

This document contains ACIDO BY-LAW No. 5 and related Schedules, as adopted by the ACIDO Board of Directors on April 5, 2019, in Toronto, ON., as follows:

BY-LAW NO. 5
SCHEDULE “A”: Proxy
SCHEDULE “B”: Members
SCHEDULE “C”: Code of Ethics
SCHEDULE “D”: Chapters

BY-LAW NO. 5

A by-law relating generally to the transaction and conduct of the business and affairs of the Association of Chartered Industrial Designers of Ontario and repealing and replacing all previous by-laws of the Association and any amendments thereto.

BE IT ENACTED as a by-law of the Association as follows:

Article 1: INTERPRETATION

1.01 Definitions:

In this by-law and all other by-laws and resolutions of the Association, unless the context otherwise requires:

1. “Act” means the *Chartered Industrial Designers Act*, 1984, SO 1984 c. PR19, as amended;
2. “ACIDO” and “A.C.I.D.O.” mean the Association of Chartered Industrial Designers of Ontario;
3. “Association” means the Association of Chartered Industrial Designers of Ontario;

4. "By-laws" means this by-law and all other by-laws, including special by-laws, of the Association as amended from time to time and which are, from time to time, in force and effect;
5. "Board" means the Board of Governors of the Association and "Governor" means a member of the Board;
6. "Corporations Act" means the *Corporations Act*, RSO 1990 c. 38, as amended;
7. "Director" means Governor;
8. "Member" means a member of the Association of any class;
9. "Meeting of Members" means an annual meeting of Voting Members or any general meeting of Voting Members;
10. "Non-Voting Member" means every Member except a Voting Member;
11. "Officer" means either the President, vice-President, secretary or treasurer or such other Officer established by the Board;
12. "Regular Member" means a member, as defined in the Act and these bylaws and who is also a Voting Member;
13. "Registrar" means the Registrar of the Association;
14. "special resolution" means a resolution passed by the Board or a Meeting of Members and confirmed with or without variation by at least two thirds of the votes cast at such a meeting duly called for that purpose or, in lieu of such confirmation, by the consent in writing of all of the persons entitled to vote at such meeting;
15. "Student" means a student member of the Association; and,
16. "Voting Member" means a Member entitled to vote at a meeting.

1.02 Additional Interpretation Rules

In the interpretation of this by-law and all other by-laws and resolutions of the Association , unless the context otherwise requires, the following rules shall apply:

1. Except where specifically defined herein, words, terms and expressions appearing in this by-law, shall have the meaning ascribed to them under the Act;
2. Words importing the singular include the plural and vice versa;
3. Words importing gender include the masculine, feminine and neuter genders;
4. Words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;

5. 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 and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and,
6. if any of the provisions contained in this by-law, or any other by-law or resolution of the Association are inconsistent with those of the Act, the provisions of the Act shall prevail.

1.03 Definition of Industrial Design

In the interpretation of this by-law and any other by-law or resolution, policy, or process, the following shall apply unless the context requires otherwise:

1. Industrial Design is the professional service of creating and developing concepts and specifications that optimize the appearance, function, and value of products and systems for the mutual benefit of both user and manufacturer.
2. Industrial Designers develop these concepts and specifications through the collection, analysis, and synthesis of data guided by the special requirements of the client or manufacturer. They are trained to prepare clear and concise recommendations through drawings, models and verbal descriptions.
3. Industrial Design services are often provided within the context of cooperative working relationships with other members of a development group. Typical groups include management, marketing, engineering, and manufacturing specialists. The Industrial Designer expresses concepts which embody all relevant design criteria determined by the group.
4. The Industrial Designer's unique contribution places special emphasis on those aspects of the product or system which relate most directly to human characteristics, needs and interests. This contribution requires specialized understanding of visual, tactile, safety, and convenience criteria, with concern for the user. Education and experience in anticipating psychological, physiological, and sociological factors which influence and are perceived by the user are essential Industrial Design resources.
5. Industrial Designers also maintain a practical concern for technical processes and requirements for manufacture, marketing opportunities and economic constraints, and distribution, sales and servicing arrangements. They work to ensure that design

recommendations utilize materials and technology effectively, and work with the client to comply with legal and regulatory requirements.

6. Designers, as professionals, are guided by awareness of their obligations to protect the public safety and well-being, to respect the environment, and to observe ethical business practices.

1.04 Interpretation of Act

For the purposes of interpreting the Act, the term “Council” means the Board.

Article 2: GENERAL BUSINESS MATTERS

2.01 Head Office

The Voting Members may, by special resolution, from time to time, change the municipality or geographic township within Ontario in which the registered office of the Corporation shall be located, but unless and until such special resolution has been passed, the registered office shall be where initially specified in the Act. The Directors shall from time to time fix the location of the registered office within such municipality or geographic township.

2.02 Seal

The Association may adopt a seal, an impression whereof is stamped in the margin hereof, if applicable, which has inscribed thereon, “the Association of Chartered Industrial Designers of Ontario”. The seal shall be kept in the custody of the Secretary of the Association at the head office of the Association.

2.03 Affiliation

The Association of Chartered Industrial Designers of Ontario is a member association of the Association of Canadian Industrial Designers (ACID), by which it is a member of the World Design Organization (WDO).

2.05 Fiscal Year

The Board, by special resolution, shall determine the fiscal year of the Association but unless and until such special resolution is passed, the fiscal year of the Association shall end on December 31 in each year.

2.06 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by the President and one other Officer.

Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or class of documents shall be executed. Any person authorized to sign any document may affix the corporate seal thereto, if applicable.

2.07 Banking

All matters pertaining to the banking of the Association shall be transacted with such banks, trust companies or other financial organizations as the Board may designate or authorize from time to time. All such banking business shall be transacted on behalf of the Association pursuant to such agreements, instructions and delegations of powers as may, from time to time, be prescribed by the Board.

Article 3: BOARD

3.01 Powers of Board

Subject to the provisions of the Act, the Directors shall manage or supervise the management of the business and affairs of the Association.

3.02 Transaction of Business

Business may be transacted by resolutions passed at meetings of Directors or committees of Directors at which a quorum is present or by resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or a committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

3.03 Size of Board

Subject to any special resolution adopted by the Voting Members, the size of the Board shall be not fewer than five and not more than twenty-one Directors.

3.04 Citizenship

Not less than fifty percent (50%) of the Directors of the Association shall be resident Canadians.

3.05 Director Qualifications

Subject to the terms of the Act, each Director shall be an individual who is not less than 18 years of age. No person who is of unsound mind and has been so found by a court in Canada or elsewhere or who has the status of a bankrupt shall be a Director. If a Director acquires the status of a bankrupt or is incapable in accordance with the Act or becomes of unsound mind and is so found, he shall thereupon cease to be a Director.

3.06 Directors who are not Members

In accordance with the Act, not more than three (3) Directors may serve as same while not a Member. In addition to any other requirement for the election of Directors herein, such Directors who are not Members shall be elected by special resolution of the Voting Members.

3.07 Honorary Directors

Pursuant to s. 5(5) of the Act, any honorary member of the Board shall have the right to attend any meeting of the Board but shall have no right to vote at such a meeting.

3.08 Election of Directors

Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of two years (i.e. until the second annual meeting after their election); and in the event that a vacancy occurs in the Board, any Director who is appointed or elected to fill such vacancy shall be appointed or elected for the remainder of the term of the Director whose departure from the Board has created the vacancy.

Directors shall be elected by the Voting Members at a Meeting of Members on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Retiring Directors shall be eligible for re-election to the Board if otherwise qualified and retiring Directors shall continue in office until their successors shall have been duly elected or appointed. A Director shall not be elected for a period of time which will result in the Director serving on Board for more than 8 consecutive years. A Director may be elected or may be appointed to the Board after an absence of at least one year.

3.09 Removal of Directors

The Voting Members may, by resolution passed by at least two thirds of the votes cast thereon at a Meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the Director's term of office and may, by majority of the votes cast at such meeting, elect any qualified person in the Director's stead for the remainder of the Director's term. The years served during the remainder of such a term shall be counted in the maximum number of consecutive years of service referred to in section 3.08(d) above.

3.10 Vacancies

Subject to section 3.05 and 3.08, a vacancy or vacancies on the Board, however caused, may, so long as there is a quorum of Directors then in office, be filled by the Directors from among the qualified Members of the Association if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next Meeting of Members at which Directors for the ensuing year(s) are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a Meeting of Members to fill the vacancy or vacancies. If the number of Directors is increased between the terms, subject to the Act, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided. The years served in filling such a vacancy shall be counted in the maximum number of consecutive years of service referred to in section 3.08(d) above.

3.11 Remuneration

The Directors, and those Directors who also serve as Officers, shall serve as Directors and Officers without remuneration and no Director shall directly or indirectly receive any profit or remuneration from holding the position of Director, provided that such a Director or Officer may be paid reasonable expenses incurred by such a person in the performance of their duties.

3.12 Quorum

Quorum at any meeting of the Board shall be in accordance with the Act.

Article 4: OFFICERS

4.01 Appointment

The Board shall, as often as may be required,

Elect a President and such other vice-Presidents as the Board shall determine;

Appoint a Treasurer, who need not be a Member or Director, in accordance with the Act; and

Appoint a Secretary, who need not be a Member or Director, in accordance with the Act; or

Appoint a Secretary-Treasurer, who shall hold, jointly, both offices of Secretary and Treasurer, and who does not need to be a Member or Director, in accordance with the Act; and,

Appoint a Registrar, who does not need to be a Member or Director, in accordance with the Act.

In the case of the person elected to be the President, that person shall have at least one year's prior experience on the Board.

The term of office for the President and such vice-President(s) as the Board shall determine, shall be for a period of two years , respectively, and the Board may reelect each such person for a maximum of two additional consecutive two year terms, subject always to the maximum number of years of service as a Director as elsewhere provided herein.

The term of office of Treasurer, Secretary, or Secretary-Treasurer, as the case may be, shall be for a period of two years and such person shall be eligible for reappointment to such office as the Board shall determine but if such a person is a Director, then such reappointment is always subject to the maximum number of years of service as a Director as elsewhere provided herein.

The Board may from time to time appoint such other Officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. Two or more of the aforesaid offices may be held by the same person, as the Board shall determine.

4.02 Vacancies

Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

the Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Association or at the time specified in the resignation, whichever is later;

the appointment of the Officer's successor;

the Officer ceasing to be a Director or member of the Association if such is a necessary qualification of appointment;
the meeting at which the Directors annually appoint the Officers of the Association;
the Officer's removal; or
the Officer's death.

If the office of any Officer of the Association shall be or become vacant, the Directors shall, in the case of the President and the Vice President of the Board, elect from among themselves a person to fill such vacancy and, in the case of the Treasurer and the Secretary (or Secretary-Treasurer, if applicable) and the Registrar, appoint from among themselves a person to fill such vacancy and may, in the case of any other office, appoint a person to fill such vacancy.

4.03 Removal of Officers

Subject to the approval of the Voting Members, all Officers shall be subject to removal by resolution of the Board at any time, with or without cause.

4.04 Powers and Duties

All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board by direction, Board policy statement or otherwise, subject however to any special resolution.

4.05 Duties of Officers may be Delegated

In case of the absence or inability to act of any Officer of the Association or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

4.06 Duties of President and Vice-President:

The President shall preside at all meetings of the members of the Association and of the Board. The President shall also be charged with the general management and supervision of the affairs and operations of the Association. During the absence or inability of the President, the President's duties and powers may be exercised by the Vice-President and if the Vice-President or such other Director as the Board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

4.07 Duties of the Secretary

The Secretary shall give or cause to be given out all notices required to be given to members, Directors, auditors and members of committees. The Secretary shall attend all meetings of the Board and of the members and shall enter or cause to be entered in the books kept for that purpose minutes of all proceedings at such meetings. The Secretary shall be the custodian of the seal of the Association and shall perform such other duties as may from time to time be determined by the Board.

4.08 Duties of Treasurer:

The Treasurer, or person performing the usual duties of the Treasurer shall receive and disburse the funds of the Association and keep a true and accurate record of accounts. The Treasurer shall deposit all moneys in the name of the Association in such banks as may be designated by the Board. The Treasurer shall make payments only in the manner prescribed by the Board, and make reports, as required by the Board, from time to time. The Treasurer shall prepare an annual report of finances, in conjunction with the auditors of the Association, to be forwarded to all members before or at the annual meeting.

4.09 Duties of Registrar:

The Registrar shall maintain a record of the names and addresses of all persons who are from time to time members of the Association. The Registrar shall provide the secretary with the current information list as required in order that the required notices can be given to members, Directors, auditors and members of committee. The Registrar shall further keep a record of the status of all members, in accordance with section 4.00 herein.

4.10 Duties of other Officers:

The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board requires of them.

Article 5: COMMITTEES

There shall be the following standing committees of the Board:

5.01 Nominating Committees

There shall be a nominating committee which shall consist of at least three qualified Members including at least two incumbent Directors. The Board may appoint as members of the nominating committee anyone else whom the Board deems appropriate provided that the number of incumbent Directors on the said committee shall be equal to the number of the Members who are not Directors on the said committee. The chair of the Nominating Committee shall be the immediate Past President of the Association if such a person is able and willing to serve as chair of the said committee; provided that if such a person is able and willing to serve, then the chair shall be appointed by the President.

The Nominating Committee shall canvas each incumbent Director to confirm that they intend to continue to serve as same.

Prior to each Meeting of Members called for the purpose of electing Directors, the nominating committee shall call for nominations of candidates for election to the Board. The committee shall review and consider any nomination signed by at least two Members and signed by the nominee to confirm his or her willingness to serve as a Director.

After such review, the nominating committee shall recommend to the Board a list of qualified candidates for election to the Board. The said list of recommendations must be received by the Board with sufficient time for approval prior to the issuance of the notice of such a Meeting of Members. All nominations of candidates for election to the Board must be made through the nominating committee except in the circumstances provided for in section 3.09 above.

5.02 Finance

(a) The Finance Committee shall be formed to include the Officers of the Board and any other Professional Members deemed necessary; and,

(b) The duties of the Finance Committee shall be to supervise the accounts of the Association and the operation of all required financial reports and prepare financial policies for the consideration and adoption by the Board.

5.03 Education

- (a) The Education Committee shall consist of a minimum of two (2) Regular Members who will be responsible to organize and conduct the educational activities of the Association; and,
- (b) The duties of the Education Committee shall be to supervise scholarships, the recommendation and promotion of the improvements of quality and content of Industrial Design academic requirements, liaison with Industrial Design schools and the production of studies within the Association.

5.04 Membership

- (a) The Membership Committee shall consist of a minimum of three (3) Regular Members, including the chair, at least one of whom shall be a member of the Board;
- (b) The Membership Committee shall meet as required to service the needs of membership applications;
- (c) The duties of the Membership Committee shall be to construe all applications for membership, examine or investigate applications for membership and make recommendations to the Board as to acceptance or rejection; and,
- (d) The Membership Committee shall be solely responsible for the examination of all applications.

5.05 Discipline

- (a) The Discipline Committee shall consist of at least three Professional Members one of whom is a member of the Board;
- (b) The chairman shall be appointed by the Board;
- (c) The duties of the Discipline Committee shall be to receive, and review, complaints brought against any member alleging professional misconduct, incapacity, or other incompetence in accordance with the Act; and,
- (d) The Discipline Committee fulfils the mandate of the Complaints Committee, as established by the Act.

5.06 Other Committees

The Board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Members of committees need not be Directors but must be Regular Members. 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. The Board may remove any member of any such committee.

Article 6.00 MEETINGS

6.01 Board

(a) The Board shall meet at least once every two (2) months unless the Board determines that no such meeting is required; and,

(b) Notice of such meetings shall be communicated to each Director not less than two (2) days before the meeting is to take place or shall be mailed to each Director not less than seven (7) days before the meeting is to take place.

6.02 Special & General Meetings

Meetings of the members, other than the Annual Meeting, may be convened by:

the Board;

the President;

the Vice President;

the Treasurer; or

a written direction to the Secretary signed by at least twenty (20) percent of members of the Association,

at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Association is located.

A printed, written or electronic notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting not less than five days before the date of the meeting.

A member and any other person entitled to attend any meeting of members may in any manner waive notice of a meeting of members and the attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A meeting of members may be held if all such persons entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to the meeting being held.

The only persons entitled to attend a Meeting of the Members shall be those entitled to vote thereat, the auditors of the Association and others who, although not entitled to vote, are entitled or required under any provision of the Act or the bylaws, or any membership policy adopted pursuant to the bylaws, to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Association shall not invalidate any resolutions passed or any proceedings taken at any meeting of members.

Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the chair of the meeting shall both on a show of hands and at a poll be entitled to a second or casting vote in addition to the vote or votes to which the chair may be otherwise entitled. Every question shall, unless otherwise required by the Act, or by-laws, be determined by the majority of the votes duly cast on the question.

No member shall be entitled either in person or by proxy to vote at any meeting of members of the Association unless the person has paid all dues or fees, if any, then payable by the person. At any meeting of members unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chair of the meeting or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

In the event that:

the President of the Board is absent; and
there is no Vice President present,

then the persons who are present and entitled to vote shall choose another Director as chair of the meeting. If no Director is present or if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of such persons to be chair.

A general meeting of a particular class or classes of membership of the Association may be called in accordance with this section provided that any requirement regarding notice and quorum applies only to the particular class or classes and not the general membership. Quorum for such a meeting of a non-voting class of membership shall be twenty (20) percent of the members of that class of membership.

6.03 Annual Meeting

The annual Meeting of the Members shall be held on such day in each year and at such time as the Directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Association is located and always held before May 30th of any year. The annual meeting shall be for the purpose of receiving reports and statements required by the Act to be placed before an annual meeting, electing Directors, appointing auditors and for the transaction of such other business that may properly be brought before the meeting.

6.04 Quorum

Except as otherwise provided for in the bylaws, at any meetings of the Association, quorum shall be not less than twenty (20) percent of the Voting Members of the Association.

6.05 Proxies

(a) Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the Board or governing body of the body corporate or association to represent it at meetings of members of the Association. At every meeting at which the member is entitled to vote, every member and person appointed by proxy to represent one or more members and any individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Act of the Association, every member who is entitled to vote at the meeting and is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and is represented by such proxyholder.

(b) A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an Officer or attorney or solicitor thereof duly authorized.

A person appointed by proxy must be a Voting Member.

The Board may, from time to time, establish a proxy form as set out in Schedule "A" hereto.

The Directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent by any means of prepaid transmitted or recorded communication before the meeting or adjourned meeting of the Association or to any agent of the Association for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in the chair's discretion accept any means of prepaid transmitted or recorded communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Association, and any votes given in accordance with such prepaid transmitted or recorded communication accepted by the chair of the meeting shall be valid and shall be counted.

6.06 Adjournment

The chair of any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.07 Resolutions

A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of the Board, any meeting of members, as the case may be, is as valid as if it had been passed at a meeting of the Board or a meeting of members, as the case may be.

6.08 Voting

For greater certainty, only Directors are entitled to vote at meetings of the Board and only Voting Members are entitled to vote at annual, general, or special meetings unless a special meeting of a particular class of non-voting membership is called, in which case only the members of such class may vote, provided that any vote or resolution taken at such special meeting of non-voting members is not binding upon the Association or the Board.

Article 7: GENERAL MATTERS

7.01 Confidentiality:

Without limiting the confidentiality obligations by statute or common law, every Director and Officer of the Association, and every member of a committee of the Association shall maintain and preserve the confidentiality of matters brought before the Board or committee, as the case may be.

7.02 Indemnification

The Association hereby indemnifies its Officers and Directors, past and present, against expenses incurred by them in connection of any action, suit, or proceeding in which they, or any of them, made party by reason of having been Officers, or Directors of the Association, except in such matters as to which such Officers, or Directors shall be adjudged to be liable for negligence, or misconduct in the performance of duty.

7.03 Bylaw Amendments

In accordance with the Act, every by-law is effective when passed by the Board but is subject to the confirmation of the Voting Members at the next following annual meeting or general meeting called for such purpose. Such confirmation of adoption, repeal, or amendment requires a vote of two-thirds of the Voting Members in attendance while quorum is present.

Notice of such confirmation vote must be sent to every Voting Member not less than 14 days in advance of such meeting.

7.04 Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Association, and in such manner as the Board may from time to time designate the resolution.

7.05 Auditor

The Voting Members shall at each annual meeting appoint an auditor to audit the accounts of the Association for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. The said auditor shall be duly licensed under the laws of Ontario and shall not be a member of the Board or an Officer or employee of the Association or a partner, employer or employee of any such person.

7.06 Records

The Directors shall see that all necessary books and records of the Association required by the bylaws of the Association or by any applicable statute or law are regularly and properly kept.

7.07 Rules and Regulations

The Board may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Association as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual Meeting of the Members of the Association when they shall be confirmed. Failing such confirmation at such annual meeting of members, such rules and regulations shall at and from that time cease to have any force and effect.

The Board is further authorized to establish resolutions regarding the fees payable to the Association by the members, and may by resolution adopt job descriptions of employees or agents, and the compensation thereof, without the adoption of any further by-law.

Article 8: PROTECTION OF DIRECTORS AND OFFICERS

8.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or proposed contract shall make disclosure of same. No such Director shall vote on any resolution to approve any such contract. No Director shall be disqualified from office, or vacate the office, by reason of holding any office or place of profit under the Association or under any corporation in which the Association shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Association as vendor, purchaser or otherwise or being concerned in any

contract or arrangement made or proposed to be entered into with the Association in which the Director is in any way directly or indirectly interested either as vendor, purchaser or otherwise, nor shall any Director be liable to account to the Association or any of its members or creditors for any profit arising from any such office or place of profit. No contract or arrangement entered into by or on behalf of the Association in which any Director shall be in any way directly or indirectly interested shall be avoided or voidable and no Director shall be liable to account to the Association or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. The chair of any meeting of the Board or of any committee of the Board shall request any member, who has declared an interest in any such contract or proposed contract, to be absent during the discussion of and the vote upon the matter and such event shall be recorded in the minutes.

8.02 Protection of Directors and Officers

No Director or Officer for the time being of the Association shall be liable for: (a) the acts, receipts, neglects or defaults of any other Director or Officer or employee; (b) any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association; (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested; (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Association, including any person with whom any moneys, securities or effects shall be lodged or deposited; (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association; or (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Association; provided that nothing herein shall relieve any Director or Officer of any liability imposed by statute.

8.03 Indemnities

Every Director and Officer of the Association, and his or her executors and administrators, legal representatives, and estates and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association, from and against:

1. all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in

respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and,

2. all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges and expenses as are occasioned by his or her own wilful neglect or default.

8.04 Insurance

Subject to applicable law, the Association may purchase and maintain insurance for a Director or Officer of the Association against any liability incurred by the Director or Officer, in the capacity as a Director or Officer of the Association, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Association.

Article 9: NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the bylaws or otherwise to a member, Director, Officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last recorded address or if mailed to the person at the person's last recorded address by prepaid ordinary or air mail, or if sent to the person at the person's last recorded address by any means of prepaid transmitted, recorded or electronic communication including electronic mail to the last recorded e-mail address of the person. 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 received by the addressee on the fifth day after mailing; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given on the first business day after it was so sent. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

9.02 Signature of Notices

The signature of any Director or Officer of the Association on any notice or document to be given by the Association may be written, stamped, typewritten or printed.

9.03 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.04 Omissions and Errors

The accidental omission to give any notice to any member, Director, Officer or auditor or the non-receipt of any notice by any member, Director, Officer or auditor 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.

9.05 Waiver of Notice

Any member or member's duly appointed proxy, any Director, Officer or auditor may waive any notice required to be given and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

Article 10: SHARES AND SECURITIES

10.01 Voting Shares and Securities

All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Association may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board shall from time to time determine. The duly authorized signing Officers of the Association may also from time to time execute and deliver for and on behalf of the Association proxies or arrange for the issuance of voting certificates or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.

10.02 Custody of Securities

All shares and securities owned by the Association shall be lodged (in the name of the Association) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board, with such other depositaries or in such manner as may be determined from time to time by the Board.

All share certificates, bonds, debentures, notes or other obligations belonging to the Association may be issued or held in the name of a nominee or nominees of the Association (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

Article 11: MEMBERSHIP

11.01 General

The members of the Association shall be those persons as may from time to time be admitted to membership by the Registrar in accordance with the Act, these by-laws, and any rules for membership in the Association which have been approved by resolution of the Directors. Each member shall be promptly informed by the Registrar after admission into the membership. The term of membership shall be one year, but members shall be eligible for renewal of their membership if otherwise qualified.

The Board, by resolution, may establish the provisions by which a person applies for membership in a class, including any application form and requirements for the disclosure of information by the applicant and the verification of qualifications.

11.02 Termination and Resignation

A Member is removed from the Register and is, therefore, no longer a member of the Association,

- a) When a Member resigns in writing, which shall be effective from the time of acceptance thereof by the Registrar. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Association prior to the acceptance of such a resignation.
- b) When the person dies.
- c) When membership is revoked or suspended.

11.03 Revocation and Suspension of Membership

Members who fail to pay any fees required for membership by the deadline set by the Board are administratively suspended on that date. The Registrar shall send or shall cause to be sent, a notice of same to each such Member suspended administratively in accordance with the Notice section of

this bylaw. If, after 90 days of such notice, such suspended member fails to remedy such suspension, then the suspended member's membership is revoked automatically, and the Registrar shall remove such person from the Register. Upon the payment of any fees owing, the Registrar may return such person to membership.

A Member is suspended upon receipt of a complaint by the Discipline Committee and the said committee, on a majority vote, determines the complaint to be credible. The Discipline Committee shall immediately thereafter conduct an investigation in accordance with any rules or regulations established by the said committee or the Board provided always that such a suspended person is entitled to know the complaint laid against them and to provide a written or verbal response, as such suspended person desires. The said committee shall review the investigation and, upon a two-thirds majority vote, determine the complaint to be valid. The Discipline Committee shall immediately thereafter submit the complaint, together with the investigation, findings and recommendations of the said committee to the Board, who shall, *in camera*, review such materials and on a two-thirds majority vote:

1. Restore the person to membership without conditions;
2. Restore the person to membership with such conditions as the Board may determine; or
3. Revoke the membership of the person.

On a two-thirds majority vote, a person whose membership is revoked may be returned to membership upon such conditions as the Board may determine, provided that,

1. Such former member submits an application for restoration of membership to the Discipline Committee, and
2. The Discipline Committee is satisfied that the cause of revocation has been satisfactorily resolved or remedied.

If a membership is revoked, the former member must surrender any membership certificate to the Registrar in addition to return of any ACIDO stamp if applicable. No former member may claim affiliation with the Association or use the term "ACIDO" or "Chartered Industrial Designer" in connection with their name.

11.04 Classes of Membership

(a) The Board may, from time to time, establish the types of membership and the qualifications thereof as a policy of the Board, and such policy shall be set out in Schedule “B” hereto.

(b) Regular Members of the Association are, for the purposes of the Act, this bylaw and any other bylaw adopted by the Association, Voting Members. All other classes of membership are, for the purposes of the Act, this bylaw, and any other bylaw adopted by the Association, Non-Voting members of the Association.

11.05 Fees

(a) The Board, by resolution may from time to time, set membership fees for each class of membership, the deadlines for the payment thereof, and any interest or penalties on the late payment of same.

(b) Membership fees for persons who are admitted into membership after the beginning of the Association’s fiscal year shall be prorated.

Article 12: CODE OF ETHICS AND PROFESSIONAL PRACTICES

The Code of Ethics and Professional Practices of the Association, as set out in Schedule “C” hereto shall be considered the prescribed rules and regulations for methods of business procedure for members of the Association.

Article 13: CHAPTERS

The Board may, from time to time, on its own initiative, or at the request of a sufficient number of Members in a given geographical area, establish subdivisions of the Association, to be known as Chapters thereof in accordance with a policy, which may, from time to time be adopted, and such policy will be set out in Schedule “D” hereto.

SCHEDULE "A"

PROXY FORM

The undersigned member of the Association of Chartered Industrial Designers of Ontario hereby appoints:

[print name]

or failing him or her,

[print name]

as the proxy of the undersigned to attend, act and vote on behalf of the undersigned at the
[] General or [] Special or [] Annual (as the case may be) Meeting of the Members of the said
Association to be held on the _____ day of _____, 20____ and held at the
following place or location:

and at any adjournment or adjournments thereof in the same manner, to the same extent and with
the same power as if the undersigned were present at the said meeting or such adjournment or
adjournment thereof.

DATED the _____ day of _____, 20____.

Signature of Member

Printed Name of Member

SCHEDULE "B": Members

REGULAR MEMBER CLASS

1. Professional Member

(a) Definition and Requirement

Professional membership shall be available to any citizen or resident of Canada, whose primary responsibility as a designer, educator or researcher, is the field of industrial design, and,

3. holds at least an undergraduate degree in industrial design or a related design discipline from a post-secondary program which is accredited by the Association, and,
4. has attained two (2) years of Mentored experience, or three (3) years of experience as a designer, educator or researcher in the field of industrial design, and,
5. has submitted, to the satisfaction of the Association, three (3) Case Histories and/or Letters of Sponsorship.

or,

6. has attained a total aggregate of eight (8) years of design-related education and/or experience (or seven (7) years if a Mentored Associate) as a designer, educator or researcher in the field of industrial design, and,
7. has submitted, to the satisfaction of the Association, three (3) Case Histories and/or Letters of Sponsorship.

(b) Rights and Benefits

Professional Members are entitled to:

1. Be issued national and provincial certificates and be accorded the post-nomial letters "ACID" and "ACIDO";
2. Receive memberships in the Association of Canadian Industrial Designers (ACID) and in the World Design Organization (WDO);
3. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO;

4. Attend annual, regular and special ACIDO meetings;
5. Vote at annual, regular and special ACIDO meetings;
6. Hold elected office of the Association;
7. Serve on committees of the Association;
8. Receive such Professional Practice materials and Professional Member Benefits as may be offered by the Association from time to time, including the ACIDO Contract Form and industry publications;
9. Have access to the Association's newsletters and minutes of its Board meetings; ACID and WDO publications;
10. Be registered in the ACIDO directory as a Professional Member; and,
11. Receive free admission to all regular ACIDO programs and events.

2. Life Member

(a) Definition and Requirement

Life membership shall be available to any Professional Member in good standing, who

1. has been a Professional Member of the Association for fifteen (15) continuous years; and,
2. has retired from active practice.

(b) Rights and Benefits

Life Members retain all rights and benefits of the Professional Members.

3. Fellow

(a) Definition and Requirement

Fellow membership in the Association may be conferred by a two-thirds majority vote of the Board of Governors, upon a member in good standing, who has been a Professional Member of the Association

for fifteen (15) years with particular prominence and has earned the special respect and affection of the membership through the distinguished service to the profession and society.

(b) Rights and Benefits

Fellows of ACIDO are entitled to:

1. Retain all rights and benefits of Professional Members;
2. Be issued a Certificate of a Fellow and be accorded the post-nomial letters “ACID” and “ACIDO Fellow Member”; and,
3. Be registered in the ACIDO directory as a Fellow.

OTHER MEMBER CLASSES

(All classes of membership other than regular membership)

4. Associate Member

(a) Definition and Requirement

Associate membership shall be available to any citizen or resident of Canada, whose primary responsibility as a designer, educator or researcher, is the field of industrial design, and,

1. holds at least an undergraduate degree in industrial design or a related design discipline from a course which is accredited by the Association, and,
2. has not acquired the requisite combination of design-related education, practice time and experience required for Professional Member status, and,
3. is actively participating in the Association’s Mentoring Program with the intent of acquiring Professional Membership status within four (4) years.

(b) Rights and Benefits

Associate Members are entitled to:

4. Be accorded the post-nomial letters “ACIDO Associate Member”
5. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO;
6. Attend annual, regular and special ACIDO meetings;
7. Serve on committees of the Association;
8. Receive such Professional Practice materials and Associate Member Benefits as may be offered by the Association from time to time, including industry publications;
9. Have access to the Association’s newsletters and minutes of its Board meetings; ACID and WDO publications;
10. Be registered in the ACIDO directory as an Associate Member;
11. Receive free admission to all regular ACIDO programs and events; and,
12. Be assigned a Professional Member to act as a Mentor.

5. Student Member

(a) Definition and Requirement

Student membership in the Association shall be available to any citizen or resident of Canada who is enrolled in a post-secondary industrial design program.

(b) Rights and Benefits

Student Members are entitled to:

1. Be accorded the post-nomial letters “ACIDO Student Member”;
2. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO;
3. Attend annual, regular and special ACIDO meetings;
4. Serve on committees of the Association;

5. Receive such Student Member Benefits as may be offered by the Association from time to time;
6. Have access to the Association's newsletters and minutes of its Board meetings; ACID and WDO publications;
7. Be registered in the ACIDO directory as a Student Member; and,
8. Receive free admission to all regular ACIDO programs and events.

6. Affiliate Member

(a) Definition and Requirement

Affiliate membership shall be available to any person not eligible for Professional, Associate, International or Student memberships.

(b) Rights and Benefits

Affiliate Members are entitled to:

1. Be accorded the post-nomial letters "ACIDO Affiliate Member";
2. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO;
3. Attend annual, regular and special ACIDO meetings;
4. Serve on committees of the Association;
5. Have access to the Association's newsletters and minutes of its Board meetings; ACID and WDO publications;
6. Be registered in the ACIDO directory as an Affiliate Member;
7. Receive free admission to all regular ACIDO programs and events.

7. International Member

(a) Definition and Requirement

International membership shall be available to any person, who

1. is a practicing designer, educator or researcher in the field of industrial design;
2. is neither a citizen nor a resident of Canada; and,
3. is a member of an association of industrial designers which is a member of WDO.

(b) Rights and Benefits

International Members are entitled to:

1. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO;
2. Attend annual, regular and special ACIDO meetings;
3. Serve on committees of the Association;
4. Have access to the Association's newsletters and minutes of its Board meetings; ACID and WDO publications;
5. Be registered in the ACIDO directory as an International Member; and,
6. Receive free admission to all regular ACIDO programs and events.

8. Honorary Member

(a) Definition and Requirement

Honorary membership may be awarded by unanimous vote of the Board of Governors to any person whose relationship to, involvement with, or special efforts on behalf of the design profession merit the recognition and gratitude of the Association.

(b) Rights and Benefits

Honorary Members are entitled to:

1. Be issued Honorary Member certificates;
2. Receive information and benefits arising from programs promoted by or on behalf of the Association, ACID or WDO;
3. Attend annual, regular and special ACIDO meetings;
4. Serve on committees of the Association;
5. Have access to the Association's newsletters and minutes of its Board meetings; ACID and WDO publications;
6. Be registered in the ACIDO directory as an Honorary Member; and,
7. Receive free admission to all regular ACIDO programs and events

9. Definitions

For the purposes of this policy,

- a) "Case History" means a written report detailing Industrial Design projects, in the design process of which an applicant for membership has had significant involvement;
- b) "Letter of Sponsorship" means a letter written by a Professional Member verifying the abilities of an applicant for professional membership;
- c) "Mentor" means a Professional Member who guides and advises an Associate Member in the process of acquiring the experience and skills necessary to advance to Professional Membership status in the Association and "Mentoring" means the process of being a Mentor;
- d) "Support Material" means graphic and photographic material related to and supplied with the "Case Histories" serving to describe the particular project in detail;

SCHEDULE “C”: Code of Ethics

We, the members of the Association of Chartered Industrial Designers of Ontario (ACIDO) recognize that our work affects the very quality of life in our society. We accept the challenge of this responsibility by striving for the highest ethical standards as set forth in this Code of Ethics and we pledge to uphold and advance the integrity of our profession.

Fundamental Ethical Principles:

- We shall use our knowledge and skill for the enrichment of human well-being.
- We shall be honest and fair in serving the public, our clients, employers, employees and students regardless of race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status or disability.
- We shall strive to maintain sufficient knowledge of relevant current events and trends so we will be able to assess the cultural, environmental, technological and economic effects of our decisions.
- We shall support one another in achieving our goal of maintaining high professional standards and levels of competence, and honouring the commitments we make.

Section 1. Our Responsibilities to the Public:

1. Our foremost professional concern shall be the public’s safety and their economic and general well being;
2. As concerned citizens and responsible designers, we shall produce designs that will respect our environment and the ecosystem. We shall also use our influence with our colleagues, clients, associates, employers, employees, students and the public at large to convince them to strive, both as individuals and, as a society, to produce work that is safe for and compatible with our environment.
3. We shall participate only in projects we judge to be ethically sound and in conformance with pertinent legal regulations;

4. We shall advise our clients and employers when we have serious reservations concerning projects we have been assigned.

Section 2. Our Responsibilities to Employers and Clients:

1. We shall provide our employers and clients with original and innovative design service of high quality;
2. We shall serve their interests as faithful agents;
3. We shall treat privileged information with discretion;
4. We shall communicate effectively with their appropriate staff members;
5. We shall avoid conflicts of interest;
6. We shall establish clear contractual understandings regarding obligations of both parties;
7. We shall work on competing product lines simultaneously only with the agreement of all concerned.

Section 3. Our Responsibilities to Our Colleagues

1. We shall compete fairly with our colleagues;
2. We shall build our professional reputation primarily on the quality of our work;
3. We shall issue only truthful, objective and non-misleading public statements and promotional materials;
4. We shall respect competitors' contractual relationships with their clients;
5. We shall comment only with candour and fairness regarding the character of work of other industrial designers.

Section 4. Our Responsibilities to Our Employees

1. We shall provide our employees with clear contractual understandings and fair and adequate compensation for their work;
2. We shall provide them with appropriate work environments;
3. We shall provide them, insofar as possible, with challenging assignments and responsibilities commensurate with their skills;
4. We shall support their professional development and provide opportunities to extend their education;
5. We shall credit them appropriately for their accomplished work.

Section 5. Our Responsibilities to Our Students

1. Our fundamental concern in design education is to uphold and advance the standards for our students;
2. We shall implement sufficiently inclusive curricula and require satisfactory proficiency to enable students to enter the profession with adequate knowledge and skills;
3. We shall provide opportunities for internships and observation of practicing designers;
4. We shall respect students' rights to ownership of their designs;
5. We shall credit our students fairly for their accomplished work.

Section 6. Our Responsibilities for Professional Development

1. We shall uphold and advance our professional competence throughout our careers by further education;
2. We shall participate in appropriate professional societies;
3. We shall stay abreast of developments in our profession;
4. We shall accept and give only honest and constructive criticism;

5. We shall extend our fields of expertise by seeking increasingly challenging and responsible assignments;

Section 7. Our Responsibilities to our Profession

1. We shall effectively communicate with the public regarding the benefits of industrial design services;
2. We shall publish in trade, professional and other journals;
3. We shall involve ourselves in community and government affairs;
4. We shall not accept ethical misconduct on the part of our members or our associates, particularly, but not exclusively, when violations of the law are involved;
5. We shall abide by this Code of Ethics.

Section 8. Our Support of One Another

1. We shall support one another as officers and members of the Association of Chartered Industrial Designers of Ontario;
2. We shall provide forums wherein a variety of viewpoints may be expressed;
3. We shall actively implement the program suggested in the ACIDO Objectives and this Code;
4. We shall be supportive to members whose careers are placed in jeopardy by adherence to this Code.

Section 9. Jurisdiction

The interpretation and implementation of the ACIDO Code of Ethics and Professional Practices falls under the jurisdiction of the Ethics Committee of the Association of the Chartered Industrial Designers of Ontario.

SCHEDULE “D”: Chapters

1. A Chapter is established when the Board issues a Charter signifying same. The Charter shall include the geographical boundaries encompassing the Chapter, the name of the Chapter, and any other terms, requirements, or obligations the Board may adopt for the particular Chapter.
2. Each such Chapter shall be known as “[Insert geographical/regional name] Chapter of the Association of Chartered Industrial Designers of Ontario.” A Chapter may only use its established name.
3. The Board may, from time to time, on its own initiative, or at the request of a Chapter, revoke or amend a Charter of a Chapter. If a Charter is revoked, the Chapter ceases to exist as a subdivision of the Association and custody of all property held by the revoked Chapter reverts to the Association. The revocation of any Chapter does not affect the membership of a Member in the Association.
4. The Board will appoint a Member of the Association residing within the Chapter’s geographical boundaries as a Chapter Representative, who shall represent the Board to the Chapter.
5. Members of the Association residing within the geographically boundaries of the Chapter may designate themselves as Chapter Members in accordance with such procedures established by the Board and, once designated, will constitute the Chapter Membership. A portion of the dues owed to the Association by a Member, who is also a Chapter Member, shall be remitted to the Chapter in accordance with this policy.
6. For the purposes of this policy,
 - a. “Designated Portion” means a portion of the Membership Dues of a Member who is also a Chapter Member, the amount of which is annually established by the Board, designated for transfer to the Chapter for its operations and management.
 - b. “Quota” means an amount of money calculated by multiplying the Designated Portion by the total number of Members registered as Chapter Members in the records of the Association.

- c. If a Chapter has a bank account, established in accordance with this policy, the Board shall remit the Quota to the Chapter Treasurer for deposit in such bank account.
 - d. If a Chapter does not have a bank account, the Board shall hold these funds, as a restricted fund, for the purposes of the Chapter.
7. The Chapter Membership shall, from amongst themselves, annually elect a Chapter Committee to manage the local operations of the Chapter. The Chapter Representative is an ex officio voting member of the Chapter Committee and shall act as Chairperson of the Chapter Committee.
- a. The Chapter Committee shall, from amongst themselves, annually elect a President, a Secretary, and a Treasurer, who shall be the Officers of the Chapter. The Chapter Committee will establish job descriptions for each such officer and any other committee member holding particular roles the Chapter Committee may determine.
 - b. The Chapter Treasurer shall submit a financial statement, together with supporting documentation, to the Association's Treasurer annually if the Chapter has a bank account, as established in accordance with this policy.
 - c. The Chapter President, or the Chapter Representative if the Chapter President fails to act, shall submit a report on the operations and management of the Chapter annually to the Board.
 - d. The Chapter Committee and the Chapter Officers shall serve without personal benefit, but may receive reasonable reimbursement of expenses incurred on behalf of the Chapter, subject to any expenses and reimbursement policy that the Board may, from time to time, adopt.
 - e. If a Chapter fails to elect a Chapter Committee or a Chapter Officer, or any Chapter Officer fails to act, the Chapter Representative may exercise any power of the Chapter Committee or such Chapter Officer.

8. The Board may, from time to time, delegate its authority to sign contracts relative to the management and operation of the Chapter, to any two Chapter Officers in accordance with a policy regarding same established by the Board.
9. A Chapter may not acquire, by purchase, lease, or otherwise, any real property nor any personal property in excess of \$2,000.00 value, without the written approval of the Board. All such property must be registered in the name of the Association.
10. A Chapter may open one or more bank accounts at a federally chartered bank, or at a provincially regulated trust company or credit union. Such bank account:
 - a. Must be registered as the “Association of Chartered Industrial Designers of Ontario - [NAME] Chapter”
 - b. Requires not less than 2 signatures of Members for withdrawals of funds and it recommended that such account require any two of three signatures.
 - c. May only have a bank card restricted to deposits or inquiries. No bank card is permitted that allows withdrawals.
 - d. Remains the property of the Association.
11. The Board may adopt, revise, or revoke policies and procedures for the established, operation, management, and supervision of Chapters.

Dated in Toronto, Ontario on the 5th. day of April, 2019.