

BY LAWS

**THE SOCIETY FOR THE STUDY OF ARCHITECTURE IN CANADA
SOCIÉTÉ POUR L'ÉTUDE DE L'ARCHITECTURE AU CANADA**

ARTICLE 1

INTERPRETATION

1.01 Definitions. In this by-law and all other by-laws of the Foundation, unless the context otherwise requires:

“Act” means the Canada corporations Act and any act that may hereafter be substituted therefore, as from time to time amended;

“Board” means the board of directors of the Foundation;

“Foundation” means the corporation without share capital incorporated under the Act by letters patent dated 1974 and named

“Letters patent” means the letters patent incorporating the Foundation as from time to time amended and supplemented by supplementary letters patent;

“Meeting of members” includes an annual meeting of members a special meeting of members;

“Special meeting of members” includes a meeting of any class or classes of members, as well as a special general meeting of members; and

words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE 2

NAME

The name of the organization shall be THE SOCIETY FOR THE STUDY OF ARCHITECTURE IN CANADA - LA SOCIÉTÉ POUR L'ÉTUDE DE L'ARCHITECTURE AU CANADA

ARTICLE 3

SITUATION OF OFFICE

Head Office. Until changed in according with the Act, the head office of the Society shall be in the City of Ottawa, in the province of Ontario

ARTICLE 4

BOARD OF DIRECTORS

4.01 General Duties. The affairs of the Society shall be managed by the Board of Directors.

4.02 Number of Directors. The Board shall consist of the elected officers and members at Large. The total number of Directors to be no fewer than thirteen (13) and no more than eighteen twenty (20) so that the total includes one representative from each Province and the combined Territories.

- 4.03 Qualification. No person shall be qualified as a Director unless he is twenty-one or more years of age;
- 4.04 Election and Term. The Directors shall be elected by the members at the Annual Meeting and serve terms of three years. At the first Annual Meeting one half of the Directors will be elected for a period of two years and one half for a period of one year. A Director may serve two successive terms of office.
- 4.05 Vacancies. Any vacancy occurring on the Board of Directors between annual meetings shall be filled by a majority vote of those present at the next Board of Directors' meeting. A director elected to fill a vacancy shall serve the unexpired term of his predecessor and shall be eligible to succeed himself for two terms.
- 4.06 Removal. The Board of Directors at its discretion, may remove any Director for cause, by a two-third vote of all of the Directors.
- 4.07 Meetings. Meetings of the Board of Directors shall be held at such times and such places as the Board or President shall determine and in any case no less than once in the calendar year.
- 4.08 Notice of Meetings. Notice of meetings shall be given not less than seven (7) days before such meetings.
- 4.09 Presiding Officer. The President, or in his absence the Vice-President, or in his absence the Secretary, or in his absence the Treasurer, shall preside over the meetings of the Board.
- 4.10 Quorum. At any meeting of the Board, five (5) members present shall constitute a quorum with representation from at least three of the provinces and territories.
- 4.11 Votes to govern. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.
- 4.12 Rules and Regulations. The Board of Directors may adopt rules and regulations not inconsistent with these By-laws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it.
- 4.13 Annual Report. The Board of Directors shall have an Annual Report prepared on the activities of the Corporation for submission to the members of the Corporation. A summary of the financial status of the Corporation shall be included in that report with a notice that a full financial report is available at the principal office of the Corporation.
- 4.14 Interest of director in contracts. No Director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into nor by or on behalf of the Corporation with any Director or in which any Director is in any way interested be liable to be avoided nor, subject to the provisions of the Act, shall any Director so contracting, or being so interested, be liable to account to the Corporation or any of its members for any profit realized by any such contract or arrangement be reason of such director holding that office or the fiduciary relationship thereby established.
- 4.15 Declaration of Interest. It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act in to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.
- 4.16 Remuneration. The Directors shall receive no compensation, either directly or indirectly, for acting as such. When possible the Directors shall be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board or meetings of the members or other business of the Corporation authorized by the Board. No confirmation by the members of any such payment shall be required.

- 4.17 Committees. The Board may appoint committees consistent with the objectives of the Society, and with such powers as it shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

ARTICLE 5

HONORARY BOARD

Honorary Board members may be elected by the Board of Directors at any time and shall hold such position at the pleasure of the Board of Directors. Honorary Board members may attend meetings of the Board of Directors at the discretion of the Board, but shall have no duties, liabilities or responsibilities of any kind except to act in a consultative manner.

ARTICLE 6

OFFICERS

- 6.01 General Duties. The Officers shall exercise the powers of the Board in managing the affairs of the Corporation in the intervals between the meetings of the Board. The Board may delegate any of its powers and authority to the Officers.
- 6.02 Election and Terms of Officers. The Officers of the Corporation shall consist of a President, three Vice Presidents, a Secretary, a Treasurer, a Webmaster, an Editor of the Journal, and an Editor of the Newsletter, all of whom shall be elected at the Annual Meeting of the Corporation and shall hold office for a term of three years or until their successors are elected. The terms of office of all Officers elected at any Annual Meeting shall commence at the conclusion of such Annual Meeting. A vacancy in any Office may be filled by appointment of the Board until a successor is elected at the next annual Meeting of the Corporation.
- 6.03 President. The President shall be the Chief Executive Officer and shall have general supervision over all affairs of the Corporation. The President shall be Chairman of the Board of Directors and shall be an ex officio member of all committees except the Nominating Committee, and shall preside at all meetings of the Board of Directors, the Officers and the members. Having served a full term of three years the President may be re-elected for one more term. In the event of the absence, disability, resignation, or death of the President, the Board of Directors shall appoint an Acting President for the duration of the term of office.
- 6.04 The Vice-Presidents The *Vice-Presidents* shall serve as co-ordinator of the Annual Meeting of the Corporation, shall arrange meetings and tours, shall act as the liaison of the Corporation with its local chapters and shall assume such duties as may be delegated by the President. Having served for a full term of three years, the Vice-Presidents may be re-elected for one more term.
- 6.05 The Secretary. The Secretary shall represent the Corporation and perform such official duties for it as may be requested by the President or the Board of Directors. The Secretary shall keep the minutes of all meetings of the Corporation, the Officers and the Board of Directors, notify members of all meetings, maintain a record of the names and addresses of the members of the Corporation, having custody of the seal of the Corporation and affix and attest the seal whenever required. Having served for a full term of two years, the Secretary may be re-elected for one more term.
- 6.06 The Treasurer. The Treasurer shall have custody of all funds, securities and other property of the Corporation, subject to such regulations as the Board may prescribe. The treasurer may endorse for collection on behalf of the Corporation all cheques and other instruments of payment of money and shall deposit them to the credit of the Corporation in such one or more banks as the Board may designate. The Treasurer shall sign all receipts and vouchers, and together with such Officer or person, if any, as shall be designated by the Board; and shall sign all cheques of the Corporation, except in cases where the signing thereof may be otherwise expressly authorized by the Board. The Treasurer shall keep full and accurate

records and accounts of all financial transactions of the Corporation and exhibit them at all reasonable times to any Officer or member of the Board upon request. The Treasurer shall prepare or have caused to be prepared an annual audit of the Corporation's financial records and report the audit to the members at the Annual Meeting. The retiring Treasurer shall, within one week after the close of the annual meeting at which the successor is elected, deliver to the new Treasurer all monies, vouchers, books, and papers of the Corporation. In case of the Treasurer's death, resignation, retirement or removal from office, all monies, vouchers, books and papers of the Corporation shall be immediately transferred to the successor. Having served for a full term of three years, the Treasurer may be re-elected for one more term.

- 6.07 Editor of the Journal: The Editor of the Journal shall coordinate the publication and distribution of the Society's Journal.
- 6.08 Editor of News & Views: The Editor of News & Views shall coordinate the publication and distribution of the Society's Bulletin (*News and Views*).
- 6.09 Webmaster: The Webmaster shall coordinate the publication and online distribution of the Society's web site (www.canada-architecture.org).
- 6.10 Regional Representatives. There will be one from each province and territory, who will be responsible for membership within their geographic area, and for attending one conference during their three year term.
- 6.11 Variation of duties. From time to time the Board may vary, add or limit the powers and duties of any Officer.
- 6.12 Removal of Officers. The Directors, by an affirmative vote of the majority of the Board, may remove any officer, either with or without cause, at any time, unless the resolution or the contract for his appointment stipulates otherwise.
- 6.13 Remuneration. The Officers shall receive no remuneration, either directly or indirectly, for acting as such and shall not receive either directly or indirectly any profit from their office.

ARTICLE 7

PROTECTION OF DIRECTORS AND OFFICERS

- 7.01 Limitation of Liability. No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own wilful neglect or default.
- 7.02 Indemnity. Every Director and Officer of the Corporation and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
- a) all costs, charges and expenses whatsoever that such Director or Officer 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 act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his officer; and
 - b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of

the Corporation

except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

ARTICLE 8

MEMBERS

- 8.01 Membership. Membership in the Society is open to those who are interested in furthering the objectives of the Corporation and who pay the annual dues.
- 8.02 Classes. The membership of the Society shall be divided into the following classes: student, individual, joint, institution, corporate, patron and life members.
- 8.03 Term of membership. The interest of a member in the Corporation is not transferable and lapses upon death, or a member resigning, or otherwise in accordance with the by-laws of the Corporation.
- 8.04 Resignation. A member may resign by a resignation in writing which shall be effective upon deliver of the resignation or a copy thereof to the Board.
- 8.05 Removal. Upon thirty days notice in writing to a member, the Board may pass a resolution authorizing the removal for cause of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation.
- 8.06 Dues. Dues for all classes of membership shall be set by the Board of Directors and approved by the members. Membership fees and dues are payable in advance on January 1 of each year, except for Life Members and Honorary Members.

ARTICLE 9

MEETINGS

- 9.01 Persons entitled to be present. All members (including one accredited representative from each active Corporate, Institution and Organization member) shall have the right to attend, participate in all discussions and votes at all meetings of the Corporation, and all other privileges.
- 9.02 Voting. Members from each class of membership are entitled to one vote.
- 9.03 Annual Meeting. The Annual Meeting of the Corporation shall be held each year on a date fixed by the Board of Directors. Notice of the time, place and purpose of the Annual Meeting shall be given by the Secretary to all members in good standing. The notice shall be given at least thirty days prior to the date assigned for the Meeting and shall include the slate of Officers and Board of Directors proposed by the Nominating Committee. The Directors shall vary the location of the Annual Meeting each year in such a manner that these Meetings be held in various regions of the country.
- 9.04 Purpose of the Annual Meeting. The annual Meeting shall be held to elect Officers and a Board of Directors, to hear Officer's reports, and for the transaction of such business appropriate to the Meeting that shall be proposed by the Officers, Board of Directors or members.
- 9.05 Special Meetings. Special Meetings of the Corporation may be called by resolution of the Board of Directors, or the Officers or by written request of 25 members. The Meeting must be held within thirty (30) days from the day the President receives the resolution or request. Notice of the time, place and purpose of the Special Meeting shall be given at least fourteen days prior to the date assigned for the meeting.
- 9.06 Quorum. At any Annual or Special Meeting of the Corporation the members present shall constitute a

quorum, and a majority vote of those present and voting shall decide for any or all business, except as otherwise provided by the By-laws.

- 9.07 Presiding Official. The President, or in his absence, the Vice President, or in his absence, the Secretary, or in his absence, the Treasurer, shall preside over all Meetings of the Corporation. The Secretary, or in his absence, any person chosen at the meeting shall act as the Secretary of the Meeting.
- 9.08 Proxies. At any Meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the Meeting. A proxy must be a member. An instrument appointing a proxy shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the Meeting or as may be directed in the notice calling the meeting.
- 9.09 Votes to govern. At any Meeting of members every question shall, unless otherwise required by the letters patent or By-laws of the Corporation or by law, be determined by the majority of votes duly cast on the question.
- 9.10 Show of hands. Any question at a Meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chairman of the Meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the Meeting shall be prima facie evidence of the fact that without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.
- 9.11 Polls. After a show of hands has been taken on any question, the Chairman may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each person present shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.
- 9.12 Casting Vote. In case of an equality of votes at any Meeting of members either upon a show of hands or upon a poll, the Chairman of the Meeting shall be entitled to an additional or casting vote.
- 9.13 Adjournment. The Chairman at a Meeting of members may, with the consent of the Meeting and subject to such conditions as the Meeting may decide, adjourn to Meeting from time to time and from place to place.

ARTICLE 10

NOTICE

- 10.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the By-laws or otherwise to a member, Director, Officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to him at his last address as recorded in the books of the Corporation or if sent to him at his said address by any means of wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the Society's books of any member, Director, Officer or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address 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 any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

- 10.02 Computation of time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 10.02 Omissions and errors. The accidental omission to give any notice to any member, Director, Officer or Auditor of the non-receipt of any notice by any member, Director, Officer or Auditor or any error in any notice not effecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 10.04 Waiver of notice. Any member (or his duly appointed proxy or representative), Director, Officer or Auditor may waive any notice required to be given to him under any provision of the Act or the letters patent or the By-Laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving any notice.

ARTICLE 11

NOMINATIONS

- 11.01 Nominating Committee. At the Annual Meeting the Board of Directors shall appoint a Nominating Committee to serve for the following year. The Committee shall be composed of three members appointed from the general membership and one member from the Board of Directors who shall serve as the Chairman. No member of the Nominating Committee shall serve more than one term in succession. The duties of the Nominating Committee are to present nominations for the Board of Directors (Members at Large) and the Officers to be elected at the next Annual Meeting.
- 11.02 Nomination by Membership. Nominations for the Board of Directors and Officers may be made by a petition, signed by the nominee and not less than four members of the Corporation presented to the Chairman of the Nominating Committee not less than forty-eight (48) hours prior to the Annual Meeting.

ARTICLE 12

CHAPTERS

- 12.01 Establishment of Chapter. Upon the formal written petition of not less than four members of the Corporation the Board of Directors shall be empowered to establish a Chapter of the Corporation. The Secretary of the Chapter shall receive copies of all regular publications and membership notices of the Corporation.
- 12.02 Membership in Chapters. All Executive Members of the local Chapter may also be members in good standing of the Corporation.
- 12.03 By-Laws. Each Chapter shall pass its own By-Laws and regulations provided that such By-Laws or regulations are compatible with the goals of the Corporation.
- 12.04 Charitable Status. Chapters wishing to have charitable status must apply individually for this status.
- 12.05 Liability. The Corporation shall not be liable for debts or contracts contracted by the Chapters.

ARTICLE 13

CORPORATE SEAL

The Corporation Seal of the Corporation shall be in the form impressed thereon.

ARTICLE 14

FISCAL YEAR

The period of the Fiscal Year shall be January 1 to December 31.

ARTICLE 15

EXECUTION OF INSTRUMENTS

Contracts, documents or any instrument in writing requiring the signature of the Corporation shall be signed by any two of the President, Vice-President, Secretary or Treasurer and all contracts so signed shall be binding upon the Corporation without further authorization or formality.

ARTICLE 16

BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

ARTICLE 17

AGENTS AND ATTORNEYS

The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to subdelegate) as may be thought fit.

ARTICLE 18

ACCOUNTS

The Directors shall cause to be kept proper books of account with respect to:

- i. all sums of money received and expended by the corporation and the matters in respect of which receipt and expenditure takes place;
- ii. all sales and purchases by the Corporation;
- iii. All the assets and the liabilities of the Corporation;
- iv. All other transactions affecting the financial position of the Corporation.

ARTICLE 19

EXECUTIVE SECRETARY

The Board of Directors shall appoint an Executive Secretary to carry out such work of the Corporation as shall be directed by the President.

ARTICLE 20

INVESTMENTS

The Board, or any Committee of Directors or Officers authorized to do so by the Board, may invest the funds of the Corporation in such manner as the Board or such Committee shall in its judgement determine, without being limited to those investments to which trustees are restricted by law.

ARTICLE 21

LANGUAGE

The business of the Corporation will be conducted in both English and French.

ARTICLE 22

DISSOLUTION

The Corporation may be dissolved only at a special meeting called for the purpose.

ARTICLE 23

BY-LAWS

Repeal and amendment. The By-Laws of the Corporation may be repealed or amended by By-Law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said By-Law; provided that the enactment, repeal or amendment of such By-Law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

9.05 Special Meetings. Special Meetings of the Corporation may be called by resolution of the Board of Directors, or the Officers or by written request of 25 members. The Meeting must be held within thirty (30) days from the day the president receives the resolution or request. Notice of the time, place and purpose of the Special Meeting shall be given at least fourteen (14) days prior to the date assigned for the Meeting.