

**BE IT ENACTED** as a by-law of the Association as follows:

**DEFINITIONS**

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- .1 **"Act"** means the Corporations Act RSNL 1990, C-36 including the Regulations made pursuant to the Act,, and any statute or regulations that may be substituted, as amended from time to time;
- .2 **"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- .3 **"board"** means the board of directors of the Association and "director" means a member of the board;
- .4 **"by-law"** means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- .5 **"CEU credit"** means credit for successful completion of a period of study, lectures or other educational programming in interior design that is accredited for continuing education purposes in accordance with the by-laws;
- .6 **"General Meeting"** means a meeting of members of the Association, whether an annual general meeting or a special meeting;
- .7 **"IDC"** means the Interior Designers of Canada;
- .8 **"IDNL"** means the Interior Designers of Newfoundland and Labrador
- .9 **"meeting of members"** includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- .10 **"NLAA"** means the Newfoundland and Labrador Association of Architects
- .11 **"professional liability insurance"** includes commercial general liability and error and omissions
- .12 **"Quorum"** means a group not less than one-third of Registered Members present in person or by proxy.
- .13 **"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**1. INTERPRETATION**

- .1 In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- .2 Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

**2. BANKING ARRANGEMENTS**

- .1 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.
- .2 The signing authority of the Corporation is set out in the Section 3 and 28.2 of these by-laws.

**3. EXECUTION OF DOCUMENTS**

- .1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed in accordance with Section 28.2 of these by-laws. In



addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

.2 Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

#### **4. ANNUAL FINANCIAL STATEMENTS**

The Association shall send to the members a copy of the annual financial statements 30 days prior to the Annual General Meeting or a copy of a publication of the Association reproducing the information contained in the documents. Instead of sending the documents, Association may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

#### **5. REGISTER**

.1 The Registrar shall keep a Register and shall upon payment of the prescribed fee, cause to be entered into the Register:

The name, delivery, and electronic addresses, membership class, and if applicable, the seal number of Certificate of Non-Resident Registration number of any person who qualifies for registration according to these by-laws; and

.2 The Registrar shall during regular business hours permit any person to inspect to the Register.

.3 The Registrar may make corrections to the Register to reflect changes to name, address, or other information on the Register to keep it current and to correct any clerical errors.

.4 The Registrar shall cause the removal of the name of a person on the Register from a class of membership:

- a. At the request of the member, upon surrendering their seal, if applicable;
- b. Where the name of the member has been incorrectly entered;
- c. Where notification is received of the death of the member;
- d. For non-payment of fees or other assessments levied under the by-laws;
- e. Where the member has been suspended, for the term of the suspension; or
- f. Where the registration of the member has been revoked pursuant to these by-laws.

#### **6. FINANCIAL YEAR**

.1 The financial year end of the Association shall be December 31 in each year.

#### **7. CLASS OF MEMBERSHIP**

The members of the Association are those persons who are entered on the Register of the Association in any one or more of the following classes:

- .1 Registered Class;
- .2 Intern Class;
- .3 Inactive Class;
- .4 Educator Class;
- .5 Non-Resident Registered Class;
- .6 Student Class;
- .7 Retired Class;
- .8 Fellow Class.

## 8. MEMBERSHIP DURATION & QUALIFICATIONS

- .1 Membership granted in any year expires on December 31 of that year.
- .2 Each applicant must satisfy the qualifications and requirements of the membership class to which membership is being sought regardless of whether the application is for membership or renewal of membership.
- .3 The Board member holding the position of Registrar must determine whether an applicant for membership meets the criteria for the class of membership sought.
- .4 A person who applies for registration must:
  - a. submit to the Registrar a completed application on a form prescribed by the Board together with all supporting documents;
  - b. satisfy the Registrar that the applicant is the person named in any diploma or documentation submitted in support of the application;
  - c. provide any additional information and proof that the Registrar requests to determine that the person satisfies all conditions prescribed for the class of membership sought;
  - d. provide proof of the insurance coverage or be exempt by the Registrar required by Section 14 of these by-laws;
  - e. pay the prescribed fee.

## 9. REGISTERED MEMBER

- .1 A person may be entered or renewed in the Register in the Registered Class of membership if the person
  - a. satisfies the education qualification and the examination qualification as prescribed by the Association
  - b. agrees to satisfy the professional development requirements prescribed by the Association
  - c. is of good character and agrees to adhere to the code of ethics and standards of the Association;
  - d. is in good standing with respect to the payment of membership fees and other fees prescribed by the Association;
  - e. is covered by professional liability insurance or is exempt by the Registrar as required by the Association
  - f. is a permanent resident of the Province, or is temporarily resident outside the Province and was a permanent resident of the Province within 5 years of the date of their application or renewal.
  - g. is of good character and adheres to the code of ethics and standards of the Association.
- .2 A person who is entered in the Register in the Registered Class is a Registered member.
- .3 Exceptions to Registered Class membership criteria: If an applicant for the Registered Class of membership meets some but not all of the requirements of Section 9.1 except that the applicant ceased to satisfy item 9.1.a)
  - a. more than 5 years before the application, but did satisfy item 9.1.a) fewer than 10 years before the application, the applicant may be registered as a Registered member if the applicant in the 12 months immediately preceding the date of application completed 1/10 of 1 CEU credit for each month since the applicant ceased to satisfy clause item 9.1.a) to a maximum of 3 CEU credits; or
  - b. more than 10 years before the application, the applicant may not be registered as a Registered member unless the applicant rewrites and successfully completes all educational qualifications set forth by the Association.
- .4 A Registered member is entitled to
  - a. receive notice of and attend general meetings of the Association;
  - b. serve on committees and hold an office in the Association;

- c. receive notice of special events and such other information as the directors may decide to send to members generally from time to time;
- d. be nominated as director or officer or both;
- e. vote at general meetings of the Association; and
- f. membership in Interior Designers of Canada (IDC) upon remittance of membership dues paid by IDNL to IDC

#### 10. INTERN MEMBER

- .1 A person may be entered or renewed in the Register in the Intern Class of membership if the person:
  - a. satisfies the education qualification but not yet satisfied the examination qualification;
  - b. or undertakes, in writing, to apply for and commence writing the NCIDQ qualification examination within 12 months of the time when the person's qualifying intern experience meets the requirements for the exam, and satisfy the examination qualification within 5 years of having been accepted by NCIDQ to write the NCIDQ qualification examination;
  - c. is covered by professional liability insurance or is exempt by the Registrar as required by Section 14 of these by-laws; and
  - d. is a permanent resident of the Province, or is temporarily resident outside the Province and was a permanent resident of the Province within 5 years of the date of their application or renewal.
  - e. agrees to satisfy the professional development requirements prescribed by the Association
  - f. is of good character and adheres to the code of ethics and standards of the Association.
- .2 A person who is entered in the Register in the Intern Class is an Intern member.
- .3 If an Intern member does not successfully complete the qualification examination within 5 years of first being accepted to write it, the Intern member will be suspended as an Intern member and is not eligible for membership until they have successfully completed the qualification examination, at which time they will be eligible to apply to be a Registered member.
- .4 An Intern member is entitled to:
  - a. receive notice of and attend general meetings of the Association;
  - b. serve on committees of the Association; and
  - c. receive notice of special events and such other information as the directors may decide to send to members generally from time to time.
  - d. An Intern member is not entitled to vote at general meetings or hold office as a director or officer of the Association, with the exception of the Intern Director position;
  - e. An Intern member is entitled to practice interior design if the Intern member is doing so under the supervision of a Registered member or a registered member of the NLAA and in that capacity the Intern member is entitled to receive and collect such remuneration for practicing as is agreed upon by the Registered member or the registered member of the NLAA.
  - f. membership in Interior Designers of Canada (IDC) upon remittance of membership dues paid by IDNL to IDC

#### 11. INACTIVE MEMBER

- .1 A person may be entered or renewed in the Register in the Inactive Class of membership if the person
  - a. is not currently engaged in the practice of interior design;
  - b. was an Intern or Registered member under these regulations for a minimum of 12 consecutive months;
  - c. is in good standing with respect to the payment of membership fees and other fees prescribed by the Association;
  - d. is covered by professional liability insurance required by Section 14 of these by-laws and as advised by the insurance provider;

- e. is of good character and adheres to the code of ethics and standards of the Association; and
- .2 A person who is entered in the Register in the Inactive Class is an Inactive member.
  - .3 An Inactive member is entitled to
    - a. receive notice of and attend general meetings of the Association;
    - b. serve on committees of the Association; and
    - c. receive notice of special events and such other information as the directors may decide to send to members generally from time to time.
    - d. An Inactive member is not entitled to vote at general meetings or hold office as a director or officer of the Association.
    - e. membership in Interior Designers of Canada (IDC) upon remittance of membership dues paid by IDNL to IDC
  - .4 A person may be entered in the Register in the Inactive Class for not more than 5 consecutive years and must reapply on an annual basis.

## 12. EDUCATOR MEMBER

- .1 A person may be entered or renewed in the Register in the Allied Class of membership if the person
  - a. is engaged in full-time or part-time teaching or directing interior design programs at post-secondary schools, colleges or universities,
  - b. satisfies the qualification of registered membership;
  - c. is in good standing with respect to the payment of membership fees and other fees prescribed by the Association; and
  - d. agrees to satisfy the professional development requirements prescribed by the Association
  - e. is of good character and adheres to the code of ethics and standards of the Association.
- .2 A person who is entered in the Register in the Allied Class is an Allied member.
- .3 An Educator member is entitled to
  - a. receive notice of and attend general meetings of the Association;
  - b. serve on committees of the Association; and
  - c. receive notice of special events and such other information as the directors may decide from time to time.
  - d. An Allied member is not entitled to vote at general meetings or hold office as a director or officer of the Association.
  - e. membership in Interior Designers of Canada (IDC) upon remittance of membership dues paid by IDNL to IDC

## 13. NON-RESIDENT REGISTERED MEMBER

- .1 A person may be entered or renewed in the Register in the Non-resident Registered Class who
  - a. is a member in good standing in the interior design association in the jurisdiction in which they reside in the class of membership that has qualifications and requirements that substantially meet or exceed the qualifications and requirements for the Registered Class of membership, or who resides in a jurisdiction in which there is no interior design association recognized by IDC or ASID but who satisfies all qualifications and requirements for the Registered Class of membership;
  - b. agrees to satisfy the professional development requirements prescribed by the Association
  - c. is of good character and adheres to the code of ethics and standards of the Association;
  - d. is in good standing with respect to the payment of membership fees and other fees prescribed by the Association;
  - e. is covered by professional liability insurance as required by Section 14 of these by-laws; and
  - f. is not a permanent resident of the Province.



- .2 A person who is entered in the Register in the Non-resident Registered Class is a Non-Resident Registered member.
- .3 The Registrar must issue to each Non-resident Registered member a Certificate of Non-resident Registration.
- .4 A Non-resident Registered member is entitled to
  - a. receive notice of and attend general meetings of the Association;
  - b. serve on committees of the Association; and
  - c. receive notice of special events and such other information as the directors may decide to send to members generally from time to time.
  - d. A Non-resident Registered member is not entitled to vote at general meetings or hold office as a director or officer of the Association.
  - e. membership in Interior Designers of Canada (IDC) upon remittance of membership dues paid by IDNL to IDC

#### 14. STUDENT MEMBER

- .1 A person may be entered or renewed in the Register in the Student Class of membership who
  - a. is enrolled in an education program in interior design currently recognized by IDNL
- .2 A person who is entered in the Register in the Student Class is a Student member.
- .3 A Student member ceases to be a Student member upon graduation from their educational institution and if they wish to continue as a member they must re-apply to the Association for an appropriate category of membership.
- .4 A Student member is entitled to
  - a. receive notice of and attend general meetings of the Association;
  - b. serve on committees of the Association; and
  - c. receive notice of special events and such other information as the directors may decide to send to members generally from time to time.
  - d. A Student member is not entitled to vote at general meetings or hold office as a director or officer of the Association.
  - e. membership in Interior Designers of Canada (IDC) upon remittance of membership dues paid by IDNL to IDC

#### 15. RETIRED MEMBER

- .1 A person may be entered or renewed in the Register in the Retired Class
  - a. who was formerly a Registered, Inactive or Allied member under these regulations for a minimum of 5 consecutive years;
  - b. who is no longer engaged in the practice of interior design or in an activity which qualifies for Allied membership;
  - c. whose written request to be reclassified as a Retired member has been approved by the Registrar;
  - d. who is in good standing with respect to the payment of membership fees and other fees prescribed by the Association;
  - e. who is covered by professional liability insurance as required by Section 14 of these by-laws and as advised by their insurance provider; and
  - f. who is of good character and adheres to the ethical standards of the Association.
- .2 A person who is entered in the Register in the Retired Class is a Retired member.
- .3 A Retired member is entitled to
  - a. receive notice of and attend general meetings of the Association;
  - b. serve on committees of the Association; and
  - c. receive notice of special events and such other information as the directors may decide to send to members generally from time to time.

- d. A Retired member is not entitled to vote at general meetings or hold office as a director or officer of the Association.
- e. A Retired member may apply to the Board to be reinstated in their previous membership class but must satisfy all requirements for membership in that membership class.
- f. membership in Interior Designers of Canada (IDC) upon remittance of membership dues paid by IDNL to IDC

#### 16. FELLOW MEMBER

- .1 A person may be entered or renewed in the Register in the Fellow Class who
  - a. at the time of appointment is a Registered member and has been a Registered member in IDNL or another provincial association for a minimum combined period of 25 years;
  - b. has rendered distinguished service to the profession of interior design and its greater recognition or betterment, and whose service has been recognized as such by the Board; and
  - c. satisfies all qualifications and requirements for the Registered Class of membership.
- d. A person who is entered in the Register in the Fellow Class is a Fellow member and a Registered member.
- e. A Fellow member is entitled to all the rights, privileges and limitations of a Registered member as set out in Section 9.1.

#### 17. PROFESSIONAL LIABILITY

- .1 Intern, Registered, Non-resident Registered, Inactive and Retired members, for the periods specified in these regulations for their respective membership classes, obtain and maintain insurance policies naming them as insured parties with minimum limits as established by IDNL from time to time, and must provide proof of such coverage at the time of application for or renewal of membership and at any other time on the request of the Registrar.
- .2 Minimum limits of insurance policies as required by IDNL may be increased at the Association's sole discretion
- .3 Under certain terms and conditions an individual may apply for and be granted an exemption from the insurance provision. This exemption must be approved by the Registrar annually.

#### 18. CONTINUING EDUCATION

- .1 Registered members, Intern Members, Educator, and Non-resident Registered members are required to satisfy continuing education requirements as prescribed by the Board to qualify for annual renewal of their membership and/or registration.

#### 19. CODE OF ETHICS

- .1 The Code of Ethics attached as Annex "A" is hereby established as the Code of Ethics of the Association.

#### 20. MEMBERSHIP DUES

- .1 The Board shall make a recommendation to a General Meeting each year to determine annual fees for the following year payable by applicants for each class of membership or for renewal of each class of membership, which may differ among the various classes of membership. The notice calling the meeting must include the recommended fee schedule.
- .2 Fees may include dues payable to the Association and dues payable by the Association to



IDC and collectible from each of the members. The annual fees shall become effective upon approval of the members at the General Meeting and the annual fees shall be payable on the first business day of January following the General Meeting or such other date as is set by the Board.

- .3 The Board may make a recommendation to a General Meeting for special assessments from time to time applicable to membership classes, which may differ among the various classes of membership. The notice calling the meeting must include the recommended special assessment. The special assessment shall become effective upon approval of the members at the General Meeting shall become payable on the due date set by the General Meeting, or if no date is set, then on such date as is set by the Board.
- .4 Each member shall pay to the Association the fees and assessments approved in accordance with these by-laws and when due.
- .5 Interest shall accrue on any fees and dues not paid by the due date at the rate of the prime lending rate plus two percent (2%) per annum, compounded monthly.
- .6 Fees must be paid within 60 days of being due. Any fees not paid by the date due shall be deemed to be a civil debt owing by the member to the Association.

## 21. TERMINATION OF MEMBERSHIP

- .1 A membership in the Association is terminated when:
  - a. the member dies;
  - b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
  - c. the member resigns by delivering a written resignation to the chair of the board of the Association in which case such resignation shall be effective on the date specified in the resignation;
  - d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
  - e. the member's term of membership expires; or
  - f. failure to pay dues
- .2 Upon any termination of membership, the rights of the member automatically cease to exist.

## 22. GENERAL MEETINGS

- .1 All General Meetings, meetings of the Board and meetings of any committees shall be governed by "Roberts Rules of Parliamentary Procedure" except where inconsistent with the Act, Regulations or these by-laws.
- .2 The absence of a member or members of the Board from any meeting, including persons elected or appointed, does not affect the ability of a quorum of the Board to discharge the powers and duties of the Board.
- .3 The President shall preside as chairman at every General Meeting and if they are not present, the Vice-President shall preside. If neither the President nor Vice-President is present within ten minutes of the time set for the commencement of the meeting, the
- .4 Chairman shall be elected among the Registered members. The Chairman shall have no vote except where there is an equality of votes cast when they shall cast the deciding vote. The Association shall have no fewer than two General Meetings each year, one of which shall be the annual General Meeting.
- .5 Every member shall provide their civic address, email or fax to the Secretary of the Association, which address is deemed to be the address to which notice shall be sent under these bylaws.

## 23. NOTICE OF MEMBERS MEETING





- .1 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 14 to 60 days before the day on which the meeting is to be held.
- .2 At least fourteen days notice of every General Meeting must be given, specifying the place, day and hour of the meeting. Notice may be given by post, in which case notice will be deemed to have been given on the second business day after posting, or by electronic mail or facsimile or other means of electronic communication, in which case it will be deemed to be given on the date it is transmitted unless it was transmitted on a day which is not a business day or after business hours, in which case it will be deemed to have been given on the next business day. Non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.

#### **24. ABSENTEE VOTING AT MEMBERS' MEETINGS**

- .1 The Registrar shall provide to any voting member who requests a proxy form for General Meetings. At any General Meeting, any voting member may appoint any other Registered member to vote on his behalf by proxy, provided however no person may be a proxy for more than two other members. A proxy is valid for only one meeting. All completed proxy forms must be received by the Secretary prior to the commencement of the meeting.
- .2 Any member is entitled to be present at a General Meeting of the Association. Any other person may be admitted at the initiation of the chairperson of the meeting or with the consent of the Registered members attending the meeting.

#### **25. CHAIR OF MEMBERS' MEETINGS**

- .1 In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **26. VOTES TO GOVERN AT MEMBERS' MEETINGS**

- .1 At any meeting of members every question shall, unless otherwise provided by the articles or by-laws, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **27. PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS**

- .1 If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

#### **28. DIRECTORS: COMPOSITION, QUALIFICATIONS, ELECTION, REMOVAL, POWERS**

- .1 There shall be a Board of the Association consisting of no fewer than six Directors and not more than twelve including: President, Vice-President, Treasurer, Secretary, Registrar, IDC Director all

- of whom should be Registered members of IDNL, an Intern Director who shall be an Intern Member of IDNL, and a Student Director who shall be a Student Member of IDNL.
- .2 the Past President, who shall be a Registered member holding the position of President for the immediately preceding term or if that person is unable or unwilling, the most recent Past-President who is a Registered member and who is able and willing to fill the position until the end of the term.
  - .3 No person shall be elected to the Board unless that person meets all requirements of the by-laws of the Association relating to qualifications, nomination, appointment and election of persons to the Board, and no person shall be elected or appointed to the Board unless that person is a permanent resident of the Province of Newfoundland & Labrador.
  - .4 Notwithstanding the foregoing, the persons appointed to the Board shall hold office until their successors are appointed or until such time as they are re-appointed, even if such appointment or re-appointment does not occur until after their specified term of office has otherwise expired.
  - .5 Members of the Board shall be elected at the Annual General Meeting by show of hands in respect of each position unless a motion is made to conduct the vote for such positions in which case a secret ballot, in person or by proxy, shall be conducted for such positions.
  - .6 Every member in good standing with their class is eligible to be nominated as a candidate for the Board.
  - .7 Every Registered member in good standing is eligible to vote for any candidate for the Board.
  - .8 A vacancy in the membership of the Board does not affect the ability of the Board to discharge its powers and duties, provided that number of the members of the Board remaining in office is not fewer than a quorum. Where there is a quorum, any vacancy on the Board may be filled pursuant to these by-laws.
  - .9 A vacancy on the board may be filled by board-directed appointment;
  - .10 Directors are expected to attend all General Meetings and all meetings of the directors, maintain their file with all pertinent information and provide an up-to-date file to the next director taking over their position.
  - .11 Directors who are elected directors shall be nominated, elected and hold office as follows:  
The Past-President, 14 days prior to the Annual General Meeting at which such election is to be held, shall identify each person nominated as a nominee for a particular office; nominations must be submitted to the Past- President 21 days prior to the Annual General Meeting;
  - .12 any Registered member entitled to vote at the General Meeting may nominate any other member entitled to hold office as a director at any time prior to or at the General Meeting.
  - .13 A director elected pursuant these by-laws shall be deemed to vacate their office at the end of annual General Meeting when their successor is elected.
  - .14 The resignation of any officer or director of the Association must be made in writing and submitted to the Secretary.

## 29. **POWERS AND DUTIES OF DIRECTORS**

- .1 The Board shall manage and conduct the business and affairs of the Association and exercise the powers of the Association.
- .2 The Board shall not make any expenditure in excess of \$5000 per single or related Expenditures unless such expenditure was outlined in the annual budget and approved at the annual General Meeting or has received approval of the voting members at a General Meeting.
- .3 The President or Vice President, with either the Secretary or Treasurer, may execute all contracts on behalf of the Association. All cheques shall be signed by any two of the President, Vice-President and Treasurer.

## 30. **THE PRESIDENT SHALL:**

- .1 be the President of the Association and shall preside at all Association general meetings and meetings of the Board



- .2 be responsible to oversee the enforcement of the Association by-laws;
- .3 be an ex-officio member of all committees;
- .4 shall have previous experience on the Board and preferably be a current member of the Board at the time of their nomination;
- .5 shall serve as the President for not more than two consecutive years;
- .6 be a signing officer for contracts or cheques of the Association in accordance with Section 3.1, 3.2 of these by laws.

**31. THE VICE-PRESIDENT SHALL:**

- .1 assume the duties of the President in their entirety in the absence of the President;
- .2 assist the President in their duties; and,
- .3 be a signing officer for contracts or cheques of the Association in accordance with Section 3.1, 3.2 of these by laws.

**32. THE SECRETARY SHALL:**

- .1 oversee the duties of the Registrar;
- .2 keep a record of all proceedings of all General Meetings and meetings of the Board;
- .3 give notices of all General Meetings and Board meetings;
- .4 arrange for the proper care of the corporate seal of the Association as well as all the records, papers, and other documents relating to the affairs of the Association;
- .5 advise all Registered members of the slate of nominations drawn up by the Nominating Committee at least fourteen days before the annual meeting;
- .6 update and revise the membership list as required and distribute to the President, Treasurer and Membership Director;
- .7 oversee the updating of the Association's electronic web page and ensure all notices are posted for members' access;
- .8 be a signing officer for contracts of the Association in accordance with Section 3.1, 3.2 of these by laws.
- .9 and perform such other duties as may be prescribed by the Board from time to time.

**33. THE TREASURER SHALL:**

- .1 receive and disburse funds of the Association and keep a true and accurate record of accounts;
- .2 deposit all money in the name of the Association in such banks as may be designated from time to time by the Directors;
- .3 complete all government forms as required for taxes, etc. and submit completed reports in a timely matter;
- .4 close the books of the Association as of December 31st of each year and arrange, in conjunction with a public accountant to have prepared an annual financial report to be forwarded to all members of the Association at least 14 days prior to the annual General Meeting;
- .5 be responsible for sending invoices to all members for annual dues not later than November 30th, advising that the annual membership fee will become due on the first day of January next and sending invoices to all members for special assessments if and when approved;
- .6 be responsible for re-invoicing by registered mail all members in arrears;
- .7 provide a report, including internal financial statements, of the financial status of the Association for review at each Board meeting and a financial report at each General Meeting;
- .8 present an annual financial report at each annual General Meeting;
- .9 prepare a proposed budget for the next fiscal year for review by Directors and to be presented at a General Meeting; and,  
be a signing officer for contracts or cheques of the Association in accordance with Section 3.1, 3.2 of these by laws



**34. THE IMMEDIATE PAST- PRESIDENT SHALL:**

- .1 assist the President in their duties as required;
- .2 act as Nominating Chair at the Annual General Meeting;
- .3 review and recommend additions or updates to the current by-laws; and,

**35. THE IDC REPRESENTATIVE SHALL:**

- .1 be responsible for all interaction between the IDC and the Association;
- .2 be a director of IDC and the Board's representative at all meetings of directors of IDC and submit an annual report to the Association's annual General Meeting; preferably be a Director or a previous Director; and
- .3 be limited to not more than two consecutive terms as IDC Representative

**36. THE REGISTRAR**

- .1 maintain the Register of members
- .2 respond to all membership information and application requests;
- .3 Attend meetings of the Board as a non-voting member, unless requested by the Board not to attend;
- .4 issue certificates to applicants who have fulfilled the requirements for registration as prescribed by the by-laws; and
- .5 Perform such other duties as the Board may prescribe.

**37. TERM OF OFFICE OF DIRECTORS**

- .1 The term of office of each Board member shall be two years, except for the President and Vice President whose term shall be one year and the IDC Representative, whose length of term shall be the same as the length of their term on the IDC Board, so that, with the exception of the IDC Representative, approximately one-half of the positions on Board shall be elected each year.
- .2 Elected or appointed members of the Board may not be members of the Board for more than five consecutive terms but are eligible for re-election or appointment after an absence from the Board of at least two years, providing that this shall not restrict a person from serving as Past President.
- .3 In this section, "consecutive" means that twelve months or less has occurred between the end of one term and the commencement of the next.

**38. CALLING OF MEETINGS OF BOARD OF DIRECTORS**

- .1 The Secretary shall at the request of the President or on written request of four members of the Board call a meeting of the Board when requested by them and the Board shall meet not fewer than five times per calendar year;
- .2 Directors may participate at a meeting of Directors by conference call or other means of telecommunication whereby each person is able to hear all the other persons.
- .3 A resolution in writing signed by two-thirds or more of the members entitled to vote on it shall be as valid as if passed by a majority of voting members at a duly constituted General Meeting provided that notice of the resolution is given accordingly.
- .4 The annual General Meeting shall be held in Newfoundland, unless by special resolution approval is given to hold a particular annual general meeting elsewhere, during the first quarter of each calendar year for the following purposes:
  - a. to receive the financial statements and report of the previous calendar year's
  - b. to receive reports from the Board, the Association officers and committees;
  - c. to receive a recommendation of the name of an auditor from the Board for the
  - d. ensuing year, to appoint an auditor, and
  - e. to elect directors for the next ensuing year.



**39. NOTICE OF MEETING OF BOARD OF DIRECTORS**

- .1 Notice of such meetings shall be given by telephone, mail, by courier, by facsimile or by electronic mail by the Secretary to all directors on not less than 72 hours notice but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board;
- .2 A meeting may be held without formal notice if all the Directors are present or if those absent have signified their assent to such meeting or their consent to the business transacted at such meeting;
- .3 A meeting of the Board may be held at the close of every General Meeting without notice;

**40. VOTES TO GOVERN AT MEETINGS OF THE BOARD OF DIRECTORS**

- .1 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- .2 A resolution in writing signed by all the Directors shall be as valid as if passed at a duly constituted meeting of Directors;

**41. COMMITTEES OF THE BOARD OF DIRECTORS**

- .1 The Association shall have such committees or other advisory bodies as in the opinion of the Board are necessary or appropriate for the proper functioning of the Association.
- .2 No committee shall have fewer than three members including the chairperson.
- .3 Members of a committee shall be appointed at the Annual General Meeting.
- .4 Subject to these by-laws, a committee shall have the duties and reporting responsibilities assigned thereto by the Board
- .5 Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

**42. BY-LAWS AND EFFECTIVE DATE**

- .1 Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.