

## **BY-LAWS**

# **Nova Scotia Association of Architects**

**OCTOBER 13, 2022**

# NOVA SCOTIA ASSOCIATION OF ARCHITECTS BY-LAWS

## 1. INTERPRETATION AND APPLICATION

1.1 In these By-laws:

- (a) "Act" means the Architects' Act;
- (b) "Association" means the Nova Scotia Association of Architects;
- (c) "Board" means the Board of Registration;
- (d) "Council" means the Council of the Association;
- (e) "Electronic means" includes email, videoconference, teleconference, or any other electronic or virtual method of signing documents, providing notice, or conducting meetings;
- (f) "In writing" includes writing in the traditional sense and through electronic means;
- (g) "Member" means member of the Association;
- (h) "President" includes the Vice-President acting in the President's temporary absence, incapacity or death.

1.2 Where other terms are defined in the Act or the Regulations, those terms have the meaning as set out in the Act or Regulations.

## 2. THE ASSOCIATION

### Head Office

2.1 The office of the Association shall be in Halifax, Nova Scotia at such place as may be determined by Council.

### Seal of the Association

2.2 (i) The seal of the Association now in use shall continue to be the seal of the Association

2.3 (ii) The seal of the Association shall remain in the custody of the Executive Director on behalf of the Registrar and shall not be affixed to any deed or writing, except as authorized by Council.

### **3. MEETINGS OF THE ASSOCIATION**

#### **Annual Meeting**

3.1 The annual meeting of the Association shall be held once in every calendar year, at such time and place as may be determined by the Council.

3.2 At least twenty-one (21) clear days' notice in writing or through electronic means of an annual meeting, specifying the place, day and hour of the meeting shall be sent to each member.

#### **Special Meetings**

3.3 The President may call special meetings of the Association at any time.

3.4 The President shall call a special meeting of the Association as soon as is reasonably possible upon receipt of a requisition in writing or through electronic means, signed by at least fifteen (15) members of the Association, calling for a special meeting and setting out the purpose for the meeting.

3.5 At least seven (7) clear days' notice in writing or through electronic means of any special meeting, specifying the place, day and hour and the general nature of the business of the meeting, shall be sent to each member.

#### **Manner of Meetings**

3.6 The Council may invite special guests to attend all or any part of the annual or special meetings of the Association.

3.7 The President shall act as chairperson of all meetings, and in the absence of the President, the Vice-President shall chair all meetings. In the absence of both the President and Vice-President, the Council members present shall choose one of their number to be chairperson.

3.8 A quorum at any meeting of the Association shall consist of fifteen (15) licensed architects including the person presiding at the meeting.

3.9 If within thirty (30) minutes from the time appointed for a meeting a quorum is not present, the meeting shall be dissolved and may be recalled in accordance with the procedure for calling a special meeting.

3.10 The Chairperson may, with the consent of the members at any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, two (2) clear days' notice of the adjourned meeting shall be given. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

3.11 Unless otherwise decided by a vote of the meeting, the order of proceedings at the annual meetings shall be as follows:

- (a) approving the minutes of the last annual meeting;
- (b) receiving and considering the report of the President of the Association;
- (c) receiving and considering reports of committees or other reports;
- (d) appointment of auditors for the Association for the ensuing year;
- (e) nominations and election of the President;
- (f) nominations and election of Council members;
- (g) other business.

3.12 Except where otherwise provided by the Act or these By-laws, procedure at all meetings shall be governed by Roberts Rules of Order Revised.

3.13 Meetings of the Association, including annual meetings and special meetings, may be conducted by electronic means as determined by Council.

3.14 Voting at meetings of the Association may take place by electronic means as determined by Council.

#### **4. NOMINATIONS AND ELECTIONS**

##### **Nominating Committee**

4.1 Subject to By-law 4.02 the Council shall, at least ninety (90) days prior to the next annual meeting, appoint a nominating committee, composed of three (3) members, one of whom shall be a Past President of the Association if reasonably possible, to prepare and present to the annual meeting a report of persons who have consented to be nominated as candidates for President and licensed architect members of the Council for the following term. The nominating committee shall also bring forward names for the positions of public representatives on Council.

4.2 The President shall not be a member of the nominating committee.

4.3 In its report to the annual meeting, the nominating committee shall recommend one candidate for the position of President, if required, and one candidate for each vacant position on the Council.

4.4 The nominating committee shall advertise for the positions of public representatives in such manner as determined by Council, prior to bringing forward names for the public

representative positions on Council. Prior to the annual meeting, the nominating committee shall give the names to Council who shall appoint one or two of the individuals so nominated to become public representatives on Council, effective on the date of the annual meeting.

4.5 Any member may withdraw his/her name at any time as a nominee.

4.6 The procedure for nominations and elections shall be as follows:

(a) At least forty-five (45) days prior to the next annual meeting, Council shall advise the membership of the positions that are open for election, and shall invite members to express interest for positions to the members of the nominating committee.

(b) At least twenty-one (21) days prior to the annual meeting the nominating committee shall advise the members of the slate of candidates proposed to be nominated for any vacant positions by the nominating committee.

(c) Any member of the Association who:

(i) seeks one of the vacant positions;

(ii) has not been nominated by the nominating committee; and

(iii) has forwarded a nomination form to the nominating committee including the signatures of five (5) members of the Association supporting the nomination of the candidate;

shall advise the nominating committee at least fifteen (15) days prior to the annual meeting of the member's intention to run for a specified vacant position on Council.

(d) Notwithstanding subclauses (b) and (c), a member who seeks one of the vacant positions and who has not been nominated pursuant to subclause (b), and who has not advised the nominating committee of the member's intention to run pursuant to subclause (c), may run for a vacant position by a nomination from the floor at the annual meeting. A member seeking a nomination from the floor at an annual meeting must have the support of five other members of the Association expressed in writing or by electronic means at the time of declaring the member's intention to seek a specific position. Nominations from the floor shall be called by the chairperson following the reading of the nominating committee's report.

(e) If only one person has been nominated for a vacant position, such person shall be deemed to be elected for that position.

(f) In the event that more than one person is running for a vacant position, an election shall be held as provided in the By-Laws.

(g) At the annual meeting, the chairperson shall call for the report of the nominating committee, and after calling for nominations from the floor pursuant to subclause (d) shall advise the members of the candidates for any vacant positions.

4.7 Elections shall be conducted by secret vote (in writing or by electronic means as determined by Council), unless open voting is substituted by unanimous consent of the meeting.

4.8 The chairperson shall appoint two (2) scrutineers who shall confirm the number of votes and report the result of the vote to the chairperson. The scrutineers' report and the voting results shall be retained by the Secretary-Treasurer for one month prior to destroying the votes in such manner as determined by Council.

4.9 In the case of the election of the President, the candidate receiving a clear majority of votes cast shall be elected. Should no candidate receive a clear majority on the taking of a vote, the name of the candidate receiving the smallest number of votes shall be removed from the list of eligible candidates and another vote shall be repeated until one candidate receives a clear majority or until two remaining candidates each receive an equal number of votes.

4.10 At the first election after coming into force of the Act, an election for President, and an election for three (3) members of Council shall take place. The other three (3) licensed architect members of Council shall be those licensed architect members who were elected to office at the 2008 annual meeting of the Association. The three (3) members elected at the 2008 annual meeting of the Association shall hold office for a period of two (2) years, and the three (3) licensed architect members elected at the first election after the coming into force of this Act shall also hold office for a term of two (2) years.

4.11 Each licensed architect member shall have one (1) vote for each of the elected positions.

4.12 Following the first election after the coming into force of this Act, each member of the Association shall vote for three (3) licensed architect candidates for Council. A vote containing fewer than three (3) names shall not be counted.

4.13 The three (3) candidates receiving the highest number of votes shall be elected as licensed architect members of Council.

4.14 Where there is a tie, making it impossible to declare that three (3) candidates have received the highest number of votes, there shall be an additional vote to decide which of the candidates receiving an equal number of votes on first vote shall be elected.

4.15 The chairperson of the meeting shall have a vote as a member and, in the case of a tie on the final vote for the President or the final vote for membership of the Council, the chairperson shall have an additional and deciding vote.

4.16 Where there are vacancies on Council to be filled at an annual meeting, the nominations and election of candidates for these positions shall take place following the nomination and election of the President.

4.17 Where there is a single vacancy to be filled at an annual meeting, the procedure for electing the President shall apply.

4.18 Where there is more than one vacancy on Council to be filled, the procedure for electing the licensed architect members of the Council shall apply.

4.19 Pursuant to clause 4.4 one or two members of the public shall be appointed to positions on Council by the other Council members from the names presented by the nominating committee.

4.20 These public representatives on Council shall have all the same rights and shall be subject to the same obligations as the remaining individuals in their capacity as Council members.

4.21 Licensed architect members of Council may serve no more than three (3) consecutive terms on Council, unless such member is serving in the role of President or immediate Past President, in which case these positions shall not be considered as terms.

4.22 If only one public representative is appointed pursuant to Article 4.19, such person shall serve a term of three (3) years. If two public representatives are appointed pursuant to Article 4.19, one of the public representatives selected by Council shall serve an initial term of two (2) years and the other shall serve an initial term of three (3) years. Each public representative may serve no more than two (2) consecutive terms on Council.

4.23 If any licensed architect member of Council is unable to complete his or her term, Council may appoint a licensed architect to fill such position until the next Annual General Meeting of the Association.

4.24 Subject to Article 4.10, licensed architect members of Council, including the President, shall be elected for a term of two (2) years.

4.25 Subject to Article 4.22, public representatives shall be appointed for a term of two (2) years.

4.26 Voting may take place by electronic means in such manner as determined by Council.

## **5. THE PRESIDENT**

5.1 In addition to any duties prescribed by the Act, the Regulations and elsewhere in these By-laws, the President shall abide by the approved Position Description for the President.

**6. THE VICE-PRESIDENT**

6.1 In addition to any duties prescribed by the Act, the Regulations, and elsewhere in these By-laws, the Vice-President shall abide by the approved Position Description for the Vice-President.

**7. THE SECRETARY-TREASURER**

7.1 In addition to any duties prescribed by the Act, Regulations and elsewhere in these By-laws, the Secretary-Treasurer shall abide by the Position Description for the Secretary/Treasurer.

7.2 The President may temporarily fill any vacancy in the office of secretary-Treasurer or designate a substitute to act pro tem for the Secretary-Treasurer during the absence, or inability or failure to act and a person so appointed may act in that office until the Council elects a replacement.

**8. THE EXECUTIVE DIRECTOR**

8.1 Council shall appoint an Executive Director to perform such duties as Council may determine.

**9. INTERN ARCHITECT OBSERVER ON COUNCIL**

9.1 Council may appoint an Ex-Officio non-voting Intern Architect Observer to Council.

**10. THE REGISTRAR**

10.1 In addition to any duties prescribed by the Act, the Regulations and elsewhere in these By-laws, the Registrar shall abide by the approved Position Description for the Registrar.

10.2 The President may temporarily fill any vacancy in the office of the Registrar or designate a substitute to act pro tem for the Registrar during the Registrar's absence, or inability or the Registrar's failure to act and a person so appointed may act in that office until the Council elects a replacement.

**11. MEETINGS OF COUNCIL**

11.1 Unless otherwise determined by the Council, the Council shall hold regular meetings at such time and place as it may appoint but in any event not less than six (6) meetings shall be held in each calendar year.

11.2 Meetings of the Council may be called at any time by the President.

11.3 The President shall call a meeting of the Council whenever requested to do so by any three (3) members of the Council.



11.4 Members of the Council shall have at least two (2) clear days' notice of all meetings of the Council, specifying the time and place of the meeting.

11.5 Where the purpose of the meeting is to fill a vacancy in any office or on Council, the notice of the meeting should state this purpose.

11.6 The Chairperson shall not vote except in the case of a tie, in which event the chairperson shall have the deciding vote.

11.7 A resolution in writing or by electronic means signed by all the members of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly held and constituted.

11.8 A quorum at any meeting of the Council shall consist of four (4) licensed architect members of the Council including the person presiding at the meeting.

11.9 At any meeting at which there is not a quorum within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned for one week at a time and place determined by the Chairperson. If on the adjourned meeting date, a quorum is not present, the meeting will be adjourned.

11.10 Meetings of the Council may be conducted by electronic means.

11.11 Voting at meetings of the Council may take place by electronic means.

## **12. DUTIES AND AUTHORITY OF THE COUNCIL**

12.1 In addition to any duties prescribed by the Act, the Regulations and elsewhere in these By-laws, the Council shall:

- (a) Elect the Vice-President and Secretary-Treasurer at the next meeting of the Council following the annual meeting;
- (b) appoint a Board of Registration;
- (c) appoint a Nominating Committee;
- (d) appoint a Complaints Committee and the Chairperson of that Committee;
- (e) appoint a Discipline Committee and the Chairperson of that Committee;
- (f) appoint such other committees, boards, officers or persons as it sees fit and delegate such powers to do such acts and things as may be exercised or done by the Association;

- (g) set the time and place for the annual meeting;
- (h) nominate any persons who may be suitable candidates to be honorary members;
- (i) have the authority to make decisions respecting the acquisition, holding, leasing and disposition of real and personal property.
- (j) on obtaining a resolution of Council, be authorized to borrow money for the Association, give security for any money so borrowed on any of the real, personal or mixed property of the Association by way of mortgage, pledge, charge or otherwise and invest the funds of the Association in such investments as are authorized for investments of trust funds under the Trustee Act;
- (k) do all other things necessary for the orderly management of the business of the Association.
- (l) remove any chairperson or member of any committee or board for any reason whatsoever in its sole discretion.
- (m) Abide by the approved Council Charter and Council Code of Conduct.

12.2 The management of the business of the Association, between annual meetings, is vested in the Council, which in addition to all other powers and duties expressly conferred upon it by the Act, the Regulations or these By-laws, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by this Act expressly directed or required to be done by the Association in general meeting.

12.3 The Association shall indemnify and agree to save harmless any member of Council, the Board, Complaints Committee, Discipline Committee, Registrar, the Executive Director, any employee of the Association, or any member of any other Committee or appointee of Council from and against any loss, cost, expense, damage, liability or obligation arising out of or in connection with any action taken by such party, acting in good faith, in the course of discharging their duties on behalf of the Association. This indemnification shall not extend to reimbursement for out-of-pocket expenses incurred by such parties without the authorization or consent of the Association.

### **13. MEMBERSHIP**

#### **Membership**

13.1 All applicants for membership in the Association shall comply with the requirements of the Act, the Regulations and these By-laws, and shall complete the forms attached in Schedule "A" of these By-laws as part of the application process.

13.2 All applicants for a temporary licence, corporate permit or temporary corporate permit shall comply with the requirements of the Act, the Regulations and these By-laws, and shall complete the relevant application forms in Schedule "B" of these By-laws.

### **Honourary Membership**

13.3 The Association may confer an honorary membership on any person who has been outstanding in the practice of architecture or has given outstanding service to the Association.

13.4 A candidate for membership as an honorary member shall be nominated by the Council and elected at fill annual meeting.

13.5 Honourary members shall be elected for such period of time as Council determines.

13.6 In accordance with the Regulations, no honorary member shall be entitled to vote or practise architecture by virtue only of his/her honorary membership.

## **14. FEES OF THE ASSOCIATION**

14.1 The Council shall prescribe from time to time the fees payable for:

- (a) membership in the Association as a licensed architect;
- (b) annual renewal of membership as a licensed architect;
- (c) the issuing of a seal;
- (d) reinstatement fees;
- (e) temporary licence;
- (f) corporate permits;
- (g) temporary corporate permits;
- (h) late payment of annual membership fees;
- (i) any other fees required pursuant to the Act, Regulations or By-laws.

## **15. ADMINISTRATION**

### **Records**

15.1 Minutes of meetings shall include a record:

- (a) of all elections and appointments of officers, boards and committees;

- (b) of the names of the members present at each meeting of the Association;
- (c) of the names of the members of Council present at each meeting of the Council;
- (d) of all resolutions passed at meetings of the Association and of the Council, Regulations, By-laws, rules and proceedings of meetings of the Association and of the Council; and
- (e) of all other matters as may be determined by the Council.

### **Finances**

15.2 All moneys received on behalf of the Association by the Executive Director on behalf of the Secretary-Treasurer shall be deposited in a Chartered Bank in the name of the Association as soon as is reasonably possible after receipt.

### **Signing Officers**

15.3 All payments by the Association shall be made by cheque signed by any two of the following:

- (a) President;
- (b) Vice-President
- (c) Secretary-Treasurer; and
- (d) Executive Director.

15.4 Unless otherwise provided by resolution of the Council, all agreements, contracts, deeds, mortgages and leases shall be under the common seal of the Association and signed by the President and the Secretary-Treasurer.

### **Auditors**

15.5 An auditor or firm of auditors shall be appointed at an annual meeting upon receipt of the recommendation of the Council and the auditor or auditors shall be employed until the next subsequent annual, meeting.

15.6 The auditor shall be paid such salary, remuneration or fees as the Council shall determine.

15.7 The auditor shall furnish to the Association a financial statement in detail of the revenues and expenditures of the Association for the previous fiscal year for consideration by the members at the annual meeting and if so directed by Council, such financial statement shall be audited.

### **Expenses and Reimbursement**

15.8 The Council may authorize the payment of expenses to members of Council, members of any Committees of the Association, and of the Association, for travelling and out of pocket expenses incurred on behalf of the Association.

### **Notices - General**

15.9 A notice may be served upon any member either personally, by electronic means or by sending it through the post, prepaid and addressed to the member according to his/her address registered in the general register.

15.10 Any notice served by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the notice is posted.

15.11 In proving service by post, it shall be sufficient to prove that the notice was properly addressed and mailed with the postage prepaid.

15.12 The non-receipt by any member of any notice duly given in accordance with the provisions of these By-laws shall not invalidate the proceedings at any meeting of the Association or Council, or any other proceeding.

### **Renewing Membership and Corporate Permit**

15.13 By December 31<sup>st</sup>, each member must complete all requirements for the renewal of their membership for the upcoming year or confirm their intention to resign their membership in writing in accordance with the Architects Act, Regulations and Policies.

15.14 By December 31<sup>st</sup>, corporate permit holders must complete all corporate permit requirements and adhere to the criteria for a corporate permit for their corporate permit to be approved for the upcoming year in accordance with the Architects Act, Regulations and Policies.

15.15 A late penalty as determined by Council will be applied to any member who fails to fully complete all requirements for renewal of their membership and/or corporate permit beginning January 1.

15.16 Any member failing to complete the requirements for renewing their membership and/or corporate permit shall be removed from the roster on a date to be determined by Council and no later than January 31<sup>st</sup> subject to and in accordance with the Architects Act, Regulations and Policies.

15.17 Any member or corporate permit holder may make application for re-instatement in a manner determined by Council in accordance with the Architects Act, Regulations and Policies.

**16. MEETINGS OF THE BOARD**

16.1 Meetings of the Board may be conducted by electronic means as determined by the Chair of the Board.

16.2 Voting at meetings of the Board may take place by electronic means as determined by the Chair of the Board.

**17. MEETINGS OF THE COMMITTEES**

17.1 Committee meetings may be conducted by electronic means as determined by the Chair of the committee.

17.2 Voting at meetings of committees may take place by electronic means as determined by the Chair of the committee.

**18. GENERAL**

18.1 The Council may make rules for voting providing they are not in conflict with the Act, Regulations, or these By-Laws.

18.2 Any signature required by these By-Laws may be submitted by electronic means.

**19. AMENDMENT TO THE BY-LAWS**

19.1 By-laws may be passed, amended, repealed or re-enacted at any Annual General Meeting of the Association or any Special General Meeting of the Association called for that purpose by a three-quarters (3/4) vote of the licensed architect members present at such meeting, provided that notice of such proposed amendment has been included in the notice of meeting forwarded to each licensed architect member.

**20. CANONS OF ETHICS**

20.1 The Canons of Ethics approved by the Association is the Canons attached as Schedule "C".

**21. GUIDE FOR FEES FOR ARCHITECTURAL SERVICES**

21.1 The Guide for Fees for Architectural Services is attached as Schedule "D".

**22. POSITION DESCRIPTIONS AND TERMS OF REFERENCE**

22.1 The approved Position Descriptions and Terms of Reference are attached as Schedule "E".