

BY-LAWS

under the Architects Act

By-laws relating to the administrative and domestic affairs of the Ontario Association of Architects.

BE IT ENACTED as By-laws of the Ontario Association of Architects (hereinafter called the "Association") as follows:

INTERPRETATION

1. In this By-law and all other by-laws of the Association hereafter passed, unless the context otherwise requires:

- (a) "Act" means the Architects Act;
- (b) "by-laws" means this By-law and all other by-laws which may be passed under the provisions of Section 8 of the Act;
- (c) "Council" means the Council of the Association;
- (d) "Director of Policy" means the Director of Policy of the Association;
- (e) "Director of Operations" means the Director of Operations of the Association;
- (f) "The Manager, Finance and Administration" means the Manager, Finance and Administration of the Association;
- (g) "proxy" means a completed and executed proxy in Form 1 or Form 2;
- (h) "regulations" means the regulations passed under Section 7 of the Act;
- (i) expressions used herein, unless the contrary intention appears, have the same meanings as in the Act and the regulations;
- (j) wherever reference is made to any statute, regulation or section thereof, such reference shall be deemed to extend and apply to any

amendment or to any re-enactment of such statute, regulation or section as the case may be;

- (k) words importing singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

SEAL

2. The Seal of the Association in use on the day this by-law comes into force, which contains the words "ONTARIO ASSOCIATION OF ARCHITECTS" shall continue to be the official seal of the Association and shall be kept in the custody of the Director of Operations at the head office of the Association.

DUTIES OF OFFICERS

3. The President

It shall be the duty of the President:

- (a) to perform all duties usual to the office of the President;
- (b) to preside at all meetings of the members of the Association, the Council and the Executive Committee;
- (c) to be the official representative and spokesman for the Association;
- (d) to serve as an ex-officio member of all additional or special committees other than the committees established by the regulations and attend such meetings as may from time to time be required;
- (e) to instruct the Director of Operations with respect to the calling of meetings of the members of the Association, the Council and the Executive Committee.

4. Vice-Presidents

- 1. It shall be the duty of the Vice-Presidents to perform such duties as the Council from time to time may require.

5. Senior Vice-President and Treasurer

It shall be the duty of the Senior Vice-President and Treasurer:

(a) to supervise and report to the Council on the financial affairs of the Association at such times and in such manner as the Council may require; and

(b) to perform all of the duties of the President in his absence.

6. Terms of Office

The term of office of the President, the Senior Vice-President and Treasurer and the Vice-Presidents shall commence on the day following their election and shall end on the day of election of their respective successors.

DUTIES OF MEMBERS OF THE COUNCIL

7. Each member of the Council shall comply with the provisions of the Act, the regulations and the by-laws and shall exercise the powers and discharge the duties of his office honestly and in good faith and shall exercise the same degree of care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances in furtherance of the objects of the Association in order that the public interest may be served and protected. Each member of the Council shall:

- (a) familiarize himself with the Act, the regulations and the by-laws and with such other records and documents as may be necessary as background knowledge for the purpose of performing the duties of his office;
- (b) attend every meeting of the Council and take part in the discussions and decisions taken at its meetings unless unavoidably detained by illness, urgent prior commitment or other emergency;
- (c) serve on the committees which the Council may appoint under the provisions of the Act;

- (d) be present at and participate in the annual or other general meetings of the members of the Association;
- (e) provide liaison personally or as an alternate to at least one committee or task force, the meetings of which he shall attend unless unavoidably detained by illness, urgent prior commitment or other emergency;
- (f) provide guidance to such committee or task force and its Chairman whenever necessary and, if requested, prepare a written report for the next meeting of the Council as to the activities, concerns and intentions of the committee or task force;
- (g) take an active role in the affairs of the societies in the electoral district within which he has an address of record, including appearances at society meetings as a representative of the Council;
- (h) perform such duties as may be requested by the Council with respect to liaison with other organizations and to act as a representative on joint committees and task forces and at other functions in the electoral district within which he has an address of record;
- (i) disclose any interest he may have, other than as a member of the Council, in any matter coming before the Council, a committee or task force and thereafter withdraw from its meeting and not vote nor be counted in the quorum in respect of such matter;
- (j) ensure that confidential matters coming to his attention as a member of the Council are not disclosed by him except as required for the performance of his duties or as may be directed by the Council and preserve secrecy with respect to all matters that come to his knowledge in the course of his duties in accordance with the Act;
- (k) devote whatever time is reasonably necessary to properly perform his duties as a member of the Council;

- (l) perform such other duties as from time to time may be agreed upon between him and the Council.

MEETINGS OF THE COUNCIL

- 8. There shall be not less than four (4) meetings of the Council in each year.
- 9. Meetings of the Council may be called by the Council, the Executive Committee, the President, or in his absence, the Senior Vice-President and Treasurer.
- 10. Meetings of the Council may be held at such place or places as the Council may from time to time determine.
- 11. A special meeting of the Council may be called by the Director of Operations if he is directed to do so in writing, signed by at least four (4) members of the Council other than the President or the Senior Vice-President and Treasurer.
- 12. Notice of the meetings of the Council shall be given by the Director of Operations on the direction of the President, the Senior Vice-President and Treasurer or the Executive Committee and shall be delivered, mailed, telephoned or sent by other form of communication to each member of the Council not less than one (1) day before the meeting is to take place. Notice of any special meeting will be given not less than five (5) days before the meeting is to take place but no formal notice of any meeting shall be necessary if all members of the Council agree to accept shorter notice or waive notice entirely. The statutory declaration of the President, the Senior Vice-President and Treasurer or the Director of Operations that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- 13. The order of business at meetings of the Council shall be such as the Council may establish from time to time.
- 14. Questions arising at any meetings of the Council shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote.

15. No question or matter that has been decided by a majority of votes at a meeting of the Council in a calendar year shall be reviewed or re-examined at any subsequent meeting of the Council in the same calendar year unless at least two-thirds of the members of the Council present at that subsequent meeting agree to do so.

16. Except by invitation or with the consent of the Council, no person other than members of the Council, the Director of Policy, the Director of Operations and the Registrar shall be present at the meetings of the Council.

17. The transactions of the Council or of any committee are valid notwithstanding the disqualification of any member thereof through any defect or irregularity in his election or appointment. No error or omission in giving notice for a meeting of the Council shall invalidate such meeting and any member of the Council may at any time waive notice of any such meeting and may ratify or approve any or all of the proceedings taken or had thereat.

MEETINGS OF MEMBERS OF THE ASSOCIATION

18. An annual meeting of the members of the Association shall be called by the Council and held no more than fifteen (15) months after the holding of the last preceding annual meeting and may be held at such place and at such times as shall be determined by the Council for the purpose of laying before the members the reports of the Council and the annual report of the Association in order to inform members of matters relating to the affairs of the Association.

19. Other general meetings of the members of the Association may be called by the Council or by any fifty (50) members of the Association who may sign a requisition for that purpose addressed to the Director of Operations and shall be held at such place and at such times as shall be determined by the Council.

20. Preliminary notice of the annual meeting shall be given in the official publication of the Association or by fax or e-mail at least ten (10) weeks before the date fixed for the meeting.

21. Within thirty (30) days of the publication of the preliminary notice of the annual meeting, notice in writing by mail or fax shall be given to the Director of Operations of any motions to be made at the meeting which shall be signed by at least ten (10) members in good standing in the Association.

22. Formal notice of the annual meeting shall be given by the Director of Operations to each member of the Association by sending the notice of such meeting by mail at least twenty-one (21) days before the date fixed for the holding of the meeting and shall include notice of motions to be made at the meeting and the date by which proxies must be deposited with the Director of Operations.

23. Any motions that are to be made at the annual meeting shall be:

- (a) worded in the affirmative;
- (b) contain only one proposition; and
- (c) contain no unnecessary provisions.

24. Any resolution duly passed at the annual meeting or a general meeting called pursuant to a requisition signed by fifty (50) members in good standing in the Association must be considered by the Council within three (3) months of the meeting but is not binding on the Council.

25. Notice of the time, place and purpose of a general meeting of the members of the Association other than the annual meeting, shall be given by the Director of Operations on the direction of the Council, to each member of the Association by sending the notice of such meeting by mail at least twenty-one (21) days before the time fixed for the holding of the meeting.

26. Notice of any general meeting called by the Council or by requisition signed by fifty (50) members who are in good standing in the Association, shall indicate the purpose of and the matters to be brought before the meeting.

27. All notices required to be given to the members of the Association shall be deemed to have been regularly given if mailed, postage prepaid, addressed to each member at his address of record. A statutory

declaration by the Director of Operations or by any person acting on behalf of him shall be conclusive evidence of the mailing of notices of meetings of members or the publication thereof and the mailing of the publication containing such notice.

28. The order of business at the annual meeting of the members of the Association shall be:

- (a) the adoption of minutes of the previous meeting;
- (b) business arising out of the minutes;
- (c) considering reports of the Council and the annual report of the Association;
- (d) receipt of the auditor's report;
- (e) appointment of auditors and fixing their remuneration or authorizing the Council to fix their remuneration for the ensuing year;
- (f) confirmation of by-laws passed by the Council since the last annual meeting of members of the Association;
- (g) such other general business, if any, as may properly come before the meeting.

The validity of actions taken at annual meetings of members of the Association shall not be affected by reason of failure to adhere to the order of business set out in this section.

29. The order of business at other general meetings of the members of the Association shall be determined by the Council, or if not so determined by the Council, then by the Chairman of the meeting.

30. Twenty five (25) members in good standing of the Association constitute a quorum at an annual or general meeting.

31. Every member who is in good standing in the Association is entitled to one vote either in person or by proxy at any annual or general meeting.

32. Members in good standing, persons whose interests are related to those of the Association as defined by the regulations, and guests as identified by

the Council, may participate in any annual or general meeting.

GENERAL PROVISIONS AS TO MEETINGS

33. In the absence of proof to the contrary, minutes of any meeting of the members of the Association or the Council, purporting to be signed by the President, the Senior Vice-President and Treasurer or the Director of Operations, or in the case of a committee, by the Chairman of the committee, shall be deemed to be a correct record of the proceedings at the meeting.

34. The President or in his absence, the Senior Vice-President and Treasurer, shall preside at the annual or general meetings of the members of the Association.

35. Subject to the discretion of the Chairman presiding at the annual or general meeting of the members of the Association, discussion of any particular motion will be governed by the following rules:

- (a) one address by the mover of five minutes duration and a seconder of two minutes duration in submitting the motion;
- (b) one address by any member of the Association of two minutes duration for or against the motion; and
- (c) a reply by the mover of three minutes duration.

36. The procedure at all meetings of the Association shall be governed by the rules laid down in "Roberts, Rules of Order", (most recent edition) except as otherwise set out in the by-laws, provided that no action of the Association shall be invalid by reason only of an inadvertent failure to adhere to such rules.

37. Meetings of the Council and committees may be held, except in a proceeding in respect of a licence, certificate of practice or temporary licence, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

38. The Council or any committee other than the Academic Requirements Committee, the Experience

Requirements Committee, the Registration Committee, the Complaints Committee or the Discipline Committee, may take action by signed resolution of all the members of the Council or committee, as the case may be.

39. Council may submit any matter relating to the affairs of the Association to the members to be voted upon at an annual or general meeting either by ballot or by show of hands in order to secure the approval of or an expression of opinion from the members and may submit such matters to the members to be voted upon by a letter ballot.

PROXIES

40.(1) Every member in good standing in the Association may by means of a proxy (Form 1), appoint another member in good standing in the Association to attend and act at a meeting of the members of the Association in the manner and to the extent and with the powers conferred by the proxy.

(2) The Council may by resolution, fix a time not exceeding forty-eight (48) hours excluding Saturdays, Sundays and holidays, preceding any meeting or adjourned meeting of members of the Association, before which time proxies to be used at that meeting must be deposited with or faxed to the Director of Operations and any period of time so fixed shall be specified in the notice calling the meeting.

(3) A member may revoke a proxy by depositing or faxing an instrument in writing executed by him personally:

- (a) at the offices of the Association at any time up to and including the last business day preceding the day of the meeting or any adjournment thereof, at which the proxy is to be used; or
- (b) with the Chairman of the meeting on the day of the meeting or any adjournment thereof.

(4) A member who is appointed a proxy holder shall attend in person at the meeting in respect of which the proxy is given and comply with the directions of the member who appointed him.

(5) A direction given by a member who appoints a

proxy holder shall specify on the form of proxy (Form 1):

- (a) how the proxy holder is to vote in respect of each matter or group of related matters identified in the notice calling the meeting; or
- (b) that the proxy holder may vote on any matter or group of related matters specified in the notice calling the meeting or other matters that may properly come before the meeting in accordance with his discretion.

(6) A proxy holder has the same rights as the member who appointed him to speak at a meeting in respect of any matter and to vote by way of ballot, if any, at the meeting and except where a proxy holder has conflicting instructions from more than one member to vote at such a meeting in respect of any matter by means of a show of hands.

(7) A member is in good standing in the Association for the purposes of this section where:

- (a) the member is not in default of payment of any fee prescribed by the by-laws or any fee, levy, or costs imposed under the Act or the regulations;
- (b) the member's professional conduct or competence is not the subject of proceedings before the Discipline Committee; and
- (c) the member's licence is not under suspension.

41.(1) Every member of the Council may by means of a proxy (Form 2), appoint another member of the Council to attend and act at a meeting of the Council at which the President, the Senior Vice-President and Treasurer and two or more Vice-Presidents are to be elected in the manner and to the extent with the powers confirmed by the proxy.

(2) A proxy which is to be used at a meeting of the Council must be deposited with or faxed to the Registrar prior to the commencement of the meeting.

(3) A member of the Council may revoke a proxy by depositing an instrument in writing and executed by him or her personally:

- (a) with the Registrar or by faxing the same to the Registrar at any time up to the commencement of the meeting at which the proxy is to be used; or
- (b) with the President or by faxing the same to the President or in his or her absence the Senior Vice-President and Treasurer at any time on the day of the meeting.

(4) A member of the Council who is appointed a proxy holder shall attend in person at the meeting in respect of which the proxy is given and comply with the directions of the member of the Council who made the appointment.

(5) A direction given by a member of the Council who appoints a proxy holder shall specify in the form of proxy (Form 2):

- (a) how the proxy holder is to vote in respect of the election of the President, the Senior Vice-President and Treasurer and two or more Vice-Presidents; or
- (b) that the proxy holder may vote on any matter in respect of the election of the President, the Senior Vice-President and Treasurer and two or more Vice-Presidents in accordance with his or her discretion.

(6) A proxy holder has the same right as the member of Council who appointed him or her to speak at a meeting in respect of the election of the President, the Senior Vice-President and Treasurer and two or more Vice-Presidents and to vote by way of ballot at such meeting.

COMMITTEES

42. In addition to the committees prescribed by the Act, the Council may also from time to time appoint such other additional or special committees as it considers desirable to assist it in the management of the affairs of the Association, such as but not limited to:

- (a) Communications Committee;
- (b) Practice Committee;

- (d) Public Interest Review Committee; and
- (e) Continuing Education Committee;

43. The Council shall appoint at its pleasure the members of the committees under this By-law who shall be members of the Association or intern architects, and each committee shall perform such duties as the Council may from time to time prescribe.

44. The President shall be an ex-officio member of all committees appointed under this by-law.

45. Subject to the provisions of the Act, the regulations and the by-laws, each committee shall determine the manner in which meetings of the committee shall be convened and the procedure at such meetings.

REMUNERATION OF MEMBERS OF THE COUNCIL AND COMMITTEES

- 46.** The Council may authorize or provide for:
- (a) payment of reasonable travelling and other expenses properly incurred by members of the Council and committees;
 - (b) payment of reasonable travelling and other expenses of any member of the Association appointed by the Council to act on behalf of the Association as a representative of the Association or performing tasks on behalf of the Association upon the direction of the Council or the Director of Operations;
 - (c) payment of remuneration to the President, Senior Vice-President and Treasurer and members of committees.

OFFICIALS AND EMPLOYEES

47. The Director of Policy, the Director of Operations, the Registrar, the Deputy Registrars, and such other officials as may be appointed by the Council under subsection 3(9) of the Act, shall, in addition to their duties under the Act or the regulations, have such duties as the Council may determine from time to time and shall hold office in accordance with the terms of any

contract of service between the Association and such official as approved by the Council, or in the absence of such contract, shall hold office at the pleasure of the Council.

48. The Council may employ or may authorize the Director of Operations to employ such other persons as may be considered desirable or necessary to carry out the general operations of the Association and the conduct of its affairs.

49. The Association may enter into contracts of employment with any official appointed by the Council which may provide for such remuneration and terms and conditions of employment and other matters as may be approved by the Council and may enter into such contracts of employment with other employees of the Association.

50. The Director of Operations shall:

- (a) perform all duties usual to the office of the secretary of a corporation;
- (b) be the custodian of the Seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association;
- (c) subject to the direction of the Council, supervise and manage the Association's lands and buildings;
- (d) attend all meetings of the members of the Association, the Council and the Executive Committee, and record the proceedings at such meetings and enter the same in a book kept for that purpose;
- (e) keep or cause to be kept full and accurate books of accounts and accounting records for all financial and other transactions;
- (f) control the receipts and disbursements of the Association's funds and the safekeeping of its securities;
- (g) deposit or cause to be deposited the monies of the Association in an account or accounts in the

Association's name in a chartered bank or trust company;

- (h) periodically report to Council on the financial affairs of the general activities of the Association;
- (i) perform such other duties as the Council may determine from time to time.

51. The Director of Policy shall:

- (a) have responsibility for supporting the President, the Council and its committees in policy analysis and development and strategic decision making;
- (b) report directly to Council through the President;
- (c) provide high level policy advice and guidance to the employees of the Association;
- (d) coordinate with the Director of Operations and the Registrar the implementation of decisions of the Council and directions regarding policy and strategy;
- (e) attend all meetings of the members of the Association, the Council and the Executive Committee and review the records of the proceedings of such meetings as to matters of policy and strategy;
- (f) engage and coordinate solicitors and other consultants with respect to advice on policies and strategic issues;
- (g) be the primary Association contact with governments, allied professions and other industry stakeholders with respect to questions of policy;
- (h) provide guidance and advice to the employees of the Association with respect to activities which involve decisions and directions of the Council on issues of policy and strategy;
- (i) perform such other duties as the Council may determine from time to time.

52. The Director of Policy, the Director of Operations, the Registrar and the Senior Vice-President

and Treasurer and other employees and signing officers of the Association may be bonded under fidelity bonds of guarantee companies in such amounts as may be approved and determined by the Council from time to time. The cost of all such bonds shall be paid by the Association.

BANKING AND FINANCE

53. All monies received by or on behalf of the Association shall be deposited in the name of the Association in one or more chartered banks or trust companies designated by the Council.

54. All payments from the funds of the Association shall be made by cheque or negotiable instrument drawn on one or more of the Association's accounts. All cheques or negotiable instruments not exceeding \$5,000.00 shall be signed in the name of the Association by either the Director of Policy, the Director of Operations or the Registrar. All cheques or negotiable instruments exceeding \$5,000.00 but not exceeding \$20,000.00 shall be signed in the name of the Association by the Director of Policy and the Director of Operations, the Director of Policy and the Registrar, or the Director of Operations and the Registrar, or in the absence of one of them, by the Manager, Finance and Administration. All cheques or negotiable instruments exceeding \$20,000.00 shall be signed in the name of the Association by either the Director of Policy, the Director of Operations or the Registrar and, in addition, by an officer of the Association.

**APPLICATION OF FUNDS AND
ADMINISTRATION OF PROPERTY**

55. The Council may approve, or may authorize or provide for the application of funds of the Association in payment of, all expenses properly incurred in the conduct of the affairs of the Association, including, without limiting the generality of the foregoing:

- (a) payment of all expenses incurred in connection with the duties imposed on the Association under the Act and in pursuance of the objects of the Association, including expenses in connection

with applications for licences, certificates of practice, certificates of practice issued under Section 23 of the Act, and temporary licences, the maintaining of registers by the Registrar, meetings and hearings under the Act and appeals therefrom and proceedings with respect to offences or violations under the Act; and

- (b) payment of remuneration of officials and employees of the Association and payment of all other expenses including the cost of maintenance of premises incurred in the operation of the offices of the Association.

56. Funds of the Association not immediately required may be invested and reinvested in any investments that may from time to time be authorized investments for joint stock insurance companies and cash mutual insurance corporations under the *Corporations Act*.

57. All shares and securities owned by the Association shall be registered in the name of the Association and shall be lodged with a chartered bank or trust company or in a safety deposit box subject to access only by the President, the Senior Vice-President and Treasurer, the Director of Policy, the Director of Operations, the Registrar or such other person as may be specifically authorized by the Council.

58. Without in any way derogating from the powers otherwise conferred upon the Council, the Council is expressly empowered from time to time to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any interest therein owned by the Association, for such consideration and upon such terms and conditions as the Council may deem advisable.

59. Deeds, transfers, contracts and other instruments requiring the signature of the Association, shall be signed by the President or the Senior Vice-President and Treasurer and the Director of Operations, or in the absence of the Director of Operations, by an elected member of the Council and the Seal of the Association shall be affixed to such instruments as may be required.

60. The Council may from time to time:

- (a) borrow money upon the credit of the Association by obtaining loans or advances or by way of overdraft or otherwise;
- (b) sell or pledge any securities owned by the Association, including bonds, debentures or debenture stock, for such sums or on such terms and at such prices as they may deem expedient;
- (c) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner, upon all or any of the real or personal, moveable or immovable property, rights, powers, choses in action, or other assets, present or future of the Association; to secure any such securities or other securities of the Association, or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Association heretofore, now or hereafter made or incurred directly or indirectly or otherwise.

61. Any or all of the powers set forth in sections 56, 57 and 60 may from time to time be delegated by the Council to the Director of Operations, or in his absence to the Registrar or Director of Policy.

62. The provisions of Sections 60 and 61 shall remain in force and be binding upon the Association as regards any person acting on the faith thereof until such person has received written notification from the Association and that such provisions have been repealed or replaced.

FINANCIAL YEAR

63. The financial year of the Association shall end on the 30th day of November in each year.

FINANCIAL STATEMENTS

64. The Council shall lay before each annual meeting of the members a financial statement for the previous financial year of the Association, made up of a balance sheet as at the end of such financial year and statements of revenue and expenses and statements of changes in the financial position of the Association for

such financial year together with the report of the Association's auditor on the financial statement. The financial statement with a summary of the auditor's report shall be published in the Association's Annual Report for the financial year.

AUDITORS

65. The members at each annual meeting shall appoint one or more auditors who shall be chartered accountants to hold office until the next annual meeting and if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.

66. The remuneration of the auditor or auditors shall be fixed by the members at the annual meeting or by the Council if they are authorized to do so by the members at the annual meeting.

67. The auditors shall examine the financial or other records of the Association for the current financial year and prepare a statement of account and report to the members.

SOCIETIES

68. The societies in existence when this by-law comes into force are continued as societies of the Association with areas constituted by their present boundaries until the Council shall determine otherwise and the constitution and by-laws of each such society in effect at the date when this by-law comes into force shall continue in effect until rescinded or amended in accordance with the provisions for rescission or amendment contained in such constitution or by-laws.

69. Any five (5) members of the Association residing in one locality may with the approval of the Council, form a society of the Association with headquarters at such place as they may select, provided that the territory of a new society does not encroach upon the territory of an existing society. Should any question of encroachment between the territories of two societies arise, the same shall be settled by the Council.

70. The Council may establish from time to time standard rules and procedures governing the operation of societies and the conduct of their affairs.

71. Subject to the provisions of the Act, the by-laws and any standard rules of procedures established under Section 70, each society may fix dues for its members and pass by-laws governing its operations and respecting the conduct of its affairs including provisions for amendment of such by-laws. A copy of all such by-laws and amendments thereto shall be filed with the Director of Operations.

72. A by-law passed by a society and any amendments thereto is not effective until it has been approved by the Council.

73. On or before the 1st day of December in each calendar year, every society shall file a report of its activities for the year, which shall include the number of members and affiliates of the society, with the Director of Operations.

74. The Societies may by by-law provide for the admission of persons who are not members of the Association who shall be designated as affiliates of the society, but no person who is not a member of the Association, other than one intern architect, may be an officer of a Society.

75. No officer, member or affiliate of a society, nor any society shall have any power or authority as such to contract in the name of the Association nor to assume any obligations on behalf of the Association and the Association shall have no liability with respect to any debts or obligations assumed or incurred by any society.

76. The Council may from time to time declare any society inactive and suspend its operation or dissolve any society and provide for the transfer of the members and assets of any such society to another society or societies.

77. If a society shall be dissolved or ceases to exist for any other reason, or is declared inactive by the Council, all assets of that society, unless otherwise directed by the Council shall vest in the Association and shall be delivered over by the governing body of the society to the Senior Vice-President and Treasurer of the Association forthwith on demand.

78. The Council may periodically authorize the making of grants to societies in such amounts and for

such purposes as it considers appropriate.

GROUP INSURANCE PLANS

79. The Association may from time to time establish group insurance plans, other than for professional liability, in which members of the Association may participate on a voluntary basis.

SCHOLARSHIPS, BURSARIES AND PRIZES

80. Such scholarships, bursaries and prizes may be awarded from time to time as are authorized by the Council.

FEEES

81. The fees and levies set out in Schedule "A" to this by-law are payable by applicants for licences, certificates of practice, certificates of practice issued under section 23 of the Act and temporary licences and by members and holders, associates, intern architects, student associates and retired members in the circumstances, at the times and in the amounts specified.

PREMIUMS AND DEDUCTIBLES

82. The premiums, levies and deductibles set out in Schedule B to this By-law are payable to Pro-Demnity Insurance Company by holders of certificates of practice and members of the Association in the circumstances, and at the time specified.

NOTICES

83. Unless otherwise provided in the by-laws, any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the regulations, the by-laws or otherwise or pursuant to an insurance policy or certificate of insurance issued by Pro-Demnity Insurance Company, to a member of the Association, member of the Council, officer, official, employee or auditor of the Association shall be sufficiently given if delivered personally to his address of record or other recorded address, or if mailed to him at his address of record or other recorded address by prepaid air or ordinary mail, or if sent to him at his address of record

or other recorded address by fax or e-mail. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address of record or other recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by fax or e-mail shall be deemed to have been given on the date and time shown on the transmission record of the fax or e-mail.

INDEMNIFICATION

84. Every present and former member of the Council and every present and former officer, member or employee of the Association, and his heirs, executors and administrators, and estate and effects respectively, shall be indemnified and saved harmless out of the funds of the Association, from and against,

- a) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office, employment or appointment; and
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

85. Every by-law passed by the Council shall be signed by the President or the Senior Vice-President and Treasurer and the Director of Operations and shall bear the seal of the Association.

PASSED BY THE COUNCIL OF THE ONTARIO ASSOCIATION OF ARCHITECTS AND SEALED WITH THE SEAL OF THE ASSOCIATION THIS 7TH DAY OF DECEMBER, 2006.

President (or Vice-President and Treasurer)

Director of Operations

SCHEDULE "A"

FEES

Licence

On filing of application	\$ 275.00
On filing of re-application (by a person who previously resigned his/her membership)	\$ 150.00
On referral of application to the Experience Requirements Committee.....	\$ 250.00
On filing of application to Council for Exemption pursuant to Section 33 of Regulation 27 R.R.O. 1990	\$ 450.00
On reinstatement.....	\$ 375.00

Notes:

The Reinstatement fee is payable by every person whose Licence was previously cancelled, whether or not the person is, on the date of the application, a member of another provincial association of architects in Canada or licensed as an architect with any state licensing board in the United States of America.

The applicant for Reinstatement of a Licence must pay, in addition to the Reinstatement fee set out, all fees, premiums, levies and deductibles in arrears, on the date of cancellation.

The following annual Licence fees shall be payable on the 2nd day of January each year:

Member (Licensed Architect)	\$ 760.00
Member (Licensed Technologist OAA)	\$ 535.00
Member Architect).....	(Non-Practising \$380.00

Notes:

Persons who become members after July 1st in each year shall pay one-half of the applicable annual fee.

Payments received between March 1st and March 31st shall be subject to a late payment penalty fee of \$150.00.

If payment of the annual fee and late payment penalty fee is not received by March 31st the Licence shall be cancelled on April 1st.

The applicant for re-application of a Licence must pay, in addition to the re-application fee set out, all fees, premiums, levies and deductibles in arrears, on the date of resignation.

Every applicant for a licence shall pay all fees set out in this by-law that are in arrears on the date of the application.

Retired Member, Student Associate, Intern Architect

The following annual fees shall be payable:

Retired Member	\$ 60.00
Student Associate	\$ 40.00
Intern Architect.....	\$ 145.00

Note:

Persons who are appointed as Intern Architects after July 1st in each year shall pay one-half of the applicable annual fee.

Every Intern Architect shall pay all fees set out in this By-law that are in arrears prior to the date of his or her re-appointment.

Certificate of Practice

On filing of application	\$ 250.00
Annual Fees – <i>based on the number of Licensed Architects and Licensed Technologists OAA in the practice</i>	
- practice with one licensed architect	\$ 390.00
- practice with two to four licensed architects	\$ 630.00
- practice with five to ten licensed architects	\$1,295.00
- practice with eleven or more licensed architects	\$3,325.00

Licensed Technologist OAA

On filing of application	\$ 250.00
Annual Fees – <i>based on the number of Licensed Technologists OAA and Licensed Architects in the practice</i>	
- practice with one licensed technologist	\$ 275.00
- practice with two to four licensed technologists	\$ 445.00
- practice with five to ten licensed technologists	\$ 910.00
- practice with eleven or more licensed technologists	\$2,330.00

On opening of an office other than the registered or principal office \$ 100.00

The annual Certificate of Practice Fee shall be payable on the filing of the application and thereafter on the 1st day of March in each year.

If payment of the annual fee is not received by May 1st the Certificate of Practice shall be cancelled on May 2nd.

Applications for Certificates of Practice filed after August 1st in each year shall pay one-half of the annual fee.

Certificate of Practice Issued Under Section 23 of the Act

On filing of application	\$ 400.00
On issue	\$3,500.00
On renewal.....	\$3,500.00

Temporary Licence

On filing of application	\$ 400.00
On issue	\$2,000.00

On renewal.....\$2,000.00

Continuing Education

Assessment of seminars/courses for continuing education recognition.....
\$25.00

Building Code Designation System

Qualification Program (OAA Legal and Process Assessment)..... \$ 80.00

Qualification Program (Building Code Assessment Workshop Part 9)..... \$ 250.00

Qualification Program (Building Code Assessment Workshop Part 3)..... \$ 250.00

Currency Test \$ 250.00

Admission Course

On application to attend the Admission Course \$ 540.00

Canadian Experience Record Book – Late Submission and Retroactive Entry Charges

The following Late Submission Charges apply to experience records which are not submitted within eight weeks of the date of the last entry:

1000 hours or portion thereof - \$100.00.....	4000 hours or portion thereof - \$400.00
2000 hours or portion thereof - \$200.00.....	5000 hours or portion thereof - \$500.00
3000 hours or portion thereof - \$300.00.....	6000 hours or portion thereof - \$600.00

Note:

Late Submission Charges do not apply to the submission of the permitted back-entered experience, provided that the record is submitted within three months of the date of issuance of the Canadian Experience Record Book to the person. For Retroactive experience the same charges apply.

Members and Intern Architects on Leave of Absence

The following fees are payable by members and intern architects who have been granted a leave of absence:

Where the leave of absence commences between the first day of January and the last day of February and no annual fee has been paid for the calendar year.....\$60.00

Where the leave of absence is for one year and commences on or after the first day of January and the annual fee for the calendar year has been paid, the member or intern architect is entitled to a refund as follows:

- a) where the leave of absence commences between January 1 and March 31 three-quarters of the annual fee minus the \$60.00 annual leave fee.

- b) where the leave of absence commences between April 1 and June 30
one-half of the annual fee minus the \$60.00 annual leave fee.
- c) where the leave of absence commences between July 1 and September 30
one-quarter of the annual fee minus the \$60.00 annual leave fee.
- d) where the leave of absence commences between October 1 and December 31
no refund but the annual fee for the next calendar year shall be limited to \$60.00.

Where a leave of absence is granted for less than one year or where a leave of absence is for one year but expires during a calendar year, the annual fee for the remainder of the calendar year will be calculated proportionately based on quarterly increments.

Financial Hardship

The fees set out in this by-law or the fee for the Canadian Handbook of Practice may be waived, reduced or deferred in whole or in part by the Director of Operations in accordance with the terms of the Association's Financial Hardship policy.

Note:

Every applicant for a licence or for re-appointment as an Intern Architect shall pay all fees set out in this by-law that are in arrears on the date of the application for licence or prior to re-appointment.

SCHEDULE "B"

PREMIUMS

Premiums:

1. Every holder of a certificate of practice shall pay to Pro-Demnity Insurance Company the premiums in respect of insurance against professional liability within fifteen (15) days of the date shown on the Invoice issued by Pro-Demnity Insurance Company.
2. Every member of the Association who on the date shown on the Invoice is or was a sole proprietor, partner, shareholder, shareholder of a corporate partner or holding corporation, of a holder of a certificate of practice who is insured against professional liability with Pro-Demnity Insurance Company is personally and severally liable to pay the proportion of the premiums as prescribed in sections 7, 8 and 9 hereof with fifteen (15) days of the date shown on the Invoice.
3. If payment of the premiums is not received by Pro-Demnity Insurance Company within fifteen (15) days of the date shown on the Invoice, the certificate of practice of the holder and the licence of every member liable to pay a proportion of the premiums under section 2 will be cancelled by the Registrar pursuant to subsection 28(3) of the Act.

Deductibles:

4. The deductible as shown on the certificate of insurance, insurance policy, endorsement or appendix issued to a holder of a certificate of practice shall be paid by the holder within fifteen (15) days of the date shown on the Invoice issued by Pro-Demnity Insurance Company.
5. Every member of the Association who on the date that notice of a claim was given to the Association or to Pro-Demnity Insurance Company is or was a sole proprietor, partner, shareholder, shareholder of a corporate partner or holding corporation, of a holder of a certificate of practice, is personally and severally liable to pay the deductible in the proportion as prescribed in sections 7, 8 and 9 hereof, within fifteen (15) days of the date shown on the Invoice issued by Pro-Demnity Insurance Company.
6. If payment of the deductible is not received by Pro-Demnity Insurance Company within fifteen (15) days from the date shown on the Invoice, the certificate of practice of the holder and the licence of every member liable to pay a proportion of the deductible under section 5 hereof, will be cancelled by the Registrar pursuant to subsection 28(3) of the Act.

Payment of Proportion of Premiums and Deductibles by Members

Sole Proprietorships

7. A member who is or was a sole proprietor of a holder of a certificate of practice must pay the full amount of the premiums and deductibles.

Partnerships

8. Every member who is or was a partner of a holder of a certificate of practice must pay the proportion of the premiums and deductible represented by the ratio between his or her or the corporate partner's interest in the partnership and the total interest of all partners who are members of the Association.

Corporations

9. Every member who is or was a shareholder of a holder of a certificate of practice or corporate partner or holding corporation of a holder of a certificate of practice must pay the proportion of premiums and deductible represented by the ratio between his or her ownership and the total number of shares of the corporation owned by members of the Association.

Levies:

10. Where a member or holder of a certificate of practice fails to pay a levy in connection with insurance against professional liability with Pro-Definity Insurance Company within fifteen (15) days of the date of the Invoice, the licence and certificate of practice of the member or holder will be cancelled by the Registrar pursuant to subsection 28(3) of the Act.

Ontario Association of Architects

This proxy is given in connection with the annual or general meeting of members of the Association to be held on ____ day, the ____ day of _____, 20 ____.

The undersigned, being a member in good standing in the Ontario Association of Architects hereby appoints _____, another member in good standing in the Ontario Association of Architects to attend, vote and otherwise act for and on behalf of the undersigned in respect of all matters that come before the annual or general meeting of members of the Association to be held at _____ on ____ day, the ____ day of _____, 20 ____, and at any adjournments thereof. The undersigned hereby revokes any proxies previously given.

DATED this ____ day of _____, 20 ____.

Name of Member of the Association (Please print)

Signature

If this proxy is not dated in the above space it is deemed to be dated the day it was deposited with or faxed to the Director of Operations of the Association.

The Proxy Holder _____
Name

may vote in respect of each matter or group of related matters identified in the notice calling the meeting in the following manner:

may vote in respect of each matter or group of related matters identified in the notice calling the meeting in accordance with his discretion.

IMPORTANT: Please sign and return this proxy at once to the Director of Operations as specified in the notice calling the meeting.

Signature must agree with the name on the proxy.

Ontario Association of Architects

This proxy is given in connection with the meeting of the Council to be held on _____ day, the _____ day of _____, 20 ____.

The undersigned, being a member of the Council hereby appoints _____, another member of the Council to attend, vote and otherwise act for and on behalf of the undersigned in respect of the election of the President, the Senior Vice-President and Treasurer and two more Vice-Presidents at the meeting of the Council to be held at Toronto on the _____ day of __, 20 __, and at any adjournments thereof. The undersigned hereby revokes any proxies previously given.

DATED this _____ day of _____, 20 ____.

Name of Member of the Council (Please print)

Signature

If this proxy is not dated in the above space it is deemed to be dated the date it was deposited with or faxed to the Registrar of the Association.

The Proxy Holder _____
Name

[] will vote at the meeting in respect of the election of the President, the Senior Vice-President and Treasurer and two or more Vice-Presidents in the following manner:

[] may vote in respect of the election of the President, the Senior Vice-President and Treasurer and two or more Vice-Presidents in accordance with his or her discretion.

IMPORTANT: Please sign and return this proxy to the Registrar. Signature must agree with the name on the proxy.

Signature must agree with the name on the proxy.