The Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

18.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall immediately fill any vacancy in the office of Auditor.

18.04 Remuneration of Auditor

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

18.05 Rights and Duties

The Auditor shall have the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

19 NOTICE

19.01 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

(a) if given by telephone, notice is deemed given at the time of the telephone call or the first business day after the day the transmission is sent;

(b) if given in writing by courier or personal delivery, notice is deemed given when received or the fifth business day after the day it is sent

(c) if given by e-mail, notice is deemed given when received or the first business day after the day the transmission is sent;

(d) if posted on a notice board pursuant to section 8.05(c), notice is deemed given on the date of posting;

(e) if published pursuant to sections 8.05(c) and 8.05(d), notice is deemed given on the date of publication; and

(f) if provided by other electronic means, notice is deemed given when received or the first business day after the day it is sent.

19.02 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

19.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

19.04 Omissions and Errors

(a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall, not be invalidated, unless otherwise challenged, by:

(i) an error in notice that does not affect its substance;

(ii) the accidental omission to give notice; or

(iii) the accidental non-receipt of notice by any Director, Member or Auditor.

(b) Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

19.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent and attendance at a meeting is a waiver of notice of the meeting, except if the individual attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

20 BY-LAWS AND EFFECTIVE DATE

20.01 Effective Date of this By-Law

This By-Law shall come into force when enacted in accordance with the Act.

20.02 By-Laws and Effective Date

(a) Subject to the Act and the Articles, as applicable, the Board of Directors may make, amend or repeal any By- Law that regulates the activities or affairs of the Corporation.

Except where otherwise provided in the Act, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors or such future time as may be specified in the resolution, until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.

(b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

21 REPEAL OF PRIOR BY-LAWS

21.01 Repeal

Subject to the provisions of section 21.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By- Law are repealed.

21.02 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

APPROVED by the Directors as a By-Law of Ontario Association of Optometrists this 12th day of February, 2023.

Josephine Pepe
President of the Board

Secretary

CONFIRMED by the Members on the 2nd day of April, 2023.

Josephine Pepe
President of the Board

Secretary