



Newfoundland and Labrador Association of Architects

P. O. Box 5204, St. John's, NL, A1C 5V5

Telephone: (709) 726-8550 / Fax (709) 726-1549

nlaa@newfoundlandarchitects.com / www.newfoundlandarchitects.com

NLAA BY-LAWS

PART 1 - GENERAL

1. This document shall be known as the By-Laws of the Newfoundland and Labrador Association of Architects.

PART 2 - DEFINITIONS

1. The *Association* is the Newfoundland and Labrador Association of Architects.
2. The *Council* is the Association's Board of Directors.
3. The *Board* is the Architects Licensing Board of Newfoundland and Labrador.
4. *Membership* describes the group of persons holding any class of Membership issued by the Association.
5. *Member*, for the purposes of these By-Laws, is a person who holds any class of Membership in the Association.
6. *Full Member* is a person who holds a License issued by the Board and is referred in the Architects Act 2008 as a "*Member*" of the Association.

PART 3 – BY-LAWS

3.1 AIMS AND OBJECTIVES OF THE ASSOCIATION

1. To promote and increase the knowledge, skill and proficiency of its Members in all things relating to the profession of architecture;
2. To advance and maintain a high standard in the provision of architectural services;
3. To promote public appreciation of architecture and the allied arts and sciences.



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3.2 ORGANIZATIONAL STRUCTURE

- .1 The Association shall consist of Members who have applied and been granted a class of Membership in the Association.
- .2 The Association shall be managed by a Board of Directors referred to as Council.
- .3 The Chairperson of the Council shall be referred to as the President.

3.3 CLASSES OF MEMBERSHIP AND ASSOCIATED RELATIVE FEES

1. *Full Member*: granted automatically to everyone granted a license by the Board.
2. *Intern in Architect Member*: granted at the sole discretion of Council to those who apply and are registered in the Intern in Architecture Program (IAP). The fee for an intern Membership shall be 25 percent of the fee for Full Membership.
3. *Student Member*: granted at the sole discretion of Council to those who apply and are students enrolled in an architectural degree program. The fee for a student Membership shall be 10 percent of the fee for Full Membership.
4. *Retired Member*: granted at the sole discretion of Council to those who have retired from the profession. The fee for Retired Membership shall be 10 percent of the fee for Full Membership.
5. *Associate Member*: granted at the sole discretion of Council including but not limited to those who apply and hold a degree in architecture, have completed the Intern in Architecture Program (IAP), but who do not hold a license from the Board, (i.e. Retired License Holders, and persons who have changed careers or on Leave of Absence). The fee for an Associate Membership shall be 50 percent of the fee for Full Membership.
6. *Honorary Lifetime Member*: granted at the sole discretion of Council to those persons who have had a long standing relationship with the Association or the Board; or who have made a major contribution to the built environment of the province or the country. There shall be no fee for Honorary Lifetime Membership.
7. *Member on Leave of Absence*: granted at the sole discretion of Council for extraordinary circumstances including but not limited to, extended medical leave, unemployment, extended parental or caregiver leave, work for charitable



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endeavors or other organizations wherein the member will not be practicing architecture. A member on Leave of Absence may resume their Membership at any time without penalty upon payment of the applicable fee. The fee for a Member on Leave of Absence shall be 25 percent of the Full Membership Fee.

3.4 COUNCIL MAKE-UP

1. Council shall consist of six (6) Members of the Association consisting of the President, Vice-President-Secretary-Treasurer, three Councillors, the Immediate Past-President and the Intern in Architecture representative.
 - .1 The Vice-President / Secretary – Treasurer Position will be decided by a majority of council at the first monthly meeting after council has been voted in.
2. Council shall be entitled to vote at any meetings of the Association.
3. The Intern in Architecture Representative is a non-voting member of council.

3.5 HOLDING AND PROCEDURE OF ASSOCIATION MEETINGS

1. Annual General Meeting
 1. The Association shall hold an Annual General Meeting once each year, at a date, time, and place that may coincide with the Annual General Meeting of the Board.
 2. Notice of the Annual General Meeting shall be given to all members 30 days in advance of the meeting.
 3. The quorum at an Annual General Meeting is 12 members.
 4. The agenda for the Annual General Meeting shall include:
 - .1 A report from the President.
 - .2 A report from the Secretary-Treasurer.
 - .3 Any changes to Membership fees proposed by Council.
 - .4 The Auditor's report.
 - .5 Appointment of Auditors for the up-coming year.
 - .6 A report from each Standing Committee.
 - .7 Ratification of any changes to the By-Laws adopted by Council.
 - .8 Questions from the Membership.
 - .9 New business.
 - .10 Nominations and election of the President and other members to Council.



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2. Council Meetings

- .1 Council shall hold monthly meetings from September to June at a predetermined day and time set by the Council.
- .2 Council shall meet at all other times with the consent of not less than one half the Membership of the Council.
- .3 A quorum at a Council meeting shall be three members of Council.
- .4 Decisions of Council shall be by majority vote of Council members.

3. Record of Meetings

- .1 Council shall appoint a person to maintain a record of Council and Annual General Meetings.
- .2 The record of all Council and Annual General Meetings shall be open to viewing by Membership except as it pertains to:
 - .1 Personnel issues.
 - .2 Items that are deemed to be in the best interest of the Association are to be kept confidential, as decided by not less than 3 Members of Council.
 - .3 Council shall be guided by the spirit of the government of Newfoundland and Labrador's Access to information and Protection of Privacy Act, 2015 in deciding on what information shall be held in confidence and what information shall be made available to the public.

3.6 ELECTION OF MEMBERS TO COUNCIL

- .1 Except for the Immediate Past-President, all other seats on Council shall be filled by a vote of the Membership held at the Annual General Meeting and administered by the Association's Administrative Director.
- .2 The Membership shall cast a ballot for the President; immediately following the proclamation of the President, nominations will open and close and a vote held for the remaining elected members of Council.
- .3 Only a person who holds either a Full Membership or an Associate Membership in the Association may be elected to Council.
- .4 The deadline to nominate a person to Council shall be immediately prior to the election.
- .5 Every Full and Associate Member of the Association is eligible to cast ballots for the election of Council members.



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- .1 A member must be in attendance at the election in order to cast a ballot.
- .2 The member who obtains the most votes for the Office of President shall be declared the President.
- .3 Members who obtain the most votes for the remaining seats on Council shall be declared elected to Council.
- .4 In the case of a tie, the names of the individuals tied shall be placed into a hat and the name of the individual drawn from the hat shall be declared elected.

- .6 Elections to Council shall be effective immediately following a vote.

- .7 The term of office for every person elected to Council is based on the NLAA calendar year, October 1st to September 31st. A person may be re-elected to Council for as many years as the Membership decides to re-elect the person.
 - .1 If an Annual General Meeting is delayed and a new council cannot be elected, the current council will serve until such time that an AGM is held and a vote of the Membership can occur.

- .8 Appointment of Replacement Council Members
 - .1 Council shall elect replacement members to Council.
 - .1 The term of replacement council members shall be from the date of the by-election and for the tenure of the current Council.
 - .2 The President shall provide 7 days notice to all other Council Members when an election of a replacement Council Member is required.
 - .3 Council Members may put forward one or more names of Members who have expressed a willingness to sit on Council.
 - .4 Council shall elect the replacement member by secret ballot.
 - .5 Where no candidate receives 50 percent plus 1 of the votes cast, then the candidate who has received the least number of votes shall be dropped and a subsequent vote held, until such time as a candidate is elected.

3.7 OTHER VOTING REQUIREMENTS

- .1 Voting at an Annual General Meeting shall be limited to Full and Associate Members in attendance at the meeting.

- .2 Voting between Council Meetings
 - .1 Where, in the opinion of the President, it is in the best interest of Council to make a ruling on an issue between scheduled Council meetings, and it is the type of issue that the President is of the opinion can be easily decided on by a yes-no



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vote without need for discussion by Council, the President may call for an electronic vote, which is to have the same effect as if the decision were made at a regularly scheduled Council meeting.

3.8 ROLE OF THE PRESIDENT

.1 The role of the President includes:

- .1 Chairing meetings of Council and the Annual General Meeting.
- .2 Public spokesperson for the Association.
- .3 The immediate supervisor of any employees of the Association
- .4 Other duties as prescribed from time to time by a majority vote of Council.
- .5 Reports to Council.

3.9 ROLE OF THE VICE-PRESIDENT / SECRETARY TREASURER

.1 The role of the Vice-President / Secretary Treasurer is to:

- .1 Assume the role of the President, for Association duties, when the President is absent.
- .2 Responsible for the records of the Association.
- .3 Responsible for the finances of the Association; the Secretary Treasurer shall have no power to expend monies without Council's approval.
- .4 Other duties as prescribed from time to time by a majority vote of Council.
- .5 Reports to Council.

3.10 THE APPOINTMENT OF COMMITTEES AND THE DUTIES AND RESPONSIBILITIES OF THOSE COMMITTEES

.1 Council shall establish the following major standing committees.

.1 Standing Committee on Continuing Education:

The Standing Committee on Continuing Education shall be responsible for promoting continuing education courses to members that fulfill the Board's continuing education requirements.

.2 Liaison Committee with Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL) and Consulting Engineers of Newfoundland and Labrador (CENL):

The standing committee shall oversee issues of common interests with PEGNL and/or CENL.



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- .3 Client Liaison Committee:
The Standing Committee shall liaise practise issues with various Client groups.
- .4 Promotions, Public Awareness, and Website:
The Committee shall promote public appreciation and the value of architecture and the allied arts and sciences.
- .2 Council may establish other committees as required to support the mandate of the Association.
- .3 Council shall appoint committee members as follows:
 - .1 Council, at its Association's Annual General Meeting, shall request persons interested in sitting on any Committee of the Association to make them known by placing the Member's name on a list.
 - .2 Council shall appoint Committee Members within 30 days of the Association's Annual General Meeting. While Council shall consult the list of names compiled at the Annual General Meeting, Council may proceed and appoint any persons willing, who, in Council's opinion, is best suited.
 - .3 Committee members shall hold office until such time as new Members are appointed.
 - .4 Any person holding any class of Membership is eligible for Membership on any committee.
 - .5 Appointed Committee members shall regard the information exchanged in conducting the business of the NLAA as confidential and not be shared unless directed by Council. Committee members will be required to sign a confidentiality declaration.

3.11 EMPLOYMENT AND REMUNERATION OF STAFF AND CONSULTANTS

- .1 Administrative Director
 - .1 Council may retain the services of an Administrative Director to conduct the day-to-day affairs of the Association and of Council.
 - .2 Council shall set the terms and conditions of service for the Administrative Director.
 - .3 The Administrative Director shall report to the President.
- .2 Financial Auditor
 - .1 The Secretary Treasurer shall, at the Association's Annual General Meeting, make a recommendation for the appointment of an auditor of the Association's finances and indicate the associated cost.



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.2 The Membership shall vote on the appointment of the auditors for the Association's finances at that meeting.

.3 Other Consulting Services

.1 Council may retain the services of other consultants as deemed necessary.

3.12 SIGNING AUTHORITY

.1 The President shall sign documents on behalf the Association and in his/her absence, the Vice-President may sign, unless otherwise noted.

3.13 BANKING AND ASSOCIATION FINANCES

.1 Banking documents, including cheques, shall be signed by any two of the following:

- .1 The President;
- .2 The Vice-President/Secretary Treasurer;
- .3 The Immediate Past-President

.2 The bank of the Association shall be a Canadian Chartered Bank. The Association shall maintain a chequing account and other accounts as approved by Council from time-to-time.

.3 All unbudgeted expenditures shall be subject to the approval of Council.

.4 The Association shall expend monies only in support of its aims and objectives.

.5 The Association shall not knowingly operate in a deficit position or in a manner that may result in a deficit.

.6 All positions in the Association, except that of the Administrative Director, shall be voluntary and without payment of an honorarium or other forms of compensation.

.7 Council shall set Membership fees and may establish application fees for all classes of Membership except for registered Membership. All fees shall be subject to change by a vote of the Membership at an Annual General Meeting.

.8 Council shall collect fees directly from all members except those fees associated with Full Membership which will be collected by the Board and transferred to the Association. The Board shall set and collect fees for Full Membership from License Holders on behalf of the Association.



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3.14 OPERATING AGREEMENT WITH THE ALBNL

- .1 Council may enter into an operating agreement with the Architects Licensing Board of Newfoundland and Labrador for such items common to the Association and the Board which, if administered jointly, would be administratively efficient or result in a cost savings, provided no item undermines the independence of the Board from the Association.
- .2 The operating agreement may include but not limited to such items as:
 - .1 Common invoicing and collection of license and Full-Membership fees.
 - .2 Common telephone, fax, and e-mail facilities.
 - .4 Selection of a common date and venue for Annual General Meetings.

3.15 PLACE OF BUSINESS

- .1 The Association's official place of business, for purposes of receipt of notices, shall be P.O. Box 5204, St. John's, NL, Canada, A1C 5V5, unless otherwise noted.

3.16 CONDITIONS OF MEMBERSHIP

- .1 Full Memberships shall be automatically granted to all persons holding a license issued by the Board upon payment of the appropriate Membership Fees.
- .2 Applications for all other classes of Membership shall be made to the Association on the applicable forms and upon payment of fees prescribed by Council.

3.17 MEMBERSHIP CERTIFICATE AND MEMBERSHIP DESIGNATIONS

- .1 Council may approve a design for a Membership certificate and issue such Membership to persons holding a Membership in the Association. The Association shall own the copyright of the design.
- .2 Persons who hold a license issued by the Board and therefore hold Full Membership in the Association shall include the designation NLAA immediately on all business cards, official notices, and when signing documents pertaining the practise of architecture.
- .3 At the discretion of Council, a person who holds an Associate or Honorary Membership with the Association may also use the NLAA designation immediately after his or her name as long as it is preceded by his/her class of Membership. A person so instructed by Council shall immediately cease using the designation.



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3.18 AMENDMENTS TO THE BY-LAWS

- .1 Amendments can be made to the Association By-laws by first circulating such amendments to the Membership 30 days in advance of a vote at a Semi-Annual and/or Annual General Meeting.

PART 4 - CONFIDENTIALITY

- 4.1 All Council members and Committee members shall regard the information exchanged in conducting the business of the NLAA as confidential and not to be shared unless directed by a council.
- 4.2 Each new incoming Council member and Committee member will be required to sign a confidentiality declaration.

PART 5 - DIRECTORS AND OFFICERS INSURANCE

- 5.1 Directors and Officers insurance will be mandatory for members holding Council and Committee positions. This coverage will be procured and paid for by the NLAA.

PART 6 - APPROVAL OF THE BY-LAWS

- 6.1 This is to certify this document is the official record of all current By-Laws of the Newfoundland and Labrador Association of Architects as of the date prescribed below, as voted by the Membership of the NLAA at its 67th AGM.

President:

A handwritten signature in black ink, appearing to read "Jeremy".

Date: **November 18, 2016 (67th AGM)**