

MEMORANDUM OF ASSOCIATION

OF

THE NOVA SCOTIA HOME AND BUILDING DESIGNERS ASSOCIATION

1. The name of the Society is

The Nova Scotia Home and Building Designers Association

2. The objects of the Society are:

- a). TO provide an association within Nova Scotia for qualified Home and Building Designers for the purpose of advancing their status and welfare and increasing their knowledge, skill and proficiency and granting certification to such persons;
- b). TO foster an atmosphere of understanding and cooperation between the various specialties of building design, engineering, and construction trades;
- c). TO retain and improve established quality and competence in the field of design, creating further education and monitoring the membership so as to better protect the home and light commercial-building public of Nova Scotia;
- d). TO foster an atmosphere of mutual support for the professional Home and Building Designer, and to provide an organization that will offer an exchange of expertise, latest technologies and knowledge that will be of benefit to all members and to the general public;
- e). TO establish professional registered house designer status through continuing education and predetermined standards of quality, service, expertise and ethics, for the home and light commercial-building public of Nova Scotia;
- f). TO interact with related professions, the legal community and government bodies as the leading authority in the home design profession;
- g). TO inform the public, in a suitable and ethical manner, of the purposes and aims of the Association, and to foster confidence on the part of the public in professional Home and Building Designers;
- h). TO establish a registry of professional home and light commercial Home and Building Designers;
- 1). TO undertake research programs and other appropriate measures with a view to enlarging the common body of knowledge pertaining to house design;
- j). TO acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Association; Furthermore, to cause to be provided facilities and to take steps to improve existing facilities for the training and education of persons in the field of professional house design;
- k). TO buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Association.

Provided that nothing herein contained shall permit the Society to carry on any trade, Industry, or business and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the

Provided, further, that if for any reason the operations of the Society are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objects similar to those of the Society, or, if the remaining members wish, to another charitable organization of their choice.

3. The activities of the Society are to be carried on in Nova Scotia, Canada.

We, the several persons whose names, addresses, and occupations are subscribed, desire to be formed into a Society, in pursuance of this Memorandum of Association.

Dated at _____ this _____ day of _____ A.D. 1996

NAMES

OCCUPATIONS ADDRESSES

Witness to above signatures:

of _____, in the Country of

_____, **Province of Nova Scotia.**

_____ **(Occupation)**

**CODE OF ETHICS
OF
THE NOVA SCOTIA HOME and BUILDING DESIGNERS ASSOCIATION**

Introduction

1. In the Code of Ethics, "member and -Member' are defined as follows:
 - a). member printed entirely in lower case includes all categories of members b). "Member, printed with the letter "M" in upper case denotes Accredited Members of the Association only, unless otherwise provided for in the By-Laws of the Association.
2. The object of the Code of Ethics is to promote the standard of conduct, knowledge, and self-discipline required of members of the Association in the interests of the public and the environment. Recognizing that, after sustenance and clothing, shelter is a basic need, but also recognizing that the human needs of shelter may have an adverse impact on the environment (and thus, ultimately, on the human population of the environment), it is the avowed purpose of a professional home and building designer to at all times provide the most humanly and environmentally-sustainable designs of which he or she is capable.
3. Ethical conduct entails upholding the honor of the profession, avoiding association with any enterprise of questionable character, and avoiding any conflict of interest.
4. It aims to:
 - a). ensure that all members conduct themselves in a manner consistent with that of a professional person
 - b). ensure that one member does not gain an unfair advantage over another
 - c). ensure that an ethical design entails a synthesis of often-conflicting needs and requirements, including not only those of the immediate client, but also of future generations and of the environment;
 - d). ensure that the public may rely upon the Association's members for their integrity and competence.

CODE OF ETHICS

1. All members of the Nova Scotia Home and Building Designers' Association, in discharging of their duties, recognize a sense of responsibility, business capacity, personal integrity, and professional competence as fundamental ethics, and as such:
2. A member shall uphold the provisions of the Code of Ethics
3. A member shall without fear of favour report in the proper manner, unethical or incompetent conduct of any member of the Association;
4. A member shall abide by all standards, rules, by-laws and regulations as required by the Association;
5. A member shall not falsely claim or imply possession of any title, qualification or level of competence of which the member is not entitled:
 - a). a member shall at all times fully and truthfully describe the level and extent of his or her training, skills, qualifications and experience;
 - b) a member shall rely solely on merit for career advancement;
 - c) a member, upon ceasing such membership for whatever reason, shall take all reasonable steps to avoid third parties from describing him or her as remaining a member;
6. A member shall follow a program of continuing education and maintain a level of proficiency that will meet the needs of the public, and, furthermore, will endeavor to take such courses as will enable him or her to gain proficiency in the most advanced and sound knowledge in the field of home and building design.
7. A member shall not act in a manner likely to bring the Association into disrepute:

- a). A member shall act faithfully and honorably in his or her business dealings and have proper regard for the interests of his or her client or employer;
 - b). A member shall at all times attempt to balance the need for working for the best interests of his or her client or employer with the ethical duty of providing an environmentally sustainable design that will also consider the needs of generations yet to come;
 - c). A member charged with the design of a building shall act impartially and shall interpret the conditions with fairness when discussion arises between client and contractor;
 - d). A member shall not undertake any work of a specialized nature which is knowingly outside the scope of his or her competence;
 - e). A member shall not render any service with or without remuneration which is in conflict with the interests of those who employ the member, or which is in conflict with sound environmental concerns.
 - f). A member shall agree upon the terms and conditions of any contract in respect of his or her services at the time of the member's appointment pursuant to such contract, and shall not enter into any contract which involves receiving or giving any direct or indirect commissions;
 - g). A member shall not seek directly or indirectly to supplant another member or professional person, or to indirectly injure the professional reputation, prospects, or business of another for the purpose of gain, personal enhancement or for any other reason;
 - h). A member shall not hold, assume or consciously accept a position in which his or her interest is in conflict with his or her professional duty;
 - i). Only an accredited Member of the Association shall hold out to be a qualified Designer.
8. A member shall not advertise his or her services except in a manner permitted by the Association.

BY-LAWS OF
THE NOVA SCOTIA HOME and BUILDING DESIGNERS ASSOCIATION

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**BY-LAWS OF
THE NOVA SCOTIA HOME and BUILDING DESIGNERS
ASSOCIATION**

1. In these by-laws unless there be something in the subject or context inconsistent therewith
- a). 'Society' or "Association" means
NOVA SCOTIA HOME and BUILDING DESIGNERS' ASSOCIATION
 - b). 'Special Resolution" means a resolution passed by not less than three fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - c). "Board" means Board of Directors.
 - d). "Designer" mean any person actively involved in the original envisaging of building structures, and preparation of plans, elevations, detailed drawings, specifications, designs, motifs, or sketches of small-building-related enterprises which shall include designs for renovations and restorations of residences and small building structures, and the design of new houses and other small buildings, in accordance with the National Building Code of Canada.
 - e). "Council" means Certification Council.
 - f). "Chapter" means a unit of the Association's membership.
 - g). "Recognized graduation diploma" means a graduation diploma from a recognized educational institution or training program as the Certification Council may from time to time determine.
 - h). "Executive" means the body of the currently-serving elected slate of Association officers, and shall consist of: President, Vice-President, Secretary, Treasurer, Admissions Officer, Training Coordinator, and Immediate Past President.
 - i). "Mailing" means any of the following forms of communication: Post, courier service, email, facsimile, computer fax-modem, hand-delivered, or, at times, telephone voice communication.
 - j). "Meeting" means any of the following forms of convocation: Physically meeting at the same place and time or electronic forms of meeting such as conference telephoning or computer modem 'Private room chat sessions".
 - k). "Registrar " means the Registry of Joint Stock Companies appointed under the Nova Scotia Companies Act.

1. MEMBERSHIP

- 1.The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Association, and their names shall be entered in the Registry of Members accordingly.
- 2.For the purposes of registration, the number of members of the Association is unlimited.
- 3.Every member of the Association shall be entitled to attend any meeting of the Association and to vote at any meeting of the Association and to hold any office.
- 4.Membership in Association shall not be transferable.
- 5.The following shall be admitted to membership in the Association: any person actively involved in the home and building designing industry residing in Nova Scotia, Canada, who upholds the objects of the Association, meets the criteria for entrance into the Association as may from time to time be prescribed by the by-laws of the Association, and contributes to the support of the Association an amount to be determined annually at the General Meeting.
- 6.A formal written application for admission to membership shall be required, containing such information that the Board shall from time to time prescribe.
- 7.Membership may be divided into such classifications, whether voting or non-voting, as may from time to time be prescribed by the by-laws of the Association.
- 8.Membership in the Association shall cease. upon the death of a member, or if, by notice in writing to the Association, he or she resigns his/her membership, or if he or she ceases to qualify for membership in accordance with these by-laws.

2. FISCAL YEAR and DUES

1. The fiscal year of the Association shall be the period from June 1 to May 31.
2. Dues and other administrative fees for Accredited Members, Candidates, Members-in Training, Friends, Affiliates and any other categories shall be set by the Board, and ratified by a two-thirds majority vote from all members present at the Annual general meeting.
3. Dues and administrative fees are payable in full in advance on the first day of the Association's fiscal year, or such other date as the Board shall designate.
4. Dues and other administrative fees for new members, candidates and affiliates, and other categories which are for a portion of a year shall be payable in full in advance according to a schedule approved by the Board. Any person admitted to membership in the last six months of the fiscal year shall pay one half of the annual fee. Any member who by changing his or her classification of membership becomes liable for additional fees shall pay one half (1/2) such increase if such change occurs in the last six (6) months of the fiscal year.
5. Any member, candidate, or affiliate, or other category who is more than ninety (90) days in arrears for any indebtedness to IAA shall be considered not in good standing and may have his/her NSHBDA status herein suspended or revoked upon notice.

3.A. GENERAL MEMBERSHIP MEETINGS

1. The ordinary or annual general meeting of the Association shall be held within four months after the end of each fiscal year of the Association;
2. An extraordinary general or special meeting of the Association may be called by the President or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Association.
3. Fourteen days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing and by sending it through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. Alternatives to letters may include facsimiles, e-mail, telephone notification, and announcement to those present at the previous meeting. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
4. At each annual general meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:
Minutes of preceding general meeting; Consideration of the annual report of the Directors; Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon; Election of Directors for the ensuing year; Appointment of Officers; Election or appointment of all other committees and officers of those committees Appointment of Auditors; Setting of dues;
5. No business shall be transacted at any meeting of the Association unless a quorum of members is present at the commencement of such business.
6. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned without a date.
7. The President, or in his/her absence the Vice President, shall chair every meeting of the Association's membership. In the absence of both the President and Vice President, the meeting shall select a chair for that meeting from the members present.

8. The President shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he or she shall have a casting vote.
9. The President may, with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
10. At any meeting, unless a poll is demanded by at least three members, a declaration by the President that a resolution has been carried and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
11. If a poll is deemed in manner aforesaid, the same shall be such manner as the President may prescribe and the result of such poll shall be deemed to be the resolution of the Association in general meeting.
12. The only persons entitled to be present at meetings of the Association shall be members in good standing, the auditor and such other persons as the Board shall invite or permit.
13. **REGULAR MEETINGS:** Regular meetings shall be called from time to time, either on a regular basis or as the need by the general membership arises. The nominal purpose of such regular meetings shall be to exchange expertise and information among the members. Special guest lecturers or presentations may also be instituted at these meetings. Furthermore, specific topics and workshops may be held at these meetings, for the purpose of bringing the membership up to date on design-related issues. If there is specific business to attend to, Executive meetings may be held after or prior to regular meetings.
14. **ADJOURNMENT:** Any meetings of the members of the Association may be adjourned upon the decision of the meeting to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

3. B VOTES OF MEMBERS

1. Every member shall have one vote and no more.
2. Voting may be by show of hands unless a minimum of 60% (to the nearest whole number) of members present require a vote by ballot.
3. If a vote by ballot is required, the President shall appoint scrutinizers to take the vote.
4. A vote by proxy shall be in writing signed by the accredited member casting the vote and shall direct the proxy holder to vote affirmative or negative on behalf of the member on the motion in question or failing such designation to vote as the proxy holder in his or her discretion on the motion in question.

3. C. QUORUM

1. At least 55% of the members entitled to vote and voting in person shall constitute a quorum at any regular, general or special meeting of the Society, provided the quorum includes the President or President-Elect and two other officers or directors. In the event of a mail ballot, response by 50% of the members entitled to vote shall constitute a quorum.
3. Sixty percent of the Board members (to nearest whole number) shall constitute a quorum at any meeting of the Board.
4. One half of the Executive Committee members plus one shall constitute a quorum at any meeting of the Executive Committee provided the President or President-Elect is part of the quorum.
5. A majority of the members of any standing or special committee shall constitute a quorum.

3. D. AMENDMENTS TO BY-LAWS

1. Any amendment to By-laws shall be voted upon in the annual general meeting and the voting shall be by ballot or in such other manner as the by-laws of the Association prescribe.
2. Amendments to the By-Laws shall require a Special Resolution (the approval of three fourths of the votes cast) before they are accepted into the By-laws.
3. A proposed amendment shall be submitted with a Committee's recommendation to the Secretary at least sixty (60) prior to the annual general membership meeting at which the proposed changes will be considered and such proposals shall also be provided to the membership at least thirty days (30) prior to the annual general membership meeting at which the proposed changes will be considered.
4. An amendment may also be proposed by a petition signed by twenty-five percent (25%) of the members. Such petition must first be submitted to the Board in time for submission to the Secretary at least sixty (60) days before the date of meeting.

4. METHOD OF GIVING NOTICE

The Board may call a meeting for special resolutions by sending emails out 7 days prior to the date of the given meeting.

5. A. BOARD OF DIRECTORS

1. Unless otherwise determined by general meeting, the number of Directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Association.
2. Any member in good standing of the Association shall be eligible to be elected a Director of the Association.
3. Directors shall be elected by members at each ordinary or annual general meeting.
4. The officers and Directors shall be elected at the annual general meeting and shall hold office until the next annual general meeting.
5. In the event that a Director resigns his or her office or ceases to be a member in the Association, whereupon his or her office as Director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Association.
6. An officer or Director can be removed from office for good cause by a three-quarters vote of the Board before the expiration of the period of office in this case; the Board may appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held office if he had not been removed.
7. Meetings of the Board of Directors shall be held as often as the business of the Association may require and shall be called by the Secretary. The Board shall hold at least (4) four meetings each year. A meeting of Directors may be held prior to every ordinary or annual general meeting of the Association without notice. Notice of all other meetings, specifying the time and place thereof shall be given in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
8. No business shall be transacted at any meeting of the Board of Directors unless at least sixty percent in number (to the nearest whole number) of the Directors are present at the commencement of such business.
9. The President or, in his or her absence, the Vice-President or, in the absence of both of them, any Director appointed from among those Directors present shall chair at meetings of the Board.
10. The President shall be entitled to vote as a Director and, in the case of an equality of votes, she or he shall have casting vote in addition to the vote to which she or he is entitled as a Director.

5.B. OFFICERS

1. The Executive Officers of the Association shall be a President, a Vice-President, a Treasurer, a Secretary, Admissions Officer, Register, and the Immediate Past President. The officers of Treasurer and Secretary may be combined. Alternatively, the officers of Admissions Officer and Secretary may be combined.
2. The members shall elect the Secretary and may also elect a Treasurer of the Association to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of Secretary and Treasurer, or, alternatively, the same person may hold both offices of Secretary and Admissions Offer.
3. The seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
4. The books and records of the Association may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Association, or at a place that is designated for that purpose.
8. The Directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.

5. C. MEETINGS OF THE BOARD OF DIRECTORS

1. A majority of the members of Board shall form a quorum for the transaction of business.
2. The Board may through published rules and regulations make policies, rules and regulations with regard to any matter, provided however, that such rules and regulations shall not be contrary to the provisions of the By-laws of the Association.
3. In addition to all its other powers the Board may by resolution interpret the intent or meaning of any by-law, any rule, regulation, resolution or report of, or in connection with, the Association and may determine any dispute with regard to such intent or meaning. Any such interpretation shall be final, binding and conclusive with regard to any such dispute.

5.D. POWERS OF DIRECTORS

1. The management of the activities of the Association shall be vested in the Directors (and, through them, in the Certification Council as made up of members of Government and industry related partners as described in rules and regulations) who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be- exercised or done by the Association and are not hereby or by Statute expressly directed or required to be exercised or done by the Association in general meeting. In particular, the Directors shall have power to engage a chief executive officer and to determine his or her duties and responsibilities and his or her remuneration
2. The powers of the Board shall include the power to prescribe and modify a code of ethics to govern the discipline, conduct and control of the members and to provide for suspension, expulsion and re-admission.
3. The Board may, on behalf of the Association, recommend the retention of an individual as Executive Director. This recommendation shall require the assent of at least two thirds of the voting membership at the annual meeting of the Association. The Executive Director shall be an ex officio member of the Board and the Executive Committee with no vote. The Executive Director shall perform such duties as are specified in these Bylaws and as assigned by the Board.

6. COMMITTEES

1. There shall be an Executive Committee of The Board of Directors, consisting of the Immediate Past President, President, Vice-President, Secretary, Treasurer, Admissions Officer, and Training Co-coordinator, and this Committee shall perform such functions and discharge such responsibilities as the Board may from time to time by resolution establish.

6. A. STANDING COMMITTEES

1. The Board may appoint such Committees to perform such functions and discharge such responsibilities as the Board may from time to time by resolution establish
2. All standing committees shall have a minimum of one chairman and two other members, unless otherwise described. The President of each standing committee shall be appointed by the President of the Board and approved by the Board, unless otherwise noted herein. The Board may terminate membership to any committee except the Committee on Ethics and Professional Practice and the Nominating Committee, by a two-thirds majority vote.
3. The standing committees shall perform the duties which these Bylaws describe and such other duties as may be directed by the Board.
4. All transactions of these Committees shall be reported, in full, to the Board within thirty (30) days of their respective meetings or at the next regularly scheduled meeting of the Board, whichever occurs first. These reports shall be entered into the Record by the Secretary of the Association.
5. A directory of Committees listing the name of the chair person of each shall be published by the Board at least once annually.

6. B.1. Certification Committee plus Industry Stake Holders

1. There shall be a Certification Committee of the Association which shall consist of not less than seven (7) and not more than eleven (11) members of the Association, (education committee) in addition to the following members of other professional organizations and government agencies: These other members of the Certification Committee shall ideally consist of one person appointed by and from the Association of Professional Engineers of Nova Scotia, one person appointed by and from the Nova Scotia Association of Architects, one person appointed by and from Canada Mortgage and Housing Corporation, one person appointed by and from the Nova Scotia Department of Natural Resources (Energy Branch), one person appointed by and from Natural Resources Canada, and one person appointed by and from the Nova Scotia Home Builders' Association, and one person appointed by the Building inspectors' Association of Nova Scotia. (Building Officials Association of Nova Scotia, Nova Scotia Provincial Building Code Co-coordinator) In addition, other members of professional organizations and government agencies may be asked at the discretion of the Board to join the Certification Committee.

6. B.2. DUTIES OF THE CERTIFICATION COMMITTEE

1. The duties of the Certification Committee shall include, but not be limited to, accrediting applicants, reviewing the status of other applicants and advising as to the necessary upgrading; and assessing levels of applicants regarding technical expertise and knowledge and recommending upgrading necessary to comply with the requirements of the Association. Furthermore, the Certification Committee shall review annually the List of optional and mandatory requirements and shall make changes in this set of requirements in order to take advantage of current and up-to-date knowledge in the broad field of building and design. The Certification Committee shall have discretionary powers in making such decisions, and other duties as determined by the board if director as laid out in the rules and regulations.

6. C. NOMINATING COMMITTEE

1. It shall be comprise of the Executive and Board of Directors plus Nominating from the floor at the time of the Annual General Meeting.
2. The Board shall designate the chair of the Nominating Committee from among the members of the Nominating Committee and may fill any vacancies occurring from time to time in the Nominating Committee. If the Board decides to fill such vacancies, any vacancies among the elected members of the Nominating Committee shall be filled by accredited members in good

standing of the Association and any vacancies among the appointed members of the Nominating Committee shall be filled by members of the Board. If and whenever a vacancy shall exist in The Nominating Committee, the remaining members may exercise all the powers of The Nominating Committee so long as a quorum remains in office. Four members shall constitute a quorum for all meetings of the Nominating Committee.

3. The Nominating Committee shall recommend to the Board members to fill vacancies occurring from time to time on the Board. In the absence of such nominations, the Board shall appoint members to fill these vacancies.
4. In case of an equality of votes, the chair of the Nominating Committee, in addition to his or her original vote, shall have a second or casting vote.
5. The Nominating Committee shall prepare for the annual meeting for election to the Board and for election to the Nominating Committee a single slate of eligible candidates who have given their consent to serve as Directors and a single slate of eligible candidates who have given their consent to serve as members of the Nominating Committee for the following year, in accordance with the by-Laws of the Association.
6. The Members-in-Training shall nominate one of their numbers by a majority vote, for inclusion on the Nominating Committee list as Student Liaison Representative.
7. The Candidates shall nominate one of their numbers by a majority vote, for inclusion on the Nominating Committee list as Candidate Liaison Representative.
8. If there are chapters of the NSHBDA, the Nominating Committee shall consist of members, one from each chapter, one or more from members outside the chapter areas.

6.D. THE COMMITTEE ON ETHICS AND PROFESSIONAL PRACTICE

1. The Committee shall be comprised of legal council and acting Executive of the Association

6. E. FINANCE COMMITTEE

1. The Committee on Finance shall prepare an annual budget, advise on expenditure of funds and report same to the board and members of the audit committee. The Treasurer shall serve as chair.

7. ELECTION OF DIRECTORS AND NOMINATING COMMITTEE

1. Not less than 30 days prior to each annual meeting, the Nominating Committee shall cause to be published and mailed to each member of the Association the Nominating Committee's List of nominees for election to the Board and to the Nominating Committee, to be elected at the forthcoming annual meeting.
2. Further nominations of eligible members of the Association for election to the Board of Directors and Nominating Committee, each of which shall be signed by not less than two accredited members of the Association who may be Directors and consented to by the nominee, shall be received by the Nominating Committee from the floor.
3. The Nominating Committee shall present to the annual meeting a list or ballot containing all valid nominations made or received by the Nominating Committee and all positions on the Board and Nominating Committee to be filled at such meeting shall be filled from the names set forth on such list or ballot by vote of the members of the Association.
4. A form of proxy shall be included in the mailing referred to in article 8.1 which shall entitle all members of the Association to be represented at all meetings of members. The form of proxy for each meeting of members shall comply with accepted practice and, for purposes of the annual meeting of members shall include the names of all valid nominees for positions on the Council and Nominating Committee to be filled at such meeting as determined by the Nominating Committee and shall include a means whereby the member may direct the proxy-holder vote for those of such nominees as are designated by such member or, failing such designation, to vote as the proxy-holder in his or her discretion may determine.

5. The accidental omission to give any notice to any member, or the non-receipt of any notice by any member, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon not with standing any of the above – Nominations may be requested or offered from the floor at the annual general meeting.

8. AUDIT OF ACCOUNTS

1. The auditor of the Association shall be appointed annually by the members of the Association at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the Directors may do so.
2. The Association shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he or she shall state whether, in his or her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly drawn up so as to exhibit a true and correct view of the Association's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

9. MISCELLANEOUS

1. The Association shall file with the Registrar with its Annual Statement a list of its Directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of Directors notify the Registrar of the change.
2. The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
3. Upon the dissolution of the Association and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to an organization having similar objects or to a charitable organization chosen by a majority vote by the active members.

10.A. MEMBERSHIP CATEGORIES

1. Members-in-Training: Including, but not limited to students of recognized (by the Association) home and building design training programs, and designers with little actual home and building design experience. Members-in-Training shall not vote or hold public office: the single exception being that Members-in-Training may elect, by majority vote among the Members-in-Training, one of their number to be their official Representative at all Association meetings. This Representative shall have full voting privileges within the Association, but shall not hold office shall have the right to vote and hold post on board of directors.
2. Candidate members: Designers with three years related experience in the field of home and building design who are eligible and actively working towards the status of Accredited Member, Technical Level of the association. Candidate members may claim that they are active members of NSHBDA and they may display the Association logo in promotional activity. Candidate member shall comply with these bylaws and other rules and regulations, including any financial responsibilities, as may be adopted for candidates by the Board. Candidate members may hold up to 30% of Board of Directors positions and hold the right to vote.
3. Accredited Members: home and building Designers who have met the minimum Standards as will be set from time to time by the Education/Certification Committee and the Certification council the emphasis is to be on Standards, as opposed to simply Guidelines. Accredited Members shall have the right to vote and hold any position in the association.
4. Honorary Membership: may be conferred upon such persons as the Council of Association may in

its discretion determine. Honorary members shall not be required to pay any membership fees or dues. Honorary members do not have the right to vote.

5. Ex-officio Membership: All members of the Certification Board who are not otherwise members of the Association shall be ex-officio (by virtue of their office) members of the Association during their term of office. Ex-officio members do not have the right to vote.
6. Life Membership: Life Membership shall be conferred upon members at the sole discretion of Council for reason of exemplary personal contribution to the Association; to members of the age 65 who are in good standing; and for conditions as the Council may from time to time determine. Life Members shall not be required to pay any membership fees or dues. Life time members do have the right to vote.
7. Retired Members: Retired members of the Association shall be individuals who have been NSHBDA members in good standing for a minimum of five full years and who are no longer actively engaged in the design profession. Retired members shall meet such financial obligations and shall be entitled to such rights and privileges of the Association as may be adopted by the Board. Retired members may vote and hold office. Except as otherwise specified by these Bylaws, all reference to members shall include retired members.
8. Friends and Affiliates of the Association: Individuals or institutions whose interests are parallel to those of the Association. Friends and Affiliates are not eligible to vote or to hold office.
 - 8a. Friends of the Association: people who are interested in attending regular meetings and seminars of the Association for the purpose of general information and education.
 - 8b. Affiliate of Association: Businesses or organizations who share similar interests within the larger building and design community. This category would include, but not be limited to material manufacturers, building material suppliers, members of the various trades and trade organizations, related professional organizations, energy and utility companies, computer software and drafting supply companies, educational institutions, and government agencies. Affiliates may hold office up to 30% of Board of Director positions and these members have the right to vote. Affiliates shall meet financial obligations as specified by the Board.

10.B. MEMBERSHIP

1. Any member may resign his membership by written notification to the Board.
2. Any member of the Association who shall violate any of the rules, regulations, Bylaws, or Code of Ethics of this Association or who does any act which tends to interfere with the accomplishment of the objectives sought to be accomplished by this Association may be suspended or expelled from membership or otherwise disciplined. When any member of this Association is charged with any act for which such members may be so disciplined, the President shall appoint three members, subject to the approval of the Board as a Special Hearing Committee. Notice of a hearing before the Special hearing Committee shall be served on such member personally or by mail at his last known address, and if, after due opportunity to be heard, the Special Hearing committee by majority vote so decides, such member may be suspended or expelled or otherwise disciplined and his name dropped from the list of membership. The accused member shall have the right to appeal promptly the determination of the Special Hearing Committee to the Board for a new hearing based upon the preceding record.
3. Member use of the NSHBDA name and logo in promotional activities shall be governed by policy adopted by the Board.
4. Appeals for membership in categories other than that of Accredited Member: Any applicant for membership other than Accredited Membership, may petition the Admissions Officer to appear personally during a reconsideration of his or her application. In this case, the Admissions Officer may strike an ad hoc committee consisting of two other members of the Board or Council to consider the appeal and to make recommendations to the Board. A decision of the Board shall be made in the matter within thirty days of the recommendations of the Admissions Officer

11.A. CHAPTERS AND REGIONS

1. Groups of members may be recognized as chapters of NSHBDA by a majority vote of the Board.
2. Groups of chapters may be recognized as regions by a majority vote of the Board.
3. Chapters and regions shall comply with the Bylaws and such other rules and regulations as may be determined by the Board.
4. Any group of accredited members of the Association in any geographical area of Nova Scotia upon application to and the written accreditation of the Board of Directors of the Association will be recognized as a Chapter of the Association and will be known by the name of the prominent municipality in the applicable geographical area.
5. A chapter or region which fails to comply with these Bylaws or for other cause which is deemed sufficient may be suspended or disqualified as a chapter or region by a two thirds vote of the Board, provided written notice has been given the chapter or region at least three months before such vote is taken.
6. A chapter or region which has been suspended or disqualified may be reinstated by a two-thirds vote of the Board.
7. All members and candidates of chapters and regions shall be NSHBDA members and candidates respectively.
8. The purpose of the Chapter is to further the aims and objectives of the Association, subject to the direction and control of the Council of the Association, so as to attain maximum presence and participation in the local level.
9. The activities and presence of the Chapter is subject to and in no way autonomous from the Council of the Association and the province wide membership of the Association.
10. The function, activity and administration of the Chapter are primarily subject to all articles of the Chapter, By-Laws of the Association and the direction and control of the Association.

11.B. CHAPTER ADMINISTRATION

1. The Chapter shall be governed by a Chapter Council of a minimum of five (5) Council members to consist of President, plus one (1) other council member shall be Accredited Members, plus three (3) other Chapter Council Members.
2. All Chapter Council Members shall be elected for a two year term at a proper meeting of the Chapter membership by majority vote of accredited members, such meeting being held during the first four months of each calendar year. Chapter Council members shall be elected in rotation as much as possible. Nominations for Chapter Council members may be placed by the Chapter Council and by the Chapter membership prior to the meeting where the vote is taken.
3. Notice of Chapter meetings for the election of Chapter Council Members shall be given to the Chapter Members in writing at least three weeks prior to the date of the meeting along with the nominations put forward by the Chapter Council.
4. Chapter Council members may be re-elected for not more than three consecutive terms.
5. The positions and functions on the Chapter Council shall be decided by the Chapter Council in the first Chapter Council meeting after the election. The Chapter members and the Board of the Association shall be informed of the names of the Chapter Council Members elected to the various positions within the Board as soon as possible.
6. The Chapter Chairman shall be charged with the general management and supervision of the affairs and operation of the Chapter subject to the By-laws and the direction of The Board of Directors of the Association and the Chapter Council.
7. The Chapter Chairman shall preside at all Chapter meetings. In the case of a tie vote, the Chairman shall be entitled to cast an additional deciding vote when chairing Chapter meetings.
8. Secretary: The function of the Chapter Secretary will be to receive and administer all correspondence, to prepare and keep all minutes of all Chapter Board meetings and all Chapter membership meetings.

9. Treasurer: The function of the Chapter Treasurer will be to administer the funds of the Chapter. The Chapter Treasurer will keep such books and submit such information as is required by the Association's Treasurer and the auditors. The fiscal year of the Chapter will be the same as for the Association.
10. Committees: The Chapter Council may appoint such committees to perform such functions and discharge such responsibilities as the Chapter Council may from time to time by resolution establish.
11. Council Liaison: Should a member of the Board of Directors of the Association is a member of the Chapter, but not a member of the Chapter Board such Council member may be appointed by the Chapter Board as a full voting member of the Chapter Board and the Council of the Association.

12. A. Officers

1. The officers shall be elected by the directors and shall be a President, a Vice-President, a Treasurer and a Corporate Secretary. The offices of Treasurer and Corporate Secretary may be combined.
2. One of the officers shall be the President. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.
3. One of the officers shall be Vice-President. The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.
4. One of the officers shall be the Corporate Secretary. The Corporate Secretary shall:
 - a) have responsibility for the preparation and custody of all books and records including:
 1. the minutes of members' meetings,
 2. the minutes of directors' meetings,
 3. the register of members, and
 4. filling the annual requirements with the office of the Registrar, and
 - b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
 - c) file with the Registrar:
 1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 2. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
 - d) have other duties as assigned by the board.
5. The directors may also appoint a Recording Secretary
 - a) who is responsible for taking minutes of all board and members' meetings, and
 - b) who need not be a director.
6. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Association, and carry out all other duties as assigned by the board.
7. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.

13. A. Finance

1. The fiscal year end of the Association shall be the last day of May.
2. The directors shall annually present to the members a written report on the financial position of the Association. The report shall be in the form of:
 - a) a balance sheet showing its assets, liabilities and equity, and

- b) a statement of its income and expenditure in the preceding fiscal year.
- 3. A copy of the financial report shall be signed by the auditor or by two directors.
- 4. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
- 5. An auditor of the Association may be appointed by the members at the annual general meeting and, if its members fail to appoint an auditor, the directors may do so.
- 6. The Association may only borrow money as approved by a special resolution of the members.
- 7. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Association with one week's notice. All other books and records of the Association may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Association.
- 8. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
- 9. The Association shall not make loans, guarantee loans or advance funds to any director.