
Bylaws Under the *Architects Act*

Bylaws relating to the administrative and domestic affairs of the Ontario Association of Architects.

BE IT ENACTED as Bylaws of the Ontario Association of Architects (hereinafter called the "Association") as follows:

INTERPRETATION

1. In this Bylaw and all other bylaws of the Association hereafter passed, unless the context otherwise requires:
 - (a) "Act" means the *Architects Act*;
 - (b) "bylaws" means this Bylaw and all other bylaws which may be passed under the provisions of Section 8 of the Act;
 - (c) "Council" means the Council of the Association;
 - (d) "Executive Director" means the Executive Director of the Association;
 - (e) "The Manager, Finance" means the Manager, Finance of the Association;
 - (f) "proxy" means a completed and executed proxy in Form 1 or Form 2;
 - (g) "regulations" means the regulations passed under Section 7 of the Act;
 - (h) expressions used herein, unless the contrary intention appears, have the same meanings as in the Act and the regulations;
 - (i) wherever reference is made to any statute, regulation or section thereof, such reference shall be deemed to extend and apply to any amendment or to any re-enactment of such statute, regulation or section as the case may be; and
 - (j) words that imply gender shall be referred to in the plural as they or them or their.

SEAL

2. The Seal of the Association in use on the day this bylaw comes into force, which contains the words "ONTARIO ASSOCIATION OF ARCHITECTS" shall continue to be the official seal of the Association and shall be kept in the custody of the Executive Director at the head office of the Association.

DUTIES OF OFFICERS

3. The President

It shall be the duty of the President:

- (a) to perform all duties usual to the office of the President;
- (b) to preside at all meetings of the members of the Association, the Council and the Executive Committee;
- (c) to be the official representative and spokesperson for the Association;
- (d) to serve as an ex-officio member of all additional or special committees other than the committees established by the regulations and attend such meetings as may from time to time be required;
- (e) to instruct the Executive Director with respect to the calling of meetings of the members of the Association, the Council and the Executive Committee; and
- (f) to receive policy direction from the Council and report to the Council.

4. Vice-Presidents

It shall be the duty of the Vice-Presidents to perform such duties as the Council from time to time may require.

5. Senior Vice-President and Treasurer

It shall be the duty of the Senior Vice-President and Treasurer:

- (a) to supervise and report to the Council on the financial affairs of the Association at such times and in such manner as the Council may require; and
- (b) to perform all of the duties of the President in their absence.

6. Terms of Office

The term of office of the President, the Senior Vice-President and Treasurer and the Vice-Presidents shall commence on the day following their election and shall end on the day of election of their respective successors.



DUTIES OF MEMBERS OF THE COUNCIL

7. Each member of the Council shall comply with the provisions of the Act, the regulations and the bylaws, and shall exercise the powers and discharge the duties of their office honestly and in good faith and shall exercise the same degree of care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances in furtherance of the objects of the Association in order that the public interest may be served and protected. Each member of the Council shall:
 - (a) familiarize themselves with the Act, the regulations and the bylaws and with such other records and documents as may be necessary as background knowledge for the purpose of performing the duties of their office;
 - (b) attend every meeting of the Council and take part in the discussions and decisions taken at its meetings unless unavoidably detained by illness, urgent prior commitment or other emergency;
 - (c) serve on the committees which the Council may appoint under the provisions of the Act;
 - (d) be present at and participate in the annual or other general meetings of the members of the Association;
 - (e) provide liaison personally or as an alternate to at least one committee or task force, the meetings of which they shall attend unless unavoidably detained by illness, urgent prior commitment or other emergency;
 - (f) provide guidance to such committee or task force and its Chair whenever necessary and, if requested, prepare a written report for the next meeting of the Council as to the activities, concerns and intentions of the committee or task force;
 - (g) take an active role in the affairs of the Societies in the electoral district within which they have an address of record, including appearances at Society meetings as a representative of the Council;
 - (h) perform such duties as may be requested by the Council with respect to liaison with other organizations and to act as a representative on joint committees and task forces and at other functions in the electoral district within which they have an address of record;
 - (i) disclose any interest they may have, other than as a member of the Council, in any matter coming

before the Council, a committee or task force and thereafter withdraw from its meeting and not vote nor be counted in the quorum in respect of such matter;

- (j) ensure that confidential matters coming to their attention as a member of the Council are not disclosed by them except as required for the performance of their duties or as may be directed by the Council and preserve secrecy with respect to all matters that come to their knowledge in the course of their duties in accordance with the Act;
- (k) devote whatever time is reasonably necessary to properly perform their duties as a member of the Council; and
- (l) perform such other duties as from time to time may be agreed upon between them and the Council.

MEETINGS OF THE COUNCIL

8. There shall be not less than four (4) meetings of the Council in each year.
9. Meetings of the Council may be called by the Council, the Executive Committee, the President, or in their absence, the Senior Vice-President and Treasurer.
10. Meetings of the Council may be held at such place or places as the Council may from time to time determine.
11. A special meeting of the Council may be called by the Executive Director if they are directed to do so in writing, signed by at least four (4) members of the Council other than the President or the Senior Vice-President and Treasurer.
12. Notice of the meetings of the Council shall be given by the Executive Director on the direction of the President, the Senior Vice-President and Treasurer, or the Executive Committee and shall be delivered, mailed, telephoned or sent by other form of communication to each member of the Council not less than one (1) day before the meeting is to take place. Notice of any special meeting will be given not less than five (5) days before the meeting is to take place but no formal notice of any meeting shall be necessary if all members of the Council agree to accept shorter notice or waive notice entirely. The statutory declaration of the President, the Senior Vice-President and Treasurer or the Executive Director that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice
13. The order of business at meetings of the Council shall be such as the Council may establish from time to time.



14. Questions arising at any meetings of the Council shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to their original vote, shall have a second or casting vote.
15. No question or matter that has been decided by a majority of votes at a meeting of the Council in a calendar year shall be reviewed or re-examined at any subsequent meeting of the Council in the same calendar year unless at least two-thirds of the members of the Council present at that subsequent meeting agree to do so.
16. All Council meetings shall be open to the public except for the in-camera portion of any Council meeting. Matters to be considered in-camera include:
 - 1) Issues related to Association personnel;
 - 2) Litigation or matters in anticipation of litigation;
 - 3) Negotiations with a government, other association or governing body for architects or other professionals;
 - 4) Financial and personal matters where Council believes the need for privacy outweighs the public interest in disclosure; and
 - 5) Any other matter identified by the Executive Committee and agreed to by Council.
17. The transactions of the Council or of any committee are valid notwithstanding the disqualification of any member thereof through any defect or irregularity in their election or appointment. No error or omission in giving notice for a meeting of the Council shall invalidate such meeting and any member of the Council may at any time waive notice of any such meeting and may ratify or approve any or all of the proceedings taken or had thereat.

MEETINGS OF MEMBERS OF THE ASSOCIATION

18. An annual meeting of the members of the Association shall be called by the Council and held no more than fifteen (15) months after the holding of the last preceding annual meeting, and may be held at such place and at such times as shall be determined by the Council for the purpose of laying before the members the reports of the Council and the annual report of the Association in order to inform members of matters relating to the affairs of the Association.
19. Other general meetings of the members of the Association may be called by the Council or by any fifty (50) members of the Association who may sign a requisition for that purpose addressed to the Executive Director and shall be held at such place and at such times as shall be determined by the Council.
20. Preliminary notice of the annual meeting shall be given in the official publication on the Association Website and by email at least ten (10) weeks before the date fixed for the meeting.
21. Within thirty (30) days of the publication of the preliminary notice of the annual meeting, notice in writing by mail or email shall be given to the Executive Director of any motions to be made at the meeting which shall be signed by at least ten (10) members in good standing in the Association.
22. Formal notice of the annual meeting shall be given by the Executive Director to each member of the Association by sending the notice of such meeting by posting it on the Association website and by email at least twenty-one (21) days before the date fixed for the holding of the meeting and shall include notice of motions to be made at the meeting and the date by which proxies must be deposited with the Executive Director.
23. Any motions that are to be made at the annual meeting shall be:
 - (a) worded in the affirmative;
 - (b) contain only one proposition; and
 - (c) contain no unnecessary provisions.
24. Any resolution duly passed at the annual meeting or a general meeting called pursuant to a requisition signed by fifty (50) members in good standing in the Association must be considered by the Council within three (3) months of the meeting but is not binding on the Council.
25. Notice of the time, place, and purpose of a general meeting of the members of the Association other than the annual meeting, shall be given by the Executive Director on the direction of the Council, to each member of the Association by sending the notice of such meeting by email and by posting it on the Association Website at least twenty-one (21) days before the time fixed for the holding of the meeting.
26. Notice of any general meeting called by the Council or by requisition signed by fifty (50) members who are in good standing in the Association, shall indicate the purpose of and the matters to be brought before the meeting.
27. All notices required to be given to the members of the Association shall be deemed to have been regularly given if posted to the Association Website and delivered by email at their email address of record.



A statutory declaration by the Executive Director or by any person acting on behalf of them shall be conclusive evidence of the delivery of notices of meetings of members or the publication thereof on the Association Website containing such notice.

28. The order of business at the annual meeting of the members of the Association shall be:
- (a) the adoption of minutes of the previous meeting;
 - (b) business arising out of the minutes;
 - (c) considering reports of the Council and the annual report of the Association;
 - (d) receipt of the auditor's report;
 - (e) appointment of auditors and fixing their remuneration or authorizing the Council to fix their remuneration for the ensuing year;
 - (f) confirmation of bylaws passed by the Council since the last annual meeting of members of the Association; and
 - (g) such other general business, if any, as may properly come before the meeting.

The validity of actions taken at annual meetings of members of the Association shall not be affected by reason of failure to adhere to the order of business set out in this section.

29. The order of business at other general meetings of the members of the Association shall be determined by the Council, or if not so determined by the Council, then by the Chair of the meeting.
30. Fifty (50) members in good standing of the Association constitute a quorum at an annual or general meeting.
31. Every member who is in good standing in the Association is entitled to one vote either in person or by proxy at any annual or general meeting.
32. Members in good standing, persons whose interests are related to those of the Association as defined by the regulations, and guests as identified by the Council, may participate in any annual or general meeting.

GENERAL PROVISIONS AS TO MEETINGS

33. In the absence of proof to the contrary, minutes of any meeting of the members of the Association or the Council, purporting to be signed by the President, the Senior Vice-President and Treasurer or the Executive Director, or in the case of a committee, by the Chair of

the committee, shall be deemed to be a correct record of the proceedings at the meeting.

34. The President or in their absence, the Senior Vice-President and Treasurer, shall preside at the annual or general meetings of the members of the Association.
35. Subject to the discretion of the Chair presiding at the annual or general meeting of the members of the Association, discussion of any particular motion will be governed by the following rules:
- (a) one address by the mover of five minutes duration and a seconder of two minutes duration in submitting the motion;
 - (b) one address by any member of the Association of two minutes duration for or against the motion; and
 - (c) a reply by the mover of three minutes duration.
36. The procedure at all meetings of the Association shall be governed by the rules laid down in "Roberts, Rules of Order," (most recent edition) except as otherwise set out in the bylaws, provided that no action of the Association shall be invalid by reason only of an inadvertent failure to adhere to such rules.
37. Meetings of the Council and committees may be held, except in a proceeding in respect of a licence, certificate of practice or temporary licence, by means of conference call or other communication means by means of which all persons participating in the meeting can communicate simultaneously and instantaneously.
38. The Council or any committee other than the Academic Requirements Committee, the Experience Requirements Committee, the Registration Committee, the Complaints Committee or the Discipline Committee, may take action by signed resolution of all the members of the Council or committee, as the case may be.
39. Council may submit any matter relating to the affairs of the Association to the members to be voted upon at an annual or general meeting either by ballot or by show of hands in order to secure the approval of or an expression of opinion from the members and may submit such matters to the members to be voted upon by a letter ballot.

PROXIES

40. (1) Every member in good standing in the Association may by means of a proxy (Form 1), appoint another member in good standing in the Association to attend



and act at a meeting of the members of the Association in the manner and to the extent and with the powers conferred by the proxy.

(2) The Council may by resolution, fix a time not exceeding forty-eight (48) hours excluding Saturdays, Sundays and holidays, preceding any meeting or adjourned meeting of members of the Association, before which time proxies to be used at that meeting must be deposited with or faxed to the Executive Director and any period of time so fixed shall be specified in the notice calling the meeting.

(3) A member may revoke a proxy by depositing or faxing an instrument in writing executed by them personally:

(a) at the offices of the Association at any time up to and including the last business day preceding the day of the meeting or any adjournment thereof, at which the proxy is to be used; or

(b) with the Chair of the meeting on the day of the meeting or any adjournment thereof.

(4) A member who is appointed a proxy holder shall attend in person at the meeting in respect of which the proxy is given and comply with the directions of the member who appointed them.

(5) A direction given by a member who appoints a proxy holder shall specify on the form of proxy (Form 1):

(a) how the proxy holder is to vote in respect of each matter or group of related matters identified in the notice calling the meeting; or

(b) that the proxy holder may vote on any matter or group of related matters specified in the notice calling the meeting or other matters that may properly come before the meeting in accordance with his or her discretion.

(6) A proxy holder has the same rights as the member who appointed them to speak at a meeting in respect of any matter and to vote by way of ballot, if any, at the meeting and except where a proxy holder has conflicting instructions from more than one member to vote at such a meeting in respect of any matter by means of a show of hands.

(7) A member is in good standing in the Association for the purposes of this section where:

(a) the member is not in default of payment of any fee prescribed by the bylaws or any fee, levy, or costs imposed under the Act or the regulations;

(b) the member's professional conduct or competence is not the subject of proceedings before the Discipline Committee; and

(c) the member's licence is not under suspension.

COMMITTEES

41. In addition to the committees prescribed by the Act, the Council may also from time to time appoint such other additional or special committees as it considers desirable to assist it in the management of the affairs of the Association, such as but not limited to:

(a) Communications and Public Education Committee;

(b) Finance and Audit Committee;

(c) Governance and HR Committee;

(d) Policy Advisory Coordination Team; and

(e) Practice Resource Committee;

42. The Council shall appoint at its pleasure the members of the committees under this Bylaw who shall be members of the Association, intern architects or intern technologists and each committee shall perform such duties as the Council may from time to time prescribe.

43. The President shall be an ex-officio member of all committees appointed under this bylaw.

44. Subject to the provisions of the Act, the regulations and the bylaws, each committee shall determine the manner in which meetings of the committee shall be convened and the procedure at such meetings.

REMUNERATION OF MEMBERS OF THE COUNCIL AND COMMITTEES

45. The Council may authorize or provide for:

(a) payment of reasonable travelling and other expenses properly incurred by members of the Council and committees;

(b) payment of reasonable travelling and other expenses of any member of the Association appointed by the Council to act on behalf of the Association as a representative of the Association or performing tasks on behalf of the Association upon the direction of the Council or the Executive Director;

(c) payment of remuneration to the President, Senior Vice-President and Treasurer and members of committees.



OFFICIALS AND EMPLOYEES

46. The Executive Director, the Registrar, the Deputy Registrars, and such other officials as may be appointed by the Council under subsection 3(8) of the Act, shall, in addition to their duties under the Act or the regulations, have such duties as the Council may determine from time to time.
47. The Council may employ or may authorize the Executive Director to employ such other persons as may be considered desirable or necessary to carry out the general operations of the Association and the conduct of its affairs.
48. The Association may enter into contracts of employment with any official appointed by the Council, which may provide for such remuneration and terms and conditions of employment and other matters as may be approved by the Council and may enter into such contracts of employment with other employees of the Association.
49. The Executive Director shall:
 - (a) perform all duties usual to the office of the secretary of a corporation;
 - (b) be the custodian of the Seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association;
 - (c) subject to the direction of the Council, supervise and manage the Association's lands and buildings;
 - (d) attend all meetings of the members of the Association, the Council and the Executive Committee, and record the proceedings at such meetings and enter the same in a book kept for that purpose;
 - (e) keep or cause to be kept full and accurate books of accounts and accounting records for all financial and other transactions;
 - (f) control the receipts and disbursements of the Association's funds and the safekeeping of its securities;
 - (g) deposit or cause to be deposited the monies of the Association in an account or accounts in the Association's name in a chartered bank or trust company;
 - (h) periodically report to Council on the financial affairs of the general activities of the Association;
 - (i) report directly to Council and work with the President to implement the decisions and

directions of the Council in accordance with the mission and mandate of the Association; and

- (j) perform such other duties as the Council may determine from time to time.
50. The Executive Director, the Registrar and the Senior Vice-President and Treasurer and other employees and signing officers of the Association may be bonded under fidelity bonds of guarantee companies in such amounts as may be approved and determined by the Council from time to time. The cost of all such bonds shall be paid by the Association.

BANKING AND FINANCE

51. All monies received by or on behalf of the Association shall be deposited in the name of the Association in one or more chartered banks or trust companies designated by the Council.
52. All payments from the funds of the Association shall be made by cheque or negotiable instrument drawn on one or more of the Association's accounts. All cheques or negotiable instruments not exceeding \$5,000.00 shall be signed in the name of the Association by either the Executive Director or the Registrar. All cheques or negotiable instruments exceeding \$5,000.00 but not exceeding \$20,000.00 shall be signed in the name of the Association by the Executive Director, and the Registrar or in the absence of one of them, by the Manager, Finance. All cheques or negotiable instruments exceeding \$20,000.00 shall be signed in the name of the Association by either the Executive Director or the Registrar and, in addition, by an officer of the Association.

APPLICATION OF FUNDS AND ADMINISTRATION OF PROPERTY

53. The Council may approve, or may authorize or provide for the application of funds of the Association in payment of, all expenses properly incurred in the conduct of the affairs of the Association, including, without limiting the generality of the foregoing:
 - (a) payment of all expenses incurred in connection with the duties imposed on the Association under the Act and in pursuance of the objects of the Association, including expenses in connection with applications for licences, certificates of practice, certificates of practice issued under the Act, and temporary licences, the maintaining of registers by the Registrar, meetings and hearings under the



- Act and appeals therefrom and proceedings with respect to offences or violations under the Act; and
- (b) payment of remuneration of officials and employees of the Association and payment of all other expenses including the cost of maintenance of premises incurred in the operation of the offices of the Association.
 - (c) payment, authorized by Council, for the making of grants that:
 - i. advances the knowledge of architectural education; or
 - ii. maintains or improves the standards of practice in architecture; or
 - iii. that supports and encourages public information and interest in the role of architecture in society.
54. Funds of the Association not immediately required may be invested and reinvested in any investments that may from time to time be authorized investments for joint stock insurance companies and cash mutual insurance corporations under the *Corporations Act*.
55. All shares and securities owned by the Association shall be registered in the name of the Association and shall be lodged with a chartered bank or trust company or in a safety deposit box subject to access only by the President, the Senior Vice-President and Treasurer, the Executive Director, the Registrar, or such other person as may be specifically authorized by the Council.
56. Without in any way derogating from the powers otherwise conferred upon the Council, the Council is expressly empowered from time to time to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any interest therein owned by the Association, for such consideration and upon such terms and conditions as the Council may deem advisable.
57. Deeds, transfers, contracts and other instruments requiring the signature of the Association, shall be signed by the President or the Senior Vice-President and Treasurer and the Executive Director, or in the absence of the Executive Director, by an elected member of the Council and the Seal of the Association shall be affixed to such instruments as may be required.
58. The Council may from time to time:
- (a) borrow money upon the credit of the Association by obtaining loans or advances or by way of overdraft or otherwise;
 - (b) sell or pledge any securities owned by the Association, including bonds, debentures or debenture stock, for such sums or on such terms and at such prices as they may deem expedient;
 - (c) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner, upon all or any of the real or personal, moveable or immovable property, rights, powers, choses in action, or other assets, present or future of the Association; to secure any such securities or other securities of the Association, or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Association heretofore, now or hereafter made or incurred directly or indirectly or otherwise.
59. Any or all of the powers set forth in sections 56, 57 and 60 may from time to time be delegated by the Council to the Executive Director, or in their absence to the Registrar.
60. The provisions of Sections 60 and 61 shall remain in force and be binding upon the Association as regards any person acting on the faith thereof until such person has received written notification from the Association and that such provisions have been repealed or replaced.

FINANCIAL YEAR

61. The financial year of the Association shall end on the 30th day of November in each year.

FINANCIAL STATEMENTS

62. The Council shall lay before each annual meeting of the members a financial statement for the previous financial year of the Association, made up of a balance sheet as at the end of such financial year and statements of revenue and expenses and statements of changes in the financial position of the Association for such financial year together with the report of the Association's auditor on the financial statement. The financial statement with a summary of the auditor's report shall be published in the Association's Annual Report for the financial year.



AUDITORS

63. The members at each annual meeting shall appoint an auditor who shall be chartered professional accountants to hold office until the next annual meeting and if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.
64. The remuneration of the auditor or auditors shall be fixed by the members at the annual meeting or by the Council if they are authorized to do so by the members at the annual meeting.

SOCIETIES

65. The Societies in existence when this bylaw comes into force are continued as Societies of the Association with areas constituted by their present boundaries until the Council shall determine otherwise and the constitution and/or bylaws of each such Society in effect at the date when this bylaw comes into force shall continue in effect until rescinded or amended in accordance with the provisions for rescission or amendment contained in such constitution or bylaws.
66. Any five (5) members of the Association residing in one locality may with the approval of the Council, form a Society of the Association with 'offices' at such place as they may select, provided that the territory of a new Society does not encroach upon the territory of an existing Society. Should any question of encroachment between the territories of two Societies arise, the same shall be settled by the Council.
67. The Council may establish from time to time standard rules and procedures governing the operation of Societies and the conduct of their affairs.
68. Subject to the provisions of the Act, the bylaws and any standard rules of procedures established under Section 70, each Society may fix dues for its members and may pass bylaws governing its operations and respecting the conduct of its affairs including provisions for amendment of such bylaws. A copy of all such bylaws and amendments thereto shall be filed with the Executive Director.
69. A bylaw passed by a Society and any amendments thereto is not effective until it has been filed with the OAA.
70. Each calendar year, every Society shall file a report of its activities for the year, which shall include a financial reporting as well as the number of members and affiliates of the Society, with the Executive Director on the date prescribed by the OAA.

71. The Societies may provide for the admission of persons who are not members of the Association who shall be designated as affiliates of the Society, but no person who is not a member of the Association, other than one intern architect, may be an officer of a Society.
72. No officer, member, or affiliate of a Society, nor any Society, shall have any power or authority as such to contract in the name of the Association nor to assume any obligations on behalf of the Association and the Association shall have no liability with respect to any debts or obligations assumed or incurred by any Society.
73. The Council may from time to time declare any Society inactive and suspend its operation or dissolve any Society and provide for the transfer of the members and assets of any such Society to another Society or Societies.
74. If a Society shall be dissolved or ceases to exist for any other reason, or is declared inactive by the Council, all assets of that Society, unless otherwise directed by the Council shall vest in the Association and shall be delivered over by the governing body of the Society to the Senior Vice-President and Treasurer of the Association forthwith on demand.
75. The Council may periodically authorize the making of grants to Societies in such amounts and for activities that:
 - (a) advance the knowledge of architectural education; or
 - (b) maintain or improve the standards of practice in architecture; or
 - (c) that support and encourage public information and interest in the role of architecture in Society;
 - (d) such purposes as it considers appropriate.

GROUP INSURANCE PLANS

76. The Association may from time to time establish group insurance plans, other than for professional liability, in which members of the Association may participate on a voluntary basis.

SCHOLARSHIPS, BURSARIES AND PRIZES

77. Such scholarships, bursaries, and prizes may be awarded from time to time as are authorized by the Council.



FEES

78. The fees and levies set out in Schedule "A" to this bylaw are payable by applicants for licences, certificates of practice, certificates of practice issued under the Act and temporary licences and by members and holders, associates, intern architects, student associates, retired members, and intern technologists in the circumstances, at the times and in the amounts specified.

PREMIUMS AND DEDUCTIBLES

79. The premiums, levies and deductibles set out in Schedule B to this Bylaw are payable to Pro-Demnity Insurance Company by holders of certificates of practice and members of the Association in the circumstances, and at the time specified.

INDEMNIFICATION

80. Every present and former member of the Council and every present and former officer, member or employee of the Association, and their heirs, executors and administrators, and estate and effects respectively, shall be indemnified and saved harmless out of the funds of the Association, from and against,

- (a) all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office, employment or appointment; and
- (b) all other costs, charges, and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

81. Every bylaw passed by the Council shall be signed by the President or the Senior Vice-President and Treasurer and the Executive Director and shall bear the seal of the Association.

82. The Executive Director shall incorporate all past and future amendments to the bylaws into a Consolidated Bylaw, which Consolidated Bylaw shall contain the date of last amendment on its face.

83. The Executive Director may from time to time update the Consolidated Bylaw by updating references to other legislation and by updating gender references to

include all gender.. No such change shall be substantive or change the meaning of the provisions. The Executive Director shall report any such updates to the Council and post them on the website of the Association.

PASSED BY THE COUNCIL OF THE ONTARIO ASSOCIATION OF ARCHITECTS AND SEALED WITH THE SEAL OF THE ASSOCIATION THIS 20th DAY OF June, 2023.



Executive Director



President

