

Act	GR	Bylaws	
5		2	<p>Introduction</p> <p>This chapter examines the provisions of the Architects Act, the regulation and bylaws dealing with the AAA. The Act establishes the AAA as the governing body for architects and licensed interior designers in the province and it is through this association that the abstract principles of self-governance find concrete expression. The AAA is granted many powers to govern the practices of its members. A Council composed virtually exclusively of members of the two professions, and elected by their colleagues governs the AAA and has the authority to make bylaws and regulations (subject to the approval of the membership and in the case of regulations, the provincial cabinet) governing the professions. Given the AAA’s central role in self-governance and its wide-ranging authority over the practice of architecture and licensed interior design in Alberta, its structure, rules and institutions are of obvious interest to the members whose actions it regulates.</p> <p>This chapter examines the provisions of the Act, regulation, and bylaws dealing with the structure, powers and responsibilities of the AAA and the various bodies within it. Coverage of many of these topics is quite sparse within the Act itself. However, s. 10 of the Act enables Council to enact bylaws dealing with virtually every aspect of the AAA’s operations. The most important provision is s. 10(1)(a), which permits bylaws dealing with “the government of the Association and the management and conduct of its affairs.” This chapter will focus largely on material found in the Bylaws, where most of the relevant information is found.</p> <p>Creation</p> <p>The AAA is established as a corporation in s. 5(1) of the Act. A corporation is a legal entity with all of the rights, powers and privileges of a natural person. Therefore, incorporation gives the AAA many of the legal rights accorded to individuals, including, as noted specifically in s. 5(1), the right to own property and borrow money. It also enables it to pursue legal actions in its own name. These powers are necessary if the AAA is to carry out its mandate of regulating architecture and licensed interior design in Alberta. Section 10(1)(b) allows Council to determine the location of the Association’s head office which is established in s. 2 of the Bylaws as Edmonton.</p>



Chapter 7

Act	GR	Bylaws	
10(1)(c)			<p>Association Meetings</p> <p>Council may make bylaws regarding the <i>“calling of and conduct of meetings of the Association and the Council.”</i> These provisions are set out below and in the section of this chapter dealing with Council.</p> <p>Annual General Meetings</p> <p>4-5 The AAA must hold an annual general meeting every year. The location of the meeting is determined either at the preceding annual general meeting or at a special general meeting. If for some reason no meeting location is specified by either of the above methods, Council can specify its location.</p> <p>At least 15 days before the annual general meeting the Executive Director must send each voting member a notice of the meeting and audited statement of the revenue and expenditures of the AAA for the past year.</p> <p>5(2), 106(1) Only registered architects and licensed interior designers (voting members) may vote at the annual general meeting unless the Bylaws state otherwise. Section 106(1) of the Bylaws states that voting members may vote on proposed additions, amendments or repeals to the bylaws.</p> <p>Special General Meeting</p> <p>6,7 Council may call a special general meeting of voting members at any time it wishes. However, Council <i>must</i> call a special general meeting if at least 25 voting members submit a request that one be held. This request must include the reason for the meeting. Council must then call the meeting within 45 days of receiving this request. If Council calls a special general meeting for the purposes of considering the enactment, amendment or appeal of bylaws, all voting members must be given a notice setting out the time, location and purpose of the meeting at least 15 days before it is to be held. If Council calls a meeting for any other purpose, at least 7 days notice must be provided.</p> <p>Again, unless the bylaws provide otherwise, only voting members may vote at special general meetings.</p> <p>Quorum and Procedure</p> <p>8-9 Council may make bylaws governing the number of voting members required to constitute a quorum at Association meetings. Section 8 of the bylaws states that the quorum for annual and special general meetings is at least 50 voting members. The rules of procedure at these meetings are the <i>“normally accepted rules of order and procedure governing meetings of a like nature.”</i> If there is disagreement as to what these rules are, the chair of the meeting decides the matter and this decision is final.</p>
10(1)(k)			



Chapter 7

Act	GR	Bylaws
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6

Council

Council is the governing body of the AAA and manages the Association's affairs, exercises its powers and reports to the responsible Minister through an annual report that is presented to the legislature.

Constitution of Council

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Section 8 of the Act establishes the right to make bylaws governing the constitution of Council but sets out some requirements that must be met. They are as follows:

- There must be at least 9 registered architects on Council elected by registered architects and licensed interior designers.
- There must be at least 1 licensed interior designer on Council elected by licensed interior designers and registered architects.
- There must be public members (individuals who are not architects or licensed interior designers) on Council, the minimum number of which varies depending on Council's size. When the number of registered architects on the Council is less than 10, only one public member is required. If there are more than 10 but less than 20 registered architects on Council, there must be two public members.
- The Minister chooses public members in consultation with the AAA. The Minister may pay the travel and living expenses of public members incurred in the course of attending meetings and being away from his/her residence as well as any fees the Minister thinks necessary.
- Council still retains all of its powers and duties under the Act if a public member has not been appointed, has resigned or been removed. This principle also applies if a public member fails to attend a meeting.



Chapter 7

Act	GR	Bylaws
-----	----	--------

Rules on Council Constitution set out in the Bylaws

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The specific rules regarding the constitution of Council are found in s. 29 of the bylaws, as follows:

- Nine registered architects resident in Alberta sit on Council.
- The past president, one public member and one licensed interior designer also sit as voting members.
- *Ex officio* members (members by virtue of their offices):
- Dean of the Faculty of Environmental Design at the University of Calgary or his/her designate.
- An AAA intern member in good standing may be elected by the AAA membership to become an ex-officio member of Council.
- A student enrolled in their final year with the Faculty of Environmental Design, Architecture program at the University of Calgary or a student enrolled in their final year in the Interior Design Program at Mount Royal College may be appointed by Council as ex-officio members.

29.1

29.2

Council Meetings

9(1)(j)

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39-42

Council must meet at least 6 times per year. At least 6 members of Council or 5 members of Council and the public member are required for a quorum. The President may call a meeting anytime he/she wishes. However, the Executive Director of the Association must give each Council member notice of the meeting at least 24 hours before it is to be held. Unless Council directs otherwise, a member who misses 3 consecutive meetings is removed from Council and a vacancy is created.

The normal rules of order for these types of bodies govern Council meetings. In the case of disagreement over what these rules are, the Chairman has the final word. When called upon by the President to do so, the Council may make a resolution through the process of e-mail voting.



Chapter 7

Act	GR	Bylaws
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10(1)
(d)-(f)

10

Council Elections

The Act grants to Council the right to make bylaws governing the conduct of Council elections. Only the major rules set out in the Bylaws will be covered here.

Right to Vote or Run in Council Elections

Only registered architects or licensed interior designers whose membership is not suspended or cancelled can run in Council elections. Registered architects and licensed interior designers may vote for Council members.

Nominations

11

A nominating committee is appointed each year to handle nominations. The Past-President is the chair and appoints one registered architect from the southern half of the province and one from the northern half (the southernmost part of Red Deer being the dividing line) and one licensed interior designer. The chair may also appoint any other registered architects or licensed interior designers he/she deems necessary.

The committee prepares a list of nominees of at least that number of individuals required to fill the vacancies on Council. These nominations are then mailed to all voting members at least 90 days before the annual general meeting where the election results will be announced.

Between 90 and 60 days before the meeting, any combination of 4 or more voting members may nominate additional candidates who are not on the list of candidates. The nominee must agree in writing and the Executive Director must receive the nomination at least sixty days before the meeting.

12

Nominees may withdraw if they notify the Executive Director at least 35 days before the annual general meeting.

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If a nominee dies or is disqualified *before* nominations close, the nominating committee must nominate another registered architect or licensed interior designer *if* there are more vacancies than nominees. If there are not, the committee has the discretion to nominate or not.

13

If a nominee dies or is disqualified *after* the close of nominations but before the results are known and the remaining candidates number less than the available seats then that nominee is considered elected but only for the purposes of s. 37(2). This section permits Council to appoint another registered architect or licensed interior designer to replace one who has died or is no longer a member. Council may also leave the seat vacant.



Chapter 7

Act	GR	Bylaws	
		15	If there are no more candidates than vacancies at the close of nominations, all candidates are elected by acclamation.
			Voting
		16	Ballots are mailed to all voting members at least 30 days before the meeting. The ballots must list the candidates alphabetically by surname and contain a note explaining to voters the number of candidates they may vote for and that their ballot is void if this number is exceeded. With the exception of these requirements, Council determines the form of the ballots and may also authorize short biographies of each candidate be sent out with the ballots.
		17/18	Each voting member gets one vote per vacancy and can only vote for a candidate once. They do not have to use all of their votes. The voting period is from the day the ballots are mailed out until noon on the day before the annual general meeting unless Council directs otherwise. Candidates cannot campaign during the voting period.
		19/20	Election is by secret ballot. Ballots are marked with an X and are placed in a sealed envelope marked “Ballot”. This envelope is then placed in another envelope, which is signed by the voter and mailed to the Executive Director. If the envelope is not signed, it is destroyed unopened.
			Election Procedures
		20-28	The procedures for vote handling and tabulation are contained in ss. 20-28 of the bylaws and ensure the maintenance of the secret ballot and the accurate counting of votes. If there is a tie vote, s. 25 states that the tie is broken by the “most recent past-President who is a voting member.”
		26	When tabulation is completed, the three scrutineers give a sealed envelope containing the results to the Executive Director. At the annual general meeting, the Director gives the envelope to the President who announces the results and then presents a motion that all election materials be destroyed. Councillors are elected for a two (2) year term. The Council, so constituted, remains in place until the close of the next annual general meeting.
		33(5) 31	



Chapter 7

Act	GR	Bylaws
10(1)(d)		<p>Elected Officers</p> <p>The Act grants to Council the power to make bylaws setting out the elected offices of Council and their function. The Elected offices of the AAA are:</p> <ul style="list-style-type: none">• The President• The Immediate Past President• The Vice President (Finance) (formerly the Secretary/Treasurer)• The Vice President (Education)• The Vice President (Practice Resource)• The Vice President (Voice)• Council elects one of the Vice Presidents as the First Vice President. <p>Election of Officers and Terms of Office</p> <p>32 At the conclusion of an annual general meeting, the Council shall meet and the individual who acts as First Vice President in any Council year becomes President the following year without the need to be re-elected to Council. Likewise, the individual who acts as President in any Council year becomes Immediate Past President the following year without the need to be re-elected to Council. The new Council elects members to any vacant offices the first or second time it meets. Those Council members who do not hold an office are known as “Councillors.”</p> <p>33 The President and the First Vice President hold office until the first annual general meeting following their election. The Immediate Past President, the Vice President (Finance) and the two other vice presidents hold office until the <u>end</u> of the first annual general following their election. Councillors hold office until the end of the annual general meeting two years after their election. Council may extend the President’s term by one year if it wishes. If it does, it may also extend the term of the Immediate Past President.</p> <p>A member’s term on Council automatically ends if they cease to be a registered architect or licensed interior designer. If their registration is suspended, their term on Council is also suspended until they are reinstated. If a member of Council takes a leave of absence from practice in accordance with the AAA’s Leave policy, then their membership on Council is suspended during the leave unless council authorizes it to continue during the leave period.</p>



Chapter 7

Act	GR	Bylaws
		<p data-bbox="394 477 457 500">34-37</p> <p data-bbox="508 423 827 446">Absences and Vacancies</p> <p data-bbox="508 469 1791 561">If the President is temporarily absent or unable to fulfil his/her duties, the First Vice President assumes all the President’s duties and obligations during this period. If the First Vice President is unable to act, the Council appoints a member of Council to serve as acting president for so long as is required.</p> <p data-bbox="508 573 1755 664">If an office becomes vacant or an elected member dies, Council may elect a new officer from amongst its members or leave it vacant. If a Council member dies or ceases to be a Council member, Council may appoint a member to fill the vacancy for the remainder of the term, leave the seat vacant, or fill the vacancy at the next annual election.</p> <p data-bbox="508 695 835 717">Duties of Elected Officers</p> <p data-bbox="541 738 722 761">The President</p> <p data-bbox="411 805 443 828">43</p> <ul data-bbox="579 794 1770 956" style="list-style-type: none">• Presides over all Council and AAA meetings.• Signs all registration certificates.• Performs other duties set out in the bylaws or required by Council.• The President is an <i>ex officio</i> member of all committees of the Council and the AAA with the exception of the Complaint Review Committee. <p data-bbox="541 987 854 1010">Vice-President (Finance)</p> <p data-bbox="411 1053 443 1076">45</p> <ul data-bbox="579 1042 1446 1170" style="list-style-type: none">• Signs documents that have been affixed with the AAA’s seal when necessary.• Reports to Council on the state of the AAA’s finances when asked to do so.• Presents the financial statements of the AAA at the annual general meeting.• Performs any other duties set out in the bylaws or requested by Council.



Chapter 7

Act	GR	Bylaws
10(1)(h)		47-50
7		48
		47 & 49
		47 and 50

Appointed Officers and Employees

Council has the right to make bylaws concerning the appointment and dismissal of AAA employees. The appointed officers and employees and their duties are discussed below.

Registrar

The office of the Registrar is the only appointed office created in the Act. Under s. 7, Council may appoint someone to the position or revoke an appointment by resolution. Under s. 10(1)(h) of the Act, Council may appoint a temporary Registrar if there is a vacancy or if the Registrar cannot perform his/her duties.

The Registrar’s duties are to keep the Association’s records and registers current and to perform any other duties prescribed by Council or by the Act, regulation or bylaws.

Executive Director

Council must appoint an Executive Director, who is a full-time employee with duties as follows:

- Prepare agendas for Council meetings and ensuring that the proceedings are recorded.
- Receive and manage the Association’s correspondence.
- Retain custody of the property and account books of the AAA.
- Prepare reports and gather information requested by Council.

The Executive Director reports to and is responsible to Council.

Auditor

Council must appoint an auditor who is a member of the Institute of Chartered Accountants. The duties of the Auditor are as follows:

- Examine all books and accounts of the Association.
- Prepare an audit of the Association’s finances as of the end of each calendar year unless Council requests more frequent audits.
- Prepare a financial statement to be presented at the annual general meeting.



Chapter 7

Act	GR	Bylaws
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Committees

There are three standing committees created by the Act: the **Registration Committee**, the **Practice Review Board** and the **Complaint Review Committee**. The duties of the Complaint Review Committee and the Practice Review Board were discussed in Chapter 3 while those of the Registration Committee discussed in Chapter 5. While the Act contains some requirements for the composition of these committees, s. 9(1)(j) and (l) gives Council the right to make regulations setting out the requirements for the creation, composition, procedure and remuneration of committees in greater detail.

Registration Committee

12(1)	3-5	Council must establish a Registration Committee with appointed chair and vice-chair. Committee members are appointed by Council and must be registered architects or licensed interior designers.
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Complaint Review Committee

36	49, 50	The Complaint Review Committee's composition is as follows: <ul style="list-style-type: none">• Council appoints members of the Complaint Review Committee and designates a member of Council as Chair.• The quorum for the Committee is at least 3 of its members, one of whom must be a licensed interior designer if the Complaint Review Committee is holding a hearing in respect of a complaint concerning a licensed interior designer, a visiting project interior designer or an interior design corporation.
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Practice Review Board

38	56, 57	The Practice Review Board's composition is as follows: <ul style="list-style-type: none">• The Board must consist of at least 6 members. Members must consist of registered architects appointed by Council, at least one licensed interior designer appointed by Council, and persons who have knowledge and experience suitable for determining academic and training requirements necessary to practice architecture. One member of the Board must be a public member nominated by Council and appointed by the Minister. If Council fails to nominate a public member within a reasonable time, the Minister may appoint one unilaterally.• The Minister may pay the public member fees and reimburse them for travelling or living expenses incurred in order for them to attend meetings away from their place of residence. The Minister can remove a public member after consulting with Council.• A quorum of the Practice Review Board is 3 members of the Board. A Practice Review Board may establish its own rules of procedure.
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Chapter 7

Act	GR	Bylaws	
10 (1)(d)			<ul style="list-style-type: none"> If a public member is removed, resigns or has never been appointed, the Board is still free to exercise all its powers provided a quorum of 3 members remains. At least one member of the quorum must be a licensed interior designer.
	54	<p>Other Committees</p> <p>Council has authority to create other committees and boards and determine their composition and functions. The provisions regarding these committees are found in the Bylaws as follows:</p> <ul style="list-style-type: none"> Council has the right to create any committee of Council or the Association it thinks necessary and may appoint anyone it wishes. Membership is not restricted to registered architects or licensed interior designers. 	
	55	<ul style="list-style-type: none"> Council must appoint chairs and vice-chairs for each body and may revoke these appointments at any time. Vice-chairs act as chairs when necessary. If both chair and vice-chair are unable to act, the committee members elects one of those present to act as chair for the meeting. 	
	56	<ul style="list-style-type: none"> Council may appoint individual members for any term it wishes. They need not be appointed to uniform terms, and Council may remove them at any time. The Council may delegate to the chair of any committee the ability to appoint or revoke membership in that committee. 	
	54.1	<ul style="list-style-type: none"> In the case of vacancies, Council may appoint a replacement or leave the vacancy unfilled. The AAA President may make temporary appointments until Council has made a permanent appointment. Vacancies do not prevent a committee from exercising its powers provided a quorum remains. 	
	57	<ul style="list-style-type: none"> Committee members are entitled to be reimbursed for reasonable travel, living and accommodation expenses while carrying out the business of the Association. However, expenses related to annual or special general meetings are non-compensable, with the exception of the President’s travel, living and accommodation expenses in relation to these meetings. Public members appointed by the Minister must seek compensation from the Minister. Council may establish the procedures of the Committee. If it does not, the normally accepted rules of order prevail. If there is a disagreement over what these rules are, the chair determines the issue. If Council receives a request that an individual be appointed or nominated to a committee or other body of the AAA, it “shall make the appointment if it agrees that the appointment or nomination should be made.” If Council receives a request that an individual be appointed or nominated to a committee or other body of the AAA, it “shall make the appointment if it agrees that the appointment or nomination should be made.” 	



Chapter 7

Act	GR	Bylaws
10(1)(a)		<p>Part 8</p> <p>Management of the Conduct and Affairs of the Association</p> <p>Council has the authority to make bylaws concerning <i>“the government of the Association and the management and conduct of its affairs.”</i></p> <p>Use of the Common Seal</p> <p>3, 77 The Association’s seal is to include the words “The Alberta Association of Architects, Incorporated 1906”. It is kept by the Executive Director, or if he/she is unable to act or is absent, the President. When the seal is required to be affixed to a document, it must be accompanied by the signature of the President, the VP Finance or any other members of Council the President chooses.</p> <p>Banking</p> <p>78-79 The AAA does its banking at a chartered bank or Treasury Branch chosen by Council. Payments and withdrawals must be signed by 2 members designated for this duty or Council may prescribe by resolution an alternate method if it wishes. The Executive Director keeps a book recording all debits and credits to this account.</p> <p>Scholarships</p> <p>80 Council may enact bylaws dealing with <i>“scholarships, fellowships and any other educational incentive or benefit programs that the Council considers appropriate.”</i> Section 80 of the Bylaws also gives Council the power to create new scholarships. The Cecil Burgess Scholarship may be used each year to provide a scholarship for a student enrolled in an architectural program at the University of Calgary, Mount Royal University, NAIT, SAIT or participating in the Royal Architectural Institute of Canada Syllabus Program. Each year Council determines if the scholarship is to be awarded and the manner in which it is to be awarded.</p>
10(1)(m)		



Chapter 7

Act	GR	Bylaws
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Amendments to Bylaws and Regulations

Bylaws

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106 and
106.1

While s. 10 of the Act gives Council the right to make bylaws on its own accord, s. 106 of the Bylaws states that any bylaw *changes* must be approved by the membership. The requirements for the enactment, amendment or repeal of bylaws are as follows:

- Bylaws may be enacted, amended or repealed by a majority of voting members present at an annual or special general meeting.
- Registered architects or licensed interior designers can propose the enactment, amendment or repeal of bylaws by providing the Executive Director with a written notice of motion along with a copy of the bylaws, amendments or repeals that he/ she wishes to propose.
- Upon receipt of the proposal, the Executive Director sends copies to all voting members. This must be done at least 15 days before the meeting at which the motion will be presented.
- Voting to approve bylaws may be conducted by mail vote in accordance with Part 12 of the bylaws.
- The above procedures also apply if Council wishes to propose the enactment, amendment or repeal of bylaws. The President provides the necessary information to the Executive Director on behalf of Council.

Regulations

s. 9(2)

106.2

Section 9(2) of the Act states that regulations do not come into force until they have been ratified at a general meeting or by mail vote and are approved by the Lieutenant Governor in Council. There is no provision in the Act or Bylaws allowing individual registered architects and licensed interior designers to propose the enactment, amendment or repeal of regulations. They are only entitled to vote to ratify or reject changes proposed by Council. Mail votes must be conducted in accordance with the rules set out in Part 12 of the Bylaws.

Mail Votes

10(1)(v)

107-109

Council may make bylaws governing mail votes. All voting members are entitled to vote. If Council so directs, voting may be conducted by e-mail. Council determines the form of the “*question*” or “*matter*” to be determined by the vote. This is then mailed out along with notice of the date and time (as determined by Council) that the ballot must be received by the Executive Director and any directions or “*information as background or explanation*” that Council wishes to be provided.



Chapter 7

Act

GR

Bylaws

At least 2 scrutineers are appointed by Council to count the votes immediately following the close of the vote. After tabulation, the scrutineers certify the results and give them to the President who informs the membership of the results.

Protection From Liability

Given the important functions carried out by the AAA, it is important that its officers, committees, boards and members operate without the constant threat of civil liability. Therefore, the Act provides protections from liability for those acting pursuant to their duties under the Act.

Actions Done in Good Faith

No action lies against the Association or any of the following individuals for actions done ***“in good faith while purporting to act under this Act, the regulation or the bylaws”***:

- Members of the Registration Committee, Complaint Review Committee, the Practice Review Board, the Registrar or a member of Council.
- Any ***“member, officer or employee of the Association or any person acting on the instructions of any of”*** the above individuals or entities.

Defamation

No action for defamation can be initiated dealing with a communication pertaining to the conduct of an authorized entity or a complaint against them ***“if the communication is published to or by”*** the Association or any of the individuals mentioned above ***“in good faith in the course of investigating the complaint or conduct in the course of any proceedings under Part 5”*** (Practice Review and Discipline).

69(1)

69(2)



Chapter 7

Act

GR

Bylaws

Required Information, Time Extensions, Inability to Act and Notice

The following “Miscellaneous Provisions” of the Act set out the information that must be annually submitted to the Association and discuss issues regarding deadlines and the appointment of individuals to perform actions.

Required Information

115

All authorized entities must forward the following information to Council:

- The name, addresses and telephone numbers of the individual and firm.
- The names and residences of all partners, directors, shareholders and officers, the share of the business which they own and the firm’s registered office if it is a corporation.

Deadlines and Time Extensions

116

If a deadline for an action falls on a Saturday, Sunday or holiday, the action must be done by the end of the next business day following the deadline. Council may set an alternate deadline if an action required to be done by an individual or Council cannot be done or is not done by the deadline set under the bylaws.

If a deadline is set pursuant to the bylaws and appears to have been set in reference to the performance of an earlier action, if the earlier action is not performed by its deadline, Council can grant an extension for the performance of the related action.

Inability to Act

117

If a person required by the bylaws to do something cannot or will not fulfil this obligation, Council can appoint another person to do it for them.

Notice

118

When notice must be given to an authorized entity or other member of the AAA, it may be given by mailing the notice to the member’s business address as shown on the register or by personal service.

Notice may be given to the Association, Council, the Executive Director or any other officer of the AAA by mailing or hand delivering it to the head office.

Please click [here](#) to complete the Question and Answer for this chapter.



AFTERWORD

Act

GR

Bylaws

This concludes our discussion on the *Architects Act*, General Regulation and the associated bylaws. As we have seen, the practice of architecture and licensed interior design is carefully regulated to protect the public interest. It is hoped that this booklet will help to provide members of these professions with a better understanding of both the content of these rules and the rationale behind them.

If members have any questions about anything they have read in this booklet, they are encouraged to contact the Association. The Association has many resources that further explain many of the topics discussed in this booklet. These resources are there for the benefit of members and they are always entitled and encouraged to utilize them.

Once again, all members are encouraged to take the time to read the Act, General Regulation and bylaws for themselves. These pieces of legislation govern all authorized entities in the province and as such, deserve careful study. The more familiar members are with their content, the more confidently and efficiently they can manage their practice.

