

MEMO

DATE: April 7, 2021
TO: All Voting Members
FROM: Council
RE: Proposed Bylaw Revision

PURSUANT TO SECTION 6 OF THE ARCHITECTS ACT AND EVERY ENABLING POWER, COUNCIL ORDERS THAT THE BYLAWS OF THE NORTHWEST TERRITORIES ASSOCIATION OF ARCHITECTS BE REPEALED AND SUBSTITUTED WITH THE BYLAWS ATTACHED HEREIN.

The current bylaws were approved at the NWTAA's first AGM on March 30, 2002. A number of amendments have been made over the years, but there has never been a full revision.

The purpose of this revision is to simplify and clarify all existing bylaws and the spirit in which they were enacted to ease navigation and comprehension and to facilitate easier amendments in the future. The edits are significant and affect almost every bylaw; however, they are not intended to make any substantive change to the bylaws. Any such change has been withheld for subsequent or future amendment.

The revision was completed under the following scope:

1. Standard copy-editing & proofing for grammar, spelling and sentence structure.
2. Consistency in language and direction, such as the use of "shall" and "may", and prioritizing to whom a bylaw instructs (eg, "The Registrar shall...").
3. The expected flow and order of bylaws, sections and parts (ie, not having the cart before the horse).
4. Ease of navigation and reference, including the removal/collating of repetitive items, themes, sections or parts, and the use of headings and subheadings.
5. Enforcing a "one law per item" and "one item per line" format.
6. Removing redundancies with the Act or other bylaws.
7. Resolving conflicts with the Act or other bylaws. (Conflicts between bylaws that could not be resolved were kept intact for later amendment.)
8. Removing references to non-existent legislation.

Council therefore anticipates that this proposed revision can be passed without issue, and that any subsequent amendment or discussion can occur thereafter.

Notable Bylaw Edits

The following provides explanation for edited bylaws that appear to be substantive changes:

- **[1 – Definitions]** "Firm" replaces Architectural Corporation throughout the bylaws to align with the Act's use of Firm.
- **[1 – Definitions]** NEW "Voting Member" provides a single definition that aligns with the Act, allowing for the removal of redundant bylaws 4(3), 18(3) and 132.

- **[1 – Definitions]** NEW “Minister” clarifies existing references found throughout the bylaws.
- **[28(4) – Election]** Removes a conflict with bylaw 30 and common practice, which is to have a motion to destroy ballots (bylaw 30) and to not destroy them outright (bylaw 28(4)).
- **[34(1)(b) – Officers]** Removes a direction that cannot be enforced due to lack of instruction and context.
- **[52(1)(b) – Auditor]** Removes a conflict with 4(2)(g) and 56(2) and common practice. The auditor should be appointed at an AGM (4(2)(g), 56(2)), and not by Council (52(1)(b)).
- **[52(2) – Appointment]** Removes the obvious: any person appointed by Council cannot be equal to or above Council’s authority, and therefore serves at the pleasure of Council.
- **[31(3) – Intern Rep]** Modified to specify the one logically possible condition wherein an Intern may remain as Representative: registration as an Architect.
- **[63(1) – Committees – and thereafter]** Removes reference to a committee “of the Association”, as committees can only be of, and report to, Council. Conversely, any business of Council is business of the Association.
- **[69(1)(a) – Register – and thereafter]** Removes outdated reference to “at least one page” for each entry into the Register or Roll.
- **[70(1) & 71(1) Roll]** Corrects “Register” to “Roll” for Licensees and Permit Holders, per Act 31(1).
- **[71(1)(b)(v) – Roll]** Removes a reference to non-existent legislation (“Professional Practice Regulation”).
- **[75(5) – Associates]** Removes the condition that an associate cannot practice “unless” they are also registered to practice; this is inherent in, and redundant of, the Act and other bylaws.
- **[76(1)(e) – Architect]** Clarifies the title as “Architect NWTAA”.
- **[76.1(1)(e) – Restricted Practitioner]** Clarifies the title as “Restricted Practitioner NWTAA”.
- **[89 – Stamps – and thereafter]** Replaces all references to a “seal” with “stamp”.
- **[113(3) – Admission – and thereafter]** Removes the term “Authorized Entity”, which is always preceded by “Architect” and which does not have a definition in the Act or bylaws.
- **[135 – Annual Requirements]** Changes registration reporting from “Council” to “Registrar” to align with the Act and other bylaws.
- **[123(1) – Fees]** Removes explanatory dates regarding how refunds are prorated; a rephrasing accomplishes the same.
- **[123(2) – Discounts]** Removes instruction to refer to a practice bulletin. Practice bulletins are in Council’s domain and are intended only to clarify/interpret/elaborate on the Act and bylaws; such a reference is therefore considered a potential logic loop.
- **[127(6) – Reinstatement]** Removes information inherent in, and redundant of, the Act and other bylaws.
- **[141 – Code of Ethics]** Removes reference to section 6 of the Act; cyclical and unnecessary.
- **[146, 149 – ConEd]** Affirms “Mandatory Continuing Education” as the term per 147.
- **[149 – ConEd]** Removes reference to “national harmonization” as it’s not relevant to the bylaws.
- **[151 – ConEd]** Removes reference to a complaint for ConEd non-compliance and the Registration & Licensing Review Committee as recipient of said complaint. This Committee is not equipped to receive/process a complaint, and ConEd is an *administrative* matter regarding compliance, not a *disciplinary* matter regarding conduct.

Redundancies and Conflicts with the Act

The following are bylaws that are redundant of, or in conflict with, the Act. All edits regarding these bylaws are denoted individually in the redlined revision.

- 31(1) redundant of Act 7(2)
- 32 redundant of Act 8(6)
- 34(1) conflicts with Act 8(6) [partial]
- 35(1) redundant of Act 8(2)
- 35(5) redundant of Act 8(4)
- 35(6) redundant of Act 8(4)
- 36 redundant of Act 8(9)
- 37(1) redundant of Act 8(7)
- 38 redundant of Act 8(10)
- 48 redundant of Act 8(9)
- 59(1) redundant of Act 15(1)
- 59(2) direct reference to Act 15
- 59(3) redundant of Act 15(3), Act 35(2)
- 60(1) redundant of Act 35(1)
- 60(2) redundant of Act 35(2)
- 68 redundant of Act 22 and Act 31
- 109(1) redundant of Act 18
- 112(1) redundant of Act 18(2)
- 89(d) redundant of Act 32(5)
- 89(e) redundant of Act 32(4)*
- 93(1) redundant of Act 32(5)
- 95 redundant of Act 32(4)
- 97(1) redundant of Act 32(4)
- 99 redundant of Act 32(4)
- 103 redundant of Act 32(4)
- 105(1) redundant of Act 32(4)
- 114 redundant of Act 18(3)

*A number of moves and edits (ie, a consolidation of) various similar bylaws provide further elaboration on Act 32(4) and provide relevance to 89(e).

Repealing Bylaw

A new bylaw has been added to the end of this revision:

- X. *The Bylaws of the Northwest Territories Association of Architects, established in March 2002 with revisions and amendments up to and including April 2015, are repealed.*

Bylaw Parts

The Parts of the Bylaws have also been edited, with some Parts being deleted entirely and their contents relocated. The removed parts and edited headings of parts are as follows:

- | | |
|--|---|
| 1. Definitions | 9. Seals and Professional Stamps |
| 2. Head Office and Common Seal of the Association | 10. Registration |
| 3. Association Meetings | 11. Fees, Dues & Levies |
| 4. Election to Council | <u>[NEW] Conduct & Discipline</u> |
| 5. Council Composition | 12. Amendments to Bylaws and Regulations |
| 6. Committees | 13. Mail Vote |
| 7. <u>Registers and Roll</u> | 14. Miscellaneous Provisions |
| 8. <u>Registration & Membership Categories</u> | 15. Forms |
| 9. Management and Conduct of the Affairs of the Association | 16. Coming Into Force |
| | 17. Continuing Education |
| | 18. Practice Bulletins |

The newly ordered Parts, which aid in the navigation and “narrative” (or logical order) of the Bylaws, now appear as follows:

- | | | | |
|----|---------------------------|-----|--------------------------|
| | Definitions | 7. | Fees, Dues & Levies |
| 1. | The Association | 8. | Registrar & Roll |
| 2. | Association Meetings | 9. | Professional Stamps |
| 3. | Election to Council | 10. | Conduct and Discipline |
| 4. | Council | 11. | Miscellaneous Provisions |
| 5. | Committees | 12. | Amendments to the Bylaws |
| 6. | Registration & Membership | | |

Renumbering

The “Redlined Edition” of the revision has retained all existing numbering, with all new paragraphs and subparagraphs identified with an “X.” or “(x)”. No Parts have been reordered.

The “Final Renumbered Edition” of the revision has all Parts reordered per above and all paragraphs, subparagraphs and lists have been renumbered in logical order. Numbering retains the same standard format:

1. (1) (a) (i)

To facilitate references between repealed (old) and substituted (new) bylaws, an index of bylaw number changes will be available at the office following approval of this revision.

Subsequent Amendments

In order to effect substantial edits and changes to the bylaws, it is anticipated that individual amendments will be presented at the same time as this revision. It is therefore recommended, for the purposes of numbering and logical order, that any enacted *at the same time* as this revision be included as if it was part of the same revision.