



## CONSTITUTION

BC Society • Societies Act

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CAROL PREST

NAME OF SOCIETY: **AMERICAN INSTITUTE OF ARCHITECTS - CANADA SOCIETY**

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The name of the Society is AMERICAN INSTITUTE OF ARCHITECTS - CANADA SOCIETY

The purposes of the Society are:

1. to promote and forward the objects of The American Institute of Architects within Canada, while complying with all applicable laws;
2. to organize and unite in fellowship architects and other design professionals who are active in Canada and who have personal and professional ties to the United States;
3. to foster understanding of differences in professional practices between the United States and Canada;
4. to promote the advantages of American training and design approaches;
5. to facilitate international recognition of American professional architectural credentials;
6. to facilitate communications between The American Institute of Architects and its members who work and reside in Canada; and
7. to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society.

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

*SOCIETIES ACT*

**BYLAWS  
OF THE  
AMERICAN INSTITUTE OF ARCHITECTS – CANADA SOCIETY**

  
CAROL PREST

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**BYLAWS  
OF THE  
AMERICAN INSTITUTE OF ARCHITECTS – CANADA SOCIETY**

**1. INTERPRETATION**

**1.1 Definitions**

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Society”** means the registered office address of the Society on record from time to time with the Registrar;
- (c) **“Assigned Members”** means those Persons who are assigned as Members of the Society by the Institute in accordance with these Bylaws and the bylaws of the Institute;
- (d) **“Board”** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (e) **“Board Resolution”** means:
  - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
    - (A) in person at a duly constituted meeting of the Board,
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person and by Electronic Means; or
  - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (f) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (g) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (h) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;

- (i) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
  - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
  - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (j) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (k) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (l) **“Institute”** means The American Institute of Architects, a nonprofit membership corporation incorporated under the laws of the state of New York, of the legal successor thereto;
- (m) **“Members”** means those Persons who become, members of any category of membership in the Society in accordance with these Bylaws and who have not ceased to be members, and includes Assigned Members, Voting Members and Non-Voting Members;
- (n) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (o) **“Non-Voting Members”** means those Members who belong to a category of membership without voting rights, being:
  - (i) Allied Members,
  - (ii) Student Affiliate Members, and
  - (iii) Unassigned Members.
- (p) **“Officers”** means the President, Vice-President, Secretary and Treasurer;
- (q) **“Ordinary Resolution”** means:
  - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
    - (A) in person at a duly constituted General Meeting, or
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or



- (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,  
and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (r) **“Person”** means a natural person;
- (s) **“President”** means the Person currently elected or appointed to the office of chair of the Society in accordance with these Bylaws;
- (t) **“Proxy Holder”** means a Voting Member designated in accordance with these Bylaws to attend a General Meeting and to exercise voting rights on behalf of another Voting Member;
- (u) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (v) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (w) **“Secretary”** means the Person currently elected or appointed to the office of secretary of the Society in accordance with these Bylaws;
- (x) **“Senior Manager”** means a Person appointed by the Board under Bylaw 14.1, if any, to exercise the Board’s delegated authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
- (y) **“Society”** means the “American Institute of Architects – Canada Society”;
- (z) **“Special Resolution”** means:
- (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
- (A) in person at a duly constituted General Meeting,
- (B) by Electronic Means in accordance with these Bylaws, or
- (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,  
and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (aa) **“Treasurer”** means the Person currently elected or appointed to the office of treasurer of the Society in accordance with these Bylaws;
- (bb) **“Vice-President”** means the Person currently elected or appointed to the office of vice-president of the Society in accordance with these Bylaws; and

- (cc) **“Voting Members”** means those Members who belong to a category of membership with voting rights, being:
- (iv) Architect Members,
  - (v) Associate Members,
  - (vi) International Associate Members, and
  - (vii) Emeritus Members, which includes Architect Emeritus Members and Associate Emeritus Members.

## 1.2 **Societies Act Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

## 1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

## 2. **CHAPTER OF INSTITUTE**

### 2.1 **Chapter**

The Society is a chapter of the Institute and shall represent and act for the Institute and its members within the domain assigned to the Society by charter issued by the Institute.

### 2.2 **Domain**

The domain of the Society shall be Canada, unless otherwise determined by the Institute.

## 3. **MEMBERSHIP**

### 3.1 **Admission to Membership**

Membership in the Society is restricted to:

- (a) those Persons assigned by the Institute as Members; and
- (b) those Persons who have applied and been accepted by the Society as Members in accordance with these Bylaws.

### 3.2 **Categories of Membership**

There will be four (4) categories of membership with voting rights, called:

- (a) Architect Members;
- (b) Associate Members;
- (c) International Associate Members; and

- (d) Emeritus Members (which includes Architect Emeritus Members and Associate Emeritus Members,

and three (3) categories of membership without voting rights, called:

- (a) Allied Members;
- (b) Student Affiliate Members; and
- (c) Unassigned Members.

### 3.3 **Assigned Membership**

Members in the following categories are assigned as Members to the Society by the Institute and must meet applicable eligibility criteria for membership in the Institute:

- (a) Architect Members;
- (b) Associate Members;
- (c) International Associate Members; and
- (d) Emeritus Members.

A Person is a Member in one of the above categories if he or she:

- (e) meets all applicable eligibility requirements for that category of membership within the Institute, in accordance with its bylaws;
- (f) is admitted as a member of the applicable category of membership by the Institute; and
- (g) has been duly assigned by the Institute as a Member of the Society.

### 3.4 **Eligibility for Allied Membership**

A Person may be eligible to be admitted by the Society as an Allied Member if he or she:

- (a) is 18 years of age or older;
- (b) is not otherwise eligible for membership in a category of membership in the Institute or the Society;
- (c) works in a practice or occupation that is allied to the practice of architecture, including engineers, planners, landscape architects, sculptors, muralists, artists, contractors and others in government, education, journalism, manufacturing, industry or other fields or occupations considered to be allied to the practice of architecture by the Board; and
- (d) is interested in supporting the purposes and activities of the Society.

### 3.5 **Eligibility for Student Affiliate Membership**

A Person may be eligible to be admitted by the Society as a Student Affiliate Member if he or she:

- (a) is 16 years of age or older;
- (b) is enrolled in an undergraduate or post-graduate architecture program offered by a department, faculty or school of architecture in Canada; and
- (c) is interested in supporting the purposes and activities of the Society.

### **3.6 Eligibility for Unassigned Membership**

A Person may be eligible to be admitted by the Society as an Unassigned Member if he or she is:

- (a) An Architect member, Associate member, or International Associate member of the Institute;
- (b) is assigned by the Institute to a chapter other than the Society; and
- (c) is interested in supporting the purposes and activities of the Society;

### **3.7 Application for Allied, Student Affiliate or Unassigned Membership**

An eligible Person may apply to the Society to become a Member in the Allied, Student Affiliate or Unassigned categories by:

- (a) submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Society;
- (b) submitting full payment for all applicable dues and fees; and
- (c) submitting such information or documentation as the Board (or membership coordinator, if any) may require to confirm eligibility for membership.

### **3.8 Membership Coordinator**

The Board may delegate the review and acceptance of new applications and re-applications for membership made pursuant to Bylaw 3.7 to a Person or committee, which Person or committee will be referred to for the purposes of these Bylaws as the membership coordinator.

If no membership coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board.

### **3.9 Reviewing and Acceptance of Application**

The membership coordinator, if any is appointed, will review all applications for membership in the Society made pursuant to Bylaw 3.7 and may, if necessary to determine eligibility for membership, request the Person to provide further information or documentation in support of the application.

The membership coordinator may, by entering the Person's information into the register of members, accept that Person as a Member in the appropriate category of membership as determined in accordance with these Bylaws.

### **3.10 Reporting and Ratification of Membership**

The membership coordinator, if any, will regularly report to the Board regarding applications for membership under Bylaw 3.7 that have been received and approved.

The Board will consider a Board Resolution to ratify the approval of such memberships made in the last interval and may, if necessary determine any issues related to membership of an applicant.

### **3.11 Referral of Application to Board**

The membership coordinator, may at any time refer an application for membership made pursuant to Bylaw 3.7 to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse such application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

### **3.12 Membership not Transferable**

Membership is not transferable by a Member.

### **3.13 Term of Membership**

Once accepted as a Member, a Person continues as a Member until the conclusion of the current calendar year, unless renewed in accordance with Bylaw 3.14, unless he or she otherwise ceases to be a Member in accordance with these Bylaws.

### **3.14 Renewal of Membership**

An Architect Member, Associate Member, International Associate Member or Emeritus Member may renew his or her membership in accordance with the bylaws of the Institute in effect at the time.

An Allied Member, Student Affiliate Member or Unassigned Members who continues to be eligible may renew his or her membership prior to its expiry in such manner as may be determined by the Board from time to time.

### **3.15 Re-admission to Membership**

A Person whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may be readmitted to membership after its expiry in accordance with Bylaw 3.3 or Bylaw 3.7, as the case may be. A Person who was expelled from membership pursuant to Bylaw 4.8 may, unless prohibited by the terms of the expulsion resolution, re-apply for membership after one (1) year has elapsed from the date of expulsion, unless otherwise provided in the terms of the expulsion resolution.

### **3.16 Cessation of Membership**

A Person will immediately cease to be a Member:

- (a) in the case of an Assigned Member, if he or she ceases to hold membership in the Institute or is assigned by the Institute to another chapter;
- (b) upon the date which is the later of:
  - (1) the date of delivering his or her resignation in writing to the Secretary or to the Address of the Society; and
  - (2) the effective date of the resignation stated thereon;
- (c) on the 16<sup>th</sup> day of January, unless membership has been renewed and all applicable dues and fees paid prior to that date;
- (d) upon his or her expulsion; or
- (e) upon his or her death.

#### **4. MEMBERSHIP RIGHTS AND OBLIGATIONS**

##### **4.1 Rights of Membership**

In addition to any rights of membership conferred by the Act, a Member in good standing has the following rights and privileges of membership in the Society, by category:

##### Architect Member

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings or otherwise by Members;
- (d) may be nominated, if qualified, to stand for election as a Director, in accordance with these Bylaws;
- (e) may serve on committees of the Society, as invited; and
- (f) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

##### Associate Member

- (g) to receive notice of, and to attend, all General Meetings;
- (h) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (i) to exercise a vote on matters for determination at General Meetings or otherwise by Members;
- (j) may be nominated, if qualified, to stand for election as a Director, in accordance with these Bylaws;

- (k) may serve on committees of the Society, as invited; and
- (l) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

#### International Associate Member

- (m) to receive notice of, and to attend, all General Meetings;
- (n) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (o) to exercise a vote on matters for determination at General Meetings or otherwise by Members;
- (p) may be nominated, if qualified, to stand for election as a Director, in accordance with these Bylaws;
- (q) may serve on committees of the Society, as invited; and
- (r) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

#### Emeritus Member

- (s) to receive notice of, and to attend, all General Meetings;
- (t) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (u) to exercise a vote on matters for determination at General Meetings or otherwise by Members;
- (v) are exempt from the payment of annual dues;
- (w) may be nominated, if qualified, to stand for election as a Director, in accordance with these Bylaws;
- (x) may serve on committees of the Society, as invited; and
- (y) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

#### Allied Member

- (z) to receive notice of, and to attend, all General Meetings;
- (aa) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted, but not to make or second motions, or vote on any matter before the Members;
- (bb) may serve on committees of the Society, as invited; and
- (cc) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

#### Student Affiliate Member

- (dd) to receive notice of, and to attend, all General Meetings;
- (ee) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted, but not to make or second motions, or vote on any matter before the Members;
- (ff) may serve on committees of the Society, as invited; and
- (gg) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

#### Unassigned Member

- (hh) to receive notice of, and to attend, all General Meetings;
- (ii) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted, but not to make or second motions, or vote on any matter before the Members;
- (jj) may serve on committees of the Society, as invited; and
- (kk) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

#### **4.2 Member not in Good Standing**

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and may participate in programs or initiatives of the Society (subject to the discretion of the Board and ongoing eligibility) but is suspended from all of the other rights and privileges described in Bylaw 4.1 for so long as he or she remains not in good standing.

#### **4.3 Membership Dues and Admission Fees**

The Board may, from time by Board Resolution, determine the membership dues and admission fees payable by Members to the Society.

The Board may determine that:

- (a) different dues or fees will apply to different classes of membership; and
- (b) dues may be pro-rated, reduced or waived in cases of hardship or other appropriate circumstances.

In particular, the Board shall determine the annual dues prior to the conclusion of a fiscal year, to take effect in the next fiscal year. Once determined, annual dues and admission fees are deemed to continue each year until altered by Board Resolution.

Emeritus Members are exempt from the payment of annual dues.

#### **4.4 Payment of Annual Dues**

Annual dues determined by the Board are payable by every Member no later than January 15 of each year for that year. Failure to pay annual dues by close of business on January 15 will result in automatic loss of membership.



#### 4.5 Assessments

The Board may, from time to time, determine an assessment payable by Members, provided that every assessment must be confirmed by Ordinary Resolution of the Voting Members at a General Meeting.

Notice of an assessment must state the date of its confirmation by Ordinary Resolution, the amount owing and the date on which the assessment is payable in full. A notice of assessment must be sent to each Member affected.

#### 4.6 Standing of Members

All Members are deemed to be in good standing except a Member who:

- (a) is currently suspended by the Society in accordance with Bylaw 4.8; or
- (b) is not in good standing with the Institute.

#### 4.7 Compliance with Constitution, Bylaws and Policies

Every Member shall, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time, and comply with the bylaws of the institute in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society or by the Institute; and
- (c) support, and not knowingly oppose or hinder, the purposes, aims and objects of the Society and of the Institute.

Every Member, except Emeritus Members, shall pay annual dues no later than January 15 of each year, and such other dues or fees as may be determined by the Board, or by the Institute, from time to time, when due and owing.

#### 4.8 Expulsion or Suspension of Member

Following an appropriate investigation or review of the conduct or actions of an Allied Member or Student Affiliate Member, the Board may, by Board Resolution, expel or suspend an Allied Member or Student Affiliate Member for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming for a Member;
- (b) is contrary to Bylaw 4.7; or
- (c) is likely to endanger the reputation or hinder the interests of the Society.

The Board must provide notice of a proposed expulsion or suspension of a Member to the Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member who is the subject of the proposed expulsion or suspension will be provided a reasonable opportunity to respond to the proposed discipline at or before the Board Resolution for expulsion or suspension is considered by the Board.

Discipline of all other categories of membership is governed by the Institute in accordance with its bylaws.

#### **4.9 No Distribution of Income to Members**

No part of the income of the Society will be payable to, or otherwise available for the personal benefit of, any Member unless otherwise in accordance with the *Income Tax Act*.

### **5. MEETINGS OF MEMBERS**

#### **5.1 Time and Place of General Meetings**

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

#### **5.2 Annual General Meetings**

Except during the calendar year in which the Society is incorporated, an annual general meeting will be held at least once in every calendar year and in accordance with the Act.

#### **5.3 Extraordinary General Meeting**

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

#### **5.4 Calling of Extraordinary General Meeting**

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the President;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

#### **5.5 Notice of General Meeting**

If required by the Act, the Society will, in accordance with Bylaw 18.1, send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (b) the auditor of the Society, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

If permitted by the Act, the Society will provide notice of every General Meeting to each Member by:

- (c) e-mail sent to the address provided by each Member who has provided the Society with an e-mail address not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting; and
- (d) posting notice of the General Meeting on the Society's website for Members, for at least twenty-one (21) days immediately prior to the date of the General Meeting.

If necessary in the Board's discretion, the Society may send notice of a General Meeting to one or more Members in accordance with Bylaw 18.1.

No other Person other than a Member or the auditor of the Society is entitled to be given notice of a General Meeting, but the Board may provide notice to others it wishes to invite as guests, in its sole discretion.

## 5.6 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If an assessment to Members will be considered at a General Meeting, the notice must include particulars of the proposed assessment.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

## 5.7 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

# 6. PROCEEDINGS AT GENERAL MEETINGS

## 6.1 Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Society:

- (a) the adoption of an agenda
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the financial statements and the report of the auditor thereon, if any;
- (d) consideration of any Members' proposals submitted in accordance with the Act;
- (e) the election of Directors, as necessary; and

- (f) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other reports and business as determined by the Board in its discretion.

## **6.2 Attendance at General Meetings**

In addition to Members, Directors and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

## **6.3 Electronic Participation in General Meetings**

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

## **6.4 Quorum**

A quorum at a General Meeting is a number of Voting Members equal to ten percent (10%) of the total number of Voting Member in good standing on the date of the meeting.

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **6.5 Lack of Quorum**

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting will be terminated and, if convened on the requisition of Members, will not be called again, but in any other case the Board may issue notice to call a replacement General Meeting, as necessary.

## **6.6 Chairperson at General Meetings**

The President (or, in the absence or inability of the President, the Vice-President and in the absence or inability of the President and Vice-President, the Past-President, if any) will, subject

to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the President, Vice-President, Past-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chairperson at that meeting.

#### **6.7 Alternate Chairperson**

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chairperson.

#### **6.8 Chairperson to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

#### **6.9 Adjournment**

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **6.10 Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

#### **6.11 Minutes of General Meetings**

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

### **7. VOTING BY MEMBERS**

#### **7.1 Ordinary Resolution Sufficient**

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution of the Voting Members.

## 7.2 Entitlement to Vote

Each Voting Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.]

## 7.3 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the Voting Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each Voting Member in good standing with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how a Member may cast a vote.

## 7.4 Voting Methods

Voting by Voting Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Voting Members equal to not less than one-third (1/3) of the Voting Members present may, by vote conducted by show of hands, require a secret ballot vote, and where so required the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

## 7.5 Voting by Chairperson

If the Person presiding as chairperson of a General Meeting is a Member, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Voting Members. A Person presiding as chairperson who is not a Member has no vote.

The Person presiding as chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

## 7.6 Voting by Proxy

Proxy voting is permitted for those Voting Members attending in person at General Meetings, subject to these Bylaws and in accordance with the following rules:

- (a) a Voting Member may, by form of proxy, appoint another Voting Member to be his or her Proxy Holder and to attend and act at a specified General Meeting on his or her behalf;
- (b) a form of proxy appointing a Proxy Holder must:
  - (1) be in a form approved by the Board; and
  - (2) be signed and dated by the Member;
 or it is void and of no effect;
- (c) a form of proxy must state the specific meeting at which the Proxy Holder is authorized to act on behalf of the Member, provided that if a form of proxy does not state the General Meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next General Meeting held on or after the date indicated on the form of proxy; and
- (d) a Voting Member may not be Proxy Holder for more than two (2) other Voting Members. In the event that a situation arises where a Person is appointed as Proxy Holder for more than two other Voting Members, the first two forms of proxy held by that Proxy Holder will be registered and all others are deemed to be void and of no effect.

## **8. BOARD OF DIRECTORS**

### **8.1 Management of Property and Affairs**

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

### **8.2 Qualifications of Directors**

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is not a Voting Member in good standing.

### **8.3 Composition of Board**

The Board will be composed of a minimum of three (3) and a maximum of nine (9) Directors, as follows:

- (a) the Officers, each of whom are elected in accordance with these Bylaws;
- (b) the Past-President, if any in accordance with Bylaw 8.5; and
- (c) up to four (4) Voting Members appointed as Directors by the Board in accordance with Bylaw 8.6.

At least two-thirds (2/3) of the Directors in office must be Architect Members.

#### **8.4 Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number or threshold of Directors in office.

#### **8.5 Past-President**

The Person who completed a full term as President immediately prior to the current President may, if he or she consents and continues to be qualified in accordance with Bylaw 8.2, continue as Past-President and the term of such Person as a Director will be automatically extended until a new Past-President arises, or until two (2) years from the expiry of his or her most recent elected term as Director.

#### **8.6 Appointment of Directors**

The Board may, from time to time by Board Resolution, appoint Voting Members qualified in accordance with Bylaw 8.2 as Directors, provided that at no time can the total number of all Directors appointed under this Bylaw exceed four (4) Persons.

#### **8.7 Term of Directors**

The term of office of Officers and Directors will normally be two (2) years. However, the Board may by Board Resolution determine that some or all vacant Officers' or Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Board in its discretion.

For purposes of calculating the duration of an Officer's or Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Officer or Director was elected. If, however, the Officer or Director was elected at an extraordinary general meeting, or appointed pursuant to Bylaw 8.6 other than at an annual general meeting, then his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

#### **8.8 Consecutive Terms and Term Limits**

Directors may be elected or appointed for up to eight consecutive years, by any combination of terms. A Person who has served as a Director for eight (8) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term.

In addition, a Person may not be elected, appointed or otherwise serve as President for more than four (4) consecutive years, by any combination of terms.



### **8.9 Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected or appointed as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

### **8.10 Appointment to fill Vacancy**

If a Director ceases to hold office before the expiry of his or her term, or if positions available for election are not filled by election, the Board may, by Board Resolution, appoint one or more Voting Members qualified in accordance with Bylaw 8.2 as needed to fill the resulting vacancies. Such appointments to fill vacancies do not count as appointments under Bylaw 8.6.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless he or she otherwise ceases to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

### **8.11 Removal of Director**

A Director may be removed before the expiration of his or her term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

### **8.12 Replacement of Officer**

Should the President or any other officer for any reason be unable to complete his or her term, the Board may, by Board Resolution, remove such Officer from his or her office and will elect or appoint a replacement from among the other Directors without delay.

### **8.13 Ceasing to be a Director**

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
  - (1) the date of delivering his or her resignation in writing to the President or Secretary or to the Address of the Society; and
  - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 8.2;
- (d) upon his or her removal; or
- (e) upon his or her death.

## **9. NOMINATION AND ELECTION OF OFFICERS**

### **9.1 Nomination of Officers**

Nominations for election as an Officer must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

All nominations are subject to the following rules:

- (a) Nominations for the election of Officers may be made by Voting Members in good standing, and by a nominating committee established by the Board, if any;
- (b) a nominee must be a Voting Member in good standing to be nominated and must remain in good standing in order to stand for election;
- (c) a Member may not nominate him or herself;
- (d) a Member may not nominate more than one nominee for each Officer position available for election; and
- (e) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board.

### **9.2 Elections Generally**

The Officers will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

### **9.3 Election at Annual General Meeting**

The election of Officers will normally take place at, or prior to, the annual general meeting and Officers so elected will take office commencing at the close of the General Meeting.

### **9.4 Election by Acclamation**

In elections where there is one (1) eligible nominee for a given Officer position that will become vacant at the close of the next annual general meeting, then the eligible nominee is deemed to be elected by acclamation to that position and no vote will be required.

## 9.5 Election by Secret Ballot

In elections where there is more than one (1) eligible nominee for a given Officer position that will become vacant at the close of the next annual general meeting, the election of that Officer position will be by secret ballot and the following rules apply:

- (a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;
- (b) ballots will be sent or otherwise made accessible to all Voting Members in good standing present at the meeting or otherwise participating in the election, and only to those Members;
- (c) each ballot will include the name of each eligible nominee and the position to be filled;
- (d) no Member will vote for more than one (1) candidate for each Officer position available for election. Any ballot will be deemed to be void if it records votes for more than one (1) candidate for a given position;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) the nominee receiving the most votes will be elected to the position;
- (g) in the event of a tie between two (2) or more eligible nominees for the position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the Chair will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and
- (h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

## 9.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

# 10. POWERS AND RESPONSIBILITIES OF THE BOARD

## 10.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

## **10.2 Duties of Directors**

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to Bylaws 10.2(a) to 10.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 10.2(a) to 10.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

## **10.3 Policies and Procedures**

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

## **10.4 Remuneration of Directors and Officers and Reimbursement of Expenses**

A Director is not entitled to any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

## **10.5 Investment of Property and Standard of Care**

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

## **10.6 Investment Advice**

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

## 10.7 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

## 11. DUTIES OF OFFICERS

### 11.1 Duties of President

The President will supervise the other Officers and the Board in the execution of their duties and will normally preside at all General Meetings and meetings of the Board. The President may act as spokesperson for the Society subject to the direction and policies of the Board. The President is an ex officio member of all committees established by the Board.

### 11.2 Duties of Vice-President

The Vice-President will assist the President in the performance of his or her duties and will, in the absence or inability of the President, perform those duties. The Vice-President will also perform such additional duties as may be assigned by the Board.

### 11.3 Duties of Past-President

The Past-President will assist the President and Vice-President in the performance of their duties and will, in the absence or inability of the President and Vice-President, perform those duties. The Past-President will also perform such additional duties as may be assigned by the Board.

### 11.4 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

### 11.5 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of and reporting on financial statements to the Directors, Members and others, when required.

### 11.6 **Combination of Offices of Secretary and Treasurer**

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

## 12. **PROCEEDINGS OF THE BOARD**

### 12.1 **Board Meetings**

Meetings of the Board may be held at any time and place determined by the Board.

### 12.2 **Regular Meetings**

After the issuance of the certificate of incorporation, a meeting of the Board will be held at which the Directors may:

- (a) appoint officers;
- (b) make banking arrangements;
- (c) appoint an auditor to hold office until the first annual general meeting; and
- (d) transact any other business.

Subsequently, the Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

### 12.3 **Ad Hoc Meetings**

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) by request of any two (2) or more Directors.

### 12.4 **Notice of Board Meetings**

At least two (2) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give

notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

### **12.5 Attendance at Board Meetings**

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board by Board Resolution may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

### **12.6 Participation by Electronic Means**

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

### **12.7 Quorum**

Quorum for meetings of the Board will be a majority of the Directors currently in office.

### **12.8 Director Conflict of Interest**

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent himself or herself from the meeting or portion thereof:
  - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

### **12.9 Chairperson at Board Meetings**

The President (or, in the absence or inability of the President, the Vice-President and in the absence or inability of the President and Vice-President, the Past-President, if any) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

If at any meeting of the Board the President, Vice-President, Past-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

### **12.10 Alternate Chairperson**

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chairperson.

### **12.11 Chairperson to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

### **12.12 Minutes of Board Meetings**

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

## **13. DECISION MAKING AT BOARD MEETINGS**

### **13.1 Passing Resolutions and Motions**

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

### **13.2 Resolution in Writing**

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

### **13.3 Entitlement to Vote**

Subject to Bylaw 12.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.



### 13.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

## 14. SENIOR MANAGERS

### 14.1 Appointment of Senior Managers

The Board may, by Board Resolution, appoint Senior Managers as it determines necessary from time to time.

The Board is responsible to supervise all Senior Managers in the performance of their duties.

### 14.2 Removal of Senior Manager

A Person may be removed as a Senior Manager by Board Resolution.

## 15. INDEMNIFICATION

### 15.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

### 15.2 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a

COMMITTEES

### 15.3 Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

### 15.4 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

### 15.5 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

### 15.6 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

## 16. EXECUTION OF INSTRUMENTS

### 16.1 Seal

The Society will not have a corporate seal.

### 16.2 Execution of Instruments

Contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

- (a) by the President, together with one (1) other Director, or
- (b) in the event that the President is unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

### **16.3 Signing Officers**

The Board will, from time to time by Board Resolution, appoint signing officers who are authorized to sign cheques and all banking documents on behalf of the Society.

## **17. FINANCIAL MATTERS AND REPORTING**

### **17.1 Fiscal Year**

The fiscal year of the Society will be from January 1 to December 31.

### **17.2 Accounting Records**

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

### **17.3 Borrowing Powers**

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

### **17.4 Restrictions on Borrowing Powers**

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

### **17.5 When Audit Required**

The Society is not required by the Act to be audited. However, the Society will conduct an audit or review engagement of its annual financial statements if:

- (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- (b) the Members require the conduct of an audit or review engagement by Special Resolution,

in which case the Society will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

### **17.6 First Auditor**

If the Society wishes to appoint an auditor prior to its first annual general meeting, that auditor will be appointed by the Board, which will also fill any vacancy occurring in the office of auditor.

### **17.7 Appointment of Auditor at Annual General Meeting**

If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

### **17.8 Vacancy in Auditor**

Except as provided in Bylaw 17.9, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

### **17.9 Removal of Auditor**

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

### **17.10 Notice of Appointment**

An auditor will be promptly informed in writing of such appointment or removal.

### **17.11 Auditor's Report**

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

### **17.12 Participation in General Meetings**

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

## **18. NOTICE GENERALLY**

### **18.1 Method of Giving Notice**

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

## **18.2 When Notice Deemed to have been Received**

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

## **18.3 Days to be Counted in Notice**

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

## **19. MISCELLANEOUS**

### **19.1 Dissolution**

Upon the winding-up or dissolution of the Society, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed, subject to the Act, as determined by Board Resolution.

### **19.2 Inspection of Documents and Records**

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;

- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

### **19.3 Right to become Member of other Society**

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

## **20. BYLAWS**

### **20.1 Entitlement of Members to copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

### **20.2 Special Resolution required to Alter Bylaws**

These Bylaws will not be altered except by Special Resolution.

### **20.3 Effective Date of Alteration**

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.