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# ARCHITECTS' ASSOCIATION OF PRINCE EDWARD ISLAND

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## GENERAL BY-LAWS

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### PREAMBLE

The Council of the Architects' Association considers it advisable to pass By-Laws for the regulation of the Association and its affairs: -

**RESOLVED THAT** the following be enacted as the general By-Laws: -

1. INTERPRETATION

1.1 In these by-laws and any other by-laws of the Association, unless the context otherwise specifies or requires,

- (a) "Act" means the Architects' Act, bill No. 19, 2nd Session, 5th General Assembly, 1990, as amended from time to time and includes any successor legislation; - in the event of a successor legislation any reference in a by-law to the Act or a provision thereof shall be read as referring to the successor legislation or the provision substituted therefore, as the case may be;
- (b) words importing the singular include the plural and vice-versa;- words importing the masculine gender persons include the feminine and neuter gender and vice-versa; persons include corporations, companies, sole proprietorships, partnerships, syndicates, joint ventures and trusts;
- (c) "By-Law" means any by-law of the Association from time to time in effect and includes, where the context requires, any amendment or substitution therefore;
- (d) headings used in a by-law are inserted for reference only and are not to be considered in interpreting the provisions or to clarify, modify or explain the effects of any provision therefore; and
- (e) any term contained in a by-law which is defined in the Act shall have the meaning given in the Act.

2. REGISTERED OFFICE AND FISCAL YEAR

2.1 The Association shall maintain an office in Prince Edward Island at a location determined from time to time by Council.

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2.2 The fiscal year of the Association shall terminate on the 31st. of December.

3. SEAL

3.1 The Association shall have a seal which shall have inscribed therein the words: "Architects' Association of Prince Edward Island.....". The seal shall be kept at the office of the Association.

3.2 The seal shall be impressed on all Certificates of Registration and on all deeds, contracts, agreements, certificates or other instruments in writing requiring the seal.

3.3 The seal shall not be used except under the signature of the officer or officers, or member or members or Council or other person or persons authorized to sign and seal an instrument in writing under the provisions of these by-laws.

4. MEMBERSHIP

4.1 Classes of Members

4.1.1 "Registered Members: are individuals enrolled as members under By-Law 4.3.2 hereof;

4.1.2 "Reciprocal Members" are individuals enrolled as members under By-Law 4.3.9 hereof;

4.1.3 "Graduate Members" are individuals enrolled as members during their assistantship under By-Laws 4.3.9 hereof;

4.1.4 "Student Members" are individuals enrolled as members as students of architecture under By-Law 4.3.10 thereof;

4.1.5 "Retired Members" are individuals who have ceased the practice of architecture while Registered Members in good standing: - membership is automatic upon retirement from active practice.

4.1.6 "Honourary Members" are individuals who have rendered the profession special and valuable service or who have practised with distinction any of the arts and

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crafts allied to architecture. The name of such an individual shall be suggested to Council in writing by a Registered Member, countersigned by four (4) other Registered Members; upon endorsement of the nomination by Council, the individual shall be elected by a four-fifths (4/5) vote of the members present and entitled to vote at an Annual or a Special meeting.

4.1.7 “Associate Members” are individuals who have an interest in architecture and the Architect’s Association of Prince Edward Island, but who do not practice architecture and are not eligible for other classes of membership.

4.2 Voting Rights

Only Registered Members are entitled to hold office, and to receive notice of, to attend, to be heard and to vote at all meetings of the Association. Reciprocal Members, Graduate Members, Student Members, Retired Members and Honourary Members who have practised architecture are entitled to notice of, attend, and be heard at, all meetings. Honourary Members who have not practised, and Associate Members, may attend and be heard by invitation of Council.

4.3 Admission to Membership

4.3.1 Registered Membership

An applicant for Registered Membership who has passed the prescribed examinations and otherwise complied with the provisions of the Act and the By-Laws, and has tendered the prescribed fees for registration and the annual dues for the current calendar year, may, on recommendation of the Board of Examiners, be approved for registration by Council.

4.3.2 Registered Membership Requirements

An applicant for Registered Membership shall

- (a) be ordinarily resident in Prince Edward Island;
- (b) be a graduate in architecture of an accredited university, other academic or technical institution, or program of study recognized by Council, and hold a Canadian Architectural Certification number.

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- (c) have fulfilled the requirements of approved architectural experience established from time to time by Council with the advice of the Board of Examiners;
  - (d) provide evidence of good character satisfactory to Council;
  - (e) pay the prescribed fees and the annual dues for the calendar year; and
  - (f) be an individual who,
    - (i) has worked as an Architect's assistant in a manner prescribed by the by-laws for a period of three (3) years after graduation, or such lesser period as Council may, on recommendation of the Board of Examiners, determine to be adequate, and has completed an approved architectural experience record to the satisfaction of the Board of Examiners and has passed the examinations set by the Board; or
    - (ii) has completed the required studies in a Syllabus Program and passed the examinations set by the Board to the satisfaction of the Council while enrolled as a Student Member and employed in the office of a practising member of a professional Association of Architects recognized by council, and has worked as an assistant for a period of three (3) years or such lesser period as Council may, on recommendation of the Board, determine to be adequate, and has completed the work in the manner prescribed by the by-laws; or
    - (iii) is currently or has been a member in good standing, and is currently eligible, upon application, to become a member in good standing, of an Architect's Association in Canada having requirements for membership which are in the opinion of Council equivalent to those of the Association, and provides evidence that he understands the Act and the by-laws and any other laws of Prince Edward Island or Canada which, in the opinion of the Board or Council, are applicable to the practice of architecture in Prince Edward Island; or
    - (iv) is currently or has been a member in good standing, and is currently eligible, upon application, to become a member in good

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standing of an Architects' Association or institute within or outside Canada where, in the opinion of Council, the qualifications are satisfactory to permit the proper practice of architecture and where the person has satisfactorily passed any examination which council may consider necessary to establish satisfactory training and experience.

#### 4.3.3 Registered Members Residency

- (a) An applicant for registration under By-Law 4.3.2 (f) (i) or (ii) shall have resided in Prince Edward Island for not less than six (6) months prior to submission of his application, and shall express his intention to reside in Prince Edward Island for the greater part of each year after registration.
- (b) An applicant for registration under By-Law 4.3.2 (f) (iii) shall establish ordinary residence in Prince Edward Island prior to submission of his application, and shall express his intention to reside in Prince Edward Island for the greater part of each year after registration.
- (c) An applicant for registration under by-Law 4.3.2 (f) (iv) shall establish ordinary residence in Prince Edward Island prior to submission of his application, and shall express his intention to reside in Prince Edward Island for the greater part of each year after registration.

#### 4.3.4 Graduate Members' Experience

- (a) The employment as an assistant referred to in By-Laws 4.3.2 (f) (i) and (ii) shall be in the office of Registered Member practising in Prince Edward Island or in the office of a practising member of an Association of Architects recognized by Council, or in an office approved by Council. At least six (6) months of the period of assistantship shall be served in Prince Edward Island with a Registered Member practising in Prince Edward Island.
- (b) An applicant shall be responsible for the completion of a detailed record of his employment certified to the satisfaction of Council and, where possible, the record shall be kept in an Experience Record Book approved by Council.

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- (c) Where an applicant applies for registration pursuant to by-Law 4.3.2 (f) (iv), the Board of Examiners may require a period of experience in the office of a Registered Member practising in Prince Edward Island, the duration and extent of the experience to be determined by Council on the recommendation of the Board following an interview with the applicant and a review of his application.

#### 4.3.5 Registered Members' Examinations

- (a) The examinations shall be the Architect Registration Examination (ARE) as prepared and conducted by the National Council of Architectural Registration Boards, NCARB.

4.3.6 All persons intending to apply for Registered Membership under By-Laws 4.3.2 (f)

4.3.7 All persons intending to apply for Registered Membership under By-Law 4.3.2 (f) (iv) shall be enrolled as a Graduate Member during the period of office experience (if any) prior to submission of his application.

4.3.8 All persons intending to apply for Registered Membership through the Syllabus program/Program of Study recognized by the Association under By-Law 4.3.2(f)(ii) shall be enrolled as a Student Member while taking the Program of Study.

#### 4.3.9 Reciprocal Membership

Reciprocal membership may be granted by Council upon application of a Registered Member of an Association of Architects in another Province of Canada or state of the United States of America, with which there is a signed agreement on reciprocal membership. The agreement on reciprocal membership shall establish the membership requirements and privileges, and memberships in the category may only be issued after the agreement has been confirmed or approved by a majority vote at the annual or special meeting of the Association regularly called for the purpose, attended by not less than a quorum. Reciprocal Members must also obtain a Certificate of Practice in order to practice Architecture within Prince Edward Island. Granting a Reciprocal Membership does not automatically entitle the Reciprocal Member to a Certificate of Practice.

#### 4.3.10 Graduate Membership

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An applicant for Graduate Membership who is a graduate in architecture of an accredited university, other academic or technical institution, or a Program of Study recognized by Council and who is employed as an assistant with a Registered Member practising in Prince Edward Island may be admitted to membership by Council.

#### 4.3.11 Student Membership

An applicant for Student Membership who is enrolled in a Syllabus Program/Program of Studies recognized by the Association with a Registered Member practising in Prince Edward Island may be admitted to membership by Council.

#### 4.3.12 Associate Membership

Associate Membership may be granted by Council upon application to Council, using forms approved by Council.

#### 4.4 Certificate of Registration

Upon registration a Registered Member shall be issued with a Certificate of Registration which remains the property of the Association. The member shall be responsible for the safe-keeping of the Certificate, and the return of the Certificate to the Association in the event of removal of the member's name from the Register. Upon removal of the name of a member from the Register the Certificate shall immediately be returned to the Association.

#### 4.5 General

##### 4.5.1 Notice of Act and By-Laws

All Registered Members, Reciprocal Members, Graduate Members and Student Members shall upon enrolment be issued with a copy of the Act and the By-Laws, and shall thereupon be deemed for all purposes to have knowledge of the contents thereof.

##### 4.5.2 Notice to Last Address

Each individual registered or enrolled as a member with the Association shall promptly notify the Registrar of any change of address of the member on the

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records of the Association shall be deemed to constitute service of notice for any purposed of the Association.

4.5.3 Resignations

Any member resigning from membership in the Association shall give notice in writing to the Registrar and the resignation shall only be effective from the date of acceptance of the resignation by Council and the name of the member shall be erased from the Register effective as of the date of acceptance.

5. LICENSING

5.1 Classification

5.1.1 The classes of licence to practise architecture in Prince Edward Island shall be:

- (a) Temporary, and
- (b) Special

and shall be issued by Council upon application on the prescribed form for the duration and on the terms and conditions set out herein.

5.1.2 Temporary License

- (c) The applicant shall agree to remain licensed for the duration of the project and for a period of one (1) year following substantial completion.
- (d) Applicants or the person with which the applicant practises architecture shall associate with a person ordinarily resident and authorized to practise architecture in Prince Edward Island who holds a current Certificate of Practice, and who shall endorse the application. The duties of the Prince Edward Island associate shall include:
  - (1) advising on technical and other matters of a local nature, reviewing documents at various stages of the project with respect to applicable Building and other Codes, Ordinances, etc., and
  - (2) participation in any stage of the project agreed between the

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applicant and the associate as being necessary in the professional interest of the client and the public.

The application shall include a summary of the agreement between the applicant and the associate satisfactory to Council.

- (e) Where more than one individual is responsible for practice of architecture in relation to the project which the licence is sought, all responsible individuals shall apply for a Temporary License and their applications shall accompany the other application for Temporary License and for a Certificate of Practice.
- (f) The fees for the issuance of a Temporary License shall be established by Council from time to time.

### 5.1.3 Special Licence

Special Licences may be issued by Council for the period of time and on the following terms and conditions:

- (a) The application shall be completed by the applicant and forwarded to the Association together with the prescribed fee;
- (b) The applicant shall be or be employed with or as a Sub-Consultant to a person holding a current Certificate of Practice who shall endorse the application. The application shall contain a summary of the responsibilities of the applicant and the person under which the applicant practises architecture;
- (c) Licences shall be issued only for the specific project and for the specific periods of time set out in the application;
- (d) Where more than one individual is responsible for the practice of architecture as a Sub-Consultant by the person applying for the Certificate of Practice, each individual shall apply for a Special Licence and their applications for a Special Licence and for a Certificate of Practice.
- (e) The fees for the issuance of a Special Licence shall be established by Council from time to time.

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## 5.2 Renewal

5.2.1 Licences requiring renewal shall be renewed prior to the expiry date thereof.

5.2.2 An application for renewal shall be completed by the applicant in the form prescribed by Council and shall be accompanied by the prescribed fee.

5.2.3 An application for renewal of the Certificate of Practice issued with the license together with the prescribed fee shall accompany the application for licence renewal.

5.2.4 An application for renewal shall be endorsed by the Prince Edward Island Licensee or Registered Member to whom the applicant or the person with which the applicant practices architecture, provides services as a Sub-Consultant.

5.2.5 An application for renewal shall certify that the facts referred to in the original application for license or Certificate of Practice are true or state the facts that are no longer true and the present circumstances. An application for renewal shall provide proof of Liability Insurance as required under Section 6.1 (g).

## 5.3 General

### 5.3.1 Notice of Act and By-Laws

All licensees shall, upon issuance of a licence, be issued with a copy of the Act and these By-Laws, and shall thenceforth be deemed for all purposes to have knowledge of the contents of the Act and these By-Laws.

### 5.3.2 Notice to Last Address

Each individual enrolled as a licensee of the Association shall promptly notify the Registrar of any change of address. The mailing of a notice to the last address of the licensee on the records of the Association shall be deemed to constitute service of notice for any purpose of the Association.

## 6. CERTIFICATE OF PRACTICE

### 6.1 Certificate of Practise

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- 6.1 Certificates of Practice must be maintained for a period of one year from the date of Substantial Performance of the last completed project. A Certificate of Practice shall be issued by Council under Section 14 of the Act on the following terms and conditions:
- (a) The application shall be completed by the applicant and forwarded to the Association together with the prescribed fee, where applicable;
  - (b) The application shall establish that the applicant has complied with the provisions of Sections 12 or 13 of the Act and with the requirements of the By-Laws;
  - (c) The holder of the Certificate of Practice shall agree to comply with the Act and the By-Laws;
  - (d) The applicant, if he is an employee, shall provide evidence that he has the consent in writing of his employer to provide architectural services to the public;
  - (e) In the case of partnerships or corporations, all partners, officers or directors, who are Architects, shall be Registered or Reciprocal Members of the Association; and
  - (f) The application shall name the Registered Members, Reciprocal Members or licensees authorized to affix a stamp on behalf of the applicant in accordance with subsections 15(3) and (4) of the Act and shall agree that only these individuals are authorized to affix the stamp and signature.
  - (g) The applicant for a Certificate of Practice shall provide proof of Professional Liability Insurance in an amount not less than \$250,000.00 Limit per Claim, and an Aggregate Limit Per Year of \$250,000.00. Such insurance shall be maintained at all times a Certificate of Practice is in effect. All holders of Certificates of Practice shall provide proof of insurance annually along with their Annual Report of Business Form.
  - (h) Applicants for a Certificate of Practice as part of a Reciprocal Membership shall have practiced Architecture within Canada or the United States within the last 5 years, and/or shall provide evidence to Council of their knowledge of local conditions, building codes, and construction practices. Council may request an oral examination of the

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applicant.

6.2 Duration

6.2.1 Certificates of Practice shall be issued for each fiscal year of the Association to Registered Members and Reciprocal Members practising in their own name pursuant to subsection 12 (1) of the Act, or to sole proprietors, partnerships or corporations practising in accordance with Section 15 of the Act.

6.2.2 Certificates of Practice to be issued with a licence shall only be issued for the duration of the licence.

6.3 Renewal

Certificates of Practice, where applicable, shall be renewed prior to the expiry date thereof, on application in the form prescribed by Council. The application shall certify that the facts stated in the original application are true or where the facts differ, shall advise of the changes.

6.4 Stamp

6.4.1 Upon issuance of a Certificate of Practice, other than a renewal thereof, Council shall issue a stamp in accordance with Section 16 of the Act.

6.4.2 The stamp shall bear the name of the holder of the Certificate of Practice.

6.4.3 The stamp shall remain the property of the Association, and shall be returned to the Association when the holder therefor no longer holds a current Certificate of Practice, or where the membership or licence of the individual associated with the holder of the Certificate of Practice has been suspended, cancelled or revoked pursuant to the Act or the By-Laws.

6.4.4 A holder of a Certificate of Practice is not required to affix his stamp on a design in the case of an open competition in which anonymity is a requirement.

6.5 Name

6.5.1 A holder of a Certificate of Practice shall not use a name, designation or letterhead that is

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- (a) the same or similar to the name, designation or letterhead of a sole proprietorship, partnership, corporation or joint venture that engages in the practice of architecture in Prince Edward Island so that the use would be likely to deceive or confuse,
  - (b) A number name of a corporation,
  - (c) a name other than the name of the corporation,
  - (d) misleading,
  - (e) scandalous, obscene or immoral, or
  - (f) self-laudatory.

6.5.2 Names and designations for firms or corporate names shall comply with the following:

- (a) Anonymous designations are in general acceptable. A name or designation may include the name, names or initials of a past or present member. The name, names or initials of past or present members of the Association of Professional Engineers of Prince Edward Island may be included;
- (b) Firm names or designations shall not include the name or initials or individuals other than as authorized in Subsection 6.5.2. (a);
- (c) Firm names or designations may use the word "Architect" or any addition, abbreviation, derivation or variation thereof, and also the term "partner(s)", " and partner(s)", "associate(s)", "and associate(s)", or "partnership" if associates or partners in fact exist. The term "associate" or "partner" in this context means another member of the design profession.
- (d) The design professions in this context shall include persons duly qualified in the fields of landscape architecture, community planning and interior design, but does not include technicians or technologists. Any dispute as to the meaning or eligibility shall be referred to Council, whose decision shall be final. (Amended 27 February 1988).

**6.6**            Office and Records

6.6.1            A holder of a Certificate of Practice shall maintain a minimum organization for the practice of architecture and the delivery of architectural services.

6.6.2            As part of the organizational requirement every holder of a Certificate of Practice shall:

- (a)            maintain at least one office from which the practice of architecture is carried on;
- (b)            maintain chronological books, records, accounts and files for each architectural project including:
  - (i)            a record showing all fees and disbursements charged for services;
  - (ii)           files containing all letters, memoranda, notices and correspondence;
  - (iii)           files containing all evaluations, advice and reports;
  - (iv)           files containing all certificates, statements, notices and other documents with respect to contract administration or general review carried out; and
  - (v)           all designs issued, exhibited or used in the practice of architecture.

6.6.3            Every office in which the practice of architecture is carried on shall:

- (a)            generally or usually be accessible to the public during normal business hours;
- (b)            be equipped with a telephone that is answered either manually or by means of a mechanical device and that is listed in the local telephone directory under the name of the person holding the Certificate of Practice;
- (c)            have such staff, instruments, equipments and facilities as are reasonably

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necessary for the delivery of architectural services; and

- (d) be under the personal supervision and direction of a Registered Member, a Reciprocal Member or a licensee.

6.7 Joint Ventures

Upon entering into a joint venture to engage in the practice of architecture, the holder or holders of a Certificate of Practice shall file with the Registrar a memorandum summarizing the joint venture and the members thereof in a form prescribed by Council.

7. APPLICATION FORMS

- 7.1 All applications shall be made on the prescribed form (if any) and completed in full. In all cases, the fee or dues noted as payable on the form shall accompany the application.
- 7.2 The forms attached hereto form part of these By-Laws.
- 7.3 Council may from time to time make amendments to the prescribed forms that it considers necessary. Upon receiving a completed application, Council may request additional information from the applicant that it considers necessary.

8. FEES AND DUES

- 8.1 The fees and dues with respect to the enrolment or registration of members, licensees or persons holding a Certificate of Practice, for sitting for examinations and for the processing of applications shall be established annually by Council based upon the guidelines established in By-Laws 8.2 and shall take effect upon approval of Council.
- 8.2 Fees and Dues
- 8.2.1 Fee for initial registration as a Registered Member  
or as a Reciprocal Member not more than \$ 500.00

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8.2.2	Annual dues for Registered Members or Reciprocal Members not more than	\$1000.00
8.2.3	Fee for initial enrolment as a Graduate Member, Student Member, or Associate Member not more than	\$ 200.00
8.2.4	Annual dues for Graduate Members, not more than	\$ 100.00
8.2.5	Annual dues for Student Members, not more than	\$ 200.00
8.2.6	Annual dues for Retired Members, not more than	\$ 100.00
8.2.7	Annual dues for Honourary Members	\$ Nil
8.2.8	Fee for sitting for each additional oral or other examination required by the Board or Council, over and above the NCARB Architect Registration Examinations, not more than	\$ 500.00
8.2.9	Fee for a Certificate of Practice, annually not more than	\$1000.00
8.2.10	Fee for Temporary Licence, annually not more than	\$2000.00
8.2.11	Fee for Special Licence, annually not more than	\$2000.00
8.2.12	Fee for initial registration of a Temporary or Special Licence, annually not more than	\$500.00
8.2.13	Fee for Associate Membership, not more than	\$500.00
8.3	Annual dues under Sections 8.2.2, 8.2.4, 8.2.5 and 8.2.6 shall be for the fiscal year of the Association. Fees under Section 8.2.10 and 8.2.11 shall be for a project year commencing with the earlier of the date when the design work was first commence on the project by the applicant of the date or issuance of the Licence and Certificate of Practice.	
8.4	Annual fees shall be due on January 1 <sup>st</sup> of the fiscal year and paid no later than January 31 <sup>st</sup> .	

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- 8.5 All fees or dues shall be paid with the initial application or application for renewal and the application shall not be processed without full payment thereof.
- 8.6 All members, licensees or holders of Certificates of Practice in arrears of fees, dues, special levies or assessments as of the commencement of the fiscal year or otherwise when due shall be immediately removed from the Registers of the Association and, where applicable, Certificates of Practice held by the Registered Members or Reciprocal Members or licensees or persons under which the Registered Member, Reciprocal Member or licensee practices architecture, shall be deemed to be revoked and removed from the Register. Notice of removal of members or licensees from the Register and the revocation of the applicable Certificates of Practice, where appropriate, shall immediately be mailed to all Registered, Reciprocal, Graduate and Student Members and to the person holding the revoked Certificates of Practice.
- 8.7 Members whose names have been removed from the Register because of arrears in fees, dues, special levies or assessments may reapply for registration and shall be assessed fees and dues consisting of:
- (a) dues in arrears for the year of removal;
  - (b) dues for the current year; and
  - (c) a re-registration fee of not more than \$200.00.
- 8.8 If special circumstances arise requiring additional funding for the Association, Council may impose a special levy or assessment of not more than \$250.00 for or during each fiscal year on each Registered and Reciprocal Member. The levy shall be payable on receipt of notice thereof and, if not paid within thirty (30) days of the date of the notice, interest shall be payable at the rate of two percent (2%) per month.
9. MANAGEMENT
- 9.1 Administration
- 9.1.1 The affairs of the Association shall be administered by Council in accordance with the Act and the By-Laws. (ss. 7(1) - (3)).
- 9.1.2 The officers of the Association shall be the President, Vice-President, Treasurer, who shall be elected for a two (2) year term, by the members of Council from the

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membership of Council at the first meeting of Council following the annual meeting of members. Members of Council who are not Registered members of the Association shall not be entitled to hold office. (ss. 6(4)).

9.1.3 There shall be a Registrar who shall be a Registered Member appointed annually by Council and shall be a member of Council and hold office at the pleasure of Council. (ss. 7(8)).

9.1.4 There may be an Executive Secretary appointed from time to time by Council and who holds office at the pleasure of Council. Until such time as an Executive Secretary is appointed a Secretary shall be appointed from the Councillors at large.

9.1.5 The services of the Executive Secretary or the Registrar may be terminated by a majority vote of the entire Council.

9.1.6 The President, Vice-President, Treasurer, Registrar, Secretary and members of Council and of Committees shall serve without remuneration but shall be reimbursed for reasonable out-of-pocket expenses incurred in attending Council, Committee or Association meetings, or in respect of the performance of their duties or responsibilities. Council may in special circumstances and where it considers it appropriate, authorize an honourarium or honouraria to be paid to one or more of the above.

9.1.7 The terms of employment and remuneration of the Executive Secretary shall be settled from time to time by Council.

9.1.8 Council shall obtain, equip and furnish offices necessary to carry on the business of the Association.

9.1.9 Declaration of Interest

Every member of Council or officer of the Association who is party to a material contract, or a proposed material contract with the Association, or who is a director or officer of, or has a material interest in, any person who is a party to a material contract, or a proposed material contract, with the Association, or has a conflict of interest with respect to any matter before Council, shall disclose in writing to the Association, or request to have entered in the minutes of meetings of Council, the nature and extent of his interest, or immediately upon the member of Council or officer becoming aware of the interest, and the member of Council

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shall refrain from participating in the decision and voting in respect of the material contract or the matter.

#### 9.1.10 Protection of Members of Council and Officers

No member of Council, of a Committee of Council, of the Association, a Board or Officer or employee of the Association shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other member of Council or officer; or
- (b) for joining in any receipts or other acts for conformity; or
- (c) for any loss or expense happening to the Association through the insufficiency or deficiency of title4 to any property acquired by order of Council on behalf of the Association; or
- (d) for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested; or
- (e) for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Association have been deposited; or
- (f) for any loss occasioned by error of judgement or oversight on his part; or
- (g) for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of this office or in relation thereto;

unless in or as a result of any action, suit or proceeding he is adjudged to be in breach of any duty or responsibility imposed on him as a member of Council or of a Committee of office under the Act or the By-Laws or under any other statute.

#### 9.1.11 Indemnity of Members of Council and Others

The Association shall indemnify the members of Council or officers or employees of the Association, former members of Council or officers or employees of the Association, or any person acting or who has acted as a member of a committee or Board of Council or of the Association, against all

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costs, charges and expenses including an amount paid to settle an action or satisfy a judgement reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he has been made a party by reason of being or having been a member of Council or officer or employee or member of a committee or board if:

- (a) he acted honestly and in good faith with a view to the best interest of the Association; and
- (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing his conduct was lawful. The Association shall also indemnify a member of Council or officer or employee or member of a committee or board who has been substantially successful in the defense of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a member of Council or officer or employee or member of a committee or board, against all costs, charges and expenses reasonably incurred by him in respect of the action or proceeding if the member of Council, or officer or employee or member of a Committee or Board is fairly and reasonably entitled to such indemnity.

#### 9.1.12 Insurance for Members of Council and Officers

The Association may purchase and maintain insurance for the benefit of any member of Council, officer, employee or member of a committee of the Association against liabilities, costs, charges and expenses sustained or incurred by them for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### 9.2 Duties of Officers, Secretary and Registrar

##### 9.2.1 The duties of the President shall include:

- (a) presiding at all meetings of the Association and of Council; and
- (b) responsibility for the general supervision and direction of the affairs of the Association in accordance with the Act and the By-Laws.

The President is not entitled to vote at any meeting of Council or of the members

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at which he is Chairman, except in the case of a tied vote, and then he may cast the deciding vote.

9.2.2 In the absence or inability of the President, the Vice-President shall assume the duties and responsibilities of the President. The Vice-President shall not be entitled to vote at any meeting of Council or of the members at which he is Chairman, except in the event of a tied vote, and then he may cast the deciding vote. In the event the office of President becomes vacant, the Vice-President shall assume the office of President until the first meeting of Council following the annual meeting.

9.2.3 The duties of the Treasurer shall include:

- (a) maintaining complete and accurate books of account in which are recorded all receipts and disbursements of the Association;
- (b) under the direction of Council, the control and deposit of money, the safekeeping of securities and the collection and disbursement of funds;
- (c) accounting to Council at all meetings thereof or whenever required by Council with respect to his transactions as Treasurer and the financial position of the Association;
- (d) accounting to members at the annual meeting, or whenever required, with respect to his transactions as Treasurer and the financial position of the Association;
- (e) submitting annually the financial statements to Council and the membership;
- (f) other duties assigned by Council from time to time;
- (g) collecting of all money due the Association;
- (h) certifying all bills or vouchers before presentation to Council for payment; and
- (i) maintaining proper records showing the source and disposition of all income.

9.2.4 The duties of the Registrar shall include:

- (a) establishing and maintaining Registers of members, licensees and proprietorships, partnerships or corporations holding Certificates of Practice in which shall be entered the name, address and the date of entry for each entrant;
- (b) recording in the Registers the names of those removed therefrom together with the date and reason for removal;
- (c) the preparation and certification of a list of all members eligible to vote and to hold office for use at the annual meeting and, more particularly, for the conduct of elections; and
- (d) other duties and responsibilities stipulated by the Act and the By-Laws, or assigned by Council from time to time.
- (e) receiving all applications for registration or enrollment of members, licensing or Certificates of Practice together with all supporting documents;
- (f) maintaining custody of the seal of the Association;
- (g) prior to each annual meeting, submitting to Council a list of all members in good standing.

9.2.5 The duties of the Secretary shall include:

- (a) attending and acting as secretary and recording the minutes for all meeting of the Association and of Council, issuing correspondence in accordance with decisions taken and policies established at the meetings, and issuing all notice required to be given to member of the Association and Council;
- (b) acting as secretary for the committees as Council may direct;
- (c) cooperating and coordinating with the Registrar;
- (d) submission to the members at the annual meeting of reports required by Council; and

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- (e) other duties and responsibilities stipulated by the Act or By-Laws, or assigned by Council from time to time.

9.3 Financial and Signing Authority

- 9.3.1 All money received on behalf of the Association shall be deposited to the credit of the Association in a chartered bank or trust company incorporated in Canada and approved by Council and all payments shall be made by cheque and signed by the signing officers designated hereunder.
- 9.3.2 The purchase or sale of investments of the Association shall be approved by Council. Investment in securities shall be registered in the name of the Association or a trustee appointed by Council, and shall be kept in a safety deposit box in a chartered bank or trust company incorporated in Canada.
- 9.3.3 Council may authorize in any fiscal year unbudgeted capital expenditure to a value of not more than \$1,000.00. Capital expenditures in excess of \$1,000.00 in any fiscal year must have the prior approval of the Members at an Annual or Special Meeting of the Association either specifically or by approval of the capital budget.
- 9.3.4 Council may borrow money from time to time on the credit of the Association up to the cumulative amount of \$2,000.00. Any borrowing in excess of \$2,000.00 must be approved by a fifty-one percent (51%) vote of the membership present or represented by proxy at an annual or special meeting. The mortgaging, pledging or otherwise creating a security interest in any property of the Association to secure any obligation of the Association shall be approved by a fifty-one percent (51%) vote of the membership present or represented by proxy at an annual or special meeting.
- 9.3.5 Deeds, assignments, contracts, cheques, drafts, orders for the payment of money, promissory notes, acceptances, bills of exchange or other instruments in writing requiring the signature of the Association may be signed on behalf of the Association by the President, Vice-President, the Treasurer and the Executive Secretary, or any two of them, and the seal may be fixed thereto as required by any person authorized to sign. All instruments in writing signed as aforementioned shall be finding on the Association without any further authorization or formality.

- 9.3.6 A firm of chartered accountants shall be appointed at each annual meeting to review the books of the Association. The review shall include an examination into the financial position of the Association and the preparation of a balance sheet, income statements and any other reports required by Council. The statements shall be submitted by the Treasurer to Council for approval and thereafter shall be presented to the annual meeting.

10. MEETINGS

10.1 Meetings of Council

- 10.1.1 Council meetings shall be called by the Secretary at the direction of the President or any three (3) members of Council. At least eight (8) meetings shall be held each year. Notice of each meeting of Council shall be delivered, mailed, telecopied or telephoned to each member of Council not less than 72 hours before the meeting is to take place. Notwithstanding the above, meetings of the Council may be held without notice if all the members of Council are present or if the absent members have waived notice or otherwise signified their assent to the meeting.

10.1.2 Quorum

At least three (3) Registered Members shall be present at a meeting of Council in order to constitute a quorum for the conduct of business.

10.1.3 Organizational Meeting

Council shall meet for organizational purposes, election of officers, appointment of the Registrar and for the transaction of any business which shall come before it immediately after the annual meeting of the Association at which they are elected at the place at which the meeting of the Association has been held, unless some other place is agreed upon by all members of Council then present. No notice of the time or place of such meeting shall be necessary. The business of the meeting may be proceeded with if a quorum is present, notwithstanding a member or members of Council may not have had notice of their election to Council or of the time and place of the meeting.

10.1.4 Participation by Telephone

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With the unanimous consent of all members of Council, a member may participate in any meeting of Council by telephone or other communications facilities that permit all persons participating in the meeting to hear each other, and a member of Council participating in a meeting by such means is deemed to be present at the meeting.

#### 10.1.5 Telephone Conference Meeting

With the unanimous consent of all members of Council, a meeting of Council may be held by conference telephone call or other communications facilities that permit all persons participating in a meeting to hear each other, and all members of Council participating in the meeting by such means are deemed to have been present at a meeting of Council.

#### 10.1.6 Transaction of Business by Signatures

A resolution in writing, or counterparts of a resolution, signed by all members of Council entitled to vote on the resolution at a meeting of Council is as valid as if it had been passed at a meeting of Council called, constituted and held for the purpose.

#### 10.1.7 Election of Chairman

In the event that the President or the Vice-President is not present or is unwilling to act as Chairman at a meeting of Council, the meeting shall appoint a chairman who shall not be entitled to vote, except in the event of a tied vote, and then he may cast the deciding vote.

### 10.2 Meetings of the Association

10.2.1 The annual meeting of the Association shall be in Prince Edward Island and shall be held on or before the last day of June in each year at a place and time set by Council.

10.2.2 The agenda for the annual meeting shall include:

- (a) minutes of the last annual meeting and any special meeting held since the last annual meeting;
- (b) business arising from the minutes;

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- (c) report of the President;
  - (d) report of the Registrar;
  - (e) report of the Treasurer, presentation of the financial statements and budget, and (if thought fit) the approval thereof;
  - (f) report(s) of the Executive Secretary;
  - (g) appointment of chartered accounts;
  - (h) reports of committees;
  - (i) report of the Nominating committee and the election of members of Council; and
  - (j) new business.

10.2.3 Council may call a special meeting of the Association at any time, and shall call a special meeting within 60 days of receipt of a written request to do so from 5 or more Registered Members. The notice of special meeting shall state the specific purpose thereof. Only the business for which the meeting was called shall be transacted at the special meeting.

#### 10.2.4 Quorum

The quorum for the transaction of business at annual meetings of the Association and any special meetings of the Association shall not be less than 6 members present in person.

10.2.5 At each meeting of the Association every Registered Member present shall be entitled to one vote. No Registered Member shall be entitled to vote at a meeting of the Association by proxy other than the following specific exceptions. Every Registered Member may, by instrument in writing, appoint the President, or failing him, the Vice-President, or failing him the Treasurer, or failing him the Registrar, his proxy to attend and act at the meeting for a specific purpose of voting on behalf of the Registered Member in the manner directed by the Registered Member with respect to the enactment, repeal or amendment of a By-Law, a resolution authorizing borrowing or the mortgaging, pledging or granting of a security interest in the property of the Association to secure an obligation of

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the Association. The instrument appointing the proxy shall be in the form prescribed by Council and shall be deposited with the President before any vote is cast under its authority, or at such earlier time and in such manner as Council may prescribe.

10.2.6 At all meetings of the Association every question shall, unless otherwise required by the Act or By-Laws, be decided by a majority of the votes cast on the question.

10.2.7 Notice of an annual or special meeting shall be in writing and shall be delivered, mailed, telecopied or telephoned to members at least 14 days before the date set for the meeting. A meeting of the Association may be held without notice if all members waive notice in writing.

10.2.8 In the event that the President or the Vice-President is not present or is unwilling to act as Chairman at an annual or special meeting, the meeting shall appoint a chairman who shall not be entitled to vote, except in the event of a tied vote, and then he may cast the deciding vote.

10.2.9 Transaction of Business by Signature

A resolution in writing, or counterparts of the resolution, signed by all Registered Members entitled to vote on the resolution at a meeting of the Association are as valid and effective as if passed at a meeting of the Association duly called, constituted and held for that purpose.

11. COUNCIL

11.1 Composition

11.1.1 The Council of the Association shall consist of three (3) elected Councillors together with the immediate Past President, the Registrar, and any non-members (if any) elected or appointed pursuant to Subsection 6 (2) of the Act and the By-Laws. (Note: the quorum for a Council meeting remains at 3 as per Section 10.1.2)

11.1.2 Councillors shall hold office for two (2) years.

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11.1.3 A member of Council may be removed from office before the expiration of their term of office by a majority vote of Registered Members present at a special meeting of the Association of which notice specifying the intention to pass the resolution has been given. The Registered Members may, by a majority of votes cast at the meeting, elect any Registered Member in his stead for the remainder of his term, or may authorize Council to appoint a Registered Member in his stead for the remainder of his term.

11.1.4 Vacancies

The office of a member of Council shall ipso facto be vacated if:

- (a) he dies;
- (b) by notice in writing to Council he resigns his office effective immediately, in accordance with its terms, or upon acceptance by Council;
- (c) he is removed from office in accordance with the provisions of the Act or the By-Laws; or
- (d) he ceases to be qualified.

Any member of Council who has failed to attend three (3) meetings of Council during a year of his term without reasonable excuse may be asked by Council to resign.

11.1.5 In order to ensure continuity in Council two (2) members shall be elected each year.

11.2 Election of Council

11.2.1 If an election is required the election of Council shall be by secret ballot. The nominees receiving the most votes shall be declared elected by the Chairman.

11.2.2 Counting of ballots shall be done by scrutineers appointed by the Chairman. The scrutineers' report shall contain:

- (a) the names of successful candidates;
- (b) the total number of valid ballots cast; and

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- (c) the number of spoiled ballots.

Ballots shall be immediately disposed of by the scrutineers after their report has been presented to the Chairman and he has declared the nominees elected or that there is a tied vote.

- 11.2.3 In the case of a tied vote, the tie shall be broken by secret ballot of all Registered Members present at the annual meeting and eligible to vote.

## 12. COMMITTEES

### 12.1 Nominating Committee

Council shall appoint a Nominating Committee each year. The Committee shall provide the Council names of Registered Members willing to serve as elected members of Council sufficient in number to ensure full Council composition. Members may nominate candidates from the floor at the annual meeting and in such event an election shall be held.

### 12.2 Board of Examiners

A Board of Examiners shall be appointed by Council and shall consist of the Registrar, and other Registered Members as deemed necessary by Council.

- (a) investigate the academic credentials of applicants for membership or license; (Amended by Council, as provided in Section 13 of the By-Laws, 16 March 1989)
- (b) administer, set or approve examinations;
- (c) co-operate with other certification and examining boards in accordance with agreements approved by Council; and
- (d) report and submit a recommendation to Council on any applicant referred to the Board, submitting with such report any examinations, these or reports completed by the applicant in fulfillment of requirements for

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registration.

12.3 Other Committees

Council may appoint other committees and assign to them such duties or functions as may be appropriate for the management of the Association.

12.4 Reports

The Board of Examiners and each Committee, except the Nominating Committee, shall submit an annual report to Council at least 30 days prior to the annual meeting and shall submit other reports requested by Council.

13. GENERAL

13.1 Amendments to By-Laws or Act

13.1.1 Council may enact, repeal or amend By-Laws in accordance with the procedure prescribed by the Act and the By-Laws.

13.1.2 Any amendments to the Act or the Enactment, repeal or amendment of the By-Laws shall be confirmed or approved by a majority vote at an annual or special meeting of the Association regularly called for the purpose, attended by not less than a quorum and with not less than fifty-one percent (51%) of the Registered Members present in person or represented by proxy in accordance with the By-Laws.

13.1.3 Proposals for amendments to the Act or the enactment, repeal or amendments to the By-Laws may be made by Council or by any three (3) Registered Members sent to the Secretary in writing for consideration by Council. Members' proposals shall be considered by Council, and the Registered Members submitting the proposed amendments shall be notified by Council of acceptance, rejection or of suggested changes to their proposed amendments within 60 days of receipt. The proposers shall then notify the Executive Secretary in writing whether they wish to withdraw their proposed amendments, accept any changes suggested by Council, or insist on the original form of the proposed amendments. If the final decision by the proposers is received in writing by the Executive Secretary more than 60 days prior to the date fixed for the annual meeting of the Association, the proposed amendments shall be submitted to the annual meeting

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for approval. If the agenda for the annual meeting is not completed, the proposed amendments may, at the discretion of Council, be held over to a special meeting or to the next annual meeting if no special meeting is called.

13.2 Rules of Order

Where with respect to proceedings of the Council, the Association, of any committee thereof, any question arises with respect to procedure which has not been dealt with in the Orders, shall apply, mutatis mutandis.

14. STANDARDS OF PRACTICE

14.1 Conflicts of Interest

14.1.1 A holder of a Certificate of Practice has a conflict of interest where the holder, or an officer, director, partner or employee of the holder

- (a) has a direct or indirect financial or other interest in any material, device, invention or service used on a building project with respect to which the holder provides architectural services;
- (b) makes use of any service offered by a Contractor, Subcontractor or Manufacturer or Supplier or building materials, appliances or equipment, that may adversely affect the judgement of the holder as to any question that arises on a building project with respect to which the holder provides architectural services;
- (c) has a direct or indirect financial or other interest, whether personal or otherwise, in or with a person, firm, partnership or corporation that is the Owner, Contractor, Subcontractor, Construction Manager, Design-builder or Project manager of a building project with respect to which the holder provides architectural services;
- (d) has a direct or indirect financial or other interest in contract or transaction, other than the agreement between the Architect and the Client, to which the Owner, Contractor, Subcontractor, Construction manager, Design-builder or Project manager is a party on a building project with respect to

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which the member or holder provides architectural service;

- (e) has a direct or indirect financial or other interest, whether personal or otherwise, that may adversely affect the judgement of the holder as to any question that may arise on a building project with respect to which the holder provides architectural services; or
- (f) has a direct or indirect financial or other interest, whether personal or otherwise, in or with any person, firm, partnership or corporation that submits or has submitted tenders or bids on a building project with respect to which the holder provides architectural services.

14.1.2 Subsection 14.1.1(a) does not apply to create a conflict of interest where the interest is disclosed in the contract documents and the consent in writing of the Client is obtained.

14.1.3 Subsection 14.1.1(c) and (d) do not apply to create a conflict of interest where the interest is disclosed in the Contract Documents.

14.1.4 Subsection 14.1.1 does not apply to create a conflict of interest in the provision of architectural services with respect to a building project of which the holder is a substantial owner or that is controlled by the holder where the interest is disclosed in the contract documents.

## 14.2 Ethical

14.2.1 No holder of a Certificate of Practice, or officer, director, employee or partner or a holder, shall solicit or accept any work in respect of a building project knowing or having reason to believe that another holder is engaged on the same building project for the same purpose by the same Client.

14.2.2 Subsection 14.2.1 does not apply to prevent a holder from

- (a) advising or reporting on any aspect of the practice of architecture if an independent opinion is being sought and the other holder has been so informed in writing by the Client, or
- (b) undertaking the work after,
  - (i) the Client has given notice in writing to the holder that the

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engagement or employment of the other holder has been terminated, and

- (ii) the holder has given notice in writing, by registered mail, to the other holder that he has been engaged or employed for the same purpose by the same Client.

14.2.3 Every member of the Association or holder of a Certificate of Practice shall bring to the attention of the Registrar promptly any act or omission by another member or holder that may constitute professional misconduct or incompetence.

14.2.4 Every member of the Association or holder of a Certificate of Practice shall bring to the attention of the Registrar promptly any act or omission by any person that may constitute a contravention of the Act or the By-Laws.

14.2.5 Every member of the Association or holder of a Certificate of Practice shall meet his financial obligations to the Association, his employees and the financial obligations related to the provision of architectural services.

14.2.6 All members of the Association and others licensed to practice shall, at all times, conduct their practice of architecture, their relationship with the public, clients, professional associates, and either members of their profession in accordance with the Act and the By-Laws.

## 15. PROFESSIONAL MISCONDUCT

15.1 For the purpose of the Act and By-Laws, "professional misconduct" shall include:

15.1.1 Contravention of any provision of the Act or the By-Laws;

15.1.2 Knowingly contravening any provision of the National Building Code, if applicable, or other building codes having application;

15.1.3 Knowingly contravening any federal, provincial or municipal law, regulation or By-Law relating to the construction, enlargement or alteration of buildings;

15.1.4 Authorizing, permitting, counselling, assisting, aiding, abetting or acquiescing in any contravention of federal, provincial or municipal law or regulation;

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- 15.1.5 Authorizing, permitting, counselling, assisting, aiding or abetting any person who is not a member or a holder of a Certificate of Practice or a license to engage or hold himself out as engaging in the practice of architecture;
  - 15.1.6 Authorizing, permitting, counselling, assisting, aiding, abetting or acquiescing in any contravention of the Act or By-Laws by any person;
  - 15.1.7 Authorizing, permitting, counselling, assisting, aiding, abetting or acquiescing in any act that constitutes professional misconduct;
  - 15.1.8 Failing to abide by the terms and conditions of a Certificate of Practice or licence to practice;
  - 15.1.9 Failing to maintain the standards of practice of the profession;
  - 15.1.10 Charging a fee for architectural services not performed;
  - 15.1.11 Providing architectural services in competition with another holder of a Certificate of Practice for a building project in Prince Edward Island without a fee except when taking part in an open competition for a building project in Prince Edward Island;
  - 15.1.12 Knowingly submitting a false or misleading account or charge for architectural services rendered to a client;
  - 15.1.13 Signing or issuing a false or misleading certificate, report or other document;
  - 15.1.14 Having a conflict of interest;
  - 15.1.15 Using a name, designation or letterhead that is prohibited by the By-Laws;
  - 15.1.16 Using a stamp that has not been issued under the Act of the By-Laws;
  - 15.1.17 Affixing a stamp or permitting a stamp to be affixed to design, specification, report, contract or document pertaining to the practice of architecture that was not prepared in its entirety under the supervision and direction of a Registered Member or Licensee;
  - 15.1.18 Failing to ensure that the name and designation of the holder of the Certificate of Practice is on every design, specification, report, contract or document





