

CONSTITUTION AND BY-LAWS

Adopted March 27, 2008
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PREAMBLE

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

It was continued as a corporate body under the name of The Society of Interior Designers of Ontario, and 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.

The charter members who founded the Association in 1933 are:

Lawrence Barraud
Minerva Elliot
John Gerald
Freda James
John I. Ridpath

Archibald Chisolm
Augusta C. Fleming
Anne Harris
Guy Mitchell
R. Malcolm Slimon

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1.00 INTRODUCTION

1.01 THE ASSOCIATION

- A The name of the Association shall be Association of Registered Interior Designers of Ontario referred to hereafter as the Association.
- B The head office of the Association shall be in the Municipality of Metropolitan Toronto at such place therein as the Board may from time to time determine.
- C (1) The Association has a Seal, which has inscribed thereon, The Association of Registered Interior Designers of Ontario.
- (2) The Seal shall be kept in the custody of the Secretary of The Association at the head office of the Association.

1.02 THE OBJECTIVES OF THE ASSOCIATION

- A The objectives of the Association are:
- (1) 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;
- (2) To hold examinations and set tests of competency appropriate to qualify for admission to membership in the Association;
- (3) To maintain discipline among members of the Association and students;
- (4) To supervise the practice of members of the Association and students in order that the public interest may be served and protected; and
- (5) 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

2.01 DEFINITIONS IN THIS BY-LAW

- A Wherever the words "he" or "his" appear, same shall be deemed to mean either "he" or "his", "she" or "hers".
- B (1) "Association" means the Association of Registered Interior Designers of Ontario.
- (2) "ARIDO" and "A.R.I.D.O." means the Association of Registered Interior Designers of Ontario.
- (3) "Act" means the Act respecting the Association of Registered Interior Designers of Ontario.
- (4) "By-law" means a By-law of the Association.
- (5) "Board" means the Board of Management of the Association.
- (6) "Board of Governors" means the Board of Governors of the Association.
- (7) "Annual Meeting" means a meeting of the Association open to the full membership held each year before March 31st for the purpose of reading the results of election ballots and considering any other business.

- (8) "General Meeting" means a meeting of the Association open to the full membership called by the Board for the purpose of confirming any by-law or by-laws and/or considering any other business.
- (9) "Special Meeting" means a meeting open to the full membership called in response to a request in writing of not less than twenty per cent of the voting members of the Association.
- (10) "Registered" means registered as a member under these by-laws, and "registration" has a corresponding meaning.
- (11) "Registered Interior Designer" means a Registered Member of the Association, including active members as set out in the Act.
- (12) "Student" means a student member of the Association.
- (13) "Director" means an elected member of the Board.
- (14) "Officer" means either the President Elect, President, Past President, Vice President, Secretary or Treasurer.
- (15) "Registrar" means the Registrar of the Association.
- (16) "Fees" means a once-only payment.
- (17) "Dues" means an annual payment.
- (18) "QRB" means the Qualifications Review Board.
- (19) "QAB" means the Qualifications Appeal Board.
- (20) A "Member" or "member" means a person, duly approved by the Board of Management, whose name and registration number has been entered in the Register of Members of the Association by the Registrar and not deleted there from, and who has met the qualifications for the various classes of membership specified in this Constitution and By-law.
- (21) "Inactive membership" means a category for Registered Members who are temporarily not practicing because of one of the following reasons: extended maternity or paternity leave, return to school as a full time student to upgrade skills as related to design or the running of a business, or a debilitating illness.

3.00 CLASSIFICATION OF MEMBERS

3.01 A The Association shall comprise the classifications of membership described in this Article.

3.02 REGISTERED MEMBERS

A A Registered Member is one who:

- (1) Is of good character and adheres to the ethical and philosophical standards of the Association;

- (2) In the case of a person holding a type or category of membership equivalent to Registered or Intern Membership in ARIDO, within other professional organizations having the right to grant license for a related field of applied design, that person:
 - (a) Shall provide satisfactory proof of a combination of seven years of relevant education and experience, and
 - (b) Shall provide evidence of successfully completing the National Council for Interior Design Qualification examination;
- (3) Shall have provided to the Board satisfactory proof of being actively engaged in the practice of interior design;
- (4) (a) Shall have provided certified evidence of successfully completing a four-/or three-year course in interior design, recognized as such by the Board, and

Satisfactory proof of a minimum of three or four years of mentored practical experience in interior design, to an aggregate of seven years of combined education and experience;

OR

- (b) For members who apply prior to January 1, 2005, have provided certified evidence of successfully completing an accelerated two year course in interior design, recognized as such by the Board, and

Satisfactory proof of a minimum of five years of mentored practical experience in interior design, to an aggregate of seven years of combined education and experience;

AND

- (5) Has successfully passed an exam or examinations approved and monitored by the Board or its designated agent, under regulations and costs to the applicant, as published by the Board;

OR

- (6) Except in the case of persons holding a type or category of membership equivalent to Registered or Intern Membership in ARIDO, within other professional organizations having the right to grant license for a related field of applied design which persons shall be governed exclusively by the provision of Section 3.02 A(2) (a) and (b).

- B A registered member shall receive a membership number, membership card, certificate and stamp.
- C (1) A registered member must use the designation "Registered Interior Designer" and/or the letters ARIDO after his name, and shall not, in any way, modify such designation.
- (2) These designations shall be used only in direct connection with the name of the individual Registered Member.

3.03 **INTERN MEMBERS**

- A A Intern Member is one who:
- (1) Has met the requirements for Registered membership as stated in 3.02 A (1), (2), (3), but has not yet participated in and completed the mentored experience program as established by the Association and has not yet passed all parts of the exam or examinations described in 3.02 A (5):
- OR
- (2) Applies prior to January 1st, 2005, and has two, three or four years of interior design education recognized by the Board, but has not accumulated the total years of practical experience required in 3.02 A (4) (a) and (b) and has not yet passed all parts of the examinations described in 3.02 A (5);
 - (3) Applies after January 1st, 2005, and has three or four years of interior design education recognized by the Board, but has not accumulated the total years of practical experience required in 3.02 A (4) (a) and (b) and has not yet passed all parts of the examinations described in 3.02 A (5);
- B A Intern Member shall undertake to:
- (1) Participate in and complete the experience program (or mentored experience program as the case may be) within the time frame established by the Association;
 - (2) Pass successfully all parts of the exam or examinations within three years of fulfilling those qualifications.
- C
- (1) A Intern Member shall fulfill these requirements or cease to be a member, effective at the end of the Association's fiscal year.
 - (2) The Secretary of the Association shall give written notice of such termination and such person may not reapply for this category of membership, except as in 4.08
- D
- (1) A intern member must use the designation "Intern Member of Association of Registered Interior Designers of Ontario", or "Intern, ARIDO" after his name, and shall not, in any way, modify such designation.
 - (2) These designations shall be used only in direct connection with the name of the individual Intern Member.

3.04 **STUDENT MEMBERS**

- A A Student Member is one who is enrolled in an interior design education program recognized by the Board.
- B The student membership year shall be from September 1st to August 31st of the following year.
- C
- (1) A Student Member may use the designation "Student Member of Association of Registered Interior Designers of Ontario" or "Student ARIDO" after his name, but may not use any modification of these statements.
 - (2) These designations shall be used only in direct connection with the name of the individual Student Member.

3.05 **AFFILIATE MEMBERS**

- A An Affiliate member is one who is not engaged in the practice of Interior Design, but whom:
- (1) Is actively engaged in an allied profession other than as defined in Article 12.0
- OR
- (2) Is actively engaged in providing knowledge based services to the interior design profession (i.e. photographer, model maker, renderer) or is a Facility Manager, Project or Property Manager.
- B (1) Affiliate members may use the designation "Affiliate ARIDO" or "Affiliate Member of Association of Registered Interior Designers of Ontario" after his name, but in so doing, may not in any way modify such designations.

3.06 **INACTIVE MEMBERS**

- A In order to be eligible for an Inactive Membership, a Member must:
- (1) Be a Registered or Intern Member in good standing in the Association at the time of the application;
 - (2) Not be engaged in the practice of Interior Design for a one year period running from January 1st to December 31st of the current year by reason of an extended maternity or paternity leave, a return to school as a full-time student to upgrade skills as related to design or the running of a business, a debilitating illness or other reason approved by the Board; and
 - (3) Have made an application in writing to the Association regarding the change of status from Registered or Intern to Inactive for each new membership year for which the applicant seeks Inactive Member classification.
- B (1) The Board has the absolute discretion to grant or refuse to grant an Inactive Membership.
- (2) An Inactive Membership, if granted by the Board, shall be granted for a period of one year, which shall run from January 1st to December 31st of the current year.
 - (3) Any Member who has been granted Inactive Membership for a period of seven consecutive years shall be required to write or re-write and successfully complete all segments of the National Council for Interior Design Qualification (NCIDQ) examination before being readmitted to Registered Membership.
- C (1) If, upon review by the Board, a Member is disqualified from continued Inactive Membership, the Member will be notified and returned to the status of Registered Member with all of the associated privileges and responsibilities, including but not limited to, the responsibility to pay the difference in the cost of the dues between the Registered and Inactive classifications for the current membership year.
- D During a term of Inactive Membership, a Member:
- (1) Shall maintain the minimum level of mandatory liability insurance, as prescribed by the Board;
 - (2) Shall pay the same dues and receive the same mailings as Affiliate Members;
 - (3) Shall not use any Association designation;

- (4) Shall not be entitled to vote at Annual, General or Special Meetings; and
- (5) Shall not be eligible to hold elected office in the Association.

3.07 HONOURARY MEMBERS

- A An Honorary Member shall be one who:
 - (1) Has directly or indirectly contributed through distinguished service to the greater recognition or betterment of the interior design profession or the applied arts;
 - (2) Has been nominated by the Board in consultation with the Board of Governors.
- B
 - (1) Honorary Members may use the designation "Honorary Member Association of Registered Interior Designers of Ontario" or "Honorary ARIDO" or "H. ARIDO" after his name, but may not use any modification of these statements.
 - (2) These statements shall be used only in direct connection with the name of the individual Honorary Member.

3.08 FELLOWS

- A A Fellow shall be one who:
 - (1) Is presently or was previously a Registered Member;
 - (2) Has directly or indirectly contributed through distinguished service to the greater recognition or betterment of the Association, the interior design profession or the applied arts; and
 - (3) Has been nominated by the Board in consultation with the Board of Governors.
- B
 - (1) A Fellow may use the designation "Fellow of Association of Registered Interior Designers of Ontario" or "Fellow ARIDO" or "F. ARIDO" after his name, but may not use any modification of these statements.
 - (2) These statements shall be used only in direct connection with the name of the individual Fellow.

3.09 RETIRED MEMBERS

- A A Retired Member shall be one who has been a Registered Member of the Association, but has retired permanently from the practice of Interior Design.
- B
 - (1) Retired Members may use the designation "Retired Member of Association of Registered Interior Designers of Ontario" or "Retired Member ARIDO" after his name, but may not use any modification of these statements.
 - (2) These statements shall be used only in direct connection with the individual name of the Retired Member.

3.10 NON-RESIDENT STATUS

- A Non-Resident status may be obtained by those who:
 - (1) Are Registered or Intern Members of the Association;

AND WHO

- (2) Reside outside the Province of Ontario and do not practice interior design within the Province.
- B Members having Non-Resident status may use the designations prescribed for their particular membership category, to be followed by "Non-Resident" or "Non-Res."
- C These designations shall be used only in direct connection with the name of the individual member with Non-Resident status.

3.11 LIFETIME MEMBERS

- A Lifetime Member shall be one who has been a Registered Member in good standing of the Association for over 30 years and has permanently retired from the work force.
- B (1) Lifetime Members may use the designation "Lifetime Member of Association of Registered Interior Designers of Ontario" or "Lifetime Member ARIDO" after his name, but may not use any modification of these statements.
(2) These statements shall be used only in direct connection with the individual name of the Lifetime Member.
- C Lifetime Members shall not be subject to Dues but shall be entitled to all other benefits and services of membership that are applicable.
- D Lifetime Members shall be entitled to the same rights and privileges as Registered Members with respect to the Annual General Meeting and Voting.

3.12 EDUCATOR MEMBER

- A An Educator is one who:
 - (1) Is of good character and adheres to the ethical and philosophical standards of the Association;
 - (2) Is one who is not engaged in the practice of Interior Design, but whom is contractually engaged in full or part-time teaching or directing interior design programs in post-secondary schools, colleges or universities recognized by the board within the province of Ontario;
 - (3) May use the designation "Educator, ARIDO" or "Educator Member of the Association of Registered Interior Designers of Ontario" after their name, but in so doing may not in any way modify such designations.

4.00 MEMBERSHIP

4.01 APPLICATION FOR MEMBERSHIP

- A Any person desiring membership in the Association shall complete an application form provided by the Association, and shall lodge same with the Membership Committee.
- B The Membership Committee shall upon receipt, review applications which are submitted in accordance with this Constitution and By-law and, following such review, shall make written recommendations to the Board as to whether each application should be approved or refused.

- C The Board shall consider the recommendations of the Membership Committee and may either approve the application or declare its intention to refuse an application for membership. Where the Board approves an application, the Board may impose such terms and conditions as in its' opinion are reasonable and/ or appropriate in the circumstances.
- D Where the Board declares its intention to refuse an application for membership, the Board shall give written notice of its intention to the applicant. The Applicant must request a hearing by the Application Review Committee, which hearing shall be held within twelve months of issue of written notification by the Applicant.
- E Upon receipt of notice from the Board pursuant to subsection 4.01 D, the Application Review Committee shall, on notice to the applicant, hold a hearing on the matter.
- F An application for membership may be refused if the applicant is, in the opinion of the Application Review Committee:
- (1) Not of good character;
 - (2) Does not adhere to the ethical and/or philosophical standards of the Association
 - (3) Less than eighteen years of age; or
 - (4) Has not complied with the requirements prescribed by Article 3 for the class of membership being applied for.
- G Except as set out in this Article, the Application Review Committee may establish its own procedures.
- H In dealing with an application, which will be the subject of a hearing, the Application Review Committee shall:
- (1) Give the parties an opportunity to inspect any material that the Committee will consider at the hearing,
 - (2) Give the parties the right to appear before the Committee at the hearing, with witnesses and counsel as so requested, to make representations.
- I Where the Application Review Committee commences a hearing and a member thereof becomes unable to act, the remaining members, if they constitute a quorum, may complete the hearing despite the absence of the withdrawing member.
- J Upon considering the application and having afforded the parties an opportunity to make representations at the hearing, the Application Review Committee may:
- (1) Refuse the application; or,
 - (2) Approve the application with such terms and conditions as in the opinion of the Committee are reasonable and /or appropriate in the circumstances.
 - (3) The decision of the Application Review Committee shall be final and binding on all parties.
- K The Board and the applicant are parties to proceedings before the Application Review Committee pursuant to this Article.
- L All hearings of applications conducted by the Application Review Committee shall

be conducted in private except where the applicant whose application is being considered requests that it be open to the public.

M Members of the Application Review Committee holding a hearing shall not have taken part before the hearing in any investigation or consideration of the subject matter of the hearing.

N No member of the Application Review Committee shall participate in a decision of the Committee following a hearing unless he or she was present throughout the hearing and heard the evidence and argument of the parties.

O The Membership Committee may, upon a request from an applicant for membership, or an existing member, dispense in whole or in part with the person's obligation to remit membership or any other fees for such time as is appropriate, provided that the Membership Committee shall have the ability to require such person, upon reasonable advance notice, to subsequently pay all or a portion of the fees previously dispensed with on terms, which, in the opinion of the Committee, are appropriate having regard to the circumstances. The standing and privileges of an applicant or member may not be affected where membership or other fees are so dispensed with, otherwise than as specifically determined by the Membership Committee and agreed to by the Board.

4.02 **PRIVILEGES OF MEMBERSHIP**

A All Members of the Association are entitled to:

- (1) Attend Annual, General and Special Meetings;
- (2) Serve on committees;
- (3) Receive the newsletter published by the Association;
- (4) Receive such information as the Board may direct from time to time.

B Only registered members are:

- (1) Entitled to vote at Annual, General and Special Meetings;
- (2) Eligible to hold elected office in the Association.

4.03 **RESTRICTIONS ON THE USE OF TITLE**

A Privileges of membership, including the right to use any form of designation to indicate membership in the Association, may not be conveyed by legal or any other transfer of titles or by inheritance.

B Membership in or with the Association shall not be considered in effect until persons have been duly elected by the Association and have paid the fees and dues required by the By-law.

C Restrictions in the use of the title may be imposed as a result of disciplinary proceedings.

4.04 FEES AND DUES

- A Dues of members shall be prescribed by the Board and published annually.
- B Dues may be amended at the discretion of the Board, subject to ratification at an Annual, General or Special meeting of Members.
- C Dues shall be payable in advance upon invoicing.
- D Persons who are admitted to any category of membership after March 31st shall be required to pay only that portion of the annual dues chargeable for the remainder of the fiscal year, pro-rated on a quarterly basis.
- E Dues or costs for any particular membership services or affiliations, which are included as part of the annual membership dues, shall become part of those dues, and the membership dues shall not be considered paid until the full invoiced amount has been received.
- F There shall be an initiation fee on admission or re-admission to the Registered, Intern, Affiliate and Resource Affiliate categories, to be set by the Board.
- G There shall be no fee on re-admission from the Non-resident category.

4.05 RESIGNATIONS

- A Resignations shall be made in writing, addressed to the Registrar, and shall be submitted to the Membership Committee and the Board before the end of the calendar year, for the following year.

4.06 TERMINATION OF MEMBERSHIP

- A When membership in the Association is terminated, the Registrar shall remove the name and registration number from the Membership roll.
 - (1) The member shall surrender immediately the membership card, certificate and stamp to the Secretary of the Association.
- B A former member whose membership has been terminated shall not in any way hold out to the public that he continues to be a member of ARIDO or that he is in any way affiliated with ARIDO.

4.07 NON-PAYMENT OF DUES

- A
 - (1) Any member whose dues remain unpaid by March 15th of each year shall be notified by registered letter.
 - (2) The letter shall contain quotation of this section of the By-law, with notice that if dues remain unpaid 30 days after date of mailing, membership shall be terminated without further notice.
 - (3) There shall be a penalty for late payment of dues, set by the Board, which shall be outlined in the registered letter, and dues shall not be considered paid in full until receipt of the total amount owing.

4.08 REINSTATEMENT OF MEMBERSHIP

- A
- (1) The board shall have the power to reinstate former members of the Association upon recommendation of the Membership Committee.
 - (2) Such reinstatement shall be subject to the current qualifications for membership in the respective category.
 - (3) An application for Reinstatement shall be submitted in writing to the Membership Committee who shall make its recommendation to the Board.
 - (4) Where the Board proposes to refuse an application for reinstatement, written notice of such intentions, with reasons, shall be sent to the applicant with notification of the right to a hearing.
 - (5) Where an application for reinstatement is referred to a hearing, the Applications Review Committee shall hold a hearing and make a determination in accordance with the procedures and powers set out in Section 4.01 D to 4.01 N inclusive.

4.09 NOTICE OF CHANGE

- A
- (1) Any Member who changes the nature of his professional or business activities or status must advise the Membership Committee within 30 days.
 - (2) Following the review of the nature of such change, the membership Committee shall determine whether whether a reclassification is necessary and shall submit their recommendations to the Board;
 - (3) Where a member refuses to accept a reclassification upon written notice by the Board, he shall have the right to a hearing.
 - (4) Where an application for reclassification is referred to a hearing, the Application Review Committee shall hold a hearing and make a determination in accordance with the procedures and powers set out in Sections 4.01 G to 4.01 O inclusive.

4.10 LIABILITY INSURANCE

- A
- The Board may, by resolution from time to time, establish minimum mandatory levels of liability insurance to be held by its Members.

5.00 STANDARDS OF PRACTICE

- 5.01 A
- For the purposes of this article, it is each Member's individual responsibility to conduct their professional practice in accordance with the following Standards of Practice.
- (1) A Member shall not contravene any provision of the Act, or the By-law.
 - (2) A Member shall not authorize, permit, counsel, aid, abet or acquiesce in any contravention of the Act or the By-law by any person.
 - (3) A Member shall not authorize, permit, counsel, assist, aid, abet or acquiesce in any act that constitutes a disregard for the Standards of Practice of the Association.

- (4) A Member shall not contravene any federal, provincial, or municipal law, regulation or by-law relating to the practice of interior design.
- (5) A Member shall not authorize, permit, counsel, assist, aid, abet or acquiesce in any contravention of a federal, provincial or municipal law, regulation or by-law relating to the practice of interior design.
- (6) A Member who is a holder of a certificate of membership issued under Section 10 of the Act shall not misrepresent his category of membership.
- (7) A Member shall not authorize, permit, counsel, assist, aid or abet a person who is not a member or a holder of a certificate of membership issued under Section 10 of the Act to engage or hold himself out as a Registered Interior Designer, or otherwise misrepresent his category of membership.
- (8) A Member shall abide by the terms, conditions and limitations imposed on the person's category of membership by the Certificate of Membership issued under Section 10 of the Act.
- (9) A Member shall not misrepresent himself or his firm by making, or being party to, false statements, false representations, or non performance of stated scope of services.
- (10) A Member shall carry out the terms of his contract to provide interior design services.
- (11) A Member shall fully disclose fees for interior design services by a formal contract, preferably written, that clearly sets forth the services to be performed and the method of determining compensation for those services.
- (12) A Member shall not participate in, nor receive directly or indirectly any inducement for the specification of goods and/or services for a project other than from a client or an employer.
- (13) A Member shall not participate in the reduction of professional service fees which are supplemented or replaced by the sale of goods, unless made a condition of a contract which expressly outlines the method of charging for professional services.
- (14) A Member shall, upon request by the Complaints Committee or the Discipline Committee provide any document, record, or electronic data relating to an investigation or a proceeding in respect of the professional conduct, competence or capacity of a member.
- (15) A Member shall discharge his professional responsibilities upon becoming bankrupt under the Bankruptcy Act (Canada), or before making a general assignment for the benefit of his creditors.
- (16) A Member shall notify the Registrar of the manner in which his professional responsibilities will be discharged upon becoming bankrupt under the Bankrupt Act (Canada), or before making a general assignment for the benefit of his creditors.
- (17) A Member shall not misrepresent the qualification or capabilities of a member, officer, director, partner or employee of a member.
- (18) A Member shall not make a false or malicious statement or publication that injures or maligns the professional reputation, prospects or the practice of interior design of another interior designer.

- (19) A Member shall not make a false, exaggerated or misleading statement as to the practice of interior design performed by another Member.
- (20) A Member shall not copy the design or work of another person without the written consent or agreement of the other person.
- (21) A Member shall not represent, pass off or claim authorship of the design of another person without the written consent or agreement of the other person.
- (22) A Member shall not claim credit for having performed interior design services on a project with respect to which the member did not have a personal or active involvement.
- (23) A Member shall not do or fail to do anything while engaged in the practice of interior design that shows a deliberate or reckless disregard for the rights and safety of others.
- (24) A Member shall perform interior design services with reasonable skill and judgment.
- (25) A Member shall not make use of goods or services offered by manufacturers, suppliers or contractors that are accompanied by an obligation that is detrimental to the best interests of the client or other parties to the project.
- (26) A Member shall not disclose confidential information received by a client or employer except as authorized by law or with the consent of the client or employer.
- (27) A Member shall not disclose confidential information received as a Member of any Board, a Committee, or as a representative of the Association.
- (28) A Member shall not solicit or accept any work when the Member knows or has reason to believe that another designer has been engaged or employed for the same purpose by the same client unless prior to accepting such work, the Member has received verification from the client that the other designer has been discharged.
- (29) A Member shall not withdraw services except for good cause and upon reasonable written notice.
- (30) Subject to Section 29 of this Article, a Member shall carry out the terms of every contract to provide interior design services that the member enters into.
- (31) A Member has a duty to serve as an expert witness in a judicial, arbitration or other proceeding upon being requested to do so.
- (32) A Member shall not conduct herself or himself, or act in such manner, relevant to the practice of interior design that, having regard to all of the circumstances, would reasonably be regarded by Members of the Association as disgraceful, dishonourable or unprofessional.
- (33) A Member shall not display a lack of knowledge, skill or judgement or disregard for the public of a nature or to an extent that demonstrates that the Member is unfit to be an accredited member of the Association.
- (34) A Member who has direct knowledge of or reasonable grounds to believe that another Member has breached the Standards of Practice has a duty to report such knowledge or belief in accordance with the complaints procedures set forth in this by-law.

5.02 COMPLAINTS

A complaint alleging a breach of the Standards of Practice may be filed with the Registrar regarding the conduct or actions of a Member by a client of the Member, another Member or any other interested person.

5.03 COMPLAINTS COMMITTEE

- A There shall be a Complaints Committee as described in Article 9.07 "Complaints Committee."
- B Members of the Discipline Committee are not eligible for membership on the Complaints Committee.
- C Where a Member of the Complaints Committee is him or herself the subject of a complaint, or if a Member of the Complaints Committee files a complaint against a Member, the Member shall take no part in any complaint investigation, mediation or discipline proceedings respecting the complaint.

5.04 COMPLAINTS COMMITTEE PROCEDURE

- A Except as set out in this Article, the Complaints Committee may establish its own procedures. The Board may designate a staff member to assist the Complaints Committee.
- B A complaint filed with the Registrar regarding the conduct or actions of a Member shall be investigated by the Complaints Committee.
- C The Registrar shall not act on a complaint, unless the complaint is in writing or is recorded on a tape, film, disk or other medium which provides a permanent record of the complaint.
- D The Registrar shall give the Complainant a copy of the provisions of this By-Law within 15 days of receiving the complaint. The Registrar shall give the Member who is the subject of a complaint notice of the complaint and of the provisions of this By-Law within 15 days of receiving the complaint.
- E A Member who is the subject of a complaint shall respond to the complaint by providing written submissions to the Complaints Committee within 30 days after receiving notice of the complaint. The Registrar shall give the Complainant a copy of the Member's response. If the Member fails to respond, the Complaints Committee may proceed to investigate and dispose of the complaint.

- F The Complaints Committee shall investigate the complaint and may:
- (1) Refer the complaint to Mediation as described in Article 5.06 “Mediation”;
 - (2) Appoint a Member of the Complaints Committee to make such inquiries as are necessary to conduct a full and complete investigation of all aspects of the complaint and such other matters as may be relevant to the complaint and give the investigating member such direction as are necessary to investigate the complaint; or
 - (3) Direct the Registrar to appoint a member in good standing to make such inquiries.
- G If the Complaints Committee considers a complaint to be frivolous, vexatious, made in bad faith or otherwise an abuse of process, the Complaints Committee shall give the Complainant and the Member notice that it intends to take no action with respect to the complaint. The Complainant and the Member may make a written submission to the Complaints Committee within 30 days after receiving such notice. If neither the Complainant nor the Member makes a written submission to the Complaints Committee, the decision of the Complaints Committee to take no action with respect to the complaint shall be final and there shall be no right to appeal the Complaints Committee’s decision.
- H The Complaints Committee shall provide the written report of the investigation to the Member and to the Complainant. The Member and the Complainant may make a further written submission to the Complaints Committee within 30 days after receiving the written report.

5.05 COMPLAINTS COMMITTEE DECISION

- A The Complaints Committee, after investigating a complaint regarding the conduct or actions of a Member, after considering the report of the investigator and the written submissions of the Member and Complainant, if any, and after considering and making reasonable efforts to consider all records and documents it considers relevant to the complaint, may do any one or more of the following:
- (1) Refer a specific allegation of the Member’s professional misconduct or incompetence to the Discipline Committee for a hearing if the allegation is related to the complaint;
 - (2) Require the Member to appear before the Complaints Committee to be cautioned or send a letter of caution to the Member;
 - (3) If the Complaints Committee is satisfied that the complaint was frivolous, vexatious, made in bad faith or otherwise an abuse of process, take no action with respect to the complaint; and
 - (4) Take such other action, as it considers appropriate, not inconsistent with the legislation governing ARIDO, ARIDO’s Standards of Practice or the By-Law.
- B The determination of the Complaints Committee shall be made in writing and served on the Member and the Complainant.
- C The Complainant or the Member may file an appeal of the Complaints Committee’s decision made under paragraphs 5.05 A (2), (3) or (4) by providing a written submission with the reasons for the appeal to the Discipline Committee.

- D The Complaints Committee shall dispose of a complaint within 120 days after the filing of a complaint. If a complaint regarding the conduct or actions of a Member has not been disposed of by the Complaints Committee within 120 days after filing the complaint, the Discipline Committee may, on application of the Member or the Complainant, require the Complaints Committee to ensure the complaint is disposed of in a further 90 days. If the complaint is not disposed of within 90 days, the Discipline Committee shall investigate the complaint and make such orders as are appropriate to ensure the integrity of the complaints process.
- E In considering a complaint, the response of the Member and the report of the investigation, the Complaints Committee may refuse to disclose anything which could, in the opinion of the Committee, adversely affect the integrity of the complaint investigation and discipline process or disclose financial, personal or other matters of such a nature that the desirability of avoiding their disclosure in the interests of any person affected, or in the public interest, outweighs the desirability of adhering to the principle of disclosure.

5.06 **MEDIATION**

- A In cases where the Complaints Committee is of the opinion that there does not appear to be any substantial breach of the Standards of Practice or that the complaint is substantially a commercial dispute, the Complaints Committee may designate a member of the Committee to mediate and to attempt to resolve the complaint.
- B The written consent of the Complainant and the Member is required as a precondition to mediation and shall include an undertaking to:
- (1) Participate in the mediation process in good faith;
 - (2) Submit a Statement of Facts and Issues in dispute to the mediator with proposed options for settlement seven days' prior to the mediation;
 - (3) Assist in providing options for settlement;
 - (4) Attempt to find mutually acceptable solutions to the issues; and
 - (5) Be bound by the result.
- C The mediator will set a date for mediation and determine whether it is to be held in person or by electronic means. A mediation shall not be held by electronic means if the Complainant or Member satisfies the mediator that there is good reason for not doing so.
- D The mediation shall be confidential and no stenographic, visual or audio recordings shall be made. The mediation shall not prejudice the rights of the Complainant and the Member in any other proceeding.
- E Any agreement or compromise between the Complainant and the Member shall be reduced to writing and signed by them and shall be final and non-appealable.

- F If mediation fails to resolve the complaint, there shall be no further recourse through ARIDO's complaint and discipline proceedings.

5.07 DISCIPLINE COMMITTEE

- A There shall be a Discipline Committee as described in Article 9.08 "Discipline Committee."
- B Members of the Complaints Committee are not eligible for membership on the Discipline Committee.
- C Where a Member of the Discipline Committee is him or herself the subject of a complaint, or if a Member of the Discipline Committee files a complaint against a Member, the Member shall take no part in any complaint investigation, mediation or discipline proceedings respecting the complaint.

5.08 DISCIPLINE COMMITTEE PROCEDURE

- A Except as set out in this Article, the Discipline Committee may establish its own procedures. The Board may designate a staff member to assist the Discipline Committee.
- B Where the Complaints Committee has referred a specific allegation of a Member's professional misconduct or incompetence to the Discipline Committee, the Discipline Committee may make an interim order suspending the right of the Member to use the designation provided for by the Member's Certificate of Membership if, in the opinion of the Discipline Committee, the conduct of the Member exposes or is likely to expose persons to harm or injury. If an order is made by the Discipline Committee in relation to an interim order, the complaint shall be prosecuted expeditiously and the Discipline Committee will give precedence to the matter. An interim order will remain in force until the matter is disposed of by the Discipline Committee. No order shall be made unless the Member affected by the order has been given notice and seven days to make written submissions to the Discipline Committee.
- C When a complaint is referred by the Complaints Committee, the Discipline Committee shall hold a hearing to consider and determine whether a Member has breached any Standards of Practice.
- D The Registrar and the Member against whom allegations have been made are parties to a proceeding. The Registrar shall take carriage of the discipline matter. A Complainant may be a party to a proceeding with leave of the Discipline Committee.
- E The Discipline Committee may allow a person who is not a party to participate in a hearing if the good character, propriety of conduct or competence of the person is an issue at the hearing, or if the participation of the person would, in the opinion of the Discipline Committee, be of assistance to the Discipline Committee.
- F The Statutory Powers Procedure Act shall apply to all proceedings.
- G The Discipline Committee may make rules and orders to govern its proceeding which shall include:

- (1) Delivery of a Notice of Hearing to the Member, the Registrar and any other named parties;
- (2) Determination of the extent to which a person who is allowed to participate may do so, and may allow the person to make oral or written submissions, to lead evidence and to cross-examine witnesses;
- (3) Giving all parties an opportunity to inspect any material the Discipline Committee will consider, in advance of a hearing;
- (4) Directing a member of the Discipline Committee who is not the Chair to hold a pre-hearing conference to consider the settlement or simplification of any or all of the issues, facts or evidence that may be agreed upon, the estimated duration of the hearing, and any other matter that may assist in the just and most expeditious disposition of the hearing. A member who presides at a pre-hearing conference shall not preside at the hearing unless the parties consent;
- (5) Giving all parties the right to appear before the Committee at a hearing with witnesses and counsel if so requested to answer the complaint;
- (6) Swearing in witnesses or accepting testimony under oath and requiring witnesses to produce in evidence any documents, drawings or materials specified by the Committee;
- (7) Giving all parties the right to cross-examine witnesses as may be reasonably required for full and fair disclosure of the facts in relation to which such witnesses have given evidence;
- (8) Giving all parties the opportunity to make opening and closing statements on the substance of the complaint and the appropriate sanction, if any; and
- (9) Such other orders to facilitate the full, fair and expeditious hearing of the matter.

H The Discipline Committee may at any time permit a notice of hearing of allegations against a Member to be amended, to correct errors or omissions of a minor clerical nature if it is of the opinion that it is just and equitable to do so, and the Discipline Committee may make any order it considers necessary to prevent prejudice to the Member.

I The Registrar may be represented by counsel or an agent at the hearing. A party may be represented by counsel or an agent at the hearing.

J Evidence against a Member is not admissible at a hearing of allegations against the Member unless the Member is given at least 20 days before the hearing, and, in the case of written or documentary evidence, an opportunity to examine the evidence; in the case of the evidence of an expert, the identity of the expert and a copy of the expert's written report; or, if there is no written report, a written summary of the evidence; or, in the case of the evidence of a witness, the identity of the witness and a brief statement of the evidence the witness is to give. The Discipline Committee may, in its discretion, allow the introduction of evidence that is inadmissible under this section and may make directions it considers necessary to ensure a party is not prejudiced.

- K Evidence of an expert led by a person other than the Registrar is not admissible unless the person gives the Registrar at least 10 days before the hearing the identity of the expert and a copy of the expert's written report, or, if there is no written report, a written summary of the evidence. The Discipline Committee may, in its discretion, allow the introduction of evidence that is inadmissible under this section and may make directions it considers necessary to ensure that the Association is not prejudiced.
- L No member of the Discipline Committee shall communicate outside the hearing in relation to the subject matter of the hearing with a party or parties represented unless the other party has been given notice of the subject matter of the communication and an opportunity to be present during the communication.
- M Only the members of the Discipline Committee who were present throughout a hearing shall participate in the decision. Any member who ceases to be a member of the Discipline Committee after the hearing of a matter is commenced shall be deemed for the purposes of dealing with that matter to remain a member of the Discipline Committee until the final disposition of the matter. Where the Discipline Committee commences a hearing and a Member becomes unable to act, the remaining Members, if they constitute a quorum, may complete the hearing despite the absence of the withdrawing Member.
- N If the Discipline Committee obtains legal advice with respect to a hearing, it shall make the nature of the advice known to the parties. The parties may make submissions with respect to the advice.
- O The hearing shall be open to the public. The Discipline Committee may make an order that the public be excluded if it is satisfied that matters of a financial or personal nature may be disclosed at the hearing such that the nature of the desirability of avoiding public disclosure of these matters is in the interests of any person affected, or in the public interest, outweighs the desirability of adhering to the principles that the hearing be open to the public. A request that the public be excluded from a hearing or a part of hearing should be made in writing to the Discipline Committee by any party with a copy of the submission to the other party.
- P The Discipline Committee shall ensure that oral evidence at a hearing is recorded and that copies or transcripts of the recording are available to a party at the party's expense.
- Q After considering a written appeal of the Complaints Committee's decision received in accordance with Section 5.05 C, the Discipline Committee may confirm the decision, or, where in the opinion of the Discipline Committee the disposition of the matter by the Complaints Committee was unreasonable, the Discipline Committee may proceed to hold a hearing on the merits of the complaint or may refer the complaint back to the Complaints Committee for reconsideration with directions to the Complaints Committee. The Discipline Committee shall not be required to hold a hearing as part of the review.

5.09 DISCIPLINE COMMITTEE DECISION

- A If the Discipline Committee finds that a Member has committed an act of professional misconduct, it may make an order doing one or more of the following:
- (1) Direct the Registrar to revoke the Member's Certificate of Membership;
 - (2) Direct the Registrar to suspend the Member's Certificate of Membership for a specified period of time;
 - (3) Direct the Registrar to impose specified terms, conditions and limitations on the Member's Certificate of Membership for a specified or indefinite period of time;
 - (4) Require the Member to appear before the Discipline Committee to be cautioned or send a letter of caution to the Member; or
 - (5) Require the Member to appear before the Discipline Committee to be reprimanded or send a letter of reprimand to the Member.
- B The Discipline Committee may specify criteria to be satisfied for the removal of suspension or removal of terms, conditions and limitations imposed on a Member's Certificate of Membership or reinstatement of membership.
- C The Discipline Committee shall find a Member to be incompetent if the Member's professional services display a lack of knowledge, skill or judgment or disregard for clients of a nature or to an extent that demonstrates that a Member is unfit to continue to practice or that the Member's practice should be restricted. If the Discipline Committee finds that a Member is incompetent, it may make an order doing one or more of the following:
- (1) Direct the Registrar to revoke the Member's Certificate of Membership;
 - (2) Direct the Registrar to suspend the Member's Certificate of Membership;
 - (3) Direct the Registrar to impose specified terms, conditions and limitations on the Member's Certificate of Membership for a specified or indefinite period of time.
- D The Discipline Committee may specify criteria to be satisfied for the removal of a suspension or the removal of terms, conditions and limitations imposed on a Member's Certificate of Membership.
- E Within 60 days after the hearing, the Discipline Committee shall give its decision and reasons in writing to the parties, and if the matter has been referred to the Discipline Committee by the Complaints Committee, to the Complainant.
- F ARIDO may publish the Discipline Committee's decision and its reasons or a summary of its reasons in its Annual Report or in any other publication of ARIDO. In publishing a decision and reasons or summary of its reasons, ARIDO may publish the name of the Member who was the subject of the proceeding.
- G A decision of the Discipline Committee shall come into effect 15 days after notice of the decision has been given to the parties.
- H Where a decision is appealed by one or more of the parties, the decision shall not come into effect until the final disposition of any appeal.

I A party to proceedings before the Discipline Committee may appeal the decision of the Discipline Committee by providing a written submission with the reasons for the appeal to the Executive Committee. The appellant shall file a written submission within 15 days from the decision of the Discipline Committee. The respondent shall have a further 15 days to file a written response. The appellant shall have a further 10 days for a final response. The Executive Committee shall consider the matter within 30 days from receipt of the final submission and shall provide its decision to the parties in writing.

J Any member of the Executive Committee who participated in the Complaints Committee or Discipline Committee proceedings cannot participate in the appeal to the Executive Committee.

5.10 GENERAL

A All Committees established hereunder, all members of ARIDO and ARIDO employees, agents, or consultants having knowledge of or involved with the keeping of any records relating to, or the conduct of, any complaint or disciplinary proceedings shall maintain confidentiality except where disclosure is required in the course of carrying out their duties, by law or by this Constitution and By-law.

B Any request for an extension of the time periods set out herein must be made to the Complaints Committee, Discipline Committee or Executive Committee, as applicable, at least seven days' prior to the expiration of the time period. All requests must be made in writing with reasons for the request. Time extensions may be granted at the discretion of the Complaints Committee, Discipline Committee or Executive Committee.

D For the purposes of carrying out its duties, the Complaints Committee, the Discipline Committee and the Executive Committee may take such action as it considers appropriate and that is not inconsistent with this Constitution and By-law.

E The Complaints Committee, the Discipline Committee and the Executive Committee may designate from among its members a panel of not less than three to carry out their duties.

6.00 BOARD OF MANAGEMENT

6.01 A The affairs of the Association shall be managed by a Committee of Management, hereinafter known as the "Board of Management" or the "Board."

B The Board shall be composed of not fewer than nine or not more than fifteen Registered Members of the Association in good standing who have served on committees, plus:

- (1) One voting representative to the Board from each regional Chapter who shall be a Registered Member in good standing, plus;
- (2) One voting representative to the Board from each of the following membership classifications: Intern, Affiliate, Educator and Industry Alliance; plus;
- (3) The Executive Director of ARIDO as a non-voting member, plus;
- (4) One non-voting member from the Board of Governors.

- C No paid employee, agent or consultant to the Association is 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 his or her employment.
- D (1) No registered member of the Association in good standing may stand for election or hold office on the Board of Management for more than two consecutive three-year terms or a total of six consecutive years, and no President may serve two consecutive elected terms.
- D (2) A candidate for President shall have served as an elected director or as a Chapter President on the Board of Management or as a member of an ARIDO Standing Committee or task force of the Association for a full term during the previous fifteen (15) years.
- E Any member of the Board of Management who is also a member of the Complaints Committee or the Discipline Committee is automatically disqualified from participating in any discussion at the Board regarding the initiation of a complaint against any member on behalf of the Association.

6.02 THE BOARD

- A The Directors of the Board of the Association shall be elected by the voting membership for a period of three years, and shall retire in rotation.
- B Nominations for new Directors to be elected, shall be provided by the Nominating Committee Chair, in accordance with Article 9.06. Candidates for the position of a Director may appoint a scrutineer.
- C The Chapter representatives to the Board shall be elected by the Chapters for a period of one year only, and may be re-elected up to a total of three consecutive years.
- D The representatives to the Board from the membership categories other than Registered, shall be appointed by the Officers, subject to the advice of the members of their respective categories for a period of one year only and may be re-appointed up to a total of three consecutive years.
- E. Together, the President-Elect, the President, the Past-President, the Vice-Presidents and the Secretary shall be voting members of the Executive Committee of the Board, which shall function with the authority of the Board between Board meetings.

6.03 OFFICERS

A **PRESIDENT**

The President of the Association:

- (1) Shall be elected annually by a plurality vote of the membership voting at an Annual General Meeting or a duly constituted general meeting to fill a vacancy. The President shall serve for three years as a voting member of the Board; first as President-Elect; then as President, and in the third year, as Past-President.
- (2) Shall be the Chief Executive Officer of the Association;
- (3) Shall preside at all Annual, General, Special and Board meetings;
- (4) Shall, with the Secretary, sign all written contracts of the Association which have

been approved by the Board;

- (5) Shall be a member of all committees "ex-officio" with the exception of the Board of Governors and the Nominations Committee;
- (6) Shall be responsible for directing the Corporate Governance of the Association and the Association's strategic plans;
- (7) Shall be responsible for the direction of the Ethics, Complaints and Discipline Committees;
- (8) The President-Elect shall be responsible for the development of the Association's Strategic Plan.

B VICE PRESIDENT- PROGRAMME

The Vice-President - Programme of the Association:

- (1) Shall be elected from among the Directors of the Association by the Board promptly following the Annual Meeting.
- (2) Shall be responsible for supervision of the Association's major programmes, specifically that of Education, Membership, Professional Development and Membership Services.

C VICE-PRESIDENT - FINANCE

The Vice-President - Finance of the Association:

- (1) Shall be elected from among the elected Directors of the Association by the Board, promptly following the Annual Meeting;
- (2) Shall develop an annual revenue and expenditure forecast for the following year and be responsible for supervising revenue generation for the Association;
- (3) Shall receive and disburse the funds of the Association and keep a true and accurate record of account;
- (4) Shall deposit all monies in the name of the Association in such banks as may be designated by the Board;
- (5) Shall make payments only in the manner prescribed by the Board, and make reports, as required by the Board, from time to time;
- (6) Shall prepare an Annual Report of finances, in conjunction with the Auditors of the Association, to be forwarded to all members at least fourteen days prior to the Annual Meeting;
- (7) Shall see that invoices for annual dues are sent to all members of the Association no later than January 1st, and that dues apportioned to the Chapters be forwarded quarterly as required by Article 11.05.

- (8)
 - (i) All cheques, notes and evidences of indebtedness of the Association shall be signed by the Vice-President - Finance and either the President or President-Elect.
 - (ii) Subject to resolution of the Board each quarter, the Executive Director shall have the authority to sign cheques as co-signer with anyone of the signatories approved in Section 6.03 C (8) (i);
- (9) 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.

D SECRETARY

The Secretary of the Association:

- (1) Shall be elected from the Board by the Board, promptly following the Annual Meeting;
- (2) Shall keep a record of the proceedings of all Annual General, Special and Board meetings, all proceedings of the Application Review Committee, and all disciplinary proceedings conducted by the Complaints Committee, the Discipline Committee, or the Discipline Appeal Committee, and if requested in advance, furnish any party to such proceeding with a transcript thereof at the party's own expense;
- (3) Shall keep a record of affirmative and negative votes and abstentions on any motion;
- (4) Shall give all notices and shall perform such other duties as may be prescribed by the Board;
- (5) Shall advise all Registered Members of all nominations at least 14 days prior to the date of the annual meeting, and arrange for the printing of the ballots for the elections at that meeting;
- (6) Shall read the minutes of the previous meeting of all Board, Annual, General and Special meetings respectively;
- (7) Shall, along with the President, sign all adopted minutes and approved contracts;
- (8) Shall be responsible for the safekeeping of all books, records, papers and the Corporate Seal of the Association, which shall be kept in a secured area at the head office in Toronto, or at a chartered bank.

E THE EXECUTIVE DIRECTOR

The Executive Director of the Association:

- (1) Shall be the senior staff person appointed by the Board of Management;
- (2) Shall be responsible solely to the Board of Management.

F THE REGISTRAR

The Registrar of the Association:

- (1) Shall be appointed by the Board and may be the Executive Director, the Membership Secretary, or a Registered Member in good standing;
- (2) Shall maintain the Register of members of the Association, and otherwise comply with the applicable provisions of the Act.

6.04 SUCCESSION, REMOVAL AND REPLACEMENT OF OFFICERS AND DIRECTORS

- A**
- (1) If any Officers, other than the President and President-Elect, should resign, die or become incapacitated during a (one-year) 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.
 - (2) If the President should resign, die or become incapacitated during the (one-year) term of office, the President-Elect shall immediately succeed to the presidency. If the President-Elect should succeed to the presidency or should resign, die or become incapacitated, the Board shall appoint an Interim President-Elect who will serve until the next Annual Meeting at which time elections shall be held for the presidential positions then vacant.
 - (3) If any (other) Director 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 Registered Members in good standing to complete that year of office vacated by the Director, with the exception of the President-Elect, who shall be replaced according to 6.04 A (2) above.
 - (4) For purposes of this section of Article 6, absence from three consecutive meetings of the Board may be treated by the Board as incapacity.
- B**
- (1) Any Officer, except the Presidents, may be replaced by a majority vote of the Board.
 - (2) Replacement shall be by the same method as if the Officer had resigned.
- C**
- Any Director may at any time be removed from office by a two-thirds vote of the membership at a duly constituted meeting called for that purpose and replaced by a vote consistent with Article 6.02 B and Article 9.06.

6.05 BORROWING

- A**
- The Board may from time to time:
- (1) Borrow money on the credit of the Association;
 - (2) Issue, sell or pledge securities of the Association; and

- (3) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or any other debt, or any other obligation or liability of the Association.

B From time to time the Board may authorize any Officer or employee of the Association or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given theretofore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Association as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

7.00 BOARD OF GOVERNORS

- 7.01 A (1) The Board of Governors shall 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.
- (2) The Board of Governors shall be made up of previous Past Presidents and Charter Members whose membership in the Association is currently in good standing.
- (3) If any member be elected to the Board of Management, he shall automatically retire from the Board of Governors until his service on the Board of Management be terminated.
- (4) The Chairman shall be the prior year's Past-President of the Association, if he is willing to assume the office. Otherwise, the Chairman shall be elected from the Board of Governors by the Board of Governors.
- (5) The Board of Governors shall have no authority to make or amend the By-law or in any way assume the direction of the Association from the Board.

8.00 MEETINGS

8.01 BOARD OF GOVERNORS

A The Board of Governors shall hold a minimum of two meetings each year, and any others as required.

8.02 BOARD OF MANAGEMENT

A The Board of Management shall meet at least once per month.

B Notice of such meetings shall be given to members of the Board at least 14 days in advance.

C (1) Special meetings of the Board may be called between the regular monthly meetings, at the discretion of the Officers of the Association.

- (2) Verbal notice of such special meetings shall be given to at least 90 per cent of the Directors, before the meeting may be held.

D The order of business of all Board meetings shall follow the order prescribed in Article 8.08 A, and shall include Chapter reports.

8.03 MEMBERS

- A Notice of all meetings shall be given by mail to members at least 14 days in advance.
- B (1) The Association shall hold one Annual General Meeting of members no later than March 31st each year.
- (2) All such meetings shall be open to the full membership.
- (3) 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.
- C (1) A Special Meeting of members only may be held at any time and at any place 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, setting out the objects and reasons for the proposed meeting.
- (2) In the latter case, no other business shall be transacted at such Special Meetings.
- (3) Notices of Special Meetings shall be mailed to all members by the Secretary at least 14 days before the date of such meetings.
- (4) Such notices shall indicate the purpose of such meetings.
- (5) Members may vote by ballot on special issues in lieu of a Special Meeting providing that the conditions included in 8.03 C (1), (2), (3) and (4) are met.

8.04 ANNUAL GENERAL MEETING

- A The Annual General Meeting shall be held before March 31st.
- B The Annual General Meeting shall be divided into two parts:
- (1) The first to include reports from all retiring Officers and Committees, and any general business;
- (2) The second to be the announcement of the voting by ballot for Directors, at which time the incumbent Chair of the Nominating Committee shall assume the chair for the announcement of the result of the vote; and, time permitting, announcement of the Officers for the coming year.

8.05 QUORUM

- A At meetings of the Association the following shall constitute a quorum:
- (1) At the Annual General Meeting and Special Meetings – not less than 20 per cent of Registered Members to be present
- (2) Board of Management - not less than two-thirds of elected Directors of the Board to be present.
- (3) Board of Governors - not less than 30 per cent of the Board of Governors to be present.
- B At the Annual General Meeting and Special Meetings, a proxy is the equivalent of that member being present.

C A quorum for any of the Committees shall, unless otherwise specified in this Constitution and By-law, consist of the minimum composition described herein.

8.06 **PROXIES**

A At all fully constituted Annual General Meetings and Special meetings of the Association, any Registered Member may appoint any other Registered Member to vote on his behalf by proxy.

B The following is an approved form of proxy.

"I, _____ a Registered Member of the Association of Registered Interior Designers of Ontario do hereby appoint _____ or failing him, or her,

_____ as my substitute and proxy to vote for me and on my behalf at the _____ Meeting of the said Association to be held on the _____ day of _____, and at any adjournment thereof.

Dated this _____ day of _____.

Signature of Member."

C All proxies must be in the hands of the Secretary of the Association prior to the holding of the meeting.

D The design and content of ballots may be prepared in consultation with legal counsel, at the decision of the Board of Management.

8.07 **VOTING**

A At any Annual General Meeting or Special Meeting of the Association, each Registered Member shall be entitled to one vote, or to one vote by proxy, on any motion.

8.08 **ASSOCIATION MATTERS**

A The matters to be dealt with by the Association at all meetings shall be determined by the presiding officer, but the following shall be the general procedure: Minutes of the preceding meeting, Reports of Officers, Reports of Committees, Unfinished Association matters, New Association matters.

B Robert's Rules of Order shall govern the conducting of all meetings, when not inconsistent with the By-law.

8.09 WAIVER OF NOTICE

- A 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 him or her under this By-law or otherwise, and such waiver or abridgement, shall cure any default in the giving of such notice.

9.00 COMMITTEES

- 9.01 A There shall be standing committees appointed by the Board, as described in Article 9.02 to 9.10, on each of which there shall be a member of the Board.
- B The Board shall appoint such other committees as required from time to time.

9.02 FINANCE COMMITTEE

This Committee:

- A shall be formed to include the Officers of the Board and any other Registered Members deemed necessary; and
- B shall supervise the accounts of the Association and the preparation of all required financial reports.

9.03 EDUCATION COMMITTEE

- A This Committee shall consist of a minimum of three members who will be responsible to organize and conduct the educational activities of the Association.
- B Included in their duties shall be the supervision of scholarships, liaison with interior design schools and the production of studies within the Association.

9.04 MEMBERSHIP COMMITTEE

- A This Committee shall consist of a minimum of five Registered Members, including one member of the Board of Management, a Chair who may or may not be the Board Member, and a Resource Alliance member. Two of the Registered members shall have served on the Committee the previous year.
- B The Committee shall meet monthly.
- C The Committee shall have sole responsibility for;
 - (1) The review, examination and recommendation to the Board of applications for membership in the category applied for;
 - (2) Examining membership status on an annual basis; and
 - (3) Consider all requests for membership status change, including resignations, termination, and reinstatements.
- D The recommendations of the Committee shall be presented to the Board for approval. A letter, signed by the President and Secretary shall then be sent to the applicant or member, informing him of the decision reached.

9.05 COMMUNICATIONS COMMITTEE

- A This Committee shall consist of a minimum of two members whose duty shall be twofold:
- (1) To promote sound, timely and accurate communications with Members;
 - (2) To investigate and report to the Board on ways of bringing about public relations and publicity favourable to the Association, including planning, presentations, suggested media programmes and procedures.

9.06 NOMINATING COMMITTEE

- A 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.
- B The Nominating Chair shall appoint the Nominating Committee Members, subject to the approval of the Board, no later than the October meeting of the Board of Management.
- C The Chair of the Nominating Committee shall:
- (1) Be a Registered Member of the Association in good standing, and currently the Chair of the Board of Governors
 - (2) If the Chair is unable to fulfill this role, the most immediate past Chair would fulfill this role for the current term.
- D The Nominating Committee shall:
- (1) 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;
 - (2) Select a proposed slate of a minimum of one candidate for each vacancy on the Board;
 - (3) Publish the proposed slate 60 days before the Annual Meeting;
 - (4) Request further nominations of consenting Registered Members in good standing, each to be:
 - (a) Seconded by no fewer than three Registered Members in good standing.
 - (b) Submitted in writing to the Nominating Committee Chair.
 - (c) Received by the Chair of the Nominating Committee no later than 40 days prior to the date of the Annual Meeting.
 - (5) Through the Chair, provide the Board Secretary with a list of nominees, at least 30 days prior to the date of the Annual Meeting, so that the Board Secretary may mail ballots to all Registered Members, which shall be returned ten days prior to the Annual Meeting.

(6) Appoint an independent returning officer, who is not a member of the Association, who shall:

- (a) Receive and count the ballots, and;
- (b) Record the vote;
- (c) Publicly announce the results of the voting at the Annual Meeting of the Association and;
- (d) Provide for the safe-keeping of the ballots for sixty days following the election and;
- (e) Provide for the subsequent destruction.

9.07 COMPLAINTS COMMITTEE

- A The Board shall establish a Complaints Committee comprised 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.
- B The Board shall name one of the Members of the Complaints Committee to be its Chair.

9.08 DISCIPLINE COMMITTEE

- A The Board shall establish a Discipline Committee comprised 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.
- B The Board shall name one of the Members of the Discipline Committee to be its Chair.

9.09 THE APPLICATION REVIEW COMMITTEE

- A The Application Review Committee shall consist of a minimum of three Registered Members in good standing, one of which shall be appointed chairman. The Board shall appoint this Committee each year. Members of the Membership Committee shall not be eligible to serve on the Application Review Committee.
- B The Application Review Committee is responsible for holding hearings and making decisions on membership applications, membership reinstatement applications and membership reclassification in accordance with the provisions of Article 4.01.

9.10 THE BY-LAW COMMITTEE

- A 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.
- B The By-law Committee shall convene from time to time and as directed by the Board, to amend the Constitution and Bylaws pursuant to Article 10.

10.00 AMENDMENT OF BY-LAW

- 10.01 A Any section of the By-law may be adopted, repealed or amended at any Annual General Meeting or Special Meeting of Registered members by a vote of two-thirds of the Registered Members in attendance, provided a quorum is present.
- B When the By-law or major financial matters are involved, such meetings shall be

held at the location in which the maximum number of Registered Members are located.

- C Notice in writing of proposed amendments to the By-law or new sections of the By-law must first be given to the Board by the By-Law Committee at least three days prior to being sent to Registered Members, which shall be at least 14 days before the meeting at which they are to be acted upon.

11.00 CHAPTERS

11.01 The Association shall function in local areas or on a regional basis, as determined by the Board, through committees known as Chapters, the objects and purposes of which shall be substantially identical with those of the Association.

- A The jurisdiction of each Chapter shall be confined to the geographic area assigned to it by the Board.
- B Within the local area or region assigned to it, each Chapter shall be entitled to act as a committee of the Association under a Chapter Charter issued to it by the Board, but no Chapter shall take any action to directly or indirectly nullify or contravene any act or policy of the Association.
- C Each Chapter shall adopt a name which shall be 'ARIDO – name of Chapter'. The name shall be subject to the approval of the Association's Board.
- D The number of Association members required to formulate a new Chapter in any given territory shall be determined from time to time by the Association's Board.
- E
 - (1) The Board may, at its discretion, withdraw the Charter it has issued to any Chapter, whereupon such Chapter shall cease to operate as a Chapter of the Association.
 - (2) Before taking such action, the board shall give written notice to the Chapter of its intention to revoke the Chapter's Charter, with reasons, and shall afford such Chapter and the Officers thereof an opportunity to respond either in writing or, at the discretion of the Board, to appear before the Board and show cause why such action should not be taken.
 - (3) If the Chapter should fail to request a hearing before the Board within ten days after it receives notice of the Board's intention, the Board shall be privileged to proceed without a hearing.
 - (4) The Board shall, at its discretion, afford the Chapter reasonable opportunity to rectify any complaints before taking action to withdraw the Chapter's Charter.

11.02 ORGANIZATION OF CHAPTERS

- A Chapters shall be organized pursuant to instructions of the Board, in a manner consistent with the Association's organization and By-law.
- B Each Chapter shall be composed of individuals only and its members shall be Registered, Intern and members of other designated categories of membership as have been assigned to such Chapter from time to time by the Board.
- C Each Chapter shall be governed by a Chapter Board of Directors, certain positions of which are elected by the Registered Members of such Chapter.
- D Each Chapter shall appoint such committees as may be necessary to carry on the Chapter's activities, and each Chapter shall cooperate with the Association in

order to forward the interests of the Association within the area in which the Chapter functions.

11.03 **BOARD OF DIRECTORS**

- A
 - (1) Each Chapter shall have a Board of Directors composed of four Registered members and one Intern or Student member. The position of President-Elect is elected annually at the Chapter's Annual Meeting. All other Board positions are appointed positions.
 - (2) For the initial election of any new chapter, two members shall be elected, one for a two-year term and one for a three-year term of office. The positions will be President (two year term) and President-Elect (three year term).
 - (3) The following year, the member elected for a three-year term shall become President and an election shall be held for one member who shall be elected for a three-year term (President-Elect and President).
- B
 - (1) The President of the Chapter shall attend the meetings of the Board of Management of the Association and shall be subject to the By-laws relating to Succession Removal and Replacement of Officers and Directors (Article 6.04).
 - (2) Members who will be serving as President of a Chapter for the ensuing term shall not be eligible to serve as President of the Association concurrently with that term, nor shall the President of the Association be eligible to serve as President of a Chapter concurrently with that term.
 - (3) Within two weeks of their election the incoming Board shall appoint, from among the membership, a Secretary/Treasurer and a Director of Intern/Student Relations. These officers may choose to strike sub-committees as required for various activities throughout the year.

- (4) The President- Elect shall also hold the office of Director of Communications and the Past-President shall also hold the office of Director of CEU Programs. These positions may choose to strike sub-committees as required for various activities throughout the year. These two Directors shall represent the Chapter on the respective provincial committees.
- C The Chapter Board of Directors must prepare and submit, prior to October 1st each year, a strategic plan and budget for the following year's activities.
- D The President-Elect of the Chapter shall be a participating member of the provincial strategic planning committee that meets each year to plan the activities of the Association for the upcoming year.

11.04 **NOMINATING**

- A (1) A request for nominations shall be sent to all members of the Chapter ninety days prior to the Annual Meeting. All nominations must be signed by both the person being nominated and by two Registered members supporting the nomination. Members shall have thirty days from date of mailing to submit nominations. Nominations are submitted to the Chapter's Board of Directors.
- (2) A slate of candidates for election to the Position of President-Elect shall be sent to all members within 45 days of the Annual Meeting with a ballot for voting. Ballots must be returned to the designated address no later than 15 days prior to the Annual Meeting. The results of the ballot will be announced by the existing President at the Annual Meeting.
- B The new President will take office at the next regular meeting of the Board of Directors. The current President will assume the office of Past-President/Director of CEU.

11.05 **FINANCES**

- A (1) The funding for administration of each Chapter is approved annually as part of the Association's overall budgeting process. Funds approved will come from ARIDO's general operating funds and will be granted to the Chapter based on annual budget submissions from the Chapters. The annual allocation is paid quarterly to the Chapters.
- (2) The financial accounts and records of each Chapter shall be maintained by the Chapter's Secretary/Treasurer. This may include managing bank accounts, monthly and/or quarterly reconciliations and annual financial reporting.
- (3) All accounts payable and accounts receivable related to Chapter activities must be properly recorded and appropriate records maintained.
- B (1) Each Chapter will be required to submit an annual budget to the Vice-President, Finance of the ARIDO Board of Management not later than October 1st each year.
- (2) The Board of Management shall review and approve each Chapter's annual budget and notification of approved budgets shall be given to the Chapter, by the Board of Management, no later than January 15th of each year.

The notification will include the limits to which the Chapter is entitled to administer funds. If funds to be used are in excess of that limit or where a chapter incurs liability in excess of that limit, the chapter will get prior approval from the Board of Management. In making a determination of the limit, the Board of Management shall take into account funds earned by the Chapter, funds held by the Chapter and funds held by ARIDO for the benefit of the Chapter.

- C
 - (1) Each Chapter must provide quarterly bank reconciliations, with copies of bank statements, to ARIDO.
 - (2) Each Chapter will be required to use a local branch of ARIDO's Bank of record. A copy of the Chapter bank statement will be submitted to the Chapter and to the Provincial Office each month.
 - (3) The Chapter Secretary/Treasurer will be responsible for reconciling the bank statements on a monthly basis. The reconciliations will be submitted to ARIDO's administrative offices no later than the 15th day of the month following each quarter. ARIDO's administrative staff will confirm that the reconciliations are in balance with ARIDO's operating accounts.
- D The Board of Management of the Association reserves the right to re-evaluate approved budgeted expenses throughout the year.

11.06 MEETINGS

- A Chapters shall hold one Annual Meeting each year.
- B
 - (1) The purpose of the Annual meeting shall be to elect the President-Elect, to review the financial statements, Annual Operating Budget and Strategic Plan of the Chapter, to provide committee/activity reports and to conduct any other necessary business.
 - (2) The Chapter's Annual Meeting shall be held prior to April 30th each year. The general procedures to be followed in calling, holding and running the Annual Meeting shall be as per Article 8.0 of this By-Law. It is understood that certain items in Article 8.0 will not apply to the Chapter's Annual Meeting.

12.0 INTERIOR DESIGN INDUSTRY ALLIANCE

- 12.01 A The board may, by resolution, accept as an Industry Ally, individuals, companies or associations engaged in the manufacture or supply of services, furniture, product or materials used in the physical realization of an interior design project. Allies accepted by the Board shall form a group, which will be referred to as Interior Design Industry Alliance (IDIA).
- B An Industry Ally shall apply in writing to the board for Allied status, which written application shall contain an acknowledgement by the applicant that the acceptance to Allied status does not confer membership status.
- C Allies shall not be members of the Association. Allies shall be entitled to such benefits and rights and be subject to such terms and conditions and be obliged to pay such fees as may be established by the board from time to time.
- D Where a company or association is accepted as an Industry Ally, the company or association shall appoint a representative, which must be approved by the board.
- E A company or association which has been accepted as an Industry Ally may appoint an additional representative to a Chapter upon paying the appropriate fees as may be established by the board from time to time.

- F A company or association, which has been accepted as an Industry Ally, may change its representative(s) subject to the approval of the board.
- G Individual Allies and representatives of corporate or association Allies may, at the discretion of the members, receive notice of and attend annual or special meetings of the members, may participate in discussions at such meetings but may not vote.
- H Allies may appoint a representative(s) who may, at the discretion of the board, receive notice of board meetings, participate in discussions at such meetings but may not vote.
- I The board may, at its discretion, revoke the acceptance of an Industry Ally whereupon such Industry Ally shall cease to be an Industry Ally of the association. Before exercising its discretion, the board shall give written notice to the Industry Ally of its intention to revoke the Industry Ally's acceptance, with reasons, and shall afford the Industry Ally an opportunity to respond either in writing, or, at the discretion of the board, to appear before the board and show cause why such acceptance should not be revoked.