

CONSTITUTION & BY-LAWS

Approved at the 29th General Assembly on 17 October
2015, in Gwangju (South Korea).

Last updated: 13 November 2015

WORLD

DESIGN
ORGANIZATION

ARTICLE 1: PREAMBLE

The Constitution comprises the guiding principles, basic structure and methods of operation that enable the organization to operate. It determines the powers and duties of its governance and guarantees certain rights to the people and members in it.

In accordance with the organizing principles set forth by the Constitution, the By-laws are a more concrete set of operational rules and policies that its members must follow and specifies exactly how the organization is to be run.

ARTICLE 2: NAME, ACRONYM AND LEGAL STATUS

- a) The name of the organization shall be the **'World Design Organization'** and, in abbreviation, **'WDO'**.
- b) The WDO is a reconstitution of the International Council of Societies of Industrial Design (Icsid) – a corporation first established on 28 June 1957 and registered in Paris (France) as published in the official French Gazette on 19 June 1959. On 1 March 1974, the place of establishment was transferred to Brussels, Avenue Legrand 45. On 25 August 1985, the Washington general assembly resolved that the headquarters be transferred under contract with ORNAMO to Helsinki (Finland). On 29 September 2005 the Copenhagen general assembly ratified the establishment of the Secretariat in Montreal (Canada) for a period of ten years. During the general assembly in Gwangju (South Korea) in 2015, members ratified the authority of the Board to extend the Secretariat's stay in Montreal, noting that a change of city at any time thereafter would require general assembly approval.
- c) The organization will maintain the United Nations Economic and Social Council (ECOSOC) special consultative status previously established by Icsid since 1974.

ARTICLE 3: APPLICABLE LAWS

- a) This Constitution and By-laws, including all matters relating to the validity, construction, performance and enforcement thereof will be governed by the laws of the Province of Quebec and the applicable federal laws of Canada.
- b) All that is not provided by the present Constitution will be implemented according to the provisions of the laws in the country of domicile of the headquarters of the organization unless otherwise previously provided by the decision of the members at the general assembly.

ARTICLE 4: LOCATION, DURATION AND WORKING LANGUAGE

- a) The WDO is a non-profit, international non-governmental organization having its principal place of business at 455 St-Antoine Street West, Suite SS10, Montreal, Quebec H2Z 1J1, Canada.
- b) The working language of the organization is English.

ARTICLE 5: AIMS AND VISION

Aims

The organization and its members strive

- a) to create a world where design enhances the social, cultural, economic and environmental quality of life.
- b) to engage the global industrial design community in activities that enable collaboration aimed at identifying challenges and opportunities for design to address some of the world's most significant social and environmental issues.

Vision

We are advocates for 'Design for a Better World'. Through our global leadership role, we develop initiatives that inform, engage and promote the value of design and its impact on humanity.

Position statement

The organization's position statement will be as follows:

- Who we are: The world organization for industrial design
- What we do: We take a leadership role in co-creating a better world by design
- What we promote: Industrial design-driven innovation that generates better products, systems, services and experiences, better business and industry and ultimately a better environment and society
- How we do it: We create initiatives that inform, engage and promote the value of design
- Why we do it: We inspire collaboration and participation within the solutions economy to create a better world by design.

MEMBERSHIP

ARTICLE 6: MEMBERSHIP

Voting members

- a) The following types of members will have voting rights:
 - Corporate
 - Educational
 - Professional
 - Promotional
- b) All members must be constituted according to the laws and customs of their country of origin.
- c) All members must demonstrate a commitment to the advancement of industrial design and their activities must be consistent with the aims and objectives of the organization.

Corporate member

- d) A for-profit company or business involved in the trade of goods, services or both to consumers that employs at least one (1) full-time professional industrial designer. A corporate member must be represented within the organization by a trained industrial designer.

Educational member

- e) An educational organization, or an institution offering an accredited curriculum in industrial design education or, already engaged in research relating to industrial design may be admitted as an educational member.

Professional member

- f) Any national society or section of a national society or association of professional industrial designers with examination or other form of regulation of entry that ensures a proper standard of professional ability as a trained industrial designer.

Promotional member

- g) Any nationwide organization or section of such organization that exists to promote industrial design by undertaking projects either on its own behalf or on behalf of other organizations.

Other members

- h) There will be one (1) membership type with no voting rights:
 - Associate member
- i) An organization or consultancy, including non-industrial design focused organizations that does not fit the voting member criteria or does not wish to have voting rights fall within this category.

ARTICLE 7: RESPONSIBILITY

- a) Participation is a responsibility of the organization's members. According to the biennial strategic plan, which is determined by the term's Board of Directors, members agree to participate in the initiatives and activities of the organization.

ARTICLE 8: SUSPENSIONS, TERMINATIONS AND WITHDRAWALS

- a) A member wishing to withdraw from the organization will be requested to fill out an exit survey. This will result in a forfeit of all rights and the inability to take part in the general assembly from the date of the withdrawal. Dues paid before this date will not be refunded.
- b) Failure to remit membership fees by 31 March will result in an automatic suspension until such fees are paid. Membership may be reinstated if payment is received within the same fiscal year. At the end of the fiscal year, unpaid membership will result in an official termination.
- c) A member who has been guilty of conduct prejudicial to the aims and objectives, Constitution or By-laws of the organization, may be expelled by the Board.

ORGANIZATION

ARTICLE 9: OPERATIONAL STRUCTURE

Board of Directors

- a) The Board of Directors is responsible for the effective governance of the organization, including the pursuit of its aims and vision, and the adherence to its core values. It is responsible for all the business of the organization and has authority to exercise all powers of the organization with the exception of those items as per the Constitution that require a vote by its members during the general assembly.
- b) All decisions of the Board will be taken on a simple majority vote and in the event of a tie, the President shall have an additional casting vote.

Secretariat

- a) The organization's secretariat staff forms an integral part of the organizational structure and an important resource to ensure its future success.
- b) Under the direction of the Secretary General, staffing priorities are defined based on the results the organization wants to achieve. As a result, employees are acquired, trained, appraised and compensated according to their skills, knowledge, abilities and fit with the vision of the organization. The secretariat staff is therefore responsible for implementing the organization's daily operations, including its initiatives and programmes as described in the term's strategic plan.

Regional Advisors

- a) Former board members may be appointed as regional advisors to strengthen the regional presence of the organization and act as consultants to the Board. This honorary and voluntary charge helps the organization achieve its mission and develops benefits for its members.
- b) The Board has the authority to appoint regional advisors from the design community (member or non-member) to represent regions not represented on the Board during the term's second board meeting.
- c) Regional advisors are invited to attend the general assembly as official observers, if they are not already representing a member.
- d) Each term, regional advisors are required to confirm their availability to actively participate in the organization.
- e) Rules governing the appointment of regional advisors and their responsibilities are included in the **Regional Advisors Expectations Guide**.

Senate

- f) The past presidents of the organization collectively form the Senate and have agreed to serve as honorary and volunteer counsellors, available to carry out such duties as the Board may request.
- g) Senators are invited to attend the general assembly as official observers, if they are not already representing a member.

- h) Each term, the senators are required to confirm their availability to actively participate in the organization.

GENERAL ASSEMBLY

ARTICLE 10: PROCEDURES

- a) All members are invited to convene biennially and attend the general assembly to plan for the future, appoint the Board of Directors, receive reports, approve constitutional items and contribute regional issues that will feed into the organization's global design agenda for the term.
- b) All members have equal representation, whereby each member has one vote and may be represented by a maximum of two delegates with the exception of associate members who, although may not participate in the governance of the organization, may if in good standing be invited to the general assembly in a non-voting capacity.
- c) The general assembly votes on many resolutions brought forth by the international design community on an array of world issues. Voting at the general assembly on important issues such as financial items and amendments to the Constitution is by a two-thirds majority of those present and voting. Other motions, including those affecting the By-laws are decided by a straightforward majority vote.
- d) Voting members who cannot attend the general assembly may be represented by a proxy who has been approved by the Board prior to the event.
- e) Only those representatives present at the time the vote is taken will be entitled to vote including those who hold a properly authorized proxy or proxies.
- f) No vote may be taken at the general assembly unless at least one-third of the voting members or their proxies is represented and at least one of their delegates is present when a motion is put.
- g) Although the resolutions passed during the general assembly are not binding over the members, the outcomes are intended to empower members to adopt recommendations within their own networks and align with the organization's global design agenda.
- h) The agenda for each general assembly is planned up to six months in advance and begins with the release of a preliminary list of items to be included in the agenda. The Board will give members not less than six months notice of the date of the general assembly.
- i) A biennial report of the current term will be created and circulated to all members in advance of the general assembly.

General assembly – Extraordinary

- a) An extraordinary general assembly shall be called by the board to be held within four months of receipt of a request in writing of not less than 25% of the council members. An extraordinary general assembly may be called by the board at its own initiative subject to one-fourth of voting members being present, including proxies. In such an event, members will be given no less than two months notice of the meeting and its agenda.

FINANCES

ARTICLE 11: FISCAL YEAR

- a) The fiscal year begins on 1 January and ends on 31 December of each year.
- b) The Audited Review Engagements for the two preceding business years and the budget for the current business year are presented for review and questions by the members at the general assembly.

ARTICLE 12: FINANCIAL MANAGEMENT

- a) The Secretary General ensures that the organization can sustain itself through good financial management by overseeing the funding model and balancing the annual budget in consultation with the Treasurer, President and President-elect.
- b) The Board has the authority to evaluate and adjust membership fees provided the members are given one year's notice.

ARTICLE 13: LIABILITY

- a) Board members are not personally liable for the organization's debts, liabilities and obligations.

OTHER

ARTICLE 14: DISSOLUTION AND LIQUIDATION OF PROFIT

- a) The Board has authority to make a recommendation for the dissolution of the organization for approval by its members at the general assembly.
- b) If profits are generated during the liquidation process of the organization, all profits will be equally shared with the membership.

ARTICLE 15: ADDITIONS, MODIFICATIONS AND AMENDMENTS TO CONSTITUTION AND BY-LAWS

Amendments to the Constitution

- a) Voting members may amend the Constitution subject to notice of a motion to that effect being initiated by or lodged with the Board not less than five months before the date of the general assembly.
- b) The Board will inform all members of the proposed amendments and the proposer(s) not less than three calendar months before the date of the general assembly.
- c) Amendments to this Constitution will be effective only if in compliance with the pertinent laws of the country in which the organization is registered.

Amendments to the By-laws

- d) Bylaws may be amended, expanded or modified from time to time by the Board to reflect changing circumstances. Such amendments may be immediately implemented but can be rescinded by the members by a two-thirds majority vote during the subsequent general assembly.
- e) During the general assembly, members may also amend, expand or delete these By-laws by a two-thirds majority vote.

BY-LAWS

A. MEMBERSHIP

1. Admission

- 1.1 Interested members must submit a formal application in English for approval.
- 1.2 Members have a responsibility to:
 - hold the Board accountable for its actions, including obeying all By-laws,
 - respond in a timely manner to requests from the Secretariat and/or Board on items such as biennial member surveys,
 - promptly inform Secretariat of any changes to contact information,
 - ask relevant questions during the general assembly,
 - stay informed about issues relating to the organization by reviewing board meeting summaries and reading all secretariat correspondence,
 - adhere to board-approved policies and procedures, including the general assembly's terms and conditions,
 - disclose any conflict of interest or complaints with the Board of Directors,
 - vote on matters brought to the membership,
 - pay membership fees prior to 31 March (or per the membership agreement),
 - treat other members, Board, Senate, regional advisors and secretariat staff with respect.
- 1.3 Additionally, members in good standing always have the right to:
 - attend and be heard at the general assembly,
 - run for board elections, in accordance with the member-approved By-laws,
 - inspect records, in accordance with the member-approved By-laws, except those with confidential information about members and/or the organization's proprietary projects,
 - be given proper notice of all board and member meetings,
 - be treated fairly, respectfully and without discrimination,
 - insist on a fair process before a termination.

B. BOARD OF DIRECTORS

1. Composition of Board

- 1.1 All members of the Board will be appointed for a full board term and will represent a member in good standing.

- 1.2 Board members may serve a maximum of two consecutive terms. After two terms, they may not serve again until a full term has elapsed, unless elected as President-elect.
- 1.3 The President will appoint a Treasurer from its elected board members.
- 1.4 The Board will engage a Secretary General with the authority to engage remunerated staff, to administer the daily operations of the organization and implement its strategic mandate.
- 1.5 The services of the Board will be honorary and each board member will cover individual overheads as it relates to their participation on the Board.
- 1.6 Except for the President, board members will be elected by the general assembly for a term expiring immediately after the following general assembly.
- 1.7 The Secretary General is a non-voting participant of the Board.
- 1.8 The President-elect, who is elected by a majority vote, assumes the position of President the following term.
- 1.9 The operations of the Board unaccounted for in the Constitution and By-laws, including specific rules regarding the appointment of board members, their responsibilities and the terms of office will be governed by the **Board Governing Policy**, which can be amended by majority vote of the Board only.

2. Committees and working groups

- 2.1 Wherever deemed appropriate, the President may appoint officers from within the elected Board to facilitate the Secretariat with functions related to the implementation of the organization's programmes.
- 2.2 Working groups may be created to advise the Board and/or Secretariat as may be deemed appropriate. A working group must not commit the organization to any policy not previously determined by the Board or any expenditure without the specific prior agreement of the Board. The working groups must be reconsidered anew and their members reappointed or replaced each term.
- 2.3 Rules governing the appointment of board committees and their responsibilities are included in the **Board Governing Policy**.

C. GENERAL ASSEMBLY

1. Venue and timing

- 1.1 The location and timing of the upcoming general assembly will be announced to members no less than 12 months prior to the date.
- 1.2 The general assembly will be called not less than six months prior to the event.
- 1.3 If for any reason, the general assembly is postponed or cancelled either before or after being called, the Board will call a meeting of the general assembly to be held not later than six months after the previously announced date at a place to be decided upon by the Board.

2. Organization

- 2.1 The President will serve as chairperson of the general assembly. In his or her absence, the President-elect will assume the role. Failing that, the Board will select by majority vote, an acting chairperson from within the Board.
- 2.2 The chairperson will appoint a parliamentarian to ensure that these By-laws and the Constitution are adhered to.
- 2.3 The chairperson will appoint two or more scrutineers to count the votes cast.
- 2.4 The official minutes and records of the general assembly will be circulated electronically to all members within eight weeks following the close of the event.
- 2.5 The general assembly will be closed to all others except by special invitation by the Board. They may be invited to speak by the chairperson or the membership but will have no voting rights.
- 2.6 No single voting member may represent more than three other voting members as a proxy.
- 2.7 The working language of the general assembly will be English; however, delegates may speak in any language for which adequate simultaneous interpretation facilities are available.
- 2.8 Every member will receive an electronic copy of the Constitution and By-laws with the agenda for the general assembly and is bound to comply with them.

3. Quorum and voting

- 3.1 No vote may be taken at the general assembly unless at least one-third of the voting members or their proxies is represented and at least one of their delegates is present when a motion is put.
- 3.2 In the event of a tie, the chairperson will put the vote to the members a second time. If the vote is still equal, the chairperson will cast the deciding vote.
- 3.3 Voting will be made publicly within the general assembly with the exception of elections and other motions concerning persons where a secret ballot will be held.
- 3.4 Voting members may propose that the vote on a motion be taken by secret ballot or by roll call, subject to a second and approval by a majority vote of the members.
- 3.5 In exceptional circumstances and when the matter for decision is urgent but outside the competence of the board, the Board may at any time seek the view of all voting members by electronic vote.

4. Motions

- 4.1 Any delegate may make a motion on recognition by the chairperson and may speak to it for not more than five minutes. If the motion is seconded by a delegate from another member, it will be open to debate. Delegates responding to the motion will be limited to three minutes.
- 4.2 The chairperson will recognize delegates speaking for or against the motion alternately.
- 4.3 Amendments to any motion may be made by any delegate and if seconded, will be debated and voted on by the members before the vote on the original motion is taken.

- 4.4 Any delegate may move that the debate on a motion be closed. If seconded and approved by an appropriate quorum, the motion will be voted.
- 4.5 Only one motion will be considered at a time and no other motion or subject will be recognized until the original motion and appropriate amendments have been acted upon by the members at the general assembly.

5. Agenda

- 5.1 The Board will be responsible for arranging the general assembly and determining the agenda. Requests from all members for items to be placed on the agenda will be received by the Board no less than four months before the date of the general assembly.
- 5.2 Other matters that are not on the agenda may be proposed for discussion by any delegate during the general assembly subject to a majority vote of delegates present.
- 5.3 The agenda shall normally consist of the following:
 - Update on membership (new, renewed, rescinded or amended)
 - Reports from the President, Secretary General, Treasurer and
 - President-elect
 - Project reports
 - Policy and programme plans
 - Elections of the Board of Directors

6. Elections

- 6.1 The slate of candidates proposed as Board of Directors who have been properly nominated and who confirmed their willingness to serve if elected will be read to the general assembly.
- 6.2 Voting members will approve the slate as proposed and may add other candidates to the slate by a two-thirds majority vote if the proposed candidates are present and confirm their willingness to serve if elected.
- 6.3 The position for President-elect will be voted by secret ballot first with that candidate elected who receives a simple majority vote. In the event of a tie, members will vote again as many times as necessary until the tie is broken.
- 6.4 The total slate of candidates for position as board members will be voted by secret ballot. The nine candidates receiving the greatest number of votes are formally elected. In the event of a tie, the members will vote again as many times as necessary until the tie is broken.