

**INTERIOR DESIGNERS' ASSOCIATION
OF SASKATCHEWAN**

**BYLAWS
Revised 2004**

INTERPRETATION

1 (1) In these Bylaws:

- (a) "Act" means The Interior Designers' Act, S.S. 1995, c-I-10.02 [amended 4 October 1996];
 - (b) "Association" means the Interior Designers' Association of Saskatchewan, continued pursuant to Section 3 of the Act;
 - (c) "Council" means the council of the Association;
 - (d) "Design Education" means post-secondary education based on a two to five year diploma or degree program in interior design from a recognized University, or such equivalent educational credit as determined by The Association or authorized committee of the Association;
 - (e) "Member" means a member of the Association in good standing;
 - (f) "National Association" means the Interior Designers of Canada, and its successors;
- (2) Words importing the singular number or the masculine gender shall include the plural number or the feminine or neuter gender, as the case may be, and vice versa, and references to persons shall include firms, organizations, societies, corporations and all other legal entities.
- (3) The headings to the clauses of these bylaws shall in no way govern, qualify or interpret the same, which said headings are intended only to facilitate reference.

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PART I: ADMINISTRATIVE BYLAWS

FINANCIAL AFFAIRS

- 2 (1) Council shall have power, from time to time, by resolution, to appoint any officer or any person or any combination of persons, either to sign instruments in writing generally, or to sign specific instruments in writing, or to affix the Association's seal when required on behalf of the Association.
- (2) Council shall designate a financial institution through which all monies generated by the Association shall be deposited.
- (3) All cheques, notes and evidences of indebtedness of the Association shall be signed by the Treasurer and co-signed by a designated Member of Council.
3. The fiscal year of the Association shall end on the 31st day of December.
- 4 (1) Provision for the receipt, management and investment of contributions, donations or bequests may be determined by Council subject to ratification by a vote at a meeting of the Association membership.
- (2) The Association will provide written receipts to donors for their contributions, donations and bequests.
- (3) The Association may manage, invest and dispose of investments pursuant to Section 5 of the Act.

COUNCIL & OFFICERS

- 5 (1) The business and affairs of the Association shall be managed and regulated by a Council of no fewer than three and not exceeding 15 members, up to two of whom shall be members of the general public, and shall be known as the "public members". The quorum for the transaction of business at any meeting of Council shall be two-thirds of the council or such great number as Council may from time to time determine.
- (2) No person shall be qualified for election as a member of Council if he is less than 18 years of age; if he is of unsound mind and has been so found by a Court in Canada or elsewhere; if he is not an individual; or if he has the status of bankrupt. A member of Council shall be a registered Member, except for the member holding office as the Public Member.
- (3) Council may establish an Executive Council, made up of such officers, to meet at such times, and to perform such duties as Council shall direct.
6. Council Members other than the Public Member(s), to replace those whose terms have expired, shall be elected by Registered Members at the annual meeting.
7. Members of Council shall hold office for two year terms, except for members who also hold office as follows:
 - (a) National Association Liaison, four years or as required by that Association;
 - (b) Public Member, such term or terms as may be determined by the Lieutenant Governor in Council.
- 8 (1) The officers of the Association shall be a President, Vice-President Membership Services, Vice-President-Legal, Vice-President- Public Relations, Secretary, Treasurer, Past-President, National Association Liaison, and the Public Member, and their duties shall include those set out hereunder.

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- (2) The officers of the Association shall be appointed by Council annually or as to any specific position, at such time as a vacancy arises or the term is completed.
- (3) The President of the Association shall preside over the affairs of the Association, shall chair all general meetings of the Association, and all Council and Executive Council meetings. He shall delete [supervise the affairs of the Association, and shall] be a member with full voting rights, "ex officio," of all committees.
- (4) In the absence of the President, the Vice-President - Membership Services shall act on his behalf; and shall be responsible for maintaining all records related to the qualification of all members. He shall be responsible for all business of the Association related to membership applications, examination and continuing education. He shall act as Chairperson of the Nomination Committee.
- (5) The Vice President Legal will be responsible for maintaining accurate set of Bylaws and incorporating changes to them resulting from motions passed. He will be responsible to serve notices under section 45(1) of Act to address contravention of Section 20 of the Act. He will be responsible for the appointment of a chairperson and members of any committee regarding discipline and professional conduct issues.
- (6) Vice President Public Relations will be responsible for supervision of Association business relating to the public and industry partners; and for the work of all committees regarding fundraising, advertising, and public awareness.
- (7) The Secretary shall keep a record of the proceedings of all annual, council or other meetings, make certain all legal forms and documents are in safekeeping, and shall ensure that all records and documents pertaining to the Association be maintained in a central file. He shall be responsible for distribution of minutes of meetings, notices of motions and meetings, proxy forms and other documents to the General Membership, shall collect committee reports prior to distribution at general meetings, and shall compile agenda in conjunction with the President.
- (8) The Treasurer shall receive and disburse the funds of the Association and keep a true and accurate record of accounts, and shall deposit all monies in the name of the Association in such financial institutions as may be designated by Council. He shall prepare the annual report of finance (in conjunction with the auditors of the Association) and forward same to all members of the Association at least seven days prior to act on the annual meeting. He shall invoice Members for annual dues no later than December 1st of each year for the following years' dues; compile a list of "Members in good standing" as of February 15th for the purposes of compiling the Association directory; and shall prepare a budget for the fiscal year in conjunction with the Past-President. He shall act as the Registrar of the Association.
- (9) The Past-President shall assist the Treasurer to prepare a budget for the fiscal year; shall assist the Vice President - Membership Services on the Nomination Committee; shall ensure all new Executive Council members and the elected committee chairpersons are advised of the duties and responsibilities associated with their position and the schedules relating to those duties, and shall otherwise act as an advisor to the President and other Members of the Executive Council.
- (10) The person holding office as the National Association Liaison shall be responsible for all interaction between the IDC and the Association, shall act on behalf of the Executive Council at all IDC Directors' meetings, shall submit an annual report to the Members of the Association, and shall be a Registered Member.
- (11) The person holding office as the Qualifications Liaison shall be responsible for all interaction between the prescribed Qualification body and the Association, shall act on behalf of the Executive Council at all of that body's Directors' meetings, shall submit an annual report to the Members of the Association, and shall be a Registered Member.
- (12) The Public Member shall have all the rights and duties as set out in the Act.

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COMMITTEES

- 9 (1) Council shall ensure the establishment of any committee required by the Act.
- (2) Subject to the requirements of the Act, Council may at its discretion create or discontinue any other committees or positions of the Association as it considers necessary, and shall appoint the members of said committees and prescribe their duties.

MEETINGS

- 10 (1) Meetings shall be held at such intervals, times, places and by such means, including by conference call, as determined by Council.
- (2) The President, or in his/her absence, Vice-President - Membership Services of the Association shall preside as Chairperson and otherwise regulate the meetings.
- (3) Unless otherwise specified herein, Robert's Rules of Order shall govern the conduct of all meetings.
- (4) Unless otherwise specified herein, no business shall be transacted at a meeting unless a quorum is present or otherwise participating in the meeting.
- (5) All motions moved and seconded at any meeting of the Association shall be decided by a majority of votes. In the case of a tie vote, the decision on a motion shall be made according to the rules of order established pursuant to (3) herein.
- (6) All votes at regular meetings shall be taken by a show of hands, unless a ballot is requested by any Member present. Each member shall have one vote. An electronic vote to Council members shall be permitted. Unless otherwise specified herein, there shall be no voting by proxy at meetings.
- (7) Notice of meetings may be served by electronic means.
- 11 (1) Council meetings shall be held at least four times in a fiscal year.
- (2) Notice in writing of Council meetings shall be sent to all Council members at least 48 hours before the date of such meetings.
- (3) The quorum for such meetings shall be two-thirds of the Council.
- 12 (1) The annual meeting shall be held within four months of the conclusion of the preceding fiscal year.
- (2) The annual meeting is to be held for the purpose of receiving the financial report, balance sheet and statement of accounts for the preceding year; to receive reports from the past year's Executive Council members and committees; to elect Council for the Association; and to appoint auditors. Any other business that is before the meeting may also be transacted.
- (3) At annual meetings, a quorum constitutes not less than 20% of the voting membership of the Association present in person or by proxy.
- (4) There may be voting by proxy at annual meetings.

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- (5) Notice in writing of the annual meeting shall be mailed to all Association members at least 30 days before the date of such meetings. The Notice shall include notification of any motions pending for action at the meeting and any new notices of motion submitted by Council. The purpose of the business to be conducted at the meeting shall be specified in sufficient detail to permit the members to form a reasoned judgment thereon.

REGISTRATION AND LICENSING

13. Annual registration, licensing and other fees shall be determined by Council, subject to ratification by a vote at a meeting of the Association membership prior to enactment of such fees.
- 14 (1) Different classifications of members may be charged different fees.
- (2) Registration and licensing fees shall be payable annually by December 31 of the preceding year.
- (3) Payment schedules may be permitted at the discretion of Council.
- (4) Time of payment for other fees shall be determined by Council.
- (5) Penalties for late payment may be imposed at the discretion of Council.
- (6) Dues or costs for any particular membership services or affiliations which are included is part of the annual membership dues shall become part of those dues, and the membership due shall not be considered paid until the full, invoiced amount has been received.
- (7) There shall be a fee on admission or re-admission to the Registered and Provisional categories of membership to be set by Council.

GENERAL

15. The Association may participate with any educational institute or any person, group, association, organization or body corporate having goals or objectives similar to those of the Association.
16. Every member, in exercising his/her powers and in performing his/her duties, shall:
- (1) Act honestly and in good faith with a view to the best interests of the Association;
- (2) Exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances and comply with the Act.

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PART II: REGULATORY BYLAWS

MEMBERSHIP

17. Any person who possesses the qualifications required of a member and desires membership in the Association shall complete an application form provided by the Association, and shall file it with the Association.
- 18 (1) The Association shall not refuse to admit an applicant to membership in the Association until the applicant has been given an opportunity to appear in person before Council or a committee designated by Council.
- (2) Where an applicant for admission to membership in the Association is refused admission, the applicant is entitled to receive a written statement of reasons for the refusal.
- (3) Where an application for admission to membership in the Association has been refused, another application based on new evidence may be made at any time.
- (4) A member shall be deemed to be in good standing when he or she
- a) has paid the necessary fees; and
 - b) in the case of either a professional or provisional member, provides evidence that he or she maintains a current professional liability insurance policy acceptable to the Association or
 - c) is exempted from the requirements set out in subsection 18.4 (b) if:
 - .1) the member is indemnified by his or her employer; and
 - .2) the member does not provide interior design consultation outside of his or her employment with his or her employer; and
 - d) provides evidence that other requirements for maintaining professional competence which have been determined by the Association and approved by the members in an annual or general meeting have been met.
- 19 (1) Membership in the Association is not transferable, and is terminated when:
- (i) the Member dies or resigns;
 - (ii) the Member is expelled or his membership is otherwise terminated in accordance with the Act or bylaws;
or
 - (iii) the Member's term of membership expires.
- (2) Membership in or with the Association shall not take effect until persons have been duly accepted by Council, and have complied with all requirements defined in Clause 18(4).
- (3) Restrictions in the use of the titles may be imposed as a result of disciplinary proceedings.
20. Unless otherwise provided, the rights and privileges of a Member in the Association, including any rights in the property of the Association, cease to exist when his membership in the Association is terminated.
- 21 (1) Resignation of members shall be made in writing, addressed to the Council.
- (2) Resignation of Council members shall be in accordance with the Act.
- 22 (1) Council shall have the power to reinstate former Members of the Association in accordance with the Act.
- (2) Such reinstatement shall be subject to the current qualifications for membership in the respective category.

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LICENSES

- 23 (1) The Association may issue or rescind licenses to members in good standing in accordance with the Act.
- (2) Council may impose such terms and conditions on licenses as to it may seem appropriate.

CATEGORIES OF MEMBERSHIP

25. The following shall be the categories of membership in the Association.

(a) **Registered Members**

Registered members of the Association shall be those individuals who have achieved a combination of seven years of education and professional experience. The education component thereof shall be a minimum of two years of Interior Design education as recognized by the Association. All applicants for registered membership shall be required to successfully complete the National Council for Interior Design Qualification (NCIDQ) examination (or other such other examination(s) as the Association shall find acceptable).

(b) **Provisional Members**

Provisional members of the Association shall be those individuals who have achieved a minimum of two successful years of interior design education, and who are working toward registered status.

(c) **Student Members**

Student members of the Association shall be those individuals who are enrolled in a recognized post secondary program in interior design as recognized by the Association.

(d) **Out of Province Members**

Out of province members of the Association shall be those individuals who meet the qualifications for registered membership but who reside outside the Province of Saskatchewan and do not practice in the province.

(e) **Retired Members**

A retired member of the Association shall be one who has been a Registered Member of the Association but has retired permanently from the work force.

(f) **Fellow Members**

The title Fellow may be conferred upon those individuals who are Registered Members of the Association and who, by reason of their distinguished contribution to the interior design profession, the Association and the accomplishment of its objectives, are deserving of the recognition.

- (1) Any two registered members who have been registered members for at least three years may jointly nominate a registered member as a Fellow of the Association.
- (2) Any nominations shall be submitted to Council by November 30 in any year.

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- (3) Such nominations shall be submitted in the form prescribed by the Association, and shall contain a summary of the nominee's achievements, and a statement of his or her importance to the profession of interior design and to the Association.
- (4) Council shall accept or reject each nomination, but may not add any nominees, and upon acceptance by Council, a nominee shall be designated a Fellow of the Association.
- (5) The title of Fellow shall be conferred at the annual meeting of the Association next following the designation by Council and a Fellow shall hold such designations for so long as he remains in good standing.

(g) Honourary Members

Honourary members of the Association shall be those individuals, who are not otherwise qualified for membership, upon whom the Association may confer Honourary membership, by reason of their distinguished contribution to the interior design profession, the Association and the accomplishment of its objectives.

- (1) Any two registered members may jointly nominate any person or persons to be Honourary members.

(h) Affiliates

Affiliates of the Association shall be those persons who have expressed a desire to support the Association and its objectives and who possess such qualifications as the Association may establish.

RIGHTS AND PRIVILEGES OF MEMBERSHIP

26.

- (1) Registered Members shall have the right to vote and the right to hold Council and Executive Council office. Registered Members shall have the exclusive right to use the designation "Interior Designer" and/or the letters "**IDAS**" after his name.
- (2) Provisional members shall be entitled to attend Association meetings, but shall not have the right to vote. They may hold the position of Secretary on the executive. Provisional members may use the designation "Provisional Member of the Interior Designers Association of Saskatchewan" and/or the letters "**Provisional – IDAS**" after his name.
- (3) Student Member shall be entitled to attend Association meetings and receive certain information concerning the activities of the Association but have no voting privileges.
- (4) Out of Province Members shall be entitled to attend meetings and receive information concerning the activities of the Association, but have no voting privileges and may use the designation of their "in province" title to be followed by "**Out of Province**" in respect of their professional activities in the Province of Saskatchewan.
- (5) Retired Members shall have the right to vote and the right to hold Council and Executive Council office. Retired Members may use the designation "**Retired Member of IDAS**" after the individual name of the Retired Member and may not use any other modification of these statements.
- (6) Fellows shall be entitled to use the designation "Fellow Member of the Interior Designers Association of Saskatchewan", and/or the letters **FIDAS** or "**Fellow IDAS**" in respect of their professional activities.

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- (7) Honourary members shall be entitled to use the designation "Honourary Member of the Interior Designers Association of Saskatchewan" or "**Hon. IDAS**" in respect of their support of members of the Association and contribution to the Association.
- (8) Affiliates shall be entitled to attend Association meetings and may receive information concerning membership and activities of the Association but shall have no voting privileges, nor hold office unless otherwise determined by the Board of Directors. Affiliates shall be entitled to use such designations as determined by the Council in respect of their affiliation with the Association.

ADVERTISING

27.

- (1) A member may take out advertising space in any media to advertise his professional services providing it is within the framework of the code of ethics and under the following conditions:
 - (a) When advertising in any media, must not mention any fees, nor take credit for work not solely his without giving credit to other participating parties;
 - (b) By using a temporary project sign where work is being carried out;
 - (c) By using a letter or brochure to a potential client;
 - (d) By using an announcement for the introduction or completion of a project.
- (2) A member may be identified in the appropriate membership category on business cards and stationery, temporary project signs, building plaques, professional documents, office identification signs, building directories and similar professional notices.

CODE OF ETHICS

28.

- (1) The following code of ethics of the Association shall be considered the prescribed rules and regulations for methods of business procedure for members:

A. Regarding the Profession

- (1) Unless required by law or professional obligation, a member shall not deliberately make any statement which injures the reputation, prospects or business of another member.
- (2) When a member has made a contract with or has been employed by a client, no member shall knowingly, and without just cause, interfere with the performance of the contract or the rendering of any services by the member employed, or by his subcontractors.
- (3) When a member has made a contract with or has been employed by a client, no member shall knowingly allow himself in any way to be engaged by or enter into a contract with the client, until he shall receive notice in writing of the client having dismissed or terminated the contract with the original member.

B. Regarding the Public

- (1) A fee shall be charged for design consultation.
- (2) A designer must fully disclose to his client all sources of revenue that he derives from a project.
- (3) Commercial or public contract work may be done on a cost plus, percentage, fixed fee, hourly, or per diem basis.
- (4) A member shall not permit his services to be used gratuitously as an incentive to sell products.

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- (5) Commensurate with the terms of the contract between designer and client each member shall produce with integrity his highest quality of design, and when so commissioned, to supervise it to completion.
- (6) To ensure a thorough preliminary understanding with the client it is advisable that a member have a written agreement with his client, properly signed by both in advance of the work.

C. General

- (1) Members shall conduct themselves in a professional manner to inspire the confidence, respect and trust of their peers, their clients and of the public.
- (2) Members will not discriminate against any business associate, employee, or applicant because of race, religion, sex, national origin, age, handicap or sexual orientation, or other grounds of discrimination listed in the Saskatchewan Human Rights Code.

REGISTRAR AND REGISTRY

29.

- (1) The Treasurer will act as Registrar for Council.
- (2) The register in document form will be located at the head office of the Association, and will be maintained electronically by the Registrar or their designate.
- (3) In addition to the items required by the Act, the information shown will include status of practice and liability protection for the previous year.
- (4) Members will provide the Registrar, by January 15 of each year, complete information as to their name and address as of December 31 of the preceding year.

SPECIAL MEETINGS

- 30 (1) A special meeting of the Association may be held on the resolution of Council, or on the demand in writing of not less than 20% of registered members in good standing, setting out the objectives and reasons for the proposed meeting. No other business shall be transacted at such a meeting.
- (2) Notice of special meetings shall be mailed to all members by the secretary at least 15 days before the date of such meetings.

DECISIONS AND REPORTS

- 31 (1) The Secretary will establish procedures for the reporting of all decisions and reports of Council and its committees.
- (2) The Secretary, on the advice of Council or the executive, will arrange for the publication and distribution of any decisions and reports of Council, in a manner authorized by these bylaws.

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SERVICE OF NOTICES

- 32 (1) The following types of notices may be served by electronic means: Proxies, motions, meeting notifications, nominations, resignations, and fiscal rulings of the Professional Conduct or Discipline Committees with regard to disciplinary matters.
- (2) Without restricting the generality of subsection (1) the following types of notice may not be served by electronic means: any matters relating to investigation of the professional conduct or other disciplinary matters except those outlined above.

REMUNERATION OF COUNCIL MEMBERS

33. Council members, including the Public Member, shall serve without remuneration, provided that a member of Council may be paid reasonable expenses incurred by such a member in the performance of his or her duties.

EDUCATION

34. The Association subscribes to the standards of education as determined by the Foundation for Interior Design Education Research (**FIDER**).

REMOVAL OF COUNCIL MEMBERS

35. The Members may, by resolution, passed by at least two-thirds of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any Member of Council, except the Public Member, before the expiration of such Council Member's term of office, and may, by a majority vote cast at such meeting, elect any person qualified to be a member in his stead for the remainder of his term.