

Supplementary bylaw amendments – November 2020

Earlier this fall, we put forward draft bylaw amendments to you, our AAA members, and invited your feedback. Several members came to us with questions and suggestions that have continued to inform our efforts to update the bylaws. We are very grateful for your level of engagement as it supports our commitment to continuous improvement.

Based on feedback provided, AAA Council has agreed to make some supplementary changes to the DRAFT bylaws. These are not substantive policy changes but are intended to add clarity and transparency.

Following are the SUPPLEMENTARY changes that have been approved by Council that will be included in the package of bylaw amendments going forward to the membership for online voting December 7 through 11. **Green text** throughout this document indicates **NEW language**.

SECTION: 3.2: Term of Office – returning volunteers

The proposed bylaws did not go so far as to specify how many terms an individual councillor could serve over time. It only addressed the length of term and consecutive terms. Our Council terms-of-reference (an internal document that AAA members do not get to vote on) speaks to 6 consecutive years being a maximum. It does not speak to “boomerang” volunteers who choose to come back to serve on Council

after a number of years of absence. The edits to the DRAFT provide clarity, **allowing for returning volunteers without limiting the number of times they serve**, but requires them to sit out at least one year before seeking re-election. This supplementary amendment provides added transparency to what has been the accepted practice.

CURRENT DRAFT (proposed amendments that membership reviewed)	NEW PROPOSED DRAFT (supplementary bylaw amendments)	COMMENTS
<p><u>Nominations</u></p> <p>3.2(1) The Council shall prepare a list of nominees as candidates for the Council membership consisting of at least that number of individuals required to fill the vacancies on the Council.</p> <p>(2) Members in good standing who wish to put their name forward as candidates for Council shall do so in writing to the Executive Director at least ninety (90)</p>	<p>3.2(1) through (3) remain the same.</p> <p>3.2 (4) An elected member of Council may not serve more than</p>	<p>Section 4.7 comments on term of office where it says they hold office until the close of the AGM 2 years following their election.</p> <p>The Council Terms of Reference (TOR) currently say an individual can only serve 3 consecutive terms. This change moves that specific information from the TOR into the bylaws. This does not address “boomerang”</p>

<p>days before the annual general meeting. These names will be forwarded to Council for their review.</p> <p>(3) The list of eligible candidates compiled by the Council shall be sent to each voting member at least sixty (60) days before the annual general meeting.</p>	<p>three consecutive terms on Council.</p>	<p>Council members. If desired, we can adjust the TOR as we see fit to further limit (or not) the time required before an individual can run again for Council.</p>
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SECTION: 3.2: Nominations – qualifications

The DRAFT bylaws suggest that Council has the right to reject any candidates that they choose, as the bylaws do not provide criteria for either approval nor disapproval.

As it stands, the bylaws simply refer to a requirement for members to be in “good standing”. Leaving it open could arguably open the process up to abuse of power. This was a concern raised by a couple of AAA members in their review of our bylaws.

The intention has always been for Council to be able to say “no” to members who are not in good standing (behind on dues or PD

requirements for example). These proposed amendments aim for transparency by addressing the eligibility criteria with more specificity. It may be worth noting that in corporate memory, Council has never said “no” to a candidate that has come forward.

Also, we have not actively considered the impact of a candidate for Council being in the midst of a discipline process or someone who may have a recent criminal record or be in the midst of a criminal trial. These proposed supplementary amendments speak to such circumstances and reflect more modern standards in other regulatory bodies.

CURRENT DRAFT (proposed amendments that membership reviewed)	NEW PROPOSED DRAFT (supplementary bylaw amendments)	COMMENTS
<p><u>Nominations</u></p> <p>3.2(1) The Council shall prepare a list of nominees as candidates for the Council membership consisting of at least that number of individuals required to fill the vacancies on the Council.</p> <p>(2) Members in good standing who wish to put their name forward as candidates for Council shall do so in writing to the Executive Director at</p>	<p><u>Nominations</u></p> <p>3.2 (4)[as above]</p> <p>3.2 (5) In addition to section 3.2(4), an individual is not eligible to be nominated for election as a member of Council or stand as a candidate for election to the Council if the individual:</p> <ul style="list-style-type: none"> a) has been charged with a criminal offence in Canada, and the charge has not been withdrawn or disposed of by a court; b) has pleaded guilty or has been found guilty 	<p>This adds a current criminal charge to the list of items for disqualification.</p> <p>It adds clarity around what “in good standing” refers to re: PD compliance and payment of dues and fines.</p> <p>Further, it adds a disqualification for individuals who are in the midst of a complaints process. It is important to note that simply having a complaint lodged is not enough for disqualification here. It must be a complaint that has been assessed and has moved forward to the hearing stage or beyond and has not yet been resolved. This seems like a</p>

<p>least ninety (90) days before the annual general meeting. These names will be forwarded to Council for their review.</p> <p>(3) The list of eligible candidates compiled by the Council shall be sent to each voting member at least sixty (60) days before the annual general meeting.</p>	<p>of a criminal offence in Canada any time within the ten years before the date of the election and not been pardoned in respect of that offence.</p> <ul style="list-style-type: none"> c) is not in good standing regarding their payment of professional dues or have unpaid fines or late fees. d) is not in good standing on account of being non-compliant with their professional development obligations. e) is a subject of the AAA complaints review process or a similar process under legislation that regulates the profession of architecture or interior design in another jurisdiction, that has been referred to a hearing or is awaiting the decision of hearing panel, appeal panel or court. f) has been subject to findings of unskilled practice or unprofessional conduct by the AAA or similar findings of another professional regulatory body, within five years before the date of the election, where those findings were not successfully appealed and resulted in an order that the individual pay a fine or have their annual certificate suspended or registration cancelled. <p>3.2(6) The Council may use a form of professional declaration, or other means as it deems necessary, to confirm nominees are eligible to stand as candidates for election to the Council.</p>	<p>reasonable point where there is sufficient merit to the complaint that it has moved forward.</p> <p>By waiting for this step in the process it can protect members from disqualification as a Council candidate simply because someone has lodged a complaint that may turn out to be frivolous or vexatious in nature. Such complaints are generally dismissed earlier in the process and not referred to a hearing.</p> <p>Although we are putting more criteria in place, we are not proposing to take on the responsibility for investigating and proving that a candidate qualifies, other than to check our internal AAA records for payment, PD compliance and discipline status.</p> <p>Our legal counsel has proposed use of a “professional declaration” whereby the individual signs a statement saying that he or she is eligible based on the stated criteria. This is similar to a statutory declaration except that it relies upon the professional obligation and ethics of the member and does not require a commissioner of oaths to sign it. There would be serious disciplinary consequences for lying on a professional declaration.</p> <p>We will add to the preamble at the front of the bylaws the following definition:</p> <p>(d) “Professional Declaration” means a declaration made by a registered member of the AAA that is accepted to be true by virtue of the individual’s responsibility to discharge their professional duties with honesty.</p>
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SECTION: 4.7: Disqualification when serving on Council

As we are adding more specificity around what would qualify or disqualify candidates for Council, then we need to add more information about what would disqualify a sitting Councillor. If something about their status changes mid-term, there needs to be authority to remove them from Council.

CURRENT DRAFT (proposed amendments that membership reviewed)	NEW PROPOSED DRAFT (supplementary bylaw amendments)	COMMENTS
<p><u>Length of Office</u> 4.7 (4) Notwithstanding anything in this bylaw:</p> <ul style="list-style-type: none"> a) if a member of the Council ceases to be a registered architect or licensed interior designer, that person’s membership on the Council automatically terminates; or b) if a member of the Council is suspended, that person’s membership on the Council is suspended for the same period of time as the registration is suspended; or DRAFT BYLAWS – PROPOSED AMENDMENTS Fall 2020 5 c) if a member of the Council elects to take a leave of absence in accordance with the Association’s leave policy, the person’s membership on Council is suspended for the same period of time as the leave, unless the member requests in writing that the Council membership continue during the leave period and the Council accepts and authorizes the continuation on conditions acceptable to the Council. 	<p><u>Length of Office</u> 4.7 (4) Notwithstanding anything in this bylaw, if a member of Council:</p> <ul style="list-style-type: none"> a) ceases to be a registered architect or licensed interior designer, that person’s membership on the Council automatically terminates; or b) is charged with a criminal offence in Canada and the charge has not been withdrawn or disposed of by the court, the member ceases to be a member of Council. c) pleads guilty or is found guilty of a criminal offence in Canada and has not been pardoned for the offence, the member ceases to be a member of Council. d) is the subject of the AAA complaint review process or a similar process under legislation that regulates the profession of architecture or interior design in another jurisdiction, that has been referred to a hearing and has not been disposed of by a hearing panel, appeal panel or court, the member ceases to be a member of Council. e) is the subject of findings of unskilled practice or unprofessional conduct by the AAA or similar findings of another professional regulatory body 	<p>The reason to update this section is to add reference to criminal charges and a discipline outcome.</p> <p>Also, striking the old section (c) is because it could lead to a situation where multiple members of the Council are away and their spots on Council suspended due to leave of absence. This could become problematic for effective governance.</p> <p>Ideally, we would want to create a vacancy that could be filled, not just suspended positions that stay vacant.</p>

	<p>and those findings are not successfully appealed and resulted in an order that the member of Council pay a fine or have their annual certificate be suspended or registration cancelled, the member ceases to be a member of Council.</p> <p>f) if a member of the Council elects to take a leave of absence in accordance with the Association’s leave policy, the member ceases to be a member of Council, unless the member requests in writing that the Council membership continue during the leave period and the Council accepts and authorizes the continuation on conditions acceptable to the Council.</p> <p>(5) Notwithstanding section 3.2(4), a member elected as President in their third term on Council may be nominated and elected to serve a fourth term on Council.</p>	<p>Item f) allows for a Council member to take a leave of absence and provides an opportunity for other Council members to support their continued participation on Council. For example, a maternity leave, or other illness that does not impact their ability to serve on Council.</p> <p>A note on this new section 5:</p> <p>This means the individual would be eligible to be elected as a Councillor for a fourth term, but the Council may not exercise its discretion under 4.7(1) to reappoint the individual as President. So, there is a risk the individual would be elected to Council, but a different President would be appointed by Council.</p> <p>This also means that if an individual was elected as President in the first year of their third term they could serve a fourth term on Council but only be President in the first year of the fourth term and then would just be on Council as a regular member in the final year.</p>
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MOTIONS:

Two of the 7 motions will need to be amended (motions 2 and 4) to reflect the supplementary amendments that were outlined above. **The GREEN text is what is new in these motions.** The black text represents the previous language.

ORIGINAL DRAFT MOTIONS	REVISED MOTIONS (amended in the voting information provided to AAA membership)
<p>MOTION 2 – Council Nominations Process Bylaw 3.2 is amended to be:</p> <p>3.2</p> <p>(1) The Council shall prepare a list of nominees as candidates for the Council membership consisting of at least that number of individuals required to fill the vacancies on the Council.</p> <p>(2) Members in good standing who wish to put their name forward as candidates for Council shall do so in writing to the Executive Director at least ninety (90) days before the annual general meeting. These names will be forwarded to Council for their review.</p> <p>(3) The list of eligible candidates compiled by the Council shall be sent to each voting member at least sixty (60) days before the annual general meeting.</p>	<p>MOTION 2 – Council Nominations Process Bylaw 3.2 is amended to be:</p> <p>3.2</p> <p>(1) The Council shall prepare a list of nominees as candidates for the Council membership consisting of at least that number of individuals required to fill the vacancies on the Council.</p> <p>(2) Members in good standing who wish to put their name forward as candidates for Council shall do so in writing to the Executive Director at least ninety (90) days before the annual general meeting. These names will be forwarded to Council for their review.</p> <p>(3) The list of eligible candidates compiled by the Council shall be sent to each voting member at least sixty (60) days before the annual general meeting.</p> <p>(4) An elected member of Council may not serve more than three consecutive terms on Council.</p> <p>(5) In addition to section 3.2(4), an individual is not eligible to be nominated for election as a member of Council or stand as a candidate for election to the Council if the individual:</p> <ul style="list-style-type: none"> a) has been charged with a criminal offence in Canada, and the charge has not been withdrawn or disposed of by a court; b) has pleaded guilty or has been found guilty of a criminal offence in Canada any time within the ten years before the date of the election and not been pardoned in respect of that offence.

	<ul style="list-style-type: none"> c) is not in good standing regarding their payment of professional dues or have unpaid fines or late fees. d) is not in good standing on account of being non-compliant with their professional development obligations. e) is a subject of the AAA complaints review process or a similar process under legislation that regulates the profession of architecture or interior design in another jurisdiction, that has been referred to a hearing or is awaiting the decision of hearing panel, appeal panel or court. f) has been subject to findings of unskilled practice or unprofessional conduct by the AAA or similar findings of another professional regulatory body, within five years before the date of the election, where those findings were not successfully appealed and resulted in an order that the individual pay a fine or have their annual certificate suspended or registration cancelled. <p>3.2(6) The Council may use a form of professional declaration, or other means as it deems necessary, to confirm nominees are eligible to stand as candidates for election to the Council.</p>
<p>MOTION 4 Amendments to Bylaws respecting the Governance structure of the AAA are amended to be:</p> <p><u>Nominations</u></p> <p>3.2</p> <ul style="list-style-type: none"> (1) The Council shall prepare a list of nominees as candidates for the Council membership consisting of at least that number of individuals required to fill the vacancies on the Council. (2) Members in good standing who wish to put their name forward as candidates for Council shall do so in writing to the Executive Director at least ninety (90) days before the annual general meeting. These names will be forwarded to Council for their 	<p>MOTION 4 Amendments to Bylaws respecting the Governance structure of the AAA are amended to be:</p> <p>Remove section 3.2 from this particular motion because it was duplicated here in error. It is covered in Motion 2 above.</p> <p>Other than removing 3.2 here, the only changes are in section 4.7 below.</p>

<p>review.</p> <p>(3) The list of eligible candidates compiled by the Council shall be sent to each voting member at least sixty (60) days before the annual general meeting.</p>	
<p><u>Late Nominations</u></p> <p>3.5</p> <p>If a candidate becomes disqualified or dies before nominations close, and as a result the number of candidates is less than the number required to fill the vacancies on the Council, Council shall nominate one or more other registered architects or licensed interior designers to replace the former candidate or candidates.</p>	<p><u>Late Nominations</u></p> <p>3.5</p> <p>If a candidate becomes disqualified or dies before nominations close, and as a result the number of candidates is less than the number required to fill the vacancies on the Council, Council shall nominate one or more other registered architects or licensed interior designers to replace the former candidate or candidates.</p>
<p><u>Composition</u></p> <p>4.1</p> <p>(1) The Council shall be composed of:</p> <ul style="list-style-type: none"> a. Eleven (11) elected Registered Architects who are ordinarily resident in Alberta; b. One (1) elected Licensed Interior Designer who is ordinarily resident in Alberta; and c. Members of the public in accordance with section 8(1)(b) of the Act. <p>The Executive Director is an ex officio, non-voting member of Council.</p>	<p><u>Composition</u></p> <p>4.1</p> <p>(1) The Council shall be composed of:</p> <ul style="list-style-type: none"> a. Eleven (11) elected Registered Architects who are ordinarily resident in Alberta; b. One (1) elected Licensed Interior Designer who is ordinarily resident in Alberta; and c. Members of the public in accordance with section 8(1)(b) of the Act. <p>The Executive Director is an ex officio, non-voting member of Council.</p>

Other Representatives

4.2

(1) The following representatives may be appointed by the Council as ex officio members:

- a. the Dean, School of Architecture, Planning and Landscape, University of Calgary, but if unable to consistently fulfill the obligations of this appointment, the Dean shall forward to the Association the name of an individual to act as replacement for the term;
- b. the Chair, Department of Interior Design, Mount Royal University, but if unable to consistently fulfill the obligation of this appointment, the Chair shall forward the name of an individual to act as replacement for the term;
- c. The Dean, Faculty of Science and Technology, RAIC Centre for Architecture, Athabasca University, but if unable to consistently fulfill the obligation of this appointment, the Dean shall forward to the Association the name of an individual to act as replacement for the term;
- d. one intern architect member in good standing;
- e. one intern interior designer member in good standing; and
- f. one Licensed Interior Designer.

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- c. The Dean, Faculty of Science and Technology, RAIC Centre for Architecture, Athabasca University, but if unable to consistently fulfill the obligation of this appointment, the Dean shall forward to the Association the name of an individual to act as replacement for the term;
- d. one intern architect member in good standing;
- e. one intern interior designer member in good standing; and
- f. one Licensed Interior Designer.

Officers

4.4

(1) The following are the officers of the Council:

- a. the President;
- b. the Treasurer;
- c. the Executive Director, ex officio and non-voting.
- d. The Vice President is an officer of the Council until the election of officers in 2021 under section 4.6.

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- a. the President;
- b. the Treasurer;
- c. the Executive Director, ex officio and non-voting.
- d. The Vice President is an officer of the Council until the election of officers in 2021 under section 4.6.

Election of Officers and Chair Appointments

4.6

(1) The Council shall meet as soon as reasonably possible after the annual general meeting to attend to the business of election of officers and chair appointments. Subject to any provision in these bylaws to the contrary:

- a. the Council shall elect the President from existing Council members.
- b. the Council shall elect a Treasurer from existing Council members.
- c. the Council shall appoint Council as chairs to committees as required.

(2) The Council members not holding an office shall be known as "Councilors."

(3) Notwithstanding section 4.6, the Councilor elected as Vice President in the election of officers in 2020 under section 4.6 shall become President following the election of Councilors in 2021.

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[same motion as before except for section 4.7]

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Length of Office

4.7

- 1)** The individual holding the office of President holds that office until the next annual general meeting regardless of the term for which the individual was elected to the Council. The Council may, at its discretion, re-elect the President for a maximum of two additional years.
- 2)** The Treasurer holds office until a replacement Treasurer is elected by Council.
- 3)** Councilors hold office until the close of the annual general meeting two years following their election.

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- 2)** The Treasurer holds office until a replacement Treasurer is elected by Council.
- 3)** Councilors hold office until the close of the annual general meeting two years following their election.
- 4)** Notwithstanding anything in this bylaw, **if a member of Council:**

	<ul style="list-style-type: none">a) ceases to be a registered architect or licensed interior designer, that person's membership on the Council automatically terminates; orb) is charged with a criminal offence in Canada and the charge has not been withdrawn or disposed of by the court, the member ceases to be a member of Council.c) pleads guilty or is found guilty of a criminal offence in Canada and has not been pardoned for the offence, the member ceases to be a member of Council.d) is the subject of the AAA complaint review process or a similar process under legislation that regulates the profession of architecture or interior design in another jurisdiction, that has been referred to a hearing and has not been disposed of by a hearing panel, appeal panel or court, the member ceases to be a member of Council.e) is the subject of findings of unskilled practice or unprofessional conduct by the AAA or similar findings of another professional regulatory body and those findings are not successfully appealed and resulted in an order that the member of Council pay a fine or have their annual certificate be suspended or registration cancelled, the member ceases to be a member of Council.f) if a member of the Council elects to take a leave of absence in accordance with the Association's leave policy, the member ceases to be a member of Council, unless the member requests in writing that the Council membership continue during the leave period and the Council accepts and authorizes the continuation on conditions acceptable to the Council. <p>(5) Notwithstanding section 3.2(4), a member elected as President in their third term on Council may be nominated and elected to serve a fourth term on Council.</p>
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<p><u>Temporary Absences</u></p> <p>4.8 (1) In the event of a temporary absence or the President’s inability to act, the Council shall appoint a member of the Council to serve as acting President for the remainder of that term. The acting President shall have all the powers, duties, and responsibilities of the President.</p> <ul style="list-style-type: none"> • (1.1) Notwithstanding section 4.8(1), until the election of officers under section 4.6 held in 2021, if the President is unable to act, the Council shall appoint the Vice President to serve as acting President for the remainder of the term. 	<p><u>Temporary Absences</u></p> <p>4.8 (1) In the event of a temporary absence or the President’s inability to act, the Council shall appoint a member of the Council to serve as acting President for the remainder of that term. The acting President shall have all the powers, duties, and responsibilities of the President.</p> <ul style="list-style-type: none"> • (1.1) Notwithstanding section 4.8(1), until the election of officers under section 4.6 held in 2021, if the President is unable to act, the Council shall appoint the Vice President to serve as acting President for the remainder of the term
<p><u>Vacancies on Council</u></p> <p>4.9 (1) If the President dies or is otherwise unable to retain office the Council shall elect from amongst themselves a person to act as President.</p> <p>4.14 (1) It is the duty of the President:</p> <ul style="list-style-type: none"> a. to preside at all meetings of the Association and the Council; b. to sign certificates of registration issued pursuant to the Act and General Regulation; <p>to perform such other functions as are required under these bylaws or by the Council.</p>	<p><u>Vacancies on Council</u></p> <p>4.9 (1) If the President dies or is otherwise unable to retain office the Council shall elect from amongst themselves a person to act as President.</p> <p>4.14 (1) It is the duty of the President:</p> <ul style="list-style-type: none"> a. to preside at all meetings of the Association and the Council; b. to sign certificates of registration issued pursuant to the Act and General Regulation; <p>to perform such other functions as are required under these bylaws or by the Council.</p>

Other Committees

5.3

(1) The Council shall:

- a. determine the membership requirements and term of office of committees of the Council;
- b. designate the chair and, if necessary, vice-chair of the committees; and
- c. determine the functions, duties and responsibilities of the committees.

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- b. designate the chair and, if necessary, vice-chair of the committees; and
- c. determine the functions, duties and responsibilities of the committees.

All of these above-noted supplementary changes have been incorporated into the new bylaw document that AAA membership will consider by online voting starting December 7 through December 11, 2020.