

**BY-LAW NO. 1 - 2017**

**INTERIOR DESIGNERS OF CANADA**

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## 1.01 Definitions

In this By-law and all other By-laws of IDC, unless the context otherwise requires:

- a) "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "**Articles**" means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of IDC;
- c) "**Board**" means the Board of Directors of IDC and "**Director**" means a member of the Board;
- d) "**By-law**" means this By-law and any other By-law of IDC as amended and which are, from time to time, in force and effect;
- e) "**Corporation**" means the Interior Designers of Canada ("IDC");
- f) "**Educational Program**" is defined by the Interprovincial agreement on Education, Experience and Examination Requirements previously agreed to by the Provincial Associations.
- g) "**Meeting of Members**" includes an annual meeting of members or a special meeting of members; "**Special Meeting of Members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- h) "**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- i) "**Proposal**" means a Proposal submitted by a member of IDC that meets the requirements of the Act;
- j) "**Provincial Interior Design Association**" means one of the following:
  - Interior Designers Institute of British Columbia ("IDIBC");
  - Interior Designers of Alberta (Registered Interior Designers Institute of Alberta) ("IDA");
  - Interior Designers Association of Saskatchewan ("IDAS");
  - Professional Interior Designers Institute of Manitoba ("PIDIM");
  - Association of Registered Interior Designers of Ontario ("ARIDO");
  - Association Professionnelle Des Designers D'intérieur Du Québec ("APDIQ");

- Association of Interior Designers of New Brunswick (AIDNB);
  - Interior Designers of Nova Scotia ("IDNS"); and
  - Interior Designers of Newfoundland and Labrador ("IDNL").
- k) **"Purposes"** are those set out in the Articles as amended from time to time in accordance with the Act;
- l) **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and
- m) **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## 1.02 Interpretation and Language

In the interpretation of this By-law, words in the singular include the plural and viceversa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

The headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

This By-law may be reproduced and translated in both the English and French languages. In that event and in the event of any conflict or inconsistency between the two, the English version shall prevail.

## 1.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of IDC to be a true copy thereof.

## 1.04 Financial Year

The financial year end of IDC shall be determined by the Board.

### **1.05 Banking Arrangements**

The banking business of IDC shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

### **1.06 Borrowing Powers**

The Directors of IDC may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

### **1.07 Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of IDC and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

### **1.08 Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

### **2.01 Membership Conditions**

Subject to the Articles, there shall be two classes of members in IDC, namely, voting members and non-voting members. The Board may, by Ordinary Resolution, approve the admission of the members of IDC. Members may also be admitted in such other manner as may be prescribed by the Board by Ordinary Resolution. The following conditions of membership shall apply:

## **Voting Members**

- i. Voting membership shall be available to persons who have applied and have been accepted for voting membership in IDC. A voting member of IDC must also be a voting member of at least one (1) Provincial Interior Design Association.
- ii. The term of membership of a voting member shall be annual, subject to renewal in accordance with the policies of IDC.
- iii. As set out in the Articles, each voting member is entitled to receive notice of, attend and vote at all meetings of members and each such voting member shall be entitled to one (1) vote at such meetings.
- iv. Voting members have the right to use the “IDC” appellation, in accordance with IDC Appellation Policy.

## **Affiliate Members**

- i. Non-voting Affiliate membership shall be available to persons who do not meet the definition of Voting Member but have applied and have been accepted for non-voting membership in IDC including but not limited to the following:
  - a. A student in an Educational Program approved by the Board;
  - b. An Educator who is a full-time instructor for an Educational Program which is approved by the Board and does not meet the definition of voting member of IDC;
  - c. An interior design intern who has completed an Interior Design Educational Program and who is engaged in the work experience portion of their education;
  - d. An individual who was a member of IDC, either voting or nonvoting, for at least three (3) years and who has retired from the practice of interior design;
- ii. The term of membership of a non-voting Affiliate member shall be annual, subject to renewal in accordance with the policies of IDC.
- iii. Subject to the Act and the Articles, a non-voting Affiliate member shall not be entitled to receive notice of, attend or vote at meetings of the members of IDC.
- iv. Affiliate members are not entitled to use the “IDC” appellation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **2.02 Membership Transferability**

A membership may only be transferred back to the Corporation and cannot be transferred from a member to another person. Pursuant to Section 197(1) (Fundamental Change) of the Act, a Special Resolution of the members is required to make any amendment to add, change or delete this section of the By-laws.

## **2.03 Dues and Special Assessments**

Membership dues and special assessments may be set by the Board from time to time.

Members shall be notified in writing of the membership dues or special assessments at any time payable by them and, if any are not paid within the time limit set by the Board, the members in default shall automatically cease to be a member of IDC.

Upon termination of membership, no member shall have any claim for refund or any part of the dues or special assessments previously paid to IDC.

## **2.04 Termination of Membership**

A membership in IDC is terminated when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
- c) the member resigns by delivering a written resignation to the chair of the Board of IDC in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled or is otherwise terminated in accordance with the Articles or By-laws;
- e) the member's term of membership expires; or
- f) IDC is liquidated or dissolved under the Act.

## **2.05 Effect of Termination of Membership**

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of IDC, automatically cease to exist.

## **2.06 Discipline of Members**

The Board shall have authority to suspend or expel any member from IDC for any one or more of the following grounds:

- a) violating any provision of the Articles, By-laws, or written policies of IDC;
- b) carrying out any conduct which may be detrimental to IDC as determined by the



Board in its sole discretion;

- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the Purposes of IDC.

In the event that the Board determines that a member should be expelled or suspended from membership in IDC, the President, or such other Officer as may be designated by the Board, shall provide thirty (30) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such thirty (30) day period. In the event that no written submissions are received, the Board may proceed to notify the member that the member is suspended or expelled from membership in IDC. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further sixty (60) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal. Members who have been expelled from IDC under this Article may re-apply for membership two (2) years after their expulsion.

### **3.01 Annual Meeting**

There shall be an annual meeting of the membership of IDC no more than fifteen (15) months after last annual meeting, and no more than six (6) months after the end of the fiscal year.

### **3.02 Special Meetings**

The Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the members. Subject to the exceptions in the Act, the Board shall call a special Meeting of Members on written requisition of members carrying not less than 5% of the votes that may be cast at the proposed meeting.

### **3.03 Place of Meetings**

Subject to compliance with the Act, Meetings of Members may be held at any place within Canada or, if the Board so determines, outside Canada.

### **3.04 Special Business**

All business transacted at a Meeting of Members, except consideration of the financial statements and the auditor's report, election of Directors and reappointment of the incumbent Public Accountant constitutes special business.

### **3.05 Notice of Meetings**

Notice of any Meeting of Members can be sent as follows:

- a) To members via regular mail, courier, e-mail, facsimile or other communication facility to the last recorded address (or number as applicable) of each member. Notice shall be sent to the members at least 21 days but not more than 35 days before the time appointed for the meeting. Where special business shall be transacted, the notice shall contain sufficient information to permit a member to make reasoned judgment on the decision to be taken.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the members is required to make any amendments to the By-Laws of IDC to change the manner of giving notice to members entitled to vote at a Meeting of Members.

- b) To Directors and the Public Accountant via regular mail, courier, e-mail, facsimile or other communication facility to the last recorded address (or number as applicable) of each Director and Public Accountant at least 21 days but not more than 60 days before the time appointed for the meeting.

### **3.06 Waiving Notice**

A member and any other person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **3.07 Persons Entitled to be Present**

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the Public Accountant of IDC and such other persons who are entitled or required under any provision of the Act, the Articles or Bylaws of IDC to be present at the meeting. Any other person may be admitted only on the invitation of the Board or the Chair of the meeting or with the consent of the Members of the Meeting.

### **3.08 Personal Participation**

If the Corporation chooses to make available telephonic, electronic, or other communication facility that permits all participants to communicate during the meeting of members, any person entitled to attend such a meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participant in a meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

### **3.09 Chair of the Meeting**

The Chair of any Meeting of Members shall be the President. In the President's absence, the Chair shall be the Vice-President. In the event that the President and Vice President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **3.10 Quorum**

A quorum at any Meeting of Members shall be thirty (30) voting members present at the meeting in person.

If, in accordance with the Act, the Affiliate membership class is entitled to vote on a resolution as a class, quorum for that particular vote is fifteen (15) Affiliate members in person at the meeting.

### **3.11 Adjournment**

The chair of any Meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members provided that the new meeting is within 31 days of the adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **3.12 Votes to Govern**

- a) At all Meetings of Members, every question shall be determined on a show of hands by Ordinary Resolution unless anyone entitled to vote demands a secret ballot or as otherwise specifically provided by the Act or by this Bylaw. In case of an equality of votes the chair of the meeting shall have the right to exercise a casting vote in order to break the tie.
- b) Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
  - i. enables the votes to be gathered in a manner that permits their subsequent verification, and

- ii. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

### **3.13 Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any Proposal may include nominations for the election of Directors if the Proposal is signed by not less than 5% of members entitled to vote at the meeting at which the Proposal is to be presented.

### **3.14 Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the members present at the meeting.

## **4.01 Number of Directors and Composition**

Subject to the minimum and maximum number of Directors as provided for in the Articles, the Directors may, from time to time, fix the number of Directors of IDC and the number of Directors to be elected at annual meetings of the members. No decrease in the number of Directors shall shorten the term of an incumbent Director.

The Members entitled to vote at the annual general meeting shall elect the Directors by Ordinary Resolution and shall ensure that all Directors are voting members of IDC save and except that there can be:

- a) a maximum of one (1) Educator on the Board who is a member of the nonvoting class of members of IDC; and
- b) a maximum of one (1) Industry Partner on the Board who may not be a member of IDC.

## **4.02 Qualifications**

Directors must be individuals at least eighteen (18) years of age, with power under the law to contract. No person who has the status of a bankrupt shall be a Director.

## **4.03 Term of Office of Directors**

At the first election following the adoption of these By-Laws by the members, there shall be nine (9) Directors on the Board and the initial terms of office for Directors, shall be as follows: (a) one (1) year for three (3) Directors; (b) two (2) years for three (3) Directors; and (c) three (3) years for three (3) Directors.

Thereafter, upon election (or appointment as per the Articles), Directors shall immediately enter into the performance of their duties and shall continue in office for three (3) years or until their successors shall be duly elected and qualified, or unless they resign, are removed or are otherwise unable to fulfill an unexpired term.

No Director can be elected to the Board for more than two (2) consecutive terms. After a period of two (2) years of absence from the Board, an individual may be re-elected as a Director under this Article.

#### **4.04 Resignation or Removal**

Any Director may resign at any time by giving written notice to the Chair or the President. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent to the Chair or the President.

Any Director may be removed by a Ordinary Resolution of the membership at any Meeting of Members at which a quorum is present.

A Director is not entitled to submit to IDC a written statement giving reasons for resigning or for opposing the removal or replacement of the Director if a meeting is called for that purpose.

#### **4.05 Vacancies**

Subject to the Act, any vacancy occurring on the Board by reason of death, resignation or otherwise, may be filled by the remaining Directors for the rest of the unexpired term.

If there is not a quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any Meeting of Members, the Directors then in office shall forthwith call a special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any member.

#### **4.06 Remuneration of Directors**

Directors, as such, shall receive no stated compensation for their services as Directors, but the Board may, by Ordinary Resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of a payment of such expenses by designated Officers of IDC. Nothing herein shall preclude a Director from serving the Corporation in any other capacity and receiving reasonable remuneration for such services.

#### **4.07 Committees of the Board**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by Ordinary Resolution of the Board.

#### **4.08 Chapters**

The Board, in consultation with the Provincial Associations, may establish local chapters with powers to carry out local programs consistent with the purposes of IDC. The Board may regulate, reorganize, combine, divide, or discontinue any chapter.

#### **5.01 Calling of Meetings of Board**

Meetings of the Board may be called by the President, the Vice-President of the Board or any two (2) Directors at any time.

#### **5.02 Place of Meeting**

Meetings of the Board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

#### **5.03 Notice of Meeting of Board**

Twenty-one (21) days' notice of an in-person meeting of the Board shall be given to each Director. Seventy-two (72) hours' notice is required for a Board meeting called in accordance with Article 5.04. Notice can be provided by regular mail or by e-mail. Notice of a meeting shall not be necessary if all of the Directors are in attendance, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

#### **5.04 Meetings Other than in Person**

Provided that all Directors consent and can participate and communicate equally and with due regard to security, meetings of the Board and its committees may be held by teleconference, or in any other manner, electronic or otherwise, that is appropriate to conducting the affairs of the Board and IDC.

#### **5.05 First Meeting Following AGM**

Provided that quorum is present, the Board may, without notice, hold a meeting immediately following the annual general meeting.

### **5.06 Regular Meetings of the Board**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except as required by the Act.

### **5.07 Votes to Govern at Meetings of the Board**

At all meetings of the Board, every question shall be decided by Ordinary Resolution. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **5.08 Quorum**

Fifty percent (50%) plus one of the number of Directors fixed by the Board as per Article 4.01 will form a quorum for the transaction of IDC business. For the purpose of determining quorum, a Director may be present in person, or, if authorize under these By-Laws, by teleconference or by other electronic means. If the number of Directors at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to adjourn the meeting and to set the date and time of the next meeting. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-Laws.

### **5.09 Chair of Board Meetings**

The Chair of Board meetings is the President. In the absence of the President, the Chair is the Vice-President. In the event that the President and the Vice-President are absent, the Directors who are present shall choose one of their number to chair the meeting.

### **6.01 Appointment of Officers**

The Officers of IDC shall be the President, Past-President, and Vice-President. All Officers shall be voting members of IDC and all Officers, save the Past President, shall be Directors. Officers shall be appointed by Ordinary Resolution of the Board at the first Board meeting held following the AGM.

Officers shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of their appointment. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

## **6.02 Terms**

Officers shall serve a one (1) year term or until their successors are elected by the Board.

## **6.03 Vacancy in Office**

An Officer may resign, at any time, by written notice to the President or, in the case of the President, by written notice to the Vice President. Such resignation shall take effect on the date of delivery of the notice or on any later date set out in the notice.

All Officers shall be subject to removal by Ordinary Resolution of the Board at any time before the expiration of the term when the Directors determine that the best interests of IDC will be served.

The Board may by Ordinary Resolution, appoint new Officers to replace those have resigned or been removed for the remainder of their term.

## **6.04 Remuneration**

Officers shall receive no stated remuneration for their services as Officers, but the Board may, by Ordinary Resolution, set reasonable honoraria for Officers and it may authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of a payment of such expenses by designated Officers of the Association. Nothing herein shall preclude an Officer from serving the Association in any other capacity and receiving remuneration for such services.

## **7.01 Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by IDC in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;



- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary-Treasurer may change or cause to be changed the recorded address of any member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary-Treasurer to be reliable. The declaration by the Secretary-Treasurer that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of IDC to any notice or other document to be given by IDC may be written, stamped, typewritten or printed or partly written, stamped, type-written or printed.

## **7.02 Omissions and Errors**

The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where IDC has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 8 – BY-LAWS AND EFFECTIVE DATE**

Subject to the Articles, the Board may, by Ordinary Resolution, make, amend or repeal any By-laws that regulate the activities or affairs of IDC. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a By-law that requires a Special Resolution of the members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by members.

CERTIFIED to be By-law No. 1 of IDC, as enacted by the Directors by Ordinary

Resolution on August 16, 2017 and confirmed by the Members of IDC by Special Resolution on Thursday, October 19, 2017. By-law No. 1 replaces all previous By-laws of IDC.