

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.

President

Secretary

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