



Constitution

Design Professionals of **Canada**

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Precedence

Part 1
Preliminary

1. Short Title

This by-law may be cited for all purposes within the Corporation as the Constitution.

2. Definitions

In this by-law and every other bylaw, and in every resolution, rule and regulation of the Corporation, unless otherwise specified or required in the context:

- a)** *Articles* means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- b)** *Corporation* means the National Corporation chartered by Articles under the provisions of the Canada Not-for-profit Corporations Act S.C. 2009 c.23 (the "Act") including the regulations made pursuant to the Act (as amended, restated or in effect from time to time), and any statute or regulation that may be substituted, as amended from time to time, and under the name of Design Professionals of Canada/ Professionels du design du Canada
- c)** *Council* means the National Council established by section 21 and Council Member means a member of the National Council,
- d)** *Executive Member* means a member of the National Executive Committee and Executive means the Executive Committee established by section 22,
- e)** *President* means President of the National Executive Committee,
- f)** *Corporate Secretary* means the Corporate Secretary of the National Executive Committee,
- g)** *General Meeting* is any constitutional meeting of members called in accordance with section 32 that falls between two Annual Meetings,
- h)** An *Annual General Meeting* is a constitutional meeting called within 15 months of the previous Annual Meeting in accordance with section 32,
- i)** *in good standing* refers to a member or affiliate or support partner whose annual fee has been paid and who, in the judgment of the Executive, is otherwise in good standing with the Corporation,
- j)** *in good standing* also refers to a Chapter or Member Association that is in accordance with section 30, provided its membership fees have been paid to the National Society,
- k)** *Member* means members of the Corporation and includes a Fellow, Honorary Fellow, CDP Certified Member, Associate, Student and Affiliate and does not include a Support Partner, and membership has an equivalent meaning,
- l)** *Member at Large* is a Member of the Corporation who is a member in good standing living outside of the geographic area of any Chapter of the Corporation,
- m)** *Support Partner* means a sponsor of the Corporation and includes a sustaining sponsor, and
- n)** words importing the masculine gender or the singular number also mean the feminine or neutral genders and the plural number, as the case may be, and vice versa.
- o)** *Member Association* is defined as an organization which has a formal membership agreement with the Design Professionals of Canada/Professionels du design du Canada which is consistent with the objectives of the Corporation in the judgment of the Executive and National Council.

3. General Goals

The general goals of the Corporation are to:

- a) Improve the human environment by:**
 - i) improving the quality of life and fostering public awareness of design in Canada through the application of design expertise in education, public information, trade, commerce and industry,
 - ii) creating a climate of opinion in which high standards of design may flourish,
 - iii) working towards the eradication of visual and sensory abuse, and
 - iv) improving standards, practice and awareness of graphic and communication design as a profession and as an interrelated process.
- b) Develop the profession of graphic and communication design by:**
 - i) proposing and encouraging a coherent, coordinated education policy for the discipline of graphic and communication design at postsecondary levels, and by offering constructive suggestions into primary and secondary levels,

Part 2 Membership

ii) establishing criteria and procedures for professional certification and registration, reviewing them periodically and revising them from time to time as necessary or expedient, and

iii) maintaining the Corporation as a body of professionals with shared objectives and with a common set of ethical standards and Code of Ethics and Professional Practices across the country.

c) Serve the profession of graphic and communication design by:

i) fostering international exchange and liaison with mutually relevant organizations and projects,

ii) mutual recognition of design disciplines in order to increase opportunities for interdisciplinary practice, and encouraging and promoting such interdisciplinary practice, ensuring that the vision of the members is challenged and receptive to change,

iii) preserving the interests of the members and the public in interactions between them, and

iv) extending the Corporation's influence as a cultural and socio-economic asset of Canada.

4. Head Office

4.1 The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario, unless the Executive decides, by resolution, that for specific reasons another place is advantageous.

4.2 The Corporation may establish other offices and agencies elsewhere within Canada as the Executive designates from time to time by resolution.

5. Affiliations

5.1 The Corporation may be affiliated and disaffiliated with any other organization by bylaw subject to section 31.4.

5.2 The Executive may by resolution, for and on behalf of the Corporation, form a liaison with any organization or project, the purpose or objectives of which are relevant to, and consistent with, the objectives of the Corporation in the judgment of the Executive.

6. Delegation

6.1 The Executive may by resolution establish a Membership Committee and direct the Committee to make a report or recommendation, or both, regarding anything the President or Executive is authorized or required to do under the provisions of this part or Part III, and the Executive may in whole or in part:

a) accept or reject any such recommendation,

b) accept the contents of any such report as evidence satisfactory to the Executive for the purpose of admission to membership under this Part or granting of status under Part III,

c) reject the contents of any such report,

d) refer any such recommendation or report, or any matter therein, back to the Membership Committee for further consideration, when the Executive may give such directions as it considers appropriate to facilitate the further consideration, or

e) do any combination of the foregoing.

6.2 A corporation, organization, firm, establishment or society may not become a Class A Member, but may become a Class B Member.

6.3 Any person who works or lives outside the geographic proximity of an existing chapter of the Corporation is eligible to apply to become a Member at Large in any category of membership (as in sections 7 to 12).

6.4 The Corporation is authorized to establish Class A Members and Class B Members as follows:

a) The Class A Members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class. The Class A Members consist of the following:

i) National Executive Committee members,

ii) Elected National Council Chapter representatives,

iii) Member-At-Large representative

b) The Class B Members shall be entitled to receive notice of and attend all meetings, but except as otherwise provided by the Act, they shall not be entitled to vote at meetings of the members of the Corporation. The Class B Members consist of the following:

- i) Associate Member,
- ii) CDP Certified Member,
- iii) Fellow,
- iv) Honourary Fellow,
- v) Affiliate Member,
- vi) Student Member,
- vii) Support Partner,
- viii) Patron,
- ix) ico-D representative,
- x) Chapter President, who is not the Chapter's elected representative; and
- xi) Member Association President, who is not the Member Association's elected representative.

7. Associate Member

7.1 The Design Professionals of Canada shall grant the status of Associate to any person who applies in proper form and provides evidence satisfactory to the Executive that they:

- a)** subscribe to the objectives, general goals and Code of Ethics and Professional Practices of the Corporation, and
- b)** are working in the field of graphic or communication design and can obtain or has the qualifications or CDP Certified membership and is awaiting a portfolio review, has completed a programme of studies in graphic or communication design or related field, freelancing or looking for work in the field of graphic or communication design.

8. CDP Certified Member

8.1 The Design Professionals of Canada shall admit every person to CDP Certified Membership who has entered into professional practice of graphic or communication design, or design administration or design education, applies in proper form and:

- a)** passes a certification review, or
- b)** whose work, experience and professional integrity are of such standards as the Executive may, at its discretion, deem acceptable to it, or

c) has received professional status in a province which, through legislation, registers or certifies graphic designers, and

d) agrees to the Licensing Agreement of the Corporation as may be amended from time to time.

8.2 A CDP Certified member in good standing may append after their name, following the highest earned academic degree shown, the CDP certification mark.

9. Fellowship

9.1 The President shall admit every person to Fellowship who:

- a)** meets the requirements for admission to CDP Certified Membership, whether or not they have been a CDP Certified Member,
- b)** has, by accomplishments or influence, made a major contribution to graphic or communication design in Canada; or has made one or more outstanding contributions to the objectives or general goals of the Corporation; or has advanced graphic or communication design as a professional activity,
- c)** is nominated in proper form,
- d)** subscribes to the objectives, general goals and Code of Ethics and Professional Practices of the Corporation, and
- e)** is accepted by two-thirds of the National Council.

9.2 The form of nomination to Fellowship shall include:

- a)** a document in support of the nomination signed by three CDP Certified Members in good standing who are not Fellows themselves, each to be from a different chapter or member association of the Society, and
- b)** evidence acceptable to the National Council to support the requirements of subsection 9.1(a) and (b).

9.3 A Fellow in good standing may append after their name, following the highest earned academic degree shown, the designation of Fellow of the Design Professionals of Canada or Fellow of DesCan.

10. Honourary Fellowship

10.1 The President shall admit every person to Honourary Fellowship who, in the opinion of the Executive:

- a) does not meet the requirements for admission to CDP Certified Membership,
- b) has, by accomplishments or influence, made a major contribution to graphic or communication design in Canada; or has made one or more outstanding contributions to the objectives or general goals of the Corporation; or has advanced graphic or communication design as a professional activity,
- c) is nominated in proper form,
- d) subscribes to the objectives, general goals and Code of Ethics and Professional Practices of the Corporation.
- e) is accepted by two-thirds of the National Council.

10.2 An Honourary Fellow may append after their name, following the highest earned academic degree shown, the designation Hon. Fellow of the Design Professionals of Canada or Hon. Fellow of DesCan.

11. Affiliate Member

The Design Professionals of Canada shall grant the status of Affiliate to any person who applies in proper form and who provides evidence satisfactory to the Executive that they:

- a) are not a graphic or communication designer but is actively engaged in a related industry or allied profession,
- b) live and work in Canada,
- c) subscribe to the objectives, Code of Ethics and Professional Practices and general goals of the Corporation.

12. Student Member

The Design Professionals of Canada shall grant the status of Student to any person who applies in proper form and provides evidence satisfactory to the Executive that they:

- a) are a student attending a program of studies in graphic or communication design, or has graduated from a program in graphic or communication design within the past 2 years,
- b) are living and working or studying in Canada, and
- c) subscribe to the objectives, Code of Ethics and Professional Practices and general goals of the Corporation.

13. Resignation

A member may resign their membership by filing a resignation in writing with the Corporate Secretary and upon receipt by the Corporate Secretary, their membership is thereupon cancelled subject to the continuing jurisdiction of the Corporation under section 17 in respect of any matter arising out of their professional conduct while a member.

14. Fees

14.1 Nothing in this section applies to Honourary Fellows, Fellows or Sponsors.

14.2 The National Council may from time to time by resolution at the Annual General Meeting recommend an Annual Fee payable to Design Professionals of Canada/Professionels du design du Canada for each category of membership, and every such fee shall be uniform within each category of membership.

14.3 Invoicing for fees will be the responsibility of the National Secretariat.

- a) National Council will determine the additional Chapter fees payable for each category and this portion of the fees will be remitted to the Chapters.
- b) Member Associations will set and collect their Association fees and will remit the National fee, or, if deemed appropriate by the National Executive, members of Member Associations may be billed directly for fees by the National Secretariat.

c) The Corporate Secretary may cancel a membership in any category, on the advice of the Executive, for nonpayment of the Annual Fee subject to the continuing jurisdiction of the Corporation under section 17 in respect of any matter arising out of his or her professional conduct while a member.

15. Certificate

15.1 Every CDP Certified member (CDP) of the Corporation shall be given or sent a document in a form approved by the Executive certifying their membership in the Corporation.

15.2 The certificate mentioned in subsection 15.1 remains and is the property solely of the Corporation and shall be given or sent to the Corporate Secretary upon request where the member is suspended or expelled, and it or a substitute shall be given or sent back to the member when the period of their suspension terminates and the terms thereof are fulfilled or when they are reinstated, as the case may be.

16. Membership Uniformity

Subject to the other provisions of this bylaw, every member in any category has the same rights, privileges, obligations and responsibilities within the Corporation.

17. Offences

17.1 The national Discipline Committee may, on behalf of the President, after a hearing or due opportunity for a hearing, find any member in any category of membership guilty of professional misconduct if,

a) they have been found guilty by a court of any offence relevant to the practice of graphic or communication design, or

b) they have been found guilty, in the opinion of the national Discipline Committee of professional misconduct as defined in the DesCan Grievance and Discipline Procedures.

17.2 For the purpose of this section, professional misconduct means:

a) breaching the provisions of the Code of Ethics and Professional Practices adopted under subsection 29.2(b),

b) using a designation referable to the Corporation to which the member is not entitled,

c) obtaining, or attempting to obtain, alteration in a category of membership or admission to membership or a category thereof by knowingly or negligently making a misrepresentation,

d) except in the case of a Fellow or CDP Certified member, using their membership in the Corporation as evidence of skill or competence in graphic or communication design,

e) violating an objective, general goal, bylaw or resolution of the Corporation, or

f) doing anything or omitting to do anything relevant to the practice of graphic or communication design that, having regard to all the circumstances, is reasonably considered disgraceful, dishonourable or unprofessional.

17.3 Where the national Grievance Committee finds a member guilty of professional misconduct, it may by resolution take such action as specified in the DesCan Grievance and Discipline Procedure, such as:

a) expel them from membership,

b) suspend membership for a stated period and with such terms for reinstatement as the national Grievance Committee designates,

c) alter their category of membership with such terms for reassignment to the former or other category of membership as the national Grievance Committee designates,

d) reprimand them,

e) suspend or postpone the imposition of

f) a penalty for such period and upon such terms as the national Grievance Committee designates, or any combination of the foregoing.

17.4 A person who has been expelled from membership or whose membership has been suspended may apply in writing to the national Discipline Committee for reinstatement or removal of the suspension, as the case may be, and the national Discipline Committee shall consider and decide in its absolute discretion any such application if the application is made,

a) in the case of expulsion no sooner than one year after the expulsion, and

b) in the case of suspension not before the period of suspension has expired.

Part 3 Partnership

18. Support Partner

18.1 The National or Chapter Executive may, respectively, recognize by resolution as a National or Chapter Support Partner any person, corporation, organization, firm, establishment or society who furthers the objectives and general goals of the Corporation by making an annual financial and/or in kind contribution to the Corporation or Chapter.

18.2 The National Executive may recognize by resolution as a National Sustaining Support Partner any person, corporation, organization, firm, establishment or society who furthers the objectives and general goals of the Corporation by committing to a multi-year financial and/or in kind contribution to the Corporation.

19. Patron

The Executive may by resolution recognize as a Patron any person, corporation, organization, firm, establishment or society that furthers the objectives and general goals of the Corporation through financial endowment, substantial financial contribution, or major gift.

20. Implementation

20.1 Sections 13 and 17 apply mutatis mutandis to Support Partners

20.2 For the purpose of sections 18 and 19, the Executive may from time to time by resolution establish the amounts of money and/or in kind contribution which will be considered sufficient to meet the requirement for distinction as financial endowment; financial and/or in kind contribution; substantial financial contribution; or major gift, respectively.

Part 4 Governing Bodies

21. National Council

21.1 The National Council is constituted of the National Executive Committee, elected National Council Chapter representative(s), Member-at-Large and Member Association representatives:

a) Each Chapter and Member Association is entitled to one or more representatives in proportion to its membership; i.e. one representative for up to 25 CDP Certified members, Associate and Fellow Members; two for up to 50; and for more than 50, a maximum of three representatives.

b) Chapter and Member Association Presidents upon election shall become their Chapter's first National representative.

c) The positions of the National Executive Committee may be additional to the normal proportional representation of the Chapter and Member Associations.

d) Each member of the National Council must be in accordance with section 2, paragraph (h), except for advisors to the Executive Committee as per subsection 22.2(b).

e) The ico-D representatives form part of the National Council but Section 21.2 is not applicable to them;

f) The Chapter and Member Association Presidents form part of the National Council but Section 21.2 is not applicable to them, unless they are the elected Chapter and Member representatives.

21.2 The National Council shall meet:

a) at every Annual General Meeting to fulfill the requirements of subsection 21.3, and

b) at every Annual General Meeting that occurs in an even numbered year to elect from its members and the members of the outgoing Executive Committee a new Executive Committee.

21.3 The National Council shall act in an advisory capacity recommending the general policies of the National Society and setting the National Membership Fees.

21.4 Any Chapter or Member Association which is not in good standing may not be represented on the National Council.

22. Executive Committee

22.1 The affairs of the Corporation shall be managed by the Executive Committee, which shall have the functions, duties and powers of a board of directors.

22.2 The Executive Committee consists of:

- a)** up to twelve officers:
 - i) the President,
 - ii) four Vice-Presidents,
 - iii) the Corporate Secretary,
 - iv) the Treasurer, and
 - v) the immediate Past-President, and
 - vi) up to 4 National Chairs
- b)** up to 3 non-voting, non-member National Advisors who serve at the pleasure of the Executive, and may include legal, financial, strategic, parliamentary or other advisors.

22.3 The term of office for each position of the Executive Committee shall be two (2) years.

22.4 Members of both the Council and the Executive shall serve without compensation, fee or like remuneration, and no Executive Member shall directly or indirectly receive any profit from their position as such, but an Executive Member or Council Member may be reimbursed for reasonable expenses incurred in the performance of duties.

22.5 The executive shall meet with quorum a minimum six times in a calendar year at the call of the President or any two other Executive members at a time and place designated by the President or two other Executive members as the case may be.

22.6 No formal notice is required for a meeting of the Executive, but the person or persons calling the meeting, or an appointee for the purpose, shall make reasonable efforts to notify all Executive Members informally and to arrange the meeting and place for the convenience of the Executive Members.

22.7 A simple majority of Executive Members then in office constitutes a quorum to transact any business which properly comes before the Executive.

22.8 Every question which properly comes before the Executive may be decided by a simple majority of the votes cast at the meeting and, if there is an equality of votes on a question, the presiding officer shall cast the deciding vote.

22.9 The presiding officer shall record the proceedings of every meeting of the Executive, or have them recorded, and the written record, when signed by the persons purported to be the presiding and recording officers thereof, is prima facie proof of the truth of the contents of the record.

23. Duties & Financial Management

23.1 The President shall be the Chief Officer of the Corporation. The President, or his or her appointee for the purpose, shall preside over Executive Meetings and General Meetings.

23.2 The other officers shall assist the President in the management of the affairs of the Corporation and shall perform the tasks assigned to them by the bylaws or by the President.

23.3 Subject to the other provisions of this bylaw, where the President is absent from a meeting or from Canada,

- a)** they shall designate one of the Vice-Presidents to exercise the office of the President.
- b)** If the President fails to do so, the Corporate Secretary shall arrange for the Executive to designate by resolution one of the Vice-Presidents to exercise the office of the President.

23.4 The Treasurer shall submit to the National Council an unaudited financial statement 60 days prior to the Annual General Meeting and a professionally audited annual financial statement to the National Council one month prior to the Annual General Meeting.

23.5 The Executive Committee shall submit to the National Council, on an annual basis, a budget forecast for the next fiscal year within 60 days after the Annual General Meeting, to be commented upon in writing within 30 days of submission by Council Members and accepted via vote by December 1st.

23.6 The National Executive shall deliver a summary of the amendments and motions made at the Annual General Meeting, in their unapproved form, within 60 days of the Annual General Meeting to AGM delegates.

24. Elections

24.1 Any member of the Corporation in good standing is eligible to become and remain a member of the National Council, except that only Fellows or CDP Certified members are eligible for election as President or Vice-President of the National Executive Committee.

24.2 The election of representatives to the National Council shall take place at least 90 days prior to the Corporation's Annual General Meeting.

24.3 Two weeks after the completion of the election or appointment of Chapter and Member Association representatives to the National Council, the results, duly signed by the President of the Chapter or Member Association, shall be delivered to the National Corporate Secretary to be kept on file for at least two years.

24.4 Each Chapter and Member Association shall report to the Corporate Secretary the names and short biographies of representative(s) elected to the National Council at least 60 days prior to the Corporation's Annual General Meeting.

24.5 The Corporate Secretary shall send to all members of the National Council a complete list of eligible names, including biographies, for the purpose of electing the Executive Committee.

24.6 Any two members of the National Council in good standing may nominate a candidate for any of the seven offices of the Executive Committee (President, four Vice-Presidents, Corporate Secretary, Treasurer), provided the name of the nominee is forwarded to the Corporate Secretary along with a written agreement from the candidate(s) to stand for the proposed position.

24.7 The Corporate Secretary shall establish a list of nominees and circulate it to the members of the National Council at least 30 days prior to the Annual General Meeting at which the election will take place.

24.8 Nominations to the Executive Committee may be made and elections held either by mail or in person.

24.9 The Executive Committee shall take office and retire at alternate Annual General Meetings (taking place in even numbered years). The term of Executive office is two (2) years.

24.10 The elections of the Officers (Executive Committee) shall take place at the close of every other Annual General Meeting. At that time, the President shall become Past President and one of the Vice-Presidents or, if necessary, another member of the Executive, shall be elected President, and the elected representatives will form the new Executive Committee.

24.11 No person who has been an Executive Member for six (6) consecutive years is eligible for election to office as an Executive Member, except in the case of the immediate Past President.

25. Vacancies

25.1 An Executive Member may resign from the Executive by filing a resignation in writing with the President, or, where the President is resigning, with the Corporate Secretary, and upon the acceptance thereof by the Executive by resolution, the Executive membership and any other office of the resigning Executive member is thereupon vacant.

25.2 An Executive Member may be removed from office and from the Executive for cause before the natural expiration of their term of office by resolution adopted by:

- a) a simple majority of the votes cast at an Executive meeting duly called for the purpose, or
- b) a simple majority of the votes cast at a General Meeting duly called for the purpose.

25.3 Every vacancy on the Executive may be filled by appointment of the remaining Executive Members or the remaining Executive Members may hold an election to fill any such vacancy.

26. Bylaws and Amendments

26.1 The bylaws of the corporation not embodied in the Letters Patent may be repealed or amended by bylaw, or a new bylaw may be enacted by a majority of the Executive Committee at a meeting of the Executive Committee. These amendments or new bylaws must be sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of National Council members duly called for the purpose of considering the said bylaw(s), and the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Minister of Industry (or his or her successor in function) has been obtained pursuant to clause 155(2) of the Canada Corporations act.

27. General Power

27.1 The Executive may exercise all the powers of the Corporation that are not required by the Canada Corporations Act or the Constitution to be exercised by the members at a General Meeting.

27.2 Indemnification. Except as provided in Section 119 of the Canada Business Corporations Act, every current or former member of the National Council, Executive, or member of the Corporation, or a person who acts or acted at the Corporation's request shall be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a member of the National Council, Executive or member of the Corporation, if

- a)** they acted honestly and in good faith with a view to the best interests of the Corporation;
- b)** in the case of criminal or administrative action or proceeding that is enforced by monetary penalty, they had reasonable grounds for believing their conduct was lawful; and
- c)** the member of the National Council, Executive, or member of the Corporation authorizes the Corporation in writing to conduct their defense, and such person fully cooperates with the Corporation in their defense.

28. Committees

28.1 The Executive may constitute, alter, and dissolve such committees as the Executive considers expedient from time to time and may:

- a)** appoint and remove the members thereof, and
- b)** establish, modify and rescind the respective functions, powers and duties thereof.

28.2 Every member of every committee serves only at the pleasure of the Executive.

28.3 Committee members shall serve without compensation, fee or like remuneration and no committee member shall, directly or indirectly, receive any profit from their position as such, but a committee member may be reimbursed for reasonable expenses incurred by them in the performance of duties.

29. Rules & Regulations

29.1 The National Executive may by resolution from time to time prescribe, amend, repeal or represcribe such rules and regulations not inconsistent with the bylaws of the Corporation as the Executive considers expedient.

29.2 The rules and regulations mentioned in subsection 29.1 include:

- a)** rules not inconsistent with the Constitution regarding procedures for nomination to Executive Membership and forms for the purpose, and
- b)** a Code of Ethics and Professional Practices binding upon the Members for disciplinary purposes, but no such code shall contain less than the Code of Ethics and Professional Practices adopted from time to time by the International Council of Design (ico-D).

Part 5
Chapters & Member Associations

30. Definitions & Identification

30.1 Design Professionals of Canada/Professionels du design du Canada consists of Chapters as approved from time to time by the National Council, and, each Chapter:

- a) must contain a minimum of 3 members in good standing,
- b) operates within a designated geographical area that may not overlap with any other Chapter, and
- c) must clearly identify by Chapter name all public activity and/or communication of the Chapter.

30.2 Design Professionals of Canada/Professionels du design du Canada may also consist of Member Associations as approved from time to time by the National Council and they:

- a) shall adopt their own bylaws which shall not be contradictory or injurious to the Constitution of the National Society, and
- b) shall maintain goals and activities which are complementary to the goals and activities of the Corporation, and
- c) are fully autonomous and responsible in the management of their own affairs and finances, including the admission to membership and the setting of Member fees, and
- d) they may operate within a similar designated geographical area as another Member Association, or Chapter, if in the opinion of the National Council, they do not interfere with, or contradict, the activities of the Chapter or another Member Association, and
- e) must clearly identify by Member Association name all public activity and/or communication of the Member Association.

30.3 There is no limit to the number of Chapters and Member Associations which may be formed or accepted.

31. Powers & Jurisdiction

31.1 Each Chapter has exclusive jurisdiction, subject to sections 30 and 31 to:

- a) establish, vary or dissolve its own Executive offices, make provisions regarding the election and removal of its own Executive Members,

- b) regulate, control or prohibit the rights and duties of its own Executive and the Members thereof,

- c) select its own manner, language and methods of communication and of business, and

- d) do anything of a local or private nature for or in the Chapter for which the Chapter has on hand sufficient funds in cash.

31.2 To safeguard the interests of the National Society, the National Council may ratify, modify and dissolve Chapters of the Corporation and, for every such Chapter, may pass resolutions to:

- a) establish, alter or dissolve its geographic area,

- b) select, modify or rescind its name so that names of Chapters are not likely to be confusing,

- c) regulate, control or prohibit functions, powers and business transactions in order to protect the Corporation from financial or legal liability, and

- d) do anything else which furthers the objectives or general goals of the Corporation through Chapter activities.

31.3 Each Member Association has exclusive jurisdiction to:

- a) establish, vary or dissolve its own Executive offices,

- b) make provisions regarding the election and removal of its own Executive Members,

- c) regulate, control or prohibit the rights and duties of its own Executive and the Members thereof,

- d) select its own manner, language and methods of communication and of business, and

- e) do anything of a local or private nature for or in the Member Association for which the Member Association has on hand sufficient funds in cash.

31.4 To safeguard the interests of the National Society, the National Council may alter or dissolve its relationship with a Member Association, provided:

- a) it provides notice of intent to alter or dissolve its relationship to the Corporate Secretary of the Member Association, or equivalent position, 30 days in advance.

Part 6
Meetings

32. General Meetings & Annual Meetings

32.1 A General Meeting or an Annual General Meeting shall be convened at the call of the President, or by the Executive Committee, or by Class A Members comprising at least two-thirds of the Chapters who so direct the President or the Executive Committee.

32.2 An Annual General Meeting is called for the main purpose of receiving and approving audited accounts, overseeing general policy and determining the National and Chapter Membership fees, and

a) Meetings shall be held at a place and time determined by the Executive, and

b) an Annual General Meeting shall be convened within 15 months after the preceding Annual General Meeting, taking into consideration the requirements for audited financial statements.

32.3 Every notice sent under subsection 32.4 shall contain or have appended to it, the provisions of sections 6, 7, 8, 9, 10, 11 and 12 in legible characters.

32.4 Subject to the other provisions of this Bylaw, any special or general business may be considered and transacted at any meeting, without any notice of such business, but notice of the time and place of every meeting shall be given to every Class A and Class B member in good standing by sending the notice by prepaid mail and/or by e-mail to their last address or e-mail address recorded in the records of the Corporation at least 60 days before the time fixed for holding the meeting of which notice is given.

32.5 At least two-thirds of the total number of Chapters, all of whom are represented at the meeting by a CDP Certified member representative in good standing, according to section 2(i), constitute a quorum to transact any business which properly comes before any Annual or General Meeting.

32.6 Proposals to modify a bylaw or bylaws must be circulated to every Class A and Class B member in good standing to their last address or e-mail address recorded in the records of the Corporation at least 60 days prior to the meeting at which they are to be presented.

32.7 Unless otherwise required by law or by the Bylaws of the Corporation, every question which properly comes before any meeting may be decided by a simple majority of the votes cast at a meeting by the Class A Members in good standing present thereat and if there is an equality of votes on a question, the presiding officer shall cast the deciding vote.

32.8 No proxy votes shall be allowed at any meeting.

32.9 Any two Class A Members in good standing may propose any matter, excluding a bylaw, to any meeting if the meeting at which the matter is proposed to be presented agrees, by a simple majority, to such proposal, subject to subsection 32.6 hereof.

32.10 Every vote at every meeting shall be by a show of hands unless any meeting requires, by a simple majority, a written balloting on any particular question, but a written balloting cannot be required on the question of written balloting.

32.11 The presiding officer shall record the proceedings of every meeting or have them recorded, and the written record of every meeting, and when approved by the National Council and signed at the following meeting by the persons purported to be the presiding and recording officers thereof, is prima facie proof of the truth of the contents of every such record.

33. Adjournments

33.1 Whether or not a quorum is present, any meeting may be adjourned and reconvened at any time and from time to time and, if a quorum is present at any reconvened meeting, any business may be considered and transacted which might have been transacted at the original meeting from which the adjournment took place.

33.2 The provisions of subsection 33.1 apply whether or not any notice of any adjournment was given.

Part 7

Business Transactions

34. Auditors

34.1 The Executive Committee shall appoint an auditor to audit the accounts of the Corporation.

34.2 An auditor shall hold office until the Annual General Meeting following their appointment, but the Executive Committee may fill any casual vacancy in the office of the auditor.

34.3 The remuneration of the auditor shall be determined by the Executive Committee, on the advice of the Treasurer.

35. Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31, but the Executive Committee may change the fiscal year from time to time by bylaw.

36. Cheques & Notes

36.1 All orders for the payment of monies and all evidence of indebtedness issued by the Corporation shall be signed by two members, one of whom shall be the Treasurer or President and the other another Executive Member or a Member in good standing approved by resolution by the Executive Committee.

36.2 Any person or persons authorized by the Executive from time to time by resolution may endorse any note or draft for collection on account of the Corporation's bankers for the credit of the Corporation. The Corporation's rubber stamp may be used for any such endorsement.

37. Documents

Subject to subsections 22.1 and 32.10 and section 36, documents signed for or on behalf of the Corporation shall be signed by the person or persons authorized, and in the manner prescribed by the Executive from time to time by resolution.

38. Borrowing

38.1 The Executive may from time to time, upon approval of the National Council:

- a)** borrow money upon the credit of the Corporation,
- b)** limit or increase the amount to be borrowed,
- c)** issue debentures or other securities of the Corporation,
- d)** pledge or sell debentures or other securities for such sums and at such prices as may be deemed expedient, and
- e)** secure any such debentures or other securities or any other present or future borrowing or liability of the Corporation, by mortgage, hypothecate, charge or pledge of all or any currently owned or subsequently acquired real and personal movable and immovable property of the Corporation and the undertaking and rights of the Corporation.

38.2 Nothing in subsection 38.1 limits or restricts the borrowing of money by the Corporation with the approval of the National Council, on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

Part 8
Implementation

Precedence — Letters patent

Incorporated under the Canada Corporations Act, 16 July 1976 by the Minister of Consumer and Corporate Affairs Ottawa. 3 December 1976, Film 412, Document 97.

Amendments approved by the Minister of Industry Canada, 7 July 2003, File 099495-2, Corporations Canada.

The French version of the corporate name was changed on 16 January 2004 from Société des graphistes du Canada to Société des designers graphiques du Canada.

Amendments approved by the Minister of Industry Canada, 24 January 2005, File 099495-2, Corporations Canada.

Amendments approved by the Minister of Industry Canada, 29 August 2005, File 099495-2, Corporations Canada.

Amendments approved by the Minister of Industry Canada, 7 February 2007, File 099495-2, Corporations Canada.

Amendments approved by the Minister of Industry Canada, 21 February 2008, File 099495-2, Corporations Canada.

Amendments approved by the Minister of Industry Canada, 3 February 2010, File 099495-2, Corporations Canada.

Amendments approved by the Minister of Industry Canada, 26 May 2011, File 099495-2, Corporations Canada.

Amendments approved by the Minister of Industry Canada, 3 May 2012, File 099495-2, Corporations Canada.

Amendments approved by the Minister of Industry Canada, 19 June 2013, File 099495-2, Corporations Canada.

Amendments approved by the Minister of Industry Canada, 7 July 2014, Corporations Canada.

Continued by Articles of Continuance under the Canada Not-for-profit Act S.C. 2009, c.23, approved by Corporations Canada, 7 July 2014.

Amendments received by Industry Canada, 6 July 2015, Corporations Canada.

Amendments received by Industry Canada, 3 April 2018, Corporations Canada.



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