

BY-LAW NO.1
OPERATING BY-LAW
OF
THE ASSOCIATION OF REGISTERED INTERIOR DESIGNERS OF ONTARIO

ADOPTED MARCH 11, 2010

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THE ASSOCIATION OF REGISTERED INTERIOR DESIGNERS OF ONTARIO

BY-LAW NO. 1

OPERATING BY-LAW

PREAMBLE

The Interior Designers of Ontario was incorporated under the name Society of Interior Decorators of Ontario by Letters Patent dated the 20th day of November, 1933.

The Charter members who founded the Association in 1933 were:

Lawrence Barraud	Archibald Chisolm
Minerva Elliot	Augusta C. Fleming
John Gerald	Anne Harris
Freda James	Guy Mitchell
John I. Ridpath	R. Malcolm Slimon

The Society was continued as a corporate body under the name of The Society of Interior Designers of Ontario. By Supplementary Letters Patent dated the 29th day of February, 1968, the name of the corporation was changed to Interior Designers of Ontario.

On the 27th day of November, 1984, Royal Assent was given to An Act respecting the Association of Registered Interior Designers of Ontario, S.O. 1984, Ch. Pr 24, providing for the continuation of the corporation, its name, its governance and the discipline of its members among other things.

On the 23rd day of December, 1999, Royal Assent was given to An Act respecting the Association of Registered Interior Designers of Ontario, S.O. 1999, Ch. Pr 6, amending the 1984 Act to provide for the exclusive right of its members to use the designation "Interior Designer" and "A.R.I.D.O." in accordance with the provisions of the Act.

1.00 INTRODUCTION

A THE ASSOCIATION

1. The name of the Association shall be The Association of Registered Interior Designers of Ontario.
2. The head office of the Association shall be in the Greater Toronto Area or at such other place in the Province of Ontario as the Board may from time to time determine.
3. The Association shall have a corporate seal inscribed with the name of the Association.
4. The corporate seal shall be kept in the custody of the Registrar of the Association at the head office of the Association.

B THE OBJECTS OF THE ASSOCIATION

1. The objects of the Association are set out in the Act as follows:
 - (a) to furnish means and facilities by which members of the Association and students may increase their knowledge, skill and efficiency in all things related to the business or profession of an interior designer;
 - (b) to hold examinations and set tests of competency appropriate to qualify for admission to membership in the Association;
 - (c) to maintain discipline among members of the Association and students;
 - (d) to supervise the practice of members of the Association and students in order that the public interest may be served and protected; and
 - (e) to seek and maintain membership in the Interior Designers of Canada and such other design organizations as the Association considers necessary or desirable.

2.00 DEFINITIONS

A DEFINITIONS IN THIS BY-LAW AND IN OTHER BY-LAWS OF THE ASSOCIATION

1. The definitions set out in the Act (namely, association, annual meeting, board, by-law, general meeting, IDO, registered, registrar, special meeting, student) shall apply to this and other By-laws of the Association.

2. In this and other By-laws of the Association,

- (a) "Act" means An Act respecting the Association of Registered Interior Designers of Ontario, S.O. 1984, ch. Pr24 as amended by An Act respecting the Association of Registered Interior Designers of Ontario, S.O. 1999 ch. Pr6;
- (b) "Active member" means Registered Member;
- (c) "ARIDO" and "A.R.I.D.O." means The Association of Registered Interior Designers of Ontario;
- (d) "Board of Governors" means the Board of Governors of the Association;
- (e) "Chapter" means a Regional Chapter of the Association;
- (f) "Director" means a member of the Board of Management;
- (g) "Dues" means an annual payment for membership;
- (h) "Fees" means a one time payment;
- (i) "Governor" means a member of the Board of Governors;
- (j) "Inactive membership" means a category for Registered and Intern Members who are temporarily not practicing;
- (k) "Interior Designer" means a Registered Member of the Association;
- (l) "Member" means a person who has been duly approved for registration as a Member of the Association, whose name and registration number have been entered in the Register of Members of the Association by the Registrar and not deleted therefrom, and who has met the qualifications for one or more of the various classes of membership as specified in the By-laws;
- (m) "Officer" means either the President, President-Elect, Past-President, Vice-President Finance or Secretary;
- (n) "Student" as defined in the Act means an intern member of the Association as described in the By-laws; and,
- (o) "Treasurer" as defined in the Act means the Vice-President Finance as described in the By-laws.

B INTERPRETATION

1. In this By-law, unless the context otherwise requires, the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and the word “persons” shall include firms, organizations and corporations.
2. This By-law shall be read subject to the provisions of the Act. If the provisions of this By-law differ from the provisions of the Act, the provisions of the Act shall govern.

3.00 BOARD OF MANAGEMENT

A THE BOARD

1. The affairs of the Association shall be managed by the Board of Management ("Board").
2. The Board shall be composed of not fewer than nine Registered Members, which shall include the President, the President-Elect, the Past-President, the Vice-President Finance and the Secretary and not more than 15 Registered Members of the Association in good standing. The members of the Board shall represent different geographic regions and business sectors, as may be described in the Board Composition Policy as adopted by the Board.
3. The Board may also include the following:
 - (a) one representative of each of the Intern and Educator membership classifications as appointed by the Board as voting members;
 - (b) the Registrar of ARIDO as an ex-officio, non-voting member; and,
 - (c) up to three members of the Board, which may include public members, who are not members of ARIDO, as appointed by the Board from time to time as non-voting members.
4. No paid employee, agent or consultant to the Association shall be eligible for election to the Board of Management. Any Registered Member who is a paid employee, agent or consultant of the Association is prohibited from voting at any Association meeting for the duration of the Member's employment. Except as provided in this By-law, the directors shall receive no remuneration for acting as such.

5. A Registered Member of the Association in good standing shall not stand for election or hold office on the Board of Management for more than two consecutive three-year terms and a President shall not serve more than two consecutive elected terms as President. The Board may, at its discretion extend the term.
6. A candidate for President shall have served as an elected director on the Board of Management or as a Chapter President or as a member of an ARIDO Standing Committee or task force of the Association for at least a full term of office at least once in the 15 years prior to the date of the election.
7. A member of the Board of Management who is also a member of the Complaints Committee or the Discipline Committee shall recuse themselves from any Board meeting where a complaint or discipline proceeding respecting a Member of the Association is under discussion.

B ELECTION OF DIRECTORS

1. Elected Directors shall be elected by the voting members for a period of three years, and shall retire in rotation.
2. Nominations for new Directors shall be provided by the Nominating Committee Chair, in accordance with Section 7.00(C). A candidate for the position of Director may appoint a scrutineer.
3. Board members, other than Registered Members who are members of the Board, shall be appointed by the Board for a period of one year and may be re-appointed annually for no more than three consecutive years.

C EXECUTIVE COMMITTEE

1. The President, the President-Elect, the Past-President, the Vice-President Finance and the Secretary shall be voting members of the Executive Committee of the Board. The Executive Committee shall function with the authority of the Board between Board meetings.
2. The Executive Committee shall:
 - (a) exercise general managerial responsibilities of the Association;
 - (b) establish policies of the Association consistent with the Act, the By-laws of the Association and any resolutions of the Members of the Association;
 - (c) supervise the accounts of the Association and the preparation of all required financial reports; and,

- (d) perform any other duties as authorized by the Board.

D OFFICERS

1. PRESIDENT

The President of the Association shall:

- (a) be elected annually by a plurality vote of the membership voting by ballot in advance of an Annual Meeting which election shall be confirmed by resolution of the Board or if the office becomes vacant at a duly constituted Special Meeting and shall serve in accordance with paragraph (b);
- (b) serve for three years as a member of the Board with voting rights in accordance with paragraph (d): in the first year as President-Elect, in the second year as President, and in the third year as Past-President;
- (c) preside at all Annual and Special Meetings of Members and at all Board meetings;
- (d) vote at meetings of Members and the Board of Management only in the event of a tie;
- (e) be a member of all committees "ex-officio" with the exception of the Board of Governors and the Nominating Committee;
- (f) be responsible for directing the Corporate Governance of the Association and the Association's strategic plans;
- (g) delegate specific duties to staff of the Association as may be approved by the Board from time to time; and,
- (h) perform such other duties as may from time to time be authorized by the Board.

2. PRESIDENT-ELECT

The President-Elect of the Association shall:

- (a) be the Vice-President referred to in subsection 4(6) of the Act and all references to "President-Elect" in the By-laws of the Association shall mean Vice-President;
- (b) in the absence or disability of the President, perform the duties and exercise the powers of the President;

- (c) be responsible for the development of the Association's Strategic Plan;
- (d) delegate specific duties to staff of the Association as may be approved by the Board from time to time; and,
- (e) perform such other duties as may from time to time be authorized by the Board.

3. PAST-PRESIDENT

The Past-President of the Association shall:

- (a) be the Chair of the Board of Governors upon the expiry of the Past-President's term of office for a term of one year and shall continue to be a member of the Board of Governors thereafter;
- (b) be the Chair of the Nominating Committee upon the expiry of the Past-President's term of office for a term of one year where authorized by the Board;
- (c) delegate specific duties to staff of the Association as may be approved by the Board from time to time; and,
- (d) perform such other duties as may from time to time be authorized by the Board.

4. VICE-PRESIDENT FINANCE

The Vice-President Finance of the Association shall:

- (a) have served at least one year as a Director of the Association and shall be appointed by the elected Directors of the Association, promptly following the Annual Meeting;
- (b) develop an annual revenue and expenditure forecast for the following year and be responsible for supervising revenue generation for the Association;
- (c) receive and disburse the funds of the Association and keep a true and accurate record of account;
- (d) deposit all monies in the name of the Association in such banks as may be designated by the Board;

- (e) make payments only in the manner prescribed by the Board, and make reports, as required by the Board, from time to time;
- (f) prepare an annual report of finances, in conjunction with the Auditors of the Association;
- (g) send invoices for annual dues to all Members of the Association no later than January 1st;
- (h) delegate specific duties to staff of the Association as may be approved by the Board from time to time; and,
- (i) perform such other duties as may from time to time be authorized by the Board.

5. SECRETARY

The Secretary of the Association shall:

- (a) have served at least one year as a Director of the Association and shall be appointed by the elected Directors of the Association;
- (b) keep a record of the proceedings of all Annual and Special Meetings and Board meetings, all proceedings of the Membership Committee, and all disciplinary proceedings conducted by the Complaints Committee, the Discipline Committee, or the Executive Committee, and if requested in advance, furnish any Member with a transcript thereof at the Member's own expense;
- (c) keep a record of affirmative and negative votes and abstentions on any motion;
- (d) give all required notices;
- (e) send ballots for all election nominations to Registered Members at least 30 days prior to the date of the Annual Meeting, advise Registered Members to return the ballots at least 10 days prior to the date of the Annual Meeting, and collect the returned ballots in accordance with Section 7.00(C);
- (f) prepare the minutes of the previous meeting of all Board, Annual and Special Meetings respectively;
- (g) sign all minutes as adopted with the President;

- (h) be responsible for the safekeeping of all books, records and papers, which shall be kept in a secured area at the head office;
- (i) delegate specific duties to staff of the Association as may be approved by the Board from time to time; and,
- (j) perform such other duties as may from time to time be authorized by the Board.

6. OTHER OFFICERS

The Board may, by resolution, appoint such other officers for such terms of office, and with such duties as the Board may determine.

7. THE REGISTRAR

The Registrar of the Association shall:

- (a) be the senior staff person appointed by the Board of Management and shall be responsible for carrying out the regulatory and administrative functions of the Association;
- (b) be responsible solely to the Board of Management and shall assist the Board in developing objectives and policies to meet the present and future needs of the Association and its Members;
- (c) maintain the Register of Members of the Association, such Register may be maintained electronically, and otherwise comply with the applicable provisions of the Act;
- (d) review all applications for membership in the Association and be a party to the hearing of any application before the Membership Committee;
- (e) be responsible for the safe-keeping of the corporate seal of the Association which shall be kept in a secure area at head office;
- (e) communicate with Members and the public to ensure understanding of the role and objectives of the Association; and,
- (f) perform such other duties as may from time to time be authorized by the Board.

E SUCCESSION, REMOVAL AND REPLACEMENT OF OFFICERS AND DIRECTORS

1. If the President should resign, die or become incapacitated during the term of office, the President-Elect shall immediately accede to the presidency.
2. If the President-Elect should accede to the presidency or should resign, die or become incapacitated, the Nominating Committee shall propose a minimum of one candidate for President-Elect whose name or names shall be published in accordance with Section 7.00(C)(5). The Nominating Committee shall request further nominations in accordance with Section 7.00(C)(5) to be submitted no later than 40 days prior to the election date set by the Board. If there is only one nominee, the Board shall acclaim the candidate to be elected President-Elect and no election will be held. If there is more than one nominee, then an election shall be held and Members shall vote by mail-in ballot in lieu of a Special Meeting provided that the conditions included in Section 6.00(D) are met.
3. If either the Vice-President Finance or the Secretary should resign, die or become incapacitated during a term of office, the Board shall declare the office vacant and appoint a replacement from among the remaining Directors or Governors, to complete that year of office.
4. If any Director other than the President-Elect should resign, die or become incapacitated, or fail to attend three consecutive meetings of the Board without just cause during a term of office, the Board shall declare the office vacant and appoint a replacement from among the Registered Members in good standing to complete the year of office vacated by the Director. Should the President-Elect resign, die, become incapacitated or fail to attend three consecutive meetings of the Board without just cause, the President-Elect shall be replaced according to Section 3.00(E)(2).
5. Any Officer, except the President, President-Elect or Past-President, may be replaced by a majority vote of the Board. The Officer shall be replaced by the same method as if the Officer had resigned.
6. Any Director may at any time be removed from office by a two-thirds vote of Members at a meeting called for the purpose and replaced by a vote consistent with Section 3.00(B) and Section 7.00.

F CONFLICT OF INTEREST

1. There shall be no conflict or incompatibility between the interests of the Association and the business, professional or private interests of Directors. Directors must not engage directly or indirectly in any activity that competes or conflicts with the interests of the Association.
2. For any activity in which a potential conflict of interest may arise, a Director shall declare the potential conflict of interest at the meeting of the Board which immediately follows the date when the Director became aware of such potential conflict. The Director shall not participate directly or indirectly in any discussion and shall be absent from the portion of any meeting where the matter giving rise to the potential conflict of interest is under discussion. Such declaration and absence shall be recorded in the minutes.

G PROTECTION OF DIRECTORS

1. Every Director or Officer of the Association or other person who has undertaken or who is about to undertake any liability on behalf of the Association, and the Director, Officer or other person's heirs, executors, 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 Association, from and against:
 - (a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the Director, Officer or other person for, or in respect of, any act, deed, matter or thing whatever, made, done or permitted by the Director, Officer or other person in or about the execution of the duties of such office or in respect of any such liability; and
 - (b) all other costs, charges and expenses which the Director, Officer or other person sustains in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Director, Officer or other person's own willful neglect or default.
2. The Association shall also indemnify any other person in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this By-law to the extent permitted by the Act or law.
3. No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or other act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of any

security in or upon which any of the monies belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of the Director or Officer's respective office or trust or in relation thereto unless the same shall happen through the Director or Officer's own willful act or default.

H HONOURARIUM

1. A Director or Officer may be paid an honourarium in such amounts as may be determined by the Board in recognition of the time and commitment to the Association made by the Director or Officer. Such honourarium is not intended to remunerate the Director or Officer for the value of their services. The Association may pay any honourarium to the employer of the Director or Officer.

4.00 GENERAL CORPORATE MATTERS

A EXECUTION OF DOCUMENTS

1. Deeds, transfers, licences, contracts and engagements other than in the ordinary course of the Association's operations shall be signed by any two of the President, the Vice-President Finance, the President-Elect, the Past-President or the Registrar. The corporate seal of ARIDO may, when required, be affixed to documents as aforesaid.
2. Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by any two Officers or any person or persons authorized by the Board. The Board may, by resolution, increase or decrease the number of signing officers.
3. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by any two of the Vice-President Finance, the President, the President-Elect, the Past-President or the Registrar, or by such other officer of officers as the Board may determine by resolution.

B BOOKS AND RECORDS

1. The Board shall keep all necessary books and records of the Association required by the Act or By-laws of the Association or by any other applicable statute or law.

2. The books of account of the Association shall be closed as of December 31st each year and audited by a Chartered Accountant or Certified General Accountant.
3. The Board shall send the audited financial statements of the Association to all members at least 14 days prior to the Annual Meeting.

C FINANCIAL YEAR

1. The fiscal year of the Association shall end on the 31st day of December in each year.

5.00 BOARD OF GOVERNORS

A RESPONSIBILITIES

1. The Board of Governors shall,
 - (a) act as a senior advisory board to the Board of Management and the Association as a whole, and may take over certain projects for the benefit of the Association and the advancement of the interior design profession;
 - (b) be made up of previous Past-Presidents whose membership in the Association is currently in good standing; and,
 - (c) have no authority to assume the direction of the Association from the Board of Management.

B MEMBERS OF THE BOARD OF GOVERNORS

1. In the event of a Member of the Board of Governors being elected to the Board of Management, the Member shall automatically retire from the Board of Governors until the Member's service on the Board of Management is terminated.
2. The Chair shall be the prior year's Past-President of the Association. If the Past-President is unwilling to assume the office, the Chair shall be elected from the Board of Governors by the Board of Governors.
3. The Chair shall serve as the Chair of the Nominating Committee.

6.00 MEETINGS

A BOARD OF GOVERNORS

1. The Board of Governors shall meet at least once a year and from time to time as required, at dates, times and places as may be determined by the Board.
2. Notice of meetings shall be given to the Board of Governors at least 14 days prior to the date of the meeting.

B BOARD OF MANAGEMENT

1. The Board of Management shall meet at least four times a year.
2. Notice of such meetings shall be given to members of the Board at least 14 days in advance of the date of the meeting. No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had at the meeting.
3. Special Meetings of the Board may be called between the regular meetings at the discretion of the Officers of the Association.
4. Verbal notice of such Special Meetings given to at least 90 per cent of the Directors before the Meeting is held shall constitute notice of the Meeting.
5. The order of business of all Board meetings shall follow the order prescribed in Section 6.00(J).

C MEETINGS OF MEMBERS

1. All meetings shall be open to all the Members of the Association.
2. Notices of all meetings shall be given to all Members by the Secretary at least 14 days before the date of the meetings.
3. Ballots for all election nominations shall be sent to Members at least 30 days prior to the date of the meeting, and the Members shall return the ballots at least 10 days prior to the date of the meeting.
4. The Association shall hold one Annual Meeting of Members no later than March 31st each year.

5. Should such a Meeting be duly and properly called yet fail to obtain a quorum, the Meeting may be recalled as a Special Meeting at the discretion of the Board of Management.

D SPECIAL MEETINGS OF MEMBERS

1. A Special Meeting of Members may be held at any time upon written notice from the Board, or be called by the Board in response to a request in writing by not less than 20 per cent of Registered Members in good standing. The notice shall set out the objects and reasons for the proposed Meeting.
2. In the latter case of a Special Meeting called at the request of the Members, no business shall be transacted at such Special Meetings.
3. Notices of Special Meetings shall be given to all Members by the Secretary at least 14 days before the date of such Meetings.
4. Notices shall indicate the purpose of such Meetings.
5. Members may vote by ballot or by proxy on special issues in lieu of a Special Meeting providing that the conditions included in this Section 6.00(D) are met.

E ANNUAL MEETINGS OF MEMBERS

1. The Annual Meeting shall be held before March 31st each year.
2. The Annual Meeting shall be divided into two parts: the first part to include reports respecting all Officers and Committees, and any general business; and, the second part to be the announcement of the results of the election by the Chair of the Nominating Committee.

F QUORUMS

1. A minimum of 20 percent of Registered Members shall be present at the Annual and Special Meetings to constitute a quorum.
2. A minimum of two-thirds of elected Directors of the Board shall be present at meetings of the Board of Management to constitute quorum.

G ADJOURNMENTS

1. Any meetings of Members or of the Directors may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place on approval of the majority present at the

meeting. No notice shall be required of any such adjournment. An adjournment may be made notwithstanding that no quorum is present.

H PROXIES

1. At all Annual and Special Meetings of the Association, any Registered Member may appoint the Secretary or any other Registered Member to vote on the Registered Member's behalf by proxy.
2. The proxy shall be in a form approved by the Board.
3. All proxies must be received by the Secretary of the Association, or the Secretary's designee, prior to the holding of the Annual Meeting or any Special Meetings. In the absence of the Secretary at the Annual Meeting or any Special Meetings, the proxies shall be given to any other Officer other than the President.

I VOTING

1. At any Annual or Special Meeting of the Association, subject to By-law No. 3 (Membership), each Registered Member shall be entitled to one vote, or to one vote by proxy, on any motion. The President shall vote only in the event of a tied vote.
2. At any meeting of the Board of Management, each voting Director shall be entitled to one vote on any motion. The President shall vote only in the event of a tied vote.

J ASSOCIATION MATTERS

1. The matters to be dealt with by the Association at all meetings shall be determined by the Board and may include the following: Minutes of the preceding meeting, Financial Report, Reports of Officers, Reports of Committees, Unfinished Association matters, New Association matters.
2. Procedural matters not governed by the Act or not dealt with in the By-Laws of the Association shall be governed by Robert's Rules of Order.

K NOTICE

1. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the By-laws or otherwise to a Member, Director, Officer or Auditor shall be sufficiently given:
 - (a) if delivered personally to the person to whom it is to be given and shall be deemed to have been given when it is delivered;

- (b) if delivered to the person's recorded address and shall be deemed to have been given when it is delivered;
 - (c) if mailed to the person at the person's recorded address by prepaid mail and shall be deemed to have been given when deposited in a post office or public letter box;
 - (d) if sent to the person at the person's recorded address by electronic mail (e-mail) and shall be deemed to have been given on the day it was sent; or,
 - (e) if delivered to the person at the person's recorded number for fax transmissions and shall be deemed to have been given on the day it was sent.
2. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer or Auditor in accordance with the written direction of such Member, Director, Officer or Auditor or in accordance with any information believed by the Secretary to be reliable.
 3. Any Registered Member or any elected Director may at any time waive any notice, or waive or abridge the time for any notice, required to be given to the registered member or the elected Director under the By-laws or otherwise, and such waiver or abridgement, shall cure any default in the giving of such notice.

L ELECTRONIC MEETINGS

1. If all of the Directors or committee members or Members, as the case may be, consent, a meeting of the Board or of a committee of the Board or a Special Meeting of Members may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously and a person participating in such meeting is deemed to be present at the meeting.
2. Quorum at such meetings shall be determined by participants signifying their presence verbally or by telephone or electronic means of communication.
3. Voting at such meeting shall be by poll of the participants signifying verbally or by telephonic or electronic means of communication their assent or dissent on the matter for approval.

7.00 COMMITTEES

A COMMITTEES

1. The Board shall establish the following standing committees of the Board: Membership, Nominating, Complaints, Discipline, and By-Law.
2. The Board may establish such other committees as may be required from time to time, determine the terms of reference and appoint members and non-members at the discretion of the Board.
3. Unless otherwise provided, the Board shall appoint the members of the standing and other committees in accordance with Sections 7.00(B), 7.00(C), 7.00(D), 7.00(E) and 7.00(F).

B MEMBERSHIP COMMITTEE

1. The Membership Committee shall consist of a minimum of five Registered Members, including one member of the Board of Management, and a Chair who may or may not be a Board member. Two of the Registered members shall have served on the Committee the previous year.
2. The Committee shall meet as required at the call of the Registrar.
3. The Committee shall have responsibility for:
 - (a) review, examination and acceptance of applications for membership in the category applied for that have been referred to the Committee for review by the Registrar;
 - (b) holding hearings, in writing or in person, of membership applications where the Registrar intends to refuse an application;
 - (c) making decisions on membership applications that have been referred to it by the Registrar, membership reinstatement applications and membership reclassifications after a hearing; and,
 - (d) considering all requests for membership status change, including resignations, termination, and reinstatements that have been referred to the Committee for review by the Registrar.
4. A letter signed by the President and Registrar shall be sent to the applicant or Member informing them of the decision reached.

C NOMINATING COMMITTEE

1. The Nominating Committee shall consist of two Registered Members in good standing that are not members of the Board and three members of the Board of Governors.
2. The Nominating Chair shall appoint the Nominating Committee Members no later than the October meeting of the Board of Management.
3. The Chair of the Nominating Committee shall be a Registered Member of the Association in good standing, and currently the Chair of the Board of Governors.
4. If the Chair is unable to fulfill the Chair's role, the most immediate past Chair will fulfill the role for the current term.
5. The Nominating Committee shall:
 - (a) contact all Members of the existing Board to confirm their intent to fulfill their term of office, or to resign, or to stand for re-election;
 - (b) select a proposed slate of a minimum of one candidate for each vacancy on the Board;
 - (c) publish the proposed slate 60 days before the Annual Meeting;
 - (d) request further nominations of consenting Registered Members in good standing, each to be:
 - (i) seconded by no fewer than three Registered Members in good standing;
 - (ii) submitted in writing to the Chair of the Nominating Committee; and,
 - (iii) received by the Chair of the Nominating Committee no later than 40 days prior to the date of the Annual Meeting.
 - (e) through the Chair, provide the Board Secretary with a list of nominees, at least 30 days prior to the date of the Annual Meeting.
 - (f) appoint an independent returning officer who is not a Member of the Association who shall:
 - (i) receive and count the ballots;
 - (ii) record the vote;

- (iii) publicly announce the results of the vote at the Annual Meeting of the Association;
 - (iv) provide for the safe-keeping of the ballots for 60 days following the election; and,
 - (v) provide for the subsequent destruction of the ballots.
- (g) acclaim nominees as elected where there is only one nominee for a particular position.

D COMPLAINTS COMMITTEE

1. The Complaints Committee shall consist of at least three Registered Members and one member of the Board, all in good standing, none of whom are members of the Discipline Committee.
2. The Board shall appoint one of the members of the Complaints Committee to be its Chair.

E DISCIPLINE COMMITTEE

1. The Discipline Committee shall consist of at least two Registered Members, one member of the Board, and one member of the Board of Governors, none of whom are members of the Complaints Committee.
2. The Board shall appoint one of the members of the Discipline Committee to be its Chair.

F BY-LAW COMMITTEE

1. The By-law Committee shall consist of a minimum of one member from the Board of Governors, and three Registered Members in good standing, two of whom shall be elected members of the current Board of Management.
2. The By-law Committee shall convene from time to time and as directed by the Board, to review and make recommendations for the amending of the By-laws.

8.00 AMENDMENT OF BY-LAWS

1. A By-law may be adopted, repealed or amended at any Annual or Special Meeting of Registered Members by a vote of two-thirds of the Registered Members in attendance, provided a quorum is present.

2. The Board may determine, if it is in the best interests of the Registered Members and the Association, to hold a meeting of the Association at a location which is convenient for the greatest number of the Registered Members.
3. Notice in writing of an amendment to the By-laws must be given to the Board by the By-Law Committee at least three days prior to being sent to Registered Members. Notice shall then be given to the Registered Members at least 14 days before the meeting at which they are to be acted upon.

9.00 AUDITORS

1. The Members shall, at each Annual Meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

10.00 POLICIES

1. The Board may from time to time adopt policies for the better administration of the affairs of the Association.