

Royal Architectural Institute of Canada By-Laws

(Herein referred to as the “Royal Institute”)

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Article I – Definitions

1.1 In these By-Laws

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Royal Institute;

"Board" means the board of directors of the Royal Institute;

"By-law" means this by-law and any other by-law of the Royal Institute as amended and which are, from time to time, in force and effect;

"College" means the College of Fellows as referenced in Article IV of these By-laws;

"Director" means an individual elected as a director pursuant to the provisions of Article VIII herein;

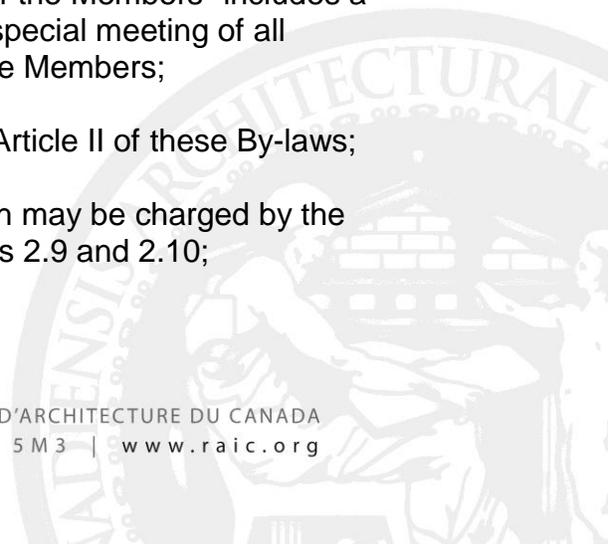
"Geographic Areas of Canada" means those areas designated by the Chancellor pursuant to Article IV of these By-laws;

"Honourary Fellow" means an individual elected as an Honourary Fellow pursuant to Article V;

"Meeting of the Members" includes an annual meeting of the Members or a special meeting of the Members; "special meeting of the Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of the Members;

"Member" means a person or entity as detailed in Article II of these By-laws;

"Membership Fee" means a membership fee which may be charged by the Board and payable by a Member pursuant to Articles 2.9 and 2.10;



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“National Committee” means a committee established by the College of Fellows pursuant to Article V of these By-laws;

“Non-Voting Members” means the following classes of Members namely:

Student Associates
International Associates
Affiliates (individuals and firm/corporations)
Honourary Members
Honourary Fellows

“Officers” means the officers of the Royal Institute pursuant to Article X of these By-laws;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“Regions” means the geographic regions indicated in Article 8.1 of these By-laws;

“Regional Chairs” means those individuals appointed by the Chancellor of the College of Fellows pursuant to Article IV of these By-laws;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

"Recognized Association" means an association, society or institute of architects as may be recognized from time to time by the Royal Institute in accordance with these By-Laws;

"Royal Institute" means The Royal Architectural Institute of Canada;

“Voting Members” means the following classes of Members namely:

Registered and/or Licensed Architects including Life Members, Retired Members
Fellows including Life Fellows and Retired Fellows
Intern Members



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Graduate Members
Faculty Members

All of whom are described in Article 2.1 of these By-laws.

Voting Members shall include all of those individuals with MRAIC and/or FRAIC designation.

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

1.2 Reference to the singular and masculine shall be deemed to include the plural and feminine as the context requires.

Article II – Membership

2.1 Members: full membership in the Royal Institute is reserved for individuals with formal defined qualifications in the field of architecture. The qualifications acceptable for full membership are as follows:

(i) active or retired members, in good standing with Canadian architectural licensing organization; or

(ii) individuals who have been certified by the Canadian Architectural Certification Board (CACB) or graduated from a CACB accredited program; or

(iii) graduates from a foreign school of architecture at the discretion of the Board; or

(iv) on the recommendation of the Program Head, the holder of an academic appointment at a Canadian University School of Architecture (hereinafter referred to as a Faculty Member).



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2.2 A Member retiring from the practice of architecture may continue as a Retired Member of the Royal Institute with payment of reduced annual fees. Retired Members retain all of their rights and privileges except such Retired Member shall not be eligible for election as a Director of the Royal Institute.

2.3 International Associates of the Royal Institute shall be those who have an architectural license or the equivalent from a non-Canadian licensing authority and demonstrate **good** standing in the profession in the locale in which they are licensed. Such persons may be resident within or outside of Canada.

International Associates in good standing may indicate that they are International Associates of the Royal Architectural Institute of Canada, and may use the title International Associate RAIC but not RAIC Associate or the initials RAIC alone or the initials IARAIC as a suffix to their names.

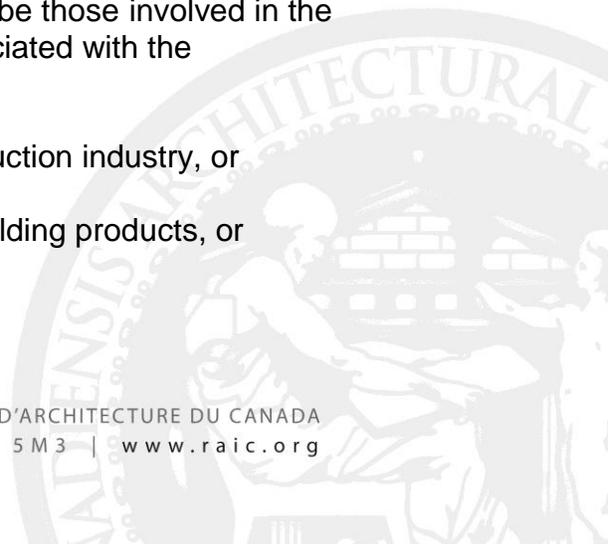
International Associates may not vote at an annual meeting of the Members nor at a special meeting of the Members or for the election of Directors of the Royal Institute. International Associates shall not be eligible to serve as a member of the Board.

2.4 A Member may become a Life Member after 40 years of membership with the Royal Institute, or after having reached 75 years of age plus 10 years of consecutive membership. Members may also apply for a life membership by obtaining five nominators and submitting a statement (RAIC membership history will also be taken into consideration). The application will be evaluated and life membership will be granted at the discretion of the Board.

A Life Member shall not be required to pay annual membership dues. Life Members shall retain all their rights and privileges of membership.

2.5 Affiliate Members of the Royal Institute shall be those involved in the design and construction industry and who are associated with the architectural profession through:

- i) the provision of services to the design and construction industry, or
- ii) the manufacture, distribution, or installation of building products, or



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iii) the development and promotion of building and design standards or regulations and programs for the design and construction industry, or

iv) membership in an Architecture Canada/RAIC Chapter.

Affiliate members may be persons, corporations, organizations or other entities who may reside in Canada or outside of Canada. Affiliates in good standing may indicate that they are Affiliates of the Royal Institute but they shall not use the designation RAIC in any form.

Affiliate members may not vote at an annual meeting of the Members nor at a special meeting of the Members or for the election of Directors of the Royal Institute. Affiliate Members are not eligible to serve on the Board.

2.6 Student Associates of the Royal Institute shall be those students who are enrolled full-time in a *professional degree program in architecture* at a Canadian University School of Architecture or in the RAIC Syllabus.

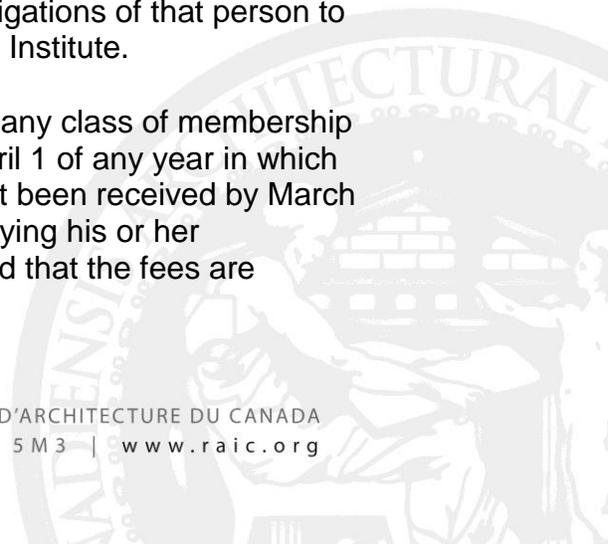
Student Associates in good standing may indicate that they are Student Associates of the Royal Architectural Institute of Canada but they shall not use the designation RAIC in any form.

Student Associates may not vote at an annual meeting of the Members nor at a special meeting of the Members or for the election of Directors of the Royal Institute. Student Associates are not eligible to serve on the Board.

2.7 Persons joining any class of membership within the Royal Institute do thereby agree to uphold the aims and objectives of the Royal Institute.

2.8 A person belonging to any class of membership within the Royal Institute may withdraw by letter of resignation addressed to the Executive Director but such withdrawal shall not affect any obligations of that person to pay dues or other monies then payable to the Royal Institute.

2.9 The membership of any person belonging to any class of membership in the Royal Institute shall be cancelled effective April 1 of any year in which membership fees are due and payable and have not been received by March 31 of that year. A Member may be re-instated by paying his or her membership fees in full for the current year, provided that the fees are



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received in the RAIC office prior to noon on the last business day of that year. After that date, reinstatement for that year, or any previous year, shall not be possible for any reason including eligibility for nomination to the College of Fellows, eligibility for any RAIC position, scholarship, award, recognition, or any other program, except by 2/3 majority vote of the Board upon consideration of exceptional circumstances (such as ill-health) and deposit of all fees owing at least 30 days prior to the decision of the Board. The Board of the Royal Institute may suspend any person belonging to any class of membership in the Royal Institute for conduct unbecoming to the architectural profession, upon 2/3 majority vote of the Board.

2.10 The Members shall pay annual dues to the Royal Institute. The dues shall be set from time to time by the Board in an amount sufficient to meet the obligations and programmes of the Royal Institute and shall be payable on the first day of January each year, or on such other date as the Board may determine.

2.11 Conditions of Membership: Membership in the Royal Institute shall cease if:

- i) The prescribed fee or any other financial obligation owing by the Member to the Royal Institute remains unpaid by March 31;
- ii) A Member dies or, in the case of an organization, ceases to exist;
- iii) A Member submits a written resignation;
- iv) Membership is, for any reason, revoked at a special meeting of the Members by a vote of at least 66 2/3 of the Members;
- v) A Member become bankrupt and/or makes a Proposal under the Bankruptcy and Insolvency Act;
- vi) A Member is found guilty of an indictable criminal offence.

The Board may suspend a Member according to any regulations established by the Board.



Membership in the Royal Institute is non-transferrable.

Article III - Membership and Honorary Classifications

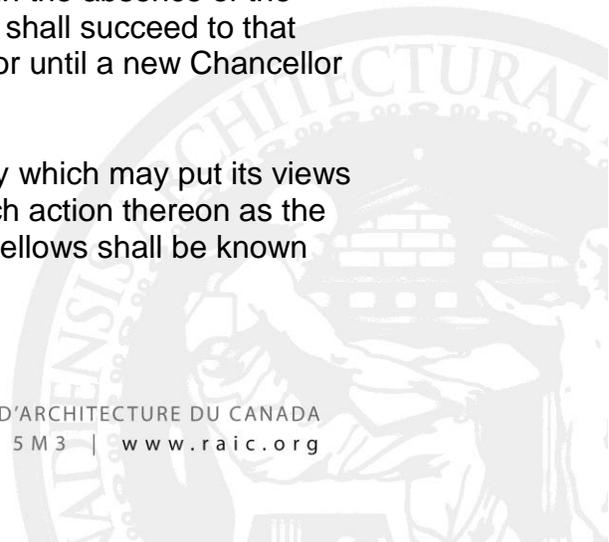
3.1 Only those persons meeting the requirements of Article II - 2.1, 2.2 and 2.4 of these By-Laws may use in connection with their names the designation MRAIC. No person belonging to any other class of membership within the Royal Institute may use the designation MRAIC.

3.2 All persons who have been or are hereafter admitted to the Royal Institute as Honorary Fellows or Honorary Members shall be considered as associated with the Royal Institute in their respective honorary classifications and entitled to utilize the designation Hon. FRAIC or Hon. MRAIC.

Article IV - College of Fellows

4.1 There shall be a College of Fellows which shall be headed by a Chancellor appointed in accordance with procedures established by the College from time to time. There shall be a Dean and a Registrar of the College appointed in accordance with such procedures, and whose duties are listed therein. The Dean shall be Acting Chancellor in the absence of the Chancellor or whenever he/she is unable to act and shall succeed to that office upon the resignation or death of the Chancellor until a new Chancellor is elected as hereinafter provided.

4.2 The Fellows shall constitute an advisory body which may put its views before any Board meeting for consideration and such action thereon as the Board may decide. The Fellows and the Honorary Fellows shall be known



collectively as the College of Fellows. The Chancellor of the College of Fellows shall be a full voting member of the Board of the Royal Institute and shall attend the Board meetings

4.3 The Chancellor shall appoint, from time to time, Regional Chairs in Geographic Areas to be designated by the Chancellor, which Geographical areas may consist of one or more provinces. The Regional Chairs in their respective areas will assist the Officers of the College by receiving nominations, by initiating committee work when so requested and by liaison with the Recognized Associations on matters of common interest to the Recognized Associations and the College. The duration of the Regional Chairs' appointments will be at the discretion of the College, with a maximum term of three (3) years.

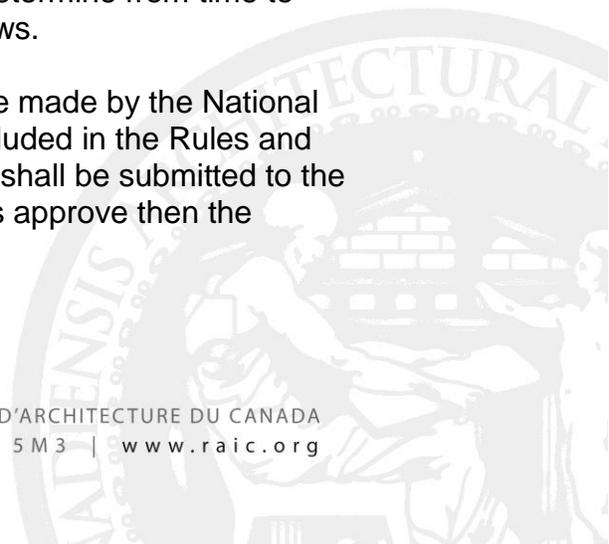
4.4 A Member of the Royal Institute who has achieved professional eminence or has rendered distinctive service to the profession or to the community at large shall be eligible for nomination as a Fellow as outlined in the Rules and Regulations of the College of Fellows.

4.5 The Procedure for Nomination and Election of Fellows is set forth in the Rules and Regulations of the College of Fellows.

Article V - Honorary Fellows

5.1 Members of the Royal Family, persons who hold or have held high office in the Government of Canada and other eminent or distinguished persons to be selected as the Royal Institute may determine from time to time, shall be eligible for election as Honorary Fellows.

5.2 Nominations for Honorary Fellowship shall be made by the National Committee, the terms of reference for which are included in the Rules and Regulations of the College of Fellows. Nominations shall be submitted to the Board and if not less than two-thirds of the Directors approve then the



nominee shall be invited to accept the Honorary Fellowship. The Honorary Fellowship shall be for life.

Article VI - Honorary Members

6.1 Architects residing in Canada who have retired from practice or any other persons in Canada who have rendered distinguished service to the architectural profession shall be eligible for election as Honorary Members.

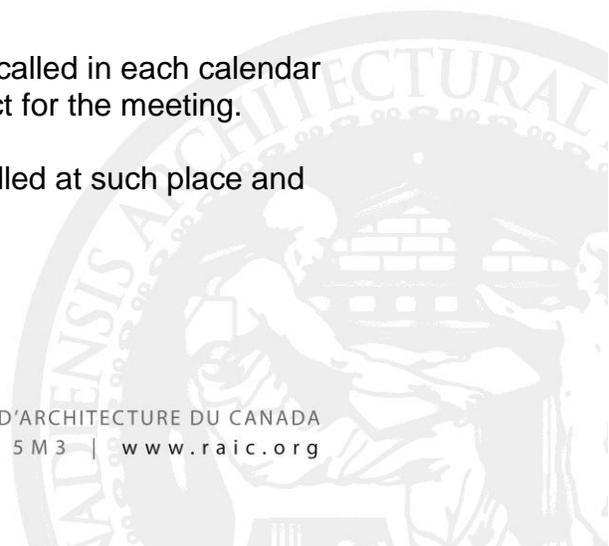
6.2 A nomination for an Honorary Membership may be made in confidence by any Member supported by five (5) other Members to the Board. If not less than two-thirds of the Directors approve then the nominee shall be invited to accept the Honorary Membership and if he/she agrees his/her election as an Honorary Member shall be announced at the next or current Annual Meeting. The Honorary Membership shall be for life.

6.3 An Honourary Member shall not be entitled to vote at either an annual meeting of the Members or a special meeting of the Members nor is an Honorary Member eligible to serve as a member of the Board.

Article VII - Annual and Special Meetings of the Members

7.1 An Annual Meeting of the Members shall be called in each calendar year at such place and date as the Board may select for the meeting.

7.2 Special Meetings of the Members may be called at such place and date as the Board may select.



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7.3 The Board shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

7.4 Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

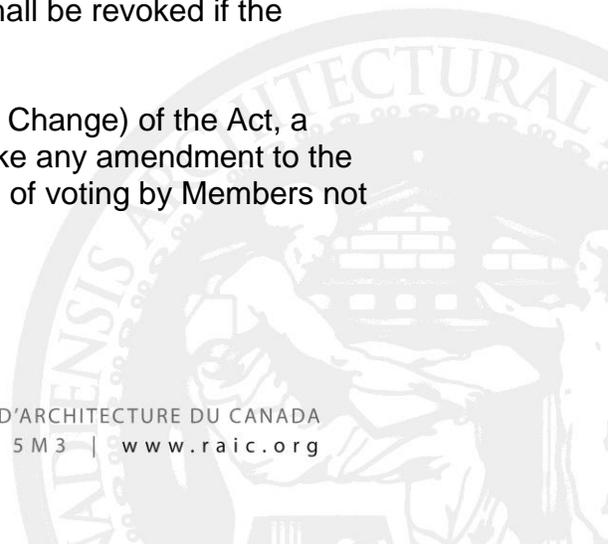
1. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
2. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

7.5 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Royal Institute to change the manner of giving notice to Members entitled to vote at a meeting of Members.

7.6 At any Special or Annual Meeting, only Members entitled to vote may vote and, except as otherwise provided in the Act, and these By-Laws, all matters shall be decided by a majority vote. Fifty (50) Members present either in person, electronically or by proxy at any Annual or Special Meeting of the Members shall constitute a quorum.

7.7 At any Special or Annual Meeting of the Members, a Member may empower another Member to vote on his or her behalf by proxy vote, so long as the proxy is received at the office of the Royal Institute at least 15 days prior to the Annual or Special Meeting. The proxy shall be revoked if the Member attends the meeting in person.

7.8 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Royal Institute to change this method of voting by Members not in attendance at a meeting of Members.



Article VIII - Board of Directors

8.1 There shall be seven (7) geographic regions (“Regions”) from which certain of the Directors shall be elected pursuant to Article XV of these By-laws, namely:

1. British Columbia and Yukon Territory
2. Alberta and Northwest Territories
3. Saskatchewan and Manitoba
4. Ontario Southwest (postal codes L, M and N)
5. Ontario North and East (postal codes K and P) and Nunavut
6. Québec
7. New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador.

8.2 Only one (1) Director may be elected at any time from each Region.

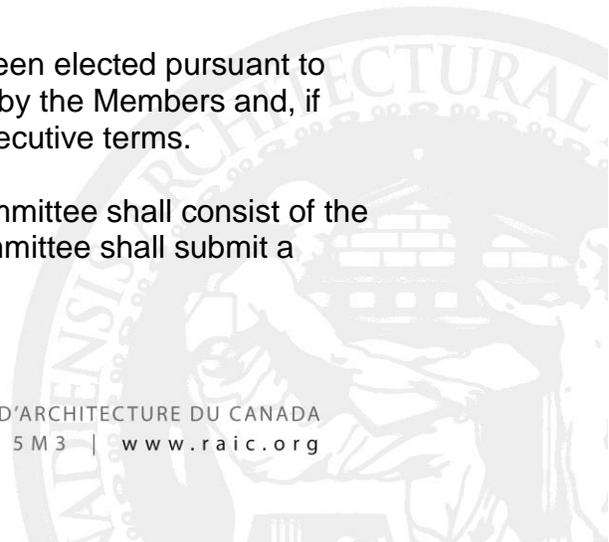
8.3 Such Directors shall be domiciled in the Region from which they are elected.

8.4 A Director representing Intern Architects shall be elected from the RAIC Intern Architect members at large. The Intern Architect Director shall serve for a three (3) year term.

8.5 Directors shall be elected by the Members in accord with these By-laws for a term of three (3) years beginning as of the date of the election of such Individual to the Board.

8.6 Election of Directors: The Directors having been elected pursuant to Article XV of these By-laws shall be ratified/elected by the Members and, if otherwise qualified, are eligible for election for consecutive terms.

8.7 Nominating Committee: The Nominating Committee shall consist of the President and Past-President. The Nominating Committee shall submit a

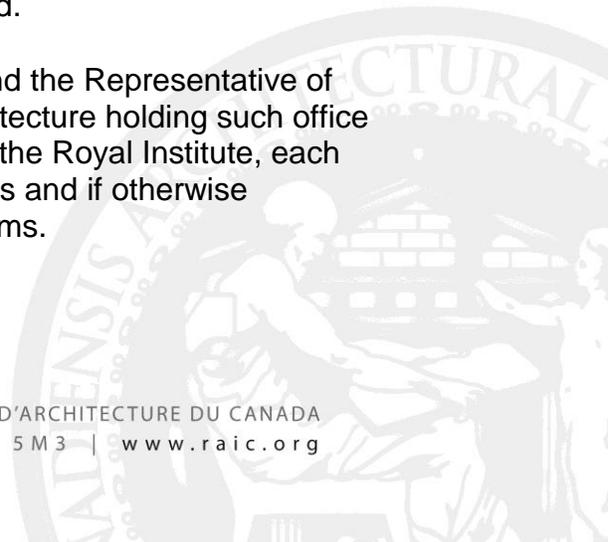


slate of candidates for consideration for ratification/election to the Board of Directors by the Members in accord with Article 8.6 above. Such slate shall include those individuals having been elected, at the material time, by the Region pursuant to Article XV of these By-laws. Such elections by the Region shall occur from time to time as the respective terms of office of the various Directors elected by the Region expire. Such slate shall be sent to the Members either electronically or in the Notice of the Meeting of Members to be sent to the Members.

8.8 The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. The Board may increase the number of Directors, by the addition of up to three Directors-at-Large upon a 66 2/3 majority vote of the Board, provided that at the time of any such addition, a budget has been approved by the Board for the fiscal year in which such Directors will commence service and, provided that a deficit will not be created by the addition of any such Director-at-Large in that fiscal year. The members of the Board shall consist of those individuals elected by the Members pursuant to Article XV of these By-laws together with the individual elected as Second Vice-President, who shall be elected in accord with the policies and procedures of the Royal Institute and the provisions of these By-laws. Additionally, the Board shall consist of those individuals holding the office of President, Past-President and First Vice-President of the Royal Institute. The election process by which such individual shall hold such office shall be in accord with the provisions of these By-laws.

8.9 The Members shall affirm/ratify the election of the Second Vice-President, the President, the Past-President and the First Vice-President becoming Directors of the Royal Institute as required.

8.10 The Chancellor of the College of Fellows and the Representative of the Council of Canadian University Schools of Architecture holding such office from time to time shall be appointed as Directors of the Royal Institute, each of whom shall hold office for a term of three (3) years and if otherwise qualified, are eligible for election for consecutive terms.



8.11 The Board so constituted shall administer the affairs of the Royal Institute.

8.12 The quorum for the meetings of the Board shall consist of the President and in his/her absence the First Vice-President and six (6) Directors.

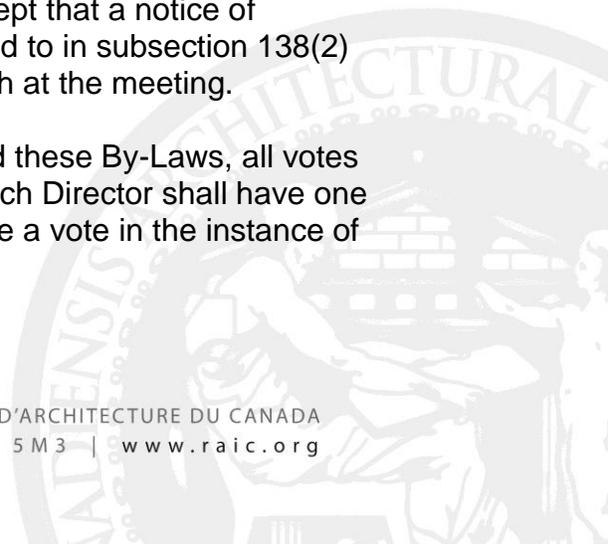
8.13 The first meeting of each Board at which the newly elected Directors take office, shall be held as soon as possible following January 1 and no later than 60 days after this date.

8.14 Other meetings of the Board shall be held at such time and places as decided by the Board provided the President may change times and places due to unforeseen circumstances.

8.15 The President shall, within five (5) days of receipt of a written request from four (4) Directors, call a special meeting of the Board for the purpose set out in the said request, to take place three (3) weeks after such call and in default of so doing, the four (4) Directors may themselves call such a meeting.

8.16 Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this by-law to every Director of the Royal Institute not less than fifteen (15) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

8.17 Except as otherwise provided in the Act and these By-Laws, all votes of the Board shall be decided by a majority vote. Each Director shall have one (1) vote other than the President who shall only have a vote in the instance of a tie.



Article IX - Meetings of the Board

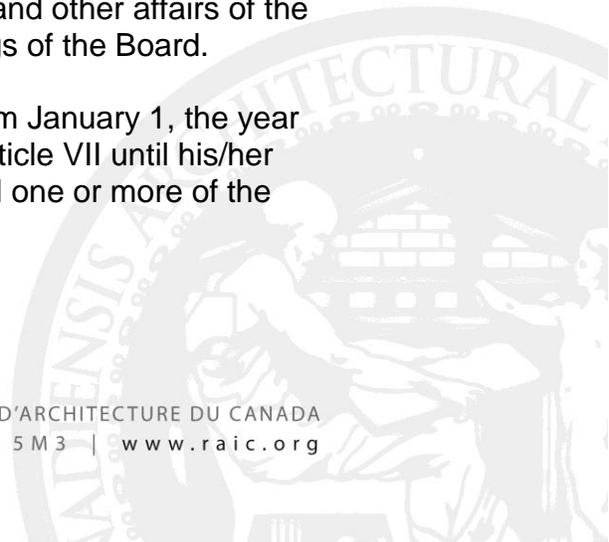
9.1 With the consent of a majority of the Directors, any meeting of the Board may be held by means of a telephone conference call or by any other electronic media so long as the use of such media assures that all participants of the meeting are in a position to participate simultaneously and continuously throughout the meeting of the Directors. Directors participating in this fashion and by such means shall be deemed to be present in person at the meeting for quorum and voting purposes. A Director shall be entitled to vote by means of a telephone or by any other electronic medium so long as the requirements of this article are satisfied.

9.2 Resolution in Lieu of Meeting: A written resolution signed by all of the Directors entitled to vote will be treated as valid as if it had been passed at a regular meeting of the Directors. Directors are permitted to sign in counterpart.

Article X – Officers

10.1 The Officers of the Royal Institute shall consist of the President, the First Vice-President, the Second Vice-President and the Immediate Past-President. They shall succeed to office or be elected in the manner hereinafter provided. The Officers shall constitute the Executive Committee of the Royal Institute and shall be responsible for the administration, management and control of the property, business and other affairs of the Royal Institute during the intervals between meetings of the Board.

10.2 The term of office for an Officer shall be from January 1, the year following the election of the Board as provided in Article VII until his/her successor has been elected and takes office or until one or more of the following occurs:



1. an Officer resigns;
2. an Officer withdraws as a Member of the Royal Institute;
3. an Officer expelled pursuant to Article 2.9;
4. an Officer is expelled as an Officer by unanimous vote of all other Directors;
5. an Officer becomes mentally incompetent;
6. an Officer dies;
7. an Officer is no longer a Member in good standing pursuant to Article 2.1;
8. an Officer becomes bankrupt or makes a Consumer Proposal under the Bankruptcy and Insolvency Act;
9. an Officer is convicted of an indictable criminal offence.

10.3 Vacancies occurring between annual elections shall be filled by the Board for the balance of the term as follows:

1. if the office of the Immediate Past-President becomes vacant it shall remain vacant until the successor takes office pursuant to these By-Laws;
2. if the office of the President becomes vacant the First Vice-President shall thereupon become the new President and shall remain in that office for the balance of that term and the next succeeding term, provided that the duration of the term filled in this manner is no longer than eighteen (18) months. In the event that the new President's term exceeds eighteen (18) months, the First Vice-President elected as a result of the vacancy shall become President at the conclusion of the first term of office served by the new President.
3. if the office of the First Vice-President becomes vacant, it shall be filled for the balance of that term by the Second Vice-President.
4. if the office of the Second Vice-President becomes vacant, it shall be filled for the balance of that term by one of the Directors elected at a meeting of the Board.

Article XI – President



11.1 The President shall give general supervision to the affairs of the Royal Institute, and shall perform all the duties incidental to his office and those imposed upon him/her by these By-Laws or delegated to him/her by the Board. He/she shall preside at all meetings of the Royal Institute and of the Board. In his absence from any of these meetings, his place shall be taken by the First Vice-President. He/she shall be a Member ex-officio of all committees. Upon the conclusion of his/her term of office he/she shall succeed to the office of Immediate Past-President and shall continue in that post until the termination of the term of office of the succeeding President.

Article XII - First Vice-President

12.1 The First Vice-President shall be elected annually by the Board at the first meeting of the Board following the Annual Meeting from amongst those Directors who have served as a Director for the previous year and who have not yet completed their three (3) year term as a Director or have been re-elected as a Director for the next three (3) year term. The First Vice-President shall possess all of the powers and shall perform all of the duties of the President in his/her absence and shall perform such other duties as are delegated to him/her by the Board. Upon the conclusion of his/her term of office he/she shall succeed to the office of President.

Article XIII - Second Vice-President

13.1 The Second Vice-President shall be elected annually by the Board at the first meeting of the Board following the Annual Meeting from amongst those Directors who have served as a Director for the previous year and who have not yet completed their three (3) year term as a Director or have been re-elected as a Director for the next three (3) year term. The Second Vice-President will serve for a period of one (1) year.



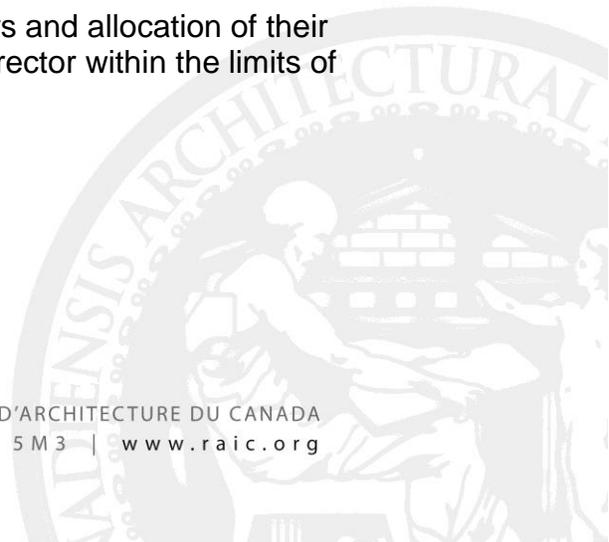
Article XIV – Staff

14.1 The Board may appoint an Executive Director and such other members of executive staff with such titles as it may from time to time decide to be appropriate to assist the Officers. The duties of such persons shall be consistent with sub-section 2 and 3 of this Article unless otherwise directed by the Board on the recommendation of the Officers. The salaries of such persons shall be recommended by the Officers and approved by the Board.

14.2 The Executive Director of the Royal Institute shall be responsible to the Board. He/she shall administer the general affairs of the Royal Institute in accordance with its policies, advise and assist the Officers and such committees as may be appointed from time to time in their responsibilities of office. He/she shall engage in no activity which might conflict with his/her duties except with the approval of the Board.

14.3 He/she shall keep or cause to be kept an accurate record of all meetings of the Board. He/she shall attend to correspondence, send out notices required by these By-laws or as directed by the Board, act as custodian of the seal of the Royal Institute and certify documents issued by the Royal Institute when certification is required. He/she shall maintain proper books of account of the affairs of the Royal Institute and shall ensure the deposit of all monies received by the Royal Institute in a bank named by the Board. He/she shall invest the funds of the Royal Institute in such securities as may be authorized by the Board. He/she shall ensure that monthly financial reports are submitted to the Board of Directors.

14.4 The appointment of additional staff members and allocation of their duties shall be the responsibility of the Executive Director within the limits of the approved budget.



Article XV - Election of Board of Directors

15.1 Annual elections shall be held in the manner provided herein for vacancies arising as a consequence of a Director completing his/her term of office. A Director completing his/her term may stand for re-election for any number of terms.

15.2 Any five (5) Members resident in a Region for which there will be a vacancy on the Board in that year may nominate an individual resident in that Region as a candidate to stand for election in that Region either by mailing or electronically a nomination letter signed by them and the individual to the Head Office of the Royal Institute on or before the date established by the Board for final receipt of nominations. A statement of not more than two hundred words may be submitted by the candidate enclosed in the nomination letter.

15.3 Within 10 business days following the date of receipt of final nominations, the Executive Director shall mail to all Members in the Region of Election a ballot paper listing alphabetically the names of all candidates for election in that Region accompanied by copies of statements received.

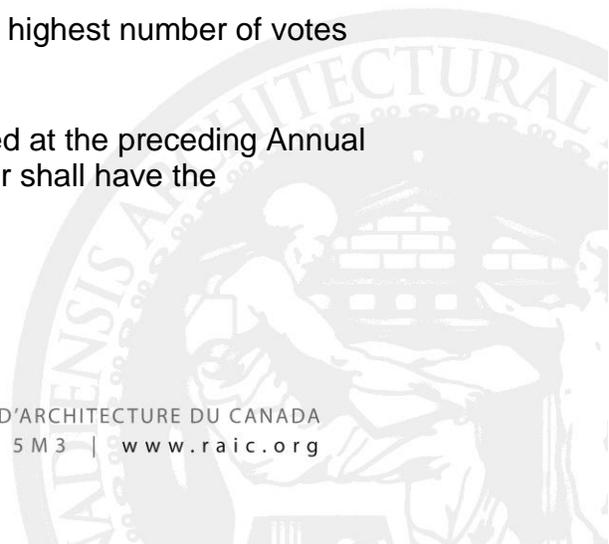
15.4 Only Members in a Region may vote for a candidate in that Region.

15.5 Members shall return their ballots either by mailing or electronically in accord with these By-laws to the RAIC National Office. There shall be a minimum of thirty (30) days between the issuance of ballots and the close of the election.

15.6 Nomination letters, ballots issued, and ballots returning being post-marked later than the dates mentioned above shall be invalid.

15.7 The candidate in each Region receiving the highest number of votes shall be elected to represent such Region.

15.8 The scrutineer shall be the Auditor appointed at the preceding Annual General Meeting. In the event of a tie vote, the Chair shall have the determining vote.



15.9 Requirements with respect to time in this Article may be waived or extended at the Board's discretion.

Article XVI- Vacancies on the Board

16.1 The term of office for a Director shall be automatically vacated in the event one or more of the following occurs:

1. a Director resigns;
2. a Director withdraws as a Member;
3. a Director is expelled at a Special Meeting of the Members called for that express purpose;
4. a Director becomes mentally incompetent;
5. a Director dies;
6. a Director is no longer a Member in good standing pursuant to Article 2.1;
7. a Director becomes bankrupt or makes a Consumer Proposal under the Bankruptcy and Insolvency Act; or
8. a Director is convicted of an indictable criminal offence.

16.2 Vacancies occurring between elections shall be filled by the Board for the balance of the term of office of the particular Director by the appointment by the Directors of a Member resident in the same Region as the Director whose term of office he/she is completing. Alternatively, the Directors then remaining in office may exercise all of the powers of the Board until the next election of Directors, by the Members, providing that a quorum of Directors remains in office at the material time.

Article XVII – Committees



17.1 The Board shall appoint the Chairs of Committees as required to study and report on matters within the objects of the Royal Institute. The Chairs in consultation with the Board shall appoint members of the committees. Chairs shall act as convenors and correspond with members of the Committees.

17.2 Nominating Committee: The Nominating Committee shall consist of the President and Past-President holding office from time to time.

17.3 Only Members with MRAIC and/or FRAIC designations may be eligible to become Members of a Committee of the Royal Institute.

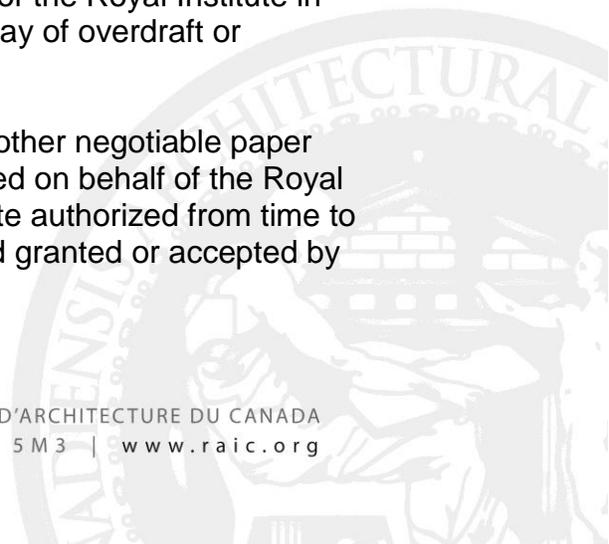
Article XVIII - Auditor and Finance

18.1 A Chartered Accountant or firm of Chartered Accountants shall be appointed as auditor by those Members present at the Annual Meeting to hold office until the close of the next Annual Meeting provided that if the Members fail to do so, the Board shall forthwith make such appointment. The remuneration of the auditor shall be fixed by the Board.

18.2 The financial year-end of the Royal Institute, unless otherwise ordered by the Board, shall be December 31 in every year.

18.3 The Board of the Royal Institute is hereby authorized to borrow moneys or obtain other financial assistance from time to time from any of the chartered Banks of Canada (hereinafter called the Bank), including without limitation through the issuance of bills of exchange drawn by the Royal Institute and accepted by the Bank, upon the credit of the Royal Institute in such amounts as the Board deems proper and by way of overdraft or otherwise.

18.4 Any promissory notes, bills of exchange or other negotiable paper (including renewals thereof in whole or in part) signed on behalf of the Royal Institute by the officer or officers of the Royal Institute authorized from time to time to sign negotiable instruments on its behalf and granted or accepted by



the Bank for moneys borrowed and interest thereon as may be agreed upon or other financial assistance obtained from the Bank shall be binding upon the Royal Institute.

18.5 The Board may from time to time, if it sees fit to do so, grant securities by way of mortgage, hypothecation, pledge or otherwise covering all or any of the property and assets of the Royal Institute present and future as security for all or any monies borrowed by the Royal Institute from the Bank and any such mortgage, hypothecation, pledge or other security shall be valid and binding upon the Royal Institute if signed by any of the officers authorized to sign negotiable instruments on the Royal Institute's behalf.

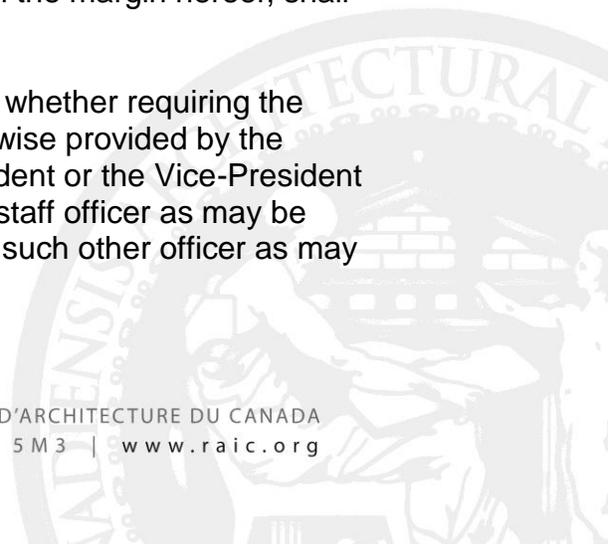
18.6 All contracts, deeds, grants, assurances and documents reasonably required by the Bank or its Counsel for all or any of the purposes aforesaid shall be executed and carried into effect by the proper officers of the Royal Institute (and when necessary the seal of the Royal Institute shall be affixed thereto).

18.7 This Article shall be irrevocable until a By-Law repealing or amending this Article shall have been confirmed or sanctioned by the members and a copy thereof duly certified (under the seal of the Royal Institute) delivered to the Bank, and meanwhile all the powers and authorities hereby conferred shall continue in force.

Article XIX - Signing Officers

19.1 The seal, an impression of which appears in the margin hereof, shall be the seal of the Royal Institute.

19.2 All contracts or other instruments in writing, whether requiring the seal of the Royal Institute or not, shall, unless otherwise provided by the resolution authorizing same, be signed by the President or the Vice-President and the Executive Director or such other Executive staff officer as may be designated by the Board. The Executive Director or such other officer as may



be named in any resolution of the Board shall affix the seal of the Royal Institute to such instruments as require same. Such contracts or other instruments in writing when so executed shall be received as the act of the Royal Institute. Nothing herein contained shall affect any signing authority from time to time conferred on any officer or officers of the Royal Institute in pursuance of any By-Law or any resolution or resolutions which may from time to time be passed by the Board, and the Board may from time to time by resolution appoint any officer or officers (whether being the officers in this paragraph mentioned or not) on behalf of the Royal Institute, either generally to execute any contracts or any other instruments in writing or any specific contract or instrument in writing whether requiring the seal of the Royal Institute or not. Any contract or instrument in writing so signed shall be received as the act of the Royal Institute.

Article XX - Traveling Expenses

20.1 The Board may authorize the payment of traveling expenses:

1. of the Directors or others whose attendance is expressly deemed necessary by the Board, when attending the Annual Meeting and meetings of the Board;
2. of the President or some other person named by the President on official visits to meetings of Recognized Associations or on any other official business of the Royal Institute authorized by the Board;
3. of the Chairs and Members of committees when attending committee meetings authorized by the Board or engaged on business authorized by the Board;
4. of the salaried employees of the Royal Institute when engaged on its business.

20.2 "Traveling expenses" shall mean actual expenditures as approved by the Board.



Article XXI – Publications

21.1 The Board shall cause to be published annually a list of Members, International Associates, Fellows, Honorary Fellows and Honorary Members, with their addresses; and from time to time, such other documents as may be deemed advisable.

21.2 The official publication of the Royal Institute shall be published periodically. The purpose of the publication shall be to implement the objects of the Royal Institute and to keep its Members informed generally concerning its affairs.

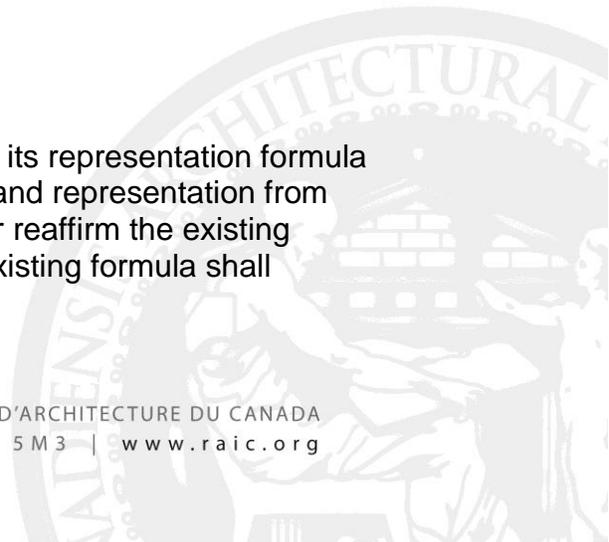
21.3 The Officers or any of them may be authorized by the Board to enter into such contract negotiations with a publisher as may be necessary from time to time to publish the official publication and other publications.

21.4 Matters of editorial content and policy will be the responsibility of the officers of the Royal Institute.

21.5 All of the membership of the Royal Institute shall receive the issues of the official publication and such other publications as the Board may designate. Subscriptions to the official publication shall be deemed to be included in the dues referred to in Article II of these By-Laws.

Article XXII – Representation

22.1 The Board every two (2) years shall analyze its representation formula with a view to recognizing the level of membership and representation from the various Areas of Canada. The Board shall either reaffirm the existing formula or revise it by a simple majority vote. The existing formula shall



continue in full force and effect until it is so revised whether or not it is analyzed and reaffirmed.

Article XXIII - Bilingual Policy

23.1 The Board shall conduct its business in English and/or French as required in recognition of the two (2) official languages of Canada.

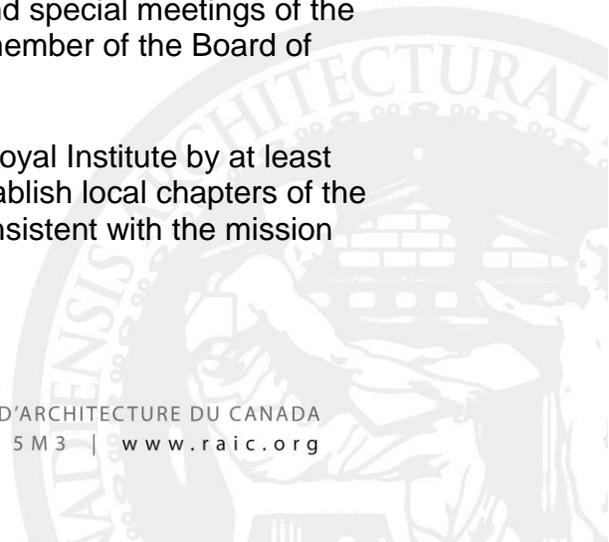
Article XXIV - RAIC Chapters

24.1 Purposes: The Royal Institute Chapters shall foster the purposes, vision, mission, goals, core values and Code of Ethic of the Royal Institute in a distinct geographic area.

24.2 Membership: Royal Institute Chapter membership is open to anyone with an interest in architecture. Non-architects and non members of the Royal Institute will be categorized as an Affiliate Member. Affiliate members may be persons, corporations, organizations or other entities who may reside in Canada or outside of Canada. Affiliates in good standing may indicate that they are Affiliates of the Royal Architectural Institute of Canada but they shall not use the designation RAIC in any form.

24.3 Affiliate Members may not vote at Annual and special meetings of the Royal Institute. They are not eligible to serve as a member of the Board of Directors.

24.4 Formation: Upon written application to the Royal Institute by at least 10 voting members, the Board of Directors may establish local chapters of the Institute with powers to carry out local programs consistent with the mission



and goals of the Royal Institute. The Board of Directors may combine, subdivide or discontinue chapters as the need arises.

24.5 Officers of incorporated local chapters and/or societies wishing to apply to the Royal Institute for chapter status of the Royal Institute must obtain approval by the Board of Directors and must sign a letter of agreement to include:

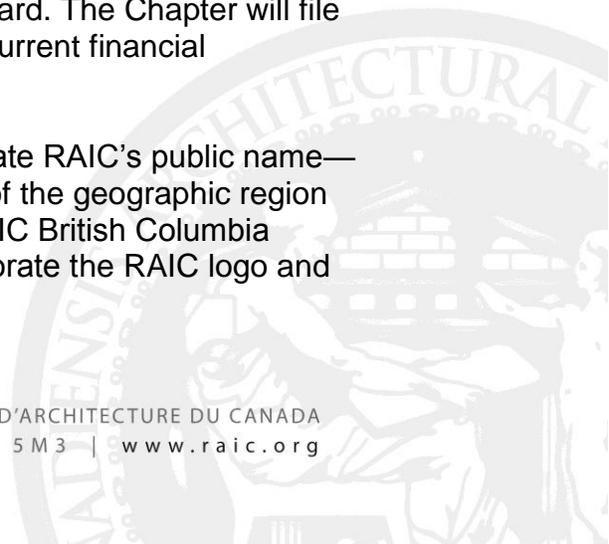
1. The names of a minimum of 25 chapter and/or society members who are eligible for membership under the proposed Chapter bylaws;
2. The names, addresses, e-mail addresses, and telephone numbers of the members who will serve as Officers of the chapter;

24.6 Officers: Chapter Officers comprised of a Chair (registered architect), Vice-Chair (registered architect), Executive Secretary, Treasurer and representatives shall have management and supervision over all the affairs of the Chapter, subject to any limitations as contained in a document entitled "Chapter Operational Standards" as approved by the Royal Institute Board of Directors and deposited with the Chapter President. Notwithstanding such powers, the Chapter shall not engage in any activities which may be considered to be activities of the Royal Institute without the prior consent of the Board of Directors of the Royal Institute and shall at all times be accountable to the Board of Directors of the Royal Institute.

24.7 Finances: The financial year-end of the Chapters, unless otherwise ordered by the Board, shall be December 31 in every year.

24.8 The Chapter is solely responsible for Chapter finances. Chapters shall report regularly to the Chief Financial Officer as contained in a document entitled "Chapter Financial Guidelines" as approved by the Royal Institute Board of Directors and deposited with the Chapter President. Fees and revenues to be determined and approved by the Board. The Chapter will file annually with the RAIC statements indicating their current financial statements and listings of their Chapter officers.

24.9 Chapter Names: All Chapters shall incorporate RAIC's public name—RAIC—into their own name, followed by the name of the geographic region that they represent—i.e. RAIC Alberta Chapter', RAIC British Columbia Chapter'. As entities of RAIC, Chapters may incorporate the RAIC logo and



RAIC trademark into their communications materials in order to indicate their connection to RAIC.

24.10 Dissolution of a Chapter: In the event that a chapter is dissolved, all right, title and interest of such chapter in and to the property and assets of the Royal Institute shall revert to the Royal Institute.

Article XXV - New By-Laws and Amendments to By-Laws

25.1 Proposals for new By-Laws, amendments to or the repeal of existing By-Laws, (hereinafter called a "proposed amendment") may be made by the Board or any Director, or by written request supported by ten (10) Members. Notice in writing of the proposed amendment must be submitted to the Executive Director at least six (6) weeks prior to the Annual or Special Meeting of the Royal Institute at which the proposed amendment is to be considered. The Executive Director shall forward a copy of the proposed amendment with the notice of the Annual or Special Meeting.

25.2 Subject to paragraph 3 hereto, the proposed amendment shall come into effect immediately upon approval by a two-thirds majority of those Members present at the aforesaid Annual or Special Meeting.

25.3 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to the By-laws if such amendment affects membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

(Approved May 28, 2014)

