

ASSOCIATION OF CHARTERED INDUSTRIAL DESIGNERS OF ONTARIO**BY-LAW NO. 4 with Chapter Addendum**

Article 1.00 NAME

1.01 Name

The name of the association shall be "Association of Chartered Industrial Designers of Ontario", referred to hereinafter as "the Association".

1.02 Head Office

The head office of the Association shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at such place therein as the board may from time to time determine.

1.03 Seal

(a) The Association has a seal, an impression whereof is stamped in the margin hereof, which has inscribed thereon, "the Association of Chartered Industrial Designers of Ontario".

(b) The seal shall be kept in the custody of the Secretary of the Association at the head office of the Association.

1.04 Affiliation

The Association of Chartered Industrial Designers of Ontario is a member association of the Association of Canadian Industrial Designers (ACID), by which it is a member of the World Design Organization (WDO).

1.05 Definitions:

(a) Wherever the words "he" or "his" appear, same shall be deemed to mean either "he" or "his", "she" or "her";

- (b) (i) "Association" means the Association of Chartered Industrial Designers of Ontario;
- (ii) "ACIDO" and "A.C.I.D.O." mean the Association of Chartered Industrial Designers of Ontario;
- (iii) "Act" means the act respecting the Association of Chartered Industrial Designers of Ontario;
- (iv) "By-law" means a by-law of the Association;
- (v) "Board" means the Board of Governors of the Association;
- (vi) "Member" means member of the Association;
- (vii) "Registered" means registered as a member under this Act and registration has a corresponding meaning;
- (viii) "Registrar" means the registrar of the Association;
- (ix) "Student" means a student member of the Association;
- (x) "Director" means an elected member of the board;
- (xi) "Officer" means either the president, vice-president, secretary or treasurer;
- (xii) "Case History" means a type-written report detailing Industrial Design projects, in the design process of which an applicant for membership has had significant involvement;

- (xiii) "Support Material" means graphic and photographic material related to and supplied with the "Case Histories" serving to describe the particular project in detail;
- (ix) "Letter of Sponsorship" means a letter written by a Professional Member verifying the abilities of an applicant for professional membership.
- (x) "Mentor" means a Professional Member who guides and advises an Associate Member in the process of acquiring the experience and skills necessary to advance to Professional Membership status in the Association.
- (xi) "Mentoring" means the act of meeting with an Associate Member on a regular basis not less than four (4) times per year for the purpose of acting as a Mentor.

Article 2.00 DEFINITION OF INDUSTRIAL DESIGN

Industrial Design is the professional service of creating and developing concepts and specifications that optimize the appearance, function, and value of products and systems for the mutual benefit of both user and manufacturer.

Industrial Designers develop these concepts and specifications through the collection, analysis, and synthesis of data guided by the special requirements of the client or manufacturer. They are trained to prepare clear and concise recommendations through drawings, models and verbal descriptions.

Industrial Design services are often provided within the context of cooperative working relationships with other members of a development group. Typical groups include management, marketing, engineering, and manufacturing specialists. The Industrial Designer expresses concepts which embody all relevant design criteria determined by the group.

The Industrial Designer's unique contribution places special emphasis on those aspects of the product or system which relate most directly to human characteristics, needs and interests. This contribution requires specialized understanding of visual, tactile, safety, and convenience criteria, with concern for the user. Education and experience in anticipating psychological, physiological, and sociological factors which influence and are perceived by the user are essential Industrial Design resources.

Industrial Designers also maintain a practical concern for technical processes and requirements for manufacture, marketing opportunities and economic constraints, and distribution, sales and servicing arrangements. They work to ensure that design recommendations utilize materials and technology effectively, and work with the client to comply with legal and regulatory requirements.

Designers, as professionals, are guided by awareness of their obligations to protect the public safety and well being, to respect the environment, and to observe ethical business practices.

Article 3.00 PURPOSES

The objectives of the Association are:

- (a) To develop a cohesive professional organization of industrial designers, design educators and students;
- (b) To foster high standards of design, design education and professional integrity;
- (c) To assist in the development and implementation of design educational programs for both students and practicing industrial designers;

- (d) To foster increased public understanding of the services and values of the industrial design profession;
- (e) To actively cooperate with industry and government in the creative and responsible development of products and services;
- (f) To cooperate with others to better the human environment and the quality of life;
- (g) To acknowledge outstanding design and public service achievement;
- (h) To actively encourage young designers and students in their professional career development;
- (i) To participate in activities aimed at helping industrial design grow as an increasingly vital and responsible profession;
- (j) To create, assemble and make available a body of professional literature;
- (k) To encourage, support and coordinate research and experimentation in industrial design and closely related fields;
- (l) To furnish means and facilities by which members and students may increase their knowledge, skill and efficiency in all things related to the business or profession of industrial design;
- (m) To hold examinations and/or prescribe tests of competency deemed appropriate to qualify for admission to membership in the Association and the various classes thereof;
- (n) To maintain professional discipline among members;
- (o) To supervise the practice of members in order that the public interest may be served and protected; and
- (p) To serve as the authoritative voice of industrial design in Ontario.

Article 4.00 MEMBERSHIP STRUCTURE

4.01 Professional Member

I Definition and Requirement

Professional membership shall be available to any citizen or resident of Canada, whose primary responsibility as a designer, educator or researcher, is the field of industrial design, and,

1. holds at least an undergraduate degree in industrial design or a related design discipline from a course which is accredited by the Association, and,
2. has attained two (2) years of Mentored experience, or three (3) years of experience as a designer, educator or researcher in the field of industrial design, and,
3. has submitted, to the satisfaction of the Association, three (3) Case Histories and/or Letters of Sponsorship.

or

1. has attained a total aggregate of eight (8) years of design-related education and/or experience (or seven (7) years if a Mentored Associate) as a designer, educator or researcher in the field of industrial design, and,
2. has submitted, to the satisfaction of the Association, three (3) Case Histories and/or Letters of Sponsorship.

II Rights and Benefits

Professional Members are entitled to:

1. Be issued national and provincial certificates, provincial stamp and accorded the title letters of ACID and ACIDO;

2. Receive memberships in the Association of Canadian Industrial Designers (ACID) and in the World Design Organization (WDO);
3. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO.
4. Attend Annual, Regular and Special ACIDO meetings;
5. Vote at Annual, Regular and Special ACIDO meetings;
6. Hold elected office of the Association;
7. Serve on committees of the Association;
8. Receive such Professional Practice materials and Professional Member Benefits as may be offered by the Association from time to time, including the ACIDO Contract Form and industry publications;
9. Have access to the Association's newsletters and minutes of its Board meetings; ACID and WDO publications;
10. Be registered in the ACIDO directory as a Professional Member;
11. Receive free admission to all regular ACIDO programs and events.

4.02 Life Member

I Definition and Requirement

Life membership shall be available to any Professional Member in good standing, who

1. has been a Professional Member of the Association for fifteen (15) continuous years; and,
2. has reached the age of sixty-five (65) years, and has retired from active practice.

II Rights and Benefits

Life Members retain all rights and benefits of the Professional Members.

4.03 Fellow

I Definition and Requirement

Fellow membership in the Association may be conferred by a two-thirds majority vote of the Board of Governors, upon a member in good standing, who has been a Professional Member of the Association for fifteen (15) years with particular prominence and has earned the special respect and affection of the membership through the distinguished service to the profession and society.

II Rights and Benefits

Fellows of ACIDO are entitled to:

1. Retain all rights and benefits of Professional Members;
2. Be issued a Certificate of a Fellow and be accorded the title letters of FACIDO;
3. A Fellow will be registered in the ACIDO directory as a Fellow.

4.04 Associate Member

1 *Definition and Requirement*

Associate membership shall be available to any citizen or resident of Canada, whose primary responsibility as a designer, educator or researcher, is in the field of industrial design, and,

1. has not acquired the requisite combination of design-related education, practice time and experience required for Professional Member status, and,
2. is actively participating in the Association's Mentoring Program with the intent of acquiring Professional Membership status within four (4) years.

II *Rights and Benefits*

Associate Members are entitled to:

1. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO.
2. Attend annual, regular and special ACIDO meetings;
3. Serve on committees of the Association;
4. Receive such Professional Practice materials and Associate Member Benefits as may be offered by the Association from time to time, including industry publications;
5. Have access to the Association's newsletters and minutes of its Board meetings; ACID and WDO publications;
6. Be registered in the ACIDO directory as an Associate Member;
7. Receive free admission to all regular ACIDO programs and events;
8. Be assigned a Professional Member to act as a Mentor.

4.05 Student Member

1 *Definition and Requirement*

Student membership in the Association shall be available to any citizen or resident of Canada who is enrolled in a course of industrial design.

II *Rights and Benefits*

Student Members are entitled to:

1. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO.
2. Attend annual, regular and special ACIDO meetings;
3. Serve on committees of the Association;
4. Receive such Student Member Benefits as may be offered by the Association from time to time;
5. Have access to the Association's newsletters and minutes of its Board meetings; ACID and WDO publications;

6. Be registered in the ACIDO directory as a Student Member;
7. Receive free admission to all regular ACIDO programs and events.

4.06 Affiliate Member

I Definition and Requirement

Affiliate membership shall be available to any person not eligible for Professional, Associate, International or Student memberships.

II Rights and Benefits

Affiliate Members are entitled to:

1. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO.
2. Attend annual, regular and special ACIDO meetings;
3. Serve on committees of the Association;
4. Have access to the Association's newsletters and minutes of its Board meetings; ACID and WDO publications;
5. Be registered in the ACIDO directory as an Affiliate Member;
6. Receive free admission to all regular ACIDO programs and events;

4.07 International Member

I Definition and Requirement

International membership shall be available to any person, who

1. is a practicing designer, educator or researcher in the field of industrial design, and,
2. is neither a citizen nor a resident of Canada, and,
3. is a member of an association of industrial designers which is a member of WDO.

II Rights and Benefits

International Members are entitled to:

1. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO.
2. Attend annual, regular and special ACIDO meetings;
3. Serve on committees of the Association;
4. Have access to the Association's newsletters and minutes of its Board meetings; ACID and WDO publications;
5. Be registered in the ACIDO directory as an International Member;
6. Receive free admission to all regular ACIDO programs and events;

4.08 Honorary Member

I Definition and Requirement

Honorary membership may be awarded by unanimous vote of the Board of Governors to any person whose relationship to, involvement with, or special efforts on behalf of the design profession merit the recognition and gratitude of the Association.

II Rights and Benefits

Honorary Members are entitled to:

1. Be issued Honorary Member certificates;
2. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO.
3. Attend annual, regular and special ACIDO meetings;
4. Serve on committees of the Association;
5. Have access to the Association's newsletters and minutes of its Board meetings; ACID and WDO publications;
6. Be registered in the ACIDO directory as an Honorary Member;
7. Receive free admission to all regular ACIDO programs and events;

4.09 Corporate Partner

I Definition and Requirement

Corporate Partnerships are available to any corporations whose activities are related to, or involve the interest of industrial design.

II Rights and Benefits

Corporate Partners are entitled to:

1. Be issued Corporate Partner certificates;
2. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO.
3. Attend annual, regular and special ACIDO meetings;
4. Serve on committees of the Association;
5. Have access to the Association's newsletters and minutes of its Board meetings; ACID and WDO publications;
6. Be registered in the ACIDO directory as a Corporate Partner;
7. Receive free admission to all regular ACIDO programs and events;
8. Sponsor events and publications;

Article 5.00 MEMBERSHIP

(a) Membership of the Association shall consist of such persons as are admitted from time to time by resolution of the Board, provided that all such persons are eligible for membership in the Association in accordance with the provisions of the by-laws of the Association, relating to the qualifications and selection of members.

(b) A member of the Association may resign by resignation in writing which shall be effective upon acceptance thereof by the Board.

5.01 Application for Membership

Any person desiring membership in the Association shall complete an application form provided by the Association, and shall submit it to the membership chairman with all required documentation and fees.

5.02 Use of ACIDO stamp

- (a) use of the ACIDO stamp may not be conveyed by legal or any other transfer of title or inheritance;
- (b) Restrictions in the use of the ACIDO stamp may be imposed as a result of Disciplinary proceedings or non payment of dues.

5.03 Fees and Dues

- (a) Dues of members shall be prescribed by the Board and published biannually.
- (b) As of March 1, in each year, all members will be invoiced for the membership fees of the current calendar year.
- (c) Dues shall be payable upon invoicing, by March 31 of every calendar year.
- (d) Membership dues for persons who are admitted as members after the beginning of a calendar year shall be prorated for the remainder of the year.

5.04 Non-payment of Dues

- (a) Any members whose dues remain unpaid as of April 1st, shall be notified by the Registrar of the Association that they are members not in good standing.
- (b) Any Professional Members deemed not in good standing shall forfeit all privileges accorded within the By-laws of the Association.
- (c) Any Professional Member deemed not in good standing is prohibited from the use of the Professional Stamp of the Association.
- (d) A member shall become a non-member, whose membership dues remain unpaid at the end of a calendar year.
- (e) Any Professional Member deemed to be a non-member shall:
 - i) forfeit all affiliation with the Association, and,
 - ii) surrender his professional stamp and certificate to the secretary of the Association.

5.05 Termination of Privileges

- (a) When membership in the Association is terminated in accordance with the by-laws, the membership certificates and stamp, as applicable, must be surrendered immediately to the Registrar of the Association.
- (b) A former member whose membership has been terminated shall not have the right to display an ACIDO sign at his place of business or to use the name or initials of the Association.

5.06 Reinstatement of Members

- (a) The Board shall have the power to reinstate former members of the Association upon recommendation of the membership committee.
- (b) The reinstatement shall be subject to the current qualifications for membership in the respective category.

Article 6.00 BOARD OF GOVERNORS**6.01 General**

- (a) The affairs of the Association shall be managed by the Board.
- (b) The Board shall consist of not fewer than five or more than twenty-one members of the Association in good standing.
- (c) The Board of the Association shall be elected from the Professional Members of the Association and shall retire in rotation.
- (d) At each annual meeting held directors shall be elected on a staggered basis, and shall retire from office on the expiration of the terms for which such directors were elected.
- (e) The election of Directors may be by show of hands or by ballots.
- (f) All directors may stand for re-election if they are otherwise qualified.

6.02 Vacancies-Board of Governors

Vacancies on the Board, however caused, may, so long as a quorum of directors remain in office, be filled by the Directors from any of the Professional Members in good standing of the Association if they shall see fit. Otherwise such vacancies shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining directors shall forthwith call a meeting of the Members to fill the vacancy.

6.03 Removal of Directors

The Professional Members of the Association may remove any Director before the expiration of his term of office, by resolution passed by at least two thirds of the votes cast at a special meeting of Professional Members at which a quorum was present, and of which notice specifying the intention to pass such resolution has been given, and may, by a majority of the votes cast at that meeting, elect any qualified person in his stead for the remainder of his term.

Article 7.00 MEETINGS**7.01 Board of Governors**

- (a) The board of Governors shall meet at least once every two (2) months .
- (b) Notice of such meetings shall be communicated to each Director not less than two (2) days before the meeting is to take place or shall be mailed to each director not less than seven (7) days before the meeting is to take place.

7.02 General Meetings

- (a) Notice of all general meetings shall be communicated to Members at least seven (7) days in advance.
- (b) The Association shall hold a minimum of one general meeting of members each year.
- (c) All such meetings shall be open to the full membership.
- (d) A special meeting of professional members only shall be held at any time and at any place upon written notice from the Board, or be called by the board in response to a request in writing by not less than twenty (20) per cent of the Professional Members in good standing, setting out the objects and reasons for the proposed meeting.
- (e) Notices of special meetings of Professional Members shall be communicated to all Professional Members by the secretary at least seven (7) days before the date of such meetings. Such notice shall indicate the purpose of such meetings.

7.03 Annual Meeting

The annual meeting of the Association shall be held before May 30. The Annual Meeting shall be divided into two parts;

- (a) the first part is to include reports from all officers, and any general business;
- (b) the second part to be election of directors to the Board, when the chairman of the nominating committee shall assume the chair, present the slate of nominees and conduct the election.

7.04 Quorum

- (a) At meetings of the Association, the following shall constitute a Quorum:
 - (i) At annual, general and special meetings not less than twenty per cent of Professional Members to be present;
 - (ii) Board of Governors not less than a majority of the elected directors of the Board to be present.
- (b) At annual, general and special meetings, proxy is the equivalent of that member being present.

7.05 Proxies

- (a) At all fully constituted annual, general and special meetings of the association, any professional member may appoint any other Professional Member to vote on his behalf by proxy.

(b) The following is an approved form of proxy:

" I, _____, a Professional Member of the Association of Chartered Industrial Designers of Ontario, do hereby appoint _____ as my substitute and proxy to vote for me and on my behalf at the _____ meeting of the said association to be held on the day of _____ and at any adjournment thereof.

Dated this day of _____

Signature of Member _____ "

(c) All proxies must be in the hands of secretary of the Association prior to the holding of the meeting.

7.06 Voting

(a) At any annual, general and special meeting of the Association, each Professional Member in good standing shall be entitled to one vote, or to one vote by proxy on any motion.

(b) All matters shall be decided by the majority of votes. In case of an equality of votes, the chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact, without proof of the number, or the proportion of the votes recorded in favour of or against such resolution.

7.07 Powers

(a) The Board may from time to time:

(i) borrow money on the credit of the Association;

(ii) issue, sell or pledge securities of the Association;

(iii) charge, mortgage or hypothecate or pledge any or all the real or personal property of the Association, including book debits and unpaid calls, rights, powers, franchises, and undertakings.

(iv) secure any securities or any money borrowed or any other debt, or any other obligation or liability of the Association.

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

7.08 Remuneration of Directors

The Directors shall receive no remuneration for acting as such. Reasonable expenses incurred by any director in the performance of his duty may be paid if authorized by resolution of the Board.

Article 8.00 OFFICERS OF THE ASSOCIATION

There shall be a President, a Vice-President, a Secretary and a Treasurer and such other officers as the Board may determine by by-law from time to time. The President and the Vice-President shall be elected by the members of the Association at the annual or general meeting of which the Directors are elected from among the Professional Members who have been elected directors at such meetings. No person shall hold office as President or Vice-President unless he is also a Director.

The President and the Vice-President shall hold office for a term of two (2) years. The President and the Vice-President shall hold office until their respective terms expire or until their respective successors have been duly elected; in default of election at any annual meeting the then incumbents, if directors, shall continue in office until their successors are elected at a general meeting called for such purpose or at the next annual meeting. If a vacancy occurs during the term of office of the President and or Vice-President, such vacancy may be filled by the directors for the remainder of such term of office. A vacancy shall automatically occur if the President or Vice-President shall cease to be a Director. The other officers of the Association need not be members of the Board and the employment of all officers shall be settled from time to time by the Board.

8.01 Duties of President and Vice-President:

The President shall preside at all meetings of the members of the Association and of the Board. The president shall also be charged with the general management and supervision of the affairs and operations of the Association. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President and if the Vice-President or such other director as the Board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

8.02 Duties of the Secretary:

The Secretary shall give or cause to be given out all notices required to be given to members, directors, auditors and members of committees. He shall attend all meetings of the Board and of the members and shall enter or cause to be entered in the books kept for that purpose minutes of all proceedings at such meetings. He shall be the custodian of the seal of the Association and he shall perform such other duties as may from time to time be determined by the Board.

8.03 Duties of Treasurer:

The Treasurer, or person performing the usual duties of the Treasurer shall receive and disburse the funds of the Association and keep a true and accurate record of accounts. He shall deposit all moneys in the name of the Association in such banks as may be designated by the Board. He shall make payments only in the manner prescribed by the Board, and make reports, as required by the Board, from time to time. He shall prepare an annual report of finances, in conjunction with the auditors of the Association, to be forwarded to all members before or at the annual meeting. He shall see that invoices for annual dues are sent to all members of the Association no later than March 1st. The books of account of the Association shall be closed as of December 31st, each year and audited by a chartered accountant or certified general accountant.

8.04 Duties of Registrar:

The Registrar shall maintain a record of the names and addresses of all persons who are from time to time members of the Association. He shall provide the secretary with the current information list as required in order that the required notices can be given to members, directors, auditors and members of committee. He shall further keep a record of the status of all members, in accordance with section 4.00 herein.

8.05 Duties of other Officers:

The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board requires of them.

8.06 Execution of Documents:

- (a) contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice-President, Secretary, Treasurer or by any person authorized by the Board.
- (b) The President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board may transfer any and all shares of stock, bonds or other securities from time to time standing in the name of the Association in its individual or any capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares or stock, bonds or other securities from time to time transferred to the Association, and may affix the seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, stocks, bonds or other securities on the books of any company or corporation.
- (c) Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Board may at any time direct the manner in which, and the person or persons by whom, any particular instrument contract or obligations of the Association may or shall be executed.

8.07 Confidentiality:

Without limiting the confidentiality obligations by statute or common law, every Director and Officer of the Association shall maintain and preserve the confidentiality of matters brought before the Board.

Article 9.00 COMMITTEES

- (a) There shall be standing committees appointed by the Board, as described in this article, on each of which shall be a member of the Board.
- (b) The President shall appoint such other committees as the Board may authorize from time to time.

9.01 Finance

- (a) The Finance Committee shall be formed to include the officers of the Board and any other Professional Members deemed necessary.

(b) The duties of the Finance Committee shall be to supervise the accounts of the Association and the operation of all required financial reports.

9.02 Education

(a) The Education Committee shall consist of a minimum of two (2) Professional Members who will be responsible to organize and conduct the educational activities of the Association.

(b) The duties of the Education Committee shall be to supervise scholarships, the recommendation and promotion of the improvements of quality and content of Industrial Design academic requirements, liaison with Industrial Design schools and the production of studies within the Association.

9.03 Membership

(a) The Membership Committee shall consist of a minimum of three (3) Professional Members, including the chairman, at least one of whom shall be a member of the Board;

(b) The Membership Committee shall meet at least once every two months;

(c) The duties of the Membership Committee shall be to construe all applications for membership, examine or investigate applications for membership and make recommendations to the Board as to acceptance or rejection.

(d) The Membership Committee shall be solely responsible for the examination of all applications.

9.04 Nominating

(a) The Nominating Committee shall consist of a minimum of three Professional Members including a chairman appointed by the President;

(b) The duties of The Nominating Committee shall be to:

(i) Contact all members of the existing Board to confirm their remaining on the Board for the balance of terms as elected;

(ii) Review the current list of Professional Members in good standing and select a proposed slate, in addition to those already nominated and ascertain if they will allow their names to stand for election to the Board for a two year term or replace any member who may have resigned;

(iii) Provide the Secretary with the slate of nominations at least twenty (20) days prior to the date of the annual meeting, in order that the secretary may advise all professional members at least fourteen (14) days prior to the date of the annual meeting, and arrange for the printing of ballots;

(iv) Mail a request for nomination to all Professional Members.

(v) Appoint three scrutineers who shall be Professional Members.

(c) If any member of the Board is not prepared to fulfill his full term as elected he must provide a letter of resignation to the secretary prior to the ending of the fiscal year;

(d) Any member of the Board who has completed his term of office may be nominated for reelection to the Board;

(e) Nominations must be submitted in writing, seconded by another Professional Member and then mailed to the chairman of the nominating committee at least thirty (30) days prior to the date of the annual meeting;

9.05 Discipline

- (a) The Discipline Committee shall consist of at least three Professional Members one of whom is a member of the Board.
- (b) The chairman shall be appointed by the Board.
- (c) The duties of the Discipline Committee shall be to receive and review complaints brought against any member alleging professional misconduct, incapacity, or other incompetence.

Article 10.00 INDEMNIFICATION

The Association hereby indemnifies its Officers and Directors, past and present, against expenses incurred by them in connection of any action, suit, or proceeding in which they, or any of them, made party by reason of having been Officers, or Directors of the Association, except in such matters as to which such Officers, or Directors shall be adjudged to be liable for negligence, or misconduct in the performance of duty.

Article 11.00 CODE OF ETHICS AND PROFESSIONAL PRACTICES

The Code of Ethics and Professional Practices of the Association, as referenced to these By-laws on APPENDIX 1, shall be considered the prescribed rules and regulations for methods of business procedure for members of the Association.

Article 12.00 AMENDMENTS

- (a) Any by-laws may be adopted, repealed or amended at any annual, general or special meeting of professional members by a vote of two thirds of the professional members in attendance, provided a quorum is present.
- (b) When by-laws or major financial matters are involved, such meetings shall be held at the location in which the maximum number of professional members are located.
- (c) Notice in writing of proposed amendments to the by-laws or of new by-laws must be sent to professional members at least fourteen days before the meeting which they are to be acted upon.

Dated in Toronto, Ontario on the 24th. day of May, 2001.

ASSOCIATION OF CHARTERED INDUSTRIAL DESIGNERS OF ONTARIO

CHAPTER BY-LAW ADDENDUM**Article 13.00 CHAPTERS****13.01 Jurisdiction**

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

- (a) The jurisdiction of each Chapter shall be confined to the geographic area assigned to it by the Board.
- (b) Within the territory assigned to it, each Chapter shall be entitled to act as a component organization of the Association under a Chapter Certificate issued to it by the Board, but no Chapter shall take any action to directly or indirectly; nullify or contravene any act or policy of the Association.
- (c) Each Chapter shall adopt a name which shall end with the phrase "Chartered Industrial Designers of Ontario". The name shall be subject to the approval of the Association's Board
- (d) The number of Association members required to formulate a new Chapter in any given territory shall be determined from time to time by the Association's Board.
- (e)
 - (i) The Board may, in its discretion, withdraw the Charter it has issued to any Chapter, whereupon such Chapter shall cease to operate as a Chapter of the Association and shall turn over to the Association all of its records, funds, property and other assets.
 - (ii) Before taking such action, the board shall give notice to the Chapter of its intention to revoke the Chapter's Charter and shall afford such Chapter and the Officers thereof an opportunity to appear before the Board and show cause why such action should not be taken.
 - (iii) If the Chapter should fail to request a hearing before the Board within ten (10) days after it received notice of the Board's intention, the Board shall be privileged to proceed without a hearing.
 - (iv) If the action of the Chapter complained of, is capable of being cured by future action of the Chapter, the Board shall afford the Chapter a reasonable opportunity to take such action before taking action to withdraw such Chapter's Charter.

13.02 Organization of Chapters:

- (a) Chapters shall be organized pursuant to instructions of the Board, in a manner consistent with the Association's organization and By-law.
- (b) Each Chapter shall be composed of individuals only and its members shall be members of designated categories of membership as have been assigned to such Chapter from time to time by the Board, in accordance with the By-laws of the Association.
- (c) Each Chapter shall be governed by a Chapter Board of Directors, to be elected by the Professional Members of such Chapter.
- (d) Each Chapter shall appoint such committees as may be necessary to carry on the Chapter's activities, and each Chapter shall cooperate with the Association in order to forward the interests of the Association within the area in which the Chapter functions.

13.03 Powers

The Association shall not have any title to or interest in any property or other assets of any Chapter, nor be liable for any debt of any Chapter, except that upon the revocation of the Charter issued to any Chapter, all the funds, property and records of the Chapter shall revert and become the sole property of the Association subject to the proper claims of third parties against such Chapter's funds, properties or other assets.

13.04 Chapter Board of Directors:

- A. (1) Each Chapter shall have a Board of Directors composed of four Professional Members, elected by the Professional Members of the Chapter at their Annual Meeting.
(2) For-the initial election of any new Chapter, two members shall be elected for a two-year term of office and two shall be elected for a one-year term.
(3) The following year, the members elected for a one-year term shall retire and be replaced by two other members who shall be elected for a two-year term.
(4) In the subsequent year, two members will retire from the Board of Directors and two new members will be elected to replace them.
- B. (1) Each year the incoming Board of Directors shall elect one of its members as President, immediately following the Chapter's Annual Meeting.
(2) Members who will be serving as President of a Chapter for the ensuing term shall not be eligible to serve as President of the Association concurrently with that term, nor shall the President of the Association be eligible to serve as President of a Chapter concurrently with that term.
(3) Within two weeks of his election the incoming President shall appoint a First Vice-President, a Secretary and Treasurer from among the elected members of the Board of Directors.
(4) The Board of Directors may appoint subcommittees as required for various activities throughout the year.
- C. The Chapter President, First Vice-President, Secretary and Treasurer shall submit reports of the respective Chapter activities at least once yearly, before the Association's Annual Meeting, or at any other times upon request of the Board, and the Secretary shall also forward copies of all Minutes of Chapter meetings to the Board of Governors.

13.05 Nominating:

- A. Each year, the Chapter President shall appoint a Nominating Chairman who shall appoint a Nominating Committee composed of three Registered Members including himself.
- B. (1) The Nominating Committee shall produce a slate of nominations for new members required on the Board of Directors.
(2) Their duties and schedule of operating shall be consistent with the By-laws of the Association governing Nominating, as applied to the holding of the Chapter's Annual Meeting.

13.06 Dues and Assessments:

- A. (1) A proportion of each member's dues paid to the Association shall be remitted by the Association to the Chapter to which each member is assigned.
(2) This remittance shall be forwarded not later than May 31st of the fiscal year.

(3) The proportion of such dues to be so remitted may be re-determined in each year by the Board at any regular or special meeting of the Board.

B. Each Chapter shall be entitled to assess its members in such manner as may be required to defray such Chapter expenses as are not covered by the proportion of dues remitted by the Association, provided, that before any such assessment is made, approval of the same is obtained by the Chapter from the Association's Board.

C. Approval of the Association's Board may be obtained upon written applications by the Chapter which shall set forth:

- (a) the amount of the assessment per Chapter member broken down into membership classification;
- (b) the purpose of the assessment;
- (c) the current financial position of the Chapter, including a statement of cash on hand, anticipated income, accounts payable and a statement of monthly expenses regularly incurred by the Chapter.

13.07 Meetings:

A. Chapters shall hold a minimum of three meetings during each year, to be held in the Fall, Winter and Spring.

B. There shall be an Annual Chapter Meeting which must be held prior to the Association's Annual Meeting.

C. (1) The Annual Meeting shall include reports from the Executive Officers and Committees, any other general business, and the election of new members to the Board of Directors.

(2) The Chapter Annual Meeting shall be held prior to the Annual Meeting of the Association.

13.08 Privileges of Membership:

Members of all Chapters duly created in accordance with this section are entitled to all privileges of members of the Association and are subject to all restrictions as contained in these by-laws.

13.09 Duties of Officers:

The duties of all officers of the Chapters of the Association shall be in accordance with the duties of the officers of the Association as contained in these by-laws, as may be amended from time to time by the Board. The secretary of each Chapter shall submit an annual report of the Chapter's activities to the Association at the Annual Meeting of the Association.

Dated in Toronto, Ontario on the 24th. day of May, 2001.

ASSOCIATION OF CHARTERED INDUSTRIAL DESIGNERS OF ONTARIO