

BY-LAW NO. 81-4
of THE PROFESSIONAL INTERIOR DESIGNERS INSTITUTE OF MANITOBA
being a By-law to amend By-law No. 811
(the General By-laws of the PIDIM)

A By-law relating generally to the transaction of the business and affairs of The Professional Interior Designers institute of Manitoba.

Any notice required set forth in these By-Laws may be provided by electronic means.

These By-Laws are enacted in accordance with *The Professional Interior Designers Institute of Manitoba Act*, C.C.S.M. c. I57.

SECTION 1 INTERPRETATION

1:01 Definitions

In the By-laws of the Association, unless the context otherwise requires:

- (a) "**Act**" means *The Professional Interior Designers Institute of Manitoba Act* C.C.S.M. c. I57, and all amendments and regulations thereto, and any statute that may be substituted therefore, as from time to time amended.
- (b) "**Accredited Education Program**" means an interior design education program that is accredited by an accrediting organization approved by the Council.
- (c) "**Association**" means the Association incorporated by the Act, and named The Professional Interior Designers' Institute of Manitoba ("PIDIM").
- (d) "**By-laws**" means this By-law and all other By-laws of the Association from time to time in force and effect.
- (e) "**Council**" means the Council of the Association established by Section 3 of the Act.
- (f) "**Professional Development Program**" refers to the program of Continuing Education required by the Association as a requirement of membership in the Association;
- (g) "**recorded address**" means in the case of a Member, Councillor, Officer or Auditor, their latest address as recorded in the records of the Association.
- (h) "**recorded email address**" means in the case of a Member, Councillor, Officer or Auditor, their latest email address as recorded in the records of the Association.

- (i) **"Signing Officer"** means, in relation to any instrument, any person authorized to sign the same on behalf of the Association by Section 2:03.

1:02 Interpretation

Unless specifically indicated herein, words and expressions defined in the Act have the same meaning when used in these By-laws, and in the event of a conflict, the definition in the Act prevails. Words importing the singular include the plural and vice versa; words importing gender neutrality and words importing the neuter gender include the masculine and feminine genders; and words importing persons include individuals, bodies corporate, partnerships, trusts, and other unincorporated organizations.

SECTION 2 BUSINESS OF THE ASSOCIATION

2:01 Registered Office

The registered office of the Association shall be in the Province of Manitoba and at such location therein as the Council may from time to time determine.

2:02 Financial Year

Until changed by the Council, the financial year of the Association shall end on the 31st day of December in each year.

2:03 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by two persons who hold the offices of President, Vice-president, Treasurer, Registrar, or Executive Director (the "Signing Officer(s)"). In addition, the Council may, from time to time, direct the manner in which instruments may or shall be signed by the Signing Officer(s).

SECTION 3 OBJECTIVES OF THE ASSOCIATION

3:01 Objects

The objects of the Association are to uphold and protect the public interest in the delivery of professional interior design services with competence, integrity and independence.

SECTION 4 MEMBERSHIP

4:01 Membership Register

The Council shall cause to be kept a Register in which the names of all Members of the Association are recorded.

4:02 Professional Members (Resident and Non-Resident)

4:02.1 Qualifications for Professional Membership

Any person who furnishes such evidence to the Council as it may require that they:

- (a) (i) have successfully completed an Accredited Education Program; or
- (ii) have successfully completed an interior design education program which the Council considers to meet the minimum requirements for accreditation by an accrediting organization approved by the Council; or
- (iii) have through education or experience acquired all of the skills required of a graduate of an Accredited Education Program;
- (b) are of good moral character such that, if they practice, they will not constitute a danger to the public;
- (c) have applied in writing in a form prescribed by the Council;
- (d) (i) have been engaged in the practice of interior design in Manitoba for a period of two years subsequent to completion of the educational requirements set forth in Section 4:02.1.(a); or
- (ii) have been engaged in the practice of interior design elsewhere than Manitoba for a period of two years and has satisfied the Council that they have obtained experience comparable to that required of persons practicing in Manitoba;
- (e) have passed such qualification test as may be prescribed by the Council; and
- (f) have paid the registration fee prescribed by the Council;

and who are approved by the Council, are entitled to become a Professional Member of the Association and to have their name entered in the Register of Members and in the Roster of Professional Members.

4:02.2 Responsibilities and Privileges of Professional Membership

The responsibilities of Professional Members include the following privileges, requirements, and limitations:

Professional Members:

- (a) are voting Members and are entitled to hold office on the Council of the Association;
- (b) are entitled to use the designation "Professional Interior Designer", and may use the initials "PIDIM" after their names as defined by the Act;
- (c) are responsible for informing the Registrar of any changes of information to their listing in the Association's Register of Members;
- (d) must participate in the Professional Development Program that is approved by the Council;
- (e) must prepare and maintain accurate and complete records of their Professional Development Program, in accordance with the criteria established by the Council, and make them available for inspection by the Council on request;
- (f) shall carry professional liability insurance in the minimum amount required by the Council from time to time and submit proof of same to the Association annually;
- (g) shall comply with the Association's Code of Ethics and Rules of Conduct established by the Council from time to time;
- (h) shall submit a resignation to the Association in written form to be addressed to the Registrar of the Association at the time of resignation; and
- (i) shall pay such annual membership dues or fees fixed by the Council.

4:03 Provisional Members, holding conditional Certificates

4:03.1 Qualifications for Provisional Membership

Any person who furnishes such evidence to the Council as it may require that they:

- (a) have met some, but not all, of the conditions of membership set out in 4:02.1. herein; and
- (b) are of good moral character such that, if they practice, they will not constitute a danger to the public;

and who are approved by the Council, are entitled to become a Provisional Member of the Association and to have their name entered in the Register of Members and in the Roster of Provisional Members.

4:03.2 Responsibilities and Privileges of Provisional Membership

The responsibilities of Provisional Members include the following privileges, requirements, and limitations:

Provisional Members:

- (a) are non-voting Members, with the following exceptions:
 - (i) Provisional Members may vote to elect a Provisional Development Councillor and Publicity and Public Relations Councillor to Council;
 - (ii) the Provisional Member(s) on Council are entitled to vote at meetings of Members of the Association.
- (b) are not entitled to hold office on the Council of the Association, with the exception of the offices of Provisional Development Councillor and Publicity and Public Relations Councillor;
- (c) may not use the designation "Professional Interior Designer", "PIDIM", or any other designation denoting membership in the Association, except that:
 - (i) a Provisional Member may use the designation "PIDIM Provisional" provided that the word "Provisional" is in the same font and size as "PIDIM";
- (d) are responsible for informing the Registrar of any changes of information to their listing in the Association's Register of Members;
- (e) must participate in the Professional Development Program that is approved by the Council;
- (f) must prepare and maintain accurate and complete records of their Professional Development Program, in accordance with the criteria established by the Council, and make them available for inspection by the Council on request;
- (g) shall carry professional liability insurance in the minimum amount required by the Council from time to time and submit proof of same to the Association annually;
- (h) shall comply with the Association's Code of Ethics and Rules of Conduct established by the Council from time to time;

- (i) shall submit a resignation to the Association in written form to be addressed to the Registrar of the Association; and
- (j) shall pay such annual membership dues or fees fixed by the Council.

4:04 Associate Members

Associate Members of the Association include: Non-practicing Members; Retired Members; and Student Members.

4:04.1 Qualifications for Associate Membership

Any person who furnishes such evidence to the Council as it may require that they:

(a) Non-Practicing Members/Retired Members:

- (i) are qualified to be included in the Roster of Professional Members or Provisional Members;
- (ii) have applied in writing in a form prescribed by the Council;
- (iii) have paid the registration fee and/or annual membership dues or fees prescribed by the Council; and
- (iv) will not practice as a Professional Interior Designer; or

(b) Student Members:

- (i) are enrolled in the Department of Interior Design at the University of Manitoba or a recognized Interior Design secondary program at the time of their application;
- (ii) have applied in writing in a form prescribed by the Council; and
- (iii) have paid the registration fee and/or annual membership dues or fees prescribed by the Council; and
- (iv) will not practice as a Professional Interior Designer;

and who are approved by the Council, are entitled to become a Member of the Association and to have their name entered in the Register of Members and in the Roster of Associate Members.

4:04.2 Responsibilities and Privileges of Associate Membership

The responsibilities of Associate Members include the following privileges, requirements, and limitations:

4:04.2.1 Non-Practicing Members:

- (a) are non-voting Members;
- (b) may not use the designation "Professional Interior Designer", "PIDIM", or any other designation denoting membership in the Association;
- (c) are responsible for informing the Registrar of any changes of information to their listing in the Association's Register of Members;
- (d) shall comply with the Association's Code of Ethics and Rules of Conduct established by the Council from time to time; and
- (e) shall pay such annual membership dues or fees fixed by the Council.

4:04.2.2 Retired Members:

- (a) are retired Professional Members of the Association;
- (b) are non-voting Members;
- (c) may not use the designation "Professional Interior Designer", "PIDIM", or any other designation denoting membership in the Association, provided that:
 - (i) a Retired Member may use the designation "PIDIM Retired" provided that the word "Retired" is in the same font and size as "PIDIM". These designations shall be used only in direct connection with the name of the individual Retired Member;
- (d) with the exception of all positions on the Executive Council, may hold office in an advisory role on the Council of the Association for a maximum period of 5 consecutive two-year terms;
- (e) are responsible for informing the Registrar of any changes of information to their listing in the Association's Register of Members;
- (f) shall comply with the Association's Code of Ethics and Rules of Conduct established by the Council from time to time; and
- (g) shall pay such annual membership dues or fees fixed by the Council.

4:04.2.3 Student Members:

- (a) are non-voting Members;
- (b) but with the exception of the office of the designated Interior Design Association of Students Councillor, are not entitled to hold office on the Council of the Association;
- (c) may not use the designation "Professional Interior Designer", "PIDIM", or any other designation denoting membership in the Association, provided that:
 - (i) a Student Member may use the designation "PIDIM Student" provided that the word "Student" is in the same font and size as "PIDIM";
- (d) are responsible for informing the Registrar of any changes of information for their listing in the Association's Register of Members;
- (e) shall comply with the Association's Code of Ethics and Rules of Conduct established by the Council from time to time;
- (f) shall pay such annual membership dues or fees fixed by the Council.

4:05 Educator Members

4:05.1 Qualifications for Educator Membership

Any person who furnishes such evidence to the Council as it may require that they:

- (a) are not engaged in the practice of Interior Design, but are contractually engaged in full or part-time teaching or direction of Interior Design education program(s) in a recognized Interior Design education program;
- (b) are of good moral character such that, if they are educating others, they will not constitute a danger to the public;
- (c) have applied in writing in a form prescribed by the Council; and
- (d) have paid the registration fee and/or membership dues prescribed by the Council;

and who are approved by the Council, are entitled to become an Educator Member of the Association and to have their name entered in the Register of Members and in the Roster of Educator Members.

4:05.2 Responsibilities and Privileges of Educator Membership

The responsibilities of Educator Members include the following privileges and limitations:

Educator Members:

- (a) are non-voting Members, with the following exceptions:
 - (i) if they meet the Association's Professional Membership qualification requirements, or were previously a Professional Member, they may vote in accordance with the Professional Member designation; or
 - (ii) if they meet the Association's Provisional Membership qualification requirements, or were previously a Provisional Member, they may vote in accordance with the Provisional Member designation;
- (b) may serve on committees, but with the exception of the office of the designated University of Manitoba Department of Interior Design Councillor, are not entitled to hold office on the Council;
- (c) may not use the designation "Professional Interior Designer", "PIDIM", or any other designation denoting membership in the Association, provided that:
 - (i) an Educator Member may use the designation "PIDIM Educator" provided that the word "Educator" is in the same font and size as "PIDIM". These designations shall be used only in direct connection with the name of the individual Educator Member;
- (d) are responsible for informing the Registrar of any changes of information to their listing in the Association's Register of Members;
- (e) shall comply with the Association's Code of Ethics and Rules of Conduct established by the Council from time to time; and
- (f) shall pay such annual and other fees established by the Council from time to time.

4:06 Rosters

The Association shall cause to be kept separate Rosters containing the names of:

- (a) Professional Members;
- (b) Provisional Members
- (c) Associate Members; and
- (d) Educator Members;

and shall enter the names of registered Members in the appropriate Roster.

4:07 Membership Certificates

The Council shall cause to be issued to each Professional Member and Provisional Member a certificate, signed by the Registrar or President or Executive Director, as evidence of membership in the Association. Each certificate shall indicate the name of the person who is a Member of the Association, the class of membership in which they are registered, the conditions attaching to their membership in the Association, if any, and the date on which the certificate expires.

4:08 New Members

Any person may apply for membership in the Association as a Professional Member, as a Provisional Member with a conditional certificate, as an Associate Member, or as an Educator Member, as the case may be, in the manner and form prescribed by the Council. Every person applying shall indicate the class of membership for which they are applying and shall furnish the Registrar with evidence that they have met the conditions precedent established by the Council for membership in the class of membership of the Association for which they are applying to be registered, as set out herein, or as otherwise prescribed by the Council.

4:09 Membership Dues

The Council may from time to time fix the annual dues or fees payable by Members of each class. The Registrar shall notify the Members of the dues or fees at any time payable by them, and if any are not paid within the set term as determined by Council, the Member in default shall thereupon automatically cease to be a Member of the Association; but any such Members may, upon the payment of all unpaid dues, and/or late registration fees, be reinstated as Members by Council.

4:10 Fellow Members

The designation of "Fellow" may be conferred by Council upon those individuals who are Professional Members of the Association and to whom an honour has been awarded:

- (a) by reason of their distinguished contribution to the profession of interior design;
- (b) by virtue of their demonstrated dedication to the Association through maintaining a high level of involvement within the Association over an extended period of time;
- (c) by virtue of their demonstrated initiative by holding various positions of responsibility and leadership which have made a meritorious contribution to the advancement of the Association and/or the profession of interior design;
- (d) provided that they are of good moral character;

- (e) provided that they comply with the Association's Code of Ethics and Rules of Conduct established by the Council from time to time; and
- (f) where they have been nominated for this designation in accordance with these By-laws.

4:11 Nomination of Fellows

Any two registered Professional Members who have been registered Professional Members for at least three years may jointly nominate a registered Professional Member as a Fellow of the Association. Any nominations shall be submitted to Council in writing not less than 28 days before the annual meeting of the Association in any given year.

4:12 Former Designations of Life, Honourary and Emeritus Members to Continue

Members who were previously recognized as Life Members, Honourary Members and Emeritus Members of the Association shall retain the right to designate themselves as such for so long as the Member adheres to the Association's requirements and complies with the Association's Code of Ethics and Rules of Conduct established by the Council from time to time.

For greater clarity:

- (a) former Life Members may continue to enjoy all the privileges to which their Professional Membership designation entitled them, shall be charged annual membership dues or fees of the Association, and may continue to use the designation set out in paragraph 4:13 herein;
- (b) former Honourary Members may continue to designate themselves as such, and to use the designation set out in paragraph 4:13 herein, but shall not otherwise enjoy any of the rights or privileges of membership in the Association; and
- (c) former Emeritus Members may continue to enjoy all the privileges to which their Associate membership category entitled them, shall not be charged any annual membership dues or fees of the Association, and may continue to use the designation set out in paragraph 4:13 herein.

4:13 Designation of Members

Members may designate their status as follows:

Professional Members	PIDIM or Professional Interior Designer
Provisional Members	PIDIM Provisional
Retired Members	PIDIM Retired
Student Members	PIDIM Student

Educator Members	PIDIM Educator
Fellow Members	PIDIM Fellow
Honourary Members	PIDIM Honourary
Life Member	PIDIM Life
Emeritus Members	PIDIM Emeritus

SECTION 5 BORROWING AND SECURITIES

5:01 Banking Arrangements

The banking business of the Association including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies, or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Council. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Council may from time to time prescribe or authorize.

5:02 Borrowing Power

Without limiting the borrowing powers of the Association as set forth in the Act, the Council may from time to time:

- (a) borrow money upon the credit of the Association;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Association, whether secured or unsecured; and
- (c) mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Association, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Association.

Nothing in this section limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

5:03 Delegation

The Council may from time to time delegate such one or more of the Councillors and Officers of the Association as may be designated by the Council all or any of the powers conferred on the

Council by Section 5:01 or by the Act to such extent and in such manner as the Council shall determine at the time of each such delegation.

SECTION 6 MANAGEMENT

6:01 The Council

The business and affairs of the Association shall be managed by the Council, which may exercise the powers and do all the acts and things that the Association may exercise and do, subject to the Act, these By-laws, and any Rules, not being inconsistent with these By-laws, which are made from time to time by the Council.

6:02 Number of Councillors

The Council shall consist of fifteen (15) Councillors as provided herein. Eight (8) Councillors in attendance shall form a quorum provided that at least five (5) of the Councillors in attendance are elected Councillors.

6:03 Council Positions

The Council shall consist of:

President, Vice President, Registrar, Treasurer, Past President, Professional Development, Continuing Education, Public Relations, Government Relations, Provisional Development, Accrediting Body Representative, University of Manitoba Department of Interior Design Representative, Interior Design Association of Students (IDAS) Representative, and two Lay Councillors.

6:04 Election of Councillors

Nine (9) Councillors shall be elected by the Members of the Association; seven (7) shall be Professional Members, one (1) shall be a Provisional Member, and one (1) shall be either a Professional or Provisional Member, as set out in section 6:05.

6:05 Qualifications of Elected Councillors

Only Professional Members shall be eligible to be elected to the positions of President, Vice President, Treasurer, Registrar, Accrediting Body Representative, Professional Development, and Continuing Education Councillors.

Only Provisional Members shall be eligible to be elected to the position of Provisional Development Councillor.

Professional Members or Provisional Members shall be eligible to be elected to the position of Publicity and Public Relations Councillor.

6:06 Elections

Elections of Councillors shall take place at each annual meeting of the Association, and Councillors so elected shall hold office until the second annual meeting following their election.

6:07 Term

The Councillors so elected shall serve for a two year term.

6:08 Re-Election & Appointments

No Member may be elected or appointed to Council for more than five (5) consecutive terms in the same position.

6:09 Removal of Councillors

Subject to the provisions of the Act, the Members may by resolution passed at a special meeting remove any Councillor so elected or appointed from office, and the vacancy created by such removal may be filled by the remaining Councillors.

6:10 Vacation of Office

A Councillor so elected ceases to hold office when they are removed from office by the Members; their written resignation is sent or delivered to the Association, or if a time is specified in such resignation, at the time so specified, whichever is later; or upon their ceasing to be a Professional Member or Provisional Member of the Association; or when they die.

6:11 Vacancies

In the absence of a quorum of the Council, or if the vacancy has arisen from a failure of the Members to elect a minimum number of Councillors, the Council shall forthwith call a special meeting of Members to fill the vacancy. If the Council fails to call such meeting or if there are no such Councillors then in office, any Member may call the meeting. Provided that, vacancies in the Council positions hereinafter provided shall be filled in the manner in which such Councillors are elected or appointed.

6:12 Appointment of Councillors

In addition to the nine (9) Councillors elected under Section 6:04, six (6) Councillors shall be appointed by the Council.

6:13 Qualifications of Appointed Councillors

(a) Lay Councillors

Two (2) public representatives shall be appointed as Councillors by the Council. To be eligible to be appointed as Lay Councillors, public representatives:

- (i) must reside in Manitoba;
- (ii) must have experience, or education, or accredited examination in relation to the subject field; and
- (iii) must not be a current or past Member of the Association.

The Lay Councillors so appointed shall hold office until their successor is appointed, up to a maximum period of five consecutive two-year terms.

(b) University of Manitoba Councillor

One member amongst the Professional or Educator Members of the Association shall be appointed by the Council to represent the Department of Interior Design of the University of Manitoba. To be eligible to be appointed as University of Manitoba Councillor, a Professional or Educator Member must be a member of the staff of the Department of Interior Design.

The University of Manitoba Councillor so appointed shall hold office until their successor is appointed, up to a maximum period of five consecutive two-year terms.

(c) Government Relations Councillor

The Government Relations representative shall be a Professional Member and shall be appointed as Councillor by the Council. The Government Relations Councillor so appointed shall hold office until their successor is appointed, up to a maximum period of five consecutive two-year terms.

(d) Interior Design Association of Students (IDAS) Councillor

An IDAS representative shall be appointed as a Councillor by the Council. The Interior Design Association of Students Representative shall be a Student Member of the Association and the President(s) of the Interior Association of Students OR an approved alternate member on the Interior Design Association of Students Council. The IDAS Councillor so appointed shall hold office until their successor is appointed, up to a maximum period of two consecutive two-year terms.

(e) Past President

The immediate Past President of the Association shall continue to be a Member of Council. In the event the immediate Past President is unable to fulfill the position, any Past President can be appointed. The Past President shall hold office until their successor is appointed, up to a maximum period of five consecutive two-year terms.

6:14 Action by the Council

The powers of the Council may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the Councillors entitled to vote on that resolution at a meeting of the Council. Where there is a vacancy in the Council, the remaining Councillors may exercise all the powers of the Council so long as a quorum remains in office.

6:15 Electronic Meetings

Any meeting of Council may be held electronically. In addition to the foregoing, any Councillor may participate electronically in an in person meeting of the Council, provided sufficient notice is given to the Council of such request.

6:16 Calling of Meetings

The Council shall meet not fewer than ten (10) times in each year. Meetings of the Council may be held at such time and place as the Council shall provide.

6:17 Notice of Meeting

Notice of the time and place of each meeting of the Council shall be given in the manner provided in Section 12:01 to each Councillor not less than 48 hours before the time when the meeting is to be held. A notice of meeting of Councillors need not specify the purpose or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Councillors or in the office of Auditor; or
- (c) approve any annual financial statements.
- (d) adopt, amend or repeal By-laws.

No formal notice of any such meeting shall be necessary if all the Councillors are present or if those absent have signified their consent to the meeting held in their absence.

6:18 First Meeting of New Council

Provided a quorum of Councillors is present, each newly elected Council may without notice hold its first meeting immediately following the meeting of Members at which such Council is elected.

6:19 Adjourned Meeting

Notice of an adjourned meeting of the Council is not required if the time and place of the adjourned meeting is announced at the original meeting.

6:20 Regular Meeting

The Council may appoint a day or days in any month or months for regular meetings of the Council at a place and hour to be named. No other notice shall be required for any such regular meeting except when the Act requires the purpose thereof or the business to be transacted thereat to be specified.

6:21 Chairperson

The Chairperson of any meeting of the Council shall be the first mentioned of such of the following Officers as have been appointed and who is a Councillor and is present at the meeting: President, Vice President, Registrar, or Treasurer. If no such Officer is present, the Councillors present shall choose one of their number to be Chairperson.

6:22 Votes to Govern

At all meetings of the Council, unless otherwise stated herein, every question shall be decided by a majority (50% +1) of the votes cast on the question. The Chairperson shall not have a vote at first instance. In case of an equality of votes, the Chairperson of the meeting, shall be entitled to cast a vote to decide the question. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6:23 Failure of Notice

No error or omission in giving any notice of a meeting of the Councillors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Councillor may at any time waive notice of such meeting and may ratify and approve any or all proceedings taken or had at any such meeting.

6:24 Remuneration and Compensation

The Councillors shall receive no compensation or remuneration for their services as Councillors (and no Councillor shall directly or indirectly receive any profit from their position).

6:25 Minutes

As provided in section 9:06, the Executive Director shall attend all meetings of the Council and Members and shall keep minutes of all such proceedings. Should the Executive Director be unable to attend a meeting of the Council or Members, the Registrar shall attend and shall keep minutes of all such proceedings.

SECTION 7 COMMITTEES

7:01 Executive Council

The Executive Council shall be a standing committee of the Council and, subject to the authority of the Council, shall manage the Association's property and staff and any other matter as delegated to it by the Council. The Executive Council shall consist of the President, Vice President, Treasurer, Registrar and Past President. The Executive Council shall be chaired by the President and a quorum shall be a majority of the committee. The Executive Council shall hold meetings as required and shall record minutes of all meetings. The Executive Council shall report at all Council meetings.

7:02 Other Committees of Councillors

The Council may appoint a Standing Committee of Councillors, and delegate to such committee any of the powers of the Council except those which, under the Act, must be exercised by the Council itself.

7:03 Transaction of Business

The powers of a committee of Councillors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee.

7:04 Advisory Committees

The Council may from time to time appoint and dissolve any such other committees as it may deem advisable.

7:05 Complaints and Ethics Committee

The Council of the Association shall establish a Complaints and Ethics Committee consisting of five (5) Members appointed as follows:

- (a) the Chairperson, who shall be a Member of the Council, appointed by the Council;

- (b) two (2) Members of the Association, appointed by the Council; and
- (c) two (2) persons, who are not Members of the Association, appointed by the Council.

7:06 Discipline Committee

The Council shall establish a Discipline Committee consisting of:

- (a) four (4) active practicing Members of the Association, one (1) of whom shall be appointed Chairperson of the Discipline Committee, appointed by the Council; and
- (b) one (1) person, who is a Member of the public and who is not a Member of the Association, appointed by the Council.

SECTION 8 COMPLAINTS, INVESTIGATION AND DISCIPLINE

8:01 Complaints against Members

Any complaints against a Member shall be directed to the Chairperson of the Complaints and Ethics Committee established by the Council.

The Complaints and Ethics Committee shall review all complaints brought against a Member of the Association, and otherwise conduct itself, in accordance with the Association's Complaints and Disciplinary Procedures as established by Council from time to time.

8:02 Investigations

The Council shall appoint one of its Members as the Investigations Chairperson.

8:03 Investigations Procedure

Upon referral of a matter from the Complaints and Ethics Committee, the Investigations Chairperson shall investigate the matter, and otherwise conduct themselves, in accordance with the Association's Complaints and Disciplinary Procedures as established by Council from time to time.

8:04 Disciplinary Procedure

Upon receiving an appeal from the Investigations Chairperson, the Discipline Committee shall consider the appeal, and otherwise conduct itself, in accordance with the Association's Complaints and Disciplinary Procedures as established by Council from time to time.

8:05 Procedure

Unless otherwise determined by the Council, and subject to Sections 7:05 and 7:06 herein, each committee shall have the power to fix its quorum at not less than a majority of its members to elect its Chairperson and to regulate its procedure. Each committee shall keep minutes of its proceedings and file such minutes with the Registrar of the Association.

SECTION 9 OFFICERS

9:01 Appointment

The Council shall, at the first meeting of Council following the election of Councillors, appoint a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Treasurer, a Registrar and such other Officers as the Council may determine, including one or more assistants to any of the Officers so appointed. The Council may specify the duties of and in accordance with this By-law and subject to the provisions of the Act, delegate to such Officers powers to manage the business and affairs of the Association. Any two offices, except that of President, may be held by one person.

9:02 President

The President shall be the Chief Executive Officer and, subject to the authority of Council, shall have general supervision of the business of the Association; and they shall have such other powers and duties as the Council may specify.

9:03 Vice-President

A Vice-President shall have such powers and duties as the Council or the Chief Executive Officer may specify.

9:04 Treasurer

The Treasurer shall keep proper accounting records in compliance with the Act and shall oversee the deposit of money, the safekeeping of securities and the disbursements of the funds of the Association, and they shall have such other powers and duties as the Council or the Chief Executive Officer may specify.

9:05 Registrar

The Registrar shall keep, proper membership records in compliance with the Act and shall be responsible for the administration of the membership records of the Association and/or shall oversee the collection of dues and fees from the Association's Members, and they shall have other powers and duties as the Council or Chief Executive Officer may specify.

9:06 Executive Director

The Executive Director, appointed by Executive Council, is an officer of the Association who is responsible for the daily affairs of the Association, and they shall have such other powers and duties as the Council or the Chief Executive Officer may specify.

9:07 Powers and Duties of Other Officers

The powers and duties of all other Officers shall be such as the term of their engagement call for or as the Council or Chief Executive Officer may specify. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Council or the Chief Executive Officer otherwise directs.

9:08 Variation of Powers and Duties

The Council may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

9:09 Term of Office

The Council, in its discretion, may for good cause remove any Officer of the Association. Otherwise each Officer appointed by the Council shall hold office until the first meeting of Council in the following year.

SECTION 10 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10:01 Limitation of Liability

Subject to the provisions of the Act, no Councillor or Officer shall be liable for the acts, receipts, neglects or defaults of any other Councillor or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own wilful neglect or default; provided that nothing herein shall relieve any Councillor or Officer or employee of any liability imposed upon them by the Act.

10:02 Indemnity

Subject to the limitations contained in the Act, the Association shall indemnify a Councillor or Officer of the Association, a former Councillor or Officer of the Association, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Councillor or Officer of the Association, if:

- (a) they acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

10:03 Insurance

Subject to the limitations contained in the Act, the Association may purchase and maintain such insurance for the benefit of its Councillors and Officers as the Council may from time to time determine.

SECTION 11 MEETINGS OF MEMBERS

11:01 Annual Meetings

The annual meeting of Members shall be held within 180 days of the fiscal year end each year and, subject to Section 11:03, at such place as the Council, the President, or the Registrar may from time to time determine, for the purpose of considering the financial statements and reports required by *The Corporations Act*, C.C.S.M. c. C225 to be placed before the Members at an annual meeting, electing Councillors, appointing Auditors, and for the transaction of such other business as may properly be brought before the Members at the annual meeting. For greater clarity, the annual meeting of Members may be held as an electronic meeting.

11:02 Other Meetings

The Council, the President, or the Registrar shall have power to call a meeting of Members at any time.

11:03 Place of Meeting

Meetings of Members may be held and attended electronically or in person, and if in person shall be held in the City of Winnipeg, in Manitoba, at such location as the Council may specify, or if the Council shall so determine, at some other place in Manitoba.

11:04 Notice of Annual Meetings

Notice of the time and place of the annual meeting of Members shall be given in the manner provided in Section 12:01, not less than 21 nor more than 50 days before the date of the meeting, to each Councillor, to the Auditor and to each Member entitled to vote thereat.

11:05 Notice of Other Meetings

Notice of other meetings of Members shall be given not less than 21, nor more than 50 days, before the date of the meeting to each Councillor, to the Auditor and to each Member entitled to vote thereat. Notice of each such meeting of Members shall state the nature of such business to be transacted at the meeting in sufficient detail to permit the Members to form a reasoned judgment thereon.

11:06 Notice of Virtual Meetings

Notice of any electronic meeting held as contemplated in these By-laws must include instructions on how to participate in the meeting electronically.

11:07 Regular Meetings

Council may appoint a day or days in any month or months for regular meetings of the Members at a place and hour to be named. Not less than seven (7) days before each meeting, a notice thereof shall be sent stating the nature of the business to be transacted at the meeting in sufficient detail to permit the Members to form a reasoned judgment thereon.

11:08 Meetings Without Notice

A meeting of Members may be held without notice at any time and place permitted by the Act: (a) if all the Members entitled to vote thereat are present in person or electronically or if those not present in person or electronically waive notice of or otherwise consent to such meeting being held; and (b) if the Auditors and the Councillors are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Association at a meeting of Members may transact.

11:09 Chairperson

The Chairperson of any meeting of Members shall be the first mentioned of such of the following Officers as have been appointed and who is present in person or electronically at the meeting: President; a Vice President; or Registrar. If no such Officer is present in person or electronically within 15 minutes from the time fixed for holding the meeting, the persons present in person or electronically and entitled to vote shall choose one of their Members to be the Chairperson.

11:10 Persons Entitled to be Present

Any Member of the Association shall be entitled to be present in person or electronically at a meeting of the Members of the Association. Any other person may be admitted at the invitation of the Chairperson of the meeting or with the consent of the meeting.

11:11 Quorum

A quorum for the transaction of business at any meeting of Members shall consist of not less than 25% of the Professional Members of the Association in attendance, in person, or electronically.

11:12 Voting

- (a) Only Professional Members of the Association in attendance, in person, or electronically, are entitled to vote at meetings of Members of the Association, with the exception that Provisional Members may vote to elect a Provisional Development Councillor and a Publicity and Public Relations Councillor to Council; and
- (b) The Provisional Development Councillor and Publicity and Public Relations Councillor on Council in attendance, in person, or electronically, are entitled to vote at meetings of Members of the Association.

11:13 Votes to Govern

At any meeting of Members, unless otherwise required by the Act or By-laws, every question shall be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the Chairperson of the meeting, provided that they are a voting Member, shall be entitled to cast a vote to decide the question.

11:14 Show of Hands

Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands, in person, or electronically, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demands, a declaration by the Chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

11:15 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairperson shall direct and may include an electronic ballot. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

11:16 Voting Electronically

Notwithstanding any of the foregoing provisions of this By-law, a resolution may be considered and voted upon by the Council in an electronic manner when deemed necessary and expedient by the Chairperson. All such resolutions adopted by the Council shall be recorded in the minutes of the next meeting of the Council. Any resolution adopted by electronic means shall be as valid as if it had been passed at a meeting of the directors or of the committee.

SECTION 12 NOTICES

12:01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the By-laws or otherwise, to a Member, Councillor, Officer, Auditor or Member of a committee of the Council, shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given, or if delivered to their recorded address;
- (b) if mailed to them at their recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at their recorded email address for that purpose;

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched.

The Registrar may change or cause to be changed the recorded address and recorded email address of any Members, Councillor, Officer, Auditor or Member of a committee of the Council in accordance with any information believed by him/her to be reliable.

12:02 Omissions and Errors

The accidental omission to give any notice to any Member, Councillor, Officer, Auditor or Member of a committee of the Council or the non-receipt of any notice by any such person or

any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12:03 Waiver of Notice

Any Member, Councillor, Officer, Auditor or Member of a committee of the Council may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him/her under the provisions of the Act, the regulations thereunder, the By-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver of notice of a meeting of Members or of the Council which may be given in any manner.

SECTION 13 NOMINATING COMMITTEE AND NOMINATIONS

13:01 Appointment of Nominating Committee

Not less than 90 days prior to the date of each annual meeting, the President shall appoint the following Nominating Committees and advise the Members of Council of the appointment thereof:

- (a) For Professional Member Councillors, the Nominating Committee shall consist of the immediate Past President of the Association, who shall act as Chairperson, and two additional persons chosen by the Past President, both of whom shall be Professional Members of the Association, and one of whom shall be a former President of the Association.
- (b) For Provisional Member Councillors, the Nominating Committee shall consist of the immediate Past President, whom shall act as Chairperson, and two additional persons chosen by the Past President, both of whom shall be Provisional Members of the Association.

13:02 Nominations by Committee

The Nominating Committee so formed shall nominate one person for each Council position to be filled at the next annual meeting of Members.

13:03 Report of Nominating Committee

Not less than 45 days prior to the date of the annual meeting, the Nominating Committee shall present its report to the President and Registrar of the Association and the Registrar of the Association shall include the report of the Nominating Committee in the notice of the annual meeting which is sent to the Members of the Association. Once selected the Nominating Committee shall put out a call to Members on any vacant position.

13:04 When no Past President

Should the immediate Past President be unable or unwilling to act, the President shall appoint a former President of the Association in their place, which former President shall be Chairperson of the Nominating Committee.

13:05 Report to Council

The Nominating Committee shall recommend a slate of Officers of the Association to the first meeting of Councillors following the annual meeting of the Association.

13:06 Dissolution of Nominating Committee

Upon the election of Officers by the Council of the Association, the Nominating Committee shall cease to exist.

13:07 Other Nominations

Any Member wishing to nominate a Member for election to Council shall, not less than 30 days prior to the annual meeting of the Association, submit to the Executive Director or Registrar of the Association a nomination, in the form prescribed by Council, supported by the signatures of not less than 3 Professional Members, and the Executive Director or Registrar shall, forthwith upon the receipt of the nomination, send notice thereof to the Members of the Association.

SECTION 14 AUDIT

14:01 Appointment of Auditor or Accountant

An Auditor or Accountant shall be appointed by the Members of the Association at the annual meeting, and shall hold office until the next annual meeting or until their successor is appointed, unless previously removed by resolution of the Members of the Association at a special meeting.

14:02 Financial Reports

The Auditor or Accountant shall be supplied with a copy of the financial reports and it shall be their duty to examine same with the accounts and vouchers relating thereto. The Auditor or Accountant shall at all reasonable times have access to all the books and accounts of the Association.

SECTION 15 AMENDMENT OF BY-LAWS

15:01 Amendment of By-laws

This By-law shall not be amended, repealed or rescinded except by By-law adopted at a meeting of the Members of the Association by a vote of at least two-thirds of the Members in attendance in person or electronically at a meeting of the Members duly called for that purpose.

SECTION 16 PROCEDURAL QUESTIONS NOT CONTEMPLATED IN BY-LAWS

16:01 "Robert's Rules of Order"

"Robert's Rules of Order" shall govern where a procedure for conduct of meetings has not been herein provided.

SECTION 17 EFFECTIVE DATE

17:01 Effective Date

ENACTED by, the Council on the day of DATE, ##, #### and approved by the Members at a meeting held for that purpose on the ## day of DATE, ####

Joanne McFadden – President

Zoe Zimberg – Public Relations

Donna Sharpe – Vice President

Bruce Wardrope – Gvt. Relations

Kaitlyn Vitt – Registrar

Tiffany Jameson – Provisional Development

Janine Shwaluk – Treasurer

Kara Bergmann – Accrediting Body Rep.

Erika Sammons – Past President

Katherine Issac – U of MB Dept. ID

Monika Hamblin – Professional Development

Farzan Farnaghi – IDAS President

Tricia Schilling – Continuing Education

Ryan Morphy – Lay Councillor

Laney Stewart – Executive Director

Erin Lawlor-Forsyth – Lay Councillor