

BE IT ENACTED that this General By-Law of **Opticians Council of Canada Inc.** (hereinafter called the "Corporation") shall be called "By-Law No. 1" of the Corporation and is as follows:

By-Law No. 1

Article 1.

Location of the Corporation

1.01 Head Office

The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board of directors may, by resolution, determine. Subject to the *Canada Corporations Act* (the "Act"), the Corporation may, by a by-law change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-laws approved by all of the members shall be filed with the Minister.

Article 2.

Membership and Conditions of Membership

2.01 Membership

There are 2 classes of membership in the Corporation: National Members, and Non-Voting Members.

2.01.1 National Members

The National Members shall be:

- (a) The Canadian Association of Opticianry Educators ("CAOE"), an unincorporated association with membership comprised of the institutions set out in the attached Schedule "A", or an incorporated successor organization that has the such membership and which is accepted by the Corporation as the successor to CAOE;
- (b) The National Association of Canadian Opticianry Regulators ("NACOR");
- (c) The Opticians Association of Canada ("OAC"); and
- (d) Any additional member of the class accepted by the Corporation.

2.01.1.1 Additional National Members

Additional Members may be accepted by the Corporation if:

- (i) the applicant is a national organization with regional representation;
- (ii) the applicant has a mandate to serve, educate or regulate Opticians;
- (iii) the applicant is engaged in activities that support the objects and activities of the Corporation;

- (iv) the applicant has completed an application, which shall be in such a form as may have been prescribed by the board of directors of the Corporation;
- (v) the application of the applicant is unanimously approved by the National Members at a meeting of the members of the Corporation; and
- (vi) the applicant has paid membership fees in accordance with Article 2.02 of this By-law.

2.01.2 Non-Voting Members

The Non-Voting Members of the Corporation may be individuals or organizations. Non-Voting Members may be accepted by the Corporation if:

- (a) the applicant is engaged in or wishes to engage in activities that support the objects and activities of the Corporation;
- (b) the applicant has completed an application, which shall be in such a form as may have been prescribed by the board of directors of the Corporation;
- (c) the application of the applicant is unanimously approved by the National Members at a meeting of the members of the Corporation; and
- (d) the applicant has paid membership fees in accordance with Article 2.02 of this by-law.

2.02 Membership Fees

Members shall pay fees, which shall be determined from time to time by the board of directors of the Corporation for each class of member.

2.03 Resignation of a Member

Any member may withdraw from the Corporation in accordance with the following:

- (a) A National Member may withdraw from the Corporation (the “Resigning National Member”) by written notice of intention to resign from membership that states an effective date of not sooner than sixty (60) days therefrom, and delivering that notice to the Corporation and lodging a copy of the same with the President of the Corporation. Upon receipt of such notice the President shall give such notice to the board of directors which shall call a special meeting of the members of the Corporation to consider dissolution of the Corporation. Such meeting shall be held within the said sixty (60) day notice period, and at such meeting the Voting Representatives of the Resigning National Member shall be deemed to vote in favour of dissolution unless the Resigning National Member withdraws said notice of resignation.
- (b) A Non-Voting Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the President of the Corporation.

2.04 Effect of Notice of Resignation of a National Member

If a National Member is resigning from the Corporation and the Corporation has, at the special meeting specified in Article 2.03, not resolved to dissolve, then the Resigning National Member shall be entitled to return of:

- a. unspent and uncommitted funds contributed by that Resigning National Member in that fiscal year; and
- b. return of any property of that Resigning National Member that is in the possession of the Corporation.

Article 3.

Members' Meetings (with Stakeholders)

3.01 Location of General Meetings

The annual or any other general or special meeting of the members of the Corporation ("Members' and Stakeholders' Meeting") shall be held at the head office of the Corporation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The National Members may resolve that a particular Members' and Stakeholders' Meeting be held outside of Canada.

3.02 Voting Representatives

3.02.1 Each National Member shall appoint two (2) individuals as the National Member's representatives to vote on behalf of the National Member (the "Voting Representative") at all meetings of the members of the Corporation and to sign any written resolutions in lieu of a meeting as otherwise permitted under these by-laws. No person may be appointed as a Voting Representative, or remain a Voting Representative, if that person is not eligible to act as a director of the Corporation.

3.02.2 Alternates and Requisitioned Meeting Voting Representatives

Notwithstanding any other provision in these by-laws to the contrary, the following shall apply:

- (a) Each National Member may, by means of a written notice, appoint an individual to serve as an alternate to one of its Voting Representative with a right to attend and act at one or more specific Members' and Stakeholders' Meetings in the manner and to the extent authorized by the notice and thereby to act in place of or in the absence of its Voting Representative as specified in the notice ("Alternate Voting Representative"). No person so appointed shall thereby become a director of the Corporation nor exercise the rights and obligations afforded a director, but otherwise shall be treated as the Voting Representative.
- (b) Each National Member shall, by means of a written notice, appoint an individual to serve as its Voting Representative, and in place of such person, at any requisitioned special general Members' and Stakeholders' Meeting ("Requisitioned Meeting Voting Representative"). No director of the Corporation may serve as a Requisitioned Meeting Voting Representative.

Stakeholder Representatives

3.02.3 Each National Member and any Non-Voting Member that is not an individual shall give notice from time to time to the Corporation of the persons designated to attend a Members' and Stakeholders' Meeting (the "Stakeholder Representatives") on behalf of their constituent organizations.

3.02.4 National Members may designate Stakeholder Representatives as follows:

- (a) CAOEC may designate one (1) Stakeholder Representative from each of its component Opticianry Educational Institutions set out in the attached Schedule "A";
- (b) NACOR may designate one (1) Stakeholder Representative from each provincial body that is a member of NACOR;
- (c) OAC may designate one (1) Stakeholder Representative from each province; and
- (d) in the case of a National Member joining the Corporation pursuant to Article 2.01.1 (d) one (1) Stakeholder Representative from each region for which the National Member has a branch or associated entity providing regional representation, but in no case shall there be more than one such representative from a province or territory.

3.02.5 Each Non-Voting Member may designate one (1) Stakeholder Representative except in the case of a Non-Voting Member that is an organization with regional representation, in which case such a Non-Voting Member may designate one (1) Stakeholder Representative from each region for which the member has a branch or associated entity providing regional representation, but in no case shall there be more than one such representative from a province or territory.

3.03 Notice of Appointment of Representatives

Appointments of Voting Representatives, Alternate Voting Representative, and Stakeholder Representatives shall not be permanent and shall be made from time to time, or as required under these by-laws. Written notice shall be given to the Corporation by each party in the first column in accordance with the following table

Member	Representative	Purpose	Notice Issued
National Member	Voting Representatives	Ongoing Voting Representative and Director	Annually and whenever appointments change
National Member	Alternate Voting Representatives	Temporary Voting Representative at a Members' and Stakeholders' Meeting	Whenever appointments are made or changed
National Member	Requisitioned Meeting Voting Representative	Temporary Voting Representative at a Requisitioned Members' and	As Above

		Stakeholders' Meeting	
Non-Voting Member	Stakeholder Representatives	Ongoing or Temporary Stakeholder's Representative	As Above

3.04 Call of Meetings and Business

3.04.1 General and Special Meetings

The members shall meet at least twice per year, in a Members' and Stakeholders' Meeting, and may consider and transact special or general business. At the first Members' and Stakeholders' Meeting in a year (the "annual general meeting"), in addition to any other business that may be transacted, the financial statements and the report of the auditors for the previous fiscal year shall be presented and auditors appointed for the current fiscal year. The board of directors or the President or Vice-President shall have power to call, at any time, a general Members' and Stakeholders' Meeting. The board of directors shall have the power to call, at any time, a special general Members' and Stakeholders' Meeting.

3.04.2 Requisitioned Special Meetings

The board of directors shall call a special general Members' and Stakeholders' Meeting within forty-five (45) days of receiving a written requisition signed by no less than one-third (1/3) of the National Members.. At such a meeting, unless otherwise entitled under the law only Requisitioned Meeting Voting Representatives may vote.

3.05 Quorum

Quorum for Members' and Stakeholders' Meetings shall be one Voting Representative from of each of the National Members. No business shall be transacted at a Members' and Stakeholders' Meeting unless a quorum is present.

3.06 Notice of Meeting

Thirty (30) days written notice shall be given to each member of any Members' and Stakeholders' Meeting, and such notice shall be given by mail or other electronic means. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

3.07 Debate

Voting Representatives and Non-Voting Members shall be entitled to speak in debate. Non-Voting Members shall not be entitled, unless otherwise entitled by the law, to make motions.

3.08 Voting – By All Votes Cast

Each Voting Representative may cast one (1) vote on each motion. Motions may only pass if all votes cast are in the affirmative. Abstentions are not votes cast or counted.

3.09 Resolution in Lieu of Meeting

Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all of the National Members' Voting Representatives is as valid as if it had been passed at a Members' and Stakeholders' Meeting and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Voting Representative signed the resolution. Matters involving the following may not be the subject of a resolution in lieu of a meeting:

- (a) approval of changes to the Corporation's Letters Patent;
- (b) change of the Corporation's head office address;
- (c) a request by a director of the Corporation for indemnification by the Corporation;
- (d) conflicts of interest issues;
- (e) confirmation of a contract by member despite a conflict of interest;
- (f) the holding of the annual general meeting; and
- (g) the appointment of an auditor.

3.10 Error or Omission of Notice

No error or omission in any notice not affecting the substance thereof, and no accidental error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, to the members of the Corporation shall, simply because of that fact, invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his or her last address recorded on the books of the Corporation.

3.11 Telephone Participation

The members of the Corporation may meet by teleconference provided that the majority of the members consents to meeting by teleconference or have been approved by resolution passed by the Voting Representatives at a Members' and Stakeholders' Meeting of the Corporation.

3.12 Meetings by Other Electronic Means

The members of the Corporation may meet by other electronic means that permits each member to communicate adequately with each other, provided that:

- a. the members of the Corporation have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- b. each member has equal access to the specific means of communication to be used;

- c. each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Article 4.

Board of Directors

4.01 Requirements for the Board of Directors

The property, affairs and business of the Corporation shall be managed by a board of directors, comprised of the Voting Representatives, and in any case no fewer than three (3) directors. Directors must be individuals, 18 years of age or older, with power under law to contract.

4.02 First Directors – Provisional and First Term Stipulations

Notwithstanding any other provision to the contrary the applicants for incorporation shall become the first directors of the Corporation, as provisional directors, whose term of office on the board of directors shall continue until their successors are appointed, and who shall conduct all business by unanimous vote, with a quorum composed of all provisional directors until such time as the first successor of any provisional director is appointed, whereupon quorum shall be as specified in Article 5.03. No later than at the first Members' and Stakeholders' Meeting, the National Members shall each give notice of their respective appointments to the board of directors. Upon such appointment the board of directors then named shall replace the provisional directors named in the Letters Patent of the Corporation.

4.03 Term of Directors

Directors shall be appointed for a term, commencing at the annual general meeting, of one (1) year or until a successor is appointed, whichever is earlier.

4.04 Termination of a Director

The office of director shall be automatically vacated, in respect of the relevant individual:

- a. if a National Member gives notice to the Corporation that a director appointed by that member is no longer to be a director;
- b. if a director has resigned his or her office by delivering a written resignation to the secretary of the Corporation;
- c. if he or she is found by a court to be of unsound mind;
- d. if he or she becomes bankrupt or suspends payment or compounds with his or her creditors; or
- e. on the death of a director.

4.05 Vacancy on the Board of Directors

Where there is a vacancy on the board of directors, the directors shall request an appointee from the National Member who originally appointed the vacating director, and shall fill the vacancy with the individual so appointed.

4.06 Compensation

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from being engaged by and serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

4.07 Resignation of a Director

A resigning director shall remain in office until the dissolution or adjournment of the meeting at which his or her resignation is tendered, or until the appointment of a successor is in effect, whichever is earlier.

Article 5.

Directors' Meetings

5.01 Location and Notice of Meeting

Meetings of the board of directors may be held at any time and place to be determined by the directors provided that fourteen (14) days written notice of such meeting shall be given by mail, facsimile or e-mail to each director. There shall be at least two (2) meetings per year of the board of directors. No accidental error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall, simply because of that fact, invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5.02 Chair

The President shall chair meetings of directors. If the President is unable or unwilling to preside at a meeting of directors, the Vice-President shall chair such meeting. If neither the President nor Vice-President is unable to preside at a meeting of directors, the directors who are attending the meeting shall, prior to the commencement of any business, appoint from their ranks a Chair for such meeting.

5.03 Quorum

One director appointed by each National Member shall constitute a quorum for meetings of the board of directors. Subject to these by-laws any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation. No business shall be transacted at a meeting of directors unless a quorum of the board is present and a majority of directors present are residents of Canada.

5.04 Telephone Participation

The directors, or committee of directors (if any) of the Corporation may meet by teleconference provided that the majority of the directors consents to meeting by teleconference or have been approved by resolution passed by the directors at a meeting of directors of the Corporation.

5.05 Meetings by Other Electronic Means

The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- a. the directors of the Corporation have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- b. each director has equal access to the specific means of communication to be used;
- c. each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

5.06 Voting - By All Votes Cast

Each director shall be entitled to cast one (1) vote on each motion. Motions may only pass if all votes cast are in the affirmative. Abstentions are not votes cast or counted.

Article 6.

Financial Matters

6.01 Contracts

The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

6.02 Expenditures

The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time:

- a. to borrow money upon the credit of the Corporation, from any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such

sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;

- b. to limit or increase the amount to be borrowed;
- c. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors; and
- d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

6.03 Receiving of Funds, Allocation and Return

The board of directors shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. Funds so received on the condition that they be allocated to a specific task or project shall be so allocated and tracked. In the event that the Corporation is dissolved such funds, if unspent and available at dissolution, shall be returned to the donor.

6.04 Appointment of Agents

The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

6.05 Remuneration

Remuneration for all officers, agents, employees and committee members shall be fixed by the board of directors by resolution.

Article 7.

Indemnities To Directors And Others

7.01 Indemnities

Every director of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, error, omission, matter, or thing whatsoever, made, done, not done, or permitted by him or her, in or about the execution of the

duties of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by his or her own gross negligence; and

- b. all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

7.02 Limitation on Indemnities

The Corporation shall not indemnify an individual under Article 7.01 hereof unless the individual:

- a. acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

7.03 Insurance

The Corporation may procure and maintain, at its own expense, directors' and officers' liability insurance and comprehensive general liability insurance in such amounts and on such terms as the board of directors deems appropriate.

Article 8.

Officers

8.01 Offices to be Held

The officers of the Corporation shall be a president, vice-president and treasurer and any such other officers as the board of directors may by by-law determine. Officers must be directors of the Corporation.

8.02 Appointment of Officers

Officers of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual Members' and Stakeholders' Meeting.

8.03 Term of Officers

The officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.

8.04 President

The President shall preside at all meetings of the Corporation and of the board of directors and shall have the general and active management of the affairs of the Corporation. The President shall see that all orders and resolutions of the board of directors are carried into effect and have custody of the corporate seal.

8.05 Vice-President

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be directed by the board of directors.

8.06 Treasurer

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the board of directors.

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

Article 9.

Committees

9.01 Appointment of Committees

The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

Article 10.

Documents

10.01 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any person designated by the board of directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an agent on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

10.02 Minutes of Board Of Directors (And Executive Committee)

The minutes of the board of directors shall be available to the members of the Corporation and each of whom shall receive a copy of such minutes.

Article 11.

General Matters

11.01 Determination of Financial Year

The financial year of the Corporation shall be January 1 to December 31 or such other date as may be determined by the board of directors.

11.02 Amendment of By-Laws

The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Act may be enacted by all of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of all of the votes cast in favour of the by-law at a Members' and Stakeholders' Meeting duly called for the purpose of considering such by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

11.03 Auditors

The National Members shall, at each annual Members' and Stakeholders' Meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting.

The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

11.04 Books and Records

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

11.05 Rules and Regulations

The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual Members' and Stakeholders' Meeting of the Corporation when they shall be confirmed, and failing such confirmation at such annual Members' and Stakeholders' Meeting, shall at and from that time cease to have any force and effect.

11.06 Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

11.07 Interpretation

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Enacted this 30th day of September, 2010 by all of the members of the Opticians Council of Canada Inc.

**CANADIAN ASSOCIATION OF
OPTICIANRY EDUCATORS**

Per:

Janice M. Schmidt

**NATIONAL ASSOCIATION OF
CANADIAN OPTICIANRY
REGULATORS**

Per:

Marian C. Walsh

**OPTICIANS ASSOCIATION OF
CANADA**

Per:

Dale Schellen

Schedule "A"

Members of the Canadian Association of Opticianry Educators, an unincorporated association:

Dispensing Optician Program, Douglas College, Coquitlam, BC.

Optical Sciences Program, Northern Alberta Institute of Technology, Edmonton, AB.

Opticianry Program, Georgian College, Barrie, ON.

Opticianry Program, Seneca College, Toronto, ON.