

By-laws

THE SOCIETY FOR THE STUDY OF ARCHITECTURE IN CANADA LA 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 Society, 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.

“Annual Meeting” or “Annual Meeting of Members” means a meeting held annually, open to all Members.

“Board” means the Board of Directors of the Society: President, Vice Presidents, Treasurer, Secretary, provincial and territorial representatives, Journal Editor, News and Views Editor.

“Society” means the corporation without share capital incorporated under the Act by letters patent dated 1974 and named THE SOCIETY FOR THE STUDY OF ARCHITECTURE IN CANADA - LA SOCIÉTÉ POUR L'ÉTUDE DE L'ARCHITECTURE AU CANADA.

“Letters Patent” means the letters patent incorporating the Society as from time to time amended and supplemented by supplementary letters patent.

“Meeting of Members” includes an Annual Meeting of Members or a Special Meeting of Members.

“Members” include all individuals who are interested in furthering the objectives of the Society and who pay the annual dues.

“Officers” means all executive members: President, Vice Presidents, Treasurer, and Secretary.

Words incorporating the singular number include the plural and vice versa; and words importing persons include individuals, corporations, partnerships, trusts, and unincorporated organizations.

**ARTICLE 2
NAME**

2.01 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**

3.01 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 more than twenty one (21) so that the total includes one representative from each province and territory.

4.03 Qualifications. No person shall be qualified as a Director unless he / she is twenty-one (21) years of age.

4.04 Election and Term. The Directors shall be elected by the Members at the Annual Meeting and serve terms of two or three years. A Director may serve two successive terms of office or more. Not more than two thirds of Directors should be changed in a year, thus allowing a continuity in the Board of Directors' affairs.

4.05 Vacancies. Any vacancy occurring on the Board between Annual Meetings shall be filled by a majority vote of those present at the next Board meeting. A Director elected to fill a vacancy shall serve the unexpired term of her / his predecessor and shall be eligible to succeed herself or himself for additional terms.

4.06 Removal. The Board 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 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 her / his absence, a Vice President, or in her / his absence the Secretary, or in her / 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 presiding Officer of the meeting shall be entitled to a second or casting vote.

4.12 Rules and Regulations. The Board may adopt rules and regulations not inconsistent with these By-laws for the administration and conduct of the affairs of the Society and may alter, amend, or repeal any such rules or regulations adopted by it.

4.13 Annual Report. The Board shall have an annual report prepared on the activities of the Society for submission to the Members of the Society. A summary of the financial status of the Society shall be included in that annual report, with a notice that a full financial report is available at the principal office of the Society.

4.14 Interest of Directors in Contracts. No Director shall be disqualified from her / his office from contracting with the Society, nor shall any contract or arrangement entered in or by or on behalf of the Society 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; nor any Director so contracting, or being so interested, be liable to account to the Society or any of its members for any profit realized by any such contract or arrangement be reason of such Director holding in that office or the fiduciary relationship thereby established.

4.15 Declaration of Interest. It shall be the duty of every Director of the Society who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Society to declare such interest to the extent, in the matter and at the time required by the Act, to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

4.16 Remuneration. No Director shall receive compensation, either directly or indirectly, for acting as such. When possible, Directors shall be paid their traveling and other out of pocket expenses properly incurred by them in attending meetings of the Board or Meetings of Members or other business of the Society 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 and procedures, subject to such regulations or directions as the Board may from time to time make.

ARTICLE 5 HONORARY BOARD

5.01 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 AND DIRECTORS

6.01 General Duties. The Officers shall exercise the powers of the Board in managing the affairs of the Society 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 Society shall consist of a President, three Vice Presidents, a Secretary, a Treasurer, an Editor of the Journal, and an Editor of the Newsletter, all of whom shall be elected at the Annual Meeting of the Society and shall hold office for a term of two (2) or three (3) 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 of any office may be filled by appointment of the Board until a successor is elected at the next annual meeting of the Society.

6.03 President. The President shall be the Chief Executive Officer and shall have general supervision over all affairs of the Society. The President shall be Chairperson 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, the Officers, and the Members. Having served the full time of three (3) years, the President may be re-elected for one more term only. In the event of the absence, disability, resignation, or death of the President, the Board shall appoint an acting President for the duration of the term of office.

6.04 The Vice Presidents. The Vice Presidents shall assume such duties as may be delegated by the President. The duties of the Vice Presidents shall be as follows:

- i. First Vice President: Coordinator of the Annual Conference of the Society,
- ii. Second Vice President: Membership, and,
- iii. Third Vice President: Chairperson of annual awards committees.

Having served for a full term of three (3) years, the Vice Presidents may be elected for one more term only. All three Vice Presidents positions are considered being distinct, thus allowing a Vice President to run for a different Vice President position after serving two consecutive terms.

6.05 The Secretary. The Secretary shall represent the Society 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 Society, as well as lists of the Officers and the Board, notify Members of all meetings, having custody of the seal of the Society and affix and attest the seal. Having served a full term of two (2) years, the Secretary may be re-elected for one more term only.

6.06 The Treasurer. The Treasurer shall have custody of all funds, securities, and other property of the Society subject to such regulations as the Board may prescribe. The Treasurer may endorse for collection on behalf of the Society all cheques and other instruments of payment of money and shall deposit them to the credit of the Society in such one or more banks as the

Board may designate. The Treasurer shall sign all receipts and vouchers, and together with such Officers or person, if any, as shall be designated by the Board, and shall sign all cheques of the Society, 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 Society and exhibit them at all reasonable times to any Officer or member of the Board upon request. The Treasurer shall prepare or have cause to be prepared an annual audit of the Society'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 moneys, vouchers, books, and papers of the Society. In case of the Treasurer's death, resignation, retirement, or removal from office, all moneys, vouchers, books, and papers of the Society shall be immediately transferred to the successor. Having served for a full term of three (3) years, the Treasurer may be re-elected for one more term only.

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 and Views. The Editor of News and Views shall coordinate the publication and distribution of the Society's bulletin (News and Views).

6.09 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 term. Having served for a full term of three (3) years, the Regional Representatives may be re-elected for additional terms.

6.10 Variation of Duties. From time to time, the Board may vary, add or limit the powers and duties of any Officer.

6.11 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 her / his appointment stipulates otherwise.

6.12 Remuneration. The Officers and Directors 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 Society 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 Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society 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 Society shall be deposited, or for any loss, occasion by any error of judgment or oversight on her / his part, or for any loss, damage, or misfortune, whatever which shall happen

in the execution of the duties of her / his office or in relation thereto unless the same shall happen through her / his own willful neglect or default.

7.02 Indemnity. Every Director and Officer of the Society and her / 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 Society from and against:

a) All costs, charges, and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suite, or proceeding, that is brought, commenced or prosecuted against her / 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 office, and,

b) All other costs, charges and expenses that she / he sustains or incurs in or about or in relation to the affairs of the Society except such costs, charges, or expenses as are occasioned by her / his own willful 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 Society 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 and patron.

8.03 Term of Membership. The term of membership is normally for one year and commences May 1 of each year. The interest of a Member in the Society is not transferrable and lapses upon death, or a member resigning, or otherwise in accordance with the By-laws of the Society.

8.04 Resignation. A Member may resign by a resignation in writing which shall be effective upon delivery of the resignation or a copy thereof to the Board of Directors.

8.05 Removal. Upon thirty (30) 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 Society and thereupon such person shall cease to be a Member of the Society.

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 May 1 of each year, except for 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 Society, 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 Society 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 (30) 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 Board 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 Officers' 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 Society may be called by resolution of the Board of Directors, or the Officers, or by written request of twenty-five (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.

9.06 Quorum. At any Annual Meeting or Special Meeting of the Society, 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 her / his absence, a Vice President, or in her / his absence, the Secretary, or in her / his absence, the Treasurer, shall preside over all meetings of the Society. The Secretary, or in her / 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, subjects to any restrictions expressed in the instruments appointing her / him, the same voting rights that a Member appointing her / 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 Society 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-law of the Society or by law, be determined by the majority of votes duly cast on the question.

9.10 Show of Hands. Any question of 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 of the Chairperson 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 favor 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 Chairperson 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 Chairperson 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 Chairperson of the meeting shall be entitled to an additional or casting vote.

9.13 Adjournment. The Chairperson at the Meeting of Members may, with the consent of the Members and subject to such conditions as the meeting may decide, adjourn to meeting from time to time and 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 her / his last address as recorded in the books of the Society, or if mailed addressed to her / him at her / his last address as recorded in the books of the Society, or if sent to her / him at her / his said address by any form of transmitted or recorded communication. The Officers may change the address of the Society's books of any Member, Director, Officer or auditor in accordance with any information believe by her / 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, or electronically; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box.

10.02 Computation of Time. In computing the date when notice must be given under any provision requiring a specific 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.

10.03 Omissions and Errors. The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any Member, Director, Officer or auditor or any error in any notice not affecting 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 her / his duly appointed proxy), Director, Officer or auditor may waive any notice required to be given to her / him under any provision of the Act or the letters patent or the By-laws of the Society, and such waiver, whether given before or after

the meeting or 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 (3) members appointed from the general membership and one (1) member from the Board of Directors who shall serve as the Chairperson. No member of the Nominating Committee shall serve more than one term (one year) in succession. The duties of the Nominating Committee are to present nominations to the Members for the Board 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 (4) members of the Society presented to the chairperson of the Nominating Committee not less than forty-eight (48) hours prior to the Annual Meeting. Nominations for the Board and Officers may be made by a Member in person at the Annual Meeting.

ARTICLE 12 CHAPTERS

12.01 Establishment of Chapter. Upon the formal written petition of not less than four (4) Members, the Board of Directors shall be empowered to establish a Chapter of the Society. The Secretary of the Chapter shall receive copies of all regular publications and membership notices of the Society.

12.02 Membership in Chapters. All Members of a local chapter may also be Members in good standing of the Society.

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 Society.

12.04 Chapter Status. Chapters wishing to have charitable status must apply individually for this status.

12.05 Liability. The Society shall not be liable for debts or contracts incurred or contracted by the Chapters.

ARTICLE 13 CORPORATE SEAL

13.01 The Corporation Seal of the Society shall be in the form expressed thereon.

**ARTICLE 14
FISCAL YEAR**

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

**ARTICLE 15
EXECUTION OF INSTRUMENTS**

15.01 Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by any two (2) of the President, Vice Presidents, Secretary or Treasurer and all contracts so signed shall be binding upon the Society without further authorization or formality.

**ARTICLE 16
BANKING ARRANGEMENTS**

16.01 The banking business of the Society 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**

17.01 The Board shall have power from time to time to appoint agents or attorneys for the Society 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**

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

- i. All sums of money received and expended by the Society and the matters in respect of which receipt and expenditure take place,
- ii. All sales and purchases by the Society,
- iii. All the assets and liabilities of the Society, and,
- iv. All other transactions affecting the financial position of the Society.

**ARTICLE 19
EXECUTIVE SECRETARY**

19.01 The Board shall appoint an Administrator to carry out such work of the Society as shall be directed by the President and Officers.

**ARTICLE 20
INVESTMENTS**

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

**ARTICLE 21
LANGUAGES**

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

**ARTICLE 22
DISSOLUTION**

22.01 The Society may be dissolved only at a Special Meeting of Members called for that purpose.

**ARTICLE 23
BY-LAWS**

23.01 Repeal and Amendment. The By-laws of the Society may be repealed or amended by By-law enactment 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, or its equivalent, has been obtained.