

# articles & bylaws

Incorporated: Montreal (Canada), 4 February 2005

Amended: Icoграда General Assembly 22, La Habana (Cuba), 26 October 2007

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Amended: ico-D General Assembly 27, Montreal (Canada) 15 October 2017

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# articles of incorporation

- 1 The name of the Company (hereinafter called the «Council») is «International Council of Design», in abbreviation «ico-D».
- 2 The registered office of the Council will be in Montreal (Quebec), Canada.
- 3 The working language of the Council shall be English.
- 4 The objects for which the Council is established are: While taking into account institutional, cultural and social differences throughout the world, the Council serves the worldwide community by aiming to:
  - 4.1 be a non-partisan and non-governmental representative and advisory international body for design;
  - 4.2 represent the interests of professional designers in a responsible manner, within the broader cultural, social, environmental and economic spheres;
  - 4.3 define and increase awareness of professional standards and best practices governing design practice;
  - 4.4 advance the best interests of humanity and the environment through design;
  - 4.5 foster recognition and respect of design by individuals, clients, and society at large, as a valued and vital profession;
  - 4.6 facilitate knowledge sharing and transfer;
  - 4.7 facilitate cooperation amongst organisations of designers and allied institutions; and
  - 4.8 support the development of design education (theory, practice, and research).
  - 4.9 Do such of the following and other things as shall be lawful and incidental or conducive to the attainment of the above objects:
    - 4.9.2 purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Council may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Council.
    - 4.9.3 sell, let, mortgage, dispose of, deal with or turn to account all or any of the property or assets of the Council as may be thought expedient with a view to the promotion of its objects.
    - 4.9.4 borrow or raise money for the purpose of the Council on such terms and on such security as may be thought expedient with a view to the promotion of its objects.
    - 4.9.5 invest the money of the Council in or upon such investments, securities or property as may be thought expedient with a view to the promotion of its objects.
    - 4.9.6 undertake, execute and do all such things which may lawfully be undertaken by the Council and may be conducive to its objects.
- 5 The income and property of the Council shall be applied solely towards the promotion of its objects as set forth in the Articles of Incorporation and Bylaws,

and no portion thereof in money, or money's worth or other benefit shall be paid or transferred directly or indirectly to Members of the Council or the Executive Board provided that nothing herein shall prevent any payment in good faith by the Council:

**Jacques Lange**

*President Elect 2003–2005*  
331 Eridanus  
Waterkloof Ridge  
Pretoria 0181  
South Africa

**Robert L. Peters**

*Past President 2003–2005*  
72 Princess Street  
Winnipeg, Manitoba  
R3B 1K2 Canada

- 5.1 of reasonable and proper remuneration, fees or other benefit (including pensions or retirement benefits) to any employee of the Council for any services rendered to the Council;
- 5.2 to any member of the Council or its Executive Board of out-of-pocket expenses.

Witness to the above signatures:

- 6 The liability of Members is limited.
- 7 Every Member of the Council, at such time as the Council may be wound up, undertakes to contribute to the assets of the Council for payment of the debts and liabilities of the Council and of the costs, charges and expenses of winding up such amount as may be required not exceeding CAD \$1.
- 8 If, upon the winding-up or dissolution of the Council, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Council. The property shall be used for purposes in accordance with the objects of the Council or given or transferred to some other institution or institutions having objects similar to the objects of the Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council by virtue of clause 4 hereof. Such purposes, institution or institutions are to be determined by the Executive Board at or before the time of dissolution. We, the persons whose names and addresses are indicated below, are desirous that a Company be formed in pursuance of these Articles of Incorporation and Bylaws.

**Thierry Van Kerm**

*Director*  
380 Saint Antoine Ouest  
Bureau 8000  
Montréal, Québec  
H2Y 3X7 Canada

Names, addresses and descriptions of subscribers:

**Mervyn Kurlansky**

*President 2003–2005*  
2 Hornbaekgaardsvej  
Hornbaek  
DK 3100 Denmark

# bylaws

## DEFINITIONS

1 In these Bylaws, the following definitions shall apply:

- *Accountant*: Firm responsible for «Review Engagement» (external verification).
- *The Act*: Part III of the Quebec Companies Act, governing incorporation of not-for-profit corporations in Quebec.
- *Associated Entity*: A non-Member entity associated to the Council by an annual subscription fee.
- *Auditor*: Firm responsible for Audit.
- *Annual General Meeting*: General meetings of the Council held annually to fulfill legal obligations.
- *The Council*: International Council of Design.
- *Voting Member*: A Professional, Promotional or Educational Member in good standing.
- *Non-voting Entity*: An Affiliate, Corresponding Entity, Friend, Partner, Sponsor or other entity so defined.
- *Vote*: An opinion on a duly proposed resolution cast by show of hands, ballot or electronic submission.
- *General Vote*: A vote for which all Members can cast a vote.
- *Professional vote*: Only Professional Members are permitted to cast a vote on any matter of professional practice as determined by the Executive Board.
- *Electronic Vote*: Vote submitted digitally by the recognized Member representative.

- *General Assembly*: The Annual General Meetings of the Council are called 'ico-D General Assembly' (GA) every alternating year.
- *Month*: A calendar month.
- *In writing*: Any mode of representing or reproducing words in a visible form.
- *Working languages*: Language(s) to be used for the conduct of all Council activities and official conduct of business including general meetings and for the provision of information to Members as determined by the Executive Board.
- *Special Resolution*: A resolution passed by a majority of not less than sixty-six per cent of votes cast by voting Members.
- *Term*: For purposes of calculating consecutive terms of Board service, only service of more than 12 months is recognized as a «term».
- *Former President*: A «Former President» (FP) is an individual elected to the post of President by the Council's General Assembly who has completed a full term as Past President.

## OBJECTS

2 The Council is established for the objects set out in the Articles of Incorporation and Bylaws.

## NUMBER OF MEMBERS

3 The number of voting Members with which the Council proposes to be registered is two hundred and fifty, but the Council may occasionally register an increase of voting Members.

## **ADMISSION OF MEMBERS**

- 4 Such organisations as the Executive Board shall admit or appoint to provisional membership, in accordance with the conditions hereinafter contained, or as may be adopted occasionally by the Council in general meetings, shall be Members, provided that their membership shall be confirmed by the Council in General Assembly, and that any organisation provisionally admitted to membership shall have been formally constituted for not less than twenty-four calendar months.

## **VOTING MEMBERS**

- 5 Professional Members: Membership based organisations having national status, the majority of whose members are individuals or groups of professional designers or who belong to other areas related to design, and whose objects are to influence and raise standards of design, may be admitted as Professional Members.
- 6 Promotional Members: Promotional organisations and foundations having national status, contributing to the general good of professional designers and to the raising of design standards, who do not admit individual members, may be admitted as Promotional Members.
- 7 Educational Members: Institutions engaged in the education and training of designers, the raising of standards, or design research may be admitted as Educational Members.

## **NON-VOTING ENTITIES**

- 8 Such entities as the Executive Board shall recognize in accordance with the conditions hereinafter contained or as may be adopted occasionally by the Council in a General Assembly shall be non-voting entities.
- 8.1 *Patrons*: Organisations, corporate entities or persons supporting the objects of the Council and contributing financially to its development may be recognized as Patrons.
- 8.2 *Friends*: Persons supporting the objects of the Council and contributing financially to its development may be recognized as Friends.

Individuals who have made important contributions to the Council's activities may be recognized as Lifetime Friends without the need for a financial contribution.

- 8.3 *Corporate Friends*: Corporate entities supporting the objects of the Council and contributing financially to its development may be recognized as Corporate Friends. Corporate entities that have made important contributions to the Council's activities may be recognized as Corporate Friends without the need for a financial contribution.
- 8.4 *Corresponding Entities*: Membership-based Professional organisations whose objects are to influence and raise standards of design, whose activities are deemed important by the Council, but ineligible to be appointed to provisional membership, may be recognized as Corresponding Entities for a period of 24 months by the Executive Board.
- 9 *Affiliates*: International and transnational entities related to design with objects related to the Council's objects in formal collaborative relations with the Council may be recognized as Affiliates.

## **MEMBERSHIP SUBSCRIPTIONS AND FINANCIAL OBLIGATIONS**

- 10 Members shall pay annual or other periodic subscriptions of such amount and upon such terms as shall be determined by the Council in General Assembly.
- 10.1 Financial obligations of other categories of entities associated with the Council will be determined by the Executive Board.

## **TERMINATION OF MEMBERSHIP OR ASSOCIATION**

- 11 Any Member or Associated Entity may withdraw from membership or association by six month's written notice to the Secretariat. No part of any subscription or financial obligation paid by such a Member or Associated Entity will be refundable. Any Member or Associated Entity continues to be responsible for financial obligations incurred prior to announcement of withdrawal and must complete such payments within six months of the announcement.

- 12** Any Member or Associated Entity whose subscription or financial obligation remains unpaid for a period exceeding twelve months following the due date of payment may be recommended for removal from membership or association by the Executive Board. Such Member or Associated Entity continues to be responsible for financial obligations incurred prior to removal and must complete payment within six months.
- 13** Any Member or Associated Entity whose conduct has been prejudicial to the objects of the Council or has not been in accordance with the Council's Articles of Incorporation and Bylaws may be removed from membership or association by special resolution of the Council in a General Assembly. No part of any subscription paid by such a Member will be refundable. The Member or Associated Entity continues to be responsible for financial obligations incurred prior to removal and must complete payment within six months.

#### **GENERAL MEETINGS OF VOTING MEMBERS**

- 14** The Council shall hold a general meeting of voting Members in every calendar year as its Annual General Meeting, at such time and place as may be specified by the Executive Board, which shall specify the meeting as such in the notice convening it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 15** Each alternate Annual General Meeting shall be known as a «General Assembly».
- 16** All general meetings other than the Annual General Meetings shall be Extraordinary General Meetings.
- 17** The Executive Board may, as it deems fit, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on the requisition of no fewer than 25 per cent of voting Members.
- 18** Six months' notice in writing of a General Assembly, and two months' notice in writing of every other general meeting, shall be given to all voting Members. Such notice shall specify the time and place of each meeting and the business to be considered, provided that a meeting may be convened by any other period of

notice approved by all voting Members. Such notice shall be issued to voting Members not later than two months after the receipt by the Secretary General of a requisition, as defined in the foregoing article.

- 19** The accidental omission to give notice of meeting to, or the non-receipt of such notice by, any voting Member shall not invalidate any resolution passed at, or any proceedings of, that meeting.
- 20** The entitlement of Non-voting Entities to attend as an observer or participate in the proceedings of general meetings is determined by the Executive Board. Any entity or individual may be invited to attend a general meeting by invitation of the President or Executive Board. Such observers shall not be entitled to vote upon any matter.
- 21** The business that shall be transacted at an Annual General Meeting shall include: the consideration of the income and expenditure account and the balance sheet, the reports of the Council and the Audit Committee and of the Auditors or Accountants, and the appointment and the fixing of the remuneration of the Auditors or Accountants as well as any item proposed by any Member provided that notice in writing of such item shall be received by the Secretary General not less than two months before the date of the Annual General Meeting.
- 22** The business that shall be transacted at a General Assembly shall additionally include the consideration of the policy and programme of the Council, any alteration in the categories of or qualification for Membership of the Council, the confirmation of the admission of new provisional Members by the Executive Board, the election of the Executive Board and Audit Committee, the fixing of the venue for the next General Assembly or assignment of such authority to the Executive Committee, and any item proposed by any Member provided that notice in writing of such item shall be received by the Secretary General not less than two months before the date of the General Assembly.
- 22.1** Any voting Member present at a general meeting shall be entitled to propose a motion from the floor provided that it is in response to an item on the agenda adopted for the meeting.



**23** No business shall be transacted at any general meeting unless a quorum, which shall be no fewer than the authorised delegates of 25 per cent of voting Members, shall be present at the beginning of such meeting.

However, no Article or Bylaw changes will be made unless a minimum of two-thirds of Professional voting Members are present.

**24** If within one hour following the time appointed for the start of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall be adjourned to such other time and place as the Executive Board shall determine within a period of 2 months. If, within one hour following the time appointed for the start of such adjourned meeting, a quorum shall not be present, the authorised delegates of voting Members who are present shall be a quorum.

**25** The President of the Council shall preside as Chairman at every general meeting, but if at any meeting he or she shall not be present within fifteen minutes following the time appointed for the start of the meeting, or shall be unable or unwilling to preside, the President Elect, or a Vice President elected by the authorised delegates of voting Members, shall preside as Chairman.

**26** The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for more than one month, fourteen days' notice of the adjourned meeting shall be given to all voting Members.

**27** At any general meeting, a resolution put to the vote of the meeting shall, save as hereinafter provided, be decided by a show of hands, unless a ballot is, before the declaration of the result of the show of hands, demanded by the Chairman or by the authorised delegates of at least three voting Members. Unless a ballot be so demanded, a declaration by the Chairman that a resolution has been carried or not carried by a particular majority, and an entry to that effect in

the minute book of the Council, shall be conclusive evidence of the fact.

**28** The election of members of the Executive Board shall be by ballot in writing. All motions relating to individuals considered by the General Assembly shall be by ballot in writing and require a simple majority to pass.

**29** An electronic vote of all voting Members shall be taken at such time and in such manner as the Chairman shall direct, or by a majority vote of Members present, and the result of the vote shall be deemed to be the resolution of the meeting at which the electronic vote has been demanded. Subject to the provisions of clause 35 of these Bylaws.

**30** No electronic vote shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

**31** The demand for an electronic vote shall not prevent the continuance of a meeting for the transaction of any business other than the question on which an electronic vote has been demanded.

#### **VOTES OF MEMBERS AND APPOINTMENT OF AUTHORISED DELEGATES**

**32** All votes as applicable to the motion for consideration shall be vested in the chief authorised delegates of Professional, Promotional, and Educational Members whose subscriptions are current.

**33** Notification in writing of the appointment and particulars of the chief and other authorised delegates attending each Annual General Meeting shall be received from voting Members by the Secretariat not later than one month preceding each Annual General Meeting.

**34** Any voting Member may appoint the Secretary General or another voting Member as proxy to vote on its behalf. Notification in writing of the appointment shall be received from voting Members by the Secretariat not later than one month preceding each Annual General Meeting. A voting Member may carry no more than four proxies.

**35** The chief authorized delegate of every voting Member

whose subscriptions are current may cast the vote of that Member and additional proxy votes of other Members as indicated.

- 36** In the case of an equality of votes on a resolution requiring a simple majority, the Chairman may exercise a casting vote.
- 37** Only a Professional Member may vote on any matter of professional practice as determined by the Executive Board. That vote may also be cast by proxy assigned to either the Secretary General or to any other Voting Member.

## **THE EXECUTIVE BOARD**

**38** The business of the Council shall be managed by the Executive Board, who may pay the expenses of the formation, registration, administration and promotion of the Council. The Board may exercise all such powers of the Council, and it may do, on behalf of the Council, all such acts as may be exercised or done by the Council which are not by these Articles of Incorporation and Bylaws required to be exercised or done by the Council in a general meeting.

**38.1** The appointment of the Officers of the Council, shall not be made by the Executive Board. The General Assembly shall appoint the Officers of the Council: the President Elect, Treasurer, Secretary General and Vice Presidents, in accordance with the rules herein.

### **38.2** *Responsibilities of the Executive Board:*

- Fulfill all obligations as determined in the Articles and Bylaws and Governing Policies and abide by the Executive Board Code of Conduct.
- Manage Council affairs, oversee the financial management of the Council, ensure effective preparation of short-term and long-term planning to achieve Council objectives within a clearly stated strategy based on secure financial resources.
- Oversee effective implementation of plans and effective review of programs and activities.
- Ensure regular and transparent

communication with members, stakeholders and the general public.

- Review mission, goals and objectives of the Council and, as required, propose amendments of Articles and Bylaws for consideration by the General Assembly.
- Develop and amend Governing Policies relating to Board practices, Council activities and programs, financial concerns, staff/ personnel, etc.
- Report on activities to the General Assembly.
- Board members are collectively responsible for the effective governance of the Council including the vigorous pursuit of its mission and objectives and the adherence to its core values. Board members are collectively responsible for Board actions. Board members are collectively accountable to Council members, stakeholders and the community in general.

**39** No resolution passed by the Council in a general meeting shall invalidate any prior act of the Executive Board which would have been valid if such resolution had not been passed.

**40** The Executive Board shall be the directors of the Council required under the Act.

**41** The Executive Board shall consist, if so elected, of the President, the President Elect, the Immediate Past President, five Vice Presidents, the Secretary General and the Treasurer, and such members as may be co-opted as hereinafter provided. All elected Executive Board members shall be members or officers in good standing of voting Members.

**42** The President, President Elect, Immediate Past President shall be practising designers or shall have previously been practising designers for not less than five years, or shall be engaged or have been previously engaged for not less than five years in the promotion or education of the professional practice of design.

### **42.1** *Responsibilities of President:*

The President has to fulfill all obligations as

determined in the Articles and Bylaws and Governing Policies and all the responsibilities and obligations of a member of the Executive Board, and abide by the Executive Board Code of Conduct. The President has a particular responsibility of serving as Chairman of the Executive Board and Chairman of the general meetings. The President exercises the Council's and Executive Board's executive leadership and ceremonial functions. The President has a particular responsibility for overseeing management, the development of strategy and policy and for co-ordination of Council activities—reflecting the platform presented as a candidate.

**42.2** *Responsibilities of President Elect:*

The President Elect has to fulfill all obligations as determined in the Articles and Bylaws and Governing Policies and all the responsibilities and obligations of a member of the Executive Board, and abide by the Executive Board Code of Conduct. The President Elect has a particular responsibility for developing plans to be implemented during the term as President—reflecting the platform presented as a candidate.

**42.3** *Responsibilities of Secretary General:*

The Secretary General has to fulfill all obligations as determined in the Articles and Bylaws and Governing Policies and all the responsibilities and obligations of a member of the Executive Board, and abide by the Executive Board Code of Conduct. The Secretary General has a particular responsibility to ensure that the Executive Board operates according to the Articles and Bylaws, Governing Policies and resolutions of general meetings. The Secretary General reviews and approves applications for Endorsement, accepts new Member applications, is the liaison to the Audit Committee and is the repository for Member proxies.

**42.4** *Responsibilities of Treasurer:*

The Treasurer has to fulfill all obligations as determined in the Articles and Bylaws and Governing Policies and all the responsibilities and obligations of a member of the Executive Board, and abide by the Executive Board Code of Conduct. The Treasurer has a particular responsibility for supervising the finances of the Council, collaborating with the Managing Director

on creation of an annual budget for approval by the Executive Board, monitoring financial management, reporting on financial activities at each meeting of the Executive Board, collaborating with auditing and Engagement Review and reporting to the Annual General Meeting.

**42.5** *Responsibilities of Vice President(s):*

Each Vice President has to fulfill all obligations as determined in the Articles and Bylaws and Governing Policies and all the responsibilities and obligations of a member of the Executive Board, and abide by the Executive Board Code of Conduct. Vice Presidents have a particular responsibility to ensure that their assigned responsibility is fulfilled and executed according to the Articles and Bylaws, Governing Policies and general meeting resolutions.

**43** The members of the Executive Board shall serve in a personal capacity and shall not, within their Board duties, represent any Member of the Council, or any other person or organisation, in any way which would be inconsistent with these Articles of Incorporation and Bylaws, the Governing Policies or the non-partisan, non-governmental and international nature of the Council.

**44** All members of the Executive Board shall be elected at each General Assembly, except for the President, provided that he or she shall have been elected as President Elect at the previous General Assembly, the immediate Past President, who shall have served as President in the term immediately preceding such General Assembly, and co-opted members.

**45** A term of office of an elected member of the Executive Board shall date from his or her election at a General Assembly until the election of the Executive Board at the following General Assembly, unless he or she shall cease to hold office as hereinafter provided. A term of office of a co-opted member of the Executive Board shall date from his or her co-option until the following General Assembly, unless he or she shall cease to hold office as hereinafter provided.

**46** Not later than six months before each General Assembly, the Secretariat shall invite all voting Members in good standing to make nominations for persons who are members or officers of voting

- Members in good standing to be elected to the Executive Board at that General Assembly.
- 46.1** Each voting Member and the Executive Board may make one nomination for each of the offices of President Elect, Secretary General and Treasurer, and five nominations for the office of Vice President.
- 46.2** Nominations may be made in such manner for the office of President if the office of President Elect is not filled at such date or at a later date preceding the General Assembly. Nominations shall be received in writing by the Secretariat not later than three months before each General Assembly.
- 46.3** Nominations by the Executive Board shall be received in writing by the Secretariat not later than six weeks before each General Assembly.
- 46.4** The Secretariat, shall ascertain for all nominees whether they are in good standing with their organisation, whether they are willing to stand and will confirm that they understand and accept the obligations of service on the Executive Board as defined in the current Articles and Bylaws and shall advise all voting Members of the list of nominees not later than six weeks before each General Assembly.
- 46.5** An individual may be a candidate for only one position on the Executive Board at each General Assembly.
- 47** Not more than two members of the Executive Board shall serve as members or officers of voting Members representing the same country.
- 48** The Executive Board may co-opt not more than three further members, subject to the agreement of no fewer than six members elected at the General Assembly.
- 49** No member of the Executive Board may serve more than two consecutive terms of office in each of the positions of Vice President, Secretary General or Treasurer. No member of the Executive Board, whether elected or co-opted, may serve for more than two consecutive terms of office except as hereinafter provided.
- 50** A member of the Executive Board may be elected as President Elect and serve three consecutive terms as President Elect, President and immediate Past President as long as the total number of consecutive terms does not exceed five consecutive terms.
- 51** A Vice President may be elected to serve two terms as Vice President and may be elected to additional consecutive terms of office, provided that the individual is elected as Secretary General or Treasurer for such terms and the total number of consecutive terms does not exceed four.
- 52** A co-opted member may be elected to serve additional consecutive terms of office, provided that the total number of consecutive terms does not exceed five.
- 53** A member of the Executive Board, not having been elected after standing for election to the Board, cannot be co-opted to an additional consecutive term or part thereof.
- 54** The Executive Board shall meet at least twice a year. Any voting Member in good standing may propose an item for consideration by the Executive Board, provided it is received in writing not later than one month in advance of each meeting.
- 55** The President shall preside as Chairman at meetings of the Executive Board; or in the President's absence, the President Elect, Immediate Past President, or a Vice President elected by the Members who are present, shall preside.
- 56** The quorum at meetings of the Executive Board shall be the physical presence of half of its current members, of whom at least two-thirds shall be elected members, and all decisions shall be taken by simple majority of its members who are present at each meeting. In the case of an equality of votes, the Chairman may exercise a vote.
- 57** The Executive Board may conduct an electronic vote. To be valid, two-thirds of the Executive Board must cast their vote. All decisions will be by a simple majority. In the case of an impasse, the President may exercise a casting vote.
- 58** A member of the Executive Board shall cease to hold office:

- 58.1 if, by notice in writing to the President or Secretary General, via the Secretariat, the Board member resigns their office. The resignation takes effect upon receipt of the resignation notification.
- 58.2 if he or she is removed from office by the Council in a general meeting.
- 58.3 if the Board member becomes of unsound mind.
- 58.4 A member of the Executive Board is automatically considered to have resigned if he or she fails to attend two consecutive meetings of the Executive Board except when due to extraordinary circumstances approved in advance by the Executive Board.
- 58.5 if he or she is censured by, or expelled from, the professional organisation of which he or she is a member.
- 58.6 if he or she has been guilty of any fraud in relation to any organisation of which he or she is a member or employee, or with the management of which he or she is concerned.

**59** The Executive Board may at any time appoint a member or officer in good standing of a voting Member of the Council to fill any Vice President vacancy, which may arise among their number, and any such person shall hold office until the next General Assembly.

- 59.1 In case the post of President becomes vacant, presidential authority will be transferred to the President Elect.

Should the President Elect not accept or be unable to accept, presidential authority will be transferred to a member of the current Executive Board by a majority vote of elected Executive Board members.

Should the positions become vacant the Executive Board may at any time transfer authority for the positions of Treasurer or Secretary General to another member of the current Executive Board to hold office until the next General Assembly.

**60** The members of the Executive Board may act notwithstanding of any vacancy in their number. If the

number of elected Executive Board members shall fall below five, they may only act for the receipt of the Council's income and the payment of its expenses and debts, and for the purpose of convening a general meeting, which shall be deemed to be the next General Assembly. In this case, the periods of notice of such meeting and for nominations for election of the Executive Board shall be three months.

## **FORMER PRESIDENTS**

**61** A Former President has the right to attend and address general meetings as an observer. All notices and materials associated with such meetings will be sent to all Former Presidents who maintain their contact information current with the Secretariat.

## **COMMITTEE OF FORMER PRESIDENTS**

**62** The Committee of Former Presidents (CFP) will provide counsel, as requested, to the President and Executive Board and additional services as requested by the President or Executive Board. The Committee of Former Presidents will also provide counsel on issues relating to Articles and Bylaws.

**62.1** The Committee of Former Presidents is composed of three Former Presidents, nominated by the President of each term and approved by the Executive Board within three months of its election.

**62.2** Requests for counsel to the Committee of Former Presidents will be submitted in writing to all members of the Committee, including a clear definition of the issue and an indication of line of reporting and timeline for expected response.

**62.3** The President or Executive Board may request that the Committee of Former Presidents, or any individual Former President not a member of the Committee of Former Presidents, undertake a specific task in the name of the Council. Such requests will be submitted in writing, including a clear definition of the task, an indication of line of reporting and the scope, timeframe and parameters of delegated authority.

Any requests made to the Committee of Former Presidents or a Former President, whether for

counsel or the undertaking of a task, will be recorded in the Board Minutes. Members of the Committee of Former Presidents and any Former Presidents undertaking a task must maintain confidentiality and conduct themselves within the guidelines of ethical practice contained in the Council's Articles, Bylaws and Governing Policies.

## **MINUTES**

**63** Minutes of the proceedings of all general meetings shall be prepared by the Secretariat, circulated to all members of the Executive Board, the Audit Committee and the Committee of Former Presidents respectively, not later than three months following such meetings. The minutes shall be kept permanently by the Secretariat as a proper record.

In order to maintain full partiality, the Audit Committee shall transcribe and draft the Audit Committee component of the minutes. Pending approval by the meeting Chairman, the Audit Committee component of the minutes will be circulated to the Members as part of the general meeting minutes not later than three months following such meetings.

**63.1** Minutes of general meetings should be approved at the next general meeting, unless there is insufficient time to have said minutes prepared. In that case, minutes can be approved at the following general meeting, provided that they are approved within 15 months of when the general meeting took place.

**64** Minutes of Executive Board Meetings shall be prepared by the Secretariat and circulated to all members of the Executive Board, the Committee of Former Presidents and the Audit Committee not later than two months following such meetings. The minutes shall be kept permanently by the Secretariat as a proper record.

**65** In order to maintain full partiality, the Audit Committee shall transcribe and draft the Audit Committee component of the minutes. Pending approval by the meeting Chairman, the Audit Committee component of the minutes will be circulated to the Members as part of the general meeting minutes not later than three months following such meetings.

## **ACCOUNTS AND AUDIT**

**66** The Executive Board shall cause books of accounts to be kept containing proper records of:

**66.1** all sums of money received and expended by the Council and the matters in respect of which such receipts and expenditure take place.

**66.2** the assets and liabilities of the Council. Proper records shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Council and to explain its transactions.

**67** The books of account shall be kept at the registered office of the Council, or at such other place or places as the Executive Board shall see fit, and may be consulted by the members of the Executive Board and Audit Committee.

**68** The books of account of the Council shall be open to the inspection of voting Members as soon as practicable following the receipt by the Secretary General of a request for such inspection.

**69** At the Annual General Meeting, the Treasurer shall present before the Council a proper income and expenditure account for the period since the last preceding account, made up to the end of the financial year preceding the meeting, together with a proper balance sheet made up as at the same date, as approved by the Executive Board. Every such balance sheet shall be accompanied by proper reports of the Executive Board, Audit Committee and the Accountants or Auditors according to local legal requirements. Copies of such account, balance sheet and reports—all of which shall be framed in accordance with any statutory requirements for the time being in force, and of any other documents required by law to be annexed or attached thereto or to accompany same—shall be sent to voting Members and the Auditors in the manner on which notices are hereinafter directed to be served.

**70** Once a year, the accounts of the Council shall be examined, and the correctness of the income and expenditure account and balance sheet shall be ascertained, by the qualified Accountants or Auditors according to local legal requirements. This report will

be submitted to the Treasurer of the Executive Board. Within two months of approval by the Executive Board, the Financial Report shall be circulated to the Audit Committee. It shall be circulated to voting Members no later than one month before the next Annual General Meeting.

## **THE AUDIT COMMITTEE**

**71** The Audit Committee is appointed by the General Assembly for the review of the Council's financial management, reporting and disclosure. It reviews financial records for accuracy, reviews periodic reports and reviews the annual financial report.

**71.1** The Audit Committee conducts an annual evaluation comparing the Executive Board's performance versus the Council's Articles, Bylaws and Governing Policies and against best practices.

**71.2** The Audit Committee nominates the external Accountant or Auditor to be approved by the Annual General Meeting.

**71.3** The Audit Committee shall have three members. Audit Committee members for the term are elected at the General Assembly. A maximum of two members of the previous term's Audit Committee may serve in a current term. Candidates for the Audit Committee can be nominated by the Council's Members and by the Executive Board at the General Assembly. Members shall elect the Committee members by ballot if the number of candidates exceeds the number of places. Candidates nominated for election must be in attendance at the General Assembly. A serving member of the Audit Committee need not be present at the General Assembly for election to another consecutive term.

Candidates must be members in good standing of the Council's Members. A period of at least one term must pass before a former member of the Executive Board can be a candidate for the Audit Committee. A member of the Audit Committee cannot serve more than three consecutive terms.

**72** Accountants or Auditors shall be appointed and their duties regulated in accordance with such other statutory provisions as may from time to time be in force.

## **NOTICES**

**73** A notice may be served by the Executive Board or Secretariat upon any Member, either personally, by sending it through the post, in a prepaid letter or by electronic mail to such Member's address as appears in the register of Members. Members are responsible for keeping their information up to date in the register.

**74** Any notice, if served by post, shall be deemed to have been served within one week following the day on which the same is put in the post. In proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

## **ALTERATION OF THE ARTICLES OF INCORPORATION AND BYLAWS**

**75** The Articles of Incorporation and Bylaws may be altered by special resolution in accordance with the provisions of the Act.

**76** No Member other than a Professional Member shall vote upon any motions to alter the Articles of Incorporation and Bylaws. That vote may also be cast by proxy assigned to either the Secretary General or to any other Voting Member.

## **WINDING-UP OR DISSOLUTION**

**77** The Council may be wound up or dissolved in accordance with the provisions of the Act. Such winding-up or dissolution, if voluntary, shall require a special resolution.

**78** Upon a winding-up or dissolution, clause 7 of the Articles of Incorporation shall have effect as if the provisions thereof were repeated in these Bylaws.

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