



Association  
of Registered  
Interior Designers  
of Ontario

## Report from Executive Director & Registrar

**Sharon Portelli**

**7 March 2024**

The Ontario Not-for-profit Cooperations Act (ONCA) is the Ontario law that enables nonprofits to operate. As a nonprofit, ARIDO has a legal responsibility to ensure its by-laws and policies align with the Act.

A series of amendments to ONCA were passed and proclaimed by Provincial Government on October 19, 2021. Ontario Nonprofits have until October 19, 2024, to comply with these amendments. ARIDO initiated a review process of its existing bylaws to identify changes that are required. This was also an opportunity to modernize other areas of the by-laws such as language, along with any additional amendments that will be required for the Direct Regulation Model with the OAA.

Pinpoint Governance Group (PGG) was contracted to conduct a professional review of ARIDO's by-laws and used a model by-law builder template to develop the amended by-laws. Salient parts of ARIDO's existing by-laws were consolidated and moved into the new proposed by-law draft. PGG and ARIDO held several review meetings to refine the drafts between January 2023 and November 2023.

A By-Law Committee was then formed and appointed per the existing by-laws. The mandate of the Bylaw Committee is to review and make recommendations related to amendments. The By-Law Committee has reviewed the changes and sees no immediate concerns with the proposed draft. Simultaneously, ARIDO consulted with its legal counsel at Dickson Wright to ensure the proposed By-law amendment were legally sound and did not negatively impact ARIDO's role as a regulatory authority. Minor amendments and suggestions were made by legal and have been adopted in the draft by-laws for presentation to the membership.

In the spirit of transparency and to ensure all Registered members feel fully informed on the By-law Amendments prior to the member vote at the 2024 AGM on March 21, 2024, we have prepared the following documents for your review:

- Clean version of the new consolidated bylaw that will be voted upon at the AGM.
- Letter from PGG outlining their scope of work and high-level list of changes.
- Detailed table outlining all changes.
- A video presentation of the by-law amendments.

The most significant change to the by-law draft is the dissolution of Chapter By-law No. 5 and is related to the transition from the current Chapters model to the proposed Communities Model. In order for ARIDO to initiate the new Communities model, the existing Chapter framework outlined in By-law no. 5 must be dissolved. A Board Policy outlining the Communities Model Framework will govern the Communities framework.

ARIDO is required to ensure its by-laws adhere to ONCA by October 19, 2024. Failure to pass these By-law amendments at the March 21 AGM will result in a second Members Meeting to attempt to pass and adopt the amendments. This would result in unnecessary increased costs for the organization as these costs are paid for by member dues.

If you are a Registered member, please assist us in meeting Quorum for this meeting. The AGM will be held in-person with a limited occupancy at the Haworth Showroom. The AGM will also be broadcast virtually with online voting capabilities. If you cannot make it in-person or online, please submit your proxy vote.

A handwritten signature in black ink, appearing to read "SP", written over a light blue horizontal line.

**Sharon Portelli**

Executive Director & Registrar