



ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

Administrative Bylaw Amendments (Fall 2015)

Bylaw Review Information Session

October 13, 2015

We ask that you please remember to:

- Turn off your cell phones;
- Raise your hand and wait to be called upon;
- Comment or ask a question, one at a time;
- Give everyone an opportunity to respond;
- Wait until all have had a chance to respond before asking another question; and
- Be aware that there are online participants.
- Thank you

History

The Bylaw Review Committee (BRC) was appointed by AIBC Council in 2011. Its mandate is to conduct a review of all AIBC bylaws and make recommendations to council for bylaw change.

- 2012 annual meeting: 10 bylaws approved at meeting.
- 2013 mail ballot: 23 consensual resolution bylaws approved.
- 2014 annual meeting: members approved bylaws permitting electronic voting for council elections and bylaw changes.
- 2015 e-vote: three bylaws approved for amendment by membership.

Member Consultation

- The 2012 - 2015 bylaw proposals all included member consultation opportunities hosted by the AIBC.
- In June 2014, council formalized this consultation expectation. Council policy now requires any bylaw amendment that council supports in principle to proceed to a member consultation process.
- This information session is being offered to provide members, honorary members and associates an opportunity to participate in the bylaw process.

Three Administrative Bylaws

- In September 2015, the AIBC Council supported the BRC's recommendations to advance three "administrative" bylaws to proceed to member consultation.
- Given the relatively modest changes proposed, the AIBC anticipates returning to council with a submission in November so that an electronic vote might proceed in November-December 2015.

The set of three administrative bylaws amendments are:

- to modernize the former title of Executive Director to Chief Executive Officer (“CEO”);
- to establish a sensible quorum for AIBC annual and special meetings; and
- to give the Code of Ethics and Professional Conduct bylaw status.

- The first two bylaw amendments address specific requests made by council.
- The third amendment stems from the BRC and staff's longstanding recommendation that bylaws authorizing the institute's Code of Ethics and Professional Conduct be advanced.

“Chief Executive Officer” to replace “Executive Director” in AIBC Bylaws

- In an effort to modernize the governance of the institute, council has determined that the title “CEO” for the operational head of the AIBC should replace the longstanding use of the title “Executive Director”.
- There are 16 bylaws that refer to the title “Executive Director”, and a total of 20 references to the title in these bylaws.
- If council recommends bringing the issue to members for approval, a single vote asking members to replace Executive Director in all affected bylaws would follow.

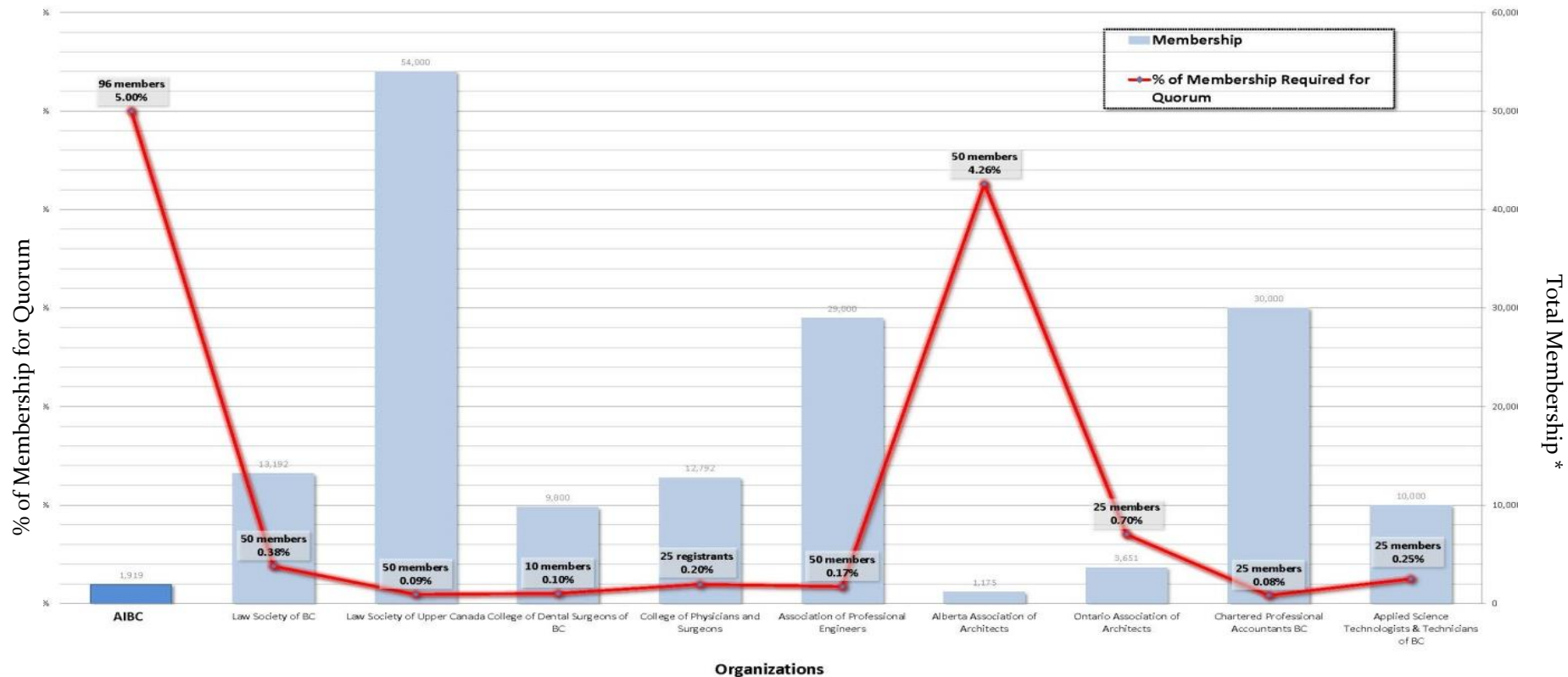
Two Examples of the 16 Bylaws affected:

- 3.6 The council shall appoint an ~~Executive Director~~ a **Chief Executive Officer (CEO)** who shall attend council meetings, implement the instructions of Council and administer and report to council the affairs of the Institute. The ~~Executive Director~~ **CEO** is designated as the head of the Institute for the purpose of the *Freedom of Information and Protection of Privacy Act*.
- 17.1 It shall be the duty of the ~~Executive Director~~ **CEO**, at least fifteen days prior to the Annual Meeting, to forward to each member of the Institute a notice of the meeting and a statement of receipts and expenditures during the preceding year.

Quorum for AIBC Annual and Special Meetings

- The current quorum for the AIBC's general meetings is set by bylaw at "five percent of the voting membership" – approximately 96 members.
- Achieving quorum has become difficult in recent years and was only met at the May 2015 annual meeting very close to the last minute for holding a valid meeting.
- The AIBC's quorum is the highest, by a wide margin, among a cross-section of professional regulators in the country.
 - Association of Professional Engineers and Geoscientists: Approx. Membership: 29,000, Quorum: 50 members or 0.172%
 - Ontario Association of Architects: Approx. Membership: 3,651, Quorum: 25 members or 0.70%

Annual Meeting Quorum Research



* Approximate total membership as of the date of this report: June 2015

Annual Meeting Quorum Research

Annual Meeting Quorum and Bylaw Amendment Research

ORGANIZATION	QUORUM	MEMBERSHIP (approx.)	% of Membership Required for Quorum
Architectural Institute of BC (AIBC)	5% of membership (most recently = 96 members)	1,919	5%
Law Society of BC	50 members	13,192 (includes practicing, non-practicing and retired: all entitled to vote)	.379%
Law Society of Upper Canada	50 members	47,000 lawyers 7,000 paralegals	.093%
College of Dental Surgeons of BC (CDSBC)	10 dentists (dentists and dental assistants)	9,800 (3,400 dentists, 8 dental therapists, 6,400 dental assistants: all entitled to vote)	.102%
College of Physicians and Surgeons (CPSBC)	25 registrants	12,792	.195%

ORGANIZATION	QUORUM	MEMBERSHIP (approx.)	% of Membership Required for Quorum
Applied Science Technologists and Technicians of BC (ASTTBC)	25 certified members	10,000	.25%
Association of Professional Engineers and Geoscientists (APEGBC)	50 members or limited licensees present in person	29,000	.172%
Alberta Association of Architects (AAA)	50 members (Voting Member: a registered architect or licensed interior)	1,175 (1075 Architects and 67 Licensed Interior Designers).	4.26%
Ontario Association of Architects (OAA)	25 members	3,651 architects	.702%
Chartered Professional Accountants BC (CPA-BC)	25 members (present in person)	30,000	.083%

- The BRC recommends setting a fixed number rather than using a percentage formula.
- The BRC and council recommend setting the fixed number at 40 members (approx. 2.1% of the membership).
- Despite the proposed reduction, this quorum would still be very high in proportion to the AIBC's membership and compared to other regulatory bodies in Canada.

Code of Ethics and Professional Conduct (Code of Ethics) Bylaws

- Two new bylaws are proposed that would adopt, by bylaw, the Code of Ethics as the core document of standards with respect to the “conduct, discipline and standards of honour” of the profession of architecture in British Columbia.

Proposed bylaw language:

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

Proposed bylaw language:

38.1 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; 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.

Next Steps:

- Once the member consultation process has been completed, the BRC will prepare a final submission to council regarding the bylaw amendments for e-vote in the late Fall 2015. Member feedback is included in the submissions. Council decides whether these bylaws would be put to a member vote.
- The AIBC would be using the same service provider for the e-vote as was used in the Spring of 2015. A total of 522 members participated in the Spring e-vote.
- If a vote proceeds, the AIBC plans to schedule the e-vote for the administrative bylaws starting in mid-November 2015, running through mid-December.

Feedback:

- Provide comments verbally or in writing during the session.
- By e-mail at bylawfeedback@aibc.ca.
- Online, through the feedback form at [https://www.surveymonkey.com/r/Bylaws Admin Fall2015](https://www.surveymonkey.com/r/Bylaws_Admin_Fall2015).

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AIBC Bylaw Review Committee 2015-2018 Work-plan

