RAIC Annual General Meeting

Date: Tuesday, June 9, 2020
Time: 12:00 – 2:00 pm ET
Location: Virtual Platform

RAIC | IRAC
Royal Architectural Institute of Canada
Institut royal d'architecture du Canada

RAIC Annual General Meeting
Tuesday, June 9, 2020

Agenda

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Adjournment

RAIC Annual General Meeting
Tuesday, June 9, 2020

1. Welcome and Call to Order

2. Adoption of the Agenda

MOTION to adopt the Agenda as presented (or amended).

Moved by: _____ Seconded by: _____

3. Introduction of Special Guests

4. Remembrance of Members who have Passed

5. Recognition of Past Presidents, Fellows and Volunteers

6. Ratification of RAIC Elections and Introduction of RAIC Board of Directors & Executive

Introduction of the RAIC Board of Directors and Executive

Executive:

John Brown, FRAIC, President

Jason Robbins, MRAIC, First Vice-President

Jonathan Bisson, MIRAC Second Vice-President, Treasurer and Regional Director, Quebec

RAIC Annual General Meeting
Tuesday, June 9, 2020

Michael Cox, FRAIC, Immediate Past President

Mike Brennan, RAIC Chief Executive Officer (Ex-Officio)

Board of Directors:

Sean Ruthen, FRAIC, Regional Director, British Columbia / Yukon

Dale Taylor, FRAIC, Regional Director, Alberta/Northwest Territories

Johanna Hurme, FRAIC, Regional Director, Saskatchewan and Manitoba

Emmanuelle van Rutten, FRAIC, Regional Director, Ontario North, East and Nunavut

Drew Hauser, FRAIC, Regional Director, Ontario Southwest

Gregory MacNeil, MRAIC, Regional Director, Atlantic

Andrew Dejneka, MRAIC, Director representing Interns and Intern Architects

Susan Ruptash, FRAIC, Chancellor, College of Fellows

Jill Stoner, MRAIC, Director representing Canadian Council of University Schools of Architecture

To comply with the Canada Not-for-Profit Corporations Act, as per the Article 8.6 and 8.7 of the RAIC by-laws, members are asked to ratify the election of the following directors:

Johanna Hurme, FRAIC, Regional Director, Saskatchewan and Manitoba

Drew Hauser, FRAIC, Regional Director, Ontario Southwest

MOTION that the members ratify the election of Johanna Hurme, FRAIC, as Regional Director of Saskatchewan and Manitoba, Drew Hauser, FRAIC, as Regional Director of Ontario Southwest and Susan Ruptash, FRAIC, as Chancellor of the College of Fellows to the RAIC Board of Directors.

Moved by: _____ Seconded by: _____

MOTION to destroy the ballots from the elections.

Moved by: _____ Seconded by: _____

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

MOTION to ratify the election of John Brown, FRAIC, as President, Jason Robbins, MRAIC, as First Vice-President, Jonathan Bisson, MIRAC as Second Vice-President and Michael Cox, FRAIC, as Immediate Past President.

Moved by: _____ Seconded by: _____

7. Approval of Minutes of the RAIC Annual General Meeting 2019

MOTION to approve the minutes of the RAIC Annual General Meeting 2019 as presented (or amended).

Moved by: _____ Seconded by: _____

8. President's Annual Report

MOTION to receive the President's Annual Report.

Moved by: _____ Seconded by: _____

9. Presentation of Financial Statements for Fiscal Year 2019

Jason Robbins, MRAIC, First Vice-President, will present the audited financial statements of the RAIC for the fiscal year ending December 31, 2019.

MOTION to accept the audited financial statements for 2019 as presented.

Moved by: _____ Seconded by: _____

10. Appointment of Auditors for 2020

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. During the 2019 RAIC AGM, the members approved the appointment of Welch LLP as the RAIC auditor for the fiscal year 2019, 2020 and 2021. Welch was founded in 1918 and is now the 14th largest public accounting firm in Canada. Their focus is on the not-for-profit sector and currently serve over 300 not-for-profit clients.

Motion to approve Welch LLP as auditors for the 2020 fiscal year, in accordance with the three-year proposal approved in 2019.

Moved by: _____ Seconded by: _____

11. RAIC By-laws

The RAIC is proposing changes to its by-laws to commence on July 1st, 2020.

During the May 8th RAIC Board of Directors special meeting, the RAIC Board of Directors passed a motion to approve the draft RAIC By-laws to be presented to the RAIC membership during the 2020 RAIC Annual General Meeting as seen below.

*It was **MOVED** by G. MacNeil and **SECONDED** by S. Ruthen that the draft RAIC bylaws be approved as presented.*

MOTION to approve the draft RAIC bylaws as presented (or amended).

Moved by: _____ Seconded by: _____

12. Members' Forum – Questions from the Floor

Members are invited to ask questions and provide comments and ideas.

Adjournment.

RAIC | IRAC
Royal Architectural Institute of Canada
Institut royal d'architecture du Canada

Royal Architectural Institute of Canada
Minutes
Annual General Meeting 2019

Sunday October 27, 2019
Toronto, ON
Queens Quay

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1. Welcome and Call to Order

President M. Cox, FRAIC, welcomed the delegates and called the meeting to order at 5:51 pm ET. Background information was provided regarding the motions found in the docket.

2. Adoption of the Agenda

It was **MOVED** by Bill Birdsell, FRAIC and **SECONDED** by Baldwin Hum, MRAIC **THAT** the agenda be adopted as presented.

CARRIED

3. Introduction of Special Guests

President M. Cox, FRAIC welcomed all special guests and asked international delegates to rise and be acknowledged.

4. Remembrance of Members who have Passed

President M. Cox, FRAIC asked the audience for a moment of silence for the members who have passed.

5. Recognition of Past Presidents, Fellows and Volunteers

President M. Cox, FRAIC asked all Past Presidents, Fellows and Volunteers who are present to rise and be acknowledged and thanked for their work.

6. Ratification of RAIC Elections and Introduction of RAIC Board of Directors & Executive

President M. Cox introduced the RAIC Executive Committee and the RAIC Board of Directors. He noted that Jill Stoner was unable to be present at the AGM.

President	Michael Cox, FRAIC
First Vice-President	John Brown, FRAIC
Second Vice-President, Treasurer and Regional Director, Saskatchewan / Manitoba	Jason Robbins, MRAIC
Alberta/Northwest Territories	Dale Taylor, FRAIC
Atlantic	Gregory MacNeil, MRAIC
British Columbia / Yukon	Jennifer Cutbill, MRAIC
CCUSA	Jill Stoner, MRAIC
Chancellor, College of Fellows	Diarmuid Nash, PP/FRAIC
Interns and Intern Architects	Andrew Dejneka, MRAIC
Ontario North, East and Nunavut	Emmanuelle van Rutten, FRAIC
Ontario Southwest	Susan Ruptash, FRAIC
Québec	Jonathan Bisson, MIRAC

President M. Cox, FRAIC asked for a motion to ratify the election of the new RAIC Directors.

It was **MOVED** by Robert Thibodeau, FIRAC and **SECONDED** by Pierre Gallant, FIRAC **THAT** the election of Sean Ruthen, FRAIC, as Regional Director of British Columbia/Yukon, Emmanuelle van Rutten, FRAIC, as Regional Director of Ontario North, East and Nunavut, and Jonathan Bisson, MIRAC, as Regional Director of Quebec to the RAIC Board of Directors be ratified.

CARRIED

President M. Cox asked for a motion to destroy the ballots.

It was **MOVED** by Bill Birdsell, FRAIC and **SECONDED** by, Baldwin Hum, MRAIC **THAT** the ballots of the RAIC Board of Directors election be destroyed.

CARRIED

President M. Cox, FRAIC asked for a motion to ratify the election of the Officers of the RAIC.

It was **MOVED** by Robert Thibodeau, and **SECONDED** by Pierre Gallant, FIRAC **THAT** the election of the officers of the RAIC: Michael Cox, FRAIC, as President, John Brown, FRAIC, as First Vice-President, and Jason Robbins, MRAIC, as Second Vice-President be ratified.

CARRIED

7. Approval of Minutes of Annual General Meeting of 2018

President M. Cox, FRAIC asked for a motion to approve the minutes of the last RAIC Annual General Meeting.

It was **MOVED** by Pierre Gallant, FIRAC and **SECONDED** by Gerrie Doyle, FRAIC **THAT** the minutes of the 2018 RAIC Annual General Meeting be approved as presented.

CARRIED

8. President's Annual Report

President M. Cox, FRAIC stated that his written report was provided in the Annual General Meeting package.

It was **MOVED** by Randy Dhar,PP/FRAIC, and **SECONDED** by Baldwin Hum, MRAIC, **THAT** the President's Annual report be received.

CARRIED

9. Presentation of Financial Statements for Fiscal Year 2018

Jason Robbins, MRAIC, Second Vice President, Treasurer and Regional Director, Saskatchewan / Manitoba presented the audited financial statements of the RAIC for the fiscal year ending December 31, 2018. He stated that the RAIC financial net surplus for the fiscal year of 2018 totaled $57,237 to which the main financial drivers were membership growth, continuing education for professional development and reducing administrative costs. He added that the RAIC developed and deployed an operational plan to guide the RAIC's work that focused on initiatives that will ensure fiscal strenght and help the RAIC remain an ifitient resourceful member focused organization. He informed the attendees that the RAIC solicited the services of the firm Welch LLP.

Stuart Howard, PP/FRAIC congradulated the RAIC on the financial turn around. He asked J. Robbins, MRAIC to provide an explanation regarding the $1,000,000 purchase of investments.

J. Robbins, MRAIC and M. Brennan explained that the RAIC sold its high risk investments and bought GICs which allowed to reduced administrative fees.

Kathleen Kurtin, FRAIC asked if the membership fees are reflected in the 2018 or 2019 financial statements.

J. Robbins, MRAIC responded that the 2019 membership dues that are collected in 2018 are reflected in the 2019 budget as a defered revenu.

A participant asked how the $50 credit was allocated?

M. Brennan responded that the budget is developeed with the assumption that the credits would be utilized.

A participant ask why there is a large difference in revenue for the RAIC Syllabus program?

M. Brennan explained that the RAIC Syllabus Program generated income, however that amount off-sets the over all operational costs. He noted that the operational costs are not found in the stated amount.

Randi Dhar, PP/FRAIC ask if the conference will always be hosted in October

J. Robbins, MRAIC informed Randi Dhar, PP/FRAIC that the next ten Conferences will be held

in June.

Randi Dhar, PP/FRAIC asked if all festivals will now be hosted independently.

M. Brennan responded that even though the Conferences are planned to be hosted independently this does not mean that partnerships are not possible.

Dave Edwards, PP/FRAIC asked what are the dates for the following conference.

M. Brennan responded that the information regarding the next ten Conferences can be found on the RAIC website.

A participant asked why there is repetition of the host cities?

M. Cox, FRAIC asked that all questions that are not related to the Finanicial Statements be kept for the Members Forum.

It was **MOVED** by Pierre Gallant, FIRAC and **SECONDED** by Gerrie Doyle, FRAIC **THAT** the 2018 Financial Statements be accepted as presented.

CARRIED

10. Appointment of Auditors for 2019

It was **MOVED** by Randy Dhar, PP/FRAIC and **SECONDED** by Gerrie Doyle, FRAIC **THAT** Welch LLP be appointed as auditors for the 2019, 2020 and 2021 fiscal year as per the Board of Directors' recommendation.

Stuart Howard asked why the RAIC chose Welch LLP.

J. Robbins, MRAIC stated that the fees, senior leadership and other factors influenced the RAIC's choice.

Stuart Howard, PP/FRAIC asked if the RAIC Foundation should use the same auditors?

M. Brennan responded that the RAIC developed a matrix to make their decision and offered to provide that analysis to the RAIC Foundation.

CARRIED

11. Membership Fees

President M. Cox, FRAIC introduced the agenda item. He advised that the motion to increase the membership fees would allow for the RAIC to have a stable membership due revenue. He added that the objective in the future is to reduce the membership fees to $0.

It was **MOVED** by Robert Winslow, MRAIC and **SECONDED** by, Baldwin Hum, MRAIC **THAT** the membership-dues be increased no less to the Canadian posted cost of living year-over-year commencing January 1st, 2020.

President M. Cox, FRAIC opened the discussion period of the motion.

Carrie Smart, MRAIC stated that the Victoria Network is encountering difficulties with its development due to the cost of the RAIC membership fees.

Pierre Gallant, FIRAC acknowledged Carrie Smart, MRAIC comment. He added that the RAIC needs to be fiscally prudent and fiscally strong but does recognize her concern. He noted that the RAIC needs the financial resources to offer value to members. He stated that he supports the motion.

A participant asked what other revenue streams would allow the RAIC to reduce its membership dues to $0 and when would it take effect.

M. Brennan explained that the membership dues represent $1.2MM in revenue and that the RAIC will continue to grow the revenue streams and try to bring the overall revenues to $5MM which would allow to off-set the cost of membership dues. He added that the RAIC needs to be balanced and be fiscally responsible until the organization reaches that amount. He added that partnerships are being developed such as BMS insurance and Canadian Precast Prestressed Concrete Institute that increases the organizations revenue.

Pierre Gallant, FIRAC mentioned that he noticed in the Treasurer's Report that the amount for outreach and advocacy is very small. He stated that in order to grow the RAIC's outreach and advocacy program, the RAIC needs to be financially strong.

A participant asked if the RAIC has considered implementing an exit interview or survey for members who do not renew their membership.

M. Brennan responded that the RAIC is looking into different streams to understand membership loss. He added that for the last six years, membership retention rate has been going down. He stated that the RAIC is currently at about 93% retention and increased overall membership numbers in all membership categories.

President M. Cox, FRAIC called the vote.

Three opposed.

CARRIED

President M. Cox, FRAIC acknowledge the work of M. Brennan, RAIC staff and the RAIC Board of Directors. He asked all to stand.

J. Brown, FRAIC provided an introduction regarding the coming RAIC Bylaw changes. He informed the membership that consultation sessions will be held prior to the 2020 June AGM.

12. Members' Forum – Questions from the Floor

President M. Cox, FRAIC opened the meeting to questions or comments from the floor.

Barry Johns, FRAIC presented a friendly appeal for support to RAIC members in attendance on behalf of the RAIC which represents the voice of advocacy for architecture in Canada. He explained that Simon Fraser University has applied for a demolition permit for the Madge Hogarth women residence. He stated that the demolition would compromise the master plan of the campus designed by Arthur Erikson and Geoffrey Massey. He added that the building established Arthur Erikson and Geoffrey Massey's careers and the institute itself. He informed

the attendees that the Arthur Erikson Foundation has concluded that the reasons for the demolition are manageable. He added that the Foundation is seeking a final appeal to enable it to enter a dialogue with the Simon Fraser University and Arthur Erikson's family to seek alternative measurers to preserve the residency. He added that he is looking for support to seek alternate measurers to preserve the building from being demolished. He concluded by stating that the demolition would represent a loss to contemporary heritage of Canadian architecture.

Trevor Boddy, FRAIC added that there are discussions regarding an application of UNESCO heritage site. He stated that Simon Fraser University is planning on replacing this building with a six-story student residence.

Barry Johns, FRAIC asked the attendees, by a show of hands, how many are in support of professionally and politely advocating for the retention of the integrity of Simon University Campus.

The majority of the room supported the appeal.

Barry Johns, FRAIC thanked the members for their help and support.

Mona Lemoine, MRAIC, CORE Chair, announced that the RAIC has approved in principal the Resolution for Urgent and Sustained Action on Climate and Ecological Health. She added that a declaration for Canadian architects has been launched to coincide with the global climate march that can be found on the RAIC website.

M. Brennan thanked Mona Lemoine, MRAIC on behalf of the RAIC for her leadership and her hard work with CORE.

A participant asked why the RAIC Conference will be held in the same cities over the ten years.

President M. Cox, FRAIC responded that by making these commitments it allowed the RAIC to save $1.9MM. He added that the RAIC will be hosting two other annual or bi-annual national events: Congress and Symposiums which will be held in smaller venues.

The participant stated that he would like to see RAIC events to be held in venues that reflect the RAIC values.

M. Cox, FRAIC asked members to send their venue suggestions that could accommodate RAIC events.

Stuart Howard, PP/FRAIC stated that he has noticed that the most successful RAIC Festivals where held in smaller cities but understands that most of these Festivals lost money.

President M. Cox, FRAIC responded that there are two gaps in the ten-year plan where the RAIC will be considering smaller venues.

Carrie Smart, MRAIC thanked the RAIC staff and Board of Directors for the development and support of Chapters and Networks. She added that members in her region expressed a need to develop solutions regarding inclusivity and to have a bit more transparency at the Board of Directors meetings by either publishing the agendas or minutes on the RAIC website.

Gene Dejneka, MRAIC thanked the RAIC for the development of Webday Wednesday.

Randy Dhar, PP/FRAIC stated that in the past, the RAIC membership fees were included in the Provincial Association dues. He asked if there is a possibility for the RAIC and Provincial Associations to implement something similar.

President M. Cox, FRAIC provided historical information regarding the RAIC and the Provincial Regulators. He added that the RAIC and CALA have started discussions about furthering the relationship positively.

Trevor Boddy, FRAIC stated that the younger members within the Vancouver Chapter would like to see the RAIC deliver advocacy programs. He added that there is a consensus that the annual conference is expensive.

13. Adjournment

As there was no further business, President M. Cox, FRAIC asked for a motion to adjourn.

It was **MOVED** by Pierre Gallant, FIRAC and **SECONDED** by Stuart Howard, PP/FRAIC **THAT** the meeting be adjourned.

DRAFT

Annual Report 2019

THE ROYAL ARCHITECTURAL INSTITUTE OF CANADA

RAIC | IRAC
Royal Architectural Institute of Canada
Institut royal d'architecture du Canada

BAHA'I TEMPLE OF SOUTH AMERICA (SANTIAGO, CHILE) / HARIRI PONTARINI ARCHITECTS (2019 RAIC INTERNATIONAL PRIZE WINNER)

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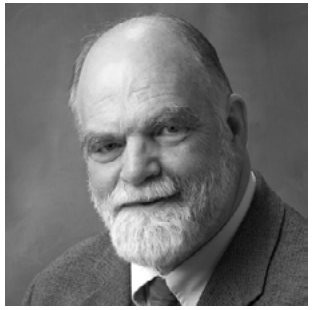
President's Report



As I write this in the midst of the COVID-19 shutdown, I find it almost impossible to report on what transpired in 2019 without seeing it through the present context. Today the present is uncertain—nevermind trying to imagine what the future holds. The metric by which we measured success a few months ago might be completely irrelevant at the moment. As you read this, I hope each of you is safe and well.

Elsewhere in this Annual Report, you will find detailed accounts of the 2019 RAIC programs and activities which indicate, to me at least, a return to organizational stability—the ink is black and growth is positive. Governance renewal is ready for your consideration. A strong foundation has been built upon which to begin a new planning cycle.

The financial report for 2019 shows a modest surplus, almost exactly the amount budgeted for the year. This positive performance is attributable to growth in membership—both in numbers and revenue—and growth in organizational partnerships, as well as expanded continuing education opportunities.

Festival in Toronto, despite being a one-time variance from the traditional calendar-cycle, was very well attended and, by all accounts, a great experience. The 2020 budget conservatively forecasts a further positive variance, and that will mark the first time since 2012 that we have enjoyed three successive years of financial success.

Most of our effort in 2019 was spent in the distinctly unglamorous pursuit of governance reform. I am profoundly grateful to Committee Chair—now President—John Brown, and the rest of the committee, for their unwavering commitment to this task and to all board members who regularly and rigorously examined draft documents and offered comments. Once passed by the membership, the revised Bylaws—along with accompanying documents—will ensure compliance with corporate regulations and will establish a two-year term of office for the RAIC President.

It is upon the strength of these fundamentals that the future of the Institute will be founded. Many of the face-to-face events scheduled for 2020 have been altered by the current circumstances. Among them was a three-year strategic planning exercise that is being restructured at the time of this writing. Too important to be postponed, the process will likely involve a virtual session to plan for immediate priorities for 2021, with a follow up to be determined as circumstances permit.

These few words make these accomplishments sound simple—I wish it were so. Governance and the operational management of a successful organization like the RAIC is a team sport. And make no mistake, volunteers and staff alike, we are a team. We respect one another, we support one another, we challenge one another, and we share in these successes together. It may be a cliché to say that it has been an honour for me to have been your 79th President. Nevertheless, I count every one of the two years, three months, and 21 days as a distinct privilege—pun intended.

Michael Cox, FRAIC
Immediate Past President

CEO's Report

A significant amount changed for the Royal Architectural Institute of Canada in 2019. If there is a singular underlying driving idea for our organization over the past year—it would be growth.

A clear marker that demonstrates the wellbeing of the RAIC is how our staff and membership grew in 2019. Our organization sits with a healthy 93 percent retention rate, and an additional 434 new members joined the RAIC over the past calendar year. Part of this growth can be attributed to the increased communications between members and our staff.

In 2019, we introduced a new membership survey for the RAIC. The survey aimed to assess our members' needs regarding the member savings and benefits program, open communication pathways between our members and staff, and to assess how the RAIC can do better as the national association representing architects and architecture. The feedback we gathered will help inform and guide decisions made by the organization in the future.

The structure of the RAIC grew a tremendous amount in 2019. After substantial planning in 2018, the RAIC launched the first provincial chapter in British Columbia—made up of the Victoria, Mid-Island, and Metro Vancouver networks—to begin the new year. Our organization also launched the Alberta Chapter—comprised of the Edmonton and Calgary networks—later in April, and members living in Atlantic Canada met during the summer to plan the launch of the Nova Scotia Chapter for 2020. Each of these networks has now begun hosting events and strengthening connections in their local communities.

Another way that the RAIC has grown is through our partnerships with other industry-leading organizations. These new partnerships will open even more opportunities in the future for our organization and the profession across Canada. Our different avenues of growth have led to a strong financial position for the RAIC. Our member benefits program has been enhanced with discounts on the RAIC Online Store, Dell products, and International Trade Council membership. The RAIC greatly expanded its Continuing Education program during 2019. New offerings for the year included 26 online webinars under the Webday Wednesday banner, six project management workshops, financial management and leadership courses, and the introduction of a new learning management system that allows for on-demand learning for RAIC members.

These developments in the organization culminated in another successful Festival of Architecture that took place in Toronto in October 2019. It was a great celebration of the profession, and this year it included the newly renamed RAIC International Prize Gala—with the support of distinguished Canadian architect Raymond Moriyama.

As part of the Festival of Architecture, the College honoured five architects as Honorary Fellows of the RAIC. The 2019 Honorary Fellows exemplify the role that architects play in public life around the world and the evolving diversity of the profession. We were also proud to induct 50 new Fellows into the College for 2019.

The RAIC continues to strengthen as an organization, and it could not have been done without the passion of our Board of Directors, staff, partners and dedicated members. I look forward to continuing to grow the RAIC, strengthening the profession and promoting excellence in the built environment.

Mike Brennan
Chief Executive Officer

Board of Directors

Executive Committee

PRESIDENT
Michael Cox, FRAIC

FIRST VICE-PRESIDENT
John Brown, FRAIC

SECOND VICE-PRESIDENT AND TREASURER
Jason Robbins, MRAIC

Regional Directors

BRITISH COLUMBIA/YUKON
Sean Ruthen, FRAIC

ALBERTA/NORTHWEST TERRITORIES
Dale Taylor, FRAIC

SASKATCHEWAN/MANITOBA
Jason Robbins, MRAIC

ONTARIO SOUTHWEST
Susan Ruptash, FRAIC

ONTARIO NORTH, EAST AND NUNAVUT
Emmanuelle Van Rutten, FRAIC

QUEBEC
Jonathan Bisson, MIRAC

ATLANTIC
Gregory MacNeil, MRAIC

DIRECTOR REPRESENTING INTERNS AND INTERN ARCHITECTS
Andrew Dejneka, MRAIC

CHANCELLOR OF COLLEGE OF FELLOWS
Diarmuid Nash, PP/FRAIC

DIRECTOR REPRESENTING CANADIAN COUNCIL OF UNIVERSITY SCHOOLS OF ARCHITECTURE (CCUSA)
Jill Stoner, MRAIC

Staff

Executive Office

CHIEF EXECUTIVE OFFICER
Mike Brennan

EXECUTIVE COORDINATOR
Danielle Catley

Chapters, Events, and Task Forces

VICE PRESIDENT OF NATIONAL AFFAIRS
Giovanna Boniface

Membership, Corporate Partnerships and Operations

DIRECTOR OF OPERATIONS
Diane Wessman

SPONSORSHIP AND DEVELOPMENT MANAGER
Katie Russell

MEMBERSHIP COORDINATOR
Sarah Holtman

MEMBERSHIP ADMINISTRATOR
Gretta Inamaharo

MEMBERSHIP ASSISTANT
Daniel Diamond (Former)

Continuing Education and Practice Support

DIRECTOR OF PRACTICE SUPPORT
Don Ardiel, MRAIC

PROGRAM OFFICER
Brynne Campbell

PROGRAM OFFICER
Anthony Youssef

CONTINUING EDUCATION ADMINISTRATOR
Camille Rivard

PROGRAM OFFICER
Kristen Gagnon, MRAIC

Honours and Awards/ College of Fellows

DIRECTOR, AWARDS AND HONOURS /COLLEGE OF FELLOWS
Chantal Charbonneau, CAE, Hon. MRAIC

PROGRAM OFFICER
Breann Oneid

Advocacy and Communications

COMMUNICATION ASSISTANT
Tanner Morton

GRAPHIC DESIGNER
Vicky Coulombe-Joyce

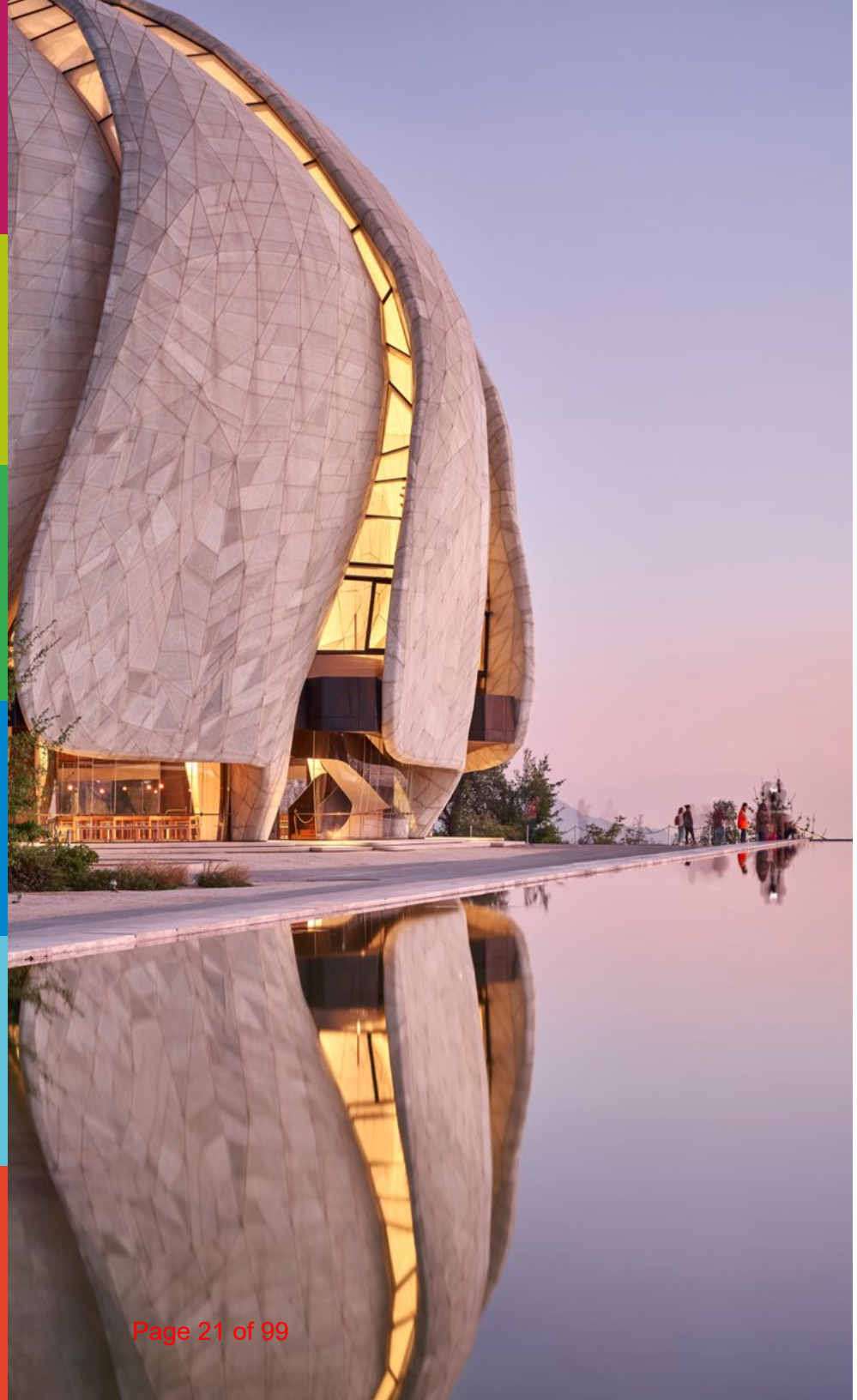
DIRECTOR OF ADVOCACY AND COMMUNICATIONS
Maria Cook (former); Eva Schacherl (interim)

DIGITAL COMMUNICATIONS SPECIALIST
Angie Sauvé (former)

Finance

DIRECTOR OF FINANCE
Vicky Wang

FINANCE ADMINISTRATOR
Veronica Arjona



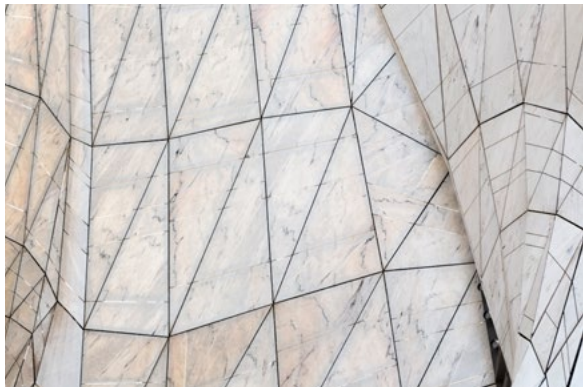
RAIC
INTERNATIONAL
PRIZE 2019

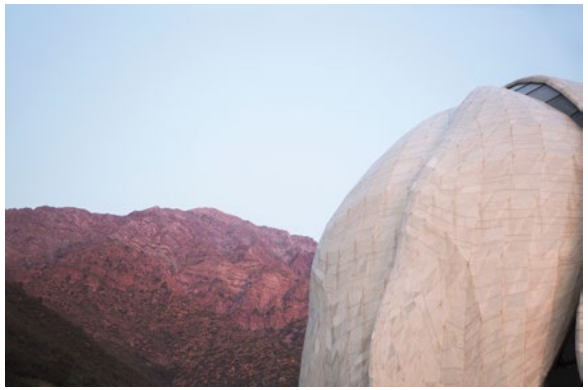
RAIC International Prize

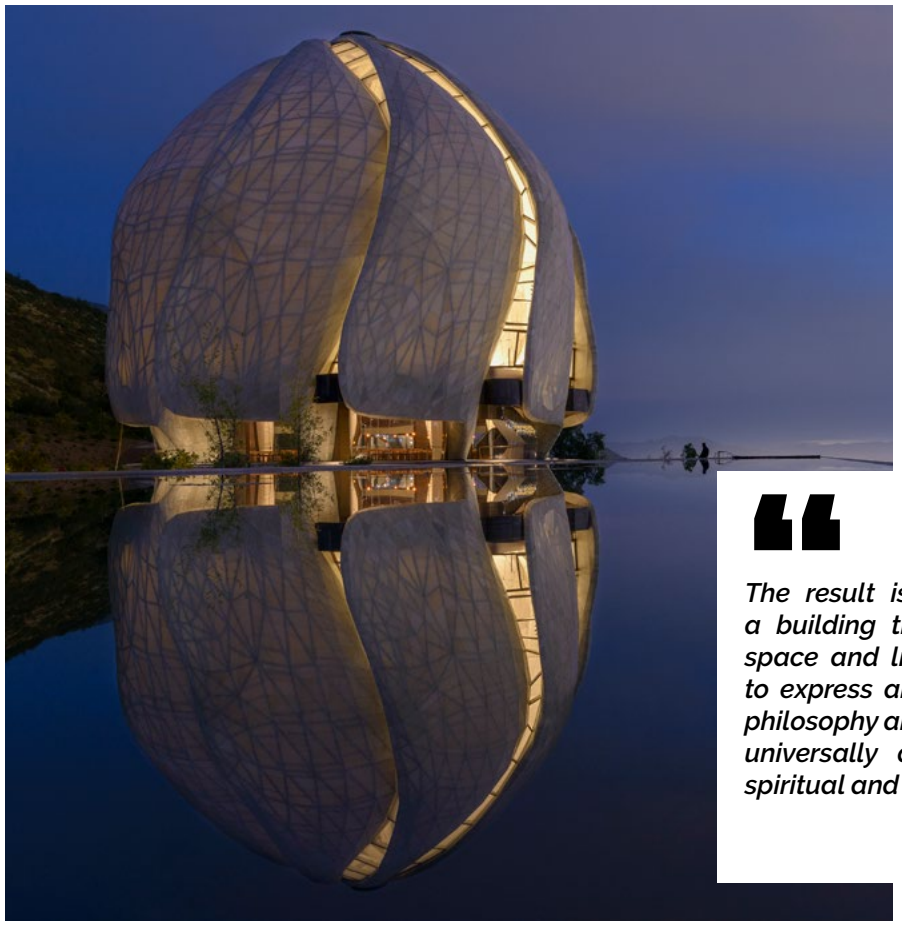
The Royal Architectural Institute of Canada (RAIC) was pleased to announce the Baha'i Temple of South America in Santiago, Chile as the winner of the 2019 RAIC International Prize. The architects are Hariri Pontarini Architects of Toronto, Canada.

The winner was revealed on October 25, 2019, during an awards ceremony and gala at the Westin Harbour Castle in Toronto, attended by over 260 members of the Canadian and international architecture community.

The Baha'i Temple of South America is designed to be a place of welcome and meaning for everyone. Its design aspires to commonality within diversity, and it has attracted over 1.4 million visitors since opening in 2016.

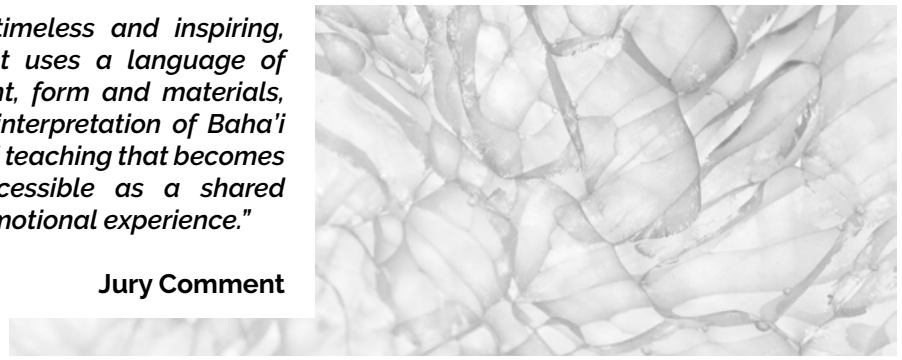






The result is timeless and inspiring, a building that uses a language of space and light, form and materials, to express an interpretation of Baha'i philosophy and teaching that becomes universally accessible as a shared spiritual and emotional experience."

Jury Comment



Jury Composition

The jury for the 2019 RAIC International Prize consisted of:

Anne Carrier, FRAIC – Founder of Anne Carrier Architecture (Lévis, Quebec), a firm that received the Governor General's Medal in Architecture in 2016 and the Architecture MasterPrize in 2018. Carrier is the president of the Association of Architects in Private Practice of Quebec (AAPPQ).

Stephen Hodder, MBE – Hodder Associates (Manchester, UK) received the most important award in British architecture for a single building, the inaugural RIBA Stirling Prize, and has won over 40 major awards. Hodder is past president of the Royal Institute of British Architects.

Barry Johns, FRAIC – Principal of Barry Johns Architects (Edmonton, Alberta), Johns was the first international recipient of the Leslie N. Boney Spirit of Fellowship Award from the American Institute of Architects' College of Fellows in 2018. He is Past Chancellor of the RAIC College of Fellows.

Eva Matsuzaki, PP/FRAIC – A founding member of Women in Architecture and co-founder of Matsuzaki Wright Architects in Vancouver, British Columbia, Matsuzaki was the first woman president of the Royal Architectural Institute of Canada (1998-1999). She has served as the Chair of the Canadian Architectural Certification Board.

Diarmuid Nash, PP/FRAIC, Jury Chair – Diarmuid Nash is a partner at Moriyama & Teshima Architects (Toronto, Ontario). The firm's designs have won six Governor-General's Medals for Architecture. He is past president of the RAIC and Chancellor of the RAIC College of Fellows.

Gilles Saucier, FIRAC – Founding partner of Saucier+Perrotte Architectes (Montreal, Quebec). He is a co-recipient of the 2018 RAIC Gold Medal and the first Prix du Québec for design and architecture. His firm represented Canada at the Venice Architecture Biennale in 2004.

RAIC International Prize Sponsors

The RAIC would like to thank our generous sponsors for the 2019 RAIC International Prize:

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Quadrangle
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Awards of Excellence

Advocate for Architecture

Brent Bellamy
Number TEN Architectural Group
Winnipeg, MB

Jury Comment
"His passionate advocacy for architecture is responsible for a strong public appreciation of architecture within his community, and beyond. His influence has spread far beyond Winnipeg and helped raise national attention to critical issues of urbanism and design."

President's Award for Media in Architecture

Alex Bozikovic
The Globe and Mail
Toronto, ON

Jury Comment
"He explains Canadian architecture at various scales critically evaluates significant landmarks, explores complex urban design issues, discusses contentious planning approaches, and explains new technologies and how we build today."

Innovation in Architecture

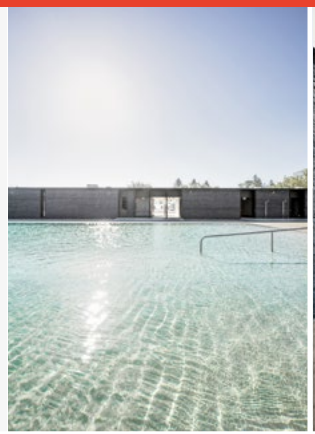
Borden Park Natural Swimming Pool

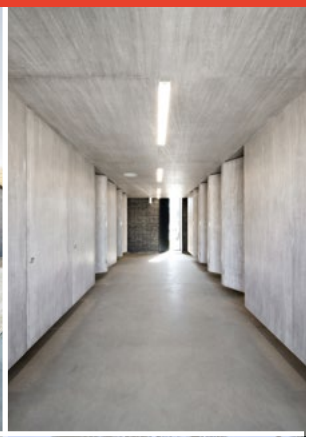
Borden Park
Edmonton, AB

Completion: **2018**
Client: **City of Edmonton**
Architects: **gh3***

Jury Comment

"The strength of the simple, yet powerful architecture is beautifully integrated with the biological systems that provide healthy user experiences, both physically and psychologically."





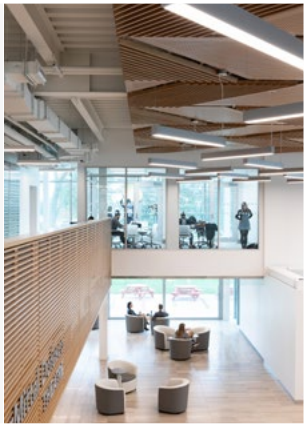
The Joyce Centre for Partnership & Innovation

Mohawk College, Fennel Campus
Hamilton, ON

Completion: **2018**
Client: **Mohawk College**
Architects: **B+H Architects** and **McCallumSather**

Jury Comment

"An exemplary building in terms of technical innovation and a powerful learning tool not only for the students but for the whole campus community."



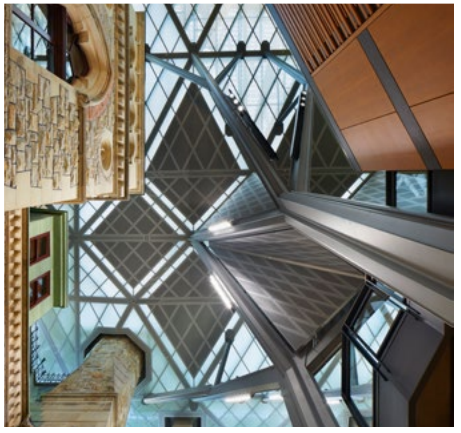
Certificate of Merit - West Block Rehabilitation Project

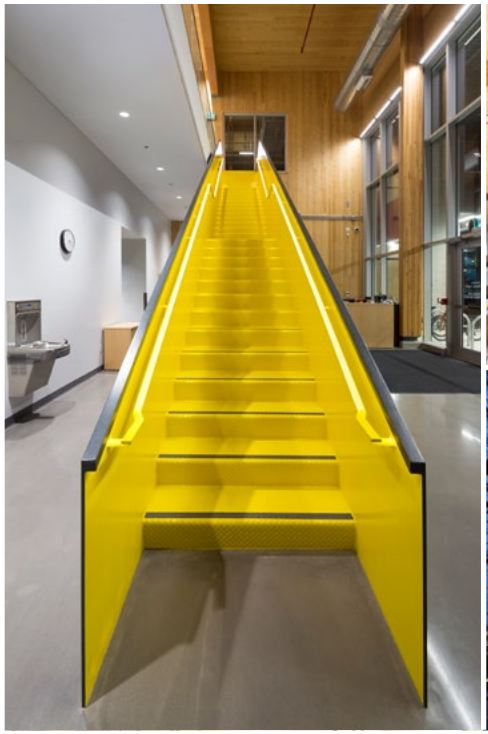
Parliament Hill
Ottawa, ON

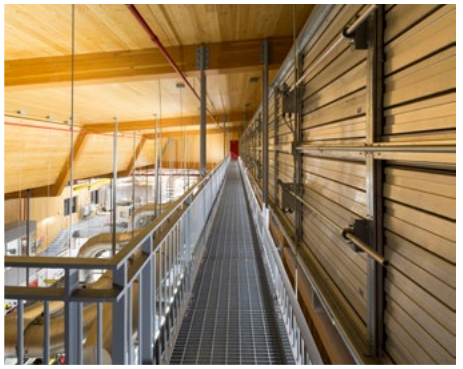
Completion: **2018**
Client: **Public Services and Procurement Canada**
Architects: **Architecture49** and **EVOQ Architecture**

Jury Comment

"Pulling off a successful project of that size with so many different levels of complexities definitely required imaginative and innovative management practices from its leaders."







Green Building

Administered in partnership with the Canada Green Building Council

Campus Energy Centre (CEC)
University of British Columbia
Vancouver, BC

Completion: **2016**
Client: **University of British Columbia**
Architects: **DIALOG**

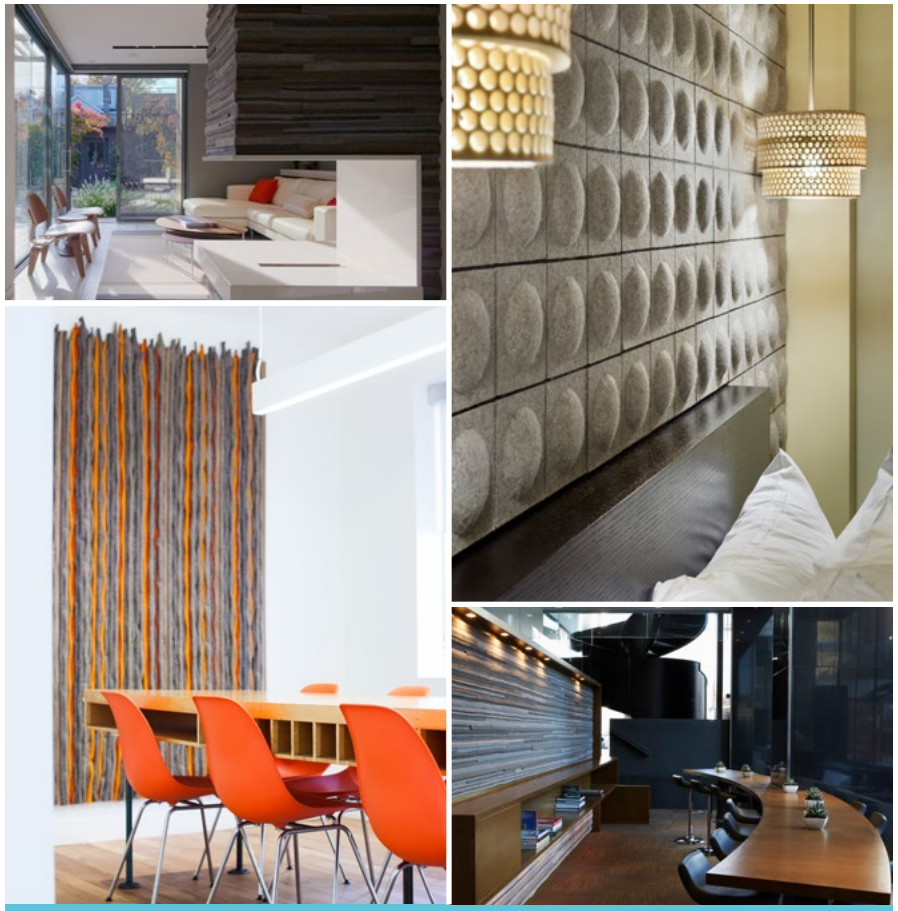
Jury Comment

"This building redefines public interaction with utilities, exposes and educates about function, and is a both an operational and design contributor to the campus community."

Allied Arts Medal

Klaus Nienkämper
Nienkämper
Toronto, ON

Jury Comment
"His work is supremely architectural. Nienkämper's furnishings often show grand scale and primal qualities, framing spatial cores precisely located and harmonized within their surrounding architectural frames."



Allied Arts Medal

Kathryn Walter
FELT Studio
Toronto, ON

Jury Comment
"Her work with cultural institutions, such as Toronto's Textile Museum of Canada, has fostered specialized new craft technologies and new esthetic language."

Honours and Awards

The RAIC administers Canada's only large-scale national awards program for architecture. The program promotes excellence in the built environment by showcasing outstanding achievements. It serves also to heighten public and media awareness of architecture and the people who create it.

Architectural Firm Award

LGA Partners
Toronto, ON

"LGA's diverse portfolio represents a wide range of building types that are unified in their commitment to strengthening social objectives. Their community-minded approach, combined with innovative design strategies and a sensitivity to sustainability, makes their architecture both aspirational and impressive."

Young Architect Award

Kenneth Borton
Winnipeg, MB
5468796

"Kenneth sits in a unique position as a young architect who has helped build the portfolio of one of Canada's most influential design firms since its earliest days. He illustrates how a young architect can have a strong and influential career under the umbrella of a larger firm."

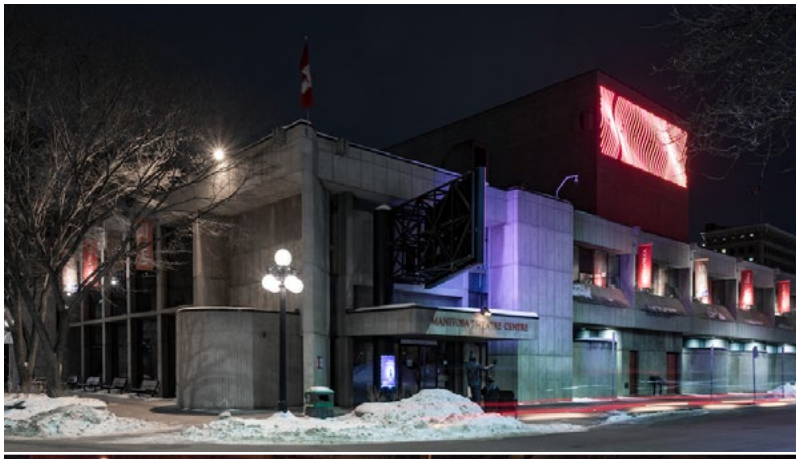
Jessie Andjelic
Calgary, AB
SPECTACLE Bureau for Architecture and Urbanism

"Jessie's approach is one that is uniquely visionary, proven by four competition wins in her short career. Her clear approach to the design process is scale-able and will be the kernel of excellence in larger projects to come and throughout her academic teaching career."

Emerging Architectural Practice Award

UUfie
Toronto, ON

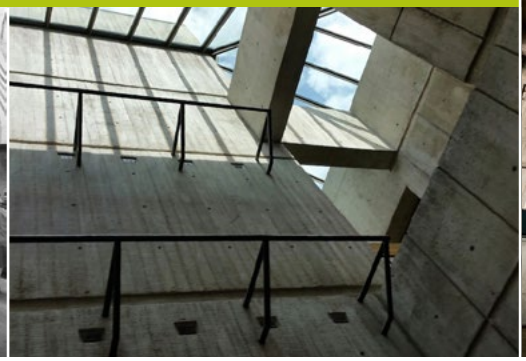
"UUfie is pushing the boundaries beyond Canada's borders and increasing the global profile of Canadian architecture. Their mix of international inspiration and style creates innovative designs that surprise and delight."

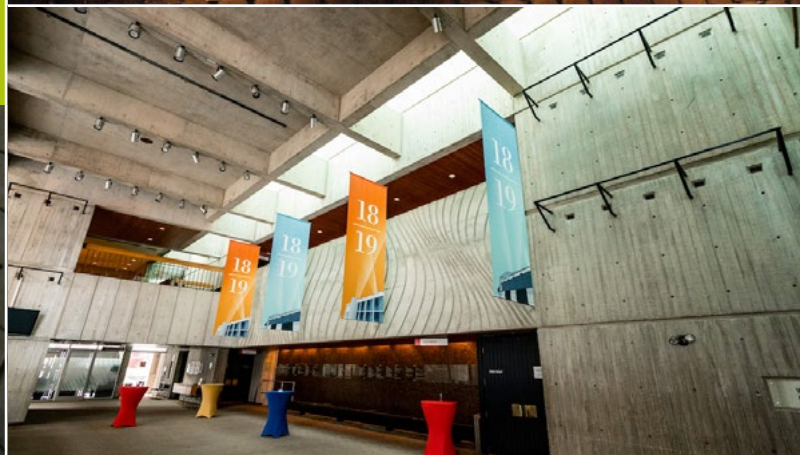


Prix du XXe siècle

Royal Manitoba Theatre Centre
Winnipeg, MB
Number TEN Architectural Group

"It promotes an awareness and appreciation of the relationships between those behind-the-scenes, those on stage and the audience, a casualness of contact. It explores the social, the political, the material and the place as conditions for creativity and innovation."





RAIC Student Medal Recipients

The Student Medal is awarded annually to a student graduating from a professional degree program in each accredited University School of Architecture in Canada who, in the judgment of the faculty of the respective School, has achieved the highest level of academic excellence and/or has completed the outstanding final design project/thesis for that academic year.

The full list of recipients for 2019:

University of British Columbia
Samantha Hart

University of Calgary
Ashley Ortlieb

Carleton University
Josh Wallace

Dalhousie University
Jeffrey Walker

Université Laval
Sébastien Labbé

University of Manitoba
Faeza Hasan

McGill University
Alan MacQuarrie

Université de Montréal
Emmanuel Gaucher

Ryerson University
Kavosh Maleki

University of Toronto
Serafima Korovina

University of Waterloo
Teresa Tran

RAIC Honour Roll Recipients

The RAIC Honour Roll recognizes those students from a professional degree program in each accredited University School of Architecture in Canada who have achieved high academic standing in the top 10% of their graduating class.

The full list of recipients for 2019:

University of British Columbia
Alexander Preiss
Kareem Obey
Pera Hardy
Samantha Hart

University of Calgary
Ashley Ortlieb
Blake St. Peter
Davis Jeffrey
Robyn Larsen

Carleton University
Balquis Attef
Josh Wallace
Kristen Smith
Melanie Li Lung Hok
Rachel Rodd

Dalhousie University
Isaac Fresia
Jacob Kalinowski
Jeffrey Walker
Matei Rau

Université Laval
Andrée Brunet
Antonin Boulanger-Cartier
Maxime Tremblay
Pierre-Olivier Demeule
Sébastien Labbé

University of Manitoba
Chelsea Tacchi
Claire Spearman
Faeza Hasan
Ivan Katz
Zachary Zolondek

McGill University
Alan MacQuarrie
Jessica Santos-Bouffard
Patrizia Bayer
Ruslan Ivanytskyy
Sarah Elizabeth Schlegelmilch

Université de Montréal
Catherine St-Pierre
Emmanuel Gaucher
Pascale Toupin
Samuel Gendron-Fortier

Ryerson University
Emily Mutch
Heather Breeze
Kavosh Maleki
Kayla Murrell
Ryan Fernandes

University of Toronto
Nicholas Cordell Reddon
Ramsey Kin-Sun Leung
Serafima Korovina
Nicholas Gordon Ager

University of Waterloo
James Cameron Parkin
Meng Yi Dai
Paniz Moayeri
Teresa Tran

College of Fellows

The College of Fellows of the Royal Architectural Institute of Canada is composed of members who have been approved by the Board of Directors of the RAIC and advanced to Fellowship by the College of Fellows in accordance with these Rules and Regulations. The Fellows and Honorary Fellows are known collectively as the College of Fellows.

Chancellor's Report

I would like to begin my report with congratulations to the 41 individuals from across the country that were named to the RAIC College of Fellows for 2019 in recognition of outstanding achievement.

The 2019 RAIC International Prize recognized the Baha'i Temple of South America in Santiago, Chile and Siamak Hariri from Hariri Pontarini Architects as the winner of the RAIC International Prize.

The RAIC Foundation also recognized three winners of the 2019 RAIC International Prize Scholarships. Laure Nolte of Dalhousie University, Lucie Palombi from University of Montreal and Odudu Umoessien of University of Manitoba were the recipients.

As a national organization, the College of Fellows—and the greater RAIC—must have inclusivity as a core value. At the RAIC Festival in Toronto, the RAIC College reviewed expressed concerns that use of the title "Fellow" is perceived to be an obstacle to inclusivity on three fronts. The current public colloquial use of Fellow clearly implies the "male" gender, there is no equivalent word in French, and there is a historic connection to colonialism and cultural domination.

In February 2020 the RAIC Board approved a motion to modify the title Fellow to Distinguished Member of the RAIC—or a different title produced from due diligence with legal, fairness, and language experts and a consultation process within the College and RAIC membership.

Susan Ruptash FRAIC was elected in the spring of 2020 as Chancellor of the RAIC College of Fellows for a three-year term beginning June 2020. Susan has a long record of service to the architectural profession and the public. The first woman elected as Chancellor in the history of the RAIC College of Fellows, she will be an amazing Chancellor. I wish her the very best.

Claudio Brun del Re, FRAIC, was elected as the new Registrar of the RAIC College of Fellows, along with Tom Emodi, FRAIC as Dean of the RAIC College, they will form an accomplished, strong, and dynamic team with Susan.

I am concluding my term as Chancellor in June 2020 and would like to recognize and thank Chantal Charbonneau, CAE, Hon. MRAIC, Director, Honors and Awards / College of Fellows. Her knowledge and wise counsel on all things related to the RAIC have been invaluable.

I would also like to thank Mike Brennan— CEO of the RAIC—and the amazing staff at the RAIC.

Finally, I would like to thank John Brown FRAIC—Chair of the RAIC Board—and the members of the RAIC Board. It was a privilege to serve with an extraordinary group of architects and educators committed to the profession and culture of architecture in Canada.

The next few years in the coronavirus environment will by necessity and circumstance influence how we study and practice architecture. Ideally, this will be a time for architects to learn lessons, collaborate, grow and shape new safe, healthy, and resilient environments.

We will need a strong RAIC Board to be our national voice advocating for our practices, our industry, and our wellbeing.

Diarmuid Nash, PP/FRAIC
Chancellor, College of Fellows

National Committee

The National Committee consists of the Chancellor, the Dean, the Registrar, who are elected by Fellows as well as two immediate past presidents of the Royal Architectural Institute of Canada who have completed their term on the RAIC's Board of Directors. Each of the past-Presidents serve a two-year term.

CHANCELLOR: Diarmuid Nash, PP/FRAIC

DEAN: Thomas Emodi, FRAIC

REGISTRAR: Randy Dhar, PP/FRAIC succeeded by Claudio Brun del Re, FRAIC

PAST-PRESIDENTS: Samuel Oboh, FRAIC and Wayne DeAngelis, FRAIC

Regional Committee Chairs

The Regional Advisory Committees of the College of Fellows provide regional feedback, play a major role in the nomination of new Fellows and organize local events. The Chair is appointed by the Chancellor, in consultation with the National Committee and the outgoing Chair of each regional committee.

ATLANTIC: Edmond Koch, FRAIC

QUEBEC: C. Hamelin Lalonde, FIRAC

ONTARIO: Gerrie Doyle, FRAIC and David Caulfeild, FRAIC (Northeast & Nunavut)

ONTARIO: Mary Jane Finlayson, FRAIC (Southwest)

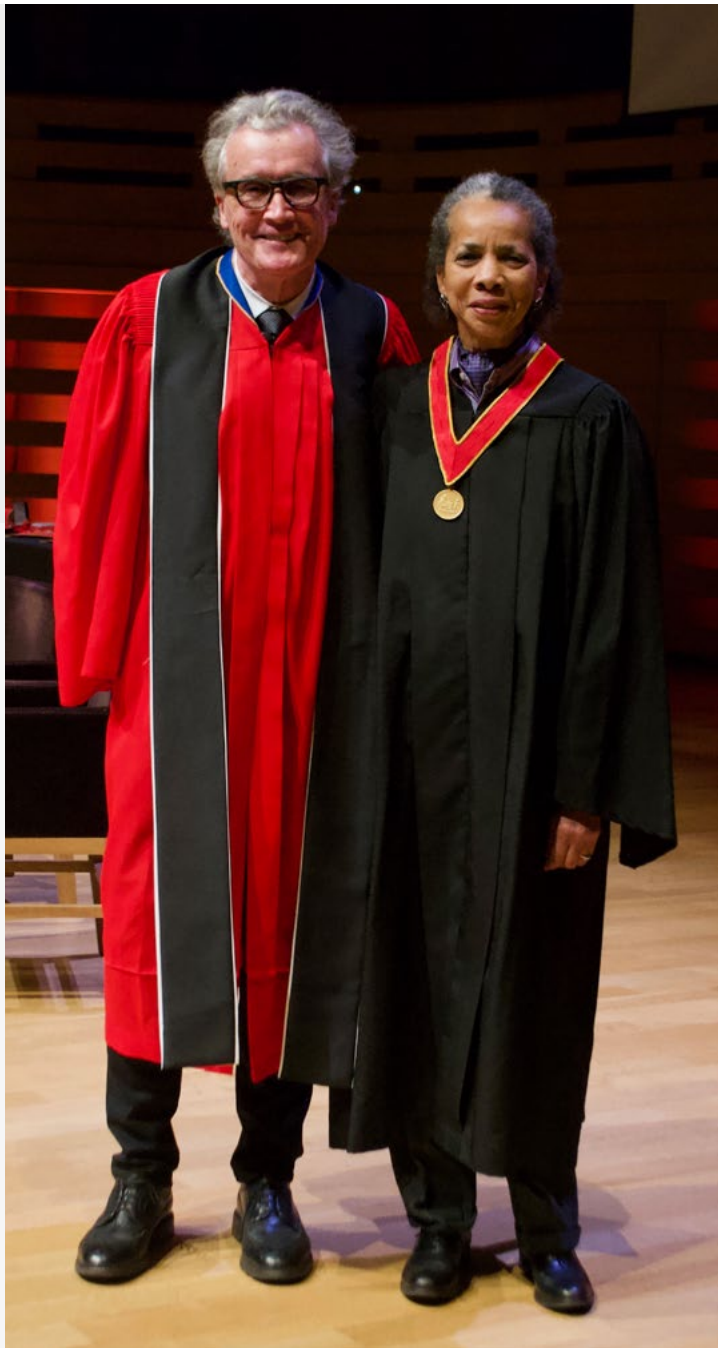
MANITOBA: Donald Oliver, FRAIC

SASKATCHEWAN: Derek E. Kindrachuk, FRAIC

ALBERTA & NWT: Jane Ferrabee-Pendergast, FRAIC

BRITISH COLUMBIA: Sebastian Butler, FRAIC (Yukon)

VICTORIA CHAPTER: Terence J. Williams, PP/FRAIC



2019 Honorary Fellows & Fellows

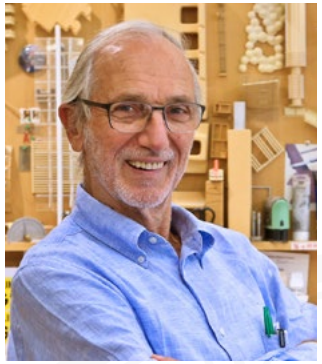
Members of the Royal Family, persons who hold or have held high office in the Government of Canada and other eminent or distinguished persons, nationally or internationally, who have been approved by the Board are eligible to become Honorary Fellows.

The 2019 Honorary Fellows are:

Vishaan Chakrabarti
Hon. FRAIC

Elizabeth Chu Richter
Hon. FRAIC

Ivenue Love-Stanley
Hon. FRAIC



Renzo Piano
Hon. FRAIC

Denise Scott-Brown
Hon. FRAIC

A Fellow is a member of the Institute who has achieved professional eminence or has rendered distinctive service to the profession or the community at large. The College administers nomination and advancement to Fellowship.

The 2019 Fellows are:

- Robert Allen, FRAIC
- Mark Berest, FRAIC
- Brian Bertrand, FRAIC
- Robert J. Boraks, FRAIC
- Sydney Elizabeth Browne, FRAIC
- Michel Broz, FIRAC
- Bruce Carscadden, FRAIC
- Jerry Chlebowski, FRAIC
- Roland Rom Colthoff, FRAIC
- Chris Couse, FRAIC
- Jennifer Cutbill, FRAIC
- Donna Dolan, FRAIC
- Paul Dolan, FRAIC
- Paul George Dowsett, FRAIC
- Patrick B. Fejér, FRAIC
- Andrew Bernard Filarski, FRAIC
- Graham Fligg, FRAIC
- Robert Freedman, FRAIC
- Drew Hauser, FRAIC
- Kathleen Kurtin, FRAIC
- Lisa Landrum, FRAIC
- Ronald LeLievre, FRAIC
- Graham Livesey, FRAIC
- Rocco Maragna, FRAIC
- Erich Marosi, FRAIC
- Chris McQuillan, FRAIC
- Barbara Miszkiel, FRAIC
- Craig Mosher, FRAIC
- Emilio Raimondo, FRAIC
- Verne Reimer, FRAIC
- Patrick Saavedra, FRAIC
- John Warren Scott, FRAIC
- Elizabeth Songer, FRAIC
- Reno Soucy, FRAIC
- David Stavros, FRAIC
- Mark Sterling, FRAIC
- Richard Lyle Stevens, FRAIC
- Peggy Theodore, FRAIC
- Megan Torza, FRAIC
- Emmanuelle van Rutten, FRAIC
- Edward (Ted) Kerry Watson, FRAIC

Festival of Architecture

The Royal Architectural Institute of Canada (RAIC) welcomed attending delegates to the 2019 Festival of Architecture in Toronto. The theme for the event was "The Future of Architecture."

Attending practitioners joined leaders and emerging talents in architecture and design, students, faculty and allied professionals for five days of workshops, tours, two galas, and many other events.

This year's Festival included 44 separate continuing education opportunities—including tours, speaker sessions, and workshops. The topics ranged from establishing a National Architecture Policy for Canada, to sustainable building practices—and everything in between. The weeklong celebration of architectural excellence also included the award-winning POP//CAN//CRIT the RAIC International Prize Gala, and the 2019 RAIC College of Fellows Convocation.

For 2019, there was also an increased focus on sustainability for the Festival of Architecture. Through a series of new initiatives, sponsors, and partnerships, the RAIC minimized waste, conserved energy, and reduced the overall environmental impact of the week-long event.

A significant change for delegates was the festival program. Instead of the printed programs that were used at past Festivals, a mobile app was developed—which provided all the information delegates needed while significantly cutting down on paper used forn the event. The RAIC also decided to not provide bottled water for Festival. Instead, water stations were available throughout the conference centre and delegates were encouraged to use refillable water bottles or the glasses that were provided.

RAIC College of Fellows Convocation Keynote Speaker:

Bernard Plattner

With over 40 years of experience working, and a senior partner, at the prestigious Renzo Piano Building Workshop, accepted honorary fellowship and delivered the keynote address on behalf of Renzo Piano at the RAIC College of Fellows and Syllabus program convocation.

The 2019 Festival of Architecture had an illustrious and extensive list of speakers. In addition to the Convocation Speaker, the other Keynotes included:

Vishaan Chakrabarti
FAIA | Founder, PAU is a practising architect, professor of design and urban theory at Columbia University, and the author of A Country of Cities: A Manifesto for an Urban America. He lectures and writes about rethinking global urban life in the 21st century.

Elizabeth Chu Richter
FAIA | CEO, Richter Architects is the first Asian-American woman to be elected as President of the American Institute of Architects (2015). Richter champions the power of architecture and reached millions of listeners with the radio series The Shape of Texas, broadcast for 11 years on NPR-affiliate stations.

Ivenue Love Stanley
FAIA | Managing Principal, STANLEY, LOVE-STANLEY, P.C. is a pioneer who broke many barriers. She was the first African-American woman to graduate from the Georgia Institute of Technology College of Architecture in 1977, and the first African-American woman to become a registered architect in the Southeast. She lectures widely and is a community leader and mentor to students and young architects.

Tradeshow

In 2019, the RAIC hosted a professional Trade Show that ran during Festival. Over 50 industry leading organizations took part during the three days of the Trade Show.

Thank you to our exhibitors:

Sponsors

Thank you to our sponsors:

Festival Benefactor Sponsors

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CCMPA

College of Fellows and Syllabus Convocation sponsor

EllisDon

Sponsor of the College of Fellows Convocation Cocktail Reception, Festival Supporter for the College of Fellows Luncheon and Annual Business Meeting

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ENBRIDGE Life Takes Energy

RAIC EP Award Winner Breakfast Talk Sponsor

Perkins&Will

Programs, Committees and Task Forces

Continuing Education

Continuing education is a requirement for all architects throughout their careers. The RAIC has long offered high-quality learning opportunities and credits. In 2019 the RAIC expanded its continuing education program. The practice-based continuing education program directly addresses the needs of practitioners at every stage of their careers.

The highly successful Project Management for Architects course held six workshops in Halifax, Winnipeg, Montreal, Victoria and twice in Toronto. The RAIC also launched a new webinar series, Webday Wednesday. The series explored topics such as wood construction, social media and communications, design, adaptive reuse and advanced technology. 26 webinars were held with over 714 registrations in 2019. The RAIC also launched two new courses as a part of the '...for Architects' series, Financial Management and Leadership.

The RAIC continuing education program also launched the Corporate Affiliate series, an exclusive, webinar-based series offered by RAIC's Corporate Affiliate members and partners who are committed to salient and informative learning opportunities. The webinars are free on Friday's and RAIC members can receive continuing education credits.

Finally, the RAIC launched its new Learning Management System (LMS), offering on-demand webinars. The new system allows for courses and webinars to be accessed online at any time. On-demand courses are in development and will be launch in Spring 2020.

Emerging Practitioners Committee

The mission of the RAIC Emerging Practitioners Committee (EPC), chaired by Fotini Pitoglou, is to connect and strengthen the voice of emerging practitioners across Canada in order to serve, inspire and advocate for their continued professional growth on the path to licensure. 2019 was also the year where the terms of reference were updated the reflect the ongoing mission and priorities of the EPC.

Ensuring access to relevant education, the EPC worked with RAIC staff to ensure robust offerings including webinars on the following topics: ExAC preparation (registration requirements and Q&A study tips) as well as Contract Administration and the National Building Code – parts 3 and 9.

Another focus in 2019 was to encourage the engagement of RAIC EP members during the RAIC Festival on Architecture. The EPC carried out a number of events during the 2019 Festival in Toronto, including:

- EP Meet and Greet/After Party
- Award Winner Breakfast Talk with Jessie Andjelic – winner of the RAIC Young Architect Award
- Con-Ed session "Back to School" - presented by Alexandre Hamlyn of the RAIC EPC, which involved a panel discussion on the intersection of architectural education and practice
- RAIC EP Design Competition - The top 10 finalists were displayed, and winners announced at POP//CAN//CRIT
- RAIC EP Open meeting (Intern, syllabus and CASA reps attend this meeting each year so that the EPC can garner and share information and feedback)

The RAIC is grateful for the participation of all committee and taskforce volunteers and we thank outgoing and incoming members for their valuable contributions.

RAIC SYLLABUS

RAIC Syllabus Program

In 2019, the RAIC Syllabus Program accepted 46 new students into the program; an average annual increase from 2017 and 2018 of 10 students per year. The Syllabus graduated four with a Professional Diploma in Architecture (Dipl. Arch.). Syllabus continued into its 41th year with the support of dozens of highly committed volunteer practitioners who collectively donate many hundreds of hours to teaching, mentoring, supervising, and critiquing the 169 students active in the program. In addition to their routine duties of supporting students and volunteers, Registrar Brynne Campbell and Syllabus Administrator Jessica McCormick developed the documentation to support the individual learning pathways for each Syllabus student. A policy updating project was undertaken and completed in conjunction with a comprehensive review of all RAIC policies. The next major project is updating the Syllabus Program curriculum to align with the new Canadian Education Standards (CES) for Architects.

Indigenous Task Force

The Indigenous Task Force (ITF) of the RAIC, chaired by Dr. Patrick Luugigyoo Stewart (Nisga'a), MRAIC, seeks ways to foster and promote Indigenous design in Canada. Its mission is to advocate on behalf of First Nations, Metis and Inuit communities across this land. After an amazing and inspiring six-month-long exhibition in Venice as the Canadian representative at the Venice Biennale in 2018, the ITF opened UNCEDED at the Canadian Museum of History on May 2, 2019. UNCEDED is scheduled to remain open at the Museum of History until Fall 2020.

The ITF continues to be involved in many activities of national architectural significance. Members are participating in the Indigenous Housing Innovation Initiative through Impact Canada, the Healthy Homes Initiative with the National Research Council, and with the Assembly of First Nations in its proposals for an Indigenous Peoples House at 100 Wellington Street in Ottawa.

Internationally, members of the ITF have been participating with Maori architects, landscape architects, designers, and planners since the inaugural 2016 International Nga Aho Design Symposium in New Zealand.

Practice Support

The RAIC Practice Support Committee completed work on revising and reissuing RAIC Document Six, Canadian Standard Form of Contract for Architectural Services, Document Six in 2018.

It continued to receive growing acceptance by clients and architects across Canada in 2019. The significant achievement of the Practice Support Committee in 2019 was the publication of the 2nd Edition of A Guide to Determining the Appropriate Fees for the Services of an Architect. The "Fee Guide" is used by architects and client organizations across Canada.

To date, the Fee Guide has been downloaded in both French and English over 1,000 times by both members and non-members with sales of the hard copy book continue. 2019 saw the Practice Support Committee involved in reviewing the proposed new CCDC2, the foundational agreement for construction contracts.

CORE

In 2018, the Committee on Regenerative Environments (CORE), chaired by Mona Lemoine, AIBC, MRAIC, LEED AP BD+C, RELi AP, prepared a special resolution on climate change for the Board of Directors. This resolution was brought to the attention of the RAIC membership at the Annual General Meeting on October 27, 2019 during the RAIC 2019 Festival of Architecture. CORE was also instrumental in supporting the President's Panel on Climate Change that occurred at Festival 2019.

Additional activities by CORE in 2019 include supporting the federal election toolkit with a survey question on climate change and producing an advocacy letter to the City of Vancouver Climate Emergency Response. The letter was focused on building retrofits for deep carbon reductions.

Looking toward the future, CORE is represented on the RAIC Congress on Architecture steering committee—which is in the process of developing an environmentally-focused event for 2020.

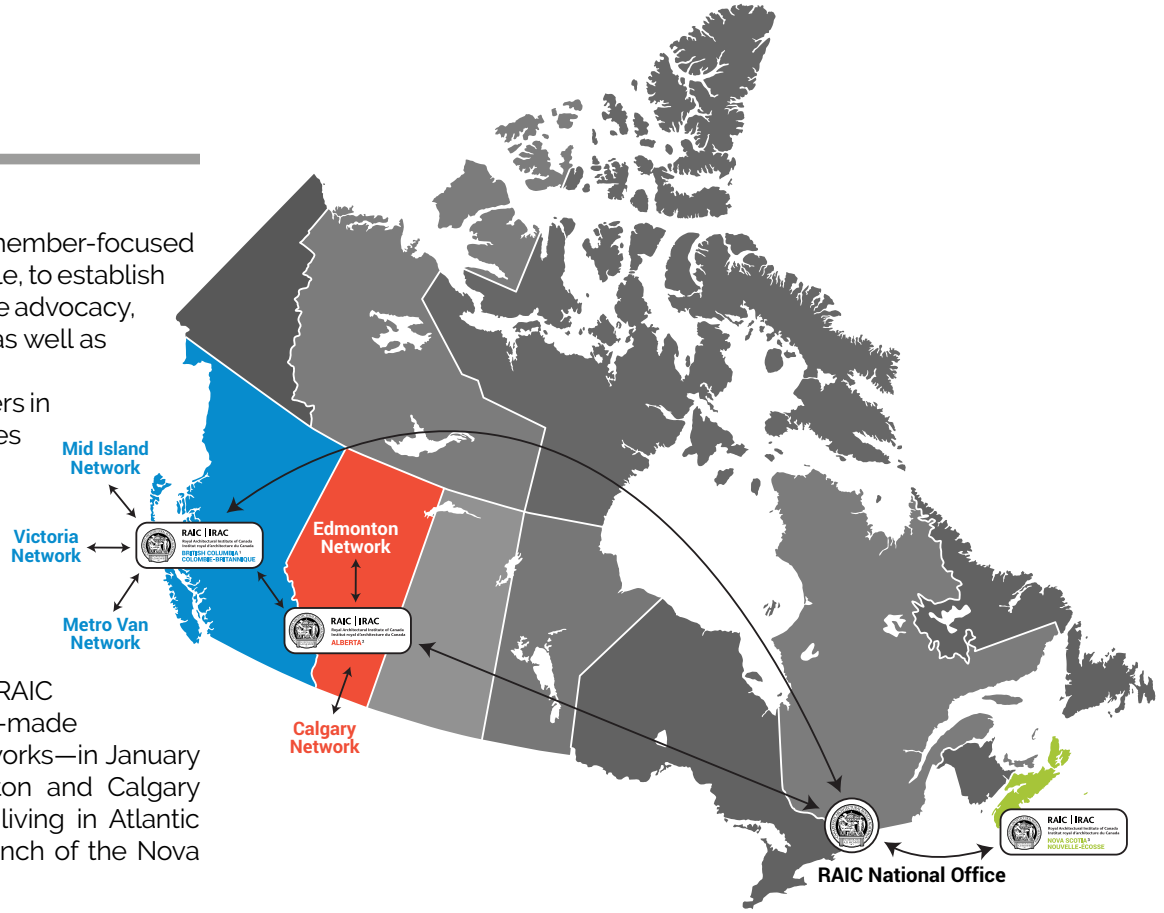
RAIC Provincial Chapters

[1]British Columbia
January 1, 2019

[2]Alberta
April 1, 2019

[3]Nova Scotia
January 1, 2020

To enable the RAIC to become a stronger, self-sufficient, member-focused organization, the Board of Directors decided, where feasible, to establish Chapters in provinces or territories in order to best serve the advocacy, educational and networking needs of our membership—as well as enable the organization to fulfill its mission and vision.
An RAIC Chapter may represent the needs of RAIC members in a province, territory, or as a group of two or more provinces or territories. The RAIC has adopted a "federated" model with respect to its Chapters. In this model, RAIC Chapters are not separate corporate entities, but are governed by RAIC's Board of Directors—and according to RAIC's By-Laws, rules, policies, regulations, and strategic priorities.



After planning and development throughout 2018, the RAIC launched the first provincial chapter in British Columbia—made up of the Victoria, Mid-Island, and Metro Vancouver networks—in January 2019. The Alberta Chapter—comprised of the Edmonton and Calgary networks— was launched later in April, and members living in Atlantic Canada met during the summer of 2019 to plan the launch of the Nova Scotia Chapter for 2020.

Chapter networks meet regularly on their own schedules and are driven by engaged local volunteers, supported by RAIC operations.

RAIC | IRAC
Royal Architectural Institute of Canada
Institut royal d'architecture du Canada
BRITISH COLUMBIA
COLOMBIE-BRITANNIQUE

British Columbia Chapter

Launched January 1, 2019

Chair: Carrie Smart, AIBC, MRAIC, LEED, AP

Metro Vancouver Network:

Interim Chairs: Sean Ruthen, FRAIC and Giovanna Boniface, MRSc.
Goals: Engagement of local architects, public lectures, engagement with UBC school of architecture and landscape architecture students,

Initiatives:
- Praxis Mixer with graduating students;
- Built City Speaker Series;
- Relaunch of Art by Architects fundraiser.

Mid-Island Network:

Chair: Angela YP Quek, AIBC, MRAIC, PEAI
Goals: Creating community, advising the Municipality, impacting public space design.

Initiatives:
- Regular meetings with the local municipality meetings.

Victoria Network:

Chair: Carrie Smart, AIBC, MRAIC, LEED AP,
Goals: Communication, education, advocacy, inclusivity and social opportunity

Initiatives:
- Speeches at Oak Bay Council and School District re: climate change;
- Letters to Oak Bay Municipality, City of Victoria and RAICPlanning for local speakers bureau Development of LinkedIn social media.

RAIC | IRAC
Royal Architectural Institute of Canada
Institut royal d'architecture du Canada
ALBERTA

Alberta Chapter

Launched April 1, 2019

Chair: Cynthia Dovell AAA, OAA, MRAIC

Calgary Network

Co-chairs: Jay Boyce, AAA, AIBC, MRAIC, WELL AP
and Brent Welty, AAA, AIBC, MRAIC, LEED AP
Secretary: Dr. Henry Tsang, OAQ, MRAIC, LEED GA, WELL AP

Edmonton Network

Chair: Cynthia Dovell AAA, OAA, MRAIC
Goals: engagement with architectural community

Initiatives:
- "Fellows Talks" – two in 2019
- Networking events - Trivia nights
- Education- Timber Tower Talk with Kevin Flanagan

Atlantic Canada Chapters

Initial stakeholder meetings with each province completed in Winter/Spring

In-person RAIC forums completed:
- Newfoundland (St. John's) - June 14, 2019
- New Brunswick (Moncton) - June 17, 2019
- Nova Scotia (Halifax) - June 18, 2019
- PEI (Charlottetown) - June 19, 2019

Membership

Membership: A Year in Review

As of December 31, 2019, the Royal Architectural Institute of Canada recruited and maintained a total of 5,129 members in all categories. The renewal rate was 93 percent, following closely with previous renewal trends that consistently exceeded 90 percent. This high retention rate is indicative of strong member engagement and a well-established community within architectural practice and its associated sectors.

Numerous initiatives for recruitment were undertaken in 2019, resulting in 434 new members being welcomed to the RAIC. We incorporated students enrolled in the RAIC Syllabus program and promoted recruitment throughout 2019 by adding new incentives to join and save.

Starting from an already extensive RAIC benefits and savings program, the RAIC expanded the program to include discounts with the International Trade Council, Dell Small Business and improved savings on the RAIC Online Store. In 2019, the RAIC membership department focused on increasing engagement with members, improving user experience with the website, and promoting the member benefits and savings program.

Membership Survey

A membership survey was conducted in 2019 to assess our members' needs regarding the member savings and benefits program, open communication pathways between our members and staff, and to assess how the RAIC can improve as the national association for the built environment. With hundreds of insightful responses, we set out to discover how we can improve RAIC membership for a stronger profession.

From the survey, we discovered that in the last 2 years, magazine subscriptions, the RAIC newsroom, and continuing education were the most widely used benefits. Comparatively, the highest-rated benefits based on their importance to our members and the profession include RAIC contracts and publications, advocacy, and continuing education.

On a scale of one to ten, the average rating for our membership was an eight. We further gathered a large range of suggestions for benefits that the RAIC should explore as a future benefit or saving and information about what pains our members experience in the workplace so that we may better understand and assist with those pains when possible.

Communications and Advocacy

Government Relations

The RAIC had two significant federal government initiatives during the autumn of 2019. As the federal election to decide the next government of Canada was taking place in October, the RAIC was reaching out to the major parties to learn how they intended on supporting the profession in Canada. Of the prominent political parties in Canada, three responded—the Liberal Party of Canada, the New Democratic Party, and the Green Party. The RAIC asked each part about sustainability—specifically addressing climate change and holistic health through Government of Canada buildings and projects—living conditions in Indigenous communities, federal procurement, and a national architecture policy for Canada.

On World Architecture Day, the Royal Architectural Institute of Canada (RAIC) called on architects to lead in the fight against climate change and bring discussion of the built environment to the federal election. In response to the 2019 World Architecture Day theme, "Architecture...housing for all", the RAIC focused on sustainable and climate-resilient design.

Member Communications

In 2019, the RAIC began new initiatives to improve our communication with members across Canada. Our mailing system, which used to be run through a secondary platform, was fully integrated with the RAIC website. This allowed our organization to build mailing lists that targeted specific groups in the RAIC membership—instead of sending every mailing to all members. The RAIC also contributed articles to AWARD and SABmag magazines, the Right Angle Journal, and Canadian Architect—under the banner of the RAIC Journal. The topics covered in these publications included environmental sustainability, architectural book reviews, interviews with members and spotlighting our award for 2019.

Additionally, the RAIC produced separate for our British Columbia and Alberta chapter networks. These mailings allows member in these regions to be kept abreast of workshops, sessions, and other opportunities that are catered to their local networks.

Social Media

Our organization continued to grow our reach and engagement across all of our social media platforms throughout 2019. October was our most successful month ever in terms of user engagement with 175,000 impressions on Twitter—mostly due to the constant coverage of the RAIC Festival of Architecture. The total number of followers across all social media channels amounted to 12,237—compared to 8,518 at the end of the previous year. 2019 was also the year that the RAIC began a significant overhaul of its social media practices, which will continue to be developed and implemented in 2020.

Financial Performance

Over the past fiscal year, the RAIC's finances continued to record a surplus. We are pleased to report a financial net-surplus of $22,963.

Our major revenue drivers continue to be membership growth and continuing education that focuses on professional development. 2019 expenses were kept in check through careful management of administration costs.

Membership increases continue to contribute to RAIC revenues. 2019 saw a record member renewal rate. Professional Development opportunities, and the ongoing benefits of RAIC membership, have encouraged both renewals and new memberships. The RAIC will continue to focus on membership growth, providing more benefits, and professional development opportunities to members.

The Board of Directors and the Operations Team at the RAIC will continue the trajectory of fiscal strength and remain an efficient, resourceful, member-focused organization. In the coming months, the Board and staff will engage in another cycle of strategic planning that will ensure the RAIC provides our members with the value and levels of service members need to practice architecture at the highest level.

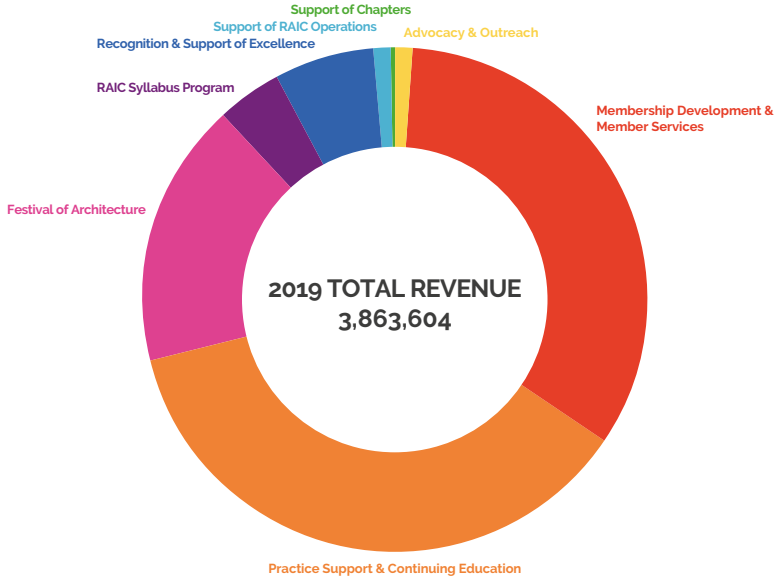
Our auditors, Welch LLP, provided an opinion that the RAIC's Financial Statements for 2019 present fairly, in all material respects, the financial position of the Institute, the results of operations, and cash flows as of December 31, 2019.
The statements were approved by the Board of Directors on April 17, 2020.

2020 will see us continue to focus on our core business of Continuing Education, Practice Support, and advocating for architecture in Canada.

Jason Robbins, MAA, MRAIC
2nd Vice-President
Regional Director - Saskatchewan / Manitoba

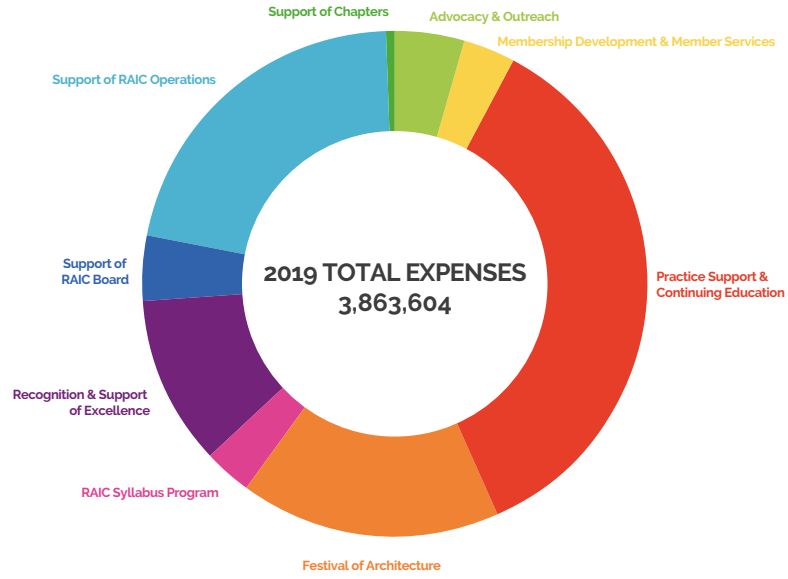
Revenue and Expenses

REVENUE	2019	2018
Advocacy & Outreach	50,027	55,498
Membership Development & Member Services	1,286,598	1,226,203
Practice Support & Continuing Education	1,411,867	1,015,118
Festival of Architecture	661,733	440,021
RAIC Syllabus Program	160,120	131,227
Recognition & Support of Excellence	246,219	174,885
International Support	-	3,274
Support of RAIC Operations	41,194	27,687
Support of Chapters	5,846	
TOTAL REVENUE	**$ 3,863,604**	**$ 3,073,913**



EXPENSES		
Advocacy & Outreach	169,850	141,983
Membership Development & Member Services	127,423	109,356
Practice Support & Continuing Education	1,353,389	980,021
Festival of Architecture	672,637	555,685
RAIC Syllabus Program	117,957	79,478
Recognition & Support of Excellence	408,502	191,607
International Support	1,336	20,942
Support of RAIC Board	160,373	127,130
Support of RAIC Operations	815,088	808,510
Support of Chapters	14,086	1,965
TOTAL EXPENSES	**$ 3,840,641**	**$ 3,016,677**

Net Revenue	**22,963**	**57,237**
Net Assets, Beginning of Year	**441,098**	**383,860**
Net Assets, End of Year	**$ 464,060.62**	**$ 441,097.62**



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RAIC | IRAC

Royal Architectural Institute of Canada
Institut royal d'architecture du Canada

F I N A N C I A L S T A T E M E N T S

For

ROYAL ARCHITECTURAL INSTITUTE OF CANADA

For year ended

DECEMBER 31, 2019

Welch LLP®
An Independent Member of BKR International

INDEPENDENT AUDITOR'S REPORT

To the directors of

ROYAL ARCHITECTURAL INSTITUTE OF CANADA

Opinion

We have audited the financial statements of Royal Architectural Institute of Canada ("Institute"), which comprise the statement of financial position as at December 31, 2019, and the statements of operations and changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Institute as at December 31, 2019 and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Institute in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Institute's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Institute or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Institute's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Institute's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Institute's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Institute to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Welch LLP

Chartered Professional Accountants
Licensed Public Accountants

Ottawa, Ontario
April 17, 2020.

ROYAL ARCHITECTURAL INSTITUTE OF CANADA

STATEMENT OF FINANCIAL POSITION

DECEMBER 31, 2019

	2019	2018
ASSETS		
CURRENT ASSETS		
Cash	$ 1,693,635	$ 846,059
Investments	-	806,419
Accounts receivable	246,006	53,018
Prepaid expenses	154,993	87,521
Due from RAIC Foundation - note 4	70,495	22,771
	2,165,129	1,815,788
TANGIBLE CAPITAL ASSETS - note 5	31,025	75,786
	$ 2,196,154	$ 1,891,574
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 583,236	$ 100,637
Government remittances payable	17,965	78,982
Deferred revenue - note 7	1,130,893	1,270,858
	1,732,094	1,450,477
NET ASSETS		
Unrestricted	464,060	441,097
	$ 2,196,154	$ 1,891,574

Approved by the Board:

. . . . Director

. . . . Director

(See accompanying notes)

ROYAL ARCHITECTURAL INSTITUTE OF CANADA

STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS

YEAR ENDED DECEMBER 31, 2019

	2019	2018
REVENUE		
Advocacy and outreach	$ 50,027	$ 55,498
Membership development and member services	1,286,598	1,226,203
Practice support and continuing education	1,409,367	1,015,118
Festival of Architecture	661,733	440,021
Syllabus program	160,120	131,227
Recognition and support of excellence	248,719	174,885
International support	-	3,274
Support of operations	41,194	27,687
Support of chapters	5,846	-
	3,863,604	3,073,913
EXPENSES		
Advocacy and outreach	169,850	141,983
Membership development and member services	127,423	109,356
Practice support and continuing education	1,353,389	980,021
Festival of Architecture	672,637	555,685
Syllabus program	117,957	79,478
Recognition and support of excellence	408,502	191,607
International support	1,336	20,942
Support of the board	160,373	127,130
Support of operations	815,088	808,509
Support of chapters	14,086	1,965
	3,840,641	3,016,676
NET REVENUE	22,963	57,237
NET ASSETS, BEGINNING OF YEAR	441,097	383,860
NET ASSETS, END OF YEAR	$ 464,060	$ 441,097

(See accompanying notes)

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ROYAL ARCHITECTURAL INSTITUTE OF CANADA

STATEMENT OF CASH FLOWS

YEAR ENDED DECEMBER 31, 2019

	2019	2018
CASH FLOWS FROM (USED IN)		
OPERATING ACTIVITIES		
Net revenue	$ 22,963	$ 57,237
Adjustments for:		
Amortization - note 5	24,663	52,910
	47,626	110,147
Changes in non-cash working capital components:		
Accounts receivable	(192,988)	32,745
Prepaid expenses	(67,472)	23,598
Due to (from) RAIC Foundation	(47,724)	39,036
Accounts payable and accrued liabilities	482,599	(934)
Government remittances payable	(61,017)	53,815
Deferred revenue	(139,965)	299,167
	21,059	557,574
INVESTING ACTIVITIES		
Proceeds from sale/redemption of investments	806,419	662,950
Purchase of investments	-	(1,000,000)
Purchase of tangible capital assets	(15,742)	(33,662)
Reallocation of tangible capital assets to special project	35,840	-
	826,517	(370,712)
INCREASE IN CASH	847,576	186,862
CASH AT BEGINNING OF YEAR	846,059	659,197
CASH AT END OF YEAR	$ 1,693,635	$ 846,059

(See accompanying notes)

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1. PURPOSE OF ORGANIZATION AND TAX STATUS

The Royal Architectural Institute of Canada ("the Institute") is a not-for-profit corporation that serves as the national organization representing the architectural industry in Canada. The Institute is the leading voice for excellence in the built environment in Canada, demonstrating how design enhances the quality of life, while addressing important issues of society through responsible architecture. Its mission is to promote excellence in the built environment and to advocate for responsible architecture.

The Institute currently has five Chapters and may organize others. The financial activities of these Chapters are included in these financial statements.

The Institute is incorporated under the the Canada Not-for-Profit Corporations Act, and as a not-for-profit organization, is exempt from income taxes by virtue of section 149(1) of the Income Tax Act (Canada).

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared in accordance with Canadian accounting standards for not-for-profit organizations.

Revenue recognition

The Institute follows the deferral method of accounting for revenue. Unrestricted revenue is recognized as revenue when it is received or becomes receivable. Membership fees are recognized as revenue over the period to which they relate. Other revenues are recognized in the year in which the event is held or the revenue earned.

Tangible capital assets

Tangible capital assets are stated at acquisition cost. Amortization is computed on a straight-line basis over the estimated useful life of the asset as indicated below:

Furniture	- 5 years
Equipment and software	- 3 years

Use of estimates

The preparation of financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Management makes accounting estimates in the determination of the Institute's potentially uncollectable receivables, in the estimation of the useful life of capital assets, and in the estimation of the Institute's significant accrued liabilities. By their nature, these estimates are subject to uncertainty and the impact on the financial statements for the current and future periods could be material.

Measurement of financial instruments

The Institute initially measures its financial assets and financial liabilities at fair value and subsequently measures them at cost or amortized cost.

3. FINANCIAL INSTRUMENTS

The Institute is exposed to various risks through its financial instruments.

Credit risk

The Institute is exposed to credit risk resulting from the possibility that parties may default on their financial obligations. The Institute's maximum exposure to credit risk represents the sum of the carrying value of cash, receivables and amounts due from the RAIC Foundation.

The Institute's cash is deposited with a Canadian chartered bank, and the RAIC Foundation is a not-for-profit organization with good credit quality and high net assets. As a result, management believes the risk of loss on these items to be remote. The Institute regularly reviews outstanding receivable amounts and provisions are set up for any uncollectable amounts on an individual basis. No provision was considered necessary in the current or prior year.

Liquidity risk

Liquidity risk is the risk that the Institute cannot meet a demand for cash or fund its obligations as they become due. The Institute meets its liquidity requirements by preparing and monitoring forecasts of cash flow from operations, anticipating financing activities and budgets. Consequently, the Institute's exposure to liquidity risk is minimal.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of three types of risk: currency risk, interest rate risk and other price risk.

i) *Currency risk*

Currency risk is the risk that future cash flows of a financial instrument held by the organization will fluctuate because of changes in exchange rates. Substantially all transactions are in Canadian dollars and as a result the Institute is not subject to currency risk.

ii) *Interest rate risk*

Interest rate risk is the risk that interest rates will change in a way that will impact the future cash flows of the organization. The Institute is not exposed to interest rate risk.

iii) *Other price risk*

Other price risk refers to the risk that the fair value of financial instruments or future cash flows associated with the instruments will fluctuate because of changes in market prices (other than those arising from currency risk or interest rate risk), whether those changes are caused by factors specific to the individual instrument or its issuer, or factors affecting all similar instruments traded in the market. The Institute is not exposed to other price risk.

Changes in risk

Due to the redemption of the Guaranteed Investment Certificate (GIC) during the year, the Institute is no longer subject to interest rate risk.

4. RAIC FOUNDATION

The RAIC Foundation is a related organization governed by a Board of Trustees. It is independent from the Institute, however the Institute provides basic administrative services for a fee. Fees collected from the RAIC Foundation for the current year amounted to $10,000 (2018 - $10,000).

All transactions with the RAIC Foundation occur in the normal course of business and are recorded at their exchange amount which is the amount agreed upon by the related parties.

All advances between the Institute and the RAIC Foundation are unsecured, non-interest bearing and have no specified terms of repayment.

5. TANGIBLE CAPITAL ASSETS

Tangible capital assets consist of the following:

	2019		2018	
	Cost	Accumulated amortization	Cost	Accumulated amortization
Furniture	$ 101,523	$ 100,174	$ 101,523	$ 99,208
Equipment and software	251,265	221,589	271,363	197,892
	352,788	$ 321,763	372,886	$ 297,100
Accumulated amortization	321,763		297,100	
	$ 31,025		$ 75,786	

Amortization amounted to $24,663 in the current year (2018 - $52,910) and is included in support of operations expense on the statement of operations and changes in net assets.

6. DEMAND CREDIT FACILITIES

The Institute has the following authorized credit facilities in place as at December 31, 2019:

A revolving demand credit facility of $200,000 with an interest rate of bank prime rate + 1.00% per annum. This demand credit facility was not in use at either the current or prior year-end.

A business credit card facility of $75,000. As at December 31, 2019, balances on issued business credit cards amounted to $22,034 (2018 - $5,833) and are included in accounts payable and accrued liabilities on the statement of financial position.

The credit facilities are secured by a first ranking security interest in all personal property belonging to the Institute.

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7. DEFERRED REVENUE

Deferred revenue represents revenue received relating to future periods, as follows:

	2019	2018
Membership revenue	$ 671,542	$ 752,835
Grant revenue	52,888	134,358
Program revenue	406,463	383,665
	$ 1,130,893	$ 1,270,858

Deferred revenue changed as follows:

	2019	2018
Balance - beginning of year	$ 1,270,858	$ 971,691
Less: amount recognized as revenue in the year	(1,055,906)	(829,165)
Add: amount received related to following year	915,941	1,128,332
Balance - end of year	$ 1,130,893	$ 1,270,858

8. COMMITMENTS

The Institute has leased premises to June 30, 2020 at approximately $58,975 for the 6 months.

The Institute has also entered into contracts for hotel rooms, conference room rental and catering services related to its 2021, 2022 and 2023 Conferences and Congresses. The Institute's quantifiable commitments as per the contracts are as follows:

	Total commitment	Cancellation fee as at Dec. 31, 2019
2021 - Hotel Bonaventure	$ 331,432	$ 82,858
2022 - Sheraton Vancouver Wall Centre	150,000	37,500
2023 - Hyatt Regency	195,985	48,996
	$ 677,417	$ 169,354

An additional two venues have been secured (2021 - Fairmont Le Chateau Montebello and 2023 - Fairmont Chateau Whistler) with cancellation fees as at December 31, 2019 set at 80% and 50% respectively of the Anticipated Room Night Revenue Figure determined in part by the vacancy rate of the Chateaus on the originally booked dates. As such, the cancellation fees as at December 31, 2019 cannot be quantified.

9. SUBSEQUENT EVENT

In March 2020, subsequent to the Institute's year-end, multiple jurisdictions across Canada declared states of emergencies in response to public health concerns originating from the spread of the novel coronavirus disease. Those measures included travel restrictions and social distancing requirements which included a call to avoid crowded places and non-essential gatherings.

As a result of these events, the Institute cancelled its annual Conference which was to occur in Edmonton in June 2020, along with a number of other events, meetings and workshops. Cancellation fees were not incurred relating to the venues for the Conference. The Institute is currently in negotiations with vendors to cancel contracts and is offering cancellation options to delegates, exhibitors and sponsors. At the time of issuing these financial statements, the 2020 budget is being re-visited however the financial impact of these actions is not yet known.

10. COMPARATIVE FIGURES

Comparative figures have been reclassified where necessary to conform to the presentation adopted in the current year.

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Proposed By-Law Revision

RAIC Membership Consultation Session

RAIC | IRAC

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Institut royal d'architecture du Canada

Why revise the By-Laws?

- **Compliance**
  - Our By-Laws must be updated to comply with the legal rules and regulations for not-for-profit organizations.
- **Good Governance**
  - Our By-Laws should better reflect the current aspirations of the RAIC and incorporate best practices for governance.
- **Risk Reduction**
  - Our By-Laws should help the RAIC to manage potential financial and other operational risks.
- **Operational and Governing Efficiencies**
  - Our By-Laws should help the RAIC to operate more effectively and better deliver on its vision and mission and to provide additional value to Members.

Augmented Governance Structure

What's New

- **Removal of policies and procedures from By-Laws**

- **Creation of Governance Manual**

  For good governance and operational and governing efficiencies, the RAIC Governance structure is now articulated in two documents.

  The By-Laws address the fundamental structure of the organization that do not regularly change.

  The Governance Manual contains policies and procedures that address those aspects of day to day operation and administration that need to evolve over time.

Membership

What Stays the Same

- **Those eligible for membership**

  Registered architects, Registered interns and intern architects, Full-time architecture faculty, Graduates of accredited Canadian architecture programs, Graduates of international architecture programs who have CACB certification, Registered retired architects.

- **Use of abbreviation**

  All members permitted to use M.R.A.I.C. after their name.

  For compliance, M.R.A.I.C / F.R.A.I.C / Hon. M.R.A.I.C/ Hon. F.R.A.I.C are called abbreviations rather than designations.

What's New

- **One Class of Membership**

  For compliance, there is one class of membership. All members vote and have equal rights and responsibilities.

- **Conduct of Members**

  For compliance and good governance, there is a new section with a mechanism for disciplining members who contravene provisions of RAIC By-laws and policies, or carry out conduct that may be detrimental to the RAIC.

- **Termination of Members**

  For good governance there are additional conditions for termination

Board Composition

Current: 13	2020: 15
Executives: - President - 1st Vice-President - 2nd Vice-President / Treasurer / Regional Director - Immediate Past President	**Executives:** - President - President-Elect - Immediate Past President - Treasurer
Regional Directors: - BC/Yukon - Alberta / NWT - Sask. & Man. - Ontario South West - Ontario North East / Nunavut - Quebec* - Atlantic	**Regional Directors:** - BC/Yukon - Alberta / NWT - Saskatchewan - Manitoba - Ontario South West - Ontario North East / Nunavut - Quebec - Atlantic
Directors at Large: - CCUSA Representative - Representative of Interns and Intern Architects	**Directors-at-Large:** - None
Other: - Chancellor of the College of Fellows	**Other:** - Representative of the College of Fellows - Representative of Interns and Intern Architects - Representative of CCUSA

*** The current Regional Director of Quebec also holds the position of 2nd Vice President / Treasurer.**

What's New

- **Change of Titles**

  For good governance the Officer titles have been changed to President, President Elect and Immediate Past President.

- **Creation of Distinct Treasurer Position**

  For good governance and operational and governing efficiencies the role of the Treasurer is no longer assigned to a Regional Director. It is a new and separate Officer position.

- **Clarification of Directors at Large**

  For compliance, the current Director-at-Large positions for the College of Fellows, Interns, and CCUSA (the Schools of Architecture) are now called Representatives.

Board Composition

Current: 13	2020: 15
Executives: - President - 1st Vice-President - 2nd Vice-President / Treasurer / Regional Director - Immediate Past President	**Executives:** - President - President-Elect - Immediate Past President - Treasurer
Regional Directors: - BC/Yukon - Alberta / NWT - Sask. & Man. - Ontario South West - Ontario North East / Nunavut - Quebec* - Atlantic	**Regional Directors:** - BC/Yukon - Alberta / NWT - Saskatchewan - Manitoba - Ontario South West - Ontario North East / Nunavut - Quebec - Atlantic
Directors at Large: - CCUSA Representative - Representative of Interns and Intern Architects	**Directors-at-Large:** - None
Other: - Chancellor of the College of Fellows	**Other:** - Representative of the College of Fellows - Representative of Interns and Intern Architects - Representative of CCUSA

*** The current Regional Director of Quebec also holds the position of 2nd Vice President / Treasurer.**

What's New

- **Separation of Saskatchewan and Manitoba Representation**

  For good governance and operational and governing efficiencies there are separate Regional Directors for Saskatchewan and Manitoba to provide more equal representation.

- **Election Process**

  For compliance, Regional Directors and Representatives are NOMINATED by their constituencies (through a ballot system that mirrors the current election process). All Directors and Officers are then ELECTED at the AGM by a vote of all RAIC members.

Board Composition

2020: 15	Future: 24
Executives: - President - President-Elect - Immediate Past President - Treasurer	**Executives:** - President - President-Elect - Immediate Past President - Treasurer - Secretary - Officer
Regional Directors: - BC/Yukon - Alberta / NWT - Saskatchewan - Manitoba - Ontario South West - Ontario North East / Nunavut - Quebec - Atlantic	**Regional Directors:** - BC - Alberta - Saskatchewan - Manitoba - Ontario South West - Ontario North East - Quebec - New Brunswick - Nova Scotia - Prince Edward Island - Newfoundland and Labrador - North
Directors-at-Large: - None	**Directors-at-Large:** - 2 Directors-at-large at the Board's discretion
Other: - Representative of the College of Fellows - Representative of Interns and Intern Architects - Representative of CCUSA	**Other:** - Representative of the College of Fellows - Representative of Interns and Intern Architects - Representative of CCUSA - Officer

What's New

- **Anticipating Future Growth**

  For good governance and operational and governing efficiencies there are provisions to eventually expand the size of the Board from 15 to a maximum of 24 members through additional Regional Representation in the Atlantic Provinces and the North as well as a Secretary and Officer position and up to 2 Directors-at-Large.

  Incorporating the potential for expansion at this point in time means that future Boards will not need to revise the By-Laws in order to match the capacity of the Board with anticipated future growth in membership and demand for additional RAIC services. Any expansion would be dependent on financial viability.

Board Terms

Current	2020
President Maximum of one (1) consecutive term of one (1) year	**President** Maximum of one (1) consecutive term of two (2) years
1st Vice-President Maximum of one (1) consecutive term of one (1) year	**President-Elect** Maximum of one (1) consecutive term of two (2) years
Immediate Past-President Maximum of one (1) consecutive term of one (1) year	**Immediate Past-President** Maximum of one (1) consecutive term of two (2) years
2nd Vice-President / Treasurer Maximum of one (1) consecutive term of one (1) year	**Treasurer** Maximum of two (2) consecutive terms of two (2) years each

What's New

- **Change from 1 year to 2 year terms**

  For good governance and operational and governing efficiencies the President, President-Elect and Immediate Past President have 1 consecutive 2 year term, and the Treasurer has 2 consecutive 2 year terms.

  If and when created, the Secretary position will have 2 consecutive 2 year terms to match the Treasurer.

- **Change of term start/end dates**

  For good governance and operational and governing efficiencies the terms of all Directors and Officers will commence on July 1 and end on June 30 instead of January 1 and December 31, in order to better align with the legislated schedule of the AGM.

New Policies and Procedures

Governance Manual Content
- Context, Format and Principals - What is the Governance Work? - Structure to Accomplish Board Work - Terms of Reference for Accomplishing Board Work - Board of Directors' Procedures - Related Policies - Other Procedures

What's New

- **Risk Management Framework**

  For risk reduction and operational and governing efficiencies a process has been adopted for identifying and mitigating potential risks to the Institute.

- **Whistleblower Policy**

  For good governance and risk reduction a policy and process has been adopted for enabling and processing whistleblower complaints.

- **Codes of Conduct**

  For risk reduction and good governance there are codes of conduct for Members and Directors.

New Policies and Procedures

Governance Manual Content
- Context, Format and Principals - What is the Governance Work? - Structure to Accomplish Board Work - Terms of Reference for Accomplishing Board Work - Board of Directors' Procedures - Related Policies - Other Procedures

What's New

- **Conflict of Interest**

  For risk reduction and good governance there is a policy and process for identifying and mitigating conflict of interest for Directors and those members who volunteer for the RAIC.

- **Committees and Task Forces**

  For risk reduction, good governance and operational and governing efficiencies the terms of reference for Standing Committees, Ad-Hoc Committees and Task Forces have been revised to increase effectiveness, ensure broader representation and membership engagement.

Implementation Schedule

- **February – April 2020**

  Online distribution of proposed By-Laws and summary of changes to all members through RAIC e-notice and Bulletin.

  Monthly webinar consultation sessions to raise awareness and answer questions about the proposed By-Laws.

  Members provide feedback during the webinars, by email and mail.

- **May 2020**

  Review of Member feedback and potential revision to proposed By-Laws by the Board.

- **June 2020**

  The in-person information session has been cancelled due to the cancellation of the RAIC Conference in Edmonton and replaced with the virtual AGM.

- **July 2020**

  Implementation of new policies and procedures.

  Terms of current Directors and Officers are extended 6 months to adjust to the new term schedule.

- **Phase II – Post June 2020**

  The RAIC Governance Committee will review the RAIC Act, Articles of Incorporation, Letters Patent and By-laws to be presented at the 2021 RAIC AGM.

Phase II – Post June 2020

- Membership Composition
- Nomination of the Representatives At Large
- Changes to the RAIC College of Fellows
- Opening up the Act to reflect the RAIC overarching business tools

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WHEREAS the Corporation was issued a Certificate of Continuance by the federal Government of Canada under the *Canada Not-for-Profit Corporations Act* on the 27th day of June, 2013;

AND WHEREAS the current General Operating By-law no. 1 was enacted on the 28 day of May, 2014;

AND WHEREAS it is determined necessary to replace the current General no.1 Operating By-law with the General Operating By-law no. 2 herein;

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of the Corporation as follows:

GENERAL OPERATING BY-LAW No. 2
of
THE ROYAL ARCHITECTURAL INSTITUTE OF CANADA
L'INSTITUT ROYAL D'ARCHITECTURE DU CANADA

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SECTION 1 – INTERPRETATION

SECTION 2 – GENERAL

SECTION 3 – FINANCIAL MATTERS

SECTION 4 – PUBLIC ACCOUNTANT

SECTION 5 - MEMBERSHIP

SECTION 6 – MEETINGS OF MEMBERS

SECTION 7 – DIRECTORS

SECTION 8 – MEETINGS OF DIRECTORS

SECTION 9 – COMMITTEES

SECTION 10– OFFICERS

SECTION 11 – DISCLOSURE OF INTEREST

SECTION 12 – NOTICE

SECTION 13 – FUNDAMENTAL CHANGES TO BY-LAWS

SECTION 14 – BY-LAWS

SECTION 1 - INTERPRETATION

1.01 Definitions

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

"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 Corporation;

"Board" means the board of directors of the Corporation;

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

"College of Fellows" has the meaning stated in the Governance Manual;

"Corporation" means THE ROYAL ARCHITECTURAL INSTITUTE OF CANADA / L'INSTITUT ROYAL D'ARCHITECTURE DU CANADA;

"Director" means a member of the Board;

"Emerging Professionals" has the meaning stated in the Governance Manual;

"Geographic Region" has the meaning stated in the Governance Manual;

"Governance Manual" means the document or documents so designated by the Board;

"Meeting of members" includes an annual meeting of members or a special meeting of members;

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

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act; and

"RAIC" means the Corporation;

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

1.02 Interpretation

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

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

1.03 Severability

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

SECTION 2 - GENERAL

2.01 Name

The name of the Corporation shall be **THE ROYAL ARCHITECTURAL INSTITUTE OF CANADA** in English and **L'INSTITUT ROYAL D'ARCHITECTURE DU CANADA** in French. The name may be used in English alone or in French alone, or together, in such manner as may be specified from time to time by the Board.

2.02 Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be in the Province of Ontario.

2.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Chief Executive Officer or another individual designated by the Board shall be the custodian of the corporate seal.

2.04 Chapters

To meet the needs of the Corporation and its Members, the Board may from time to

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time establish regional or local chapters across Canada. The Board must establish the rules, regulations and mandate governing any such chapters. The Board, in its discretion, may at any time disband any regional or local chapters it establishes.

SECTION 3 – FINANCIAL MATTERS

3.01 Financial Year

The financial year end of the Corporation shall be December 31st in each year, or as otherwise determined from time to time by the Board.

3.02 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of the following persons: President, President-Elect, Treasurer, Chief Executive Officer, Director of Operations or Director of Finance. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

3.03 Banking Arrangements

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

3.04 Borrowing Powers

The Board may, without authorization of the members,

(a) borrow money on the credit of the Corporation;

(b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

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(d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

3.05 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept. In addition, the Corporation shall maintain a register of Members.

3.06 Annual Financial Statements

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

3.07 Delivery of Annual Financial Statements

The Corporation shall deliver a copy of the Annual Financial Statements to Corporations Canada not less than 21 days before each annual Meeting of members.

SECTION 4 – PUBLIC ACCOUNTANT

4.01 Appointment

The members shall, by ordinary resolution at each annual meeting, appoint a Public Accountant to hold office until the next annual meeting, and if an appointment is not so made, the Public Accountant in office will continue in office until a successor is appointed. The directors may, if a quorum of the directors is then in office, fill any vacancy in the office of Public Accountant arising between annual meetings.

4.02 Qualification

The person or firm appointed as a Public Accountant must not be a director, an officer or employee of the Corporation, or a partner or employee of any

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such person, but must:

(a) be a member in good standing of an institute or association of accountants incorporated by or under an act of the legislature of a province of Canada;
(b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the relevant sections of the Act; and

(c) be independent, within the meaning of the Act, of the Corporation, its affiliates, the directors and officers.

4.03 Remuneration

The remuneration of the Public Accountant appointed by the members shall be fixed by Ordinary Resolution of the members, or by the Board if it is authorized to do so by the members. The remuneration of a Public Accountant appointed by the Board shall be fixed by the Board.

SECTION 5 – MEMBERSHIP

5.01 Class and Conditions of Membership

(a) Pursuant to the Articles, there shall be one (1) class of members in the Corporation. The following conditions of membership shall apply:

(i) The term of membership shall begin upon the day the person is admitted to membership, and shall expire on December 31st of the same year, subject to renewal in accordance with the policies of the Corporation.

(ii) As set out in the Articles, each member is entitled to receive notice of, attend and vote at all meetings of members and each member shall be entitled to one (1) vote at such meetings.

(b) Membership in the Corporation shall only be available to individuals who are interested in furthering the Corporation's purposes; who apply to the Corporation for membership and are accepted into such in accordance with the Corporation's policies; and who meet one or more of the following requirements:

(i) registered and licensed as an architect with a Provincial or

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Territorial architectural regulator in Canada;

(ii) registered as an intern with a Provincial or Territorial architectural regulator in Canada;

(iii) a full-time faculty member in good standing at a School of Architecture in a Canadian University;

(iv) a graduate of an accredited architectural program in Canada who has earned an M. Arch degree or its equivalent;

(v) a graduate of an international architectural program who is residing or employed in Canada and who has obtained certification from the Canadian Architectural Certification Board or has otherwise satisfied the Board of their qualifications;

(vi) registered as a retired architect with a Provincial or Territorial architectural regulator in Canada; or

(c) Each member understands that membership in the Corporation is a privilege and not a right.

(d) Each member must abide by the Corporation's By-laws, Code of Ethics and other policies in force from time to time.

(e) Upon request, each member must sign a declaration stating that they will abide by the Corporation's By-laws, Code of Ethics and other policies in force from time to time.

(f) Each individual who qualifies as a member under section 5.01(b) above shall be permitted to use the abbreviation "M.R.A.I.C." after their name.

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

5.02 Membership Dues

The Board may from time to time determine the amount and the manner in which membership fees or dues, if any, are to be paid.

5.03 Membership Transferability

A membership in the Corporation is not transferable.

Pursuant to subsection 197(1) (Amendment of Articles or By-Laws) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the By-laws.

5.04 Termination of Membership

A membership in the Corporation is terminated when:

(a) the member dies;

(b) the member fails to maintain any qualifications for membership described in section 5.01 of these By-laws;

(c) a member fails to pay their membership fees or dues in accordance with the policies of the Corporation;

(d) the member resigns by delivering a written resignation to the Board or to the Chief Executive Officer of the Corporation, in which case such resignation shall be effective at the time the written resignation is sent or on the date specified in the resignation, whichever is later;

(e) the member is terminated in accordance with the Articles or By-laws;

(f) the member's term of membership expires; or

(g) the Corporation is liquidated or dissolved under the Act.

In the event of a termination of membership, there shall be no refund of membership fees paid for the year in which membership is terminated. Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

5.05 Discipline of Members

(a) The Board may pass a resolution authorizing the disciplinary action of a member, including the immediate suspension or termination of the member's membership in the Corporation, on account of such member:

(i) violating any provision of the Corporation's Articles, By-laws, Code of Ethics or other policies in force from time to time;

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(ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or

(iii) for any other reason that the Board in its sole discretion considers to be reasonable, having regard to the purposes of the Corporation.

(b) In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the President or the Chief Executive Officer shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President or the Chief Executive Officer in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the President or the Chief Executive Officer may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

(c) Disciplinary action of a member can include, without limitation, the immediate suspension or termination of membership. In the event of a suspension or termination, the member shall not be entitled to any refund of the membership fees paid to the Corporation.

SECTION 6 – MEETINGS OF MEMBERS

6.01 Place of Meetings

In accordance with and subject to the Act, Meetings of members may be held at any place within Canada as determined by the Board.

6.02 Annual Meetings

An annual meeting must be held not later than 15 months after the holding of the preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year, on such day and at such time as the Board may determine. At every annual meeting, in addition to any other business that may be transacted, the members shall:

(a) Be presented with the Annual Financial Statements for the

preceding financial year;

(b) fill vacancies on the Board;

(c) appoint the Public Accountant for the ensuing year, or waive such appointment in accordance with the Act;

(d) fix the remuneration of the Public Accountant, if any, or provide for such remuneration to be fixed by the Board; and

(e) receive reports from the appropriate officers, committees or bodies with respect to the implementation of policy and directives as may have been passed or established at annual meetings.

All business transacted at a special meeting of the members and all business transacted at an annual meeting of the members, except consideration of the financial statements, public accountant's report, election of directors, appointment of the public accountant, is special business.

6.03 Special Meetings

The Board may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members. In accordance with and subject to the Act, on written requisition of members carrying not less than 5% of the voting rights, the Board shall call a special general meeting of members, unless the exceptions in section 167 of the Act are met. 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.

6.04 Notice of Meetings

Notice of the time and place of a Meeting of members must be given to each member entitled to vote at the meeting by one of the following means:

(a) 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

(b) 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.

Pursuant to subsection 197(1) of the Act, a special resolution of the members

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is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to members entitled to vote at a Meeting of members.

6.05 Voting

Pursuant to section 171(1) of the Act, a member entitled to vote at a Meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

(a) enables the votes to be gathered in a manner that permits their subsequent verification, and

(b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change this method of voting by members not in attendance at a Meeting of members.

6.06 Proxy Voting

Proxy voting shall not be permitted.

6.07 Quorum at Meetings

Subject to the Act, a quorum at any meeting of the members shall be 2% of the members entitled to vote at the meeting, excepting that if there are fewer than 400 voting members of the Corporation the quorum shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If a Meeting of members is adjourned due to the lack of a quorum, notice must be sent to all members advising them of the new time and place of the rescheduled meeting. For the purpose of determining quorum, a member may be present in person or by telephonic and/or other electronic means.

6.08 Participation by Electronic Means

If the Corporation chooses to make available a telephonic, electronic or

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other communication facility that permits all participants to communicate adequately with each other during a Meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

If the Directors or members of the Corporation call a Meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting must be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.09 Votes to Govern

At any Meeting of members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

6.10 Chairperson of Meeting

The President shall act as the chairperson of any Meeting of members. In the absence of the President, the President-Elect shall act as the chairperson of any Meeting of members. If the President Elect is unavailable the members who are present and entitled to vote at the meeting may choose one of their number to be the chairperson of the meeting.

6.11 Proposals at Annual Members Meeting

Subject to compliance with section 163 of the Act, a member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of directors if the Proposal is signed by not less than 5% of members entitled to vote at the meeting at which the Proposal is to be presented. Subject to the

Act, the Corporation must include the Proposal in the notice of meeting and if so requested by the member, must also include a statement by the member in support of the Proposal and the name and address of the member. The member who submitted the Proposal must pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the members present at the meeting.

6.12 Persons Entitled to be Present

The only persons entitled to attend Meetings of members shall be the Corporation's members, Directors, Fellows, Associates, Affiliates, Public Accountant and any other person or persons who are entitled or required under any provision of the Act or the Articles or By-laws to be present at the meeting. Any other person or persons may be admitted with the permission of the chairperson.

6.13 Minutes of Meetings

Minutes of all Meetings of members must be available to members upon request and must be made available to all members attending the next Meeting of members.

SECTION 7 – DIRECTORS

7.01 Authority and Responsibility

Subject to the Act and the Articles, the Board shall manage, or supervise the management of, the activities and affairs of the Corporation.

The Directors of the Corporation are required to act honestly and in good faith with a view to furthering the best interests of the Corporation and must exercise reasonable care, diligence and skill in the fulfillment of their duties.

7.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The number of directors may be fixed from time to time by ordinary resolution of the members.

7.03 Qualifications of Directors

A Director of the Corporation must be an individual who is a member of the

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Corporation, has attained at least 18 years of age, has not been declared incapable by a court, and does not have the status of a bankrupt.

7.04 Election of Directors

Subject to the Articles, all Directors shall be duly elected by the Members at an Annual meeting at which an election is required. Every election of Directors shall be carried out with reference to the report of the Nominating Committee and shall be in conformity with the requirements as to Board composition set forth in section 7.05

7.05 Board Composition

Not more than one (1) person employed with or acting as a director for any given external incorporated or unincorporated organization may serve on the board of directors at the same time.

The Nominating Committee's report must include a slate of candidates for election to the Board, which shall reflect the following composition of Board positions:

(a) one (1) candidate proposed by each of the Geographic Regions to fill the offices of Regional Representative for each Geographic Region;

(b) one (1) candidate proposed by the College of Fellows to fill the position of College of Fellows Representative;

(c) one (1) candidate proposed by the Interns and Intern Architects to fill the position of Interns and Intern Architects Representative;

(d) one (1) candidate proposed by the Canadian Council of University Schools of Architecture (CCUSA) to fill the position of CCUSA Representative ;

(e) a candidate to fill the office of President;

(f) a candidate to fill the office of President-Elect;

(g) a candidate to fill the office of Past President;

(h) a candidate to fill the office of Secretary;

(i) a candidate to fill the office of Treasurer; and

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(j) a number of directors-at-large that brings the slate to the fixed number of directors, if any, or otherwise does not cause the slate to exceed the maximum number of directors permitted in the Articles.

7.06 Director Terms

The maximum terms of the Directors shall be as follows:

(a) Directors indicated in paragraphs 7.05(a)-(d) shall serve a maximum of two (2) consecutive terms of three (3) years each;

(b) Directors indicated in paragraphs 7.05(e)-(g) shall serve a maximum of one (1) consecutive term of two (2) years; and

(c) All other directors shall serve a maximum of two (2) consecutive terms of two (2) years each.

After the completion of his or her maximum term, directors may re-apply for nomination to the board as follows:

(i) To a different position on the board, at the next following election: may re-apply immediately;
(ii) To a different position on the board, after an election has passed at which they did not apply for any directorship: may re-apply only after a three (3) year total hiatus from the board;
(iii) To the same position on the board: may re-apply only after a three (3) year hiatus from that position.

The terms of office of Directors elected at an annual meeting of members shall begin at the close of such meeting or on a later date fixed by the Board, and shall expire at the second or third following annual meeting of members, as determined by the length of the term to which they were elected. If a director's successor is not elected at a meeting of members, the incumbent director shall continue in office until his or her successor is elected.

7.07 Ceasing to Hold Office

A Director shall cease to hold office when they or she:

(a) dies;

(b) ceases to meet any of the qualifications for directorship in the Act or By-laws;

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(c) submits a written resignation to the Board or to the Chief Executive Officer of the Corporation, which becomes effective at the time it is sent to the Corporation or at the time specified in the resignation, whichever is later; or

(d) is otherwise removed in accordance with the Act.

7.08 Indemnity

Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Corporation shall, from time to time and at all times, indemnify each Director or officer or former Director or officer (and each such Director's, officer's or other individual's respective heirs, executors, administrators, or other legal personal representatives and his or her estate and effects, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity), against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved provided that the individual to be indemnified acted honestly and in good faith with a view to the best interests of the Corporation and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful.

7.09 Consent to Serve

An individual who is elected to hold office as a Director is not a Director, and is deemed not to have been elected to hold office as a Director, unless:

(a) the individual was present at the meeting when the election took place and did not refuse to hold office as a Director;

(b) the individual was not present at the meeting when the election took place but consented to hold office as a Director in writing before the election or within 10 days after the day on which the election took place; or

(c) the individual acted as a Director after the election.

7.10 Filling Vacancies

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If a quorum of the Directors is in office, vacancies on the Board may be filled for the remainder of the term by the remaining Directors if such Directors determine it appropriate to do so (except for vacancies resulting from an increase in the minimum or maximum number of Directors provided for in the Articles, or failure to elect the minimum number of Directors provided for in the Articles).

If there is not a quorum of Directors, or if there has been a failure to elect the minimum number of Directors provided for in the Articles, the remaining Directors must forthwith call a special Meeting of members to fill the vacancies, provided that if the Directors fail to call such meeting or if there are no Directors then in office, the meeting may be called by any member.

7.11 No Remuneration of Directors

Directors shall receive no remuneration for acting as such, but shall be entitled to be paid their reasonable expenses properly incurred in the performance of their duties, including their travel and other expenses properly incurred in attending meetings of the Board, of any committee, or of the members.

Notwithstanding anything in this section, the President may receive an honorarium for work done on behalf of the Corporation in an amount that is determined by the Board.

SECTION 8 – MEETINGS OF DIRECTORS

8.01 Calling of Meetings

The Board may meet at any place and meetings of the Board may be called by the President of the Board or any three (3) Directors at any time.

8.02 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board must be given in the manner provided in section 14.01 to every Director of the Corporation not less than seven (7) 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

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that a notice of meeting of Directors must specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

8.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board must be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

8.04 Quorum for Board Meetings

A quorum shall be a majority of the number of Directors from time to time in office, but not less than a majority of the minimum or fixed number of directors from time to time. No business may be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting. For the purposes of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or other electronic means.

8.05 Votes to Govern

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

8.06 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing must be kept with the minutes of the proceedings.

8.07 Participation at Board Meetings by Telephone or Electronic Means

If all of the Directors present at or participating in the meeting consent, a meeting of the Board may be held by such telephonic, electronic or other communication facilities as to permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a

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Director participating in the meeting by those means is deemed for the purposes of the Act to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board.

SECTION 9 – COMMITTEES

9.01 Committees of the Board

Subject to these By-Laws, the Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board may see fit. Any committee member may be removed by resolution of the Board or by such other process as specified by a regulation of the Board. The Board may have the power to disband any committee which it creates.

9.02 Nominating Committee

Through a resolution, the Board shall appoint a Nominating Committee that is Advisory in its capacity and may, by governance policies, set out the composition and terms of reference for this committee.

The Nomination Committee shall coordinate the nomination process for Directors and Elected Officers to be proposed for election at the Annual meeting. Specifically, the Nomination committee shall:

(a) propose to the Board for adoption appropriate nomination guidelines to meet identified needs on the Board, to reflect the social diversity of Canada and to provide experience and skills needed for the effective governance of the Corporation;

(b) obtain from each Geographic Region, the College of Fellows, and the Interns and Intern Architects the names and curriculum vitae of their proposed candidates as provided for in section 7.05 of these By-laws;

(c) seek applications for all other Board position candidates and obtain their curriculum vitae; and

(d) propose to the Board for approval a slate of candidates (including their curriculum vitae) for election as Directors;

The Nominating Committee shall be bound by the Board composition as stated in section 7.05 of these By-laws, including by the nominations presented by the

Geographic Regions, College of Fellows, and Emerging Professionals.

SECTION 10 – OFFICERS

10.01 Election and Appointment

The Board may designate the offices of the Corporation and specify their duties, and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. A person may only hold one office at any given time. If no individual is available to fill an office who meets all the requirements of that office as are specified in the By-laws, the Board may, by special resolution, waive one or more such requirements.

The Board alone shall appoint the Officers (with the exception of those under contract, such as the Chief Executive Officer) unless otherwise specified in these By-laws or a regulation of the Board.

10.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated, shall have the following duties and powers associated with their positions:

(a) President - the President must meet the following qualifications:
   (i) be a member and director of the Corporation;
   (ii) have been a member in good standing of the Corporation for the five (5) consecutive years immediately preceding his or her appointment;
   (iii) have demonstrated leadership and volunteerism in the field of architecture, in the opinion of the Board; and
   (iv) have served as President and/or President-Elect of the Corporation for at least the two (2) consecutive years immediately preceding his or her appointment.

   The President shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation to meet the objectives of the corporation. The President shall preside at all meetings of the Board and the members. The President shall also be responsible for overseeing the preparation and distribution of agendas for all meetings of the Board and the members. The President

shall serve a maximum of one (1) consecutive term of two (2) years.

(b) President-Elect – the President-Elect must be a member and director of the Corporation. The President-Elect shall serve in place of the President when necessary. The President-Elect shall assist the President in implementing the policies and programs of the Board and managing the affairs of the Corporation. The President-Elect shall have such other powers and duties as the Board may specify. The President-Elect shall serve a maximum of one (1) consecutive term of two (2) years.

(c) Immediate Past-President – The Past-President must be a member and director of the Corporation. The Past-President must have served as the President for at least one of the three (3) years immediately preceding his or her appointment. The Past-President shall have such powers and duties as the Board may specify. The Past-President shall serve a maximum of one (1) consecutive term of two (2) years.

(d) Treasurer – the Treasurer must be a member and director of the Corporation. The Treasurer shall be responsible for supervising the general financial operations of the Corporation, and shall have such other powers and duties as the Board may specify. The Treasurer shall serve a maximum of two (2) consecutive terms of two (2) years each.

(e) Secretary – the Secretary must be a member and director of the Corporation. The Secretary shall have such powers and duties as the Board may specify. The Secretary shall serve a maximum of two (2) consecutive terms of two (2) years each.

(f) Regional Representatives – each Geographic Region may select one Regional Representative to represent that Region's interests on the Board. Each Regional Representative must hold primary residency in the Geographic Region they represent, and must be a member and director of the Corporation. They shall have such powers and duties as the Board may specify. Each Regional Representative shall serve a maximum of two (2) consecutive terms of three (3) years each.

(g) College of Fellows Representative – the College of Fellows may select one College of Fellows Representative to represent its interests on the Board. The College of Fellows Representative must be a member of the College of Fellows and a member and director of the Corporation, and shall have such powers and duties as the Board may specify. a maximum of two (2) consecutive terms of three (3) years each.

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(h) Interns and Intern Architects Representative - the Interns and Intern Architects may select one Interns and Intern Architects Representative to represent its interests on the Board. The Interns and Intern Architects Representative must be a member of the Interns and Intern Architects and a member and director of the Corporation, and shall have such powers and duties as the Board may specify. The Interns and Intern Architects Representative shall serve a maximum of two (2) consecutive terms of three (3) years each.

(i) CCUSA Representative - The Canadian Council of University Schools of Architecture (CCUSA) may select a CCUSA Representative to represent its interests on the Board. The CCUSA Representative must be a member of the CCUSA and a member and director of the Corporation, and shall have such powers and duties as the Board may specify. The CCUSA Representative shall serve a maximum of two (2) consecutive terms of three (3) years each.

(j) Chief Executive Officer – the Chief Executive Officer shall be an employee of the Corporation responsible for conducting the day-to-day business and affairs of the Corporation according to the By-laws and policies set by the Board. They may not be a Director of the Corporation. The Chief Executive Officer's term shall be as determined by his or her contract of employment.

Officers holding offices (a)-(h) above may not be re-appointed to that same office upon completion of their maximum term until after a three (3) year leave of absence from that position. However, no leave of absence is required for them to be appointed to a different office.

The Board may appoint such other Officers and agents as it deems necessary. The powers and duties of the officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. Subject to the Act and these By-laws, if the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

SECTION 11 – DISCLOSURE OF INTEREST

11.01 Disclosure of Interest

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A Director or an officer must disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of the directors or of committees, the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or officer:

(a) is a party to the contract or transaction;
(b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
(c) has a material interest in a party to the contract or transaction.

The timing of any such disclosure must be in accordance with the Act.

11.02 Voting

A Director required to make a disclosure under section 13.01 above shall not, unless otherwise permitted by the Act, vote on any resolution to approve the contract or transaction.

11.03 Avoidance Standards

A contract or transaction for which disclosure is required under section 13.01 above is not invalid, and the Director or officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if:

(a) disclosure of the interest was made in accordance with this section 13;

(b) the Directors approved the contract or transaction; and

(c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

SECTION 12 - NOTICE

12.01 Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a Meeting of members or a meeting of the Board, to be given, sent, delivered or served pursuant to the Act, the Articles, the By-laws

or otherwise to a member, Director, officer or member of a committee of the Board or to the Public Accountant shall be sufficiently given:

(a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of Change of Directors); or

(b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

(c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Chief Executive Officer may change or cause to be changed the recorded address of any member, Director, officer, Public Accountant or member of a committee of the Board in accordance with any information believed by the Chief Executive Officer to be reliable.

The declaration by the Chief Executive Officer that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Pursuant to subsection 197(1) (Amendment of Articles or By-laws) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change the method of delivery of notice.

12.02 Omissions and Errors

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

SECTION 13 – FUNDAMENTAL CHANGES

13.01 – Fundamental Changes to Articles and By-laws

A special resolution of the members is required to make any amendment to the Articles or the By-laws of the Corporation to do the following:

(a) change the Corporation's name;

(b) change the province in which the Corporation's registered office is situated;

(c) add, change or remove any restriction on the activities that the Corporation may carry on;

(d) create a new class or group of members;

(e) change a condition required for being a member;

(f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;

(g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;

(h) add, change or remove a provision respecting the transfer of a membership;

(i) subject to the provisions of the Act, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the Articles;

(j) change the statement of purpose of the corporation;

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(k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;

(l) change the manner of giving notice to members entitled to vote at a meeting of members;

(m) change the method of voting by members not in attendance at a meeting of members; or

(n) add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

SECTION 14 – BY-LAWS

14.01 By-laws, Amendment or Repeal

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

This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (Amendment of Articles or By-laws) of the Act because such by-law amendments or repeals are only effective when confirmed by the members.

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the Directors of the Corporation by resolution on _____, 2019, and confirmed by the members of the Corporation by special resolution on _____, 2019.

Dated as of the _____ day of _____, 2019.

_____

President

_____

Secretary

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