

# INTERIOR DESIGNERS OF CANADA

## BY-LAWS

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<u>SECTION</u>	<u>INDEX</u>	<u>PAGE</u>
SECTION 1	NAME	2
SECTION 2	REGISTERED OFFICE	2
SECTION 3	CORPORATE SEAL	2
SECTION 4	AIMS AND OBJECTIVES	2
SECTION 5	CONDITIONS OF MEMBERSHIP	3
SECTION 6	ASSOCIATION MEMBERSHIP RIGHTS	5
SECTION 7	ASSOCIATION MEMBERSHIP DUES	5
SECTION 8	ASSOCIATION RECOGNITION	6
SECTION 9	MEMBERSHIP MEETINGS	7
SECTION 10	BOARD OF DIRECTORS	8
SECTION 11	POWERS OF DIRECTORS	10
SECTION 12	NOMINATIONS COMMITTEE	10
SECTION 13	DIRECTORS	11
SECTION 14	ELECTION & DUTIES OF OFFICERS	12
SECTION 15	EXECUTIVE COMMITTEE	13
SECTION 16	MINUTES OF MEETINGS OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE	14
SECTION 17	STANDING COMMITTEES	14
SECTION 18	BOARD OF GOVERNORS	15
SECTION 19	EXECUTION AND CERTIFICATION OF DOCUMENTS	15
SECTION 20	FINANCIAL YEAR	16
SECTION 21	AUDITORS	16
SECTION 22	AMENDMENT OF BY-LAWS	16
SECTION 23	SYMBOL	16
SECTION 24	MEMBERSHIP PRIVILEGES	16

1 **SECTION 1 NAME**

2  
3 1.01 The name by which this organization shall be known in English is **INTERIOR**  
4 **DESIGNERS OF CANADA** and in French is **DESIGNERS D'INTERIEUR**  
5 **DU CANADA** herein referred to as the Corporation.

6  
7 1.02 The name of the Corporation shall not be used in any manner or for any  
8 purpose other than as authorized by its incorporation.  
9

10  
11 **SECTION 2 REGISTERED OFFICE**

12  
13 2.01 The registered office of the Corporation shall be located in the Municipality of  
14 Toronto in the Province of Ontario, Canada, at the place therein where the  
15 business of the Corporation may from time to time be carried on.  
16

17 2.02 The Corporation may establish such other offices and agencies elsewhere  
18 within Canada, as the Board of Directors may deem expedient by resolution.  
19

20  
21 **SECTION 3 CORPORATE SEAL**

22  
23 3.01 The seal of the Corporation shall be in such form as shall be prescribed by the  
24 Directors of the Corporation and shall have the words **INTERIOR**  
25 **DESIGNERS OF CANADA** and **DESIGNERS D'INTERIEUR DU**  
26 **CANADA** inscribed thereon.  
27

28  
29 **SECTION 4 AIMS AND OBJECTIVES**

30  
31 4.01 The aims and objectives of the Corporation are:

- 32  
33 (a) To encourage excellence of Interior Design in the public interest in  
34 Canada;  
35  
36 (b) To assist educational institutions in the training and development of  
37 interior designers;  
38  
39 (c) To encourage the continuing education of practising interior designers;  
40  
41 (d) To assist member Associations with research and common  
42 organizational information;  
43  
44 (e) To uphold a code of ethics and professional practice; and  
45  
46 (f) To provide liaison between the profession and the public.  
47  
48  
49

1 **SECTION 5**                    **CONDITIONS OF MEMBERSHIP**

2  
3 5.01                    MEMBERSHIP

4  
5                    The Corporation shall have three (3) categories of Membership:  
6                    Association, Honourary, and Fellow.

7  
8                    (i)            ASSOCIATION

9                    Member Associations shall be provincial or territorial associations of  
10                    interior design, whose condition for individual registered and pre-  
11                    professional membership within the association complies with standards  
12                    as approved by the Board of the **INTERIOR DESIGNERS OF**  
13                    **CANADA.** Member Associations of IDC will support the concepts  
14                    contained within the IDC Code of Ethics, Title and Practice legislation  
15                    and interior design registration standards.

16  
17                    (ii)           HONOURARY

18                    Honourary members shall be individuals upon whom the Corporation  
19                    shall confer, in the manner hereinafter provided, Honourary  
20                    membership, by reason of their distinguished contribution, at a national  
21                    level, to the interior design profession, to the Corporation and to the  
22                    accomplishment of its objectives:

- 23  
24                    a) Any three (3) registered members in good standing of a recognized  
25                    association of Interior Designers; who are not Directors of the  
26                    Corporation, and who have been registered members of an association  
27                    of interior design for at least three (3) years; may nominate any person  
28                    to be made an Honourary member;
- 29  
30                    b) Nominations shall be submitted to the Board of Directors of the  
31                    Corporation by January 30<sup>th</sup> in that year;
- 32  
33                    c) Such nomination shall be made in the form prescribed by the Board of  
34                    Directors and shall contain a summary of the nominees' achievements  
35                    and a statement of their importance to the profession of interior design  
36                    and to the **INTERIOR DESIGNERS OF CANADA**;
- 37  
38                    d) The Board of Directors of the Corporation shall accept or reject the  
39                    nomination, but may not add any nominee and upon unanimous  
40                    acceptance by the Board of Directors, a nominee shall be designated an  
41                    Honourary member of the Corporation;
- 42  
43                    e) An Honourary member shall hold such designation for life;
- 44  
45                    f) Such Honourary membership shall be conferred at the next Annual  
46                    General Meeting of the Association members of the Corporation.
- 47  
48  
49

1 (iii) FELLOW

2 The title Fellow may be conferred, in the manner hereinafter provided,  
3 upon registered members in good standing of an association of interior  
4 design recognized by the Corporation, who shall be deemed worthy by  
5 reason of their distinguished contribution, at a national level, to the  
6 interior design profession and to the Corporation and the  
7 accomplishments of its objectives.  
8

- 9 a) Any three (3) registered members in good standing of a recognized  
10 association of interior design; who are not Directors of the Corporation,  
11 and who have been registered members of an association of interior  
12 design for at least three (3) years, may nominate any registered member  
13 or registered members of that association to be made Fellows of the  
14 Corporation.  
15  
16 b) Any nomination shall be submitted to the Board of Directors of the  
17 Corporation by January 30<sup>th</sup> of that year.  
18  
19 c) Such nomination shall be made in the form prescribed by the Board of  
20 Directors and shall contain a summary of the nominees' achievements  
21 and a statement of their importance to the profession of interior design  
22 and to the **INTERIOR DESIGNERS OF CANADA**.  
23  
24 d) The Board of Directors of the Corporation shall accept or reject each  
25 nomination, but may not add any nominee, and upon unanimous  
26 acceptance by the Board of Directors, a nominee shall be designated a  
27 Fellow of the Corporation.  
28  
29 e) Fellows shall hold such designation for as long as they remain members  
30 in good standing of an interior design association. At retirement,  
31 Fellows may be designated as Honourary members.  
32  
33 f) Such Fellow designation shall be conferred at the next Annual General  
34 Meeting of the Corporation.  
35

36 **SECTION 6 ASSOCIATION MEMBERSHIP RIGHTS**

- 37  
38 6.01 Member Associations are entitled to the rights of membership. Member  
39 Associations have the right to appoint Directors to the corporation and to vote  
40 at Annual General Meetings of the Corporation.  
41  
42 6.02 Each member Association shall nominate or appoint one (1) Director as its  
43 representative to the Board of the Corporation. Each Director, upon  
44 appointment to the Corporation shall have the right to vote and to hold office.  
45  
46 6.03 Each member Association may permit the use of the designation Interior  
47 Designers of Canada or IDC as one of the privileges of membership in the  
48 registered category of provincial association membership.  
49

1 6.04 Honourary Members may use the designation Honourary member, Interior  
2 Designers of Canada.

4 6.05 Fellows may use the designation Fellow, Interior Designers of Canada.

6 6.06 Member Associations may be suspended for cause, in accordance with the  
7 following:

9 (i) the violation of any rule or practice of the Corporation or any act or  
10 conduct prejudicial to the interest of this Corporation or to the interior  
11 design profession;

13 (ii) Member Associations may be suspended only after receiving 120 days  
14 written notice of the charges, and only after having had an opportunity  
15 to be heard before the Board of the Corporation;

17 (iii) for non-payment of fees, levies, etc. or for any other just cause which  
18 may duly be enacted by the Corporation.

20 **SECTION 7 ASSOCIATION MEMBERSHIP DUES**

22 7.01 The annual dues for Association membership in the **INTERIOR DESIGNERS**  
23 **OF CANADA** shall be fixed by the Board of Directors at least sixty (60) days  
24 prior to the commencement of each fiscal year.

26 7.02 Association membership dues shall be paid to the **INTERIOR DESIGNERS**  
27 **OF CANADA** by the respective member Association.

32 7.03 The **INTERIOR DESIGNERS OF CANADA** shall assess the amount of dues  
33 to be collected by each member association in each year based on the number of  
34 registered and pre-professional members of record of the member Association  
35 on the 1<sup>st</sup> day of November of the current year.

37 7.04 The annual (IDC) dues for new memberships in (the member Associations of)  
38 the Interior Designers of Canada shall be pro rated according to the following  
39 schedule:

40 Quarter 1: 100%

41 Quarter 2: 75%

42 Quarter 3: 50%

43 Quarter 4: 0%

45 The said dues shall be payable to the **INTERIOR DESIGNERS OF**  
46 **CANADA** according to the following schedule:

47 1<sup>st</sup> payment: 15 calendar days after the end of the member Associations' 1<sup>st</sup>  
48 quarter all dues collected during the quarter

49 2<sup>nd</sup> payment: 15 calendar days after the end of the member Associations' 2<sup>nd</sup>

1 quarter all dues collected during the quarter  
2 3<sup>rd</sup> payment: 15 calendar days after the end of the member Associations' 3<sup>rd</sup>  
3 quarter all dues collected during the quarter  
4 4<sup>th</sup> payment: 15 calendar days after the end of the member Associations' 4<sup>th</sup>  
5 quarter all dues collected during the quarter  
6

7 7.05 Notice of annual dues shall be distributed to the Member Associations by the 1<sup>st</sup>  
8 of December of the current year.  
9

10 7.06 Only those member Associations who are current with their dues shall be  
11 eligible to participate and vote at the Annual General Meeting of the  
12 Corporation.  
13

#### 14 **SECTION 8 ASSOCIATION RECOGNITION**

15  
16 8.01 Recognition of associations by **INTERIOR DESIGNERS OF CANADA** is  
17 subject to formal application by the association and acceptance by the Board of  
18 Directors of **INTERIOR DESIGNERS OF CANADA**.  
19

20 8.02 Recognition shall be limited to one (1) association of interior design in each  
21 province or territory.  
22

23 8.03 Any association may surrender its recognition by the **INTERIOR**  
24 **DESIGNERS OF CANADA** and withdraw its membership in the Corporation  
25 by delivering to the Secretary of the Corporation a certified copy of a resolution  
26 of the members of such association to that effect, and provided that at least  
27 twelve (12) months notice of withdrawal is given in writing to the **INTERIOR**  
28 **DESIGNERS OF CANADA**. No resignation shall be accepted unless and  
29 until the member Association presenting the resignation has paid all current  
30 indebtedness.  
31

#### 32 **SECTION 9 MEMBERSHIP MEETINGS**

33  
34 9.01 The Annual General Meeting of the Corporation shall be held at any place in  
35 Canada and on or before April 30<sup>th</sup> of the given year. The Directors may resolve  
36 that a particular meeting of members be held outside Canada. At such meeting  
37 the Directors shall present a report of the activities of the Corporation and an  
38 audited financial statement. The member Associations, upon the  
39 recommendation of the IDC Board, shall appoint auditors, shall acclaim a  
40 President, a President-elect, and Directors, shall sanction and confirm the  
41 repeal, amendment, or re-enactment of any By-laws requiring sanction or  
42 confirmation, and shall transact such other business as may properly come  
43 before the meeting.  
44

45 9.02 Special Meetings of the member Associations of the Corporation may be called  
46 by the Executive Committee as directed by the President, or at the written  
47 request of not less than two thirds (2/3) of the member Associations, such  
48 meetings to be held at such time and place as may be determined by the  
49 Executive Committee.

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3  
4 9.03 Notice of the time and place of the Annual General and any Special Meetings  
5 shall be given to each member Association at least sixty (60) days prior to such  
6 meetings. In the case of Special Meetings of the Corporation, such notice shall  
7 set out the purpose for which such Special Meetings are to be held with  
8 sufficient information to permit the member Associations to form a reasoned  
9 judgement on the decision to be taken. If in the judgement of the Board, an  
10 emergency situation requires a Special Meeting of the Corporation, the sixty  
11 (60) day notice of meeting may be waived. No error or omission in giving  
12 notice of any Annual General or Special Meeting or any adjourned meeting,  
13 whether Annual General or Special, of the member Associations of the  
14 Corporation shall invalidate such Meeting or make void any proceedings taken  
15 thereat and any member Association may at any time waive notice of any such  
16 meeting and may ratify, approve and confirm any or all proceedings taken or  
17 had thereat.

18  
19 9.04 All meetings shall be conducted in accordance with Roberts Rules of Order.

20  
21 9.05 At all meetings of the member Associations of the Corporation, every question  
22 shall be decided by a majority of votes unless otherwise specifically provided  
23 by the Canada Corporations Act or by the By-laws of the Corporation.

24 9.06 Each member Association present shall have the right to exercise one vote, at  
25 any Annual General or Special Meeting. Each member Association may  
26 delegate its president, IDC director or other representative to vote on behalf of  
27 the member Association. The chairperson *shall have no vote except where*  
28 *there is an equality of votes cast; in that case the chairman shall cast the*  
29 *deciding vote.*

30  
31 9.07 Two thirds (2/3) of the member Associations in good standing, present in  
32 person, shall constitute a quorum for the transaction of business at any meeting  
33 of the Corporation.

34  
35 9.08 A copy of the Audited financial statement presented to the Annual General  
36 Meeting, shall be furnished to all member Associations no less than 14 days  
37 prior to the meeting.

38  
39 **SECTION 10 BOARD OF DIRECTORS**

40  
41 10.01 The activities and affairs of the Corporation shall be managed by a Board of  
42 Directors.

43  
44 10.02 The Board of Directors shall be composed of one (1) Director representing each  
45 member Association, the Past President and the President of the Corporation,  
46 and the President-elect, who shall also be one of the Directors. The Board may  
47 also include the Executive Director (ex-officio).  
48

- 1 10.03 The Board shall meet at the call of the President, or in the President's absence,  
2 at the call of the President-Elect, or at the request of a two thirds (2/3) majority  
3 of Directors.  
4
- 5 Meetings of the Board of Directors may be held at any time and place to be  
6 determined by the Directors provided that thirty (30) days written notice of  
7 such meeting shall be given to each Director.  
8
- 9 There shall be at least one (1) meeting per year of the Board of Directors.  
10
- 11 No error or omission in giving notice of any meeting of the Board of Directors  
12 or any adjourned meeting of the Board of Directors of the Corporation shall  
13 invalidate such meeting or make void any proceedings taken thereat and any  
14 Director may at any time waive notice of any such meeting and may ratify,  
15 approve and confirm any or all proceedings taken or had thereat.  
16
- 17 If all the Directors of the Corporation consent thereto generally or in respect of  
18 a particular meeting, a Director may participate in a meeting of the Board or of  
19 a Committee of the Board by means of such conference telephone or other  
20 communications facilities as permit all persons participating in the meeting to  
21 hear each other, and a Director participating in such a meeting by such means is  
22 deemed to be present at the meeting.  
23
- 24 No formal notice shall be necessary if all Directors are present at the meeting,  
25 or waive notice thereof in writing.  
26
- 27 10.04 A two thirds (2/3) majority of the Board of Directors, shall constitute a quorum  
28 for the transaction of business. To be included in the quorum, a Director must  
29 attend the meeting in person or by conference telephone, and cannot be  
30 represented by proxy.  
31
- 32 10.05 Resolutions of the Directors shall be made, enacted or passed at duly convened  
33 meetings. Nevertheless, the signature of all the Directors of the Corporation to  
34 any resolution which might be made, passed or enacted by the Directors shall  
35 give to such resolution the same force and effect as if the same had been  
36 unanimously made, passed or enacted by all the Directors respectively at a  
37 meeting held to consider the same, and such resolution shall be considered as  
38 the minutes of a meeting of Directors duly called for the purpose and held on  
39 the date given unless the law requires that a meeting be held.  
40
- 41 10.06 At meetings of the Board, every question shall be determined and acted upon  
42 by two thirds (2/3) majority of votes of the Directors present, unless otherwise  
43 specifically provided by the Canada Corporations Act or these By-laws.  
44
- 45 10.07 The Board may exercise all such powers of the Corporation as are not, by the  
46 Canada Corporations Act or by the By-laws, required to be exercised by the  
47 member Associations at General, Annual General or Special Meetings of the  
48 membership of the Corporation.  
49

1 10.08 The Board may appoint such agents and engage such employees as it shall  
2 deem necessary from time to time and such persons shall have authority and  
3 shall perform such duties as shall be duly prescribed by the Board at the time of  
4 such appointment.  
5

6 10.09 Directors, as such, shall not receive any stated remuneration for their services,  
7 but, by resolution of the Board, reasonable expenses may be allowed for their  
8 attendance at each Regular or Special Meetings of the Board. Such expenses  
9 may be reimbursed, as the Board may by resolution determine, provided that  
10 nothing herein contained shall be construed to preclude any Director from  
11 serving the Corporation as an Officer or in any other capacity and receiving  
12 compensation therefore.  
13

14 10.10 Every Director or Officer of the Corporation, and their heirs, executors, the  
15 administrators, and estate and effects, respectively shall, at all times, be  
16 indemnified and saved harmless out of the funds of the Corporation, from and  
17 against:  
18

- 19 (i) all costs, charges and expenses whatsoever sustained or  
20 incurred in or about any action, suit or proceeding that is  
21 brought, commenced or prosecuted against the Director, for  
22 or in respect of any act, deed, matter or thing whatsoever,  
23 made, done or permitted, in or about the execution of the  
24 duties of the office; and  
25  
26 (ii) all other costs, charges and expenses sustained or incurred in  
27 or about or in relation to the affairs thereof, except such  
28 costs, charges or expenses as are occasioned by willful  
29 neglect or default.  
30

## 31 **SECTION 11 POWERS OF DIRECTORS**

32

33 11.01 The Directors of the Corporation may administer the affairs of the Corporation  
34 in all things and make or cause to be made for the Corporation, in its name, any  
35 kind of contract which the Corporation may lawfully enter into and, save as  
36 hereinafter provided, generally, may exercise all such other powers and do all  
37 such other acts and things as the Corporation is by its charter or otherwise  
38 authorized to exercise and do.  
39

40 11.02 The Board shall have power to authorize expenditures on behalf of the  
41 Corporation and may delegate by resolution to any Officer or Officers of the  
42 Corporation the right to employ and pay salaries to employees and to contract  
43 for staff and administrative services. The Directors shall have the power to  
44 make appropriate expenditures for the purpose of furthering the objectives of  
45 the Corporation.  
46

47 11.03 The Board of Directors shall take such steps as they may deem requisite to  
48 enable the Corporation to acquire, accept, solicit or receive legacies, gifts,

1 grants, settlements, bequests, endowments and donations of any kind  
2 whatsoever for the purpose of furthering the objectives of the Corporation.  
3  
4  
5

6 **SECTION 12 NOMINATIONS COMMITTEE**  
7

8 12.01 The Past President shall be appointed by the Board as Chairperson of the  
9 Nominations Committee at the first meeting of the Board following the annual  
10 general meeting, and the Committee shall consist of the Chairperson, one  
11 member of the Board of Governors, and (3) other registered members of any  
12 member Association. There will be no more than one member from each  
13 member association.  
14

15 12.02 The Nominations Committee shall notify the IDC Directors, and the Presidents  
16 of the member Associations, not less than one hundred and twenty (120) days  
17 prior to the Annual General Meeting of the Corporation of the vacancies.  
18

19 12.03 The duties of the Nominations Committee shall be:

- 20  
21 (i) To receive from each member Association the name of one (1)  
22 registered member to serve as a Director of the Corporation for a period  
23 of one year  
24  
25 (ii) To receive from the IDC Board of Directors the name of, or names of,  
26 candidate(s) to be nominated to serve as President - Elect of the  
27 Corporation. The candidate or candidates must be currently serving as  
28 Directors of the Corporation; or have served in that capacity within the  
29 previous three (3) years.  
30  
31 (iii) To prepare a confidential slate of candidates if there is more than one  
32 (1) candidate on the President-Elect ballot. The ballot will be sent to  
33 each Director of the Board within 45 days of the Annual General  
34 Meeting. Each Director will select one candidate and return the ballot  
35 via facsimile to the IDC office 30 days prior to the Annual General  
36 Meeting.  
37  
38 (iv) The results of the ballot will be tabulated and announced by the Chair of  
39 the Nominating Committee at the Annual General Meeting. A Motion to  
40 read the Nominating Committee Report into the minutes will be  
41 recorded as part of the Annual General Meeting.  
42  
43

44 **SECTION 13 DIRECTORS**  
45

46 13.01 A Director shall be a registered member in good standing of the association of  
47 interior design recognized by the Corporation.  
48

- 1 13.02 Upon withdrawal of a member Association or the withdrawal of recognition of  
2 a provincial or territorial member Association as provided in Section 8 hereof,  
3 the Director representing such member Association shall cease to be a Director  
4 and to hold any other Office of the Corporation.  
5
- 6 13.03 Directors shall be eligible for re-appointment subject to other provisions of the  
7 By-laws, for a maximum of six (6) years.  
8  
9
- 10 13.04 The President - Elect and Directors shall take office at the termination of the  
11 Annual General Meeting of the Corporation; at which they are acclaimed and  
12 shall serve until the termination of the Annual General Meeting at which a  
13 successor is named.  
14
- 15 13.05 The office of Director shall be automatically vacated:  
16
- 17 (i) If the Director resigns from office by delivering a written resignation to  
18 the Secretary of the Corporation;  
19
- 20 (ii) If, at a Special Meeting of the Membership, a resolution is passed by  
21 two thirds (2/3) of the Member Associations present at the meeting that  
22 a Director be removed from office;  
23
- 24 (iii) If the Director fails to attend any two (2) consecutive meetings of the  
25 Board without reasons acceptable to the Board;  
26
- 27 (iv) If unable to perform required duties, or upon death;  
28
- 29 (v) The Directors may, in consultation with the member Association, fill the  
30 vacancy with a registered member in good standing of the association  
31 wherein the vacancy occurs.  
32

#### **SECTION 14 ELECTION AND DUTIES OF OFFICERS**

- 33  
34
- 35 14.01 At the first meeting of the Board following the election of the President, the  
36 new President will take office; and they shall elect from their number, a  
37 minimum of two and a maximum of four (4) Vice-Presidents.  
38
- 39 14.02.1.1.1 The President shall preside at all meetings of the Board and/or Membership and  
40 shall be an ex-officio member of every committee appointed by the Board, and  
41 shall supervise all activities of the Corporation.  
42
- 43 14.01 Should the President be unable to fulfill the duties, the President-Elect shall fill  
44 the position of President until the end of the term; otherwise the most recent  
45 Past President shall fill the position.  
46
- 47 14.02
- 48 (i) The Vice-Presidents shall carry out such duties as may be assigned to  
49 them by the President.

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14.03

- (i) A Vice-President of Finance and Administration shall be assigned the responsibility for corporate secretary and treasury functions; for expenditures of the Corporation and with the approval of the Board, the investment of its surplus funds;
- (ii) and shall be responsible for the deposit of all monies received in the name of the Corporation in a bank or banks approved by the Board and from the funds of the Corporation shall pay all its proper obligations,
- (iii) and shall be responsible for the control of all estimates of receipts and expenditures approved by the Board, and for the preparation of all financial statements,
- (iv) and shall be custodian of the seal of the Corporation, which they shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

14.04

The Board may employ staff as required to manage the day-to-day affairs of the Corporation.

The IDC staff shall conform to all lawful orders given them by the IDC Board, and shall at all reasonable times give to the Directors, all information that may be required regarding the affairs of the Corporation.

**SECTION 15 EXECUTIVE COMMITTEE**

15.01

- (i) There shall be an Executive Committee consisting of the President, Past President, President-Elect and the Vice-Presidents, and may include an Executive Director (ex-officio). The Chairperson of which shall be the President.
- (ii) The Executive Committee shall exercise such powers as are authorized by the Board of Directors.
- (iii) Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

15.02

The Board may, by resolution, delegate to the Executive Committee any power or powers of the Board subject to such restrictions and reservations as may be imposed.



- 1 (ii) Except as otherwise provided, Committees shall meet at the call of the
- 2 Chairperson or upon request of a majority of its members.
- 3
- 4 17.03 The actions of the Committees shall be in accordance with the rules of the
- 5 Board and each Committee shall file reports with the President, the Corporate
- 6 Secretary and the IDC staff.
- 7
- 8 17.04 The President, subject to the approval of the Board, may establish such 'ad hoc'
- 9 Committees as shall be required from time to time.

10

11 **SECTION 18 BOARD OF GOVERNORS**

12

- 13 18.01 The Board of Governors shall act as advisors to the Board of
- 14 Directors and may undertake projects as requested by the Board.
- 15
- 16 (i) The Board of Governors shall be made up of Past
- 17 Presidents whose memberships in their respective
- 18 Associations are in good standing.
- 19 (ii) Any member currently sitting on the Board of
- 20 Directors shall automatically retire from the Board of
- 21 Governors until their service on the Board of
- 22 Directors is complete.
- 23 (iii) If willing to assume the office, the Chairman shall be
- 24 the most-immediate Past-President of the
- 25 Association. Otherwise, the Chairman shall be
- 26 elected from the Board of Governors by the Board of
- 27 Governors.
- 28
- 29 18.02 The Board of Governors shall have no authority to make or amend
- 30 the By-laws or manage the activities and affairs of the corporation.

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32 **SECTION 19 EXECUTION AND CERTIFICATION OF DOCUMENTS**

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34 19.01 Contracts, documents or any instruments in writing requiring the signature of the

35 Corporation may be signed by any two of; the President, the President-Elect, the Vice-

36 President Finance and Administration, and may include the Executive Director and all

37 contracts, documents and instruments in writing so signed shall be binding on the Corporation

38 without any further authorization of formality.

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40 **SECTION 20 FINANCIAL YEAR**

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42 20.01 The fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of December.

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44 **SECTION 21 AUDITORS**

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46 21.01

47 The Member Associations shall, at each Annual General Meeting, appoint an

48 auditor to audit the accounts of the Corporation until the next Annual General

49 Meeting.

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(i) The remuneration of the auditors shall be fixed by the Board.

**SECTION 22 AMENDMENT OF BY-LAWS**

22.01 The By-laws of the Corporation, not embodied in the letters patent, may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two thirds (2/3) of the Member Associations present at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Federal Minister responsible has been obtained.

22.02 Proposed by-law amendment(s) shall be distributed to the membership at least sixty (60) days prior to a meeting duly called for the purpose of approving said amendment(s).

**SECTION 23 SYMBOL**

22.01 (i) The Corporation shall have a symbol of such design as the Board may adopt. Such symbol shall be available only to Association Members of the Corporation in good standing and used to identify membership in the Corporation.

**SECTION 24 MEMBERSHIP PRIVILEGES**

23.01 The Board may prescribe such policies and procedures, not inconsistent with these By-laws, relating to the management and operation of the Corporation, as they deem appropriate.

In this by-law the singular shall include the plural and the plural the singular.