Adopted
17 April 2012

ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

Minutes of:	AIBC Council
Date:	2:30 to 4:30 p.m., 02 April 2012
Location:	AIBC Large Boardroom
Presiding:	Richards
In Attendance:	Csutkai, Gallant, Grossman, Hendriks, Kemp, Pawson, Peddie, Spiegel (teleconf.), Toole
Staff:	Christensen, Ernest, Lutes, Marburg, Rau
Regrets:	Boswell, Chester, Currie, Gillies, Gustavson, Toy, Yustin, Zeibin
Invited guest:	Janet Lutz MAIBC, Chair of the Bylaw Review Committee

Item #	Detail

1.0 Welcome and Call to Order

The President welcomed Janet Lutz MAIBC, Chair of the Bylaw Review Committee (BRC).

2.0 Agenda Acceptance

MOTION to accept the agenda as distributed.

Toole/Kemp **CARRIED**

3.0 Bylaw review recommendations

The BRC Chair presented the committee's recommendations as amended in response to feedback received from members at the consultation session 28 March 2012 and by other means. Summarized comments and correspondence were circulated to Council. The committee recommended that those items which had not generated significant comment by the members be put forward in an omnibus motion.

The President proposed that Council vote upon acceptance of the Committee's recommended changes to the Bylaws previously accepted by Council (item 5.5, meeting 14 February 2012). Bundling options may be considered later and may be influenced by the preferences of those in the assembly for the Annual Meeting.

(Please refer to the appendix for the text of the proposed amendments to the Bylaws below.)

3.1. So-called 'pure housekeeping' items

MOTION 3.1 (A): That the following amendments to AIBC Bylaws be put to the membership for vote, in keeping with the requirements of Bylaw 35.1, at the May 12, 2012 AIBC annual meeting:

For repeal – Bylaws 3.2, 3.3, 12.2, *16.4, 26.0, 26.1, 26.2 and 26.3.**
*(*Note: Bylaw 16.4 was never in force and requires no further action.)*

Toole/Gallant **CARRIED**
Opposed: Csutkai, Grossman

Minor amendments

MOTION 3.1 (B): That the following amendments to AIBC Bylaws be put to the membership for vote, in keeping with the requirements of Bylaw 35.1, at the May 12, 2012 AIBC annual meeting:

To receive the minor amendments as proposed – Bylaws - 12.1, 13.2 and 19.1.

Toole/Gallant **CARRIED**
Opposed: Csutkai, Grossman

3.2. New bylaws, not contentious to date

MOTION: That the following new AIBC Bylaws be put to the membership for vote, in keeping with the requirements of Bylaw 35.1, at the May 12, 2012 AIBC annual meeting:

New Bylaws 36.0 and 36.1.

Toole/Gallant **CARRIED**
Opposed: Csutkai, Grossman

3.3. Chapters

MOTION 3.3 (A): That the following amendments to AIBC Bylaws be put to the membership for vote, in keeping with the requirements of Bylaw 35.1, at the May 12, 2012 AIBC annual meeting:

For repeal – Bylaws 8.2 through 8.5 and 13.3

For amendment – Bylaw 8.1

Toole/Gallant **CARRIED**
Opposed: Csutkai, Grossman

A concern was raised that, upon repeal of Bylaws 8.2 through 8.5 and 13.3, the provisions for chapters might effectively be suspended pending creation of replacement Council Rules.

MOTION 3.3 (B): That Council adopts the contents of current Bylaws 8.2 through 8.5 and 13.3 as Rules of Council.

Kemp/Toole **CARRIED**
Opposed: Csutkai, Grossman

3.4. Council and Institute Meetings

MOTION 3.4 (A): That the following amendments to AIBC Bylaws be put to the membership for vote, in keeping with the requirements of Bylaw 35.1, at the May 12, 2012 AIBC annual meeting:

For repeal – Bylaw 18.2

For amendment – Bylaws 19.2 and 20

Toole/Gallant **CARRIED**
Opposed: Csutkai, Grossman

MOTION 3.4 (B): To amend the proposal re Bylaw 20 to read as follows:

For all Annual Meetings and Special (General) Meetings, "Robert's Rules of Order" shall govern. **"Robert's Rules" shall govern all Council meetings unless Council expressly passes other rules of order for its meetings, in which case those rules shall govern all Council meetings.** Council may adopt or pass rules for the conduct of AIBC board and committee meeting matters not otherwise addressed by the *Architects Act* or bylaw.

Toole/Gallant **CARRIED**
Opposed: Csutkai, Grossman

MOTION 3.4 (C): To amend the proposal re Bylaw 19.2 to read as follows:

At any meeting of the Institute at which there is no quorum within half an hour after the time called for a meeting, the meeting shall stand adjourned until **it can be re-scheduled, which re-scheduled date must be set no later than 90 days from the adjourned meeting**.

Hendriks/Gallant **CARRIED**
Opposed: none

MOTION 3.4 (D): That Council adopts the contents of current Bylaw 18.2 as Rules of Council.

Gallant/Pawson **CARRIED**
Opposed: none

3.5. Title

MOTION 3.5 (A): To include the title "Architect AIBC" in the recommended amendments to Bylaw 10.

Kemp/Gallant **CARRIED**
Opposed: Grossman

MOTION 3.5 (B) That the following amendments to AIBC Bylaw 10 be put to the membership for vote, in keeping with the requirements of Bylaw 35.1, at the May 12, 2012 AIBC annual meeting:

A registered member shall use the title "Architect AIBC" after the member's name. No associate or other registrant is entitled to use the title "Architect AIBC" or any variation thereof that implies registration as an architect with the AIBC.

Moved/Seconded **CARRIED**
Opposed: Csutkai, Grossman

4.0 Adjournment

Motion to adjourn: Pawson/Gallant **CARRIED**

The meeting was adjourned at 4:35 p.m.

THAT BYLAW 3.2, as set out in full below, be repealed:

Bylaw 3.2:

3.2 It shall be the duty of the President to preside and chair all meetings of Council and any other Institute meetings deemed appropriate. In the event of the absence of the President from any meeting, the Vice-President(s), or in that person's absence some person to be chosen from the Members present, shall act as Chair.

THAT BYLAW 3.3, as set out in full below, be repealed:

Bylaw 3.3:

3.3 It shall be the duty of the Registrar to keep the register required under the ***Act*** and to perform such other duties as may be required of that person by the ***Act*** or delegated to that person by the Council.

THAT BYLAW 12.2, as set out in full below, be repealed:

Bylaw 12.2:

12.2 Honorary Members shall pay no fees or dues.

THAT BYLAW 18.2, as set out in full below, be repealed:

Bylaw 18.2:

18.2 Special Meetings of the Council may be called by the President, the Executive Director giving notice thereof to every member of the Council by telegram or otherwise at least forty-eight hours previous to the time of meeting.

THAT BYLAWS 26.0 and 26.1, as set out in full below, be repealed:

Bylaws 26.0 and 26.1:

26.0 The Council may establish a special levy to be applied to retire the Institute's accumulated deficit projected for 1999. The Council may establish different levies for different classes of members and architectural firms but this levy may not exceed:

(a) In 1999,

(i) $125.00 for each member, and

(ii) $50.00 for each complement of 1 to 5 personnel, including principals, of each architectural firm holding a Certificate of Practice using information as recorded in the Institute's register as at February 1, and

when established, the levy must be calculated to raise not more than a total amount of $240,000 in 1999 and must be paid on September 1, 1999.

26.1 If a member or architectural firm fails to pay the levy established under Bylaw 26.0 by

September 1, 1999, as required:
(a)the member or firm ceases to be in good standing under the ***Act*** , and
(b) section 73(2) and (3) of the ***Act*** applies, with all the changes required in the circumstances, as if the levy were an annual fee.

THAT BYLAWS 26.2 and 26.3, as set out in full below, be repealed:

Bylaws 26.2 and 26.3:

26.2 The Council may establish a special levy to be applied to contribute to the research and education functions of the Homeowner Protection Office. The Council may establish different levies for different classes of members and architectural firms but this levy must not exceed:

(a) $75.00 for each member, and
(b) $100.00 for each complement of 1 to 5 personnel, including principals, of each architectural firm holding a Certificate of Practice using information as recorded in the Institute's register as at February 1, 1999, and
(c) when established, the levy must be calculated to raise not more than $250,000 and must be paid on September 1, 1999.

26.3 If a member or architectural firm fails to pay the special levy established under Bylaw 26.2 by September 1, 1999, as required:

(a) the member or firm ceases to be in good standing under the ***Act*** and
(b) section 73(2) and (3) of the ***Act*** applies, with all the changes required in the circumstances, as it [*sic*] the levy were an annual fee.

THAT BYLAW 12.1, first set out in full below, be amended as indicated by the Proposed Amendment:

Bylaw 12.1

12.1 Honorary Members shall be nominated by the Council and elected by a four-fifths vote of members present at the Annual Meeting.

Proposed Amendment (with deletion shown in strikethrough and insertion shown in bold):

12.1 Honorary Members shall be nominated by the Council and ~~elected~~ **conferred** by a four-fifths vote of members present at the Annual Meeting.

THAT BYLAW 13.2, first set out in full below, be amended as indicated by the Proposed Amendment:

Appendix to the Minutes: text of proposed amendments to AIBC Bylaws

Bylaw 13.2

13.2 Associates shall not be members of the Institute or entitled to registration or have any interest in or claim against the property of the Institute. They will, however, be permitted to attend all general meetings of the Institute unless the Council shall otherwise direct in respect to any particular meeting or part thereof but shall have no right to vote. Further they will be eligible to sit on committees of the Institute and to receive publications and bulletins of the Institute.

Proposed Amendment (with deletion shown in strikethrough):

13.2 Associates shall not be members of the Institute ~~or entitled to registration~~ or have any interest in or claim against the property of the Institute. They will, however, be permitted to attend all general meetings of the Institute unless the Council shall otherwise direct in respect to any particular meeting or part thereof but shall have no right to vote. Further they will be eligible to sit on committees of the Institute and to receive publications and bulletins of the Institute.

THAT BYLAW 19.1, first set out in full below, be amended as indicated by the Proposed Amendment:

Bylaw 19.1

19.1 Five percent of the voting membership of the Institute shall form a quorum at any general meeting of the Institute and a majority of the members of Council shall form a quorum at any Council meeting.

Proposed Amendment (with deletion shown in strikethrough):

19.1 Five percent of the voting membership of the Institute shall form a quorum at any general meeting of the Institute. ~~and a majority of the members of Council shall form a quorum at any Council meeting~~.

THAT BYLAW 19.2, first set out in full below, be amended as indicated by the Proposed Amendment:

Bylaw 19.2

19.2 At any meeting of the Institute or of the Council at which there is no quorum within half an hour after the time called for the meeting, the meeting shall stand adjourned for one week at the same time, and if at such adjourned meeting a quorum is not present, it shall stand adjourned "sine die".

Proposed Amendment (with deletions shown in strikethrough and addition in bold):

19.2 At any meeting of the Institute ~~or of the Council~~ at which there is no quorum within half an hour after the time called for the meeting, the meeting shall stand adjourned ~~for one week at the same time, and if at such adjourned meeting a quorum is not present, it shall stand adjourned "sine die".~~ **until it can be re-scheduled, which re-scheduled date must be set no later than 90 days from the adjourned meeting.**

THAT BYLAW 20.0, first set out in full below, be amended as indicated by the Proposed Amendment:

Bylaw 20.0

20.0 For all Council Meetings, Annual Meetings and Special (General) Meetings, "Robert's Rules of Order" shall take precedence and govern. For all other internal meetings within the AIBC the Internal Rules of Governance shall prevail.

Proposed Amendment (with deletions shown in strikethrough and new language in bold):

20.0 For all ~~Council Meetings,~~ Annual Meetings and Special (General) Meetings, "Robert's Rules of Order" shall ~~take precedence and~~ govern. **"Robert's Rules" shall govern all Council meetings unless Council expressly passes other rules of order for its meetings, in which case those rules shall govern all Council meetings.** ~~For all other internal meetings within the AIBC the Internal Rules of Governance shall prevail.~~ Council may adopt or pass rules for the conduct of AIBC board and committee meeting matters not otherwise addressed by the *Architects Act* or bylaw.

THAT BYLAW 10.0, first set out in full below, be amended as indicated by the Proposed Amendment:

Bylaw 10.0:

10.0 A registered member shall use after the registered member's name the initials MAIBC.

Proposed Amendment:

10.0 A registered member shall use the title "Architect AIBC" after the member's name. No associate or other registrant is entitled to use the title "Architect AIBC" or any variation thereof that implies registration as an architect with the AIBC.

THAT NEW BYLAWS, to be numbered 36.0 and 36.1, be established pursuant to the specific authority found in Section 24 (2) of the *Architects Act*, by which the AIBC may establish bylaws for "a code of ethics and professional conduct for members, architectural firms, licenses and associates, and the maintenance of the dignity and honour of the profession":

36.0 The Institute shall establish a *Code of Ethics and Professional Conduct* for members, architectural firms, licensees and associates.

36.1 The *Code of Ethics and Professional Conduct* shall include:

i. those bylaws deemed by Council to establish the standards, values and principles relating to competency, professional conduct and the dignity and honour of the profession;
ii. any Council rulings associated with such bylaws that reinforce and clarify the bylaws; and
iii. preamble and commentary to enhance the understanding of, and appreciation for, the document's importance to the profession of architecture and the public interest.

Appendix to the Minutes: text of proposed amendments to AIBC Bylaws

THAT BYLAWS 8.2, 8.3, 8.4 and 8.5, as set out in full below, be repealed:

Bylaws 8.2-8.5:

8.2 (a) Any five Members of the Institute may apply to the Council for permission to form a Chapter, with headquarters in any city or town which they may select, and such permission shall be granted by the Council if it is found that the Territory proposed to be covered by the new Chapter does not encroach upon that of any existing Chapter.

(b) If any question of encroachment shall arise, it shall be determined by the Council at their discretion.

8.3 Members of the Chapters must be Members, Honorary Members or Associates of the Institute, but no obligation shall rest upon any Member, Honorary Member, or Associate of the Institute to become a member of a Chapter.

8.4 Each Chapter shall have the power to fix its own dues and make such Bylaws as it may think necessary and desirable so long as they do not conflict with the Act and Bylaws of the Institute of which matters the Council shall be the judge, and for this purpose the Bylaws proposed to be adopted by any Chapter must first be submitted to the Council for approval.

8.5 Each Chapter shall report to the Institute the number of members on its roll, and if at any time the number shall fall below five, the Council of the Institute may declare such Chapter no longer in existence.

THAT BYLAW 13.3, as set out in full below, be repealed:

Bylaw 13.3:

13.3 Associates shall be eligible to become members of Chapters as set forth in Section 8 of these Bylaws, with equal rights within the Chapter with other members except the right to vote and hold office.

THAT BYLAW 8.1, first set out in full below, be amended as indicated by the Proposed Amendment:

Bylaw 8.1:

8.1 The Institute shall encourage the formation of local associations, to be known as chapters of the Architectural Institute of British Columbia.

Proposed Amendment (with deletions shown in strikethrough and new language in bold):

8.1 The Institute shall ~~encourage~~ **allow** the formation of local ~~associations, to be known as~~ **"**chapters**"** of the Architectural Institute of British Columbia **in accordance with the rules for such chapters established by Council.**
