

**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 27<sup>th</sup> 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

### 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;

“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

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 31<sup>st</sup> 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

- (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

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 31<sup>st</sup> 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

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;

- (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

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

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

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

- (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;

- (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**

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

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

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.

- (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**

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;

- (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.

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President

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Secretary