

OPERATING BY-LAW
OF
THE ASSOCIATION OF REGISTERED INTERIOR DESIGNERS OF ONTARIO
Version 10 – February 7, 2024

THE ASSOCIATION OF REGISTERED INTERIOR DESIGNERS OF ONTARIO

BY-LAW NO. 6

OPERATING BY-LAW

SECTION 1 - GENERAL

1.01 DEFINITIONS

In this By-law, unless the context otherwise requires:

- (a) "Act" means *An Act respecting the Association of Registered Interior Designers of Ontario*, S.O. 1984, c. Pr 24 as amended by *An Act respecting the Association of Registered Interior Designers of Ontario*, S.O. 1999 c. Pr 6;
- (b) "ARIDO" and "A.R.I.D.O." and "Association" means The Association of Registered Interior Designers of Ontario;
- (c) "ARIDO Community" and "ARIDO Communities" means a Regional Committee of the Association;
- (d) "Articles" means the Articles of Incorporation of ARIDO;
- (e) "Board" means the Board of Directors of the Association;
- (f) "By-laws" means this By-law and all other By-laws of the Association as amended and which are, from time to time, in force and effect;
- (g) "Chair" means Chair of the Board;
- (h) "Director" means an individual occupying the position of Director of the Association by whatever name they are called;
- (i) "Dues" means an annual payment for Membership;
- (j) "Educator" means a Person who has met the qualifications for Educator Membership;
- (k) "Intern" means a Person who has met the qualifications for Intern Membership;
- (l) "Member" means a Person who has been duly approved for registration as a Member of the Association who has met the qualifications for one or more of the various classes of Membership as specified in the By-laws;
- (m) "Officer" means either the President, Vice President, Past-President, Treasurer or Secretary;
- (n) "ONCA" means the *Non-for-Profit Associations Act, 2010*, S.O. 2010, c. 15 and, where

the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

- (o) "Person" includes an individual, partnership, Association, body corporate, trustee, executor, administrator or legal representative;
- (p) "Registered Member" means a Person who meets and is qualified for Registered Membership;
- (q) "Registrar" means the senior staff Person appointed by and solely responsible to the Board for the purposes of carrying out the regulatory, business and administrative functions of the Association, including ensuring that the Association is in compliance with all laws applicable to the Association; and
- (r) "Student" means a Person who meets and is qualified for Student Membership.

1.02 INTERPRETATION

All terms contained in this By-law that are defined in the Act and ONCA shall have the meanings given to such words in the Act and ONCA. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-law are inconsistent with those contained in the Articles or the ONCA or the Act, the provisions contained in the Articles or ONCA or the Act, as the case may be, shall prevail.

1.04 HEAD OFFICE

The head office of the Association shall be in the Greater Toronto Area or at such place and address in the Province of Ontario as the Board may from time to time determine.

1.05 SEAL

The Association may have a seal, which shall be adopted and may be changed by the Board.

1.06 EXECUTION OF INSTRUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution may be signed on behalf of the Association by any two Officers or Directors. In addition, the Board may from time to time direct the manner in which and the Person or Persons by whom any particular document or type of instrument or class of instruments may or shall be executed. Any Person authorized to sign any document may affix the corporate seal, if any, to the document.

1.07 BOOKS AND RECORDS

The Board shall keep all necessary books and records of the Association require by the Act or the By-laws of the Association or by any other applicable statute or law.

SECTION 2 – THE BOARD

2.01 COMPOSITION

The affairs of the Association shall be managed by the Board of Directors (the “**Board**”).

The Board shall be composed of not fewer than nine Registered Members in good standing, which shall include the President, the Vice President, the Past-President, the Treasurer and the Secretary and not more than 15 Registered Members of the Association in good standing.

The Board may also include the following:

- (a) one representative of each of the Intern and Educator Membership classifications as appointed by the Board as voting Members;
- (b) the Executive Director and Registrar of ARIDO as an ex-officio, non-voting Member; and
- (c) up to three Members of the Board, which may include public Members, who are not Members of ARIDO, as appointed by the Board from time to time as non-voting Members.

A Member of the Board who is also a Member of the Complaints Committee or the Discipline Committee shall recuse themselves from any Board meeting where a complaint or discipline proceeding respecting a Member of the Association is under discussion.

No paid employee, agent or consultant to the Association shall be eligible for election to the Board. Any Registered Member who is a paid employee, agent or consultant of the Association is prohibited from voting at any Association meeting for the duration of the Member's employment with the Association.

Board Members must be resident Canadians.

2.02 ELECTION AND TERM

The Members shall elect the Directors to hold office for a term ending no later than the end of the third annual meeting of Members following their election.

A Registered Member of the Association in good standing shall not stand for election or hold office on the Board for more than two consecutive three-year terms. The Board may, at its discretion extend the term.

Board Members who are appointed by the Board for a period of one year may be re-appointed annually for no more than three consecutive years.

2.03 REMOVAL OF DIRECTORS

The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
- (b) if the Director dies;
- (c) if the Director becomes bankrupt, suspends payment of his or her debts generally, makes an authorized assignment or plan of compromise or is declared insolvent;
- (d) if the Director is found to be of unsound mind or incapable by an order of a court or incapable of managing property under Ontario law;
- (e) If a Director misses three consecutive Board meetings; or
- (f) if, at a meeting of the Members, the Members remove the Director before the expiration of the Director's term of office by a two thirds majority vote.

2.04 FILLING VACANCIES

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy shall hold office for the remainder of the unexpired term of the Director's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- (b) if there is no quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- (c) a quorum of Directors may fill a vacancy among the Directors by appointing a Director.

2.05 REMUNERATION FOR DIRECTORS

No Director shall directly or indirectly receive any payment or profit from occupying the position of Director or from providing services to the Association in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities at the discretion of the Board.

2.06 BOARD POLICIES

The Board may from time to time adopt policies for the better administration of the affairs of the Association.

2.07 COMMITTEES

Committees may be established by the Board as follows:

- (a) The Board may appoint from its members a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the ONCA that are not permitted to be delegated;
- (b) Subject to the limitations on delegation set out in ONCA, the Board may establish by resolution any committee it determines. The Board shall determine the composition and terms of reference for any such committee, including the Chair of the committee. The Board may dissolve any committee by resolution at any time.
- (c) There shall be a Nominating Committee, a Complaints Committee and a Discipline Committee; and
- (d) Any committees other than those set out in (c), above, may be established by the Board and will have the duties set out for them in the Board Policy on committees.

2.08 EXECUTIVE COMMITTEE

The President, the President-Elect, the Past-President, the Vice-President Finance and the Secretary shall be voting Members of the Executive Committee of the Board.

The Executive Committee shall function with the authority of the Board between Board meetings and in accordance with the Board Policy outlining the Executive Committee's duties

2.09 NOMINATING COMMITTEE

The Nominating Committee shall:

- (a) contact all members of the existing Board to confirm whether they intend to fulfill their term of office, resign, or stand for re-election;
- (b) select a proposed slate of one candidate, at minimum, for every vacancy on the Board;
- (c) publish the proposed slate of candidates to Registered Members at least 60 days before the Annual Meeting;
- (d) request further nominations from consenting Registered Members in good standing, each to be:

1. seconded by no fewer than three Registered Members in good standing;
 2. submitted in writing to the Chair of the Nominating Committee; and,
 3. received by the Chair of the Nominating Committee no later than 40 days prior to the date of the Annual Meeting.
- (e) through the Chair, provide the Secretary with a list of nominees, at least 30 days prior to the date of the Annual Meeting; and
- (f) affirm, confirm or proclaim a nominee as elected where there is only one nominee for a particular position.

In the event the Vice President does not accede to the presidency, the Nominating Committee shall propose candidates, one at minimum, for President, whose name or names shall be published in accordance the requirements in these By-laws.

The Nominating Committee shall request that further nominees for President be submitted no later than 40 days prior to the election date set by the Board. If there is only one nominee, the Board shall affirm, confirm or proclaim the candidate to be elected President and no election will be held. If there is more than one nominee, an election shall be held and Members entitled to do so shall vote electronically in lieu of a Special Meeting, provided that the conditions in these By-laws are met.

SECTION 3 - ARIDO COMMUNITY

3.01 GENERAL

The Association may function in local areas or in regional areas, as determined by the Board, through committees known as ARIDO Communities, the objects and purposes of which shall be substantially identical with those of the Association. The jurisdiction of each Community shall be confined to the geographic area assigned to it by the Board.

Within the local area or regional area assigned to it, each Community shall be entitled to act as a committee of the Association under an ARIDO Community Board Policy issued to it by the Board, but no Community shall take any action to directly or indirectly nullify or contravene any Act, By-law or policy of the Association. Each Community shall adopt a name which shall be "ARIDO – name of Community". The name shall be subject to the approval of the Board.

The number of Association members required to establish a new Community in any given territory shall be determined from time to time by the Board. The powers of a Community shall be equivalent to the powers of a committee of the Association.

SECTION 4 - BOARD MEETINGS

4.01 CALLING OF MEETINGS

Meetings of the Directors may be called by the President at any time and at any place on notice as required by this By-law.

4.02 REGULAR MEETINGS

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

4.03 NOTICE

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in these By-laws to every Director of the Association not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and no Director objects to the holding of the meeting, or if those absent have waived notice or have otherwise consented in writing to the holding of such a meeting. If a quorum of Directors is present, meaning the majority of voting Members present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Association. Notice of a meeting may be provided electronically.

4.04 CHAIR

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice Chair shall act as Chair and failing that, another Member of the Executive Committee shall act as Chair.

4.05 VOTING

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

4.06 PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATION FACILITIES

If all of the Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

SECTION 5 - FINANCIAL

5.01 BANKING

The Board shall, by resolution from time to time, designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

5.02 FINANCIAL YEAR

The financial year of the Association ends on December 31 in each year or on such other date as the Board may from time to time, by resolution, determine.

SECTION 6 - OFFICERS

6.01 OFFICERS

The role of the President and Vice President, along with any other Officers as appointed by the Board by resolution, will be set out in the Board Policy on Officers.

The President and Vice President shall be elected by Members at an Annual Meeting. The President shall not serve more than two consecutive one-year terms.

A candidate for President shall have served as an elected Director on the Board of Directors, as a Chapter President or as a Member of an ARIDO Standing Committee or task force of the Association for at least a full term of office at least once in the 15 years prior to the date of the election. Alternatively, a candidate for President shall be a Registered Member who has contributed significantly to the profession of Interior Design.

The Board shall appoint, from among the Directors, a Chair and may appoint any other Directors to be Treasurer, Secretary and Past-Chair at its first meeting following the Annual Meeting of the Association. The office of Treasurer and Secretary may be held by the same Person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same Person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may proscribe from time to time.

6.02 OFFICE HELD AT BOARD'S DISCRETION

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer's successor being appointed,
- the Officer's resignation, or
- the Officer's death.

If the President can no longer hold office, the Vice President shall immediately accede to the

presidency.

If either the Treasurer, Secretary or Secretary-Treasurer should resign, die or become incapacitated during a term of office, the Board shall declare the office vacant and appoint a replacement from among the remaining Directors to complete the year of office vacated.

If any Officer, other than the Vice President, should resign, die or become incapacitated, or fail to attend three consecutive meetings of the Board without just cause during a term of office, the Board shall declare the office vacant and appoint a replacement from among the Registered Members in good standing to complete the year of office vacated by the Director.

Should the Vice President resign, die, become incapacitated or fail to attend three consecutive meetings of the Board without just cause, the Board shall declare the office vacant and appoint a replacement from among the Directors to complete the year of office vacated.

Any Officer, except the President, Vice President or Past-President, may be replaced by a majority vote of the Board. The Officer shall be replaced by the same method as if the Officer had resigned.

6.03 DUTIES

Officers shall be responsible for the duties assigned to them in these By-laws, as set out in the Board Policy on Officers and such other duties as may be required by law or as the Board may determine from time to time. Officers may delegate to others the performance of any or all of such duties.

SECTION 7 - PROTECTION OF DIRECTORS AND OFFICERS

7.01 PROTECTION OF DIRECTORS AND OFFICERS

No Director, Officer or committee member of the Association is liable for:

- (a) the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association;
- (b) for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board for or on behalf of the Association;
- (c) for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested;
- (d) for any loss or damage arising from the bankruptcy, insolvency or tortious act of any Person, firm or Association with whom or which any money, securities or effects were or shall be lodged or deposited; or
- (e) for any other loss, damage or misfortune that happens in the execution of the duties of

their respective office, provided that they have:

1. complied with ONCA and the Association's Articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the ONCA.

SECTION 8 - CONFLICT OF INTEREST

A Director who is a party to a material contract, transaction or proposed material contract or transaction with the Association or who is a Director or Officer of, or has a material interest in, any Person or entity who is a party to a material contract or transaction or proposed material contract or transaction with the Association, shall make the disclosure required by the ONCA. Except as provided by the ONCA, no such Director shall attend any part of a Board meeting during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

SECTION 9 - MEMBERS

9.01 MEMBERS

Membership in the Association shall consist of eight classes of Members:

- (a) Registered Members;
- (b) Intern Members;
- (c) Student Members;
- (d) Educator Members;
- (e) Retired Members;
- (f) Life Members;
- (g) Honourary Members; and
- (h) Fellow Members.

REGISTERED MEMBERS

A Registered Member is one who:

- (a) has been accepted as a Registered Member by the Association prior to the passing of this By-law; and
- (b) is of good character and adheres to the Standards of Practice and Code of Ethics of the Association; or

- (c) has provided satisfactory evidence of successful completion of the Association's minimum standard for education and qualified work experience in interior design as prescribed by the Board and set out in the Association's Membership Policy at the time of application;
- (d) has provided satisfactory evidence of successful completion of qualification examination(s) as prescribed by the Board and set out in the Association's Membership Policy; and
- (e) is of good character and adheres to the Standards of Practice and Code of Ethics of the Association.

A Registered Member shall be given a Membership number, Membership card, certificate and stamp and shall be entitled to vote at Annual or Special Meetings of the Association.

A Registered Member may use the designation "Interior Designer" and/or the letters "ARIDO" after the Registered Member's name, and shall not, in any way, modify such designations. These designations shall be used only in direct connection with the name of the individual Registered Member.

A Registered Member may be subject to Dues and shall be entitled to all benefits and services of Membership that are applicable.

A Registered Member may be required to complete continuing education programs as proscribed by the Board.

A Registered Member may be required to carry and maintain, in good standing, liability insurance as proscribed by the Board.

INTERN MEMBERS

An Intern Member is one who:

- (a) is of good character and adheres to the Standards of Practice and Code of Ethics of the Association;
- (b) has provided certified evidence of successful completion of the Association's minimum standard for education at the time of application, but has not yet completed the qualified work experience and has not yet passed all parts of the qualification examination(s) proscribed by the Board and set out in the Association's Membership Policy;
- (c) has undertaken to participate in and complete qualified work experience proscribed by the Board and set out in the Association's Membership Policy; and
- (d) has undertaken to successfully pass the qualification examination(s) proscribed by the Board and set out in the Association's Membership Policy.

An Intern Member shall fulfill the requirements as proscribed by the Board and set out in the Association's By-laws and Membership Policy.

An Intern Member may use the designation "Intern Member of Association of Registered Interior Designers of Ontario", or "Intern, ARIDO" after the Intern Member's name, and shall not, in any way, modify such designation. These designations shall be used only in direct connection with the name of the individual Intern Member.

An Intern Member shall not be entitled to vote at Annual or Special Meetings of the Association.

An Intern Member shall be subject to Dues and shall be entitled to all benefits and services of Membership that are applicable to Intern Members.

An Intern Member may be required to complete continuing education programs as proscribed by the Board.

An Intern Member may be required to hold and maintain, in good standing, liability insurance as proscribed by the Board.

STUDENT MEMBERS

A Student Member is one who is enrolled in an interior design education program recognized by the Board.

A Student Member is not an Intern Member. The Act and the By-laws of the Association do not apply to Student Members except as specifically provided in these By-laws.

A Student Member may use the designation "Student Member of Association of Registered Interior Designers of Ontario" or "Student, ARIDO" after the Student Member's name, but may not use any modification of these designations. These designations shall be used only in direct connection with the name of the individual Student Member.

A Student Member shall not be entitled to vote at Annual or Special Meetings of the Association.

A Student Member may be subject to administration fees as set out in the Association's Membership Policy and shall be entitled to all benefits and services of Membership that are applicable to Student Members.

EDUCATOR MEMBER

An Educator Member is one who:

- (a) is of good character and adheres to the Standards of Practice and Code of Ethics of the Association; and,

- (b) is not engaged in the practice of Interior Design, but who is contractually engaged in full or part-time teaching or directing interior design programs in an interior design program recognized by the Board within the province of Ontario.

An Educator Member may use the designation "Educator, ARIDO" or "Educator Member of the Association of Registered Interior Designers of Ontario" after their name, and shall not, in any way, modify such designation. These designations shall be used only in direct connection with the name of the individual Educator Member.

An Educator Member shall not be entitled to vote at Annual or Special Meetings of the Association. However, if an Educator Member meets the qualification requirements of the Association's Registered Member category, or was previously a Registered Member, then the Educator Member shall be entitled to vote at Annual or Special Meetings of the Association.

An Educator Member shall be subject to Dues and shall be entitled to all other benefits and services of Membership that are applicable.

An Educator Member may be required to complete continuing education programs as proscribed by the Board.

RETIRED AND LIFE MEMBERS

A Retired Member is one who has been a Registered Member of the Association, but has retired from the practice of Interior Design.

A Life Member is one who has been a Member in good standing of the Association for over 30 years and has permanently retired from the practice of Interior Design. A Life Member shall be appointed by the Registrar.

A Retired Member may use the designation "Retired Member of Association of Registered Interior Designers of Ontario" or "Retired Member, ARIDO" after the Retired Member's name, and shall not, in any way, modify such designation. These designations shall be used only in direct connection with the individual name of the Retired Member.

A Life Member may use the designation "Life Member of Association of Registered Interior Designers of Ontario" or "Life Member, ARIDO" after the Life Member's name, and shall not, in any way, modify such designation. These designations shall be used only in direct connection with the individual name of the Life Member.

A Retired Member shall be subject to Dues and shall be entitled to all benefits and services of Membership that are applicable.

A Life Member shall not be subject to Dues but shall be entitled to all other benefits and services of Membership that are applicable.

A Retired Member and Life Member shall not be entitled to vote at Annual or Special Meetings of the Association.

HONOURARY MEMBERS

An Honourary Member is one who, through distinguished service, has directly or indirectly contributed to the greater recognition or betterment of the Association, the interior design profession or the applied arts.

An Honourary Member shall be appointed by the Board in consultation with the Board of Governors.

An Honourary Member may use the designation "Honourary Member Association of Registered Interior Designers of Ontario" or "Honourary, ARIDO" or "Hon. ARIDO" or "HARIDO" after the Honourary Member's name, and shall not, in any way, modify such designation. These designations shall be used only in direct connection with the name of the individual Honourary Member.

An Honourary Member shall not be subject to Dues and shall be entitled to all benefits and services of Membership that are applicable.

An Honourary Member shall not be entitled to vote at Annual or Special Meetings of the Association.

FELLOWS

A Fellow is one who is presently or was previously a Registered Member and who, through distinguished service, has directly or indirectly contributed to the greater recognition or betterment of the Association, the interior design profession or the applied arts.

A Fellow shall be appointed by the Board in consultation with the Board of Governors.

A Fellow may use the designation "Fellow of Association of Registered Interior Designers of Ontario" or "Fellow, ARIDO" or "FARIDO" after the Fellow's name, and shall not, in any way, modify such designation. These designations shall be used only in direct connection with the name of the individual Fellow.

A Fellow shall not be entitled to vote at Annual or Special Meetings of the Association with the exception that a Fellow who has maintained Membership as a Registered Member shall be entitled to vote.

A Fellow shall be subject to Dues with the exception that a Fellow who is also a Life Member shall not be subject to Dues. Fellows shall be entitled to all benefits and services of Membership that are applicable.

A Fellow who is also a Registered Member shall fulfill the additional requirements of the Registered Member category of Membership.

9.02 OTHER CATEGORIES OF MEMBERSHIP

The Board may establish and proscribe such other categories of Membership as are necessary to further the purposes of the Association and as are in the public interest.

9.03 FOREIGN AND OUT-OF-PROVINCE APPLICANTS

Applicants qualified and in good standing in jurisdictions other than Ontario may be granted Registered Member or other status on such terms and conditions as the Registrar, Membership Committee or Board may determine and in accordance with inter-provincial agreements and applicable provincial legislation.

9.04 MEMBERSHIP

A Membership in the Association is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the ONCA.

Dues of Members shall be proscribed by the Board and published annually.

The Board may, by resolution from time to time, establish minimum mandatory professional development requirements to be met by Members of the Association and set out these requirements in a Membership Policy.

The Board may, by resolution from time to time, establish, based on the Association's Standards of Practice, a practice review procedure to select Members for review randomly or by such other selection method as the Board may determine.

SECTION 10 - COMPLAINTS AND DISCIPLINE

10.01 COMPLAINTS AND DISCIPLINE POLICY

The Board shall establish a Complaints and Discipline Policy which will set out the Policy for making and withdrawing complaints against Members and the process for dealing with and resolving complaints. The Complaints Committee shall follow the Board Policy on Complaints and Discipline when fulfilling its duties.

10.02 COMPLAINTS COMMITTEE

The Complaints Committee shall consist of at least three Registered Members and one member of the Board, all in good standing, none of whom are members of the Discipline Committee

The Board shall appoint one of the members of the Complaints Committee to be its Chair.

10.03 COMPLAINTS COMMITTEE PROCEDURE

In addition to the procedures set out in this section, the Complaints Committee may establish its own procedures. The Board may designate a staff member to assist the Complaints Committee.

A complaint filed with the Registrar regarding the conduct or actions of a Member shall be investigated by the Complaints Committee. The Registrar shall not act on a complaint unless the complaint is in writing or is recorded on a tape, film, disk or other medium which provides a permanent record of the complaint.

A Member who is the subject of a complaint shall respond to the complaint by providing written submissions to the Complaints Committee within 30 days after receiving notice of the complaint. The Registrar shall give the Complainant a copy of the Member's response. If the Member fails to respond, the Complaints Committee may proceed to investigate and dispose of the complaint.

The Complaints Committee shall investigate the complaint and may:

- (a) refer the complaint to Mediation;
- (b) appoint a member or members of the Complaints Committee to make such inquiries as are necessary to conduct a full and complete investigation of all aspects of the complaint and such other matters as may be relevant to the complaint and give the investigating Member(s) such directions as are necessary to investigate the complaint; or
- (c) direct the Registrar to appoint a Member in good standing to make such inquiries.

If the Complaints Committee considers a complaint to be frivolous, vexatious, made in bad faith or otherwise an abuse of process, the Complaints Committee shall give the Complainant and the Member notice that it intends to take no action with respect to the complaint. The Complainant and the Member may make a written submission to the Complaints Committee within 30 days after receiving such notice. If neither the Complainant nor the Member makes a written submission to the Complaints Committee, the decision of the Complaints Committee to take no action with respect to the complaint shall be final and there shall be no right to appeal the Complaints Committee's decision.

The Complaints Committee shall provide its written report of the investigation to the Member and to the Complainant. The Member and the Complainant may make a further written submissions to the Complaints Committee within 30 days after receiving the written report.

10.04 COMPLAINTS COMMITTEE DECISION

The Complaints Committee, after investigating a complaint regarding the conduct or actions of a Member, after considering the report of the investigator and the written submissions of the Member and Complainant, if any, and after considering and making reasonable efforts to consider all records and documents it considers relevant to the complaint, may do any one or more of the following:

- (a) refer a specific allegation of the Member's professional misconduct or incompetence to the Discipline Committee for a hearing if the allegation is related to the complaint;
- (b) require the Member to appear before the Complaints Committee to be cautioned or send a letter of caution to the Member;
- (c) If the Complaints Committee is satisfied that the complaint was frivolous, vexatious, made in bad faith or otherwise an abuse of process, take no action with respect to the complaint; or
- (d) take such other action as it considers appropriate not inconsistent with the legislation governing ARIDO, ARIDO's Standards of Practice or the By-law.

The determination of the Complaints Committee shall be made in writing and served to the Member and Complainant. The Member and Complainant may file an appeal of the Complaints Committee's decision by providing a written submission with the reasons for the appeal to the Discipline Committee.

The Complaints Committee shall dispose of a complaint within 120 days after the filing of a complaint. If a complaint regarding the conduct or actions of a Member has not been disposed of by the Complaints Committee within 120 days after filing the complaint, the Discipline Committee may, on application of the Member or the Complainant, require the Complaints Committee to ensure the complaint is disposed of in a further 90 days. If the complaint is not disposed of within the further 90 days, the Discipline Committee shall investigate the complaint and make such orders as are appropriate to ensure the integrity of the complaints process.

In considering a complaint, the response of the Member and the report of the investigation, the Complaints Committee may refuse to disclose anything which could, in the opinion of the Committee, adversely affect the integrity of the complaint investigation and discipline process or disclose financial, personal or other matters of such a nature that the desirability of avoiding their disclosure in the interests of any Person affected, or in the public interest, outweighs the desirability of adhering to the principle of disclosure.

10.05 DISCIPLINE COMMITTEE

There shall be a Discipline Committee as set out in this By-law.

Members of the Complaints Committee are not eligible for Membership on the Discipline Committee.

Where a member of the Discipline Committee is the subject of a complaint, or if a member of the Discipline Committee files a complaint against a Member, the member of the Discipline Committee shall take no part in any complaint investigation, mediation or discipline proceedings respecting the complaint.

10.06 DISCIPLINARY ACT OR TERMINATION OF MEMBERSHIP FOR CAUSE

Upon 30 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the Articles or By-laws (and Standards of Practice Policy).

The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 15 days before the end of the 30-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

10.07 DISCIPLINE COMMITTEE PROCEDURE

In addition to the procedures set out in this section, the Discipline Committee may establish its own procedures. The Board may designate a staff Member of the Association to assist the Discipline Committee.

Where the Complaints Committee has referred a specific allegation of a Member's professional misconduct or incompetence to the Discipline Committee, the Discipline Committee may make an interim order suspending the right of the Member to use the designation provided for by the Member's Certificate of Membership if, in the opinion of the Discipline Committee, the conduct of the Member exposes or is likely to expose Persons to harm or injury. If an order is made by the Discipline Committee in relation to an interim order, the complaint shall be prosecuted expeditiously and the Discipline Committee will give precedence to the matter. An interim order will remain in force until the matter is disposed of by the Discipline Committee. No order shall be made unless the Member affected by the order has been given notice and seven days to make written submissions to the Discipline Committee.

When a complaint is referred by the Complaints Committee, the Discipline Committee shall hold a hearing to consider and determine whether a Member has breached any Standards of Practice. At least one and no more than three members of the Discipline Committee shall consider or adjudicate any complaint.

The Registrar and the Member against whom allegations have been made are parties to a proceeding. The Registrar shall take carriage of the discipline matter. A Complainant may be a party to a proceeding with leave of the Discipline Committee.

The Discipline Committee may allow a Person who is not a party to participate in a hearing if the good character, propriety of conduct or competence of the Person is an issue at the hearing, or if the participation of the Person would, in the opinion of the Discipline Committee, be of assistance to the Discipline Committee.

The *Statutory Powers Procedure Act*, R.S.O. 1990, C. S.22 shall apply to all proceedings.

The Discipline Committee may make rules and orders to govern its proceeding which shall include:

- (a) delivery of a Notice of Hearing to the Member, the Registrar and any other named parties;
- (b) determination of the extent to which a Person who is allowed to participate may do so, and may allow the Person to make oral or written submissions, to lead evidence and to cross-examine witnesses;
- (c) giving all parties an opportunity to inspect any material the Discipline Committee will consider, in advance of a hearing;
- (d) directing a member of the Discipline Committee who is not the Chair to hold a pre-hearing conference to consider the settlement or simplification of any or all of the issues, facts or evidence that may be agreed upon, the estimated duration of the hearing, and any other matter that may assist in the just and most expeditious disposition of the hearing. A Discipline Committee member who presides at a pre-hearing conference shall not preside at the hearing unless the parties consent;
- (e) giving all parties the right to appear before the Discipline Committee at a hearing with witnesses and counsel, if so requested, to answer the complaint;
- (f) swearing in witnesses or accepting testimony under oath and requiring witnesses to produce, in evidence, any documents, drawings or materials specified by the Committee;
- (g) giving all parties the right to cross-examine witnesses as may be reasonably required for full and fair disclosure of the facts in relation to which such witnesses have given evidence;
- (h) giving all parties the opportunity to make opening and closing statements on the substance of the complaint and the appropriate sanction, if any; and,
- (i) such other rules and orders to facilitate the full, fair and expeditious hearing of the matter.

The Discipline Committee may at any time permit a notice of hearing of allegations against a Member to be amended to correct errors or omissions of a minor clerical nature if it is of the opinion that it is just and equitable to do so, and the Discipline Committee may make any order it considers necessary to prevent prejudice to the Member.

The Registrar may be represented by counsel or an agent at the hearing. A party may be represented by counsel or an agent at the hearing.

Evidence against a Member is not admissible at a hearing of allegations against the Member unless the Member is given, at least twenty days before the hearing:

- (a) in the case of written or documentary evidence, an opportunity to examine the evidence;
- (b) in the case of the evidence of an expert, the identity of the expert and a copy of the expert's written report;
- (c) if there is no written expert's report, a written summary of the evidence; or,

- (d) in the case of the evidence of a witness, the identity of the witness and a brief statement of the evidence the witness is to give.

The Discipline Committee may, in its discretion, allow the introduction of evidence that is inadmissible under this section and may make directions it considers necessary to ensure a party is not prejudiced.

Evidence of an expert led by a Person, other than the Registrar, is not admissible unless the Person provides the Registrar with the identity of the expert and a copy of the expert's written report, or, if there is no written report, a written summary of the evidence, at least 10 days before the hearing. The Discipline Committee may, in its discretion, allow the introduction of evidence that is inadmissible under this section and may make directions it considers necessary to ensure that the Registrar is not prejudiced.

No member of the Discipline Committee shall communicate outside the hearing in relation to the subject matter of the hearing with a party or parties represented unless the other party has been given notice of the subject matter of the communication and an opportunity to be present during the communication.

Only the members of the Discipline Committee who were present throughout a hearing shall participate in the rendering of the decision. Any member who ceases to be a member of the Discipline Committee after the hearing of a matter is commenced shall be deemed, for the purpose of dealing with that matter, to remain a member of the Discipline Committee until the final disposition of the matter. Where the Discipline Committee commences a hearing and a member becomes unable to act, the remaining members, if they constitute a quorum, may complete the hearing despite the absence of the withdrawing member.

If the Discipline Committee obtains legal advice with respect to a hearing, it shall make the nature of the advice known to the parties. The parties may make submissions with respect to the advice.

The hearing shall be open to the public. The Discipline Committee may make an order that the public be excluded if it is satisfied that matters of a financial or Personal nature may be disclosed at the hearing such that the desirability of avoiding public disclosure of these matters in the interest of any Person affected, or in the public interest, outweighs the desirability of adhering to the principles that the hearing be open to the public. A request that the public be excluded from a hearing or a part of hearing should be made in writing to the Discipline Committee by any party with a copy of the submissions of the other party.

The Discipline Committee shall ensure that oral evidence at a hearing is recorded and that copies or transcripts of the recording are available to a party at that party's expense.

After considering a written appeal of a decision of the Complaints Committee dismissing a complaint, the Discipline Committee may confirm the decision, or, where in the opinion of the Discipline Committee, the disposition of the matter by the Complaints Committee was unreasonable, the Discipline Committee may proceed to hold a hearing on the merits of the complaint or may refer the complaint back to the Complaints Committee for reconsideration

with directions to the Complaints Committee. The Discipline Committee shall not be required to hold a hearing as part of the review. The Discipline Committee may establish policies and procedures for appeals of decisions made by the Complaint Committee.

10.08 DISCIPLINE COMMITTEE DECISION

If the Discipline Committee finds that a Member has committed an act of professional misconduct, it may make an order to do one or more of the following:

- (a) direct the Registrar to revoke the Member's Certificate of Membership;
- (b) direct the Registrar to suspend the Member's Certificate of Membership for a specified period of time;
- (c) direct the Registrar to impose specified terms, conditions and limitations on the Member's Certificate of Membership for a specified or indefinite period of time;
- (d) require the Member to appear before the Discipline Committee to be cautioned or send a letter of caution to the Member; or,
- (e) require the Member to appear before the Discipline Committee to be reprimanded or send a letter of reprimand to the Member.

The Discipline Committee may specify criteria to be satisfied for the removal of suspension or removal of terms, conditions and limitations imposed on a Member's Certificate of Membership or reinstatement of Membership.

The Discipline Committee shall find a Member to be incompetent if the Member's professional services display a lack of knowledge, skill or judgment or disregard for clients of a nature or to an extent that demonstrates that a Member is unfit to continue to practice or that the Member's practice should be restricted. If the Discipline Committee finds that a Member is incompetent, it may make an order for one or more of the following:

- (a) direct the Registrar to revoke the Member's Certificate of Membership;
- (b) direct the Registrar to suspend the Member's Certificate of Membership; or,
- (c) direct the Registrar to impose specified terms, conditions and limitations on the Member's Certificate of Membership for a specified or indefinite period of time.

Within 60 days after the hearing, the Discipline Committee shall give its decision and reasons in writing to the parties, and if the matter has been referred to the Discipline Committee by the Complaints Committee, to the Complainant.

ARIDO may publish the Discipline Committee's decision and its reasons or a summary of its reasons in its Annual Report or in any other publication of ARIDO. In publishing a decision and reasons or summary of its reasons, ARIDO may publish the name of the Member who was the subject of the proceeding.

A decision of the Discipline Committee shall come into effect 15 days after notice of the decision has been given to the parties.

Where a decision is appealed by one or more of the parties, the decision shall not come into effect until the final disposition of any appeal.

A party to proceedings before the Discipline Committee may appeal the decision of the Discipline Committee by providing a written submission with the reasons for the appeal to the Executive Committee. The appellant shall file a written submission within 15 days from the date of the Discipline Committee's decision. The respondent shall have a further 15 days to file a written response. The appellant shall have a further 10 days for a final response. The Executive Committee shall consider the matter within 30 days from receipt of the final submission and shall provide its decision regarding the appeal to the parties in writing.

Any Member of the Executive Committee who participated in the Complaints Committee or Discipline Committee proceedings cannot participate in the appeal to the Executive Committee.

SECTION 11 - MEMBERS' MEETINGS

11.01 ANNUAL MEETING

The annual meeting shall be held on a day fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or any other number of days that may be proscribed in the By-laws before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration and approval of the financial statements;
- (d) report of the auditor;
- (e) reappointment or new appointment of the auditor for the coming year;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the

annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Meetings of Members may be held at a location in Ontario fixed by the Board and/or by means of such telephone, electronic or other communication facilities that permit all Persons participating in the meeting to hear each other simultaneously and instantaneously and a Person participating in such meeting is deemed to be present at the meeting.

Ballots for elections, when required, shall be sent to Members electronically and at least 30 days prior to the date of the meeting, and the Members shall vote electronically at least 10 days prior to the date of the meeting.

11.02 SPECIAL MEETINGS OF MEMBERS

The Board may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 20 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the ONCA provides otherwise.

11.03 NOTICE

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or Person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

11.04 QUORUM

A quorum for the transaction of business at a Members' meeting is 10 percent of the Members entitled to vote at the meeting, whether present in Person or by proxy. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting. The Board may establish policies and procedures for voting by proxy.

11.05 CHAIR OF THE MEETING

The Chair shall be the Chair of the Members' meeting. In the Chair's absence, the Vice Chair shall serve as Chair, and failing that, the Directors present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose a Member present to Chair the meeting.

11.06 VOTING OF MEMBERS

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-laws provided that:

- (a) Members with voting rights shall be entitled to one vote at any meeting;
- (b) votes shall be cast by all Members present;
- (c) the Chair of the meeting, if a voting Member, shall have a vote;
- (d) an abstention shall not be considered a vote cast;
- (e) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct, and may be done electronically;
- (f) if there is a tie vote, the Chair of the meeting shall require a electronic or written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (g) whenever a vote by show of hands is taken on a question, unless an electronic or written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the motion.

11.07 ADJOURNMENTS

The Chair may, with the consent of the majority of any Members' meeting, adjourn the meeting from time to time. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

11.08 PERSONS ENTITLED TO BE PRESENT

The only Persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Association (or the Person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other Person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

SECTION 12 - NOTICES

12.01 SERVICE

Any notice required to be sent to any Member or Director or to the auditor shall be delivered to any such Member or Director at their last address as shown in the records of the Association and to the auditor at its business address, or if no address has been provided, then to the last address of such Member or Director known to the Secretary, provided that notice may be waived or the time for the notice may be waived or abridged at any time with

the consent in writing of the Person entitled to such notice. Notice may be sent electronically to an email address.

12.02 ERROR OR OMISSION IN GIVING NOTICE

The accidental omission or failure to give any notice to any Member, Director, Officer, Member of a committee of the Board or auditor or Person conducting a review engagement, if any, or the non-receipt of any notice by any such Person where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or was otherwise required.

SECTION 13 - ADOPTION AND AMENDMENT OF BY-LAWS

13.01 AMENDMENTS TO BY-LAWS

This By-law may be amended by a majority vote of the Board and at least two thirds of the Members approving the amendments at an Annual or Special Meeting.

SECTION 14 – AUDITOR

The Members shall, at each Annual Meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the Members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.