

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.

(Due to the extent of amendments required under By-law No. 81-4, the following constitutes a complete reprinting of the General By-law of The Professional Interior Designers Institute of Manitoba, complete with all amendments to date.)

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

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 and any statute that may be substituted therefore, as from time to time amended;
- (b) "appoint" includes "elect" and vice versa;
- (c) "Council" means the Council of the Association established by Section 3 of the Act;
- (d) "By-laws" means this By-law and all other By-laws of the Association from time to time in force and effect;
- (e) "Association" means the Association incorporated by the Act, and named The Professional Interior Designers Institute of Manitoba;
- (f) "recorded address" means in the case of a Member, Councillor, Officer or Auditor, his/her latest address as recorded in the records of the Association;
- (g) "Signing Officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Association by Section 2:04 or by a resolution passed pursuant thereto;

save as aforesaid, words and expressions defined in the Act have the same meaning when used herein; and importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neutral 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 - Until changed in accordance with the Act, the registered office of the Association shall be at the City of Winnipeg, in the Province of Manitoba and at such location therein as the Council may from time to time determine.

2:02

Corporate Seal - Until changed by the Council, the corporate seal of the Association shall be in the form impressed.

2:03

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

2:04

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 or Treasurer. In addition, the Council may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal to any instrument requiring the same.

2:05

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.

SECTION 3 UNDERTAKINGS

3:01

Objects - The objects of the Association are to protect the general public by ensuring the competency and ethical conduct of those being, identified by the title of Professional Interior Designer, to promote and enhance the knowledge, skill and proficiency of its members in all matters relating to the profession of Interior Design, to conduct programs to enhance the public awareness of the role and qualifications of Professional Interior Designers, to participate in programs to facilitate, aid and promote the education of persons who wish to become Professional Interior Designers, and to do all such things as are incidental or conducive to the attainment of the above objects, including, but not limited to, the raising of funds for the purposes of the Association.

SECTION 4 MEMBERS

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

Membership Classes - The membership of the Association shall be divided into the following classes:

- (a) Professional Members;
- (b) Provisional Members, holding conditional Certificates;
- (c) Associate Members.

4:03

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

- (a) Professional Members;
- (b) Provisional Members with conditional certificates;
- (c) Associate Members;

and shall enter the names of registered members in the appropriate roster, as determined from the Association's membership regulations.

4:04

Provisional Members Roster - Each entry in the roster of Provisional Members with conditional certificates shall specify the conditions to which the member is subject.

4:05

Associate Members - Associate Members shall be further classified as either:

- (a) Associate: not practicing as a Professional Interior Designer within the Province of Manitoba;
- (b) Student members.

4:06

Associate Members Roster - Council shall indicate, in respect of each person entered in the roster as an Associate Member, whether the person is an Associate non-practising member, or a student member of the Association.

4:07

Membership Certificates - The Council shall cause to be issued to each member a certificate, signed by the Registrar, 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 he/she is registered, the conditions attaching to his/her membership in the Association, if any, and the date on which the certificate expires.

4:08

First members - The first members of the Association shall be those persons registered as members on the date on which the Act comes into force.

4:09

New members - Any person may apply for membership in the Association as a Professional Member, as a Provisional Member with a conditional certificate or, as an Associate 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 he/she is applying and shall furnish the Registrar with evidence that he/she has met the conditions precedent established by the Council for membership in the class of membership of the Association for which he/she is applying to be registered.

4:10

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 90 days of such notice, 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.

4:11

Nomination of Fellows - Any Member, other than a Member who is a Councillor, may nominate any other Member, who is a Professional Member of the Association, as a Fellow of The Professional Interior Designers Institute of Manitoba. Such nomination shall be made in the form prescribed by Council and shall contain a summary of the nominee's achievements and a statement of their importance to the profession of Interior Design. Each such nomination shall be supported by the signature of four additional Members of the Association who have been Members for at least three years.

4:12

Confirmation of Fellows - Council may, by a two thirds majority vote, confer on a person so nominated, the status of Fellow of The Professional Interior Designers Institute of Manitoba. Any person so honoured shall retain the status of Fellow for as long as the Member remains in good standing. Fellow Members shall, upon retirement, be exempt from annual dues.

4: 13

Life Members - Council may, in its discretion, on receipt of application therefor, grant a life membership to a Professional Member requesting a transfer of dues status to Life membership. A Life Member shall no longer be employed or practicing as a Professional Interior Designer on a fulltime basis and shall have attained the age of sixty (60). Life Members continue to enjoy all the privileges to which their Professional membership category entitled them and shall be charged annual membership dues as fixed by Council from time to time.

4:14

Honourary Members - Council may, in its discretion, award an Honourary membership to any person who has made a significant contribution to the profession of Interior Design in Manitoba or to The Professional Interior Designers Institute of Manitoba. An Honourary Member shall be entitled to designate himself/herself as such but shall not otherwise enjoy any of the rights or privileges of membership In the Association.

4:15 Emeritus Member: - Council may, in its discretion, award the Emeritus category to a Member who has rendered meritorius service to the Association and is retired. Emeritus Members continue to enjoy all the privileges to which they were formerly entitled and shall not be charged any PIDIM annual membership dues, but may retain IDC membership upon payment of the annual IDC assessment.

4:16 Continuation of membership Status - Those persons who were Honourary Members, Life Members or Fellows at the time when the Act was passed shall continue to be Honourary Members, Life Members or Fellows of the Association, as the case may be.

4:17 Designation of members Members may designate their status as follows:

Professional Members	- Professional Interior Designer or PIDIM
Provisional Members	- PIDIM Provisional
Honourary Members	- PIDIM Hon.
Emeritus Members	- PIDIM Emeritus
Fellows	- PIDIM Fellow

SECTION 5 BORROWING AND SECURITIES

5:01

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.

5:02

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 COUNCILLORS

6:01

Business and Affairs of the Association - The business and affairs of the Association shall be managed by the Council. The first Councillors shall be those persons who were Members of the Council of the Association at the time the Act comes into force.

6:02

Number of Councillors - The Council shall consist of fourteen (14) Councillors as provided herein, of which a majority shall form a quorum.

6:03

Election of Councillors - Nine (9) Councillors shall be elected by the Members of the Association.

6:04

Qualification - Councillors shall be Professional or Provisional members of the Association. Only Professional members shall be qualified to hold the positions of President, Vice President, Treasurer, and Registrar. Only Provisional members shall be qualified to hold the position of Provisional Member on council. Only NCIDQ qualified members shall be able to hold the position of NCIDQ councillor on council.

6:05

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, at which time they shall resign. Provided that the four Councillors elected for one year terms as provided in Section 6:06 hereof shall hold office until the annual meeting following their election, at which time they shall resign. If an election of Councillors is not held at the proper time, the incumbent Councillors shall continue in office until their successors are elected.

6:06

Term - The Councillors so elected shall serve for a two year term, provided that the first election of Councillors of the Association shall choose four Councillors to serve a one year term and four Councillors to serve a two year term.

6:07

Re-Election - No Member may be elected to Council for more than five (5) consecutive terms.

6:08

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 from office and the vacancy created by such removal may be filled by the remaining Councillors.

6:09

Vacation of Office - A Councillor so elected ceases to hold office when he/she is removed from office by the Members; his/her 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 his/her ceasing to be a Professional Member of the Association; or when he/she dies.

6:10

Vacancies - Subject to the Act, a quorum of the Council may fill a vacancy in the Council, except a vacancy resulting from an increase in the minimum number of Councillors or from a failure of the Members to elect the minimum number of Councillors. 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.

6:11

Lay Councillors - Two Members of Council shall be appointed by the Member of the Executive Council of the Province of Manitoba charged with the administration of the Consumer Protection Act. Each Councillor so appointed shall hold office until his/her successor is appointed.

6:12

University of Manitoba Councillor - One member amongst the Professional members of the Association shall be appointed by the council to represent the Department of Interior Design of the University of Manitoba. The appointed representative must be a member of the staff of the Department of Interior Design. The Councillor so appointed shall hold office until his/her successor is appointed.

6:13

I.D.C. Representative - The Council of the Association shall, from time to time, appoint one person to be the Association's representative to the Interior Designers of Canada. The said representative shall, upon appointment, become a Councillor of the Association and shall hold office until his/her successor is appointed.

6:14

Past President - The immediate Past President of the Association shall continue to be a Member of Council.

6:15

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.

6:16

Meetings by Telephone - If all the Councillors consent, a Councillor may participate in a meeting of the Council by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Councillor participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Council and of committees of the Council held.

6: 17

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: 18

Notice of Meeting - Notice of the time and place of each meeting of the Council shall be given in the manner provided in Section 11:01 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;
- (c) approve any annual financial statements; or
- (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.

6:19

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.

6:20

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.

6:21

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.

6:22

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, Secretary or Treasurer. If no such Officer is present, the Councillors present shall choose one of their number to be Chairperson.

6:23 Votes to Govern - At all meetings of the Council every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote. 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: 24

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.

6:25

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 his/her position).

SECTION 7 COMMITTEES

7:01

Executive Committee - The executive shall be a standing committee of the council and, subject to the authority of council, shall manage the association's property and staff and any other matter as delegated to it by council. The executive shall consist of the President, Vice President, Treasurer, Registrar and Past President. The executive committee shall be chaired by the President and a quorum shall be a majority of the committee. The Executive shall hold meetings as required and shall record minutes of all meetings. The Executive Committee shall report to 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 - Subject to the provisions of Section 6:09, 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 Committee - The Council may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.

7:05

Procedure - Unless otherwise determined by the Council, 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 Secretary of the Association.

SECTION 8 OFFICERS

8:01

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 Secretary, 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. An Officer must be a Councillor and any two offices, except that of President, may be held by one person.

8:02

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 he/she shall have such other powers and duties as the Council may specify.

8:03

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

8:04

Secretary - The Secretary shall attend and be the Secretary of all meetings of the Council and Members shall enter or cause to be entered in records kept for that purpose, minutes of all proceedings thereat; he/she shall give or cause to be given as and when instructed, all notices to Members, Councillors, Officers and Auditors; he/she shall be the custodian of the stamp and mechanical device generally used for affixing the corporate seal of the Association and of all books, papers, records, documents and instruments belonging to the Association, except when some other office or agent has been appointed for that purpose; and he/she shall have such other powers and duties as the Council or the Chief Executive Officer may specify.

8:05

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

8:06

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 the collection of dues and fees from the Association Members, and he/she shall have other powers and duties as the Council or Chief Executive Officer specifies.

8:07

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.

8:08

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.

8:09

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 9 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9:01

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 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 his/her part or from any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her own wilful neglect or default; provided that nothing herein shall relieve any Councillor or Officer from the duty to act in accordance with the Act and any regulations thereunder or from liability for any breach thereof.

9:02

Indemnity - Subject to the limitations contained in the Act, the Association shall indemnify a Councillor or Officer, a former Councillor or Officer, or a person who undertakes or has undertaken any liability on behalf of the Association, and his/her heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her

in respect of any civil, criminal or administrative action or proceedings to which he/she is made a party by reason of being or having been a Councillor or Officer of the Association or such body corporate, if

- (a) he acted honestly and in good faith with a view to the best interest of the Association; and
- (b) in the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, he/she has reasonable grounds for believing that his/her conduct was lawful.

SECTION 10 MEETINGS OF MEMBERS

10:01

Annual Meetings - The annual meeting of Members shall be held In the month of February in each year and, subject to Section 10:03, at such place as the Council, the President or the Secretary may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing Councillors, appointing Auditors and for the transaction of such other business as may properly be brought before the meeting.

10:02

Other Meetings - The Council, the President or the Secretary shall have power to call a meeting of Members at any time.

10:03

Place of Meeting - Meetings of Members shall be held at 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.

10:04

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 11:01 not less than 45 nor more than 60 days before the date of the meeting to each Councillor, to the Auditor and to each Member entitled to vote thereat.

10:05

Notice of Other Meetings - Notice of other meetings of Members shall be given not less than 14 not more than 30 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.

10:06

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 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.

10:07

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 if those not present 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.

10:08

Chairperson and Secretary - 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 at the meeting: President, a Vice-president or Secretary. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their Members to be the Chairperson. If the Secretary of the Association is absent, the Chairperson shall appoint some person to act as Secretary of the meeting.

10:09

Persons Entitled to be Present - Any Member of the Association shall be entitled to be present 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.

10:10

Quorum - A quorum for the transaction of business at any meeting of Members is constituted by those voting Members present.

10:11

Voting

- i) Only Professional Members of the Association present in person are entitled to vote at meetings of Members of the Association, with the exception that Provisional Members may vote to elect a Provisional Member to Council; and
- ii) The Provisional Member on Council is entitled to vote at meetings of Members of the Association.

10:12

Votes to Govern - At any meeting of Members every question shall, unless otherwise required by the Act or By-laws or by By-law 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 shall be entitled to a second or casting vote.

10:13

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 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.

10:14

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. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

SECTION 11 NOTICES

11:01

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, any regulations thereunder, the By-laws or otherwise to a Member, Councillor, Officer, Auditor or Member of a committee of the Council shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her recorded address or if mailed to him/her at his/her recorded address by prepaid post or airmail or if sent to him/her at his/her recorded address by any means of prepaid transmitted or recorded communication. 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 received at the time it would have been delivered in the ordinary course of mail. The Secretary may change or cause to be changed the recorded 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.

11:02

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.

11:03

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 12 NOMINATING COMMITTEE AND NOMINATIONS

12:01

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 Members on Council, 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 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 the Provisional Member on Council, the Nominating Committee shall consist of the immediate Past President, whom shall act as Chairperson and two additional persons chosen by the President, both of whom shall be Provisional Members of the Association.

12:02

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.

12:03

Report of Nominating Committee - Not less than 60 days prior to the date of the annual meeting, the Nominating Committee shall present its report to the President and Secretary of the Association and the Secretary 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.

12:04

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 his/her place, which former President shall be Chairperson of the Nominating Committee.

12: 05

Report to Council - The Nominating Committtee shall recommend a slate of Officers of the Association to the first meeting of Councillors following the annual meeting of the Association.

12:06

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

12:07

Other Nominations - Any person 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 Secretary of the Association a nomination, in the form prescribed by Council, supported by the signatures of not less than 3 Professional Members, and the Secretary shall, forthwith upon the receipt of the nomination, send notice thereof to the Members of the Association.

SECTION 13 AUDIT

13:01

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 his/her successor is appointed unless previously removed by resolution of the Members of the Association at a special meeting.

13:02

Remuneration - The remuneration of the Auditor or Accountant shall be approved by the Members of the Association.

13:03

Financial Reports - The Auditor or Accountant shall be supplied with a copy of the financial reports and it shall be his/her 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 14 AMENDMENT OF BY-LAWS

14:01

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 at a general meeting of the Association duly called for that purpose.

SECTION 15

15:01

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

SECTION 16 EFFECTIVE DATE

16:01

Effective Date This By-law shall come into force on November 10, 1981.

ENACTED by, the Council on the 10th day of November, A.D. 1981, and approved by the Members at a meeting held for that purpose on the 10th day of November, A.D. 1981.

"M. Cox"

"M. Stinson"

"D. Scott"

"Cynthia Coop"

"D. Jackman"

"Norinne A. Keys"

"A. Martin"

"C. Duguay"

REPRINTED October 2004 with all amendments to date.