

ARCHITECTS ACT, S.N.W.T. 2001, c.10

BYLAWS OF THE NORTHWEST TERRITORIES ASSOCIATION OF ARCHITECTS

EFFECTIVE February 2024

NWTAA
NORTHWEST TERRITORIES ASSOCIATION OF
A R C H I T E C T S

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ARCHITECTS ACT Bylaws of the Northwest Territories Association of Architects

Definitions

A.1 In these bylaws:

- a) **“Act”** means the *Architects Act*,
- b) **“Executive Director”** means the individual employed by Council to carry out the operations of the Association and perform functions of the President, Vice-President, Treasurer, Secretary and Registrar by resolution of Council,
- c) **“Firm”** means a business, partnership, corporation or association of persons holding a permit to practice architecture,
- d) **“Mandatory Continuing Education”** means a program of education that authorized practitioners are required by Council to complete,
- e) **“Minister”** refers to the Minister of Infrastructure of the Legislative Assembly of the Northwest Territories,
- f) **“President”, “Vice-President”, “Secretary” and “Treasurer”** means respectively the individuals elected or appointed to hold those offices under the Act and these bylaws,
- g) **“Professional Declaration”** means a declaration made by a registered member of the NWTAA that is accepted to be true by virtue of the individual’s responsibility to discharge their professional duties with honesty,
- h) **“Registrar”** means the individual appointed as Registrar by resolution of Council,
- i) **“Voting Member”** means an Architect or Restricted Practitioner who is entitled to vote pursuant to Section 26 of the Act,
- j) **“Visiting Project Architect”** means a Licensee or person who holds a licence pursuant to Section 28 of the Act,
- k) **“Resident”** a member is deemed a resident of the Northwest Territories once they have resided in the territory for 3 consecutive months and are no longer considered residents once they are absent from living in the territory for the same duration.

A.2 Unless otherwise defined in these bylaws, terms will have the same meaning as the Act.

PART 1: The Association

Head Office

10.1 The head office of the Association shall be located in Yellowknife.

Common Seal

11.1 The Common Seal of the Association shall contain the words “Northwest Territories Association of Architects, Incorporated 2001”.

11.2 The Registrar, or in their absence or inability to act, an individual designated by the President shall have custody of the Common Seal.

11.3 When the Common Seal is required to be affixed to a document, it shall be accompanied by the signatures of the President and Secretary, or other Council members designated by the President. For membership certificates, the signature of the President and Registrar or other Council members designated by the President.

Banking

12.1 The bank of the Association shall be a chartered bank designated by Council.

12.2 Monies of the Association deposited in the Association's bank shall be withdrawn or paid out by cheque or other negotiable instrument signed by two (2) Council members designated as signing authorities or by such other methods prescribed by resolution of Council.

12.3 The Registrar shall keep a record of all monies received or paid in a book or books provided for that purpose.

Financial Audit

13.1 The finances of the Association shall be audited annually on the 31st day of December.

13.2 The auditor shall be a professionally qualified accountant who is appointed at each annual meeting.

13.3 The auditor shall submit a written report for each annual meeting of which a copy shall be given to the members present.

13.4 Publication in an annual report shall be compliant with this requirement.

Forms

14.1 Council shall prescribe all forms required under the Act and these bylaws.

PART 2: Association Meetings

Annual General Meeting

20.1 The Association shall hold an annual meeting with the period between meetings not to exceed eighteen (18) months.

20.2 The Council shall determine the format of an annual general meeting including:

- a) Meeting in person, including the place of the meeting,
- b) Meeting by electronic means, or
- c) A combination of meeting in person or by electronic means.

20.3 At each annual meeting Council shall submit a recommendation as to the date and place of the next annual meeting.

20.4 The following items of business shall be dealt with at an annual meeting:

- a) Minutes of the last annual meeting and of any special meetings held since the last annual meeting,
- b) Business arising from the Minutes,
- c) Address of the President,
- d) Reports of representatives of the Association,
- e) Reports of committees,
- f) Auditor's report,
- g) Appointment of an auditor and authorizing the Council to fix their remuneration for the ensuing year,
- h) New business,
- i) Fixing the date and place of the next annual meeting,
- j) Announcement of the results of the annual election,
- k) Objection, if any, to the election results as announced, and
- l) Induction of the President.

- 20.5** The validation of actions taken at the annual meeting of members of the Association shall not be affected by reason of failure to adhere to the items of business set out in this section.

Meeting Quorum

- 21.1** A quorum at an annual general meeting shall be a number equal to fifty percent (50%) of Voting Members who reside in the Northwest Territories.
- 21.2** A quorum at a special general meeting shall be ten (10) Voting Members.
- 21.3** Voting Members may attend an annual or special general meeting via telephone or other electronic device, providing seven (7) days notice is given to Council and shall have all the rights of members present at the meeting.

Notice of Annual General Meeting

- 22.1** Notice of an annual meeting shall be sent via email to all members at least thirty (30) days in advance of the meeting.
- 22.2** Notice posted on the NWTAA website and/or printed in association publications and sent to all members at least thirty (30) days in advance of the meeting, shall be compliant with this requirement.

Special General Meeting

- 23.1** A special meeting shall be held at the request of Council or upon written request to the Registrar signed by not less than five (5) Voting Members.
- 23.2** A special meeting called by members shall be held not more than forty-five (45) days after receipt of the request.
- 23.3** In calling a special general meeting under this section, Council may determine the format of the meeting including:
- a) Meeting in person, including the place of the meeting,
 - b) Meeting by electronic means, or
 - c) A combination of meeting in person or by electronic means.
- 23.4** Except when these bylaws otherwise provide, only Voting Members are entitled to vote at a special meeting.

Notice of Special General Meeting

- 24.1** Written notice of a special meeting shall be sent to all members at least fourteen (14) days in advance of the meeting and shall clearly state the object of the meeting.
- 24.2** No business, other than the object stated in the meeting notice, shall be transacted at the meeting.

Resolution by Members

- 25.1** Any resolution passed at an annual or special general meeting shall be considered by Council at the next regular meeting of Council.

Rules of Procedure

- 26.1** The proceedings at any meeting of the Association and Council shall be governed by the current edition of *Robert's Rules of Order* unless otherwise noted in these bylaws.

Mail Vote

- 27.1** Council may hold a mail vote on any matter or question, except for the enactment, amendment or repeal of these bylaws.
- 27.2** The form of the question or the matter to be put to a mail vote shall be determined by Council.
- 27.3** When the form of the question or matter has been settled, it shall be sent to each Voting Member with:
- a) Such instructions for voting as Council considers necessary,
 - b) Such information as background or explanation as Council directs, and
 - c) A date and time specified by Council before which the mail vote must be received by the Registrar.
- 27.4** Immediately following the closing of the mail vote, at least two (2) scrutineers appointed by Council shall certify the results to the President who shall notify the membership accordingly.

PART 3: Election to Council

Disqualification

- 30.1** If a person ceases to be an Architect or Restricted Practitioner, they are disqualified from:
- a) Nominating or being nominated as a candidate for election to Council,
 - b) Continuing to stand as a candidate for election to Council, and
 - c) Voting in an election for Council membership.

Nominations

- 31.1** Council shall prepare a list of nominees as candidates for Council membership consisting of at least that number of individuals required to fill the vacancies on Council.
- 31.2** Council may use a form or professional declaration or other means as it deems necessary to confirm nominees are eligible to stand as candidates for election to Council. Each nomination requires the signature of two (2) members.
- 31.3** Members in good standing who wish to put their names forward as candidates for Council shall do so in writing to the Executive Director at least forty-five (45) days before the annual general meeting.
- 31.4** The written consent of each nominee to act if elected shall be secured and shall accompany the list of nominees submitted to the Registrar.
- 31.5** The list of eligible candidates compiled by Council shall be sent to each Voting Member at least thirty (30) days before the annual general.
- 31.6** An elected member of Council may not serve more than three (3) consecutive terms on Council unless there is no other member to take their place.

- 31.7** In addition, an individual is not eligible to be nominated for election as a member of Council or stand as a candidate for election to Council if the individual:
- a) Has been charged with a criminal offence in Canada and the charge has not been withdrawn or disposed of by a court,
 - b) Has pleaded guilty or has been found guilty of a criminal offence in Canada any time within the ten (10) years before the date of the election and not been pardoned in respect of that offence,
 - c) Is not in good standing regarding their payment of professional dues or have unpaid fines or late fees,
 - d) Is not in good standing on account of being non-compliant with their professional development obligations,
 - e) Is a subject of the NWTAA complaints review process or a similar process under legislation that regulates the profession of architecture or interior design in another jurisdiction that has been referred to a hearing or is awaiting the decision of a hearing panel, appeal panel or court, or
 - f) Has been subject to findings of unskilled practice or unprofessional conduct by the NWTAA or similar findings of another professional regulatory body within five (5) years of the date of the election, where those findings were not successfully appealed and resulted in an order that the individual pay a fine or have their annual certificate suspended or registration cancelled.

Late Nominations Before Closing

- 32.1** If a candidate becomes disqualified or dies before nominations close and as a result, the number of candidates is less than the number of vacancies on Council, the Registrar shall nominate one or more Architects or Restricted Practitioners to replace the former candidate or candidates.

Disqualification or Death After Nominations Close

- 33.1** If a candidate becomes disqualified or dies after nominations close and as a result, the number of candidates is less than the number of vacancies on Council, the Registrar shall nominate one or more Architects or Restricted Practitioners to replace the former candidate or candidates.

- 33.2** A person elected pursuant to section 33.1 shall not be considered as having been elected to or as having served on Council, except for the purpose of this section.

- 33.3** The names of all nominees shall be placed on the ballot form in groups relating to each office and the number and duration of vacancies to be filled shall be clear on the ballot.

Nominees

- 34.1** The names of all nominees shall be placed on the ballot form in groups relating to each office and the number and duration of vacancies to be filled shall be clear on the ballot.

- 34.2** The Registrar shall send to each member a list of the nominations via the opening of the online election portal that shall include the names of all candidates for the Council election and a mechanism for voting made by the Nominating Committee no less than forty-five (45) days prior to an annual meeting.

- 34.3** A list of the nominees published in an Association publication sent to all members at least forty five (45) days in advance of the meeting shall be compliant with this requirement.

Withdrawal of Nominations

- 35.1** A nominee may withdraw provided written notification is received by the Registrar at least thirty-five (35) days before the Annual Meeting.
- 35.2** In the event that one or more candidates withdraw, become disqualified or dies, and the number of candidates does not exceed the number of vacancies to be filled, no further withdrawals shall be made or accepted.

Election by Acclamation

- 36.1** If there is only one nominee for a position, that nominee is awarded that position by acclamation.
- 36.2** If there is more than one nominee for a position, the nominee receiving the higher number of votes shall fill that position.

Ballots Mailed

- 37.1** Elections shall be conducted by a ballot in a form approved by Council.
- 37.2** The Executive Director shall send to each Voting Member a ballot in a form approved by Council at least forty-five (45) days before an annual meeting.
- 37.3** Each ballot shall contain:
- a) The name of each candidate arranged alphabetically by surname then given name, and
 - b) A brief explanation of the maximum number of candidates for which a vote may be cast to make the ballot valid.
- 37.4** A ballot may be accompanied by a brief biography of each candidate with such information as prescribed by Council.

Voting

- 38.1** Voting for election to Council commences on the day the ballots are released to Voting Members and ends at noon local MST five (5) days before an annual general meeting, unless otherwise set by Council.
- 38.2** No person shall campaign for or against a candidate during the period that voting is permitted.
- 38.3** Each Voting Member is entitled to the same number of votes as there are vacancies on Council but is not required to use all the votes entitled to them.
- 38.4** A Voting Member may not cast more than one (1) vote for each candidate.

Marking Paper Ballots

- 39.1** In the event that an election has paper ballots, a Voting Member shall mark their ballot clearly next to the name of the candidate or candidates for whom they wish to vote for.
- 39.2** In the event of a paper ballot, a marked ballot shall be enclosed in a sealed envelope marked on the outside only with the word "ballot", then placed in another envelope signed on the outside by the voter in a place indicated on that envelope.
- 39.3** No mark that identifies the voter shall be placed on the ballot.
- 39.4** The envelopes described in section 39.2 shall be sent or delivered to the Executive Director.

Ballot Box

- 39.1.1 Upon receipt of an envelope signed in accordance with section 39.2, the Executive Director shall deposit the unopened envelope, or cause it to be deposited in a locked ballot box.
- 39.1.2 An envelope not signed in accordance with section 39.2 that contains or purports to contain a ballot envelope shall be destroyed unopened.
- 39.1.3 The ballot box shall be made of some durable material, be provided with a lock and key, and constructed so that the envelope containing the ballots can be deposited in it and cannot be withdrawn from it unless the box is unlocked.
- 39.1.4 The Registrar shall retain possession of the key while the ballot box must be locked.
- 39.1.5 The ballot box shall not be unlocked or opened during the period that voting is permitted.

Close of Voting

- 39.2.1 The poll shall close at noon MST five (5) days prior to an annual meeting and no ballots received after that time shall be considered.
- 39.2.2 A ballot that is received by the Executive Director after the poll closes shall not be counted and, in the event of a paper ballot, will be destroyed unopened.

Scrutineers Review

- 39.3.1 The Executive Director will prepare a Scrutineer’s report describing the mode of election and all measures taken to mitigate prejudice and conflict of interest and to ensure impartiality of the process.
- 39.3.2 At least fifteen (15) days before an annual meeting, the President shall appoint a Past President and two (2) members not seeking election to Council to act as scrutineers to review the Scrutineer’s report and to validate the count of votes and the outcome of the election.
- 39.3.3 At least three (3) days prior to an annual meeting, the scrutineers shall meet to review the report, identify any concerns and send a joint written confirmation as record of validation of the process and outcome.

Paper Ballot

- 39.4.1 The envelope in the envelope signed by the voter that is not marked “ballot” which purports to contain a ballot paper shall be destroyed unopened.
- 39.4.2 A ballot paper improperly marked or marked with more than the maximum number of votes permitted shall be marked “spoilt” and shall not be counted.
- 39.4.3 After confirming the ballot count, the scrutineers shall deliver to the Executive Director or designate, the results of the poll and supporting material in a sealed package to be opened by the President at the annual general meeting.

Secrecy

- 39.5.1 The scrutineers and any other person requested to be present during the validation of ballots shall keep secret the counting of the votes and the election records and material until the President announces the results of the election.

Tie Vote

- 39.6.1 In the event of a tie vote for Councilor, the President shall cast the deciding vote.
- 39.6.2 In the event of a tie vote for President, the most recent Past President, who is not a candidate for Council shall cast the deciding vote.

Election Results Certified

- 39.7.1 The scrutineers shall, on determining the results of the election, prepare a list of the elected candidates and certify the results as correct.
- 39.7.2 The list of elected candidates shall be sent to the current President to be opened at the annual general meeting.

Election Announcement

- 39.8.1 At the opening of an annual meeting, the President or designate shall inform the candidates of the results of the election.
- 39.8.2 Any objection by a candidate to the results of the election will be valid only if made immediately upon being informed and a motion for a recount (review of results) will then be in order.
- 39.8.3 If a motion under section 39.8.2 is made and carried, the President shall appoint no less than four (4) members to review the process and count. Candidates may be present or represented at such a recount.
- 39.8.4 On completion of the recount the results shall be delivered in writing to the President who shall then immediately announce it to the annual meeting and such recount shall be final and binding.
- 39.8.5 In the event of any failure to comply with procedure relating to an election, Council shall have the power to take any action it deems necessary to validate the nomination, the counting of the ballots or the election.
- 39.8.6 The President shall announce the results of the election at the annual meeting and, in the event of a paper ballot, shall call for a motion for destruction of the ballots and associated election records and material.

PART 4: Council

Composition

- 40.1 The Council shall be composed of:
 - a) The President,
 - b) If willing and able to serve, the immediate Past President,
 - c) One (1) person appointed by the Minister from among the general public who holds office for a term specified by the bylaws, and
 - d) Four (4) persons elected from the voting membership, one of which may be a non-resident member.

Taking Office

- 41.1** A newly elected Council takes office immediately following the close of the annual meeting at which the election results are announced and holds office until the close of the next annual meeting.

Appointment of Officers

- 42.1** At the conclusion of an annual meeting, Council shall hold a meeting wherein the President shall designate the Vice-President, Secretary and Treasurer from among the Councilors.
- 42.2** Council members not holding an office shall be referred to as “Councilors”.

Lengths of Office

- 43.1** The President holds office for a full term until the next annual meeting.
- 43.2** Councilors hold office until the close of the annual meeting two years following their election.
- 43.3** The immediate Past President may hold office consistent with any consecutive terms of office of the immediate President.
- 43.4** Notwithstanding anything in these bylaws a Council member:
- a) Who ceases to be an Architect or Restricted Practitioner shall be automatically removed from Council,
 - b) Whose registration is suspended shall also be suspended from Council until their registration is reinstated,
 - c) Who is charged with a criminal offence and the charge has not been withdrawn or disposed of by court, shall be suspended from Council until their charge is withdrawn or disposed of by court,
 - d) Who pleads guilty or is found guilty of a criminal offence for which no pardon has been granted shall automatically be removed from Council,
 - e) Who is the subject of an unskilled practice or unprofessional conduct finding shall be suspended from Council,
 - f) Who files an assignment in bankruptcy shall be automatically removed from Council, or
 - g) Who takes a leave of absence due to a criminal offence shall be suspended from Council until their charge is withdrawn or disposed of in court.

Temporary Absences

- 44.1** In the event of a temporary absence or the President’s inability to act, the Vice-President shall serve as acting President for the remainder of that term. The Vice-President shall have all the powers, duties and responsibilities of the President.

Vacancies on Council

- 45.1** If a resident member of Council ceases to be a resident of the Northwest Territories, the office shall be declared vacant if a non-resident member is already on Council.
- 45.2** If the Vice-President is unable to retain their office or the office of President, Council shall elect another Councilor member to act as Vice-President for the remainder of that term.

- 45.3** If an officer other than the President or Vice-President is unable to retain office, Council may:
- a) Appoint another Council member other than a Graduate Student to fill the office for the remainder of the term, or
 - b) Leave the office vacant.
- 45.4** If an elected Council member ceases to be a Council member, Council they may:
- a) Appoint another Architect or Restricted Practitioner to fill the vacancy for the remainder of the term, or
 - b) Leave the office vacant.
- 45.5** Notwithstanding a vacancy in the membership of Council, the powers and duties of Council may be exercised and performed if at least one (1) elected Council member and if available, the Minister's appointee remains on Council.

Failure to Attend Council Meetings

- 46.1** If any Council member is unable to attend a meeting of Council, they shall so inform the Registrar prior to the meeting.
- 46.2** If any member of Council absents themselves from three (3) consecutive meetings of Council, may have their seat declared vacant by Council.

Council Meetings

- 47.1** Council shall meet at least six (6) times per year on such dates and at such times and places as it decides.
- 47.2** Council shall meet at the call of the President or upon written request to the Registrar signed by not less than three (3) Council members.
- 47.3** The time and place of Council meetings shall be fixed by the President or by the Council member, whoever called the meeting.
- 47.4** The President may call a meeting of Council at any time.

Council Quorum

- 48.1** A quorum shall consist of at least 50% of voting Council members.
- 48.2** Council members may attend meetings in person or online, via telephone or other electronic device, and shall have all the rights of members present at the meeting.

Notice of Council Meeting

- 49.1** Notice of the date, time and place of Council meetings shall be given by the Registrar to each member of the Council at least twenty-four (24) hours before the meeting.

Meeting Expenses

- 49.1.1** Council members and, at the discretion of Council, appointed representatives and committee members of the Association, members invited for special purposes and representatives of other organizations may be reimbursed for reasonable out-of-pocket expenses for attending meetings of Council or of the Association or when traveling on business of the Association.
- 49.1.2** Travel and out-of-pocket expenses referred to in section 49.1.1 shall not be reimbursed unless such expenditures are pre-authorized by Council.

Duties of Elected Officers

President

49.2.1 The President shall:

- a) Preside at all meetings of the Association and Council,
- b) To sign certificates of registration issued pursuant to the Act and general regulation, and
- c) Perform such other functions as are required of them under these bylaws or by Council.

49.2.2 Except for the Complaint Review Committee, the President is an ex officio member of all committees.

Secretary

49.3.1 The Secretary shall:

- a) Sign such documents as are necessary including when the Common Seal is affixed unless they are absent or otherwise unable to do so, and
- b) Perform such other functions as are required of them under these bylaws or by Council.

Treasurer

49.4.1 The Treasurer shall:

- a) Report to Council on the finances of the Association,
- b) Present a financial statement at the annual meeting, and
- c) Perform such other functions as are required under these bylaws or by Council.

Appointment of the Registrar

49.5.1 Council shall appoint a Registrar who will not be entitled a vote on any matter and who will be responsible to Council.

Duties of the Registrar

49.6.1 The Registrar shall:

- a) Perform such duties as are specified in the Act and these bylaws,
- b) Keep the Register roll and records up to date,
- c) Perform such other duties as are assigned to them by Council,
- d) Post a security bond, at the expense of the Association, in a sum to be fixed by Council, and receive remuneration as established by Council, and
- e) Be responsible, under Council, of all property of the Association and for the work of all employees of the Association.

- 49.6.2** The Registrar shall be responsible for:
- a) The presentation of business and recording of proceedings at all meetings of the Association and Council,
 - b) Conducting the correspondence of the Association and keeping full records thereof,
 - c) The books and accounts of the Association and ensuring that all monies due to the Association are collected and deposited with the funds of the Association,
 - d) The drawing of cheques and Etransfers against the funds of the Association to be signed by the Registrar, President or alternates approved by Council,
 - e) Providing such information and reports as may be requested by Council, or which the Registrar deems necessary in the interest of the Association,
 - f) Signing of certificates of registration issued pursuant to the Act,
 - g) Maintaining a register of members and licensees classified as to the respective professions,
 - h) Maintaining a register of permit holders,
 - i) Maintaining a register of Graduate Architects,
 - j) Maintaining a register of Restricted Practitioners,
 - k) Publishing annually copies of the “registers and rolls”,
 - l) Publishing annually the Association’s schedule of fees, and
 - m) Such other functions as are necessary or expedient for the proper administration of the Act and bylaws and the affairs of the Association generally.

Acting Registrar

- 49.7.1** If the Registrar is absent or unable to act as Registrar, or if the office of Registrar is vacant, Council may appoint a person as Acting Registrar.
- 49.7.2** An Acting Registrar will have all the powers and duties of the Registrar under the Act, regulations under the Act and these bylaws.

Minister’s Appointee

- 49.8.1** The person appointed to Council by the Minister may attend meetings of Council and take part in the proceedings of Council but shall not be entitled to vote on any resolution.
- 49.8.2** The term of the appointment will be at the discretion of the Minister for a minimum of three (3) years.

Intern Architect

- 49.9.1** Council shall appoint an Intern Architect, nominated from among current registered Intern Architects, as available for a term of one (1) year who may:
- a) Attend meetings of Council,
 - b) Take part in proceedings and vote on any resolution, and
 - c) Complete their term notwithstanding their registration as an Architect.

External Representatives

- 49.10.1** Council may, by resolution, employ an Executive Director and administrative staff for the management of the Association.
- 49.10.2** Council may invite any organization or association to appoint a member of its executive as a representative to attend such meetings of Council as Council may determine.

- 49.10.3** Any representative, invited pursuant to section 49.10.2 hereof, if not a member of Council, may be invited by Council to attend meetings of Council and to take part in the proceedings of Council but shall not be entitled to vote on any resolution.

PART 5: Committees

Standing Committees

- 50.1** The standing committees of the Association are:
- a) The Complaints Review Committee,
 - b) The Practice Review Board,
 - c) The Registration and Licencing Review Committee, and
 - d) Continuing Education Committee.

Other Committees

- 51.1** The terms of reference of all committees shall be determined by Council, including:
- a) The membership and terms of office,
 - b) The Chair and, if necessary, Vice-Chair, and
 - c) The functions, duties and responsibilities of each committee.
- 51.2** Council may appoint committees of the Association as deemed necessary.
- 51.3** A committee may include persons who are not an Architect or a Restricted Practitioner or members of the Association.
- 51.4** Individuals appointed to a committee may be appointed for a fixed period or periods of time and committee members may be appointed for different periods of time.
- 51.5** Council may terminate committee memberships and revoke Chair and Vice-Chair appoints at any time.

Vacancies

- 52.1** If a vacancy occurs on a committee, Council may:
- a) Appoint an individual as a member of the committee for the remainder of the term, or
 - b) Leave the vacancy unfilled.
- 52.2** Pending the appointment of an individual by the Council under section 52.1, the President may make a temporary appointment.
- 52.3** Notwithstanding a vacancy in the membership of a committee, if a quorum remains on the committee, the remaining members have and may exercise the functions and responsibilities of the committee.
- 52.4** If a committee Chair is absent or unable to act, a Vice-Chair shall act as Chair.
- 52.5** If a committee Vice-Chair is absent or unable to act, the members present at the meeting shall elect a member to act as Chair for that meeting.

Expenses

- 53.1** Except for the members of the public appointed by the Minister, a member of Council or a member of a committee is entitled to be reimbursed for reasonable travel and incidental expenses while engaged in the business of the Association, other than in connection with annual meetings or special meetings.

53.2 Notwithstanding section 53.1, the President is entitled to be reimbursed for travel, living and accommodation expenses at annual and special general meetings.

53.3 The Minister's appointee and any other member of the public, who as non-members are asked to be part of a committee, may be granted a stipend or gift in the amount directed by the President or Council.

Appointment to Other Bodies

54.1 Council may appoint a member to represent the Association on the council, governing body, or committees of any other organization or association.

Rules of Procedure

55.1 Council may establish rules of order and procedure for the conduct of business of a committee.

55.2 If rules of order and procedure are not established by Council, the order and procedure at meetings of a committee shall be those normally accepted rules of order and procedure governing meetings of a like nature.

55.3 Any dispute in a committee meeting shall be settled by the Chair of the meeting and their decision will be final.

55.4 When called upon by the President to do so, Council may make a resolution through the process of email voting.

Ex Officio Members

56.1 A person who is appointed or entitled to attend a meeting of Council or a committee as an ex officio member:

- a) May speak on any matter before the meeting at which they attend, but
- b) Is not entitled to vote on any matter.

56.2 Notwithstanding section 56.1, a person who is an ex officio member of Council or of any committee, except the President, shall at the direction of Council or a committee, as the case may be, leave the meeting for the period required.

PART 6: Registration and Membership

Application for Registration

60.1 Applications for registration as an Architect, Licencee, Permit Holder, Graduate Architect and all applicable associate membership, shall be made to the Registrar in forms approved by Council and shall be accompanied by the appropriate registration fee.

60.2 Applications shall be reviewed by the Registrar and the Registration and Licencing Review Committee and forwarded to Council with a recommendation for disposition.

60.3 Applicants who do not qualify under Section 18 of the Act may be referred to the Canadian Architectural Certification Board immediately following review by the Registration and Licencing Review Committee.

Architects

- 61.1** An Architect is entitled to:
- a) Attend annual and special general meetings and to vote at them,
 - b) Receive publications of the Association,
 - c) Receive such information as directed by Council,
 - d) The benefits conferred and the duties and responsibilities imposed under the Act, and these bylaws, and
 - e) To use the title and letters Architect NWTAA after their name to indicate that they are an Architect and a member of the Association.
- 61.2** An architect shall pay such fees, dues, and levies as are specified by Council pursuant to these bylaws.

Restricted Practitioners

- 62.1** A Restricted Practitioner is entitled to:
- a) Attend annual and special general meetings and to vote at them,
 - b) Receive publications of the Association,
 - c) Receive such information as directed by Council,
 - d) The benefits conferred and the duties and responsibilities imposed under the Act, and these bylaws, and
 - e) Use the titles and letters “Restricted Practitioner NWTAA” after their name to indicate that they are a Restricted Practitioner and a member of the Association.
- 62.2** A Restricted Practitioner shall pay such fees, dues and levies as are specified by Council pursuant to these bylaws.

Graduate or Intern Architects

- 63.1** An individual registered as a Graduate or Intern Architect is entitled to:
- a) Enroll in an internship program approved by Council,
 - b) Attend annual and special general meetings,
 - c) Receive publications by the Association,
 - d) Receive such information as directed by Council,
 - e) The benefits conferred and the duties and responsibilities imposed under the Act, and these bylaws, and
 - f) Use the title “Graduate Architect” or “Intern Architect”.
- 63.2** A Graduate or Intern Architect cannot vote at annual or at special general meetings.
- 63.3** A Graduate or Intern Architect shall pay such fees, dues, and levies as are specified by Council pursuant to these bylaws.
- 63.4** Council may consult the Canadian Architectural Certification Board concerning the educational qualifications of an Intern Architect applicant.
- 63.5** Council shall, upon being satisfied as to the good character of the applicant, and as to their intention to qualify and apply, in due course, for registration as an Architect, admit an applicant as a Graduate Architect.

- 63.6** Council may, in its discretion for failure to pay the prescribed fees, strike the name of any Graduate Architect from the record, and that person shall no longer be a Graduate Architect.
- 63.7** No person shall remain as a Graduate Architect for more than five (5) years after graduation unless Council, in its discretion, extends this period.
- 63.8** No person shall be admitted as a Graduate Architect if at the time of their application they qualified to become an architect.

Associate Membership

- 64.1** The following associate membership categories are established:
- a) Associate,
 - b) Student Member,
 - c) Retired Member,
 - d) Honourary Member, and
 - e) Life Member.
- 64.2** The Registrar shall maintain a record of the members in the categories established in these bylaws.
- 64.3** The record shall contain, unless otherwise directed by Council, with respect to each individual:
- a) Full name,
 - b) Address,
 - c) Date of membership,
 - d) Category of membership,
 - e) Date of cessation of membership, and
 - f) Such other information as Council may direct.
- 64.4** Each member shall notify the Registrar in writing of any changes to the information in their record.
- 64.5** Persons holding a membership established in these bylaws are not permitted to practice architecture.

Associate

- 65.1** An Associate is entitled to:
- a) Attend annual and special general meetings, unless the meeting votes to exclude those persons who are not Architects or Restricted Practitioners, but are not entitled to vote at them,
 - b) Receive publications of the Association, and
 - c) Receive such information as directed by Council.
- 65.2** An Associate shall pay such annual dues as are specified by Council pursuant to these bylaws.
- 65.3** A person may apply for membership as an Associate if they:
- a) Hold a degree in architecture or interior design or its equivalent from a recognized post-secondary institution or,
 - b) Hold a certificate with respect to their academic qualifications, as accepted by Council.
- 65.4** On payment of the appropriate fee, Council may approve the entry of an individual referred to in section 67.3 in the category of Associate and issue a certificate of membership.

Student Associate

- 66.1** A Student Associate is entitled to:
- a) Attend annual and special general meetings, unless the meeting votes to exclude those persons who are not Architects or Restricted Practitioners, but is not entitled to vote at them,
 - b) Receive publications of the Association, and
 - c) Receive such information as directed by Council pursuant to these bylaws.
- 66.2** A Student Associate shall pay such annual dues as are specified by Council pursuant to these bylaws.
- 66.3** An individual may apply for membership as a Student Associate if they:
- a) Have a Northwest Territories high school diploma, or in the opinion of Council, equivalent diploma, and satisfies Council that they are engaged or are about to be engaged in work of some branch of architecture,
 - b) Are a member of an architecture students' society at a Canadian university, the Canadian Architectural Student Association, or another organization approved by Council.
 - c) Are engaged in a course of study related to the practice of architecture as approved by council, or
 - d) Have successfully completed Part I of the RAIC (Royal Architectural Institute of Canada) on Syllabus Program, or equivalent, and are about to commence or have commenced Part II or the equivalent education and training regulation.
- 66.4** On payment of the appropriate fee, Council may approve the entry of an individual referred to in section 68.3 in the category of Student Associate and issue a certificate of membership.
- 66.5** Council shall, upon being satisfied as to the good character of the applicant, and as to their intention to qualify and apply in due course for registration as an Architect, admit the applicant as a Student Associate.
- 66.6** A Student Associate complying with section 68.3 D must continue enrolment in the RAIC Syllabus program, or equivalent.
- 66.7** Council may, in its discretion for conduct considered unbecoming, strike the name of any Student Associate from the record and that person shall no longer be a Student Associate.
- 66.8** No person shall remain a Student Associate for more than ten (10) years unless they are making satisfactory progress towards membership.
- 66.9** No person shall be admitted as a Student Associate if, at the time of their application, they are qualified to become a Graduate Architect.

Retired Members

- 67.1** Council may, on written request, approve the entry of an Architect or Restricted Practitioner who has retired from the practice of architecture and tenders their resignation to Council in the category of Retired Member and issue them a certificate of membership.

- 67.2** A Retired Member is entitled to:
- a) Attend annual and special general meetings, unless the meeting votes to exclude those persons who are not Architects or Restricted Practitioners, but is not entitled to vote at them,
 - b) Receive publications of the Association,
 - c) Receive such information as directed by Council, and
 - d) Use the title “Architect (Retired)” or “Restricted Practitioner (Retired)” after their name to indicate that they are a Retired Member of the Association.

67.3 A Retired Member shall pay such annual dues as are specified by Council pursuant to these bylaws.

Honourary Members

68.1 Council may elect an individual who has rendered the profession of architecture valuable service or who has notably contributed to the advancement of architecture as an Honourary Member.

- 68.2** An Honourary Member is entitled to:
- a) Attend annual and special general meetings, unless the meeting votes to exclude those persons who are not Architects or Restricted Practitioners, but is not entitled to vote at them,
 - b) Receive publications of the Association,
 - c) Receive such information as directed by Council, and
 - d) Use the title “NWTAA (Hon)” after their name to indicate that they are an Honourary Member of the Association.

68.3 An Honourary Member shall not be entitled to practice as an Architect.

68.4 An Honourary Member shall be exempt from payment of fees.

Life Members

69.1.1 Council may elect an Architect or Restricted Practitioner who has been a member for ten (10) or more years, has practiced their profession with distinction, and notably contributed to the advancement of the profession of architecture as a Life Member.

69.1.2 Council may appoint or designate an allied professional who has practiced their profession with distinction and notably contributed to the advancement of the allied profession as a Life Member.

69.1.3 Life members shall be exempted from payment of fees.

69.1.4 Notwithstanding anything in these bylaws, the membership of a Life Member who shall perform a criminal act shall be rescinded.

None-Practicing Members

69.2.1 Council may establish a non-practicing membership category for members who have ceased to practice Architecture in the Northwest Territories but who wish to remain affiliated with the Association.

69.2.2 The annual fee for non-practicing members shall be determined by Council.

Annual Registration

69.3.1 Each Architect and Restricted Practitioner shall annually provide the Registrar with the title, business address(es) and contact information of their place of business.

- 69.3.2** Each Permit Holder shall annually provide the Registrar with:
- a) The title, business address(es) and contact information of the Firm,
 - b) The number of architects and the names of the director(s) of the Firm
 - c) Each named person's place of residence, and
 - d) The registered office of the Firm.

Mandatory Continuing Education or Professional Development

- 69.4.1** Council shall prescribe mandatory continuing education criteria as a condition of registration for Architects and Restricted Practitioners.
- 69.4.2** Mandatory continuing education criteria shall include:
- a) A reporting period that is twenty-four (24) months beginning July 1st of each even numbered year and concluding June 30th of the second year, and
 - b) A required minimum of seventy (70) learning hours per reporting period, including a minimum of twenty-five (25) hours in a structured environment, as determined by Council.
- 69.4.3** An Architect or Restricted Practitioner shall demonstrate, at the end of each reporting period and in a form prescribed by Council, that they have satisfied the mandatory continuing education criteria set by Council.
- 69.4.4** An Architect or Restricted Practitioner who does not comply with section 69.4.2 shall pay a penalty fee prescribed by Council and shall fulfill the requirements no later than August 15th of the same year.
- 69.4.5** An Architect or Restricted Practitioner who does not comply with section 69.4.2 by August 15th after the end of a reporting period shall pay a second penalty fee prescribed by Council and shall fulfill the requirements no later than September 30th of the same year.
- 69.4.6** An Architect or Restricted Practitioner, who does not comply with section 69.6.2 by September 30th, may have terms and conditions placed on their registration or their registration suspended or revoked as determined by Council.

Reinstatement

- 69.5.1** If an Architect, Restricted Practitioner, or Permit Holder, whose name has been removed from the Register or Roll due to arrears in fees, dues, special levies or assessments, may reapply in writing to Council for registration and shall be assessed fees and dues consisting of:
- a) Dues in arrears for the year of removal,
 - b) A re-registration fee, and
 - c) Dues for the current year.
- 69.5.2** If an Architect, in good standing who has allowed their registration to lapse for not more than three (3) years, who cannot re-register through reciprocity and who wishes to be reinstated shall:
- a) Complete the terms and conditions of an application for registration,
 - b) Meet the requirements of one (1) cycle of Mandatory Continuing Education, and
 - c) Be assessed fees and dues consisting of:
 - i. Dues in arrears for the year(s) of lapsed registration,
 - ii. A re-registration fee, and
 - iii. Applicable dues for the current year.

- 69.5.3** If an Architect, in good standing who has allowed their registration to lapse more than three (3) years but less than five (5), who cannot re-register through reciprocity and who wishes to be reinstated shall:
- a) Attend an interview by three (3) members appointed by Council,
 - b) Complete the terms and conditions of an application for registration,
 - c) Meet the requirements of one (1) cycle of Mandatory Continuing Education, and
 - d) Be assessed fees and dues set out in section 69.5.2 C.
- 69.5.4** If an Architect has been removed from the Register for a period of more than five (5) years and who cannot re-register through reciprocity shall refer to Sections 23 and 24 of the Act.
- 69.5.5** If a Permit Holder in good standing who has allowed their registration to lapse, and who wishes to be reinstated shall:
- a) Complete the terms and conditions of an application for a firm permit, and
 - b) Be assessed fees and dues consisting of:
 - i. Dues in arrears for the year(s) of lapsed registration,
 - ii. A re-registration fee, and
 - iii. Applicable dues for the current year.
- 69.5.6** If a Restricted Practitioner in good standing has allowed their membership to lapse, they cannot be reinstated.
- 69.5.7** An Architect, Restricted Practitioner, or Permit Holder who has been removed from the Registrar due to unprofessional conduct may request reinstatement in writing to Council and shall be required to satisfy any conditions for reinstatement imposed by Council.
- 69.5.8** A Graduate Architect or Associate Member, whose registration is cancelled due to non-payment of fees, dues or levies, may be reinstated by applying in writing to Council and submitting the unpaid sum which resulted in their cancellation plus any current fees, dues or levies.

PART 7: Fees, Dues and Levies

Annual Fees

- 70.1** Annual fees for members shall be determined by Council, include an administrative charge established by Council, and be payable in advance on January 31st of each year, subject to such discounts as Council may determine.
- 70.2** Registration fees may include an administration charge determined by Council plus any other fees payable with an application for registration.
- 70.3** Registration fees for new applicants shall be prorated in accordance with the portion of the calendar year remaining and shall be payable at the time of registration.
- 70.4** Annual fees for a Licensee shall be determined by Council and be specific to project scope and duration.

70.5 Each Architect and Restricted Practitioner shall pay fees in respect of each of the following matters:

- a) A registration fee payable upon registration as an Architect or Restricted Practitioner, and
- b) An annual fee payable on registration for:
 - i. An Architect or Restricted Practitioner in possession of a seal at any time during the year, and
 - ii. An Architect or Restricted Practitioner not in possession of a seal at any time during the year.

70.6 Each Permit Holder shall pay fees in respect of each of the following matters:

- a) A registration fee payable upon registration of a Firm, and
- b) An annual fee payable up registration, prorated monthly by calendar year and, thereafter, the full annual fee payable in advance of January 31st of each year.

Refund of Annual Fees

71.1 An annual fee refund request from an Architect or Restricted Practitioner upon approval by Council, shall be prorated quarterly by calendar year minus an administration charge of \$50.00.

71.2 An annual fee refund request from a Permit Holder or Licensee upon approval by Council, shall be prorated semi-annually by calendar year, minus an administration charge of \$50.00.

Annual Fee Reduction

72.1 An Architect or Restricted Practitioner may request a reduction of annual fees, as prescribed by Council, for reasons of financial hardship, family leave, medical disability or sabbatical leave.

Fees for Associate Members

73.1 An Associate, Retired Member, and Student Associate shall pay the Association such fees as prescribed by Council in respect of each of the following matters:

- a) A registration fee payable upon registration as a member, and
- b) An annual fee payable up registration.

73.2 A person who registers in a category denoted in section 73.1 during the year shall pay an annual fee prorated for the days remaining in that year.

Special Levy

74.1 Council may impose a special levy of not more than \$100 per year on each Architect and Restricted Practitioner for special circumstances requiring additional funding for the Association.

Late Payment

75.1 Notwithstanding the time specified for the payment of fees, dues or levies, Council may, for compassionate reasons or for any other reason it considers appropriate, set another time or times for the payment of said fees, dues or levies.

PART 8: Registers and Roll

Register of Architects

80.1 The Register shall contain the following information with respect to each Architect:

- a) Full legal name,
- b) Date of birth,
- c) Registration number,
- d) Whether a seal has been issued to them,
- e) Date the person became an Architect,
- f) Business address,
- g) Date of death,
- h) Any suspensions or cancellation of their registration,
- i) Where their professional records are kept, and
- j) Such other information as Council may direct.

Register of Restricted Practitioners

81.1 The Register shall contain the following information with respect to each Restricted Practitioner:

- a) Full legal name,
- b) Date of birth,
- c) Registration number as a professional engineer, (if applicable),
- d) Registration number as a Restricted Practitioner,
- e) Date of Registration as a Restricted Practitioner,
- f) Business address,
- g) Any suspension or cancellation of their registration,
- h) Where their professional records are kept
- i) The restricted scope of practice in which they are permitted to engage, and
- j) Such other information as Council may direct.

81.2 The Registrar shall notify a member in writing of any change to their information in the Register.

81.3 The Registrar shall maintain, in a separate record, information as to whether an Architect or Restricted Practitioner is a sole practitioner, in partnership, a director of, or an employee of a Firm.

81.4 Information entered under section 81.1 G may only be removed at the direction of Council.

81.5 The Registrar shall record the names of all Graduate Architects in good standing.

Register of Licensees (Visiting Project Architects)

- 82.1** The Register shall contain the following information with respect to each Licensee:
- a) Full legal name,
 - b) Licence or registration number issued to them in the jurisdiction in which they are entitled to practice architecture,
 - c) Licence number in respect of the project they are a Visiting Project Architect,
 - d) Date the individual became a Visiting Project Architect,
 - e) Date they cease to be licenced, to be one (1) year following the conclusion of the project,
 - f) Name and location of the project in respect of which they are licenced,
 - g) Name of the Architect with whom they are collaborating,
 - h) Business address,
 - i) Where the professional records of the project are to be kept in respect of which they are licenced,
 - j) Any suspension or cancellation of their licence or of the registration of the Architect with whom they are collaborating,
 - k) Date of death, if it occurs during the course of the project, and
 - l) Such other information as Council may direct.
- 82.2** Information under section 82.1 J may only be removed at the direction of Council.
- 82.3** The Registrar shall notify a Licensee in writing of any change to their information in the Register.

Register of Permit Holders

- 83.1** The Register shall contain the following information with respect to each Permit Holder:
- a) Full legal name,
 - b) Permit number,
 - c) Date of Registration,
 - d) Business Address,
 - e) Any suspensions or cancellation of the Firm's registration,
 - f) Full legal name and registration number of the Architect, Restricted Practitioner, or Licensee who will serve as the professional representative of the Firm and who will supervise the Firm's practice of architecture as well as its professional conduct, and
 - g) Such other information as Council may direct.
- 83.2** Information under section 83.1 E may only be removed at the direction of Council.
- 83.3** The Registrar shall notify a Permit Holder in writing of any change to their information in the Register.

Inspection of Registers and Roll

- 84.1** The Registrar shall, during regular office hours, permit members of the Association to inspect the information about themselves recorded in the applicable Register or Roll.

PART 9: Professional Stamps

Issue of Stamp

- 90.1** Every authorized practitioner shall, upon registration, be issued a personal stamp for their professional use.

- 90.2 The Registrar shall only issue a stamp to an Architect on the request of the Architect.
- 90.3 The individual whose name is on the stamp is its custodian and is responsible for its safekeeping.
- 90.4 The custodian of a Permit Holder's stamp shall be an officer or employee of the Permit Holder who is authorized to control its use.

Use of Stamp

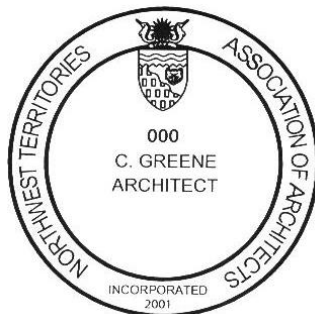
- 91.1 A stamp shall be affixed to a document only when the professional taking responsibility is satisfied that the work has been completed to an acceptable standard.
- 91.2 Each time an Architect's or Restricted Practitioner's stamp is used, the authorized practitioner shall:
 - a) Either impress the stamp on their signature or sign over the stamp, so that the signature and stamp are combined, and
 - b) Indicate the date the stamp was used.
- 91.3 A Permit Holder's stamp shall be affixed to a document only after the professional(s) taking responsibility have affixed their personal stamps.
- 91.4 The Permit Holder, or an authorized officer or employee, shall affix the stamp, sign across the imprint of the stamp and indicate the date of the signature.

Return of Stamp

- 92.1 All stamps issued by the Registrar remain the property of the Association and shall be returned.
 - a) By an Architect or Restricted Practitioner:
 - i. If they no longer wish to hold the stamp,
 - ii. If they cease to be an authorized practitioner, or
 - iii. Upon their death,
 - b) By a Permit Holder, if the Firm is wound up or otherwise ceases to be a Firm,
 - c) By a Licensee, upon the expiration of their licence, or
 - d) For any such circumstances described in the Act.

Architect Stamp

- 93.1 An Architects stamp shall be engraved with:
 - a) The name and registration number of the Architect to whom the stamp is issued, and
 - b) The words "Architect" and "Northwest Territories Association of Architects".
- 93.2 The seal shall be engraved in the following form:

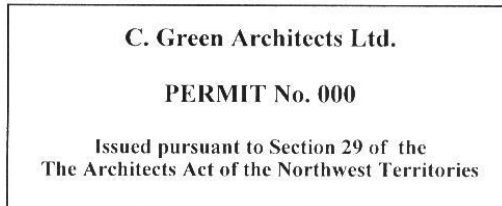


- 93.3 The stamp of an Architect may be made of metal, rubber or other suitable material.

Permit Holder Stamp

- 94.1** A Permit Holder stamp shall be a rubber stamp engraved with:
- a. The name of the Firm to which the stamp is issued;
 - b. The permit number of the Firm, and
 - c. The words “issued pursuant to the *Architects Act* of the Northwest Territories”.

94.2 The stamp shall be designed in the following form:



94.3 A Permit Holder’s stamp may only be used when an Architect also impresses their seal in association with the stamp of the Firm.

Licensee (Visiting Project Architect) Stamp

- 95.1** A Licensee’s stamp shall be a rubber stamp engraved with:
- a. The name of the Licensee to whom the stamp is issued,
 - b. The licence number of the Licensee,
 - c. The location and name of the project in respect of which the Licensee is licensed, and
 - d. The name of the Architect or Firm collaborating with the Licensee.

95.2 The stamp shall be designed in the following form:

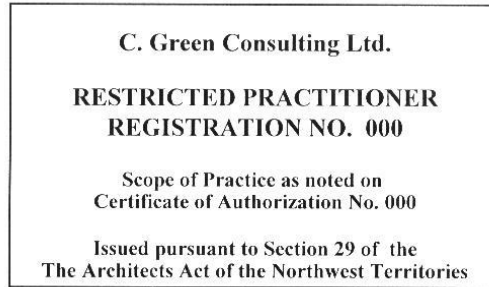
VISITING PROJECT ARCHITECT	
C Green , Edmonton, Alberta	
Licence No.: 000	New Office Building
Issued: January 01, 2005	2005-2005 Street Yellowknife, NWT
Collaborating Architect: ABC Architects Ltd. Northwest Territories Association of Architects	
Issued pursuant to Section 28 of the The Architects Act of the Northwest Territories	

95.3 A Licensee shall use the stamp issued to them by the NWT Association of Architects alongside the stamp issued to them in the jurisdiction in which they are entitled to engage in the practice of architecture.

Restricted Practitioner Stamp

- 96.1** A Restricted Practitioner’s stamp of a restricted practitioner shall be a rubber stamp engraved with:
- a. The name of the Restricted Practitioner to whom the stamp is issued, and
 - b. The restricted scope of practice in which the Restricted Practitioner is permitted to engage.

96.2 The stamp shall be designed in the following form:



PART 10: Conduct and Discipline

Practice Bulletins

- 100.1** Council shall publish Practice Bulletins to clarify or develop the intent of some part of the Act or these bylaws, or an extension thereof.
- 100.2** Practice Bulletins, once approved and published by Council, shall become a standard of conduct for all members.

Code of Ethics

- 101.1** All registrants, Permit Holders, and Associate Members shall conform to The Code of Ethics in Schedule 1 of these bylaws.
- 101.2** A breach of the Code of Ethics shall constitute conduct unbecoming which is subject to disciplinary action.

Notice to Public, Profession and Government

- 102.1** If, in the judgment of Council an authorized practitioner has engaged in improper conduct, the Registrar, after all appeals and rights of appeal have been exhausted, shall give notice of such finding to the profession and to any party or parties whose complaint, complaints, or notice of conduct gave rise to the investigation and hearing that led to Council's decision, and such notice shall include:
- a) The name of the authorized practitioner,
 - b) The nature of the complaint or conduct of which the authorized practitioner was found guilty, including brief particulars,
 - c) The penalty imposed, including any conditions; and
 - d) The costs imposed, if any.
- 102.2** Council may direct the Registrar to publish said information concerning its findings to the public as it considers appropriate under the circumstances in such manner and by such means as it may determine.

PART 11: Miscellaneous Provisions

Time Extensions

- 110.1** Where these bylaws require actions or proceedings to be done, had, or taken by or at a certain date, and that date is a Saturday, Sunday or holiday, the actions or proceedings shall be done had or taken on or by the following day that is not a Saturday, Sunday or holiday.

- 110.2** If anything to be done by the Council or individual within a number of days or at a time fixed by or under these bylaws, cannot be or is not so done, Council, shall have discretion to appoint further or other time for doing it, whether the time at or within which it ought to have been done has or has not arrived or expired.
- 110.3** Anything done at or within the time specified by the Council is as valid as if it had been done at or within the time fixed by or under these bylaws.
- 110.4** Notwithstanding anything in these bylaws, where a certain date is fixed on or by which certain things are to be done or proceedings taken, and that date was fixed having regard to an earlier fixed date on or by which certain other things are to be done or proceedings taken, and if default is made in respect of the earlier date, Council may permit a like delay in respect of the later date.

Inability To Act

- 111.1** If a person is required to take some action or do something under these bylaws and is absent, unable, or unwilling to do so, Council may appoint another person to take the action or do the thing in their place.

Delivery of Notices

- 112.1** A notice or any other thing that is permitted or required to be given to an Architect, Restricted Practitioner, Permit Holder, Licensee or another member may be given:
- a) By delivering the notice to that person's business address as recorded in the Register or Roll, or
 - b) By personal service.
- 112.2** A notice or any other thing that is permitted or required to be given to Council, an officer or appointee of Council, or the Association, the notice may be given by delivering it to the head office of the Association.
- 112.3** If one or more Architect or Restricted Practitioner does not receive a notice served in accordance with subsection 112.1, an annual or special general meeting that is the subject of the notice may nevertheless be held as if the notice or notices had been received.

Validation

- 113.1** Any act or thing under the provision of these bylaws that is directed to be done within a limited time and that is not done so, or is not properly or effectually done, shall not vitiate any act or thing that was done prior to such omission or improper, ineffectual act and that prior act shall remain in full effect.
- 113.2** Council may extend the time for completing or perfecting an act or thing, either prior or subsequent to such act or thing not being properly or effectually done or omitted, and such act, when completed or perfected, shall have the same effect as if done strictly in accordance with the provision of these bylaws.

PART 12: Amendments to Bylaws

Amendments

- 120.1** An amendment to these bylaws shall not be submitted to a vote unless the details of the amendment have been disclosed to all members at least thirty (30) days prior to the day on which the vote is to occur.

- 120.2** Voting shall take place at a duly convened annual or special meeting or by mail vote.
- 120.3** The procedure for conducting a mail vote shall be established by Council and shall be consistent with the Act and these bylaws.
- 120.4** A member who wishes to propose the enactment, amendment or repeal of bylaws at an annual or special meeting must provide the Registrar:
- a) Written notice of a motion, and
 - b) A copy of the bylaw additions, amendments or repeals they will propose.
- 120.5** The Registrar, on receipt of such a motion, shall send a copy of the proposed enactment, amendments or repeal to each Architect at least forty-five (45) days before the annual or special meeting at which the motion is to be proposed.
- 120.6** If the Council wishes to enact new bylaws, propose amendments to these bylaws or repeal bylaws, the President may do so on behalf of Council in accordance with section 120.5.
- 120.7** Council may authorize a mail vote to obtain ratification by the Membership of changes to these bylaws as required under section 120.2 to 120.4. Such a vote shall be conducted in accordance with part 12 of these bylaws.

Coming Into Force

- 121.1** Subject to this section new bylaws may be enacted; these bylaws may be amended or repealed by a simple majority of those members present and voting at an annual or special general meeting, or by mail or electronic vote.
- 121.2** These bylaws come into force immediately upon being passed pursuant to section 121.1.

Prior Revisions and Amendments

- 121.1** The Bylaws of the Northwest Territories Association of Architects, established in March, 2022 with revisions and amendments up to and including April 2015, are repealed.

Schedule: Code of Ethics

1. Responsibility to the Public

1.1 **CONSIDER THE WIDER IMPACT OF ONE'S DESIGN WORK**

An Architect will hold paramount the safety, health and welfare of the public and environment.

1.2 **MAINTAIN THE INTEGRITY OF THE PROFESSION**

An Architect will represent themselves in a manner that contributes to the esteem of the profession.

An Architect will not misrepresent their education, qualifications or competence.

1.3 **PROVIDE ADEQUATE FEES AND COMPENSATION FOR SERVICES**

An Architect is responsible for establishing justifiable fees for professional services performed.

1.4 **ENGAGE IN THE COMMUNITY**

An Architect is encouraged to support and participate in community affairs, to engage and educate the public, and to promote the health and well-being of the public.

2. Responsibility to the Client

2.1 **BE COMPETENT**

An Architect will be competent in carrying out the professional work they undertake.

An Architect is responsible for keeping themselves informed and current with emerging technologies, techniques, and accepted professional standards in order to maintain their competence and strive to advance their body of knowledge.

An Architect will provide services only in areas of their competence and practice in a careful and diligent manner and will; otherwise, provide a consultation and/or referral to an appropriate professional.

An Architect is expected to make appropriate arrangements for managing professional work in the event of incapacity, death, and absence from, or inability to, work.

2.2 **PROVIDE SERVICES AND EXPLAINING CONSEQUENCES OF DESIGN DECISIONS**

An Architect will act as a faithful agent of their client or employer, maintain confidentiality and avoid conflicts of interest.

An Architect will carry out their professional work faithfully and conscientiously and with due regard to relevant technical and professional standards, by:

- a) Undertaking and completing their work promptly and with skill and care,
- b) Keeping their clients informed of the progress of work undertaken on their behalf and of any issues which may significantly affect its quality or cost, and
- c) Exercising impartial and independent professional judgment when acting between parties or giving advice.

An Architect will present clearly to employers and clients the possible consequences of architectural and engineering decisions which are overruled or disregarded.

An Architect will consider the social, cultural and environmental impacts of design decisions, and decisions that have been overruled or disregarded by clients.

An Architect will sign and seal only reports, plans, or documents which they have prepared, or which have been prepared under their direct supervision and control.

2.3 ACT WITH INTEGRITY AND HONESTY

An Architect is expected, at all times, to act with honesty and integrity and to avoid any actions or situations which are inconsistent with their professional obligations.

An Architect will represent their qualifications and expertise honestly.

An Architect will disclose, in writing, any conflicts of interest, and manage it to the satisfaction of all affected parties.

An Architect will not make any statement which is contrary to their professional opinion, or which is known to be misleading, unfair to others or discreditable to the profession.

An Architect will notify their client promptly of any change in the architect (or other professional) responsible for work undertaken.

An Architect will keep proper records of all money held which belongs to a client or other third party and will account for it at all times.

An Architect will promote their services honestly and responsibly.

An Architect will not offer or make any gifts, other than of nominal value, with the intent of influencing the judgment of a prospective client in connection with a project in which the Architect is interested.

An Architect will not engage in activities or accept remuneration for services rendered which may create a conflict of interest with their clients or employers.

An architect will not disclose confidential information without the consent of their clients or employers unless the withholding of such information is deemed contrary to the safety of the public.

2.4 MANAGE A BUSINESS COMPETENTLY

An Architect will ensure that they are able to provide adequate professional, financial and technical resources when entering into a contract and throughout its duration.

An Architect will ensure that, before undertaking any professional work, they have entered into a written agreement with the client which adequately covers:

- a) The contracting parties,
- b) The scope of work,
- c) The fee,
- d) The responsibilities of each party,
- e) Any constraints or limitations on the responsibilities of the parties,
- f) The provisions for suspension or termination of the agreement, and
- g) A declaration that the Architect carries appropriate insurance coverage.

An Architect must make clear to the client the extent to which any of their architectural services are being subcontracted.

An architect will promptly return to a client any papers, plans or property to which the client is legally entitled at the end of a contract (if requested), or upon reasonable demand.

2.5 NOT WITHDRAW SERVICES

An Architect shall not withdraw professional services except for good cause and with notice that is appropriate in the circumstances.

2.6 NOT GUARANTEE PROBABLE COST OF CONSTRUCTION

An Architect shall not guarantee probable cost of construction, furnishings, fixtures and equipment, whether prepared by the Architect or not.

3. **Responsibility to the Client**

3.1 SUPPORT THE PROFESSION

An Architect has an obligation to participate in the advancement of the profession and in support of its professional organizations, peers and colleagues.

An Architect will carry out their professional work faithfully and conscientiously and with due regard to relevant technical and professional standards.

An Architect will conduct their affairs in a professional manner and refrain from any act which would reflect unfavourably on the profession as a whole.

3.2 REPORT INAPPROPRIATE CONDUCT

An Architect will report to the appropriate review body any illegal, unethical or unprofessional conduct or failure to provide services in accordance with currently accepted professional standards.

An Architect will co-operate with regulatory requirements and investigations.

An Architect will manage and respond to disputes or complaints appropriately.

3.3 UPHOLD PROFESSIONAL EQUALITY

An Architect will view the profession as a partnership of equals.

3.4 ADVERTISE/PROMOTE APPROPRIATELY

An Architect will build their reputation on their professional ability and integrity and will conduct any promotional activity in accordance with acceptable professional standards and within applicable legislations.

3.5 ASK FOR FAIR COMPENSATION FOR SERVICES

An Architect will provide services and receive compensation commensurate with the project scope and schedule; except when providing pro bono services on a contingency basis or as approved by Council.

4. **Responsibility to Other Professionals**

4.1 RESPECT COLLEAGUES AND OTHER PROFESSIONALS

An Architect will conduct themselves with equity, fairness, courtesy and good faith towards colleagues and peers.

An Architect will give credit where credit is due and, accept, as well as give honest and fair professional criticism.

An Architect will not make disparaging comments of the work or qualifications of a colleague to a client or the public.

An Architect will not falsely or maliciously injure the professional reputation or business prospects of another Architect.

An Architect is encouraged to consult with a client's previous Architect concerning services rendered and, through discussion, will advise a client how to achieve an appropriate resolution.

An Architect will only accept a commission for a project when the services of any Architect previously retained for the project have been terminated.