

**CANADIAN ARCHITECTURAL CERTIFICATION BOARD/  
CONSEIL CANADIEN DE CERTIFICATION EN ARCHITECTURE**

**(the “Association”)**

**BY-LAW NUMBER 1**

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## RECITALS

WHEREAS the Association is the only organization recognized by the architectural profession throughout Canada as qualified to assess both the educational qualifications of architectural graduates and to accredit programs in architecture offered by various universities throughout Canada;

### BE IT THEREFORE ENACTED AS BY-LAW NO. 1 OF THE ASSOCIATION:

#### ARTICLE 1 INTERPRETATION AND IMPLEMENTATION

##### Interpretation

- 1.1 In this By-law and the schedules hereto and all other By-laws and resolutions of the Association unless the context otherwise requires, the singular includes the plural and the masculine gender includes the feminine.

##### Definitions

- 1.2 As used in this By-law or any amendment hereof, unless the context otherwise requires, the following terms shall have the following meanings:
- 1.2.1 "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;
- 1.2.2 "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- 1.2.3 "Association" means Canadian Architectural Certification Board/Conseil canadien de certification en architecture;
- 1.2.4 "board" means the board of directors of the Association and "director" means a member of the board;
- 1.2.5 "Broadly Experienced Foreign Architect" ("BEFA") means an individual who has been granted certification for licensure in Canada under the Broadly Experienced Foreign Architect (BEFA) Program;

- 1.2.6 “Broadly Experience Foreign Architect (BEFA) Program” means the process for foreign architects to become certified for licensure in Canada as established by the Canadian Architectural Licensing Authorities;
- 1.2.7 "by-law" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- 1.2.8 “CALA” means Canadian Architectural Licensing Authorities (the Regulators)
- 1.2.9 “CASA” means the Canadian Architectural Students Association”;
- 1.2.10 “CCUSA” means the Canadian Council of University Schools of Architecture or its successor national association;
- 1.2.11 “Documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper or electronic writings;
- 1.2.12 “Executive Committee” means the committee of the Board of Directors described in Article 9.1.1;
- 1.2.13 “Head Office” shall refer to the Head Office of the Association;
- 1.2.14 “Member” means a member of the Association as detailed in Article 5.1.2;
- 1.2.15 "meeting of members" includes an annual or a special meeting of members.
- 1.2.16 “Ministry” refers to Corporations Canada;
- 1.2.17 “Mutual Recognition Agreement” means a mutual recognition agreement as provided for in Article 4.3.3.2 herein;
- 1.2.18 "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- 1.2.19 "proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- 1.2.20 "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; ~~and~~
- 1.2.21 "Regulators" means the 11 provincial and territorial associations/institutes/boards/orders of architects in Canada (CALA);
- 1.2.22 "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **Statutory Terms**

- 1.3 All terms defined in the *Act* have the same meaning in this By-law and all other By-laws and resolutions of the Association.

## **ARTICLE 2 OFFICES**

### **Head Office**

- 2.1 The place of the Head Office of the Association shall be in the City of Ottawa, in the Province of Ontario, and at such location therein as the Board may from time to time determine by resolution.

### **Other Offices**

- 2.2 The Association may establish such other offices elsewhere as required as the Board may from time to time determine by resolution.

## **ARTICLE 3 SEAL**

### **Form of Seal**

- 3.1 The Association 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 Executive Director shall be the custodian of the corporate seal.

## **ARTICLE 4 OBJECTS AND PRINCIPLES**

### **Objects and Principles**

- 4.1 The Association is constituted by agreement of the Regulators and the CCUSA for the following purposes:
- 4.1.1 To certify the educational qualifications of candidates and of accrediting programs in architecture offered by universities in Canada in accordance with the criteria contained in the Canadian Education Standard set and established by the Regulators and the Association will perform its duties in a manner that is fair, open and transparent;
  - 4.1.2 To administer the program of accreditation of the Canadian Schools of Architecture in accordance with established criteria and procedures;
  - 4.1.3 To establish, maintain and publish policies under which it accredits university programs in architecture;

- 4.1.4 To establish, maintain and publish from time to time policies and procedures to be used in the process of evaluating university programs for evaluating programs and making accreditation decisions as required from time to time;
  - 4.1.5 To conduct periodic reviews of conditions and procedures and to introduce amendments if necessary into existing conditions and procedures;
  - 4.1.6 To conduct program evaluations in accordance with the then applicable conditions and procedures for accreditation as established from time to time by the Association;
  - 4.1.7 To maintain a public register of architecture programs accredited by the Association and the terms and conditions of such accreditation;
  - 4.1.8 To establish and publish an appeal procedure concerning accreditation decisions of the Association.
  - 4.1.9 To co-ordinate and administer the Broadly Experienced Foreign Architect Program for the purpose of recognizing individuals who have been licenced/registered in a foreign jurisdiction and who wish to practice as an architect in a Canadian jurisdiction and are seeking licensure as a Broadly Experienced Foreign Architect.
  - 4.1.10 To collaboratively conduct research, nationally and internationally, in relation to architectural accreditation and academic certification
- 4.2 The Association shall, for the purpose of certifying educational qualifications of architectural graduates as individual applicants, administer and publish:
- 4.2.1 The National Standard (the Canadian Education Standard, and any other National Standards that may be adopted in agreement with the Canadian Architectural Licensing Authorities and the Canadian University Schools of Architecture and their associations) to be used from time to time for the purpose of evaluating individual educational qualifications in the field of architecture, or such other qualifications as may be agreed by the Canadian Regulators;
  - 4.2.2 Procedures to be used by the Association from time to time for evaluating educational qualifications of individual applicants and the rendering of certification decisions as a result of such evaluation process;
  - 4.2.3 Forms of applications to be used from time to time and the list of documentation required to be submitted by an individual applicant when filing for certification.
- 4.3 For the attainment of the above objects, and as incidental and ancillary thereto, the Association shall exercise any of the powers as prescribed by the Act or any other statutes or laws from time to time applicable and in particular, without limiting the generality of the foregoing shall:

- 4.3.1 Record and recognize equivalent standards and procedures as set out in Mutual Recognition Agreements in effect from time to time;
- 4.3.2 Maintain a register of individuals issued a certificate of compliance and a confidential personal record including all required documentation relating to those individuals issued the certificate;
- 4.3.3 Implement procedures for the certification of educational qualifications as such would apply to graduates of:
  - 4.3.3.1 architectural programs accredited by the Association;
  - 4.3.3.2 architectural programs accredited by the National Architectural Accreditation Board of the United States of America and any successor thereto as a consequence of the US licensing authorities having executed a Mutual Recognition Agreement with the Canadian licensing authorities, and the Association being an administrator of such Mutual Recognition Agreement, or any other recognized equivalent programs when a corresponding Mutual Recognition Agreement is in effect;
  - 4.3.3.3 international architectural programs;
  - 4.3.3.4 any such other classes of applicants as agreed upon with the Canadian Architectural Licensing Authorities.
- 4.3.4 Design and implement the procedures for certification of international architectural graduates and any and all other classes of applicants approved from time to time by the Canadian Architectural Licensing Authorities;
- 4.3.5 Adopt, maintain and publish procedures for the appealing of any decision of the Association concerning this certification process;
- 4.3.6 Solicit and receive donations, bequests, legacies and grants and to enter into agreements, contracts and undertakings incidental thereto;
- 4.3.7. Acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same or any part thereof, as may be considered advisable;
- 4.3.8 Acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Association or for carrying on its charitable undertaking, and when no longer so necessary, to sell, dispose of and convey the same or any part thereof;
- 4.3.9 Invest and re-invest the funds of the Association in such manner as determined by the Directors, and in making such investments, the Directors shall not be limited to investments authorized by law for trustees, provided such investments are



reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest;

- 4.3.10 Accumulate from time to time part of the fund or funds of the Association and income therefrom subject to any statutes or laws from time to time applicable.

## **ARTICLE 5 MEMBERS**

### **5.1 Membership**

- 5.1.1 Membership in the Association shall be limited to architectural/educational and/or licensing organizations involved with and interested in furthering the objects of the Association which have applied to the Board for admission as a Member and which have been accepted into membership by the Members at a meeting of the Members.
- 5.1.2 The following are the current Members:
- 5.1.2.1 CALA (The Regulators);
  - 5.1.2.2 CCUSA
- 5.1.3 Membership is automatically renewed on the 1<sup>st</sup> of January of each year, unless terminated upon the happening of any of the following events:
- 5.1.3.1 A Member is wound-up or otherwise ceases to exist;
  - 5.1.3.2 A Member withdraws from the Association by delivery of a written resignation to the President and/or the Secretary of the Association. Any such withdrawal shall require a minimum of one (1) year notice.
- 5.1.4 Membership Not Transferable: The interest of a Member in the Association is not, directly or indirectly, transferable.
- 5.1.5 Membership Fees: There shall be no membership fees payable by the Members.

## **ARTICLE 6 DIRECTORS**

### **6.1 Board of Directors**

- 6.1.1 The property and business of the Association shall be managed by the Board. The management of the Association shall be vested in and determined by the Board. The Board shall establish, maintain and uphold the policy of the Association in effect from time to time.

- 6.1.2. The Board shall be comprised of not less than seven (7) and not more than eleven (11) Directors.
- 6.1.3. The number of Directors shall reflect and be in accord with the then current rights of Members to elect Directors in accord with this By-Law.
- 6.1.4. The Board shall have those powers, rights and privileges as conferred upon and vested in Boards pursuant to the Act and, in addition, without limiting the generality of the foregoing, shall include the following:
  - 6.1.4.1 To govern the affairs of the Association;
  - 6.1.4.2 To print, publish, sell or distribute reports and data attributable thereto of the Association, or such other information or material as the Board may determine;
  - 6.1.4.3 To collect and accept money to be used to further the purpose and goals of the Association and to take any and all such steps necessary to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, bequests, endowments and donations of any kind for the purpose of furthering the objects and governing principles of the Association.
  - 6.1.4.4 To expend such funds as it considers necessary to conduct the affairs of the Association within the parameters of the annual approved budget;
  - 6.1.4.5 To lease or purchase real property; enter into contracts and leases, including contracts of employment and personal service contracts;
  - 6.1.4.6 To establish an annual budget in relation to the affairs of the Association;
  - 6.1.4.7 To take any measures to control and manage the Association's business which measures are not inconsistent with the Act or the By-laws of the Association.
  - 6.1.4.8 To retain financial, legal and other assistance and expertise;
  - 6.1.4.9 To purchase insurance to indemnify individuals who serve as Directors or on Committees at the request of the Association or assume specific tasks on behalf of the Association.

## **6.2 Board Composition**

- 6.2.1 The Board shall consist of individuals, each of whom shall be either a registered/licensed architect with one of the Regulators; a retired member in good standing with a Regulator; an architectural educator associated with a Canadian University; or an architectural student enrolled full time in, or graduated for up to one year from, a CACB accredited program; - Each such individual shall be knowledgeable in architectural educational and/or licensing matters, and shall be at least eighteen (18) years of age. Additionally each such individual shall have power under law to contract;

- 6.2.2 The following directors shall be elected at a meeting of the members:
  - 6.2.2.1 Up to a maximum of 3 individuals nominated by the Regulators;
  - 6.2.2.2 Up to a maximum of 3 individuals nominated by the CCUSA;
  - 6.2.2.3 Up to a maximum of 3 individuals who are registered/licensed architects, in architectural practice, jointly nominated by the Regulators and CCUSA.
- 6.2.3 Up to a maximum of 2 individuals nominated by CASA may be appointed by the Board. Students cannot be considered Officers of the Association. (refer also to 8.1.3).
- 6.2.4 In all instances, the number of individuals elected to the Board pursuant to each of 6.2.2.1, 6.2.2.2 and 6.2.2.3 shall be identical.
- 6.2.5 At least one (1) individual elected pursuant to Sections 6.2.2.1 and 6.2.2.2 shall be fluent in both official languages of Canada.
- 6.2.6 Nominations from the floor, at an annual or special meeting of members, is prohibited.

**6.3 Term of Office - Directors**

- 6.3.1 The Directors elected pursuant to Article 6.2.2.1; 6.2.2.2 and 6.2.2.3 shall serve for a term of three (3) years, or until their successors are elected.
- 6.3.2 The Director(s) appointed pursuant to Article 6.2.3 shall serve for a term of two (2) years, or until their successors are appointed.
- 6.3.3 A Director shall be eligible for re-election for one (1) additional term and may not serve on the Board for more than six (6) consecutive years.

**6.4 Vacancy and Removal from Office**

- 6.4.1 A CACB Director shall no longer be eligible to hold office ~~as a Director~~ in the following circumstances:
  - 6.4.1.1 If the Director dies;
  - 6.4.1.2 If the Director resigns, by delivery of a written resignation to the President and/or the Secretary of the Association;
  - 6.4.1.3 If the Director is found by a Court to be of unsound mind;
  - 6.4.1.4 If the Director is removed for cause by a resolution passed by the Members at a special meeting of the Members called for that express purpose;

- 6.4.1.5 If the Director is found guilty of an indictable offence or in the case of an architect, is suspended or removed from a Provincial or Territorial Register or Roll for cause, or in the case of an Architectural Educator, is suspended or removed from his/her educational Institution;
- 6.4.1.6 If a Director who is elected under 6.2.1 ceases to be a member in good standing of one of the Canadian Architectural Licensing Authorities or ceases to be in the employ of a university.
- 6.4.1.7 If a Director who is appointed under 6.2.3 ceases to be a student in, or graduated for up to one year from, a CACB accredited program.
- 6.4.2 Upon the occurrence of a vacancy on the Board, a successor to fill the unexpired term shall be appointed by the Members. Should the Director whose place is to be filled also have been an Officer of the Association then such a vacancy shall be deemed to be a vacancy of office of both a Director and an Officer.
- 6.4.3 If a vacancy on the Board occurs as a result of any of the foregoing reasons, the Directors remaining in office may exercise all powers of the Board provided that at the material time a quorum of Directors remains in office.

## **6.5 Duties of the Board**

- 6.5.1 The Board shall administer program accreditation of the Canadian schools of architecture in accordance with criteria and procedures approved by the Regulators and the CCUSA, which administration includes, but is not limited to:
  - 6.5.1.1 conducting periodic reviews of criteria and procedures;
  - 6.5.1.2 proposing additions and alterations to the criteria and procedures for consideration and approval by the Regulators and the CCUSA;
  - 6.5.1.3 conducting program evaluations at the request of a school seeking accreditation;
  - 6.5.1.4 issuing an official decision on accreditation to a school which has completed the accreditation process; and
  - 6.5.1.5 maintaining a public register of architecture programs accredited by the Board and the conditions of their accreditation.
- 6.5.2 The Board shall administer a program for the certification of the educational qualifications of individual applicants in accordance with criteria and procedures contained in the Canadian Education Standard approved by the Regulators, which administration includes, but is not limited to:
  - 6.5.2.1 recommending to the Regulators and upon approval of the Regulators, publishing standards for applicant review, including the evidence to be furnished

by applicants, and for recording and recognizing equivalent standards and procedures;

6.5.2.2 reviewing the standards and recommending additions and alterations to the Canadian Education Standard for consideration and approval by the Regulators;

6.5.2.3 implementing procedures for the certification of educational qualifications, including:

6.5.2.3.1 procedures for graduates of architectural programs accredited by the Association;

6.5.2.3.2 procedures for graduates of architectural programs from outside Canada that are recognized by the Association;

6.5.2.3.3 conducting detailed evaluations of the records of applicants from architectural programs not accredited or recognized by the Association;

6.5.2.3.4 conducting evaluation reports, outlining deficiencies for applicants whom the Board considers do not meet the Canadian Education Standard; and

6.5.2.3.5 conducting reviews of supplementary applications when applicants have taken action to satisfy the Canadian Education Standard;

and such procedures shall be recommended to the Regulators for approval and adopted and published by the Board;

6.5.2.4 issuing a Certificate of Educational Qualification to candidates whom the Board considers meets the Canadian Education Standard of the Regulators;

6.5.2.5 maintaining a register of individuals issued a Certificate that can be readily accessed by the Regulators, and a confidential record of all pertinent documents of those certified; and

6.5.2.6 recommending to the Regulators and upon approval of the Regulators, adopting and publishing procedures for the appeal of decisions of the Board or its authorized committee(s).

6.5.3 The Board may adopt rules and regulations to facilitate its policies and procedures.

6.5.4 The Board shall report to the Regulators on all matters and the CCUSA on matters relating to accreditation. Minutes of each Board meeting will be provided to both the Regulators and CCUSA in a timely manner.

- 6.5.5 The Board shall maintain an interest in all matters regarding educational qualifications for architects and may, from time to time, forward items of interest or concern to the Regulators and the CCUSA for their consideration.

## **ARTICLE 7 MEETINGS OF THE BOARD**

### **7.1 Meetings of the Board**

- 7.1.1 There shall be at least two (2) meetings of the Board per year.
- 7.1.2 A meeting of the Board may be called by the President on his/her own and must be called by the President as required in sections 7.1.3 and 7.1.4.
- 7.1.3 A simple majority of Board members may require that the President convene a meeting of the Board.
- 7.1.4 Directors shall be given at least four (4) weeks notice of the time, place and purpose of all Board meetings. Such notice shall be given to the Directors either in writing, by facsimile, or by electronic means and shall indicate the time, place and purpose of the meeting. In the instance of urgency, as determined by the President, the four week notice requirement may be waived by the unanimous consent of the Directors then holding office and the notice of the meeting of the Board shall be circulated to the Directors in the most expedient and provident means available, as determined by the President.
- 7.1.5 With the consent of a majority of the Directors, any meeting of the Board may be held by means of a telephone conference call or by any other electronic media so long as the use of such media assures that all participants of the meeting are in a position to participate simultaneously and continuously throughout the meeting of the Directors. Directors participating in this fashion and by such means shall be deemed to be present in person at the meeting for quorum and voting purposes. A Director shall be entitled to vote by means of a telephone or by any other electronic medium so long as the requirements of this article are satisfied.
- 7.1.6 At all meetings of the Board, a quorum for the transaction of business shall be sixty-six and two thirds ( $66 \frac{2}{3}$  per cent) of the number of Directors holding office at the material time.
- 7.1.7 When there is no quorum present, within thirty (30) minutes after the time for which the meeting was called, the President shall adjourn the meeting to some other time.
- 7.1.8 Each Director shall be entitled to exercise one (1) vote at each meeting of the Board. Except as expressly provided herein and unless otherwise required by the Act or by law, at all meetings of the Board, every question shall be determined by a majority of votes cast at the meeting. In the event of an equality of votes, the President shall not have a casting vote, and the resolution shall not pass.

- 7.1.9 Remuneration of Directors: No Director shall be entitled to remuneration by the Association for services rendered to the Association in the capacity of Director. A Director may be reimbursed for reasonable living and travel expenses incurred in the performance of his/her duties, at such rates and in accordance with such policies as may be determined by the Board from time to time.
- 7.1.10 Retiring Director: A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor has been elected by the Members.
- 7.1.11 Agents, Employees and Professionals: The Board may appoint such agents and hire such employees and retain such professional services as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board.
- 7.1.12 Remuneration of Agents and Employees: Reasonable remuneration for all agents and employees of the Association shall be fixed by the Board by resolution, as required from time to time.

## **ARTICLE 8 OFFICERS**

### **8.1 Officers**

- 8.1.1 President, Vice-President, Secretary and Treasurer, elected by and from the members of the Board annually in an open vote, shall be the Officers of the Association. Only a Director serving a three (3) year term may be elected an Officer of the Association. At times, if the Board decides, the role of Secretary and Treasurer may be combined.
- 8.1.2 In electing the Officers pursuant to 8.1.1 above, a minimum of one (1) and no more than two (2) such Officers shall be individuals elected as Directors pursuant to Article 6.2.2.1 and a minimum of one (1) and no more than two (2) such Officers shall be individuals elected as Directors elected pursuant to Article 6.2.2.2 at all times.
- 8.1.3 Students cannot be considered Officers of the Association.
- 8.1.4 The duties of the Officers of the Association shall be as follows:
- 8.1.4.1 President:** The President shall:
- a) act as Chairperson at all meetings of the Board;
  - b) act as Chairperson at all meetings of the Members;
  - c) act as a Chairperson of the Executive Committee;
  - d) shall appoint Board members to perform special duties and shall perform any other duties required for the operations of the Board;

**8.1.4.2 Vice-President:** The Vice-President shall:

- a) Carry out the duties and exercise the powers of the President in his absence or incapacity, including but not limited to chairing of the Board meetings.

**8.1.4.3 Secretary:** The Secretary shall:

- a) Attend all meetings of the Board and of the Members and act as Secretary at such meetings, and be responsible for the recording of votes and minutes;
- b) Perform such other duties that are usual and incidental to this office, and as may be directed by the Board from time to time.

**8.1.4.4 Treasurer:** The Treasurer shall:

- a) Exercise general supervision of the financial affairs of the Board;
- b) Examine and present to the Board Reports submitted by an appointed auditor that contain Reviews of the Board's financial performance for the previous year;
- c) Perform such other duties that are usual and incidental to this office, and as may be directed by the Board from time to time.

8.1.5 Upon the occurrence of a vacancy in the office of the President, Vice-President, or the Secretary, a successor to fill the unexpired term of such office shall be appointed by the Board.

8.1.6 Additional Board Appointments:

**8.1.6.1 Executive Director:**

An Executive Director shall hold office at the pleasure of the Board or pursuant to the terms of any contract between the Executive Director and the Association;

The Executive Director shall:

- a) Assume those duties requested by the President;
- b) Provide to the Board or any Committee thereof, information on any subject within the Executive Director's expertise, as requested;
- c) Report to the Board upon the conduct of the office of the Executive Director
- d) Perform all duties set out in a job description which shall be approved from time to time by the Board, which shall include but not be limited to generally conducting the affairs of the Association;
- e) Be subject to the direction of the Board through the President;
- f) Attend all Board meetings;



The Executive Director will ensure that:

- a) Complete and accurate financial records are kept;
  - b) Financial statements are given to the Board and appointing authorities on agreed to schedules;
  - c) Statistics are compiled and maintained and distributed to the Regulators on an annual basis, including, but not limited to:
    - number of domestic applicants;
    - number of internationally trained applicants;
    - number of appeals;
    - number of refused applications;
    - country of origin of applicants.
- 
- a) The Board is open to an audit in a timely manner to the Regulator(s) as required under Fair Access to Regulated Professions provincial legislation;
  - b) Information is available which will provide justification for costs of certification of both domestic and internationally trained applicants.
  - c) The Executive Director shall also undertake the following namely:
    - conduct the correspondence of the Board;
    - give or cause to be given notice of all meetings of the Members and of the Board;
    - keep minutes of all meetings of the Board;
    - have custody of all records and documents of the Board, and;
    - generally conduct the affairs of the Board, reporting to the President and acting in accordance with any rules, policies or procedures set by the Board.

#### **8.1.6.2 Registrar:**

A Registrar shall be appointed by the Board and shall hold office at the pleasure of the Board or pursuant to the terms of any contract between the Registrar and the Association. The offices of Executive Director and Registrar may be held by one person. The Registrar shall maintain the following registers:

- a) of members of the Board,
- b) of individuals, whose academic qualifications have been certified by the Association,
- c) of architecture programs accredited, and any conditions that accompany that accreditation, by the Board.

## **ARTICLE 9 COMMITTEES**

### **9.1 Establishment of Committees**

9.1.1 The Board may from time to time establish committees as it deems appropriate and appoint members to such committees. Specifically, without limitation, the Association shall have the following Committees:

#### The Executive Committee

- 9.1.1.1 The Executive Committee of the Board shall consist of the Officers of the Board.
- 9.1.1.2 The Executive Committee shall be responsible for the administrative and operational items of business of the Association between the meetings of the Board.
- 9.1.1.3 The Executive Committee shall discharge such duties and exercise such responsibilities as the Board may direct from time to time.
- 9.1.1.4 A quorum of any meeting of the Executive Committee shall be two-thirds (2/3rds) of those members of the Executive Committee.
- 9.1.1.5 At all meetings of the Executive Committee, every question shall be determined by a two-thirds (2/3rds) vote of those members of the Executive Committee present. A declaration by the President of the meeting that a resolution has been carried shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 9.1.1.6 Notice of meetings must be given to all Executive Committee members by mail, facsimile, fax or electronic mail at least ten (10) days prior to the date of the meeting unless waived by all members of the Executive Committee. With the consent of a majority of the members, any meeting of the Executive Committee may be held by means of a telephone conference call or by any other electronic media so long as the use of such media assures that all participants of the meeting are in a position to participate simultaneously and continuously throughout the meeting of the Executive Committee. Members participating in this fashion and by such means shall be deemed to be present in person at the meeting for quorum and voting purposes. A Member shall be entitled to vote by means of a telephone or by any other electronic medium so long as the requirements of this article are satisfied.
- 9.1.1.7 Subject to the provisions of the Act, the Executive Committee shall exercise such powers relating to the administration of the affairs of the Association as the Board may determine, provided that the Executive Committee shall not have the power to repeal, vary, add to or amend the By-laws of the Association. Members of the Executive Committee shall be subject to removal by the Board at any time,

provided that any vacancy shall be filled in accordance with the composition of the Executive Committee as described herein.

#### Nominating Committee

9.1.1.8 The Nominating Committee, comprised of representatives of CALA and CCUSA, shall develop a slate of Directors based on guidelines that take into consideration the Board Composition requirements defined in Section 6.2. Such slate shall be included in the Notice of the Meeting of the Members to be sent to the Members pursuant to Article 12.

9.1.1.9 Should the Nominating Committee not be successful in identifying one or more candidates in accord with this Article then so long as there is an overall quorum for Directors such position shall be left vacant until the next annual Meeting of the Members.

#### Other Committees

9.1.1.10 The Board may, from time to time, establish such committees, including an Assessment Committee as may be deemed appropriate for the Objects of the Association. All committees shall report on their activities to the Board. A member of a Committee who is unable or fails to carry out his or her duties may be removed from the Committee by the President.

### **ARTICLE 10 INDEMNIFICATION OF DIRECTORS, OFFICERS AND MEMBERS OF COMMITTEES**

#### **10.1 Indemnification**

10.1.1 The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that he/she is or was a Director, Officer or member of a committee of the Association, including legal fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or settlement, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding had no reasonable cause to believe that his/her conduct was unlawful.

10.1.2 The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of

the Association to procure a judgment in its favour by reason of the fact that he/she is or was a Director, Officer or members of a committee of the Association, The Association shall indemnify against expenses including legal fees, actually and reasonably incurred by him/her in connection with the defence or settlement of the action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjusted to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

- 10.1.3 To the extent that a Director, Officer or members of a committee of the Association has been successful on the merits or otherwise in defence of any action, suit or proceeding referred to in Articles 10.1.1 and 10.1.2 of the present article, or in defence of any claim, issue or matter therein, he/she shall be indemnified against expenses, including legal fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.
- 10.1.4 Any indemnification under Article 10.1.1 and 10.1.2 of the present article, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, Officer or member of a committee of the Association is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this article. The determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, and if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the Members.

## **ARTICLE 11 INSURANCE**

### **11.1 Insurance**

- 11.1.1 The Association shall be required to purchase and maintain insurance, on behalf of each and every of its Directors, Officers, former Directors and former Officers against any liability incurred or alleged to have been incurred by them by reason of being or having been Directors, Officers or members of a committee of the Association. The Association shall purchase insurance in respect of potential liabilities of the Directors, Officers and members of committees whether or not the Association would have the power to indemnify them against any such liability.

**ARTICLE 12**  
**MEETINGS OF THE MEMBERS**

**12.1 Meetings of Members**

- 12.1.1 A meeting of the Members shall be held at least once in each calendar year at a time, place, and location determined by the Board. Members of the Association may meet by teleconference provided that either a majority of the Members consent to meeting by teleconference or meetings by telephone conference have been approved by resolution passed by the Members at a meeting of the Members of the Association.
- 12.1.2 The Members of the Association may meet by other electronic means that permits each Member to communicate adequately with each other, provided that:
- 12.1.2.1 The Members of the Association have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
  - 12.1.2.2 Each Member has equal access to the specific means of communication to be used;
  - 12.1.2.3 Each Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 12.1.3 Annual meetings of the Members shall be held at such time, on such date, at such place, in each year, as the Members may from time to time determine, for the purpose of receiving the reports and statements to be laid before the annual meeting of Members; appointing auditors; and for the transaction of such other business as may properly be brought before the meeting.
- 12.1.4 Notice of the annual meeting of Members shall be provided to all Members either in writing, by facsimile, or by electronic means and shall be sent to each Member to the address for such Member indicated in the records of the Association, not less than sixty (60) days (exclusive of the date on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place.
- 12.1.5 Notice of any meeting should contain sufficient information to permit the Member to be aware of the nature of matters to be presented to the meeting.
- 12.1.6 The President may call a meeting of the Members at any time, upon thirty (30) days notice. Notice of such a Special Meeting of the Members shall be circulated to all Members thirty (30) days prior to the date of the Special Meeting. In the instance of an emergency situation, the thirty (30) day notice requirement may be waived by the President and the notice of the Special Meeting of the Members shall be circulated to the Members in the most expedient and provident means available. A Special Meeting of the Members shall be convened on written request of a Member. If the Board fails to call a

meeting within twenty-one (21) days of receiving the requisition, the Member who signed the requisition may call the meeting.

- 12.1.7 Each Member present and in good standing shall be entitled to cast one (1) vote at any meeting of the Members. At all meetings of the Members, every question shall be determined by a majority vote of fifty (50%) percent plus one (1) except where the Act or these By-laws provide otherwise. Until there is a change in the number of Members, quorum of any meeting of the Members shall require each Member to be present.

## **ARTICLE 13 BANKING AND SIGNING OFFICERS**

### **13.1 Banking and Signing Officers**

- 13.1.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officers or persons as may be prescribed from time to time by the Board and approved by the Members.

### **13.2 Banking Resolution**

- 13.2.1 The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Association, and who shall have the authority, unless otherwise restricted, to:

- 13.2.1.1 operate and maintain the Association's financial accounts;
- 13.2.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money on behalf of the Association;
- 13.2.1.3 issue receipts for, and orders relating to, any property of the Association;
- 13.2.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 13.2.1.5 authorize any officer of the banker to do any transaction on the Association's behalf to facilitate the banking business.

### **13.3 Execution of Documents**

- 13.3.1 Documents requiring execution by the Association may be signed by one of the President or Vice-President or by any two (2) Directors so designated by the Board, and all Documents so signed are binding upon the Association without any further authorization or formality. The Board may from time to time appoint any Officer or Officers or any person on behalf of the Association, either to sign Documents generally or to sign specific Documents. The corporate seal of the Association shall, when required, be affixed to Documents executed in accordance with the foregoing.

### **13.4 Books and Records**

- 13.4.1 The Board shall require that all necessary books and records are regularly and properly kept as required by the By-laws of the Association or by any applicable governing statute.

## **ARTICLE 14 FINANCES**

### **14.1 Financial Records**

- 14.1.1 All financial records of the Association shall be maintained at the Head Office in a manner approved by the auditors and the Board.
- 14.1.2 The Board shall be responsible for the management of its financial affairs, and may raise the revenue required for its operation through assessment fees, grants, sale of documents, or other means as it may determine, subject to the approval of the Members. The Board shall approve an annual budget not less than 30 days prior to the beginning of the Board's fiscal year. Prior to the Board's approval of the budget the Treasurer shall prepare a draft budget for review and approval by the Members, no later than September 1<sup>st</sup> of each year.

## **ARTICLE 15 FINANCIAL YEAR**

### **15.1 Financial Year End**

- 15.1.1 The financial year of the Association shall terminate on the last day of December in each year or on such other date as the Board may from time to time by resolution determine.

## **ARTICLE 16 APPOINTMENT OF AUDITORS**

### **16.1 Appointment of Auditors**

- 16.1.1 Each year at the annual meeting of the Members, the Members shall by resolution appoint auditors of the Association. The auditors shall hold office until the next annual meeting of the Members and shall be eligible for reappointment.
- 16.1.2 The auditors shall perform a Review Engagement Report on the accounts (including the Financial Statements) of the Association and report thereon to the Members at the Annual Meeting of the Members.

**ARTICLE 17**  
**AMENDMENT OF BY-LAWS**

**17.1 Amendment of By-laws**

17.1.1 The By-laws of the Association may be repealed or amended by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said by-law amendment.

**ARTICLE 18**  
**DISSOLUTION**

**18.1 Dissolution**

18.1.1 Any resolution which proposes the dissolution of the Association must clearly state the dissolution date.

18.1.2 Any merger with another organization will be deemed to trigger dissolution of the Association. The dissolution date will be the effective date of the merger or a date as otherwise determined by the Ministry.

18.1.3 The Association may dissolve and apply to surrender its Charter if it can prove to the Ministry that the Association has no assets and that if it had any assets immediately prior to the application for leave to surrender its charter, such assets have been divided rateably among its Members and either:

18.1.3.1 that it has no debts, liabilities or other obligations, or

18.1.3.2 that the debts, liabilities or other obligations of the Association have been duly provided for or protected or that the creditors of the Association or other persons having interests in the such debts, liabilities, or other obligations, consent; and

18.1.3.3 the company has given notice of said application in the *Canada Gazette* and once in a newspaper at or as near as may be to the place where the Association has its Head Office.

18.1.4 All financial liabilities of the Association that exist or shall arise after the dissolution date shall be satisfied by the Board prior to distributing any cash or assets to the Members. Once all liabilities have been satisfied, the remaining cash/assets shall be proportionately returned and/or distributed to each Member