

WHEREAS the Corporation was issued a Certificate of Continuance by the federal Government of Canada under the *Canada Not-for-Profit Corporations Act* on the 27th day of June, 2013;

AND WHEREAS the current General Operating By-law no. 1 was enacted on the 28 day of May, 2014;

AND WHEREAS it is determined necessary to replace the current General no.1 Operating By-law with the General Operating By-law no. 2 herein;

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of the Corporation as follows:

GENERAL OPERATING BY-LAW No. 2
of
THE ROYAL ARCHITECTURAL INSTITUTE OF CANADA
L'INSTITUT ROYAL D'ARCHITECTURE DU CANADA

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SECTION 1 - INTERPRETATION

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the board of directors of the Corporation;

"By-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"College of Fellows" has the meaning stated in the Governance Manual;

"Corporation" means THE ROYAL ARCHITECTURAL INSTITUTE OF CANADA / L'INSTITUT ROYAL D'ARCHITECTURE DU CANADA;

"Director" means a member of the Board;

"Emerging Professionals" has the meaning stated in the Governance Manual;

"Geographic Region" has the meaning stated in the Governance Manual;

"Governance Manual" means the document or documents so designated by the Board;

"Meeting of members" includes an annual meeting of members or a special meeting of members;

"Ordinary resolution" means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act; and

"RAIC" means the Corporation;

“Special resolution”

such person, but must:

- (a) be a member in good standing of an institute or association of accountants incorporated by or under an act of the legislature of a province of Canada;
- (b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the relevant sections of the Act; and
- (c) be independent, within the meaning of the Act, of the Corporation, its affiliates, the directors and officers.

4.03 Remuneration

The remuneration of the Public Accountant appointed by the members shall be fixed by Ordinary Resolution of the members, or by the Board if it is authorized to do so by the members. The remuneration of a Public Accountant appointed by the Board shall be fixed by the Board.

SECTION 5 – MEMBERSHIP

5.01 Class and Conditions of Membership

- (a) Pursuant to the Articles, there shall be one (1) class of members in the Corporation. The following conditions of membership shall apply:
 - (i) The term of membership shall begin upon the day the person is admitted to membership, and shall expire on December 31st of the same year, subject to renewal in accordance with the policies of the Corporation.
 - (ii) As set out in the Articles, each member is entitled to receive notice of, attend and vote at all meetings of members and each member shall be entitled to one (1) vote at such meetings.
- (b) Membership in the Corporation shall only be available to individuals who are interested in furthering the Corporation's purposes; who apply to the Corporation for membership and are accepted into such in accordance with the Corporation's policies; and who meet one or more of the following requirements:
 - (i) registered and licensed as an architect with a Provincial or

- Territorial architectural regulator in Canada;
- (ii) registered as an intern with a Provincial or Territorial architectural regulator in Canada;
 - (iii) a full-time faculty member in good standing at a School of Architecture in a Canadian University;
 - (iv) a graduate of an accredited architectural program in Canada who has earned an M. Arch degree or its equivalent;
 - (v) a graduate of an international architectural program who is residing or employed in Canada and who has obtained certification from the Canadian Architectural Certification Board or has otherwise satisfied the Board of their qualifications;
 - (vi) registered as a retired architect with a Provincial or Territorial architectural regulator in Canada; or
- (c) Each member understands that membership in the Corporation is a privilege and not a right.
- (d) Each member must abide by the Corporation's By-laws, Code of Ethics and other policies in force from time to time.
- (e) Upon request, each member must sign a declaration stating that they will abide by the Corporation's By-laws, Code of Ethics and other policies in force from time to time.
- (f) Each individual who qualifies as a member under section 5.01(b) above shall be permitted to use the (o u)--1.8Mresiding or

A membership in the Corporation is not transferable.

Pursuant to subsection 197(1) (Amendment of Articles or By-Laws) of the Act, a

preceding financial year;

- (b) fill vacancies on the Board;
- (c) appoint the Public Accountant for the ensuing year, or waive such appointment in accordance with the Act;
- (d) fix the remuneration of the Public Accountant, if any, or provide for such remuneration to be fixed by the Board; and
- (e) receive reports from the appropriate officers, committees or bodies with

other communication facility that permits all participants to communicate adequately with each other during a Meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

If the Directors or members of the Corporation call a Meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting must be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.09 Votes to Govern

At any Meeting of members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

6.10 Chairperson of Meeting

The President shall act as the chairperson of any Meeting of members. In the absence of the President, the President-Elect shall act as the chairperson of any Meeting of members. If the President Elect is unavailable the members who are present and entitled to vote at the meeting may choose one of their number to be the chairperson of the meeting.

6.11 Proposals at Annual Members Meeting

Subject to compliance with section 163 of the Act, a member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of directors if the Proposal is signed by not less than 5% of members entitled to vote at the meeting at which the Proposal is to be presented. Subject to the

Corporation, has attained at least 18 years of age, has not been declared incapable by a court, and does not have the status of a bankrupt.

7.04 Election of Directors

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- (j) a number of directors-at-large that brings the slate to the fixed number of directors, if any, or otherwise does not cause the slate to exceed the maximum number of directors permitted in the Articles.

7.06 Director Terms

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- (c) submits a written resignation to the Board or to the Chief Executive Officer of the Corporation, which becomes effective at the time it is sent to the Corporation or at the time specified in the resignation, whichever is later; or
- (d) is otherwise removed in accordance with the Act.

7.08 Indemnity

Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Corporation shall, from time to time and at all times, indemnify each Director or officer or former Director or officer (and each such Director's, officer's or other individual's respective heirs, executors, administrators, or other legal personal representatives and his or her estate and effects, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity), against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved provided that the individual to be indemnified acted honestly and in good faith with a viduo bl i i745d.225 Td [(a)-2 (g)-2 (a)n-2 2 (t)9n-2 2Ve9od f

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Geographic Regions, College of Fellows, and Emerging Professionals.

SECTION 10 – OFFICERS

10.01 Election and Appointment

The Board may designate the offices of the Corporation and specify their

shall serve a maximum of one (1) consecutive term of two (2) years.

(b) President-Elect – the President-Elect must be a member and director of the Corporation. The President-Elect shall serve in place of the President when necessary. The President-Elect shall assist the President in implementing the policies and programs of the Board and managing the affairs of the Corporation. The President-Elect shall have such other powers and duties as the Board may specify. The President-Elect shall serve a maximum of one (1) consecutive term of two (2) years.

(c) Immediate Past-President – The Past-President must be a member and director of the Corporation. The Past-President must have served as the President for at least one of the three (3) years immediately preceding his or her appointment. The Past-President shall have such powers and duties as the Board may specify. The Past-President shall serve a maximum of one (1) consecutive term of two (2) years.

(d) Treasurer – the Treasurer must be a member and director of the Corporation. The Treasurer shall be respons8 444.6 Tm [-0.002 -2 (a)-n-5 (c(if)-1 (y)1 (.)

(h) Interns and Intern Architects

A Director or an officer must disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of the directors or of committees, the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or officer:

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or Public Accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 13 – FUNDAMENTAL CHANGES

13.01 – Fundamental Changes to Articles and By-laws

A special resolution of the members is required to make any amendment to the Articles or the By-laws of the Corporation to do the following:

- (a) change the Corporation's name;

- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

SECTION 14 – BY-LAWS

14.01 By-laws, Amendment or Repeal

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal sha

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