

SCHEDULE A

THE INTERIOR DESIGNERS INSTITUTE OF BRITISH COLUMBIA

BY-LAWS

Incorporated under the Societies Act of British Columbia on October 11, 1978

Certificate of Incorporation No. S3755

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INTERIOR DESIGNERS INSTITUTE OF BRITISH COLUMBIA

BY-LAWS

BY-LAW 1

DEFINITIONS AND INTERPRETATION

Definitions and Interpretation

1.1 In these By-laws, unless the context otherwise specifies or requires:

- (a) “Act” means the *Societies Act*, S.B.C. 2015, c. 18, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any reference in the By-laws to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) “Approved Interior Design Course” means an interior design course at an educational institution which has been accredited by the Council for Interior Design Accreditation (CIDA);
- (c) “Board”, “Board of Directors”, “Board of Management”, “Directors” means the Directors of the Society for the time being;
- (d) “Board of Governors” means the governors of the Society as described by the By-laws;
- (e) “By-laws” means the By-laws of the Society from time to time in force;
- (f) “Director” means any of the President, President-Elect, Vice-Presidents or Directors at Large of the Society;
- (g) “NCIDQ” means the National Council for Interior Design Qualification examination and “CIDQ” means the Council for Interior Design Qualification;
- (h) “President” means the Director elected to such office pursuant to Section 6.7;
- (i) “Registered Member” includes the former classification of Active or Professional Member;
- (j) “Regulations” means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new Regulations;
- (k) “Seal” means the seal of the Society, if any;
- (l) “Society” means the Interior Designers Institute of British Columbia;
- (m) “Special General Meeting” means a general meeting as provided in Section 5.2;

- (n) all words or expressions in the By-laws which are defined in the Act or the Regulations shall have the meanings given thereto in the Act or the Regulations; and
- (o) the singular shall include the plural and the plural shall include the singular.

BY-LAW 2

THE SEAL

Custody and Certification

- 2.1 If the Society adopts a seal, the seal shall bear the name of the Society and shall be in such form as prescribed by the Directors and shall be in the custody of the Administrator of the Society who may certify under the seal any document issued by the Society. The Directors shall have the power from time to time to destroy the seal and substitute a new seal in its place.

Affixing

- 2.2 Save as aforesaid, the seal shall be affixed in the presence of the President and the Administrator, or in the presence of any two Directors of the Society, or in the presence of any other person or persons that the Directors may by resolution authorize.

BY-LAW 3

MEMBERSHIP CLASSIFICATION

Qualification for Membership

- 3.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these By-laws, and, in either case, have not ceased to be members.

Classes of Members

- 3.2 The classes of members are:
 - (a) Registered Members;
 - (b) Intern Members;
 - (c) Student Members;
 - (d) Educator Members;
 - (e) Retired Members;
 - (f) Fellow Members; and
 - (g) Inactive Members

Registered Members

3.3 A Registered Member is one who:

- (a) has either:
 - (i) passed the NCIDQ qualification examination, or
 - (ii) been a Registered Member in good standing with respect to the payment of membership fees, dues and assessments prescribed by the Society continuously since March 8, 1977;
- (b) is actively involved in the field of interior design;
- (c) is in good standing with respect to the payment of membership fees, dues and assessments prescribed by the Society, and maintenance of IDCEC CEU credits as stated in the Policies and Procedures; and
- (d) provides proof of insurance for professional liability insurance at the time of payment of membership fees, dues and assessments prescribed by the Society, or who has obtained a waiver from the Society in respect of the provision of such proof of insurance; and
- (e) is of good character and adheres to the ethical standards of the Society.

3.4 A Registered Member may use the designation “Registered Interior Designer” or the letters “R.I.D.” or “RID” after the member’s name.

3.5 A Registered Member is entitled to:

- (a) receive notice of and attend meetings;
- (b) serve on Committees;
- (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time;
- (d) hold office as Director in the Society; and
- (e) vote at general meetings of the Society.

3.6 A Registered Member not in good standing as set out in Section 4.11 is not entitled to vote or hold office subject to Section 4.14.

Intern Members

3.7 An Intern Member is one who:

- (a) has not completed all aspects of the NCIDQ qualification examination;
- (b) is actively involved in the profession of interior design;
- (c) is in good standing with respect to the payment of membership fees and other fees prescribed by the Society;

- (d) provides proof of insurance for professional liability insurance at the time of payment of membership fees, dues and assessments prescribed by the Society, or who has obtained a waiver from the Society in respect of the provision of such proof of insurance;
 - (e) is of good character and adheres to the ethical standards of the Society;
 - (f) has achieved education that aligns with, or exceeds, the requirements of NCIDQ's route 2 (a minimum education requirement of a bachelor degree in interior design) by December 31, 2016. After December 31, 2016, the applicant must achieve education that aligns with or exceeds the requirements of NCIDQ's route 1 (a bachelor degree from a Council for Interior Design Accreditation accredited program); and
 - (g) undertakes to write and successfully complete the NCIDQ examination within five years of admission to the Society as an Intern Member.
- 3.8 The Board will determine the designation an Intern Member may use following the member's name or otherwise indicating that the Intern Member is a member of the Society.
- 3.9 An Intern Member is entitled to:
- (a) receive notice of and attend meetings;
 - (b) serve on Committees; and
 - (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time.
- 3.10 An Intern Member is not entitled to vote at general meetings or hold office as a Director in the Society.
- 3.11 An Intern Member who has failed to successfully complete the NCIDQ qualification examination within the time prescribed in Section 3.8(f) ceases to be a member of the Society and will not be reinstated as a member until successful completion of the required educational component and the NCIDQ examination, at which time the person will become eligible to apply to become a Registered Member of the Society.

Student Members

- 3.12 is an individual that is enrolled in a post-secondary interior design program;
- (a) is in good standing with respect to the payment of membership fees and other fees prescribed by the Society; and
 - (b) is of good character and adheres to the ethical standards of the Society.

The Board will determine the designation a Student Member may use following the Member's name or otherwise indicating that the Student Member is a member of the Society.

- 3.13 A Student Member is entitled to:

- (a) receive notice of and attend meetings;
- (b) serve on committees; and
- (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time.

3.14 A Student Member is not entitled to vote at general meetings or hold office as a Director in the Society or to carry errors & omissions insurance through the Society.

Educator Members

3.15 A Educator Member is one who:

- (a) is not engaged in the practice of interior design, but is contractually engaged in full time or part-time teaching or directing of interior design programs in post-secondary schools, colleges or universities recognized by policies established by the Society;
- (b) is in good standing with respect to the payment of membership fees and other fees prescribed by the Society; and;
- (c) is of good character and adheres to the ethical standards of the Society;

3.16 An Educator Member may use the designation "Educator, IDIBC" after their name.

3.17 An Educator Member is entitled to:

- (a) receive notice of and attend meetings;
- (b) serve on committees; and
- (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time.

Retired Members

3.18 A Retired Member is one who:

- (a) was formerly a Registered Member or Intern Member of the Society; and
- (b) is retired from the practice of interior design; and
- (c) is of good character and adheres to the ethical standards of the Society.

3.19 A Retired Member is entitled to:

- (a) receive notice of and attend meetings;
- (b) serve on Committees; and
- (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time.

3.20 A Retired Member is not entitled to vote at general meetings or hold office as a Director in the Society.

3.21 A Retired Member may not use any designation following the member's name or otherwise indicating that the Retired Member is a member of the Society.

Fellow Members

3.22 A Fellow Member is one who has been awarded a lifetime honour as:

- (a) having shown dedication to the Society through maintaining a high level of involvement within the Society over an extended period of time;
- (b) having shown initiative by holding various positions of responsibility and leadership which have made a meritorious contribution to the advancement of the Society and/or the interior design profession;
- (c) having never resigned their membership but having been prior to June 16, 2010 an Associate Member or on and after June 16, 2010 a Provisional or an Intern Member, a Professional Member or a Registered Member in good standing for a minimum of 15 cumulative years, not including the years they were eligible for or chose to become "Inactive";
- (d) being of good character and adhering to the ethical standards of the Society; and
- (e) being appointed by 2/3 majority vote of the Directors after consultation with and approval by the Board of Governors.

3.23 A Fellow Member may use the designation "Fellow of Interior Designers Institute of British Columbia" or "Fellow, IDIBC" or "FIDIBC" after the member's name.

3.24 Payment of the annual membership fee is optional for a Fellow Member and the member will retain the status of a member notwithstanding non-payment of the annual membership fee, but where the annual membership fee is not paid the member is not entitled to vote or hold office, subject to Section 4.14.

3.25 A Fellow Member in good standing is entitled to:

- (a) receive notice of and attend meetings;
- (b) serve on Committees;
- (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time;
- (d) hold office as Director in the Society; and
- (e) vote at the general meetings of the Society.

Inactive Members

3.26 An Inactive Member is one who:

- (a) was formerly a Registered Member or Intern Member of the Society;

- (b) is no longer actively engaged in the profession of interior design;
- (c) is of good character and adheres to the ethical standards of the Society; and
- (d) is designated as such by the Directors.

Any such designation shall continue for one year only but such designation may be renewed from year to year upon application by the member at the discretion of the Directors.

3.27 An Inactive Member is entitled to:

- (a) receive notice of and attend meetings;
- (b) serve on committees; and
- (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time.

3.28 An Inactive Member is not entitled to vote at general meetings or hold office as a Director in the Society.

3.29 An Inactive Member may not use any designation

BY-LAW 4

MEMBERSHIP

Application for Membership

- 4.1 A person desiring membership in the Society may apply in writing to the Directors and on acceptance by the Directors shall become a member in the category which the Directors deem appropriate.
- 4.2 An application for membership shall be in writing, signed by the applicant and delivered to the office of the Society.
- 4.3 An applicant shall indicate the class of membership for which the applicant is applying and shall furnish sufficient evidence that the applicant has met the membership requirements set out in the Act and these By-laws.
- 4.4 Membership in the Society shall not be considered in effect until the applicant has been duly elected by the Society and has paid all fees, dues and assessments required by these By-laws. Restrictions in the use of any designation indicating membership in the Society may be imposed as a result of disciplinary proceedings.
- 4.5 The Directors shall cause to be issued to each member a certificate, as evidence of membership in the Society. Each certificate shall indicate the name of the person who is a member of the Society, the class of membership in which the person is registered, the conditions attaching to membership in the Society, if any, and the date on which the certificate expires.
- 4.6 Unless otherwise provided in the By-laws, the formalities of application for membership, the time for payment of fees, dues and assessments for respective classes of members

and the privileges from time to time incidental to membership of various classes shall, from time to time, be determined by the Directors.

Obligations of Membership

- 4.7 Every member of the Society shall from the date of the acceptance of membership be bound by and will abide by, conform and submit to:
- (a) the Constitution and By-laws of the Society including the Code of Ethics and Professional Conduct set out in By-law 16; and
 - (b) all resolutions, rules and regulations made by the Directors from time to time;
- 4.8 The duties and obligations of a member set out in the By-laws of the Society are contractual obligations of the members of the Society to the same extent as if the By-laws had been signed, sealed and delivered for good and valuable consideration by, between and among the Society and the members. The contractual obligations of a member commence on the date of acceptance of membership and terminate on the date of cessation of membership.
- 4.9 Privileges of membership, including the right to use any form of designation indicating membership in the Society, may not be assigned, transferred, or inherited.
- 4.10 Every Registered and Intern Member of the Society must be insured under a professional liability errors and omissions insurance policy selected by the Society. Proof of payment in full of such insurance coverage in a form satisfactory to the Society shall be provided yearly at a time determined by the Society.

Standing

- 4.11 A member will cease to be in good standing upon failure to pay in full when due any fees, dues or assessments duly prescribed under the By-laws and applicable to the member's class of membership and such member is not in good standing so long as the debt remains unpaid.
- 4.12 Members who are not in good standing and Fellow Members who have not paid their annual membership fee are not entitled to vote or hold office in the Society.
- 4.13 A Registered Member who is not in good standing and a Fellow Member who has not paid the annual membership fee shall be notified in writing of this fact and shall have 30 days from the date on which the outstanding membership fee and all other amounts owed to the Society become due in which to pay such fee and other amounts. At the expiration of 30 days from the date membership fees are due, the member shall cease to be a member of the Society and shall be required to re-apply and pay a reinstatement fee as determined by the Board.
- 4.14 A member who has not been notified as provided in Section 4.13, or who has been notified but whose 30-day period has not expired is entitled to:
- (a) hold office as Director in the Society; and
 - (b) vote at general meetings of the Society.

Annual Fees

- 4.15 The Board may from time to time propose changes to the annual membership fees, which fees may be different for each class of membership, and the members at an Annual General Meeting or Special General Meeting shall approve or amend such a proposal by a majority vote of members present in person and by proxy.
- 4.16 The members, at an annual general meeting or special general meeting, by majority vote, may determine the amount of any assessment against the members, which assessment may be different for each class of membership, in addition to the annual fees and the total assessment so determined shall only have force until the next annual general meeting of the members unless in the meantime varied at a Special General Meeting of the members.
- 4.17 The Board shall cause a notice to be sent to all members of the annual membership fee and any assessment payable by them.
- 4.18 The Directors may from time to time determine the date upon which the annual membership fee shall be due. Any assessment is payable at a time determined by the Directors.

Cessation of Membership

- 4.19 A person shall cease to be a member of the Society:
- (a) upon receipt by the Society of a written resignation addressed to the Administrator; or
 - (b) upon death; or
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 30 consecutive days; or
 - (e) in the case of a Intern Member, on failing to successfully complete the NCIDQ examination within the time prescribed in Section 3.8(f).
- 4.20 The Directors may reinstate former members who have allowed their membership to lapse, on such terms and conditions as the Directors may direct.
- 4.21 The interest of a member in the Society is not transferable and lapses and ceases to exist upon the occurrence of any event set out in Section 4.18 or otherwise in accordance with the By-laws.

BY-LAW 5

GENERAL MEETINGS

Meetings

- 5.1 Subject to compliance with the Act, the annual general meeting of the members will be held on such day in each year and at such time and place as the Directors may by resolution determine. An annual general meeting shall be held at least once every

calendar year. Financial statements presented at the AGM shall not be more than six months old.

- 5.2 A Special General Meeting of the Society is a meeting of the members of the Society other than the annual general meeting and may be convened by order of the Board for any day and at such time and place as stated in that order.

Notice

- 5.3 A notice stating the date, time and location of meeting of the members and the general nature of the business to be transacted shall be sent to the members at least 14 days (exclusive of the day of sending and of the day for which notice is given) before the meeting and not more than 60 days before the meeting. Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.
- 5.4 A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or constituted.
- 5.5 The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Society will not invalidate any resolution passed or any proceedings taken at any meeting of members.

Special Rules for Notice of Meetings

- 5.6 Notwithstanding any other provision in these By-laws, if the Society has more than 250 members, notice of a general meeting will be deemed to have been given if:
- (a) notice is sent to every member who has provided an email address to the Society, by email to that email address; and
 - (b) notice of the meeting is posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.

Chair

- 5.7 The President will act as chair of all general meetings of the members. If the President is not present, the President-Elect shall preside as chair or, in the absence of both, one of the Directors present shall preside as chair. If at a general meeting there is no President, President-Elect or other Director present within 15 minutes after the time appointed for holding the meeting or if the President and all other Directors present are unwilling to act as chair, the members present shall choose one of their number to be chair.

Quorum

- 5.8 A quorum at all general meetings is 20% of the voting members in good standing, but never less than three voting members, who are present in person.

- 5.9 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.10 No business, other than the election of the chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

Proceedings Generally

- 5.11 The current edition of Robert's Rules of Order shall govern the conduct of all general meetings when not inconsistent with these By-laws.
- 5.12 No resolution proposed at a meeting need be seconded, and the chair of a meeting may move or propose a resolution.
- 5.13 The chair of any general meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. 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.

Voting

- 5.14 Each member entitled to vote will have one vote on each resolution put to a vote at any general meeting of the members of the Society. At all general meetings of the Society all questions shall be decided by a majority of the votes cast by the members entitled to vote who are present in person unless otherwise specifically provided by the Act, the Regulations or the By-laws. All voting shall be by a show of hands unless the chair of the meeting or the members by a majority vote direct otherwise. In the case of an equality of votes at any general meeting the chair will not be entitled to an additional casting vote. No member will be entitled to vote at general meetings of the members of the Society unless the member has paid all fees and assessments, if any, then payable. A special resolution requires a vote of 2/3 of the votes cast by members present in person or by proxy
- 5.15 A poll may be demanded, before any vote by show of hands, by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chair or on the question of adjournment, it must be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote will be taken by ballot in the manner and either at once, later in the meeting, or after adjournment, as the chair of the meeting directs. The result of a poll will be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- 5.16 At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost, or not carried by a particular majority will be conclusive evidence of the fact.

Proxies

- 5.17 Votes at general meetings of the members may be given either personally or by proxy. At every meeting at which members are entitled to vote, every member appointed by

proxy to represent one or more members will have one vote for each member who is represented by such proxy.

- 5.18 An instrument of proxy will authorize voting only at one meeting and any adjournment of that meeting.
- 5.19 An instrument appointing a proxy shall be in writing, executed by the member or the member's attorney authorized in writing and shall be deposited with the Administrator at or prior to the meeting.
- 5.20 Subject to the provisions of the Act and the Regulations, the Directors shall establish the form of proxy which shall be recognized at a general meeting of the members.
- 5.21 The Directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held. The Directors may also make regulations regarding particulars of such proxies and whether they may be sent to the Administrator by electronic facsimile before the meeting or adjourned meeting thereby allowing the proxy holder named in any such proxy so lodged to vote as though the proxy itself was produced at the meeting. The chair of any general meeting of the members may, subject to any regulations and at the discretion of the chair, accept electronic facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a member and any votes given in accordance with such electronic facsimile or written communication accepted by the chair shall be valid and shall be counted.

BY-LAW 6

DIRECTORS

Number of Directors

- 6.1 The activities and affairs of the Society shall be managed by the Board of Management which will include the Directors. The Board of Management shall consist of not less than three nor more than nine Directors, as may from time to time be determined by ordinary resolution of the members, provided that any such determination to reduce the number of Directors shall not terminate the office of any Director then duly elected or appointed. Each Director shall be a Registered Member or a Fellow Member in good standing.

Powers

- 6.2 In addition to the powers and authorities given by these By-laws, or otherwise expressly conferred upon them, the Directors may exercise all such powers of the Society and do all such acts and things on its behalf as are not, by the Act, Regulations, Constitution or By-laws of the Society or rules or regulations which are made by the Society in general meeting, required to be exercised or done by the Society at a general meeting and the Directors have full power to make rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the Act, the Regulations, the Constitution or the By-laws of the Society or rules or regulations which are made by the Society in general meeting.
- 6.3 The Society shall not retroactively invalidate a prior act of the Directors that would otherwise have been valid.

- 6.4 The Board of Management may include, but is not limited to the following: President, President-Elect, VP Membership, VP Legal Affairs, VP Communication, VP Education and one or more Directors at Large.
- 6.5 Except as otherwise prescribed by the By-Laws, the Directors may prescribe the duties of individual Directors from time to time.
- 6.6 The Board of Management shall appoint an Administrator of the Society who shall be a person who is not a member of the Society to perform the duties and responsibilities set out in the By-laws and such other duties and responsibilities as may from time to time be established by the Board.

Election and Term of Office

- 6.7 A slate of Directors shall be nominated by a nominating committee, appointed under By-Law 9, prior to the annual general meeting and each person nominated shall be identified as a nominee for a particular office.
- 6.8 Subject to Section 6.8, the Directors shall be elected at each general meeting to serve a term of two years except: the President who shall serve a term of one year with the option of remaining in office for a second one-year term; and the President-Elect who will automatically succeed the President upon completion of the President's term of office. The Directors holding office for a term of two years shall commence their term in alternating years so that approximately one-half of the Directors are elected in each year.
- 6.9 A Director shall resign at the annual general meeting when the Director's successor is elected.

Vacancies and Additional Directors

- 6.10 The office of a Director shall be automatically vacated:
 - (a) by notice of resignation in writing given to the Administrator; or
 - (b) if the Director is found to be incompetent to manage his or her affairs or becomes of unsound mind; or
 - (c) upon death; or
 - (d) if the Director is removed from such office in accordance with the Act or the By-laws;
- 6.11 The Board may continue to act notwithstanding any vacancy on the Board. The remaining Directors may appoint a new Director to fill any vacancy. The term of office of a Director appointed by the Directors expires at the next annual general meeting following such appointment.

Removal of Directors

- 6.12 Any Director may be removed before the expiry of the Director's term of office at a meeting by special resolution of the members entitled to vote and may be replaced by an elected successor who will serve until the next annual general meeting.

Remuneration

6.13 Subject to the By-laws and other than the Administrator whose remuneration shall be determined by the Board, the Directors shall not receive any remuneration for their services except as approved by resolution of the members and provided that the Board may, by resolution, make allowance for payment of such out-of-pocket expenses incurred by any Director in the performance of his or her duties as the Board may determine.

Conducting Elections by Ballot

6.14 Notwithstanding any other provision in these By-laws, the Board may determine that the election of Directors shall be conducted by way of a ballot instead of by a vote at a meeting. The rules for electing Directors at meetings shall apply to an election by ballot, unless otherwise changed by this By-law. An election by ballot shall be conducted by the following procedure:

- (a) the Society will send a notice to its members requesting nominations for Directors, along with information on the Director positions to be elected and instructions on how to submit nominations;
- (b) nominations must be submitted to the Society in accordance with the instructions in the notice in order to be valid;
- (c) if the number of candidates does not exceed the number of Director positions to be elected, the nominees are elected as Directors;
- (d) if the number of candidates exceeds the number of Director positions to be elected, then the Society must send ballots to the members containing the names of all candidates for election along with information on which candidates have been nominated by the Nominating Committee and instructions on how to vote;
- (e) ballots must be submitted to the Society in accordance with the instructions sent with the ballots in order to be valid;
- (f) the results of the election will be announced at the general meeting. The Directors may prescribe additional procedural rules with respect to nominations and ballots that are consistent with the By-laws.

BY-LAW 7

MEETINGS OF BOARD OF MANAGEMENT

Place

7.1 Meetings of the Board of Management and of committees of the Society may be held at any place within or outside Canada.

Quorum

7.2 A quorum shall be majority of the currently authorized number of Directors. A Director with a conflict of interest on a particular resolution will abstain from voting but will be counted in determining the quorum for the meeting.

Chair

- 7.3 The President will act as chair at all meetings of the Directors but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the President-Elect shall act as chair; but if neither is present the Directors present may choose one of their number to be chair at that meeting.

Regulation

- 7.4 The Directors may regulate and adjourn their meetings as they shall see fit and Robert's Rules of Order shall govern the conduct of their meetings when not inconsistent with these By-laws.
- 7.5 Questions raised at any meetings of the Directors will be decided by a majority of votes.
- 7.6 In the case of an equality of votes the chair of the meeting shall have a second or casting vote.

Notice

- 7.7 A meeting of Directors may be convened at any time by the President or two or more Directors.
- 7.8 The Administrator, when directed or authorized by the President or by any Director, shall arrange the convening of a meeting of Directors.
- 7.9 Notice of any such meeting shall be given not less than seven days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place. A Director may waive notice of a meeting Directors. Attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting unless the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or constituted.
- 7.10 If the first meeting of the Board of Management following the election of Directors by the members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

Regular Meetings

- 7.11 The Board shall meet a minimum of six times per fiscal year. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be fixed by them and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board will be sent to each Director forthwith after being passed, but no other notice shall be required for any regular meetings.
- 7.12 A Director may participate in a meeting of the Board or of any committee of the Directors by means of conference telephone or other communication facilities by means of which all Directors participating in the meeting can hear each other and provided that all the Directors agree to such participation. A Director participating in a meeting in accordance with this paragraph will be deemed to be present at the meeting and to have agreed to

participate and will be counted in the quorum for and be entitled to speak and vote at that meeting.

Consent Resolution

- 7.13 A resolution in writing signed by all of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Such resolution may be signed in counterpart.
- 7.14 Any reference in these By-laws to a decision or act of the Directors (or words to like effect) means a decision or act of the Directors sitting as the Board of Management in consultation with other members of the Board of Management.

BY-LAW 8

COMMITTEES

- 8.1 The Directors may appoint such standing, ad hoc or other committees at such times and for such purposes as they deem appropriate and may set the rules governing such committees. The Directors may appoint and remove committee members at any time.
- 8.2 The Directors may delegate any, but not all, of their powers to committees which may be in whole or in part composed of Directors.
- 8.3 A committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by the Directors.
- 8.4 Unless otherwise specified by the Directors, the chair of each committee may set the rules of procedure for that committee and will preside over all meetings of that committee.
- 8.5 The committees that the Directors may appoint under Section 9.1 include, but are not limited to, committees for such geographical locations, also known as Chapters, as may be specified by the Directors and the persons appointed at the pleasure of the Board to a Chapter may include, but are not limited to, a President and President-Elect. A Chapter of a geographical location shall have such powers and duties in respect of that geographical area as may be assigned to it by the Board.

BY-LAW 9

BOARD OF GOVERNORS

Duties

- 9.1 The Board of Governors shall act as a senior advisory board to the Directors and the Society as a whole, but shall have no authority to make or amend By-laws or assume the direction of the Society from the Directors. The Board of Governors may assume such duties as the Directors from time to time request of it. The Directors may set the rules of procedure for the Board of Governors.

Members

- 9.2 Board of Governors shall be made up of all past Presidents and Fellow Members, including those who have opted not to pay the annual membership fee, who have maintained an active role in the affairs of the Society.
- 9.3

BY-LAW 10

DISCIPLINE OF MEMBERS

Definitions

- 10.1 “complaint” means any allegation of misconduct by a member including breach of the By-laws, conduct unbecoming a member of the Society and incompetence.
- 10.2 “complainant” means the person or persons who originate a complaint to the Society.
- 10.3 “member” means a member in good standing of the Society.

General

- 10.4 At the beginning of each year, the Vice-President - Legal Affairs shall appoint members to a Discipline Committee for a two year term and shall designate a chair. The number of members appointed in each year shall comprise approximately 1/2 of the total number of members of the Discipline Committee.
- 10.5 The Discipline Committee shall appoint a Discipline Subcommittee (the “Subcommittee”) comprised of a member or members and shall designate a chair.
- 10.6 The Committee may appoint an employee of the Society or retain counsel to represent the Society at any time during the course of any discipline proceedings (the “Society Counsel”).

Complaints

Complaint and Investigation

- 10.7 Any person may deliver to the Society a written complaint against a member.
- 10.8 The Discipline Committee shall appoint a Complaint Officer to receive complaints.
- 10.9 The Complaint Officer shall consider the complaint and information from any source which suggests that a member’s conduct is improper so as to warrant investigation.
- 10.10 The Complaint Officer may make or authorize investigations to determine the validity of a complaint.
- 10.11 The Complaint Officer shall deliver to a member in respect of whom a complaint was made, a copy of the complaint or, where that is not practical, a summary of the complaint.

- 10.12 The Complaint Officer may decline to identify the complainant or source of the complaint.
- 10.13 The Complaint Officer shall require a response to the substance of the complaint from the member to whom a copy or summary of the complaint has been delivered.
- 10.14 The member's response shall be in writing and delivered to the Complaint Officer as soon as practical, and in any event, by the date set by the Complaint Officer.
- 10.15 The Complaint Officer may, after receiving a response from the member, deliver a copy of the response to the complainant, or deliver a summary of the response to the complainant.
- 10.16 The Complaint Officer, at his or her discretion, may attempt to resolve the complaint between the complainant and the member.
- 10.17 After the investigation or other action by the Complaint Officer, the Complaint Officer shall:
- (a) take no further action, if he or she is satisfied that:
 - (i) the complaint does not fall within the Society's jurisdiction;
 - (ii) the complaint is not valid;
 - (iii) the member is not practicing interior design in an incompetent manner; or
 - (iv) the matter giving rise to the complaint has been resolved; or
 - (b) refer the complaint to the Subcommittee.
- 10.18 The Complaint Officer shall advise the complainant and the member in writing of the disposition taken under Section 11.17.

Appeal of Complaint Officer Action

- 10.19 A complainant who is dissatisfied with the decision by the Complaint Officer that no further action be taken on a complaint may appeal that decision to the Legal Committee of the Society.
- 10.20 The Legal Committee shall review the documents obtained, collected or produced by the Complaint Officer and may make inquiries of the complainant, the member or any other, as it considers desirable.
- 10.21 The Legal Committee shall, after its review and inquiries, confirm the Complaint Officer's decision to take no further action, or refer the complaint to the Subcommittee.
- 10.22 The chair of the Legal Committee shall inform the complainant, the member and the Complaint Officer, in writing, of the Legal Committee's decision.

Review of Conduct

- 10.23 Upon referral of a complaint by the Complaint Officer or the Legal Committee, the Subcommittee shall investigate the complaint and may conduct a review of the conduct of the member.

10.24 At such review:

- (a) the member shall appear personally;
- (b) the member may be represented by counsel;
- (c) the hearing shall be in private, except that the complainant, at the discretion of the Subcommittee, may be present and may address the hearing; and
- (d) the proceedings shall be informal.

10.25 Following the conduct review, the Subcommittee shall:

- (a) prepare a written report of its findings of facts, conclusions and recommendations; and
- (b) deliver a copy of the report to the member, together with written notice that the member has 30 days from the date of the notice to notify the Subcommittee of any dispute as to the contents of the report.

10.26 The Subcommittee may, where it considers appropriate, amend the report.

10.27 The Subcommittee shall notify the member in writing where it decides not to amend its report, or, where it amends its report after a dispute, deliver to the member a copy of the amended report.

10.28 On the basis of the investigation of the complaint and any review, the Subcommittee may:

- (a) decide that no further action shall be taken on the complaint; or
- (b) direct that a formal hearing be held and shall advise the member and the complainant of its decision.

10.29 If the Subcommittee directs that a formal hearing be held, a notice of hearing shall be approved by the Legal Committee chair and served on the member not less than 30 days before the date set for the hearing, unless the member consents in writing to a shorter period.

10.30 The notice of hearing shall contain all allegations against the member, each of which shall be sufficiently clear and specific to give the member notice of the misconduct which is alleged, and with sufficient detail of the circumstances of the alleged misconduct to provide the member with reasonable information to identify the transactions to which the allegations refer.

Consent Order

10.31 The Subcommittee, at any time prior to the commencement of a hearing, may suggest to the member a proposed disciplinary action for the alleged misconduct, and the member may admit the misconduct and accept the proposed disciplinary action.

10.32 Where a member admits to the misconduct and accepts a disciplinary action, the Subcommittee shall:

- (a) instruct the Complaint Officer to record the member's admission on the member's professional conduct record;
- (b) impose the disciplinary action;
- (c) prepare and distribute a notice to the profession outlining the misconduct and the disciplinary action imposed as set out in Section 11.44;
- (d) determine whether the notice to the profession shall identify the member; and
- (e) advise the member and the complainant of the disposition.

Hearing

- 10.33 The Discipline Committee shall appoint a hearing panel to conduct a hearing and shall appoint a chair for the hearing panel.
- 10.34 The Complaint Officer and members of the Subcommittee shall not participate in the hearing.
- 10.35 The chair of the hearing panel may from time to time adjourn the hearing.
- 10.36 A hearing shall be open to the public, but the hearing panel may exclude members of the public in any circumstances it considers appropriate, except that the complainant and one other person of the complainant's choice may, with the panel's consent, remain in attendance during the hearing.
- 10.37 A hearing panel may consider one or more allegations of misconduct against a member.
- 10.38 The Society Counsel and the member may call witnesses to testify, and any such witnesses, including the member:
- (a) who are competent to do so shall, before testifying, take an oath or make a solemn affirmation; and
 - (b) shall be subject to cross-examination.
- 10.39 Unless the hearing panel orders otherwise, witnesses called by the Society Counsel shall testify first, followed by witnesses called by the member.
- 10.40 The hearing panel:
- (a) may accept any written statement of agreed facts;
 - (b) may admit evidence in a form agreed to by both the member and the Society Counsel; and
 - (c) may admit evidence in any other matter it considers appropriate.
- 10.41 Following completion of the evidence, the hearing panel shall:
- (a) invite the member and the Society Counsel to make submissions as to the facts in issue;
 - (b) by a majority decision, make its findings as to the facts in issue; and

- (c) if requested by either party, prepare and deliver to each party a written statement of its findings as to the facts in issue.

10.42 The hearing panel shall, after making its findings of fact:

- (a) invite the member and the Society Counsel to make submissions as to the verdict on each allegation;
- (b) by a majority decision, make its decision as to the verdict on each allegation; and
- (c) prepare and deliver to each party written reasons for its decisions as to the verdict on each allegation.

10.43 Where the hearing panel has made a determination adverse to the member under Section 11.42, it:

- (a) shall invite the member and the Society Counsel to make submissions as to disciplinary action;
- (b) shall, by a majority decision, impose one or more of the following disciplinary actions:
 - (i) reprimand;
 - (ii) censure by public notice to the profession as set out in Section 11.44;
 - (iii) suspension of the member and the member's professional seal for a specified period of time;
 - (iv) removal of seal and expulsion from the Society;
- (c) may order that the member pay to the Society the costs of the hearing;
- (d) shall determine whether the notice to the professional shall identify the member; and
- (e) shall prepare and deliver a written record of its action taken under subsection (b) and its order for costs, if any.

10.44 When an admission of misconduct is accepted under Section 11.31, or action is taken against a person pursuant to a formal hearing, a summary of the circumstances and of any decision, reasons and action taken shall be published in a form approved by the Vice-President - Legal Affairs, and shall be circulated to the members of the Society.

Appeal From Disciplinary Action

10.45 A notice of appeal from a decision of the Discipline Committee shall be delivered to the Legal Committee chair within 30 days after the action being appealed from was taken.

10.46 The Board of Management of the Society shall consider the appeal, and may determine the practice and procedure to be followed at a review on an appeal from a disciplinary action.

BY-LAW 11

DIRECTORS' PROTECTIONS

Submission of Contracts to Members for Approval

11.1 The Board in its discretion may submit any contract, act or transaction with the Society for approval or ratification at any annual general meeting or at any Special General Meeting called for the purpose of considering the same and, subject to the provisions of the Act, any such contract, act or transaction that is approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the By-laws) will be valid and binding upon the Society and the members as though it had been approved, ratified or confirmed by every member of the Society.

Interest in Contracts

11.2 A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of the interest to each other Director and otherwise comply with the requirements of the Act.

11.3 Without limiting any rights conferred upon Directors by the Act and the Regulations, it is declared that no Director shall be disqualified by holding office from, or vacate office by reason of, being directly or indirectly interested or contracting with the Society as vendor, purchaser or otherwise or from being concerned in any contract or arrangement made or proposed to be entered into with the Society in which the Director is in any way directly or indirectly interested.

11.4 No Director shall be liable to account to the Society or any of its members or creditors for any profit arising from any office or place of profit provided the Director has fully and promptly disclosed the nature and extent of the interest to each other Director; and, subject to the provisions of the Act and the Regulations, no contract or arrangement entered into by or on behalf of the Society in which any Director is in any way directly or indirectly interested will be avoided or voidable and no Director will be liable to account to the Society or any of its members or creditors for any profit realized from any such contract or arrangement by reason of any fiduciary relationship.

Liability of Directors

11.5 Except as otherwise provided in the Act no Director will be liable for:

- (a) the acts, receipts, neglects or defaults of any other Director or employee or for joining in any receipt or act for conformity; or
- (b) any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society; or
- (c) any loss, damage or expense happening to the Society if moneys belonging to the Society are placed out or invested; or
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with
- (e) which any moneys, securities or effects are lodged or deposited; or

- (f) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society; or
 - (g) any other loss, damage or misfortune whatever which may happen in relation to the execution of the duties of his or her respective office or trust, unless the same happens through his or her own willful neglect or default.
- 11.6 The Directors will not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society unless the contract, act or transaction has been submitted to and authorized or approved by the Board.
- 11.7 If any Director is employed by or performs services for the Society other than as a trustee or is a member of a firm, or a shareholder, director of a company which is employed by or performs services for the Society, the fact of being a Director of the Society shall not disentitle such director of such firm or company, as the case may be, from receiving proper remuneration for those services.

Indemnities to Directors and Others

- 11.8 Subject to the *Society Act*, every Director or other person who has undertaken or is about to undertake any liability on behalf of the Society and their respective heirs, executors, administrators and estate and effects will be, from time to time and at all times, indemnified and saved harmless out of the funds of the Society, from and against:
- (a) all liability, costs, charges and expenses which that Director or other person sustains in or from any action, suit or proceeding which is brought against him or her in respect of any act, deed or matter made, done or permitted by him or her, in the execution of the duties of his or her office; and
 - (b) all other liability, costs, charges and expenses which he or she sustains in relation to the affairs of the Society, except such liability, costs, charges and expenses as are occasioned by his or her own willful neglect or default.
- 11.9 The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, employee or agent of the Society and his or her heirs or personal representatives against any liability incurred by him or her as such Director, employee or agent.

BY-LAW 12

BORROWING AND INVESTMENT

Borrowing of Funds

- 12.1 For the purpose of carrying out the purposes of the Society, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular but without limitation, the Directors may from time to time:
- (a) borrow money on the credit of the Society; and
 - (b) issue, sell or pledge securities of the Society; and

- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society, provided that debentures of the Society shall not be issued without the sanction of a special resolution of the Society.

12.2 From time to time the Board may authorize any Director, or employee of the Society or any other person to make arrangements with reference to monies borrowed or to be borrowed pursuant to Section 13.1 and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Society as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

Investment of Funds

12.3 The funds of the Society not required for immediate use may be kept on deposit in a chartered bank governed by the *Bank Act* of Canada, a credit union governed by the *Credit Union Act*, British Columbia, or may be invested in securities authorized for investment by a trustee under the *Trustee Act*, R.S.B.C. 1996, c. 464, as in force from time to time.

BY-LAW 13

MISCELLANEOUS

Fiscal Year

13.1 The fiscal year of the Society will be the calendar year or such other period as may be determined by the Directors.

Appointment of Auditor

13.2 The members of the Society at an annual general meeting may appoint an auditor, not being a Director, or employee of the Society, to hold office until the close of the next annual general meeting. The remuneration of an auditor so appointed may be fixed by the Directors. An auditor may be removed by ordinary resolution and shall be informed forthwith in writing of either appointment or removal. The auditor may attend the annual general meeting. If an auditor is appointed, the auditor shall report to the members at the annual general meeting on the financial statements and shall furnish audited financial statements for that meeting.

Inspection of Records

13.3 The records of the Society will be open to the inspection of the Directors. Subject to the Societies Act, the following records of the Society will be open to the inspection of the members:

- (a) the Society's certificate of incorporation;

- (b) each certified copy, furnished to the Society by the Registrar of Companies of the Province of British Columbia of the Constitution, the By-laws, and the statement of Directors and registered office of the Society;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar of Companies of the Province of British Columbia, other than in response to a request;
- (d) a copy of each order made in respect of the Society by any court or tribunal, or a federal, provincial, or municipal government body, agency or official;
- (e) the Society's register of Directors including contact information provided by each Director;
- (f) each written consent to act as Director and each written resignation of a Director;
- (g) a copy of every record evidencing a disclosure by a Director or senior manager;
- (h) the Society's register of members including contact information provided by each member;
- (i) members' minutes of meetings and written resolutions;
- (j) Directors' minutes of meetings and written resolutions, other than minutes of meetings or resolutions, or the portion of, held or passed in camera or that relate to complaints or disciplinary actions under By-law 11; and
- (k) the financial statements of the Society and the auditor's report, if any, on those financial statements.

The following records of the Society will be open to the inspection of members as determined at the discretion of the Directors:

- (a) Directors' minutes of meetings and written resolutions, or the portion of, held or passed in camera or that relate to complaints or disciplinary actions under By-law 11; and
- (b) adequate accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

BY-LAW 14

AMENDMENTS

- 14.1 These By-laws shall not be altered or added to except by special resolution of the members in general meeting, which will require a 2/3 majority of the votes cast by members present and by proxy.

BY-LAW 15

CODE OF ETHICS AND PROFESSIONAL CONDUCT

Applicability

- 15.1 The By-laws of the Society provide that a member may be reprimanded, suspended, or expelled if the member has breached any of the By-laws or any provisions of the Code of Ethics and Professional Conduct.

The Code of Ethics and Professional Conduct that follows applies to all members involved in the profession of interior design.

A member may be held responsible for the failure of any person associated with the member in the practice of interior design to comply with the Code of Ethics and Professional Conduct.

A member shall not instruct others to carry out on the member's behalf, either with or without compensation, acts which if carried out by the member would constitute a violation of the Code of Ethics and Professional Conduct.

A. Integrity, Objectivity, Competence & Disclosure

- A-1. A member shall not make misleading, deceptive, or false statements or claims about his or her professional qualifications, experience, abilities, or performance.
- A-2. A member shall not permit his or her name to be used in conjunction with a design or project in which the member was not personally or actively involved.
- A-3. A member shall not give or permit any public endorsement of any building material or service by means of a statement to which the member's name is attached or with which the member's portrait is displayed.
- A-4. A member shall ensure that any interior design services provided to a client conform with all applicable laws and regulations.
- A-5. A member shall disclose to his or her client any direct or indirect financial interests which the member may have in the client's project.
- A-6. A member shall divulge to his or her client the complete method by which the compensation the member will receive is determined in connection with a project and the manner by which this compensation will be paid.
- A-7. A member shall not accept or be party to accepting any financial or other inducement in addition to remuneration for professional services rendered for a client on a project.
- A-8. A member shall conform to all laws, regulations and By-laws relating to the profession of interior design and shall not engage in any conduct involving fraud, deceit, misrepresentation, or dishonesty in professional or business activity.
- A-9. A member shall not claim to represent the Society without express prior authorization to do so from the Board of Management or an authorized

representative of the Society. A member representing the Society shall be precluded from personal promotion in connection therewith.

- A-10. A member shall clearly identify with his or her name and/or professional seal any work done by the member for a client. A member of the Society shall not affix his or her professional seal to a working drawing or specification that has not been prepared by the member or under the member's supervision.
- A-11 A member shall not perform any professional interior design services until retained and in receipt of the client's instructions.
- A-12 Except for pro bono services, a member shall only provide services in return for fees that appropriately reflect the services rendered.
- A-13 Pro bono services are those services rendered without fee or reward of any kind, for the public good, including services for impecunious clients who require the services to avoid hardship.

B. Responsibilities to Clients and Colleagues

- B-1. A member shall not disclose any confidential information obtained in the course of a professional engagement except with the consent of the client.
- B-2. A member shall not disclose any confidential information that comes to his or her attention in connection with disciplinary proceedings or otherwise in carrying out his or her official responsibilities. However, this prohibition shall not restrict the exchange of information within a duly constituted investigative or disciplinary body.
- B-3. A member shall not discriminate against any business associate, employee, employer, or applicant because of race, religion, sex, national origin, age, handicap, or sexual orientation.
- B-4. A member shall recognize and respect the professional contributions of employees and business associates.
- B-5. A member shall not knowingly plagiarize the design or infringe the copyright of another designer.
- B-6. A member shall not deliberately make any statement which injures the reputation, prospects, or business of another designer.
- B-7. When a designer has entered into a contract with or has been employed by the client, a member shall not knowingly interfere with the performance of the contract or the rendering of any services by the designer or the designer's sub-contractors.
- B-8. When a designer has entered into a contract with or has been employed by a client, a member shall not knowingly in any way become engaged by or enter into any contract with the client, unless the member has received notice in writing that the client has terminated the contract with or has dismissed the designer initially involved.

- B-9. If a member is requested to act as a critic, expert witness or arbitrator in a dispute between any client and another member, the member shall not become involved personally in commenting on the situation, but shall advise that the matter be referred to the Board of Governors of the Society who, if requested, will investigate and pass judgment on the situation, or appoint an arbitrator or arbitrators to do so.

C. Advertising

- C-1. A member may display his or her name and illustrations of the member's work at the member's place of business.
- C-2. A member may erect a sign bearing his or her name and address on work he or she has under construction.
- C-3. A member may promote or advertise his or her abilities and that he or she is a member of the Society provided that:
- (a) the advertising preserves the public interest by reporting accurate and factual information which neither exaggerates nor misleads;
 - (b) the advertising does not impair the dignity of the profession;
 - (c) statements do not contain direct or indirect criticisms of other interior designers;
 - (d) fees are neither quoted nor implied; and
 - (e) the member complies with the By-laws of the Society.