



## ARCHITECTS LICENSING BOARD OF NEWFOUNDLAND AND LABRADOR

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ST. JOHN'S, NEWFOUNDLAND AND LABRADOR

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### BY-LAWS

As of 18 October 2010

#### PART 1 - GENERAL

- .1 This document shall be known as the By-laws of the Architects Licensing Board of Newfoundland and Labrador.
- .2 The by-laws of the Board are presented in the order outlined in article 9 of the Act; and followed by additional by-laws as required to outline the administrative procedures of the Board.

#### PART 2 - DEFINITIONS

- .1 Unless otherwise noted, a *member of the Board* is any person elected or appointed to the Board.
  - .1 An *elected member of the Board* is any person of the Board elected by the membership of the Association.
  - .2 An *appointed member of the Board* is any person appointed to the Board by government.
- .2 The *Association* is the Newfoundland and Labrador Association of Architects.
- .3 A *License Holder* is a person granted a license to practise architecture by the Board.

#### PART 3 - BY-LAWS

##### 3.1 LIST OF BY-LAWS

- .1 By-laws Prescribed by Section 9 of the Act are:
  - .1 Holding and Procedure of Board Meetings.
  - .2 The Appointment of Committees and the Duties and Responsibilities of Those Committees.
  - .3 Election of Members of the Board Under Subsection 5 (2) of the Act and Setting the Terms of Office.
  - .4 Payment of Travel and Other Expenses of Elected Members of the Board.
  - .5 Employment and Remuneration of Staff and Consultants.
  - .6 Code of Ethics.
  - .7 Remuneration and Payment of Travel Expenses of Members of Adjudication Tribunals.
  - .8 Participation of Members at a Meeting of the Board by Telephone or Other Telecommunications Device under Section 7.
  - .9 Voting by Members by Mail or Electronic Means.
- .2 Other By-laws Governing Administrative Procedures of the Board
  - .1 Role of the Chairperson
  - .2 Role of the Registrar
  - .3 Remuneration of the Registrar
  - .4 The Register
  - .5 The Regulations
  - .6 Banking
  - .7 Signing Authority
  - .8 Seal
  - .9 License Certificate

- .10 Operating Agreement with the NLAA
- .11 Place of Business
- .12 Board Name
- .13 Miscellaneous

### 3.2 HOLDING AND PROCEDURE OF BOARD MEETINGS (Act Article 9(1)(A))

#### .1 Annual General Meeting (Act Article 7(5))

- .1 The Board shall hold an annual general meeting in November of each year, at a date, time, and place to coincide with the annual general meeting of the Association.
- .2 Notice of the annual general meeting shall be given to all members 30 days in advance of the meeting.
- .3 The agenda for the annual general meeting shall include:
  - .1 A report from the Chairperson.
  - .2 A report from the Registrar.
  - .3 A report from each standing committee.
  - .4 The Auditor's report.
  - .5 Appointment of auditors for the up-coming year. (Act Article 7(6))
  - .6 Questions from the membership.
  - .7 New business.
  - .8 Nominations and election of members to the Board.

#### .2 Other Board Meetings

- .1 The Board shall hold regular Board meetings one per month from September to June at a predetermined day and time set by the Board.
- .2 The Board shall meet between June and September upon the request of the Registrar.
- .3 The Board shall meet at all other times with the consent of not less than one half the membership of the Board.

#### .3 Decision Making

- .1 Decisions of the Board shall be by majority vote of Board members except when specifically indicated as being a decision of elected Board members only.

#### .4 Record of Board Meetings

- .1 The Board shall appoint a person to maintain a record of all Board meetings.
- .2 The record of all Board meetings and Board meetings shall be public except as it pertain to:
  - .1 Personnel issues.
  - .2 Items that are deemed to be in the best interest of the Public to be kept confidential, as decided by not less than 5 members of the Board, one of which shall be an appointed member.

#### .5 Election of the Chairperson

- .1 The election of the chairperson shall take place at the first Board meeting following the annual general meeting.
- .2 Any elected member of the Board shall be eligible to hold the chair.
- .3 The election of the Chairperson shall be by secret ballot of all Board members administered by an appointed member of the Board.
- .4 The term of the Chairperson shall be for one year.
  - .1 The Chairperson may be replaced for the duration of the term by a majority vote of all Board members at a regularly scheduled Board meeting.
- .5 Nothing prevents the Board from electing the same person to the Chairperson each year.
- .6 The Chairperson shall not hold the office of the Registrar or the chair of the Finance Committee.

#### .6 Election of The Registrar

- .1 The election of the Registrar shall take place at the first Board meeting following the annual general meeting.
- .2 Any elected member of the Board shall be eligible to become the Registrar.

- .3 The election of the Registrar shall be by secret ballot of all Board members administered by an appointed member of the Board.
  - .4 The term of the Registrar shall be for one year.
    - .1 The Registrar may be replaced for the duration of the term by a majority vote of all Board members at a regularly scheduled Board meeting.
  - .5 Nothing prevents the Board from electing the same person to the position of the Registrar each year.
  - .6 The Registrar shall not hold the office of the Chair of the Board or the chair of the Finance Committee.
- .7 Proxy
- .1 No member shall grant a proxy to another person to attend and vote at a Board meeting on his/her behalf.
- 3.3 THE APPOINTMENT OF COMMITTEES AND THE DUTIES AND RESPONSIBILITIES OF THOSE COMMITTEES (Act Article 9(1)(B))
- .1 The Board shall establish the following standing committees.
    - .1 Complaints Authorization Committee
      - .1 The responsibilities for the Complaints Authorization Committee shall be per the requirements of the Act, including Article 18.
    - .2 Disciplinary Panel
      - .1 The responsibilities of the Disciplinary panel shall be per the requirements of the Act.
    - .3 Standing Committee on Finance
      - .1 The Standing Committee on Finance shall be a committee of one consisting of a member of the Board elected by the Board.
      - .2 The Committee shall be responsible for the financial records of the Board.
      - .3 The Committee shall have no power to expend monies without Board approval.
      - .4 The chair of the Committee shall not hold the office of the Chair of the Board or Registrar.
    - .4 Standing Committee on Continuing Education
      - .1 The Standing Committee on Continuing Education shall be responsible for developing and administering the requirements for continuing education.
    - .5 Standing Committee on Legislative Change
      - .1 The Standing Committee on Legislative Change shall oversee any amendments required to the Act, Regulations, By-laws, and Code of Ethics.
  - .2 The Board may establish other committees as required to support the mandate of the Board.
  - .3 The Board shall appoint committee members, except for the Finance Committee, as follows:
    - .1 The Board, at its annual general meeting, shall request persons interested in sitting on any committee of the Board to make themselves known by placing their name on a list.
    - .2 The Board shall appoint committee members within 30 days of the Board's annual general meeting.
      - .1 While the Board shall consult the list of names compiled at the annual general meeting, the Board may proceed and appoint any willing persons who, in the Board's sole opinion, is best suited.
    - .3 Committee members shall hold office until such time as new members are appointed.
    - .4 Members of standing committees shall be limited to only those persons who hold a license or who are appointed members of the Board.
    - .5 The Board shall appoint persons to the Complaints Authorization Committee and the Disciplinary Panel in accordance with the requirements of the Act.
- 3.4 ELECTION OF MEMBERS OF THE BOARD UNDER SUBSECTION 5 (2) OF THE ACT AND SETTING THE TERMS OF OFFICE (Act Article 9(1)(C))
- .1 Board members elected by the membership of the Association prior to the proclamation of the Architects Act 2008 shall constitute the elected members of the Board until such time as an election of new Board members is held at the Board's first annual general meeting.

- .2 Each member of the Association is eligible to run in an election for Board members provided that member is first nominated by another member of the Association.
- .3 The deadline to nominate a person to the Board shall be immediately prior to the election.
- .4 Each member of the Association is eligible to cast a ballot for the election of Board members.
  - .1 A member must be in attendance at the election in order to cast a ballot.
- .5 The election of Board members shall be by secret ballot administered by an appointed member of the Board.
- .6 The individuals who receive the most votes shall be elected to the Board. 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 randomly from the hat shall be declared elected.
- .7 Terms of Office for Elected Members (Article 5(6) of the Act)
  - .1 At the first Board meeting following the first election of Board members, the elected Board members shall attempt to agree among themselves which two members will hold a 3 year term, which two members will hold a 2-year term, and which one member shall hold a 1 year term, and failing that, names shall be drawn randomly from a hat for each term by an appointed member.
  - .2 The term of office for every Board member after the first election, shall be for three years.
- .8 Appointment of Replacement Board Members (Act Article 5(8))
  - .1 The Chair shall provide 7 days notice to all other Board members when an election of a replacement Board member is required.
  - .2 Any member of the Board may put forward one or more names of members who have expressed a willingness to sit on the Board.
  - .3 The Board shall elect the replacement member by secret ballot.
  - .4 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.
- 3.5 PAYMENT OF TRAVEL AND OTHER EXPENSES OF ELECTED MEMBERS OF THE BOARD (Act Article 9(1)(D))
  - .1 The Board shall reimburse reasonable expenses of elected members incurred in their role provided approval of such expenses is first obtained from the Board and the expenses are documented by original receipts.
  - .2 The Board may adopt, by resolution, guidelines for travel and other reimbursable expenses of its elected members.
- 3.6 EMPLOYMENT AND REMUNERATION OF STAFF AND CONSULTANTS (ACT ARTICLE 9(1)(E))
  - .1 Board Administrator
    - .1 The Board may retain the services of a Board Administrator to conduct the day-to-day affairs of the Board.
    - .2 The Board shall set the terms and conditions of service for the Board Administrator.
    - .3 The Board shall not enter into a contract for service for a Board Administrator greater than 12 months in length at any one time.
    - .4 The Board Administrator shall report to the Chairperson.
  - .2 Financial Auditor
    - .1 The Finance Committee shall, at the Board's annual general meeting, make a recommendation for the appointment of an auditor of the Board's finances and indicate the associated cost.
    - .2 The License Holders shall vote on the appointment of auditor of the Board's finances at that meeting.
    - .3 The auditor of the Board's finances in the first year of operation shall be the same auditor engaged by the Association.

- .3 Other Consulting Services
  - .1 The Board may retain the services of other consultants the Board deems necessary.
  - .2 The Board shall attempt to obtain not less than three proposals for any consulting services in excess of \$1,000 prior to the selection of the consultant.
  
- 3.7 CODE OF ETHICS (Act Article 9(1)(F))
  - .1 The Code of Ethics shall be the Code of Ethics dated 18 October 2010 and adopted by the Board.
  
- 3.8 REMUNERATION AND PAYMENT OF TRAVEL EXPENSES OF MEMBERS OF ADJUDICATION TRIBUNALS (Act Article 9(1)(G))
  - .1 The Board shall reimburse reasonable expenses of members of adjudication tribunals incurred in their role provided approval of such expenses is first obtained from the Board and the expenses are documented by original receipts.
  - .2 The Board may adopt, by resolution, guidelines for travel and other reimbursable expenses of members of adjudication tribunals.
  
- 3.9 PARTICIPATION OF MEMBERS AT A MEETING OF THE BOARD BY TELEPHONE OR OTHER TELECOMMUNICATIONS DEVICE UNDER SECTION 7 (Act Article 9(1)(H))
  - .1 Attendance at an Annual General Meeting
    - .1 Nothing prohibits a member from attending an annual general meeting of the Board via teleconference, if so arranged in advance and at the cost to the member.
  - .2 Attendance at Other Board Meetings (Act Article 7(2))
    - .1 Nothing prohibits a member of the Board from attending a Board meeting via teleconference, if so arranged in advance.
  
- 3.10 VOTING BY MEMBERS BY MAIL OR ELECTRONIC MEANS (Act Article 9(1)(I))
  - .1 Voting at an Annual General Meeting of the Board
    - .1 Voting at an annual general meeting shall be limited to those members physically present at the meeting venue.
  - .2 Voting at Other Board Meetings
    - .1 Where, in the opinion of the Chair, it is in the best interest of the Board to make a ruling on an issue between scheduled Board meetings, and it is an issue that the Chair is of the opinion can be easily decided on by a yes-no vote without need for discussion by the Board, the Chair may call for an electronic vote, which is to have the same effect as if the decision were made at a regularly scheduled Board meeting.

#### PART 4 - OTHER ADMINISTRATIVE BY-LAWS

##### 4.1 ROLE OF THE CHAIRMAN

- .1 The role of the Chairman includes:
  - .1 Chairing meetings of the Board and the annual general meeting.
  - .2 Public spokesperson of the Board.
  - .3 The immediate supervisor of any employees of the Board
  - .4 Filing an annual report to the Minister. (Act Article 10(1))
  - .5 Other duties as prescribed from time to time by a majority vote of the Board.
  - .6 Report to the Board.

##### 4.2 ROLE OF THE REGISTRAR

- .1 The role of the Registrar is to:

- .1 Maintain a registry of license holders.
- .2 Enter and remove names in the registry as directed by the Board.
- .3 Review applications for license and license renewal and make recommendations to the Board.
- .4 Attend meetings of regulators on behalf of and at the approval of the Board.
- .5 Report to the Board.

#### 4.3 REMUNERATION OF THE REGISTRAR (Act Article 5(11))

- .1 The Registrar shall not be paid except for out-of-pocket expenses approved by the Board.

#### 4.4 THE REGISTER (Act Article 12(1))

- .1 The Registrar shall maintain a register containing the names of all persons granted a licence, together with a record of renewals and cancellations, submissions required for licensing and renewals, and any disciplinary actions taken, and associated dates.
- .2 The Register shall be a public document and made readily available for viewing by the public.

#### 4.5 REGULATIONS

- .1 The Board shall only request the Minister to modify the Regulations provided that first:
  - .1 The Standing Committee on Legislative Change has reviewed the proposed amendment;
  - .2 License Holders are notified in writing of the draft amendment and given 30 days to file comments to the Committee.
  - .3 The Committee has reviewed comments received and has proposed wording of the amendment to the Board.
  - .4 The Board has approved the proposed amendment.
- .2 The Board shall notify License Holders immediately upon a change to the Regulations.

#### 4.6 BANKING

- .1 The bank of the Board shall be the Royal Bank of Canada, Main Branch - Water Street, St. John's, Newfoundland and Labrador.
- .2 The Board shall maintain a chequing account and other accounts as approved by the Board from time-to-time.
- .3 The Board shall maintain no credit facility with the bank or other lending authority but may hold credit facilities with its trade suppliers, but only to the extent needed to conduct the Board's business.

#### 4.7 SIGNING AUTHORITY

- .1 The Chairman shall sign documents on behalf the Board, and in his absence, the Registrar may sign; unless otherwise noted.
- .2 Banking documents, including cheques, shall be signed by any two of the following:
  - .1 The Chair;
  - .2 The Registrar;
  - .3 The chair of the Standing Committee on Finance.

#### 4.8 SEAL

- .1 The Board shall approve a design for the seal referenced in Article 37 of the Act. The Board shall own the copyright of the design.
- .2 The Board shall grant each License Holder a license to apply the design of the seal to documents reference in Article 37 of the Act as long as the License Holder holds a valid license.

- .3 For each License holder the Board shall have made a rubber stamp containing the design of the seal and the name of the License Holder, and shall loan such rubber stamp to the License Holder on the condition it is immediately returned to the Board when the License Holder no longer holds a license.

#### 4.9 LICENSE CERTIFICATE

- .1 The Board shall approve a design for a license certificate. The Board shall own the copyright of the design.
- .2 The Board shall, upon approval of a license or the renewal of a license, issue a license certificate to the License Holder.

#### 4.10 OPERATING AGREEMENT WITH THE NLAA

- .1 The Board may enter into an operating agreement with the Newfoundland Association of Architects for such items common to the Board and the Association 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 such items as:
  - .1 Common invoicing and collection of license and full-membership fees.
  - .2 Common telephone, fax, and e-mail facilities.
  - .3 Common web site, provided information published by the Board is separately identified from that of the Association.
  - .4 Selection of a common date and venue for annual general meetings.

#### 4.11 PLACE OF BUSINESS

- .1 The Board's official place of business, for purposes of receipt of notices, shall be:
  - .1 P.O. Box 5204  
St. John's, Newfoundland and Labrador, Canada, A1B 2R9

#### 4.12 BOARD NAME

- .1 The Board shall be known as the Architects Licensing Board of Newfoundland and Labrador.
- .2 The acronym of the Board shall be ALBNL.

#### 4.13 MISCELLANEOUS

- .1 Votes
  - .1 Every vote at a Board meeting and at an annual general meeting shall be public unless specifically noted otherwise in these By-laws.
  - .2 Ballots of a secret vote shall be available for viewing by any *License Holder* upon receipt of a request immediately following the vote.
- .2 Standard Forms
  - .1 Application to Practise Architecture In Newfoundland and Labrador
  - .2 Application For License Renewal Form
  - .3 Letter Granting License
  - .4 Notice of License Expiration

PART 5 - APPROVAL OF THE BY-LAWS

- 5.1 This is to certify this document is the official record of all current by-laws of the Licensing Board of Newfoundland and Labrador Architects as of the date prescribed below.

*A BACKWOOD*

Signature of the Chairman:

*Gene Delin*

Signature of the Registrar:

Date: October 18<sup>th</sup> 2010