



ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

Attachment  
Agenda Item 4.1

# Memorandum

**Date:** August 20, 2015

For submission to AIBC Council at its **September 8, 2015** meeting

**To:** AIBC Council

**From:** Bylaw Review Committee (“BRC” or “Committee”)

Thomas M. Lutes, General Counsel and

Brian Sim, Architect AIBC, Chair

**RE: Analysis and Recommendations: Administrative Amendments to AIBC Bylaws:**

- **Annual Meeting Quorum Change;**
- **ED/CEO Title Replacement; and**
- **Code of Ethics and Professional Conduct bylaws.**

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## 1.0 Overview and Summary of Committee Recommendations

1.1 As part of its overall bylaw review process in 2015, the BRC has considered various administrative (sometimes referred to as ‘housekeeping’) bylaw amendments that might be suitable for a second member bylaw vote in 2015. This review is consistent with the Committee’s approach since its work began in 2011 to address both substantive bylaw subject matter areas (e.g., consensual resolution) and more routine amendments. The BRC’s 2015-2018 workplan, reviewed by council in August 2015 and formally submitted in September, includes a series of more in-depth housekeeping bylaw initiatives to continue through 2018.

1.2 This proposed suite of three bylaw amendment areas includes two specific council requests: Replacing the operational title Executive Director (“ED”) with Chief Executive Officer (“CEO”) and addressing a more sensible quorum number for the institute’s annual meetings. The third amendment area stems from the BRC’s longstanding recommendation that two bylaws ‘authorizing’ the institute’s Code of Ethics and Professional Conduct (“Code of Ethics”) be advanced. This initiative was among those bylaws that failed to pass at the institute’s 2012 annual meeting.

## 2.0 Quorum at AIBC Annual Meetings

2.1 Section 21(6) of the *Architects Act* provides for a quorum at a meeting of the institute (annual meetings or special meetings) of “10 members in good standing, or a greater number set by the bylaws”. Bylaw 19.1 provides that “Five percent of the voting membership of the Institute shall form a quorum at any general meeting of the Institute”.

2.2 Over the years, the institute’s membership of ‘voting members’ (architects in good standing and honorary members) has grown to the current total of 1919 (as of June 30, 2015). A quorum at that number is 96 individuals. Over the years, including at the 2015 annual meeting, achieving a quorum of 90+ members has posed a repeated challenge.

2.3 A review of other regulators in BC and across Canada confirms that the AIBC has the highest quorum requirement among those canvassed by a wide margin. Regulators with a considerably higher membership count, such as BC’s engineers and lawyers, have a much lower meeting quorum. The APEGBC, which has approximately 29,000 voting members, has a quorum of 50 (a 0.127 percentage) and the Law Society of BC, with 13,000 members, can hold valid meetings with 50 members (0.327 percent). The Ontario Association of Architects, with a membership almost twice that of the AIBC, has a 35-person quorum. See Appendix “A” for a table comparing other Canadian regulators’ quorum requirements.<sup>1</sup>

2.4 The BRC is recommending fixing the quorum number rather than using a percentage of voting members formula. The fixed number proposed is 40, which appears to strike a reasonable balance between a meaningful assembly of members and the practical challenge of conducting a modern business meeting. This number remains high in proportion to the institute’s membership size and could be further reduced to the 25-30 range and remain well within or above comparable quorum thresholds for regulatory bodies in Canada.

2.5 There are many variations on quorum bylaws. The BRC recommends a simple bylaw and has proposed two variations, below, one of which expressly mentions honorary members. Current Bylaw 19.1 is also provided in strikethrough:

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

19.1 At any meeting of the institute, a quorum shall consist of 40 members in good standing.

OR

19.1 At any meeting of the institute, a quorum shall consist of any combination of 40 members in good standing and honorary members.

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<sup>1</sup> The quorum table includes reference to ‘proxy voting’ research. The BRC is not making any recommendations at this time with respect to proxy use at AIBC meeting or elections and does not expect to do so. Currently, proxy use is not permitted.

### 3.0 CEO replacement of current ED Title

3.1 In 2014-2015, the institute recruited and hired a new ED and included CEO in the position title during the recruitment process and upon hiring. Council has determined that the use of “CEO” is the more modern title or designation for the operational head of an organization such as the institute.

3.2 Other provincial regulators, such as the health professions, have an operational head title identified by statute. For the institute, the ED position is established through bylaw, not the *Architects Act*. In the institute’s governance model, the ED is council’s sole employee who manages and directs the AIBC’s day-to-day regulatory and related operational affairs.

3.3 The BRC identified 16 bylaws that use the “Executive Director” title (with 20 references to ED in total in those bylaws), including bylaw 3.6, below, which establishes the position:

3.6 The Council shall appoint an Executive Director who shall attend Council meetings, implement the instructions of Council and administer and report to Council the affairs of the Institute. The Executive Director is designated as the head of the Institute for the purposes of the *Freedom of Information and Protection of Privacy Act*.

3.4 The Committee recommends that a single bylaw vote<sup>2</sup> be put to the members by which bylaw 3.6 is amended, as below, and the other 15 bylaws have “Executive Director” replaced with “CEO” wherever it appears in bylaw text (see example of bylaw 17.1 below):

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 purposes 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.

3.5 While it is beyond the Committee’s scope, it should be noted that various other AIBC documents (policies, guidelines, rules, bulletins, etc.) which utilize the ED description will require review and editing if the CEO replacement bylaws pass.

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<sup>2</sup> In other words, members would vote on amendment of the entire suite of ‘ED/CEO’ bylaws, rather than individually voting on each of the 16 bylaws. This has been successful in the past, including having members vote once to approve the 23 consensual resolution bylaws passed by mail ballot in 2013.

## 4.0 Code of Ethics Bylaw

4.1 The AIBC's Code of Ethics is a compilation of the key bylaws relating to the essential practice, conduct and ethical standards for architects, associates, firms and temporary licensees. The *Architect Act*'s bylaw-authorizing section specifically authorizes the institute to pass such bylaws, as well as a 'code of ethics' (emphasis added):

24(1) ...

(2) ... the bylaws may provide for one or more of the following:

...

(f) the conduct, discipline and standards of honour of the institute's members, architectural firms, licensees and associates, and the maintenance of the dignity and honour of the profession;

**(g) a code of ethics and professional conduct for members, architectural firms, licensees and associates,** and prohibiting acts or conduct by them considered by the institute unprofessional or detrimental to the welfare of the profession;

4.2 In 2012, the BRC recommended formally passing a pair of 'code of ethics' bylaws to reinforce the importance of the Code of Ethics and its component pieces – bylaws, council rulings and commentary. The Committee continues to believe that such bylaws would also strengthen the 'council ruling' portion of the professional conduct bylaws, which rulings have become in some ways the most contemporary statement of ethical and conduct expectations by the Institute. The rulings should be acknowledged in the second bylaw to reinforce this effect and their authority as a professional standard.<sup>3</sup>

**Proposed bylaw language with subheading (bylaw numbering may change depending on other bylaw initiatives occurring during this process):**

### CODE OF ETHICS and PROFESSIONAL CONDUCT

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

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.

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<sup>3</sup> A fuller review of the concept of council 'rulings' within the Code of Ethics will be under active consideration by the BRC within the workplan as part of the overall review of bylaws found in the Code of Ethics. The BRC's initial analysis suggests that some rulings may be best elevated to full bylaw status and others to commentary. For now, the Committee recommends maintaining rulings and reinforcing them as a component in the Code of Ethics through this new proposed bylaw 38.1.

## **5.0 Consultation/E-voting Reminder**

5.1 With council's approval in principle of these three amendments areas (19 bylaws affected by amendment or creation), Council Policy 12.0 requires a member consultation process prior to any vote. The BRC and staff can develop and implement this process and bring results back to council for final decision on any bylaw change vote. Council members will be asked to participate actively in the consultation process.

5.2 After consultation, council must also decide which voting platform to adopt – annual meeting, paper ballot or e-voting – should it decide to proceed with any amendments. Given the success of the institute's first e-vote on similar administrative-type bylaws, the BRC and staff recommend that these proceed by e-vote as early as late 2015, depending on consultation outcome, staff resources, etc. The submission that follows the consultation process will ask council to determine which voting method to invoke.

## Appendix “A”

### Annual Meeting Quorum and Bylaw Amendment Research

ORGANIZATION	QUORUM	MEMBERSHIP (approx.)	% of Membership Required for Quorum	PROXY	Mechanism and Threshold for Bylaw, Rule amendment
<b>Architectural Institute of BC (AIBC)</b>	5% of membership (most recently = 96 members)  Bylaw 19.1	1919	5%	No proxy	2/3 <sup>rd</sup> vote of members present at any general meeting, via mail ballot and e-vote. NB: Bylaws 35.2 & 35.4 tied to Bylaw 19.1
<b>Law Society of BC</b>	50 members	13,192  (includes practicing, non-practicing and retired: all entitled to vote)	.379%	No proxy	Benchers may make rules for governing of the society. A rule is effective when at least 2/3 of the benchers present at the meeting vote in favour of it. Membership has no vote
<b>Law Society of Upper Canada</b>	50 members	47,000 lawyers 7,000 paralegals	.093%	No votes by proxy	Benchers may make bylaws. Membership has no vote.  Benchers may make regulations with the approval of the Lieutenant Governor in Council.
<b>College of Dental Surgeons of BC (CDSBC)</b>	10 dentists  (dentists and dental assistants)	9,800  (3,400 dentists, 8 dental therapists, 6,400 dental assistants: all entitled to vote)	.102%	No mention of proxy.	The board may make bylaws. The bylaw must be filed with and approved by the Minister.
<b>College of Physicians and Surgeons (CPSBC)</b>	25 registrants	12,792	.195%	No mention of proxy	The board may make bylaws. The bylaw must be filed with and approved by the Minister.

ORGANIZATION	QUORUM	MEMBERSHIP (approx.)	% of Membership Required for Quorum	PROXY	Threshold for Bylaw, Rule amendment
<b>Applied Science Technologists and Technicians of BC (ASTTBC)</b>	25 certified members	10,000	.25%	No rule on proxy.	Regulations come into force when approved by 75% of the members present and voting at AGM or voting by mail.  Council may make bylaws
<b>Association of Professional Engineers and Geoscientists (APEGBC)</b>	50 members or limited licensees present in person	29,000	.172%	No mention of proxy	The council may pass, alter and amend bylaws. Bylaw comes into force when ratified by at least 2/3 of votes cast by ballot (in any manner) at a general meeting.
<b>Alberta Association of Architects (AAA)</b>	50 members  (Voting Member: a registered architect or licensed interior)	1175  (1075 Architects and 67 Licensed Interior Designers).	4.26%	No mention of proxy	New regulations and bylaws come into force when a majority of registered architects and licensed interiors designers vote at a general meetings or vote in a mail vote.
<b>Ontario Association of Architects (OAA)</b>	25 members	3651 architects	.702%	May vote by proxy at any annual or general meeting	Council may pass bylaws but expires with the close of the next AGM unless it is confirmed by the meeting.
<b>Chartered Professional Accountants BC (CPA-BC)</b>	25 members (present in person)	30,000	.083%	Proxy voting permitted at annual meetings	Board passes bylaws, must be approved at special meeting or next annual meeting