

# Bylaws

## PART 1 - DEFINITIONS AND APPLICATION

### 1.1 By-laws in Force

- .1 These are the By-laws of the Registered Interior Designers Institute of Alberta. These Bylaws come into force with effect on June 10<sup>th</sup>, 2020. These By-laws replace the By-laws previously in force, which were rescinded at the time these By-laws came into force.

### 1.2 Definitions

- .1 The following definitions shall apply to all parts of these By-laws:

- .1 "Act" means The Registered Interior Designers Institute of Alberta Act, 1960, Chapter 124 as amended from time to time and any statute or statutes, which may be passed in substitution for replacement of such Act;
- .2 "Association" or "RIDIA" means the Registered Interior Designers Institute of Alberta also known as "Interior Designers of Alberta" or "IDA".
- .3 "By-laws" means By-laws of the Council made pursuant to the Act.
- .4 "CIDA" means the Council for Interior Design Accreditation.
- .5 "Code of Ethics" means the Code of Ethics adopted by the Association from time to time.
- .6 "Council" means the Council of the Association.
- .7 "Councillor" means a Member of the Council but does not include an Ex Officio Member of Council;
- .8 "Currency Equivalents" means those requirements prescribed by Council that Members must fulfil on an annual basis in order to retain Membership.
- .9 "Ex Officio Member of Council" includes an individual elected or appointed to the Council who has a valuable contribution to offer Council, that in the sole opinion of Council, is of assistance to Council or the Association.
- .10 "IDC" means the Interior Designers of Canada.
- .11 "Meeting" means meetings of the Members of the Association and includes:
  - i. "Annual General Meeting" which means the Annual General Meeting of the Association

- ii. "Special General Meeting" which means any meeting of the Association other than an Annual General Meeting
  - iii. "General Meeting" which means Annual General Meeting and Special General Meetings of the Association
  - .14 "Member" means an individual who is a Member in good standing with the Association in any of the categories of Membership prescribed in these By-laws;
  - .15 "Minister" means the Member of the Executive Council charged by the Lieutenant Governor in Council with the administration of the Act.
  - .16 "NCIDQ" means the National Council for Interior Design Qualifications.
  - .17 "Officers" means the Officers of the Association pursuant to these By-laws who are the Councillors of the Association that fill the offices of President, Vice-President, and Secretary-Treasurer.
  - .18 "Ordinary Resolution" means a resolution passed at a properly convened General Meeting of the Association by more than 50% of the votes cast on that resolution.
  - .19 "Person" includes an individual, partnership, association, corporation, trustee, executor, administrator or legal representative.
  - .20 "Practice Review Committee" means the Practice Review Committee established to these By-laws;
  - .21 "Register" means the Records and Registers of Members in the Association established by Council and maintained by the Registrar.
  - .22 "Registered Member" means a Registered Interior Designer.
  - .23 "Registrar" means the Registrar of the Association elected to the Council or appointed by Council.
  - .24 "Signing Officer" means any Person authorized to sign instruments on behalf of the Association by virtue of the Act, the By-laws or by a resolution of the Association or Council.
  - .25 "Special Resolution" means a resolution passed at a properly convened General Meeting of the Association by more than 3/4 of the votes cast on that Resolution.
- 1.3 Changes of Number and Gender
- .1 These By-laws are to be read with all changes of number and gender required by the context.
- 1.4 Headings for Reference Only
- .1 The headings in this By-law are for ease of reference only and shall not affect in any way the meaning or interpretation of this By-law.
- 1.5 By-laws Subject to Act

- .1 All provisions of these By-laws other than Part I are subject to the provisions of the Act whether or not any provision of this By-law is expressly stated to be so subject. All terms which are contained in the By-laws and which are not defined herein shall have the meanings given to such terms in the Act.

## **PART 2 - MEMBERSHIP CATEGORIES**

### **2.1 Membership**

- .1 Membership in the Association shall consist of all Members of the Association at the time the By-laws came into force who maintain their Membership in good standing and any Person who became a Member after the By-laws came into force who maintain their Membership in good standing.

### **2.2 Good Standing**

- .1 A Member is deemed up-to-date for the purpose of this section if the Member:

- .1 fulfills all the requirements of the category of Membership to which they belong
- .2 is not under suspension pursuant to the Act.

- .2 A Member is deemed up-to-date for the purposes of this section if Council has waived:

- .1 the payment of part of all or of that Member's fees, dues or levies
- .2 if Council has varied the time for payment for all or part of that Member's fees, dues or levies, and
- .3 that Member is not in default of the waived or varied payment amounts and schedule set out by Council.

- .3 A Member is deemed up-to-date for the purpose of this section if:

- .1 Council has waived the fulfilment, in part or of all, of that individual's personal professional liability insurance, currency and/or continuing education requirements
- .2 Council has varied the time for fulfilment of personal professional liability insurance, currency, and/or continuing education requirements, and
- .3 that Member is not in default of the waived or varied personal professional liability insurance, currency, and/or continuing education requirements schedule as set out by Council.

### **2.3 Categories of Membership**

- .1 The following categories of Membership are established in the Association:

- .1 Registered Member
- .2 Provisional Member
- .3 Associate Member
- .4 Student Member

- .5 Fellow Member
- .6 Honourary Member
- .7 Inactive Member
- .8 Retired Member

## 2.4 Registered Member

.1 A Registered Member is one who meets all of the following criteria:

- .1 is actively engaged in the interior design profession
  - .2 has either:
    - i. a degree, which meets the minimum CIDA educational standards and is approved by Council
    - ii. been a Registered Member in good standing continuously since 2000
  - .3 has passed the NCIDQ examination and all examinations that are prescribed by Council
  - .4 has successfully completed a minimum combination of six years of education and practical training. The education component must meet the requirements as set out in Item 3.4.2. A minimum of two years of the practical training must be under the direct supervision of a fully qualified Member of an interior design association recognized by Council
  - .5 is of good character and adheres to the ethical standards of the Association
  - .6 pays, in full, fees, dues or levies in the Association
  - .7 provides proof of current professional liability insurance coverage
  - .8 fulfills all requirements for currency as prescribed by Council, and
  - .9 fulfills all requirements for continuing education as prescribed by Council.
- .2 A Registered Member shall be permitted to use the designation IDA and IDC following their name to denote Membership in the Association.

## 2.5 Provisional Member

.1 A Provisional Member is one who meets all of the following criteria:

- .1 is actively engaged in the interior design profession
- .2 has either:
  - .i has graduated from a CIDA accredited interior design program, or
  - .ii has attained an equivalency that meets the minimum CIDA educational standards for an accredited interior design educational program
  - .iii
- .3 is of good character and adheres to the ethical standards of the Association
- .4 pays, in full, fees, dues or levies in the Association

- .5 provides proof of current professional liability insurance coverage
- .6 fulfills all requirements for currency as prescribed by Council, and
- .7 fulfills all requirements for continuing education as prescribed by Council

.2 A Provisional Member must record their Interior Design experience in a format prescribed by Council.

.3 A Provisional Member must undertake to write and successfully complete the NCIDQ examination within three years of having completed the eligibility requirements for the NCIDQ examination.

.4 A Provisional Member who fails to successfully complete the NCIDQ examination within the time prescribed in Item 3.6.3 must:

- .1 make immediate application for transfer to another category of membership if eligible, or
  - .2 will cease to be a member of the Association.

Upon successful completion of the NCIDQ examination, the individual may make application for membership in the Association as a Registered Member.

.5 A Provisional Member shall not be permitted to use any designation following their name to denote Membership in the Association.

## 2.6 Associate Member

.1 An Associate Member is one who meets all of the following criteria:

- .1 is actively engaged in the interior design profession
- .2 has either:
  - .i a diploma in interior design technology which is recognized by Council or
  - .ii a diploma in architectural technology that is recognized by Council.
- .3 has passed all examinations that are prescribed by Council
- .4 is of good character and adheres to the ethical standards of the Association
- .5 pays, in full, fees, dues or levies in the Association
- .6 provides proof of current professional liability insurance coverage
- .7 fulfills all requirements for currency as prescribed by Council, and
- .8 fulfills all requirements for continuing education as prescribed by Council

.2 An Associate Member shall be permitted to use the designation “IDA, Associate” following their name to denote Membership in the Association.

## 2.7 Student Member

- .1 A Student Member is one who meets all of the following criteria:
  - .1 is enrolled as a student in a post-secondary interior design education program that is approved by Council
  - .2 is of good character and adheres to the ethical standards of the Association, and
  - .3 pays, in full, fees, dues or levies in the Association
- .2 A Student Member shall not be permitted to use any designation following their name to denote Membership in the Association.
- .3 A Student Member must make application for Membership as a Provisional Member within six months of completion of the current academic year, unless the applicant re-enrolls in a post-secondary interior design education program which is approved by Council.

## 2.8 Fellow Member

- .1 A Fellow Member is a current or former Registered Member or Associate Member who has and meets all of the following criteria:
  - .1 made outstanding contributions to the Association
  - .2 made outstanding contributions to the profession of interior design
  - .3 is of good character and adheres to the ethical standards of the Association, and
  - .4 has been a member in good standing for a minimum of fifteen cumulative years, not including the years when they chose to be on leave
- .2 The Member must be nominated by at least five Registered Members and/or Associate Members who are not Councillors and who have been Registered Members or Associate Members for at least three years. The nomination shall:
  - .1 be in a form prescribed by Council
  - .2 contain a summary of the nominee's achievements, and
  - .3 contain a statement of the nominee's importance to the profession of interior design and to the Association

The individual's nomination must receive unanimous support of all Councillors.
- .3 A Fellow Member shall:
  - .1 pay, in full, fees, dues or levies in the Association
  - .2 provide proof of current professional liability insurance coverage until such time as the Fellow Member retires

permanently from the work force

- .3 fulfil all requirements for currency as prescribed by Council until such time as the Fellow Member retires permanently from the work force, and
- .4 fulfil all requirements for continuing education as prescribed by Council until such time as the Fellow Member retires permanently from the work force

.4 Fellow Membership is a lifetime appointment unless revoked by Resolution of the Council.

.5 A Fellow Member shall be permitted to use the designation FIDA following their name to denote Membership in the Association.

## 2.9 Honourary Member

.1 An Honourary Member is an individual who does not or has not practiced interior design and who has made outstanding contributions to the profession of interior design or to an allied industry or profession.

.2 The Member must be nominated by at least five Registered Members, Fellow Members and/or Associate Members who are not Councillors and who have been Registered Members, Fellow Members or Associate Members for at least three years. The nomination shall:

- .1 be in a form prescribed by Council
- .2 contain a summary of the nominee's achievements, and
- .3 contain a statement of the nominee's importance to the profession of interior design and to the Association

The individual's nomination must receive unanimous support of all Councillors.

.3 Honourary Membership is a lifetime appointment unless revoked by Resolution of the Council.

.4 An Honourary Member shall be not permitted to use any designation following their name to denote Membership in the Association.

## 2.10 Inactive Member

.1 An Inactive Member is one who meets all of the following criteria:

- .1 is a Registered Member, Provisional Member or Associate Member who has temporarily semi- retired or retired from the workforce
- .2 is of good character and adheres to the ethical standards of the Association
- .3 pays, in full, all fees, dues and levies in the Association
- .4 provides proof of current professional liability insurance coverage

- .5 fulfills all requirements for currency as prescribed by Council, and
  - .6 fulfills all requirements for continuing education as prescribed by Council.
  - .2 An Inactive Member shall be permitted to use any designation, following their name, to denote Membership in the Association which was permitted prior to their becoming an Inactive Member.
  - .3 Inactive membership may be granted for a maximum of ten consecutive years.
- 2.11 Retired Member
- .1 A Retired Member is:
    - .1 a former Registered Member or Associate Member who has retired permanently from the workforce
    - .2 no longer engaged in the profession of interior design
    - .3 is of good character and adheres to the ethical standards of the Association, and
    - .4 pays, in full, fees, dues or levies in the Association
  - .2 A Retired Member shall not be permitted to use any designation following their name to denote Membership in the Association, which was permitted prior to their becoming a Retired Member.

### **PART 3 - REGISTERS**

- 3.1 Registers
- .1 The Registrar shall maintain a Register of Members for each of the categories of Membership as prescribed by the Act and as directed by Council.
- 3.2 Information on Registers
- .1 Each Member shall provide to the Registrar any information that is to be contained in the Register as prescribed by Council and as may be required by the Act and the By-laws.
- 3.3 Form of Registers
- .1 The Registers established by the Act and By-laws may be maintained in a written form or by means of a computer record or both.
- 3.4 Amending Information
- .1 No information on the Registers may be altered, amended, deleted or added to except in accordance with the direction of the Council, Registrar or the Registrar's delegate.



### 3.5 Copy of Information

- .1 Upon request, a Member shall be given a copy of the information in the Register of Record that relates to that Member.

## **PART 4 - PRIVILEGES OF MEMBERSHIP**

### 4.1 Attend General Meetings

- .1 All Members of the Association are entitled to attend General Meetings and to participate in discussions at General Meetings.

### 4.2 Vote

- .1 Only Persons in the following categories of Membership may vote at General Meetings:
  - .1 Registered Member
  - .2 Associate Member
  - .3 Fellow Member

### 4.3 Receive Publications

- .1 All Members of the Association are entitled to receive the Association's publications and all other regular mailings of the Association.

### 4.4 Member of Council

- .1 Only Persons in the following categories of Membership may hold a Council position:
  - .1 Registered Member
  - .2 Associate Member
  - .3 Fellow Member
- .2 Members in any category of Membership are entitled to be appointed as Ex Officio Members of Council.

### 4.5 Member of Practice Review Committee

- .1 Only Persons in the following categories of Membership may be appointed to the Practice Review Committee:
  - .1 Registered Member
  - .2 Associate Member
  - .3 Fellow Member
- .2 Practice Review Committee Members must have been actively practising in the field of interior design in one of the categories of membership in this Association for at least one year in the three years immediately preceding that Person's appointment to the Practice Review Committee.

#### 4.6 Member of Registration Committee

- .1 Only Persons in the following categories of Membership may be appointed to the Registration Committee:
  - .1 Registered Member
  - .2 Associate Member
  - .3 Fellow Member
- .2 Registration Committee Members must have been actively practising in the field of interior design in one of the categories of membership in this Association for at least one year in the three years immediately preceding that Person's appointment to the Registration Committee.

#### 4.7 Member of Other Committees

- .1 All Members are entitled to be a member of Association Committees other than the Practice Review Committee and the Registration Committee.
- .2 Only Persons in the following categories of Membership may be appointed as Chairperson of an Association Committee:
  - .1 Registered Member
  - .2 Associate Member
  - .3 Fellow Member

### **PART 5 - OBLIGATIONS OF MEMBERSHIP**

#### 5.1 Comply with By-laws

- .1 Each Member shall comply with the By-laws.

#### 5.2 Pay Fees

- .1 Each Member shall pay to the Association, as and when requested all fees, dues and levies assessed on the Member together with any penalties or interest for late payment as may be approved or as established in these By-laws.

#### 5.3 Provide Information for Register

- .1 Each Member shall provide to the Registrar any information that is to be contained in the Register for that Person.

#### 5.4 Maintain Information

- .1 Each Member shall advise the Registrar of any changes to the information contained in the Register with respect to that Person within a reasonable time of such change.

#### 5.5 Request to Transfer Categories

- .1 A Member may apply to transfer from any category of Membership to any other category of Membership.

- .2 A Member that wishes to transfer from one category of membership to another category of membership must tender such a request in writing to the Registrar. The Registrar may approve or deny the request or may defer the request to Council for a decision.

#### 5.6 Leave of Absence

- .1 A Leave of Absence may be granted to any current:
  - .1 Registered Member
  - .2 Provisional Member
  - .3 Associate Member
  - .4 Fellow Member
- .2 Members who have been granted a Leave of Absent shall comply with the By-laws.
- .3 A Member on a Leave of Absence may continue to use all designations, which denote their membership classification, following their name to denote Membership in the Association.

#### 5.7 Answer Practice Inquiries

- .1 Any Member that is required to appear before or reply to inquiries from the Practice Review Committee, or a Person conducting a preliminary investigation shall appear when directed to do so and reply to all inquiries promptly and forthrightly and to the best of their knowledge.

#### 5.8 Ethical Conduct

- .1 Members shall at all times conduct themselves in accordance with the Code of Ethics of the Association.

#### 5.9 Expulsion

- .1 A Member may be expelled from the Association with just cause, for any reason including, but not limited to:
  - .1 failure to pay any assessed fees or levies
  - .2 failure to maintain professional liability insurance coverage
  - .3 failure to fulfill all requirements for currency as prescribed by Council
  - .4 failure to complete examinations prescribed by Council
  - .5 failure to fulfill all requirements for continuing education as prescribed by Council
  - .6 failure to renew annual Leave of Absence continuance
  - .7 failure to abide by the Code of Ethics of the Association
  - .8 on recommendation from the Practice Review Committee, or
  - .9 failure to fulfil any other requirements of Membership prescribed by Council or these By-laws.
- .2 A Member whose Membership has been expelled may be reinstated in the Association upon:
  - .1 payment of any outstanding fees and levies
  - .2 proof of renewal of professional liability insurance coverage
  - .3 completion of examinations prescribed by Council
  - .4 fulfillment of continuing education requirements as prescribed by Council

- .5 renewal of annual Leave of Absence continuance
  - .6 payment of fines imposed by Council, and
  - .7 fulfillment of all other conditions prescribed by Council
- .3 Membership shall be reinstated only on recommendation from the Practice Review Committee and a resolution of Council.

## **PART 6 - DUTIES AND POWERS OF THE ASSOCIATION**

### 6.1 Corporation

- .1 The Association is a corporation governed by the Act and subject to the Act has the capacity, rights, powers and privileges of a natural Person.

### 6.2 Governed by Council

- .1 The Association shall be governed by Council. Council shall manage and conduct the business and affairs of the Association and exercise the rights, powers and privileges of the Association in the name of and on behalf of the Association.

### 6.3 Annual General Meetings

- .1 The Association shall hold an Annual General Meeting at least once in each fiscal year.

### 6.4 Special General Meeting

- .1 The Association shall hold Special General Meetings when required pursuant to the in these By-laws.

### 6.5 Fiscal Year

- .1 The fiscal year of the Association shall be from January 1st in each year to December 31st in the same year.

### 6.6 Membership Year

- .1 The Membership year of the Association shall be from January 1st in each year to December 31st in the same year.

### 6.7 Head Office

- .1 The head office of the association shall be located in the Province of Alberta.
- .2 The Association may establish such other offices within Alberta, as Council deems necessary.
- .3 The premises occupied by the Association shall be determined by Council.

### 6.8 Determine Fees

- .1 The Association may determine, from time to time, the amounts to be raised and collected from the Members for

the government, management and conduct of the Association's affairs.

6.9 Deposit and Invest Funds

- .1 All monies of the Association shall be deposited from time to time to the credit of the Association in such manner as prescribed by Council.

6.10 Benefit Programs

- .1 The Association may from time to time establish scholarships, fellowships or any other educational incentive or benefit programs approved by Council.

6.11 Seal of the Association

- .1 The Association shall have a seal, which shall have inscribed thereon "Registered Interior Designers of Alberta". The Seal shall be kept at the Association's office.

6.12 Signing Authorities

- .1 All cheques or other payment items issued or endorsed in the name of the Association shall be signed by such officers, employees or agents of the Association in such manner as shall be determined from time to time by resolution of the Council.

**PART 7 - THE COUNCIL**

7.1 Council has Powers of Association

- .1 The Council shall have vested in it the powers of the Association and shall enforce the provisions hereof subject always however to any restrictions imposed or directions given at a General Meeting.

7.2 Composition of Council

- .1 The Council shall consist of:
  - .1 Not fewer than 3 and no more than 8 Registered Members, or Associate Members or Fellow Members.
  - .2 The following Appointed Members:
    - i The I.D.C. liaison who shall be a Registered Member or a Fellow Member who was formerly a Registered Member
    - ii One representative of each chapter of the Association
    - iii Any Ex Officio Members
  - .3 The Past-President
  - .4 One member of the General Public

### 7.3 Eligibility

- .1 Council Members must have been actively practising in the field of interior design in one of the categories of membership in the Interior Designers of Alberta for at least one year in the three years immediately preceding election to Council.
- .2 Members are eligible for Council as stated in Part 3, above.

### 7.4 Term of Office

- .1 Except as set out below Councillors shall hold office for a term of approximately 2 years, such term expiring not later than the close of the second Annual General Meeting of the Association following the particular Councillor's election or until their successors are appointed or elected.
- .2 The following Members of Council shall hold office for terms other than two years:
  - .1 The Association's National Liaison with IDC shall hold office for a term as prescribed by IDC.
  - .2 The Past President shall automatically assume that position upon retiring from the office of President and shall remain as Past President until the retirement of the then current President.
  - .3 The two-year terms shall be staggered so that one half of the members retire annually.
- .4 At the conclusion of each Annual General Meeting, all the Councillors whose term expires at the meeting shall retire from office and the new Councillors who have been elected to Council shall immediately take office.

### 7.5 Re-election

- .1 A retiring Councillor shall be eligible for re-election but may only be elected for a maximum of three consecutive terms in one position or combined positions.

### 7.6 Procedure for Election

#### .1 Nominations

- .1 Council shall prescribe the format for the call for and close of nominations.
- .2 The period for the call of nominations shall be no less than 90 days immediately preceding the Annual General Meeting.
- .3 Members who are entitled to vote at an Annual General Meeting may nominate other Members.
- .4 A nomination must be made in writing and be accompanied by the consent of the nominated Member.
- .5 Close of nominations shall be at least 30 days prior to the Annual General Meeting.
- .6 The nomination period must remain open for a minimum of 30 days.

- .7 The slate of candidates must be distributed to all Members at least 21 days prior to the Annual General Meeting.

## .2 Election

- .1 At the Annual General Meeting those Members in attendance who are entitled to vote may vote for as many Councillors as there are positions vacant from the nominated candidates.
- .2 The election shall be conducted by way of secret ballot.
- .3 The same number of candidates as there are vacant Council positions, who receive the most number of votes shall be considered elected.
- .4 If any of the nominated candidates that have received enough votes to be elected to Council receive the same number of votes as any other candidate or candidates, then a second vote shall be taken consisting of all of the candidates who received that number of votes. If upon this second vote there is another tie, then the chairperson of the Nominations Committee shall cast an additional vote to break the tie.
- .5 The Nominations Committee Chairperson, or in the chairperson's absence a designated member of the Nominations Committee shall present the results of the election at the Annual General Meeting.
- .6 Any Member who was nominated may demand a recount and the Nominations Committee Chairperson or designated member of the Nominations Committee shall conduct a recount in the presence of one individual appointed by the Member demanding the recount. The Nominations Committee Chairperson or designate shall present the results of the recount to the Annual General meeting.
- .7 Following all recounts and if there are no further objections to the count, then the Nominations Committee Chairperson or designate shall declare the election closed and all Members of Council duly elected to hold office.
- .8 Nominations Committee Chairperson or designate shall destroy all of the ballots immediately after the Annual General Meeting.
- .9 If, after the recount another objection is made, then the Nominations Committee Chairperson or designate shall retain, in a safe place, all of the ballots and shall declare the election closed and all Members of Council elected deemed to be duly elected to hold office pending any appeal to a court of competent jurisdiction which any individual may choose to pursue.

## 7.7 Shortage of Councillors

- .1 If at any election of Councillors all vacancies on the Council are not filled, the Members elected to Council may appoint the additional Councillors required to meet the minimum number of Councillors required by the Act or these By-laws.

## 7.8 Officers of the Association

- .1 The Officers of the Association shall be the:
  - .1 President
  - .2 Vice President
  - .3 Secretary - Treasurer

- .4 Registrar.
- .2 The Officers of the Association shall be elected from within Council as prescribed by the Act.
- .3 The duties of Officers shall be, such as their titles by general usage would indicate, as may be required by law, noting:
  - .1 The President shall:
    - .i Act as the chief operating officer of the Association.
    - .ii Be subject to the authority of the Council, shall have general supervision of the business and affairs of the Association.
    - .iii Have such other powers and duties as the Council may specify.
    - .iv Preside at all meetings of the Members and of the Council,
    - .v Be an ex-officio member of all committees of the Association.
  - .2 The Vice President shall:
    - .i In the event of the President's absence, disability, or refusal to act, the Vice-President will assume the duties of the President.
    - .ii Perform those duties, as may be required by law, such as the title would indicate, or as assigned by the Council from time to time.
  - .3 The Secretary - Treasurer shall:
    - .i Act as the Secretary to all Council meetings and meetings of the Members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at such meetings.
    - .ii Give or cause to be given as and when instructed all notices to Members, Councillors, Officers, auditors and members of the committees of the Council.
    - .iii Act as the custodian of the seal, any, of the Association.
    - .iv Have charge of all books, papers, reports, certificates, records, documents and instruments belonging to the Association.
    - .v Register and file of all reports, certificates and all other documents required by law to be registered or filed by the Association.
    - .vi Collect and receive all annual dues or other fees or assessments approved by the Members to the Association by resolution, and ensure that such dues or other fees or assessments be turned over to the Treasurer for deposit in the bank account of the Association;
    - .vii Certify any documents of the Association except when some other Officer or agent has been appointed for any such purpose.
    - .viii Exercise such other powers and authority for any such purpose and shall perform such other duties as may from time to time be prescribed by the Council or the President.
    - .ix Develop and review of fiscal procedures.
    - .x Develop and maintain of the annual budget.
    - .xi Maintain proper accounting records in compliance with the Act.
    - .xii Deposit monies and other valuable effects of the in the name and to the credit of the Association in such banks or other depositories as the council may from time to time designate.
    - .xiii Oversee the disbursement of the funds of the Association.
    - .xiv Render an account of all financial transactions and of the financial position of the Association whenever so directed.
    - .xv Exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the Council or the President.
- .5 The Registrar shall:



- .i Maintain the Registers of the Association.
- .ii Collect and receive all annual dues or other fees or assessments and ensure that such dues or other fees or assessments are turned over to the Treasurer.
- .iii Receive and review all applications for membership in the Association.
- .iv Issue certificates and other forms of record of membership to Members in good standing.
- .v Oversee the continuing education program of the Associations.
- .vi Exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the Council or the President.

#### 7.9 Members of Public on Council

- .1 The duties of the Member of Public will be prescribed by Council.
- .2 The Member of Public shall be entitled to vote on every matter before Council.

#### 7.10 Appointed Members of Council

- .1 An Appointed Member must meet the membership criteria for appointment to Council and have experience or a valuable contribution, skill, knowledge or insight to offer Council that is considered an asset to current issues before Council.
- .2 An Appointed Member may also be appointed to Council by a majority of the voting Members of Council.
- .3 An Appointed Member shall hold office for a term of approximately one year commencing at the first Council meeting after each Annual General Meeting and terminating at the end of the next Annual General Meeting during their term of office.
- .4 A retiring Appointed Member shall be eligible for re-appointment to a maximum of three consecutive terms with the exception of the IDC liaison.
- .5 The duties of an Appointed Member shall be prescribed by Council.
- .6 An Appointed Member shall be entitled to vote on any matter before Council.
- .7 The Members of Council entitled to vote may, by a majority vote at any meeting of Council, remove an Appointed Member from Council.

#### 7.11 Ex Officio Members

- .1 An Ex Officio Member must meet the membership criteria for appointment to Council and have experience or a valuable contribution, skill, knowledge or insight to offer Council that is considered an asset to current issues before Council.
  - .2 An Ex Officio Member may also be appointed to Council by a majority of the voting Members of Council.
- .3 An Ex Officio Member shall hold office for a term of approximately one year commencing at the first Council meeting after each Annual General Meeting and terminating at the end of the next Annual General Meeting during their term of office.
  - .4 A retiring Ex Officio Member shall be eligible for re-appointment for a maximum of three consecutive terms.
  - .5 The duties of an Ex Officio Members shall be prescribed by Council.

.6 Ex Officio Members of Council shall not be entitled to vote on any matter before Council.

.7 The Members of Council entitled to vote may, by a majority vote at any meeting of Council, remove an Ex Officio Member from Council.

#### 7.12 Written Resolutions

.1 A written resolution of the Council signed by all of the Councillors entitled to vote has the same effect as a resolution of the Council adopted at a meeting of the Council duly convened and held.

#### 7.13 Good Faith

.1 All acts done in good faith by the Council are, notwithstanding that there was some defect in the appointment or continuance in any office of any Councillor, as valid as if the Councillor had been duly continued in office.

#### 7.14 Vacancy

.1 Where a vacancy occurs on the Council, the Council may appoint a Member that is eligible for membership on Council as set out in Section 8.3 to fill that office for the remainder of the former Councillor's term.

#### 7.15 Deemed Vacancy

.1 The office of a Councillor shall be deemed to be vacated if the Councillor:

- .1 becomes insolvent or falls into arrears greater than 30 days in payment of any fees, dues or levies assessed by the Association
- .2 is found to be of unsound mind or mentally incompetent by any Canadian court of law
- .3 is convicted of an indictable offence
- .4 dies
- .5 resigns in writing
- .6 has his or her membership suspended or cancelled, or
- .7 is absent from 2 consecutive meetings of the Council without permission of the Council and it is resolved at a subsequent meeting of the Council that the Councillor's office be vacated

#### 7.16 Removal from Council

- .1 The Members of the Association, may by Special Resolution at a General Meeting, remove any Councillor from Council.
- .2 Twenty percent of the Persons entitled to vote may requisition a General Meeting of the Association for the purpose of removing any Councillor from Council in the manner prescribed for requisitioning meetings set out in these By-laws.

- .3 A vacancy created by the removal of a Councillor may be filled at the General Meeting at which the Councillor is removed.

#### 7.17 Seal

- .1 The Association shall have a seal.
- .2 Any instrument to which the seal is affixed shall be signed by any two of the Officers of the Association.

#### 7.18 Signing Officers

- .1 The Council shall determine, by resolution from time to time, which Officers shall sign cheques, drafts, and other instruments.

#### 7.19 Indemnification

- .1 The Association shall indemnify every Person and her heirs, executors and administrators against all losses costs and expenses, including solicitor and client fees, reasonably incurred by the Person in connection with any action, suit or proceeding to which the Person may be made a party by reason of the Person being or having been a Councillor, Registrar, Officer, Agent or employee of the Association except to the extent such losses, costs and expenses are attributable to the negligence or willful misconduct of the party in question. All liability, losses, damages, costs and expenses incurred or suffered by the Association by reasons or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as an expense of the Association.

### **PART 8 - MEETINGS OF THE ASSOCIATION**

#### 8.1 Annual and Special General Meetings

- .1 All General Meetings of the Association other than Annual General Meetings shall be called Special General Meetings.

#### 8.2 Parliamentary Procedure

- .1 All General Meetings shall be conducted according to the parliamentary rules of procedure as set out in the most current edition of Robert's Rules of Order except as otherwise provided for herein.

#### 8.3 Place of General Meetings

- .1 General Meetings shall be held at any place in the Province of Alberta set by Council unless by Ordinary Resolution at a General Meeting it is resolved that a particular General Meeting be held outside of Alberta.

#### 8.4 Convening of Meetings

- .1 The Council will convene an Annual General Meeting as and whenever required by the provisions of these By-laws.
- .2 The Council may, whenever it thinks fit, convene a Special General Meeting.

.3 The Council shall convene a Special General Meeting upon requisition by the Members.

#### 8.5 Meeting on Requisition

.1 A written request made by Members entitled to vote at a General Meeting and representing 20% of the total Members entitled to vote, may requisition a General Meeting.

.2 The requisition may consist of any number of documents of like form each signed by one or more Members entitled to vote. Each copy shall state the business to be transacted at the General Meeting.

.3 Within 14 days of receiving the requisition, Council shall send out the notice of meeting to transact the business stated in the requisition. If Council has previously called a General Meeting for some time in the 60 days following the receipt of the requisition, the business stated in the requisition shall be dealt with at the previously scheduled General Meeting.

.4 If the Council does not send out the notices necessary to call a General Meeting within 21 days after receipt of the requisition, any Member entitled to vote who signed the requisition may call the meeting.

.5 A meeting called under this section shall be called in the manner in which meetings are to be called pursuant to the By-laws. The business to be transacted that was set out in the requisition shall be determined by Special Resolution at such meeting and the Council shall govern itself according to such resolution.

#### 8.6 Notice of Meeting

.1 Written notice of meeting shall be given to all Members at twenty-one days prior to the date of a General Meeting.

.2 The notice of every General Meeting shall specify:

.1 the place, the date and the hour of meeting

.2 the nature of that business in sufficient detail to permit Members entitled to vote to form a reasoned judgement on that , and

.3 the text of any special resolution to be submitted to the meeting.

.3 An accidental omission to give that notice to any Member entitled to vote or non-receipt of that notice by any Member entitled to vote does not invalidate any proceedings at any such meeting.

.4 Service of any notice shall be deemed sufficient service upon the Persons entitled to vote if addressed to the last known address of the Persons entitled to vote and posted by prepaid post within Alberta.

#### 8.7 Chairperson of Meeting

.1 The President and in the President's absence the Vice-President, shall act as the Chairperson of the meeting.

.2 In the absence of both the President and the Vice-President, a Chairperson shall be elected from amongst the Councillors present in person.

.3 The Chairperson shall not be entitled to vote except to break a tie.

#### 8.8 Quorum Required

- .1 Except as otherwise provided in these By-laws, no business shall be transacted at any General Meeting unless a quorum of Persons entitled to vote is present at the time when the meeting proceeds to business.
- .2 A quorum for a General Meeting consists of not less than 10% of all the Persons entitled to vote being present in Person.

#### 8.9 Adjournment for Lack of Quorum

- .1 If, within 30 minutes from the time appointed for a General Meeting, a quorum is not present, the meeting shall stand adjourned to a day and time within the following fourteen days at a place and time decided upon by the majority of those Members entitled to vote present at the time.
- .2 If, at the second meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members entitled to vote who are present shall constitute a quorum.

#### 8.10 Resolution

- .1 On a show of hands or on a poll, each Member entitled to vote shall have one vote.
- .2 Except for those matters requiring a Special Resolution or unanimous resolution all matters shall be determined by Ordinary Resolution.
- .3 A resolution shall be decided by a show of hands unless a poll by secret ballot is conducted.
- .4 A declaration by the Chairperson that a resolution has on the show of hands, been carried is conclusive proof of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

#### 8.11 Demand for Poll by Secret Ballot

- .1 A Member entitled to vote who is present in person may demand a poll by secret ballot on any resolution.
- .2 If such a demand is made there shall be a vote, decided by a show of hands, to determine whether the vote on the resolution shall be conducted by secret ballot.
- .3 If 25% or more of the Members entitled to vote, who are present in person, are in favour of a poll by secret ballot, then a resolution will be voted on by secret ballot.
- .4 A Member who demands a secret ballot may withdraw that demand and on the demand being withdrawn, the poll shall be taken by a show of hands.

#### 8.12 Method of Taking a Poll

- .1 A poll shall be taken by Members entitled to vote by writing on a ballot whether they are in favour of or against a particular motion.

- .2 The Chairperson and two scrutineers appointed by the Chairperson shall count the results of the poll.
  - .3 The Chairperson shall advise the meeting of the number of votes in favour of the motion and the number of votes against the motion and such results of the poll declared by the Chairperson shall be deemed conclusive proof of the number of both recorded in favour of or against the motion.
- 8.13 Forms of Voting
1. Proxy votes are not allowed.
  2. Votes may be given in person, or by mail or any electronic format prescribed by Council. The ballot returned via mail or electronic format must bear the written signature of the Member eligible to vote.
- 8.14 Ineligible if in Arrears
1. When, at the time of a General Meeting a Member is in arrears on any fees, dues or levies owing to the Association, that Member is ineligible to cast a vote at that meeting.
- 8.15 Eligible if Fees Waived
- .1 Notwithstanding the above, a Member shall be eligible to vote at a General Meeting if Council has waived the payment of all or part of that Member's fees, dues or levies or if Council has varied the time for payment for all or part of that Member's fees, dues or levies and if that Member is not in default of the waived fees or varied obligations as set out by Council.

## **PART 9 - MEETINGS OF THE COUNCIL**

- 9.1 Parliamentary Procedure
- .1 All meetings of the Council shall be conducted according to the parliamentary rules of procedure as set out in the most current edition of Robert's Rules of Order except as otherwise provided for herein.
- 9.2 Convening of Meetings
- .1 The President may at any time, and the Secretary upon the request of any 3 Councillors, convene a meeting of the Council at any place where a majority of Councillors agree.
- 9.3 Notice of Meeting
- .1 Notice of the time, date and place of each meeting of the Council shall be given to each Councillor not less than 48 hours before the time when the meeting is to be held.
- 9.4 Periodic Meetings Without Notice
- .1 The Council may appoint a regular time and place for its meetings.

- .2 A copy of any resolution by which it is determined to hold such periodic meetings shall be sent to each Councillor forthwith after it is passed, and forthwith to each Councillor who is subsequently elected or appointed.
  - .3 No other notice is required for any such periodic meeting, except where the By-laws requires the purpose of the meeting or business to be transacted at the meeting to be specified.
- 9.5 Waive Notice of Meeting
- .1 Any Councillor may waive notice of a meeting before, during or after the meeting and such waiver shall be deemed the equivalent of receipt of due notice of the meeting.
- 9.6 Adjourned Meeting
- .1 If a meeting of the Council is adjourned, notice of the new meeting is not required of the time and place of the new meeting is announced at the time the original meeting is adjourned.
- 9.7 Attendance at Council Meetings
- .1 All Members are entitled to attend Council meetings except for any part of a meeting that is held in camera.
  - .2 All Members shall be entitled to make brief submissions respecting relevant matters during the portion of the agenda when new business is dealt with or when submissions are solicited by Council.
  - .3 Notice of one's intent to attend a meeting shall be submitted in writing to head office at least seven days prior to the meeting.
- 9.8 Quorum
- .1 No business shall be transacted at any meeting of the Council unless a quorum of Councillors entitled to vote is present at the time when the meeting proceeds to business.
  - .2 A quorum for a meeting of the Council consists of one-half or where 1/2 of the Council Members entitled to vote is not a whole number, the whole number that is closest to and greater than 1/2 of the Members of Council entitled to vote.
- 9.9 Majority Vote
- .1 Matters considered at any meeting of the Council shall be decided by a majority of votes cast upon each matter.
  - .2 The Chairperson shall have a vote on all matters.
- 9.10 Tie Vote
- .1 In cases of an equality of votes, the Chairperson, if the Chairperson is not the speaker, shall have an extra or deciding vote to break the tie.

#### 9.11 Telephone Attendance

- .1 When a Councillor is unable to attend a meeting in Person she may participate in the meeting by telephone, and a Councillor participating in a meeting by telephone shall be deemed to be present and shall be entitled to speak and vote at the meeting, and shall be counted as part of the quorum therefor.
- .2 The Councillor participating by telephone shall be counted as part of the quorum for only that part of the meeting during which the Councillor is in communication by telephone.

#### 9.12 Resolution in Writing

- .1 A resolution in writing signed by all of the Councillors entitled to vote without their meeting together shall be as valid as if it had been passed at a meeting of the Council duly called and held, and consent to such resolution may be evidenced by means of several documents in the same form each signed by one or more Councillors, or by means of telegram, telex, telecopier, computer or any other method of transmitting written material.

### **PART 10 - COMMITTEES**

#### 10.1 Standing Committees

- .1 Standing committees of the Association shall be established by Council to conduct such business and perform such duties as may from time to time be determined and shall report annually to Council.
- .2 The following standing committees are established in the Association:
  - .1 Nominations Committee
  - .2 Registration Committee
  - .3 Practice Review Committee.

#### 10.2 Nominations Committee

- .1 The Nominations Committee shall consist of the Past-President, who shall act as chairperson, and two other Registered Members, Associate Members or Fellow Members, as appointed by Council.
- .2 The Nominations Committee shall oversee the election of the Council for the upcoming year in accordance with Part 7 above.
- .3 The Nominations Committee shall serve from the time of their appointment until their duties are discharged for the year in which they are appointed.

#### 10.3 Registration Committee

- .1 The Registration Committee is hereby established. All provisions herein are subject to the provisions of the Act whether or not any provisions of this By-law are expressly stated to be so subject.
- .2 The Registration Committee shall be appointed by Council in accordance with the By-laws.



- .3 The Association Registrar shall act as Chairperson.
- .4 The Registration Committee shall meet at the call of the Registration Committee Chairperson.
- .5 A quorum at a meeting of the Registration Committee is 3 Members.
- .6 Responsibilities
  - .1 The Registration Committee shall consider applications from persons to become Members of the Association in accordance with the By-laws and may:
    - .i approve the registration,
    - .ii refuse to approve the registration, or
    - .iii defer approval until the applicant has completed the requirements of membership and/or fulfilled other requirements prescribed by Council.
  - .2 The Registration Committee shall send a written notice of any decision made by it to the applicant.
  - .3 On entering the name of a Person in the register of Members, the Association Registrar shall issue a certificate of registration to that Person.
  - .4 If the decision made by the Registration Committee is to refuse the registration of the applicant, written reasons for the decision shall be sent to the applicant.
- .7 Appeals
  - .1 An applicant whose application for registration is refused by the Registration Committee may, by written notice served on the Association Registrar within 30 days of receiving a notice of refusal and the reasons for it, appeal to the Council, and the notice of appeal shall set out the reasons why, in the applicant's opinion, the application for registration should be approved.
  - .2 An applicant who appeals a decision of the Registration Committee:
    - .i shall be notified in writing by the Association Registrar of the date, place and time that the Council will hear the appeal, and
    - .ii is entitled to appear with counsel and make representations to Council when it hears the appeal.
  - .5 A Member of the Registration Committee who is also a Member of Council may participate in the appeal but shall not vote on a decision of Council under this section and shall not be counted for the purposes of a quorum.
  - .6 On hearing an appeal, the Council may make any decision the Registration Committee may make, and shall notify the applicant in writing of its decision.
- 10.4 Practice Review Committee
  - .1 The Practice Review Committee is hereby established. All provisions herein are subject to the provisions of the Act whether or not any provisions of this By-law are expressly stated to be so subject.

- .2 The Practice Review Committee shall be appointed by Council in accordance with the By-laws.
- .3 The Association Vice-President shall act as Chairperson.
- .4 The Practice Review Committee shall meet at the call of the Practice Review Committee Chairperson.
- .5 A quorum at a meeting of the Registration Committee is 3 Members.
- .6 The Practice Review Committee may, on its own initiative, and shall, at the request of the Council, inquire into and report to and advise Council in respect to:
  - .1 the assessment and development of educational standards, examination, experience and continuing education requirements that are conditions precedent to registration in all categories of membership
  - .2 the evaluation of desirable standards of competence of the practice of interior design generally
  - .3 any other matters that Council from time to time considers necessary or appropriate in connection with the exercise of its powers and the performance of its duties in relation to the competence in the practice of interior design
  - .4 the practice of interior design generally
  - .5 the review of a Member's practice in the field of interior design following the receipt of a written complaint
  - .6 recommendations regarding the said review of a Member's practice or any of the above noted items.
- .7 The Practice Review Committee shall give reasonable notice to a Member of its intention to conduct a review the said Member.
- .8 After each inquiry or review the Practice Review Committee shall:
  - .1 make a written report to Council on the inquiry or review and, where appropriate, on its decision
  - .2 make recommendations, together with reasons, to Council regarding the matter inquired into or reviewed
  - .3 make recommendations to the Member as to that Member's conduct in the practice of interior design, and/or
  - .4 if it is of the opinion that the conduct of the Member constitutes or may constitute either unskilled practice of the profession or professional misconduct, make recommendations regarding the discipline of that Member.
- .9 A complaint made to the Practice Review Committee shall be in writing and signed by the Complainant. The Practice Review Committee, with respect to hearings before it, and Council with respect to reviews by it, may order the investigated Person to pay the following costs:
  - .1 the fee payable to the lawyer advising the Practice Review Committee or Council at the hearing or review and the fee payable to the lawyer acting in a prosecutory role at the hearing or review
  - .2 the cost of recording the evidence and preparing transcripts

- .3 the expenses of the Members constituting the Practice Review Committee including, without limitation, the per diem allowances of those Members
  - .4 any other expenses incurred by the Association that are incidental to the hearing or review.
  - .10 Where the Council determines that a complaint is frivolous or vexatious, it may order the complainant to pay the following:
    - .1 the fee payable to the lawyer advising Council at any hearing held by the Council, and
    - .2 any other expenses incurred by the Association that are incidental to any hearing held by Council
  - .11 The registration of a Member is cancelled or suspended when the decision to cancel or suspend the registration is made in accordance with the Act or the By-laws, and:
    - .1 The Registrar shall enter a memorandum of the cancellation or suspension of the registration in the appropriate register indicating:
      - .i the date of the cancellation or suspension
      - .ii the period of the suspension
      - .iii the nature of any finding
    - .2 If the registration of a Member is cancelled, the person whose registration is cancelled shall, on request, surrender to the Association Registrar all documents relating to the registration.
  - .12 The Registrar shall not cancel the registration of a Member at the request of the Member unless the request for cancellation is approved by Council.
  - .13 The Council shall direct the Registrar to cancel the registration of any Person that is entered in error in a register.
  - .14 The Council may publish, in any manner it considers appropriate, notice of the suspension or cancellation of the registration of a registered Member.
  - .15 If the registration of a Member has been suspended for a fixed period, the registration shall not be reinstated before the expiration of that period except by order of Council or a court of competent jurisdiction.
- 10.5 Special Committees
- .1 The Council may appoint special committees, and/or task forces from time to time as required.
  - .2 The President of Council shall appoint a chairperson of all special committee so appointed, subject to the ratification by the Council, to serve for the duration of that committee's deliberations and submission of its report.
  - .3 The Council shall determine the mandate and term of office of any special committee.

## **PART 11 - CHAPTERS**

### 11.1 Established by Council

- .1 The Council may establish regionally based Chapters to facilitate:
  - .1 Communication between the Association and its Members
  - .2 Communication between individual Members
  - .3 Ongoing and special programs and projects
- .2 A Chapter shall be established by a resolution of Council on its own initiative or upon the written request of a minimum of 6 Members who reside within a defined region and who are for Members in the Association.

### 11.2 Chapter Membership

- .1 Each Chapter shall have a minimum of 6 Members.

### 11.3 Executive

- .1 A Chapter shall elect an executive annually, who shall oversee the operations of the Chapter.
- .2 All chapter executive members may be any Member of the Association with the exception of the Council liaison who shall be appointed by Council and who shall be a Registered Member, Associate Member or Fellow Member.

## **PART 12 - REMUNERATION AND BORROWING POWERS**

### 12.1 Remuneration

- .1 No Councillor, Officer or Committee Member of the Association shall receive any remuneration unless they are also employees of the Association.
- .2 Each Councillor, Officer or Committee Member shall be reimbursed for out of pocket expenses incurred by him or her in carrying out their duties on behalf of the Association to the extent that such expenses have been approved by the Council.

### 12.2 Borrowing

- .1 The Association may borrow such funds as may be necessary for the proper running of the Association provided that such borrowing shall be approved by a majority of three-quarters ( $\frac{3}{4}$ ) of the Members entitled to vote at a duly called General Meeting.

## **PART 13 - AUDIT OF ACCOUNTS**

### 13.1 Audit of Accounts

- .1 The Association shall, each year, appoint auditors to examine the accounts of the Association and to report to the Annual Meeting the findings of this audit.
- .2 The remuneration of auditors of the Association shall be fixed by Council.

## **PART 14 - MISCELLANEOUS PROVISIONS**

### 14.1 Severable

- .1 The provisions hereof shall be deemed independent and severable and the invalidity, in whole or in part, of any portion of this By-Law does not affect the validity of the remainder of the By-Law, which shall continue in full force and effect as if such invalid portion has never been included herein.

### 14.2 Amendment of By-laws

- .1 These By-laws or any of them may be added to, amended or repealed in whole or in part when approved by a vote of at least three-quarters (3/4's) of Persons entitled to vote who are present and voting at a General Meeting.

### 14.3 Notices

- .1 Unless otherwise expressly provided in these By-laws, service of any notices required to be given under the Act, or these By-laws shall be sufficiently given if sent by prepaid mail to the last address give to the Association. Any notice given by mail shall be deemed to have been received 96 hours after it is posted. The word "notices" shall include any request, statement or other writing required or permitted to be given under the Act, or these By-laws.