

**By-Laws – Canadian Optometric Education Trust Fund**  
**Revised May 2017**

**Objects**

The object of the Canadian Optometric Education Trust Fund (COETF) is to support optometric research, education, and professional development through unrestricted cash grants to individuals or institutions.

**By-Laws**

**Article I - Definitions**

In these bylaws “CAO” means The Canadian Association of Optometrists.

**Article II - Membership**

**1.** The Board of Trustees shall consist of a minimum four Trustees members of the CAO hereinafter called Trustees. The standing Vice-President of the Canadian Association of Optometrists (CAO) will also act as CAO/ COETF Liaison on the COETF Board of Trustees.

**2.** Any Trustee may resign by delivering to the Chair of the COETF a written resignation and lodging a copy of same with the Secretary of the COETF.

**3.** The term of office of a Trustee shall be three years unless automatically vacated in the event that the Trustee:

- (a) Resigns;
- (b) Is removed by a vote of three-quarters of the remaining Trustees at a meeting of Trustees duly called for that purpose;
- (c) Is no longer a member of the CAO;
- (d) Dies.

The term of office for the COETF/CAO Liaison role will be one year.

Vacancies so occurring prior to the normal expiry of the term of office of a Trustee may be filled by the appointment of a duly qualified person by the Trustees who is a member of the Canadian Association of Optometrists. Alternatively, as long as there is a quorum, the Trustees can decide that a vacancy may remain until the next annual general meeting.

**4.** Each year the Trustees shall appoint a Nominating Committee to identify and nominate persons to fill vacancies. At least thirty-one days prior to the annual general meeting of the COETF the Nominating Committee, or any Trustee, shall submit to the Chair the names of nominees. The chair shall forward these to the Trustees at least seven days prior to annual general meeting.

**5.** The Trustees at the annual general meeting will elect all Trustees from the list of nominees to fill the vacant positions.

**6.** A Trustee may not serve more than two consecutive (three-year) terms of office.

### **Article III - Meetings of Trustees**

**1.** An annual meeting of the Trustees shall be held annually in May via teleconference or elsewhere in Canada, as the Trustees may designate. Sixty days written or electronic notice of the annual meeting shall be given to each Trustee. At the annual meeting, the Trustees shall elect the Officers and appoint the Auditor of the COETF and shall receive the reports of Officers and committees.

**2.** Additional meetings of Trustees or committees may be held at any time and place by teleconference and other means of communication provided that appropriate notice of any such meetings shall be given.

**3.** Three Trustees present in person or by proxy at any meeting of Trustees shall constitute a quorum. Each Trustee shall have the right to exercise one vote with the exception of the Chair who shall vote only in the event of and to break a tie vote. All questions shall be determined by majority vote except where the Act or these bylaws otherwise provide.

**4.** The Trustees may invite an observer as appropriate to report on any matter of interest to the Trustees.

### **Article IV - Power and Duties of Trustees**

**1.** The Trustees shall generally manage the property and business of the COETF and shall take an active role in generating revenue for the COETF.

**2.** By resolution of the Trustees, expenses of their attendance at meetings of Trustees, as well as per diems, may be allowed, by way of fixed sum or otherwise.

**3.** Without limiting the generality of and subject always to paragraph 1 hereof, the Trustees shall have the following powers:

- (a)** To authorize expenditures on behalf of the COETF from time to time;
- (b)** To delegate by resolution to an Officer or Officers of the COETF the right to retain secretariat services, consultants and employ and pay salary to employees of the COETF;
- (c)** To make expenditures for the purpose of furthering the objects of the COETF;
- (d)** To make arrangements with trust companies for the purpose of creating trust funds in which the capital and interest may be made available for the benefit of persons having made, making, or capable of making notable contributions to the

COETF in accordance with such terms and conditions as the Trustees may prescribe.

**4.** The Trustees may take such steps, as they may deem requisite to enable the COETF to receive donations and benefits for the purpose of furthering the objects of the COETF.

#### **Article V - Officers and Employees**

**1.** The Officers of the COETF shall be a Chair and Secretary-Treasurer and such other Officers as the Trustees may determine.

**2.** The Officers shall be elected from among the Trustees at the annual meeting of Trustees and shall hold office for three year or until their successors are elected or appointed. Any Officer may be removed by a vote of three-quarters of the Trustees at a meeting duly called for that purpose.

**3.** The Trustees may employ an Executive Director and such other agents and engage such employees as they deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Trustees at the time of such appointment.

**4.** The remuneration of all agents and employees shall be fixed by the Trustees by resolution.

**5.** The Chair shall preside at all meetings of the COETF Trustees. The Chair shall have responsibility for the general and active management of the business of the COETF. The Chair shall see that all orders and resolutions of the Trustees are carried into effect and the Chair or the Vice-Chair with the Secretary-Treasurer or other Officer appointed by the Trustees for the purpose shall sign all bylaws and other documents requiring the signatures of the Officers of the COETF.

**6.** The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon the Vice-Chair by the Trustees.

**7.** The Secretary-Treasurer shall be responsible for the proper maintenance of all administrative and financial records and shall assist the Chair and Vice-Chair in carrying out their duties.

**8.** The Executive Director shall have the custody of the COETF funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the COETF and shall deposit all moneys and other valuable effects in the name and to the credit of the COETF and in such depositories as may be designated by the Trustees from time to time. The Executive Director shall disburse the funds of the COETF as may be ordered by the Trustees, taking proper vouchers for such disbursements, and shall render to the Chair and Trustees at the regular meeting of the Board, or whenever they may

require it, an account of all transactions as Treasurer and of the financial position of the COETF. The Executive Director shall also perform such other duties as may from time to time be determined by the Trustees. The Executive Director shall attend all sessions of the Trustees and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Executive Director shall give or cause to be given notice of all meetings of the members and of the Trustees, and shall perform such other duties as may be prescribed by the Trustees or the Chair, under whose supervision the Executive Director shall be.

#### **Article VI - Signature and Certification of Documents**

1. Contracts, documents, or any instruments in writing requiring the signature of the COETF, shall be signed by any two of the Chair, Vice-Chair, Secretary-Treasurer or the Executive Director, and all contracts, documents, and instruments in writing so signed shall be binding upon the COETF without any further authorization or formality. The Trustees shall have the power from time to time by bylaw to appoint an Officer or Officers on behalf of the COETF to sign contracts, documents, and instruments in writing.

#### **Article VII - Auditors**

1. The Trustees shall at their annual meeting confirm the appointment of the firm engaged to audit the accounts of the COETF and to hold office until the next annual meeting. The Trustees shall approve the remuneration of the auditor.
2. The financial year-end of the COETF shall be the 31st day of December in each year.

#### **Article VIII - Amendment of Bylaws**

The Trustees may amend these bylaws for ratification at the COETF annual meeting.

*Approved May 15, 2017*