



Constitution and By-Laws

ARTICLE I – Name, Seal and Jurisdiction

1. The corporate name of the company is “Associated Designers of Canada”, and may be referred to in this By-law as “the Association”.
2. The corporate seal of the Association shall bear its name and symbol, as adopted from time to time by the Directors.
3. The Association shall operate throughout Canada, and may establish regional or other committees to deal with specific geographic concerns as required.

ARTICLE II – Borrowing and Indemnification

The Directors of the Association may from time to time:

- a. Borrow money on the credit of the Association;
- b. Charge, mortgage, hypothecate or pledge any or all of the real or personal property of the Association, including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the Association;
- c. Give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Association or any association controlled by it, and secure any such Director or other person against loss by giving him by way of security a mortgage or charge upon the whole or any part of the real and personal property, undertaking and rights of the Association.

ARTICLE III – Membership

1. Members of the Association shall be professional designers in the performing arts industry working in Canada. Specific qualifications for membership shall be determined from time to time by the Board. Minimum membership criteria shall be based upon the Association’s Professional Standards as determined by the Board and ratified by the members from time to time.

2. Each application for membership shall be filed, by the applicant or on his or her behalf, with the Association and shall be accompanied with appropriate fees as established from time to time by the Board.
3. Qualifications for membership, levels of membership and membership fees will be determined by the Board and ratified by the membership from time to time.
4. Each application for membership shall be considered by the Board at its next regularly scheduled meeting, following receipt of the application. Acceptance of such application shall be by majority vote of the Board.

ARTICLE IV – Government

A. Board

1. The Board shall be responsible for the general management of and control of the affairs, funds and property of the Association.
2. The Board shall have the power to establish rules and regulations to effect the proper management of the Association in accordance with the intent of the membership as expressed herein or resolved at an Annual General Meeting or duly called special meeting of the membership.
3. The Board shall consist of a minimum of three (3) and a maximum of ten (10) Directors, including the Executive. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board. The Board shall make all reasonable efforts to ensure that it is representative of the Association's membership, both by region and by design discipline. No person shall be eligible to be a Director unless he or she is an Association member in good standing.
4. The term of each Director is two years or until the second Annual General Meeting following his or her election or appointment, as the case may be, or he or she resigns or his or her office becomes vacant by death, removal or other cause.
5. No person shall act as a Director for more than three consecutive terms unless otherwise resolved at an Annual General Meeting of the members.
6. All contracts, cheques, bills of exchange and other obligations incurred on behalf of the Association shall be signed by at least two Directors.
7. Meetings of the Board shall occur at least four times annually. A meeting may be called at any time by order of the President or Vice President or any two Directors. Notice specifying the place, day and hour of such meeting shall be served upon each of the Directors or left at, mailed to, postage prepaid or sent by facsimile transmission or electronic or digital means to each of the Directors at his or her address as it appears on the books of the Association at least seven days prior to the meeting date. Any meeting of the Board may be held at the head office of the Association or at such other place as the majority of Directors may determine.
8. A majority of the Directors shall constitute a quorum at any meeting of the Board. Any

question before the Board shall be determined by majority vote except as otherwise provided herein, in the Letters Patent, Supplementary Letters Patent, by rules accepted to be those governing at such meetings, or by statute.

9. In the case of a vacancy occurring on the Board through death, resignation, removal or other cause, the Directors then in office, by majority vote, shall have the power to elect any other duly qualified person as a Director, and any Director so elected shall hold office until the term of the Director he or she is replacing ends, and subject to confirmation by the members at the next Annual General Meeting.
10. The Board may appoint and dismiss such committees as it deems advisable, from time to time, and may delegate to a committee any of its responsibilities or authority as itemized herein.
11. No Director shall receive any remuneration for his or her services but he or she may be entitled to receive his or her traveling and other expenses incurred in attending meetings or otherwise participating in the affairs of the Association.
12. The members of the Association may from time to time by a two-thirds (2/3) vote remove any Director before the expiration of his or her term of office and appoint any qualified person in his or her stead for the balance of his or her term at a special general meeting of the members of the Association
13. The Directors of the Association may meet by teleconference or any other electronic means that permit each Director to communicate adequately with each other, provided that:
 - i. Each Director has equal access to the specific means of communication to be used; and
 - ii. Each Director has consented in advance to meeting using the specific electronic means proposed for the meeting.
14. Any Director may be removed and discharged from his or her office at a meeting of the Board called for that purpose or a general meeting of the Board with at least 14 days notice given of the intent to discuss the subject, and at that same meeting the Board may appoint another in his or her stead.

B. Executive

1. The Executive of the Association shall be the President, Vice-President, and Secretary / Treasurer of the Board. The President shall be voted into office by the members at an Annual General Meeting. All other Executive members shall be chosen by the Directors at the first Board meeting following an Annual General Meeting of the members.
2. For greater certainty, the term of the President is two years or until the second Annual General Meeting following his or her election or appointment, as the case may be, or he or she resigns or his or her office becomes vacant by death, removal or other cause.
3. No person shall be eligible to be an Executive unless he or she has been an

Association member in good standing during the twelve months preceding his or her nomination.

4. No person shall be eligible to be President unless he or she has been a Director for the period between any Annual General Meeting and the following year's Annual General Meeting.
5. No person shall hold the same Executive office for more than two consecutive terms unless otherwise resolved at an Annual General Meeting of the members.
6. The President shall preside at all meetings of the members of the Association and at meetings of the Directors. He or she shall be an ex-officio member of all standing committees. In cases of a deadlock, the President shall cast the deciding vote.
7. The Vice-President shall exercise the powers and perform the duties of the President in the case of absence or disability of the President.
8. The Secretary/Treasurer, or his or her appointed agent (normally a designated Association staff member), shall take minutes of all meetings of the members and the Directors and shall keep a record of all actions taken by and on behalf of the Association, which minutes shall be available to members. The Secretary/Treasurer or his or her appointed agent, shall be the custodian of the seal of the Association and of all books, records, reports, certificates and other documents required by law or directed by the Directors to be kept and filed by the Association. Certification of documents issued by the Association shall be done under the seal of the Association and signed by the Secretary or such other Executive or staff member as shall from time to time be designated by the Directors. The Secretary/Treasurer, or his or her appointed agent (normally a designated Association staff member), shall be responsible for maintaining the financial records of the Association.
9. Any member of the Executive may be removed and discharged from his or her Executive office at a meeting of the Board called for that purpose or a general meeting of the Board with at least 14 days notice given of the intent to discuss the subject, and at that same meeting the Board may appoint another in his or her stead.
10. All three members of the Executive shall be required to constitute a quorum for meetings of the Executive.
11. The Directors may delegate to the Executive any of the powers of the Board, provided that the Board shall continue to meet not less than four (4) times a year. The Executive may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit to conduct the business delegated to it.

C. Head Office

The head office of the Association shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the Board may, by resolution, determine. Subject to applicable legislation, the Board may, by bylaw, change the place or municipality and the province in which the registered office of the Association shall be situated.

A copy of the bylaw approved by 2/3 of the votes cast in favour of the bylaw shall be filed with the Minister.

ARTICLE V – Meetings of Members

A. General Membership Meetings

1. There shall be one Annual General Meeting of the Association held in each year. Such meetings shall take place at such time and place as the Board may designate and shall elect such Directors as necessary, consider the annual report of the affairs of the Association and of the Association's auditor, and shall transact such other business as may be properly brought before the meeting.
2. Special or special general meetings of members may be called at any time by order of the President or by resolution of the Board and shall be called on the written request of not less than 10% of the members in good standing. Such written request shall specify the purpose of such meeting requested. Where the purpose of the meeting concerns a resolution, decision or other action of the Board, the notice of such meeting shall include the full text of such resolution or decision, if any, and any other pertinent data that the Board determines to include so as fairly to state the issue for the benefit of the membership.
3. The Secretary/Treasurer, or his or her appointed agent, shall cause written notice of each meeting to be sent to each of the members at the address last registered by the said member with the Association not less than thirty (30) days before such meeting, which notice shall include the number of members required or a quorum.
4. Not less than 20% of the members in good standing shall constitute a quorum for any membership meeting or for mail-in ballots solicited by the Association. Such percentage shall be either present in person or represented by proxy at such meeting, provided that at least two (2) members are present in person.
5. All resolutions and other decisions shall be passed by majority vote, except as otherwise provided herein or in the Letters Patent, Supplementary Letters Patent or by statute.
6. At all meetings of members, each member in good standing shall be entitled to one vote. Members entitled to vote may vote by written proxy at all meetings of members. Any document appointing a proxy shall be in writing and signed by the member and shall be approved in any form by the Board or the chairman of the meeting. Only another member in good standing may be appointed a proxy.
7. All collective or group agreements or agreement schedules are subject to ratification by a majority vote of all the voting members concerned at an Annual General Meeting or a special general meeting of the members duly called for that purpose.

B. Nominations

1. Nominations may be made by majority vote of the Board or by any two members in writing submitted to the National Office at least 45 days prior to the meeting. The names of those persons so nominated shall be added to the slate of nominees and to the ballots upon their signifying either at or prior to the Annual General Meeting to the Secretary their intention to stand for election. Should there be a vacancy for which no nominations have been received by the time of the Annual General Meeting, the Directors are authorized to fill the position as soon as a suitable and willing candidate can be found; the Directors' choice must be ratified and confirmed at the next Annual General Meeting.

ARTICLE VII – Notices

Any notice required to be sent to any member shall be sent by prepaid mail, personal delivery, facsimile transmission or other electronic or digital means to such member's address as it appears on the books of the Association and such mailing, transmission or delivery shall be conclusive evidence of the service thereof. Such notice shall be effective as of the date of the mailing, transmission or delivery as the case may be and the notice period shall run from the date of such mailing, transmission or delivery. Any notice to be given to members shall conclusively be deemed to have been given if published in any official bulletin, magazine or other publication of the Association. Despite any defect in giving notice, if the member objecting to the adequacy of notice has actual notice or by his or her acts indicates that such defective notice has caused him no injury, such defect shall be deemed to be waived by the member.

ARTICLE VIII – Initiation Fees, Dues and Assessments

1. Membership dues for members and/or for producers as a part of a standard agreement shall be set at a minimum of \$10, and be increased by such amount as the Board adopts on a reasonable basis. Any change in dues or other fees, levies, and/or assessments shall be ratified by a majority of the membership at the following Annual General Meeting and shall remain effective, without change, unless modified by subsequent vote of the membership.
2. Special assessments may be levied upon resolution of the membership or by resolution of the Board, provided that such resolution of the Board is confirmed at the next general meeting of members.
3. Dues shall be paid in advance at the beginning of each fiscal year. Any member who is in arrears in payment of dues or other financial obligations to the Association shall be precluded from holding any office and from voting in the affairs of the Association and shall be deemed not to be a member in good standing. The Board may, from time to time, in its sole discretion permit the payment of dues and/or assessments in installments.

ARTICLE IX – Suspensions and Expulsions

1. Any member who is in arrears in payment of dues, fees or assessments as of the date of the Annual General Meeting or for ninety days, whichever first occurs, shall be deemed not to be a member in good standing and may be suspended from membership by resolution of the Board.
2. Suspended members shall be required to comply with the by-laws and resolutions of the Association, but during the period of their suspension, their names shall not be included on the list of members in good standing, and while suspended they shall forfeit all voting and property rights in the Association.
3. The membership of any member who has been suspended shall be fully reinstated upon payment of all arrears within one year from the date on which the financial obligation to the Association was incurred, and thereafter, upon such terms as the Board may determine.
4. Any member who fails to comply with these bylaws or other such policies, protocols or standards as enacted by the Board from time to time and continues to be delinquent thirty (30) days following notice of the delinquency may, at the discretion of the Board, be expelled from membership.
5. The Board at its discretion may reinstate the expelled member with any conditions or qualifications as it deems fit.
6. Any member may be expelled by a vote of $\frac{3}{4}$ of the members at an annual general meeting.

ARTICLE X – Transfer, Forfeiture and Termination of Membership

1. Membership in the Association is non-transferable and is terminated upon expulsion or resignation from the Association or is suspended in accordance with the provisions of Article IX.
2. Any voting Membership in the Association shall cease on the death of the member.
3. Any member in good standing may apply in writing to the Board for honorable withdrawal which shall be granted by the Board provided that the member is not in arrears in the payment of dues or assessments or otherwise indebted to the Association. Such application shall state the reasons for the member's request and the probable period of honorable withdrawal. Whatever the reason, a member who is determined not in good standing or terminates his or her membership by means of honorable withdraw is not entitled to a pro-rated return of whatever dues, fees, assessments or payments he or she has made to the organization as required by the Association in support of his or her membership.

ARTICLE XI – Amendments

1. The Board may, from time to time, enact or pass bylaws not contrary to law or the charter of the Association, and may repeal, amend or re-enact bylaws of the Association, but every such by-law (excepting such bylaws as are required to be sanctioned, approved or confirmed by the members before becoming effective) and every repeal, amendment or re-enactment thereof, unless in the meantime sanctioned at a special general meeting of the members duly called for that purpose, shall only have force until the next annual meeting of the members of the Association, and in default of confirmation thereat shall, as and from that time only, cease to be in force. In all of the foregoing cases, a two-thirds (2/3) majority of the votes cast is required. The repeal or amendment of bylaws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the appropriate Minister has been obtained.
2. Any five (5) members in good standing may propose any bylaw, amendment or repeal by submitting same in writing, signed by them to the Secretary. Any such proposal shall be submitted to the membership by mail for comment at least thirty (30) days prior to its consideration by the Board.

ARTICLE XII – Financial Year and Audit

1. The financial year of the Association shall end on the 31st day of December in each year.
2. The Board shall be responsible for keeping proper books of account which shall be kept at the head office of the Association or such other place permitted by law and designated by the Board and shall be open at all times to inspection by any Director.
3. The auditors of the Association shall be elected at the annual meeting of members. At least once in every financial year the accounts of the Association shall be examined and the correctness of the statement of income and expenditures and of the balance sheet ascertained by the auditors and their report thereon presented to the next annual meeting of members. A copy of the audited financial statements of the previous year shall be made accessible and available to each member of the Association each year.

ARTICLE XIII – General Clauses

1. In these bylaws and in all other subsequent bylaws and amendments of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.
2. Parliamentary matters, and rules and regulations governing members' meetings shall be under the control and direction of the Board, and shall be based upon Roberts Rules of Order, as amended from time to time.

ENACTED this 11th day of June, 1983.

REVISED this 9th day of June, 1985.

REVISED this 18th day of July, 1987.

REVISED this 20th day of September, 2001; RATIFIED this 17th day of November, 2001.

REVISED this 5th day of July 2003; RATIFIED this 18th day of October 2003.

REVISED and RATIFIED this 24th day of May, 2008.

REVISED this 12th day of June 2010.

REVISED this 26th day of July 2010.