

# CONSULTING ARCHITECTS OF ALBERTA BY-LAWS

Preamble:

The Consulting Architects of Alberta was incorporated in Alberta on August 19, 2009 under The Societies Act.

The name of the Society is Consulting Architects of Alberta, A Society, or CAA, or C.A.A.

## 1. INTERPRETATION

**1.1 Legislation:** When interpreting these bylaws, words and expressions have the same meaning as when used in The Societies Act, unless the context requires another interpretation.

**1.2 Definitions:** The following definitions are understood:

- a) "Act" means The Societies Act in Alberta.
- b) "Audit" means an actual audit or a review engagement performed by a professional accountant as allowed by the Act.
- c) "Board" means the Board of Directors of the Society.
- d) "Director" means a member of the Board of Directors of the Society.
- e) "Ex Officio" means positions that are held by virtue of the office. Unless stated otherwise, Ex Officio positions are voting positions.
- f) "Member in Good Standing" means a member whose dues are paid in full and who is not suspended.
- g) "Notice" means the period of 21 days for special resolutions as required by The Act, 8 days for general meetings and resolutions, and 48 hours for Board meetings in the manners prescribed in these by-laws.
- h) "Resolution" means a vote passed by a majority of votes cast by the membership or the Board.
- i) "Special Resolution" means a vote passed by 75% of the members in good standing eligible to vote at a meeting at which at least 21 days notice has been given.

**1.3 Headings:** The division of these bylaws into sections and paragraphs and the insertion of headings and index are for convenience and do not effect the interpretation of the bylaws.

## **2. MEMBERSHIP**

### **2.1 CLASSES OF MEMBERSHIP**

a) Regular Membership: Any firm registered by the Alberta Association of Architects to practice architecture and having an office in Alberta under the direction of an Architect resident to that office may become a Regular member upon payment of the fee prescribed by the Board and on approval of the Board.

b) Affiliate Membership: The Board may, at its discretion, create affiliate membership classes. Affiliate member classes are:

i) Out of Province firms: Any firm registered by a provincial/territorial association or college of architects who is permitted to practice in Alberta may become a member upon payment of the fee prescribed by the Board and on approval of the Board. Affiliate members who are out of province architects are eligible to vote and to serve on the Board within restrictions set out in these by-laws.

ii) Related Firms: Firms or organizations that do not have as their primary business the practice of architecture but that practice or provide services in related fields and engage practicing architects are eligible to become Affiliate members on approval of the Board. Affiliate members from related firms and organizations must support the purpose and goals of the CAA and pay the annual fee prescribed by the Board. Affiliate members from related firms and organizations are not entitled to vote or to serve on the Board.

Board's Discretion: Other classes or categories of affiliate membership may be specified and permitted by the Board at its discretion provided that those classes and categories are non-voting and ineligible for Board service, otherwise the addition of such voting classes and categories require a special resolution of members at a meeting duly called for that purpose.

A member in good standing in any class or category is entitled to receive notice of member meetings, attend member meetings, and exercise other rights and privileges given to members in these by-laws.

## **2.2 WITHDRAWAL AND SUSPENSION OF MEMBERS**

Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Chair. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of three months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated. Any member upon a majority vote of the Board of the Society may be expelled from membership for any cause which such majority of the Board may deem reasonable.

## **2.3 CONTINUING COMPLIANCE**

The membership of each member in all classes and categories shall be renewed annually upon payment of annual dues set by the Board and undertaking of the member to continue to comply with the professional standards, objects, and by-laws of the Society.

2.4 Membership fees in the Society shall be determined by the Board.

2.5 Notwithstanding anything else herein contained, the Board may, in its discretion, refuse any application for membership.

2.6 Membership is not transferable. A corporation may designate another person from the company as the **voting** representative.

## **3. BOARD OF DIRECTORS**

3.1 The Board of Directors shall consist of no fewer than five nor more than fifteen members elected by the members from among their number. The Board may alter the number of Directors within the minimum and maximum.

Of the elected seats on the Board, no more than one-third may be filled by out-of-province Affiliate members.

The Board may also appoint non-voting directors representing the Alberta Association of Architects, the Consulting Engineers of Alberta, and the Royal Architectural Institute of Canada or such other organizations or

institutions as the Board shall determine.

3.2 Directors are elected for a two-year term and take office immediately following the Annual General Meeting at which they are elected. Elections are held yearly in order to encourage the staggered replacement of directors, thus better ensuring leadership continuity.

3.3 A person appointed or elected a Director becomes a Director if present at the meeting when being appointed or elected, and did not refuse the appointment. A person may also become a Director if not present at the meeting but consented in writing to act as Director before the appointment or election, or within ten days after the appointment or election, or if the Director acted as a Director pursuant to the appointment or election.

3.4 A Director may resign in writing to the Chair and it is effective when accepted by the Board. If a Director is absent from three Board meetings in a fiscal year, the Director is deemed to have resigned. The Board in its sole discretion may accept the resignation and establish the effective date. A Director who is from a firm that ceases to be a Regular member for any reason shall be removed from the Board. At any general meeting the members may remove any Director from office before the expiry of the Director's term by a special resolution passed by the members present and voting thereon, if notice specifying the intention to present such resolution has been given to the members prior to the meeting.

3.5 So long as a quorum of Directors remains in office, vacancies on the Board may be filled by the Directors from among the qualified members of the Society if they see fit to do so. Otherwise, the vacancy will be filled at the next Annual General Meeting at which the Directors are elected.

3.6 The Board shall, subject to the by-laws, have full control and management of the affairs of the Society. Meetings of the Board shall be held immediately following the Annual General Meeting to elect Officers and as required, but at least once every twelve months at such times and places and using whatever communication methods as the Chair designates, providing the methods are acceptable to a majority of Directors. Meetings of the Board shall be called by 48 hours notice to each Director. If the Board sets specific days and times in any months for regular

meetings, no notice is required. A meeting may be held if all directors are present or if all of the absent directors have waived notice. Quorum for a Board meeting is five (5) voting Directors.

3.7 All matters at a Board meeting shall be decided by a simple majority of the votes cast. Proxies may not be accepted at Board meetings. In the event of a tie, the motion is lost and may not be reintroduced until the next Board meeting. Directors may sign a resolution that is as valid as one addressed at a meeting. It is not necessary to give notice or call a meeting in this case. The date on the resolution is the date the resolution is decided.

3.8 The Board may appoint one or more members to an executive committee or to any other committee constituted by the Board and may delegate to any such committee any of the powers of the directors except those prohibited by The Act. Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members; elect its Chair; and regulate its procedure. The Board shall have the power to remove any person from any such committee. All committees exist at the pleasure of the Board and are accountable to the Board.

3.9 A director or a committee member may participate in a meeting of the Board or the committee, as the case may be, by means of telephone or such other communication facilities as permit all persons participating in the meeting to hear each other and a director or committee member participating in the meeting by such means shall be deemed to be present at the meeting.

3.10 The Board may make, amend, or repeal Rules and Regulations and policies relating to the management and operation of the Society as it deems expedient, provided they are not contrary to the provision of the Act or the by-laws.

## **4. OFFICERS**

**4.1** There shall be a Chair, **Vice-Chair**, Secretary, Treasurer, Past Chair and such other offices as the Board may determine.

4.2 The Chair shall be ex-officio a member of all committees. The Chair shall, when present, preside at all meetings of the Society and of the Board. In the Chair's absence, the Vice-Chair, if any, shall preside at the meeting, and in the absence of both, a chairperson may be elected at the meeting to preside.

The Past-Chair shall be an ex-officio member of all CAA liaison committees.

The role of the Past Chair is to:

- participate actively in board meetings and/or special meetings;
- facilitate continuity during governance transitions and organizational change;
- assist with the appropriate succession of board members;
- support the Chair in his/her role, provide continuity to the organization by providing historical context for issues; and
- advocate for the profession and for the association wherever and whenever possible.

4.3 Any officer can be removed from office by a majority vote of the Board. A vacancy in an Officer position will be filled by the Board.

4.4 It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to ensure that accurate minutes are kept. The Secretary shall have charge of the seal of the Society which whenever used shall be authenticated by the signature of the Secretary and another Officer. The Secretary shall also have charge of the minute books of the Society and the documents and registers required to be maintained. In the absence of the Secretary, the duties shall be discharged by any person appointed by the Board. The Secretary shall have charge of all the correspondence of the Society.

4.5 The Secretary shall also ensure that a record is kept of all the members of the Society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer, or to a person designated by the Board, for deposit in one or more Canadian Chartered Banks, Trust Companies, or other

financial institutions as determined by the Board.

4.6 The Treasurer, or another person designated by the Board, shall receive all monies paid to the Society and be responsible for the deposit of same in whatever bank, trust company, or other financial institution the Board may order. The Treasurer shall properly account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. At the Board's discretion, the office of the Secretary and Treasurer may be filled by one person.

4.7 The Board may appoint an Executive Director to manage and operate the Society according to Board policies and within limitations established by the Board. If an Executive Director is appointed, then the Executive Director is an Officer ex officio and a non-voting member of the Board and all committees.

## **5. INDEMNIFICATION**

a) Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs and charges that result from any act done as a Director or Officer for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

b) No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an action when acting as a Director or Officer of the Society, unless the act is fraud, dishonesty, or bad faith.

c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not liable for any loss or damage as a result of acting on that statement or report.

## **6. BOOKS AND RECORDS**

6.1 Auditing: The Society shall conduct an audit annually and ensure that at each Annual General Meeting members appoint an auditor to audit or review the Society's accounts. Auditors will hold office until the next Annual General Meeting and the Board may fill any vacancy in that office. The Board will set the remuneration of the Auditors. The fiscal year end of the Society in each year shall be July 31 or such other date as shall be specified by the Board from time to time.

6.2 Inspection: The Board shall ensure that all books and records of the Society required by the Act or by-laws are regularly and properly maintained. The following books and records of the Society may be inspected by any member who has given reasonable notice and has arranged a satisfactory time with the person having charge of them: Objects, by-laws, minutes of member meetings, register of members at place of business, register of Directors and Officers, policies adopted by the Society, and audited financial statements. Each member of the Board shall at all times have access to such books and records.

## **7. MEETINGS**

7.1 This Society shall hold an Annual General Meeting within four months of the fiscal year end, of which at least 14 days notice in writing to the last known address of each member is delivered. At this meeting directors shall be elected and the financial statements for the previous year will be presented.

7.2 General meetings of the Society may be called at any time by the Secretary upon the instructions of the Chair or Board by notice in writing to the last known address of each member, delivered eight days prior to the date of such meeting. A special meeting shall be called by the Chair or Secretary upon receipt of a petition signed by one-third of the members in

good standing, setting forth the reasons for calling such meeting, and notice of such meeting shall be sent to the last known address of each member, delivered eight days prior to the meeting.

7.3 Quorum for a general or special meeting shall consist of not less than 20% of all the members entitled to vote.

7.4 At all Annual General, General, or Special Meetings, and Directors' meetings procedural matters not specifically addressed here shall be governed by Robert's Rules of Order Newly Revised.

7.5 If all voting members agree to and sign a resolution or special resolution, it will be as valid as one passed at a meeting provided the minimum notice periods are provided. The date on the resolution is the date it is passed. Meetings can also be called with proper notice by identifying the decision required and inviting the members to vote by mail or electronically. The deadline for voting will be the meeting date and that date is when the resolution is decided.

## **8. VOTING**

Any member whose class of membership entitles such member to vote and who has not withdrawn from membership nor been suspended nor expelled shall have the right to vote at any meeting of the Society in person or by proxy in such form as approved by the Board. Proxies or notice of proxies held must be filed with the Secretary at least 7 days before the meeting. Questions will be decided by a show of hands unless a poll is demanded. In the event of a tie the motion is lost.

## **9. NOTICE**

To send notice to a member or Director for any meeting, the address is the last known physical or electronic address in the Society's register. Notice may be delivered personally, by electronic transmission, by prepaid mail, or by any other method. A notice sent by prepaid mail has been sent when

deposited in the public letterbox. A notice sent by electronic transmission has been sent at the time of sending. No error or omission in giving notice of an Annual, General, Special, Directors, or any other meeting will invalidate the meeting or make void its proceedings, and any member or Director may waive or abridge notice of a meeting and may ratify proceedings from that meeting.

#### **10. REMUNERATION**

Unless authorized at any meeting, the notice for which specified payment of remuneration to directors, officers or members as one of the items of business, no director, officer or member of the association shall receive any remuneration for his or her services. Directors and volunteers may not receive remuneration for acting in that capacity on behalf of the Society. Directors and volunteers may be repaid for out of pocket expenses incurred in the discharge of their duties as determined by the Board. Directors are not prevented from serving the Society in other capacities and receiving compensation.

#### **11. BORROWING POWERS**

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as the Board thinks fit, and in particular by the issue of debentures, but in no case shall debentures be issued without the sanction of a special resolution of the Society.

#### **12. BY-LAWS**

The By-Laws may be rescinded, altered, or added to by a "Special Resolution".

#### **13. WINDING UP**

The Society shall not be voluntarily wound up unless the Members at a meeting called for that purpose pass a special resolution. If the Society is

wound up, all assets remaining after payment of debts shall be distributed to one or more organizations with similar objectives, or to charitable organizations. Any distribution shall ensure that no direct benefit accrues to any member of the Society.

**REGISTERED** August 19, 2009 **UPDATED** September 21, 2017