

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: December 1, 2025

SUBJECT: Amendments to By-Laws – Election Districts

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To approve proposed amendments to the by-laws to give effect to the Board of Director's decision to move to a single all-Ontario election district beginning in 2026.

Background:

On December 3, 2024, the College's Board of Directors approved a proposal brought forward by the Governance Committee to amend the College's electoral districts for board elections. The board determined that beginning with board elections in 2026, the current 8 electoral districts will be replaced by a single all-Ontario district from which all professional board members would be elected.

On November 5, 2025, the College announced a by-election that will be held in District 5 to fill a vacancy that resulted from the resignation of the incumbent board member. Nominations were open from November 7 – 19, and voting will take place from January 24 to February 6, 2026. As this by-election was called before the end of 2025, it is being carried out based on the current electoral districts set out in the by-laws.

As a result of the recent board member resignation, the College's board of directors is currently "unconstituted", meaning it has fewer than the minimum number of professional members required under the *Opticianry Act, 1991*. As a result, the board cannot make any binding decisions at this time, and all decisions made at its upcoming meeting on December 1-2 will be in principle only. The board will become constituted again as of January 1, 2026, when 3 newly elected board members take office. The newly constituted board will meet in early January to ratify any decisions made at the December meeting.

For Consideration:

Proposed by-law updates are enclosed for review that will give effect to the board's December 3, 2024, decision to move to a single all-Ontario electoral district (**Appendix A**).

The proposed updates specify that all elections that take place on or after March 1, 2026, will be under the new single-district system. This will therefore apply to the regular board elections that are

slated to take place in 2026, but will exclude the current by-election, which will be determined on or before February 6, 2026.

The proposed amendments also specify as follows:

- **No changes for current board members:** All current sitting board members who were elected based on the previous districts will continue to serve until the original expiry date of their term. When the seat is due for election, the election will be held based on the single all-Ontario district.
- **2-3 seats elected per year:** Each year, elections will be held for 2-3 professional board members, depending on the number of seats that are expiring at the end of that year. This way, there will continue to be a balance on the board between stability and turnover.
- **Voting:** Instead of voting for 1 candidate in each district, registrants will be eligible to vote for as many candidates as there are seats up for election. They may not cast more than 1 vote for a single candidate.

In addition to the amendments to give effect to the board's electoral reforms, one additional change has been proposed to add the ability for the board to direct the Registrar to hold a by-election if a vacancy occurs on the board in the final year of the board member's term. Currently, the by-laws only permit for a by-election if the vacancy results in fewer than 7 professional members on the board. By adding in the ability to hold a by-election, there will be discretion to fill this vacancy proactively to avoid the board becoming unconstituted before the end of the year as a result of a further unexpected vacancy.

Public Interest Considerations:

In December 2024, the board identified a number of public interest rationales for proceeding with the electoral reforms proposed by the Governance Committee, including alignment with modern governance practices, and that it would reinforce the perception that board members are elected to serve the public interest rather than their "constituents". The proposed by-law changes will give effect to the board's 2024 decision.

Diversity, Equity, and Inclusion Considerations:

In December 2024, the board identified that the proposed reforms were designed to increase diversity on the board and encourage engagement and participation. The proposed by-law changes will give effect to the board's 2024 decision.

Risk Management Considerations:

In addition to giving effect to the board's December 2024 decision, the proposed by-law amendments will help the board mitigate risk going forward by adding discretion to hold a by-election even when the board remains constituted.

Recommendations/Action Required:

The Governance Committee recommends that the Board of Directors **approve** the proposed by-law amendments.

ARTICLE 6: ELECTED DIRECTORS

6.1 Electoral Districts

- (a) The following electoral districts are established for the purpose of all the Board of Directors elections that take place prior to March 1, 2026~~election of Directors to the Board~~:
- (i) Electoral district 1 (Southern) composed of the County of Brant, the City of Hamilton, the Regional Municipalities of Halton and Niagara and the Counties of Haldimand and Norfolk, or the equivalent geographical areas and names, as substituted by statute from time to time;
 - (ii) Electoral district 2 (Eastern), composed of the City of Kawartha Lakes, the Counties of Peterborough, Northumberland, Haliburton, Hastings, Lennox and Addington, Prince Edward, Frontenac, Lanark, Leeds and Grenville, Renfrew, Prescott and Russell, Stormount, Dundas and Glengarry, the Regional Municipality of Durham and the City of Ottawa, or the equivalent geographical areas and names, as substituted by statute from time to time;
 - (iii) Electoral district 3 (Northern), composed of the territorial districts of Kenora, Rainy River, Thunder Bay, Cochrane, Temiskaming, Nipissing, Parry Sound, Algoma, Manitoulin, and Muskoka, and the District of Sudbury, or the equivalent geographical areas and names, as substituted by statute from time to time;
 - (iv) Electoral district 4 (Western), composed of the Counties of Bruce, Grey, Huron, Perth, Lambton, Middlesex, Oxford, Elgin, Kent and Essex, or the equivalent geographical areas and names, as substituted by statute from time to time;
 - (v) Electoral district 5 (Toronto) composed of the City of Toronto, or the equivalent geographical area and name, as substituted by statute from time to time;
 - (vi) Electoral district 6 (Ontario), shall be composed of the whole province of Ontario;
 - (vii) Electoral district 7 (Central Western) composed of the Counties of Dufferin and Wellington and the Regional Municipalities of Peel and Waterloo, or the equivalent geographical areas and names, as substituted by statute from time to time; and
 - (viii) Electoral district 8 (Central) composed of the County of Simcoe and the Regional Municipality of York, or the equivalent geographical areas and names, as substituted by statute from time to time.
- (b) For all Board of Directors elections that take place on or after March 1, 2026, there will be one single electoral district that encompasses all of Ontario, and all elected directors will be elected in this electoral district.
- (c) All directors who are serving on the Board of Directors as of March 1, 2026 who were elected in one of the former eight electoral districts will be deemed to have been elected in the single electoral district of Ontario. The terms of office of these directors on the Board of Directors and on any committees will be otherwise unaffected and all references in these by-laws to elected directors will apply equally to these directors.

6.2 Election and Term

- (a) ~~(a)~~ — For Board of Directors elections that take place prior to March 1, 2026, One Registrant shall be elected to the Board from each of the electoral districts, and the election shall be held in the year in which the term of office of that district's Director expires.
- (b) For Board of Directors elections that take place on or after March 1, 2026, at least two and not more than three Registrants shall be elected to the Board who will serve in the single electoral district of Ontario. The number of Registrants to be elected each year shall coincide with the number of directors whose terms are scheduled to expire on December 31 of the current year, such that the number of Registrant directors on the Board of Directors in each calendar year shall remain eight.
- ~~(b) — An election of a Registrant to the Board for an electoral district shall be held in the year in which the term of office of that district's Director expires.~~
- (c) The term of office of an Elected Director shall be three years, beginning on the January 1 following the date elected.
- (d) A Registrant may be elected to the Board for more than one term but no person who is elected may be a Director for more than nine consecutive years.
- (e) The Registrar shall set the date for each election of Directors in accordance with guidelines established by the Board.

6.3 Eligibility for Election

A Registrant is eligible for election to the Board in an electoral district if, on the deadline for the receipt of nominations and up to and including the date of the election:

- (a) the Registrant holds a certificate of registration as a registered optician;
- ~~(a)(b)~~ the Registrant and ~~resides in the electoral district for which they have been nominated Ontario,~~ or the Registrant resides outside the Province of Ontario and is engaged in the practice of opticianry in ~~the electoral district for which they have been nominated Ontario,~~ on in the case of an election or by-election that takes place before March 1, 2026, the Registrant resides in the electoral district for which they have been nominated;
- ~~(b)(c)~~ the Registrant is not in default of payment of any required fees to the College;
- ~~(c)(d)~~ the Registrant has not been found to have committed an act of professional misconduct or to be incompetent in any discipline proceeding in the six years preceding the date of the election;
- ~~(d)(e)~~ the Registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the election for any reason other than non-payment of fees;
- ~~(e)(f)~~ the Registrant is not the subject of any disciplinary or incapacity proceedings;

- ~~(f)~~(g) a period of at least six years has elapsed since the Registrant complied with all aspects of an order imposed by the Discipline Committee or the Fitness to Practice Committee or by a similar committee or body that governs a profession inside or outside Ontario;
 - ~~(g)~~(h) the Registrant's certificate of registration is not subject to a term, condition, or limitation other than one prescribed by regulation;
 - ~~(h)~~(i) the Registrant is not in default of the requirements of the College's quality assurance program;
 - ~~(i)~~(j) the Registrant has resigned, at least three years prior to being nominated for election, any position such as director, owner, board member, officer or employee that the Registrant holds with any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession;
 - ~~(j)~~(k) at least three years have elapsed since the Registrant held a position as an employee of the College;
 - ~~(k)~~(l) the Registrant is not a member of the council of any other RHPA college;
 - ~~(l)~~(m) the Registrant has complied with the Election Guidelines of the College;
 - ~~(m)~~(n) the Registrant is not a candidate for election in, or already a member of the Board for, another electoral district;
- |
- (n) [For elections that take place prior to March 1, 2026](#), in the case of electoral district 6, the Registrant is currently recognized by the College as a Contact Lens Mentor in accordance with the College's contact lens mentor policy as approved by the Board;
 - (o) the Registrant has not been disqualified from the Board in the six years preceding the deadline for the receipt of nominations;
 - (p) the Registrant has not initiated, joined, continued or materially contributed to a legal proceeding against the College or any Committee or representative of the College within six years from the deadline for the receipt of nominations;
 - (q) the Registrant does not have a conflict of interest to serve as a member of the Board or has agreed to remove any such conflict of interest before taking office;
 - (r) the Registrant is not in any default of returning any required form or information to the College;
 - (s) the Registrant has successfully completed any pre-election training module(s) approved by the Board in accordance with the Pre-Election Training Module Policy. The Registrant must submit a certificate of completion to the College on or before the deadline for the receipt of nominations, and the certificate must indicate a completion date that is within the six months preceding the deadline for the receipt of nominations; and
 - (t) The Registrant has been determined by the Screening Committee to meet the pre-election competencies as may be established by the Board from time to time.

- (u) the Registrant has not been an Elected Director for more than nine consecutive years, or if the Registrant has been an Elected Director for nine consecutive years, has not been an Elected Director in the previous three years immediately preceding the election.
- (v) an Elected Director may serve more than one term. However, no person may be an Elected Director for more than nine consecutive years.

6.4 Registrar's Electoral Duties

- (a) The Registrar, or, if the Registrar so requests, the Registrar with the assistance of an ad hoc committee struck by the Board or the Executive Committee, shall supervise and administer the nomination and election of candidates to the Board and, without limiting the generality of the above, for the purpose of carrying out such duties the Registrar may, subject to this by-law and the guidelines established by the Board:
 - (i) appoint returning officers and scrutineers;
 - (ii) establish the deadline for the receipt of ballots, or in the case of an electronic election, the closing date of the election period;
 - (iii) establish procedures for the opening and counting of ballots, or in the case of an electronic election, procedures for confirming the election results in a manner that preserves the anonymity of the voters and the secrecy of their votes;
 - (iv) provide for the notification of all Registrants of the results of the election;
 - (v) provide for the destruction of the ballots and any other election materials following the election after any recounts; and
 - (vi) do anything else that the Registrar deems necessary and appropriate to ensure that the election is fair and effective.

6.5 Nomination Procedure

- (a) Not less than 90 days prior to the day of the election, the Registrar shall notify each Registrant who is eligible to vote in the election of the date, time and procedure for nomination.
- (b) The nomination of a candidate for election as a Director shall be in writing, on a form provided by the Registrar and shall be submitted along with a photograph of the candidate. If desired, a brief biographical statement of the candidate may also be submitted. The biographical statement must not be inconsistent with the College's public interest mandate and may not include reference to the candidate's platform. The nomination must be received by the Registrar not less than 60 days before the day of the election.
 - (b.1) Any biographical statement and photograph that is not submitted by the deadline set by the Registrar shall not be included in the materials sent to the Registrants under Article 6.6(c).

- (b.2) Any biographical statement and photograph that is not deemed acceptable by the Registrar shall not be included in the materials sent to the Registrants under Article 6.6(c). At the Registrar's request, the Screening Committee shall determine whether the biographical statement and photograph meet the election guidelines.
- (c) The nomination shall be signed by not less than three Registrants, not including the candidate, who support the nomination and who, on the deadline for receipt of such nomination, are eligible to vote in [Ontario, or for elections or by-elections held prior to March 1, 2026, in](#) the electoral district in which the election is to be held.
- (d) The candidate shall sign the nomination form accepting the nomination, and complete and return a conflict of interest questionnaire, confirmation of eligibility, and proof of completion of the Pre-Election Training Module in the form provided by the Registrar and by the deadline set by the Registrar.
 - (d.1) The Registrar shall review the nomination form and other information submitted by the candidate. All candidates who are determined by the Registrar to meet the eligibility criteria set out in Article 6.3, other than Article 6.3(t), shall be required to participate in an interview conducted by the Screening Committee. The interview may be conducted in person, by telephone or by other electronic means.
 - (d.2) The decision as to whether a candidate meets the pre-election competencies within the meaning of Article 6.3(t) is within the sole discretion of the Screening Committee. The Screening Committee's decision is final and not subject to challenge.
- (e) A candidate may withdraw their nomination for election to the Board by written notice to the Registrar. A candidate who has given notice of withdrawal is deemed not to be a candidate and cannot be elected.
- (f) If a candidate's notice of withdrawal is received by the Registrar before the ballots are printed or made available electronically, the candidate's name will be omitted from the ballot.
- (g) If a candidate's notice of withdrawal is received by the Registrar after the ballots are printed or made available electronically, a new election shall be held in the electoral district where that candidate was running for election, as a by-election in accordance with Article 6.14 (emergency nominations and by-election procedures).

6.6 Eligibility to Vote

- (a) A Registrant is eligible to vote in an election for Directors if, on the close of the business day preceding the day on which the election will take place, the Registrant:
 - i) holds a certificate of registration as a registered optician or as an inactive optician;
 - ii) resides or practices opticianry in Ontario;
 - iii) is not in default of any fees or other amounts owed to the College; and
 - iv) is not in default of returning any required form or information to the College.
- (b) [For elections or by-elections held prior to March 1, 2026, E](#)ach Registrant who is eligible to vote shall be eligible to vote in:

- (i) electoral district 6; and
 - (ii) the electoral district in which, on the close of the business day preceding the day on which the election will take place, the Registrant principally resides or, if the Registrant does not reside in Ontario, the electoral district in which the Registrant principally practices opticianry.
- (c) Not less than 30 days before the day of the election, the Registrar shall send to every Registrant eligible to vote ~~in the electoral district in which an election is to be held,~~ a list of the candidates, including their biographical statements, if submitted, photographs, a ballot, or in the case of an electronic election, instructions for accessing the electronic election system, and an explanation of the procedure for voting.
- (d) At the Registrar's request, an ad hoc committee struck by the Board or the Executive Committee shall determine a Registrant's eligibility to vote in an election.

6.7 Voting Procedure

- (a) ~~(a)~~ — For elections or by-elections held prior to March 1, 2026, A Registrant may cast one vote on a ballot in an election of a Director for each electoral district in which the Registrant is eligible to vote.
- (b) For elections or by-elections held on or after March 1, 2026, a Registrant may cast as many votes on a ballot as there are Registrants to be elected from that electoral district in that election. A Registrant shall not cast more than one vote for any one eligible candidate.
- (c) Ballots must be completed, sealed and returned or in the case of an electronic election, must be submitted electronically by the Registrant casting the vote.
- (b) Voting for election of Directors shall be by ballot supplied by the Registrar.
- (c) Ballots must be received at or before the date and time specified by the Registrar for the election in order to be counted in the vote.

6.8 Acclamation

- (a) For elections or by-elections held prior to March 1, 2026, If only one eligible candidate is nominated for an electoral district, the Registrar shall declare such candidate to be elected by acclamation.
- (b) For elections or by-elections held on or after March 1, 2026, if the number of candidates who have been nominated and are eligible for election to the Board of Directors is less than or equal to the number of registrants to be elected in that election, the Registrar shall declare such candidate or candidates elected by acclamation. If the number of candidates elected by acclamation is less than the number of registrants that were elected in that election, the Registrar shall, as soon as possible, call a by-election for the remaining seat or seats.

6.9 Tie Votes

If there is a tie in an election of a Director, the Registrar or their delegate shall break the tie by lot.

6.10 Recounts

- (a) A candidate may request a recount by applying in writing to the Registrar within 14 days of the election, and by paying the recount fee as specified in Article 5.6.
- (b) The Registrar shall hold the recount within seven business days of receiving such a request. The recount shall be conducted in the same manner as the original counting of the ballots except that each of the candidates shall be entitled to witness the recount in person or by a representative.

6.10.1 Election Disputes

If the Registrar is of the opinion that there are reasonable grounds to doubt or dispute the validity of the election of any Director, the Registrar shall refer the matter to an ad hoc committee appointed by the Board or the Executive Committee.

6.10.2 Report and Recommendations of the Nominations and Elections Committee

Where a matter has been referred to an ad hoc committee under Article 6.10.1, the ad hoc committee shall hold an inquiry into the validity of the election of the Director in question and, following the inquiry, shall make a report and recommendation(s) to the Registrar.

6.10.3 Options Available to the Registrar

The Registrar may, after reviewing the report and recommendation(s) of the ad hoc committee and subject to Article 6.10.4, do one of the following:

- (a) declare the election result in question to be valid; or
- (b) declare the election result in question to be invalid; and either:
 - i) declare another candidate to have been elected; or
 - ii) direct that another election be held.

6.10.4 Minor Irregularities Not Fatal

The Registrar shall not declare an election result to be invalid solely on the basis of a minor irregularity regarding the requirements of the by-laws, election guidelines, or a procedure established by the Registrar and/or an ad hoc committee.

6.11 Interruption of Mail Service

Where [an election is held by mail, and](#) there is an interruption of mail service during the process of nomination or election, the Registrar shall extend the deadline for receipt of nominations or the date of the election or both for such period of time as the Registrar considers necessary to compensate for the interruption.

6.12 Supplementary Nomination and Election Procedures

- (a) If, 60 days before the day of the election, a candidate has not been nominated, a supplementary nomination and election process shall be held, and the Registrar shall notify each Registrant who is eligible to vote in the election of the new date, time and procedure for nomination.

- (b) The nomination of a candidate for election as a Director shall be in writing on a form provided by the Registrar and shall be submitted along with a photograph of the candidate. If desired, a brief biographical statement of the candidate, without reference to platform, may also be submitted. The nomination must be received by the Registrar not less than 40 days before the day of the election.
- (c) The nomination shall be signed by the candidate and by not less than three Registrants who support the nomination and who, on the deadline for receipt of such nominations, are eligible to vote in the electoral district in which the election is to be held.
- (d) Not less than 20 days before the day of the election, the Registrar shall send to every Registrant eligible to vote in the electoral district in which an election is to be held, a list of the candidates, including their biographical statements, if submitted, a ballot and an explanation of the procedure for voting.
- (e) A candidate may withdraw their nomination for election to the Board by written notice to the Registrar not less than 30 days before the day of the election.

6.13 Vacancies

Where a vacancy on the Board is created as a result of the death, resignation or disqualification of an Elected Director, the vacancy shall be filled in the following manner:

- (a) If the seat of an Elected Director becomes vacant not more than 12 months before the expiry of the Elected Director's term of office, the Board may:
 - (i) appoint as an Elected Director the candidate, if any, who had the most votes of all the unsuccessful candidates in the last election for that electoral district; ~~or~~
 - (ii) leave the seat vacant provided that there are at least seven Elected Directors remaining on the Board; or
 - (iii) Direct the Registrar to hold a by-election in accordance with these by-laws.-
- (b) If the seat of an Elected Director becomes vacant more than 12 months before the expiry of such Elected Director's term of office, the Board shall direct the Registrar to hold a by-election in accordance with these by-laws.
- (c) The term of a Registrant appointed under Article 6.13(a)(i) or elected in an election under Article 6.13(b) shall commence on the day of the appointment or election, as the case may be, and shall continue until the date that the former Elected Director's term would have expired.

6.14 Emergency Nomination and By-Election Procedures

- (a) Where a vacancy in the seat of an Elected Director results or will result in the number of Elected Directors falling below the minimum number required by the *Opticianry Act* and the vacancy cannot be filled in accordance with Article 6.13 (a)(i), the Registrar, in consultation with the

Executive Committee, shall conduct an abbreviated nomination and by-election procedure in accordance with the provisions of this Article as follows:

- (i) a date for the by-election shall be scheduled not less than 40 days from the day that the seat becomes or will become vacant;
 - (ii) not less than 35 days prior to the day of the by-election, the Registrar shall notify every Registrant who is eligible to vote in the election of the date, time and procedure for nomination;
 - (iii) the nomination of a candidate for election as a Director shall be in writing, in a form provided by the Registrar, and shall be submitted along with a photograph of the candidate. If desired, a brief biographical statement of the candidate may also be submitted. The biographical statement must not be inconsistent with the College's public interest mandate and may not include reference to the candidate's platform. The nomination must be received by the Registrar, not less than 20 days before the day of the by-election;
 - (iv) the nomination shall be signed by the candidate and not less than three Registrants who support the nomination and who, on the deadline for receipt of such nomination, are eligible to vote in the electoral district in which the by-election is to be held;
 - (v) not less than 15 days before the date of the by-election, the Registrar shall send to every Registrant eligible to vote in the electoral district in which the by-election is to take place a list of the candidates, a ballot and an explanation of the procedure for voting; and
 - (vi) the requirements set out in Article 6.3(d.1) and (d.2) apply with respect to by-elections.
- (b) A candidate may withdraw their nomination for by-election to the Board by written notice to the Registrar.
 - (c) In the event that 20 days before the day of the by-election a candidate has not been nominated, a supplementary emergency nomination and by-election process shall be held.
 - (d) The process for the supplementary emergency nomination and by-election procedures shall be the same as those set above in this Article 6.14 with necessary modifications.
 - (e) The term of a Director who has been elected under Article 6.14 to fill a vacancy shall continue until the time that the term of the former Elected Director would have expired.

6.15 Disqualification

An Elected Director shall be disqualified from sitting on the Board if they:

- (a) are found by a panel of the Discipline Committee to be incompetent or to have committed an act of professional misconduct;
- (b) are found by a panel of the Fitness to Practise Committee to be an incapacitated Registrant;

- (e) fail, without reasonable cause to attend two consecutive meetings of the Board;
- (e) fail, for any reason, to attend four consecutive meetings of the Board;
- (f) fail, without reasonable cause to attend two consecutive meetings of a Committee of which they are a member;
- (g) fail, for any reason, to attend four consecutive meetings of a Committee of which they are a member;
- (h) hold a certificate of registration that becomes subject to a term, condition or limitation, other than a term, condition or limitation that is prescribed by Regulation;
- (i) cease to reside or practice in the electoral district for which they were elected;
- (j) refuse to sign the agreements referred to in clause 7.3;
- (k) resigns from the Board;
- (l) cease to hold a certificate of registration as a registered optician;
- (m) are in default of payment of any fee prescribed by College by-law for a period of more than thirty (30) days;
- (n) retain or obtain a responsible position such as director, owner, board member or officer or retain employment or becomes an employee of any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession;
- (o) become a member of a council of any other college regulated under the RHPA;
- (p) are found guilty of a criminal offence which, in the opinion of the Board, is of such a nature that warrants disqualification;
- (q) fail to discharge properly or honestly any office to which they have been elected or appointed;
- (r) initiate, join, continue or materially contribute to a legal proceeding against the College or any Committee or representative of the College;
- (s) advocate or make a public statement (other than at a Board meeting) against a position taken by the College;
- (t) in the case of electoral district 6, cease to be recognized by the Board as a Contact Lens Mentor in accordance with the College's contact lens mentor policy, as approved by the Board; and
- (u) are in default of the requirements of the College's quality assurance program for a period of more than thirty (30) days.

6.16 Disqualification Process

- (a) Subsections 6.15 (a), (b), (g), (h), (i), (j), (k), (l), (n) and (s) shall result in automatic disqualification.

(b) Subsections 6.15 (c), (d), (e), (f), (m), (o), (p), (q), (r) and (t) shall result in disqualification where two-thirds of Directors present and voting vote in favour of disqualification.

6.17 Eligibility Following Disqualification

Where an Elected Director has been disqualified from sitting on the Board, they shall not be eligible to run for election for six years.