

# Council and Institute Governance Bylaws

- > Bylaw Review Consultation and Information Session



**ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA**

October 22, 2018

# Please ...

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- > 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; and
- > Wait until all have had a chance to respond before asking another question.

Thanks!

# Overview

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- > Since 2011, the AIBC has been engaged in a comprehensive process to review and amend institute bylaws for the self-governance of the profession in the public interest.

# Overview

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- > This latest bylaw review process has led to proposed amendments to a suite of bylaws covering council and institute governance.

# Overview

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- > The council and institute governance bylaws are organized into five categories:
  - i. Institute's Seal;
  - ii. Officers and Council;
  - iii. Boards, Task Forces and Committees;
  - iv. Remuneration and Expenses; and
  - v. Nominations and Elections.

# Institute “Seal”

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- > The institute's official seal is rarely used. However, the *Architects Act* requires its application on some documents:
  - Section 42: certificates confirming a person or firm is registered or holder of a CoP; and
  - Section 80: “deeds of the institute”.

# Institute “Seal”

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## > Bylaws 1.0 & 2.0:

- The proposed amendment combines these two bylaws into a single modified bylaw that makes reference to the *Architects Act* requirements.

# Institute “Seal”

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## > Proposed new bylaw 1.0:

*1.0 The common seal of the institute shall:*

- (a) contain the words: “the Architectural Institute of British Columbia. Founded 1914, Incorporated 1920”;*
- (b) remain in the custody of the Chief Executive Officer (CEO); and*
- (c) be affixed to those documents required by the Architects Act, and as may be further authorized by council.*

# Officers and Council

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- > These bylaws currently address:
  - The president's term length and minimum "time away" from that office;
  - Role of the treasurer and issuance of institute cheques;
  - Appointment of the CEO; and
  - Establishment of the code of conduct for council.

# Officers and Council

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## > Bylaw 3.1:

- No amendments proposed for this bylaw, which limits the President's term length to two years - still considered reasonable.

# Officers and Council

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## > Bylaw 3.4:

- The current bylaw describes the role of the treasurer in considerable detail.
- The BRC and council recommend that the bylaw be repealed and replaced with council policy - similar to policies in place for the role of the President, Past-President and Registrar.

# Officers and Council

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## > Bylaw 3.5:

- The current bylaw requires that all institute 'cheques' be signed or countersigned by a specified person and is considered outdated for the times.
- The BRC recommends its repeal as council policy on financial controls and expenditures are extensive and also address electronic transactions, which constitute the bulk of institute transactions.

# Officers and Council

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## > Bylaw 3.6 and 3.8:

- No amendments are proposed to Bylaw 3.6, which establishes the role of the CEO.
- Minor amendments are proposed to current Bylaw 3.8 which establishes a code of conduct for council.

# Boards, Task Forces & Committees

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- > Amendments are proposed to update and reflect the types of volunteer groups created by the institute.
- > Notably, a new bylaw, 4.0.1, is proposed to reflect the current council policy, and long practice, of operational committees being established by the CEO to assist staff.

# Boards, Task Forces & Committees

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## > Proposed amendment to Bylaw 4.0:

*4.0 In addition to council's specific authority to appoint committees and boards under Section 20 of the Architects Act, council may establish other boards, task forces, committees and like groups as it deems appropriate. Council shall approve and publish terms of reference as to the functions, duties, powers, and composition for each group so established.*

# Boards, Task Forces & Committees

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## > Proposed new Bylaw 4.0.1:

*4.0.1 The CEO may establish operational boards, task forces, committees and like groups to assist staff with its work for the institute. The CEO must publish terms of reference as to the functions, duties, powers, and composition for each operational group so established.*

# Boards, Task Forces & Committees

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- > Two other bylaws are affected by this review:
  - 1) Bylaw 5.1:
    - currently directs the registration board to implement the Internship in Architecture Program.
    - An updated, modernized and more accurate bylaw direction to the board is proposed.

# Boards, Task Forces & Committees

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## 2) Bylaw 5.2:

- Specifically authorizes council to appoint architects to a “Joint Practice Board” under the AIBC-APEGBC (now EGBC) Memorandum of Agreement.
- The Bylaw Review Committee (BRC) and staff recommend that Bylaw 5.2 be repealed, as it is unnecessary.

# Boards, Task Forces & Committees

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## > Current Bylaw 5.1:

5.1 *The Registration Board shall implement an “Intern-Architect” program prescribing the employment qualifications and conditions thereof, which must be possessed and demonstrated by persons seeking admission to membership in the Institute prior to their becoming eligible for registration as members of the Institute.*

# Boards, Task Forces & Committees

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## > Proposed bylaw amendment 5.1:

*5.1 The registration board shall:*

- a) implement and monitor an internship in architecture program; and*
- b) report to and seek direction from council as it deems appropriate in relation to such program.*

# Remuneration & Expenses

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## > Bylaws 6.0 & 7.0:

- These two bylaws currently give broad authority to council to set remuneration and expenses.
- The proposed amendment combines the two bylaws into a single bylaw that also better reflects and supports Council Policy 2.16: Council Member Expenses, Honorarium and Remuneration.

# Remuneration & Expenses

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> Proposed new bylaw 6.0:

*6.0 Council may establish from time to time, by resolution:*

- a) any remuneration, honorarium and attendance compensation amounts for members of council, boards, committees, task forces and like groups; and*
- b) expense reimbursement provision for members of council, boards, committees, task forces and like groups.*

# Nominations and Elections

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- > These bylaws cover the process for the annual nomination and election of AIBC Council's 10 elected architects (five per year).
- > Many of these requirements are hard-wired by the *Architects Act*; the bylaws supplement this by addressing specific processes.



# Nominations and Elections

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- > The current elections bylaws were reviewed and deemed too prescriptive and detailed – proposal aimed at simplifying without detriment to fair, effective council elections.

# Nominations and Elections

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- > The three primary amendments are:
  - 1) Changing the council election nomination deadline from 30 to 60 days from the annual meeting (i.e., nominations must be submitted earlier) (Bylaw 21.0);
- > *Rationale: 30 days is insufficient to prepare election materials:*
  - *the bylaws require that ballots be sent to members at least 15 days before the annual meeting, leaving very little time for finalizing communication material and managing other issues; and*
  - *the work of the Nominations Review Committee, which assesses candidates, make this tight (14 day) timeline even more difficult to manage.*

# Nominations and Elections

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- 2) Establishing a single bylaw to authorize council rules for election procedures, whether the vote is by mail ballot or electronically (Bylaw 22.0); and

➤ *This bylaw is considered important to ensure that whichever voting process is directed by council, the basic requirements and voting rights are the same.*

# Nominations and Elections

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- 3) Repealing unnecessary and outdated detail related to paper ballots. For example, the current bylaws:
  - specify everything from the order of candidates on ballots to the type of envelope used for ballots, and ‘folding instructions’; and
  - refer to use of the voting member’s “Institute Serial Number”, which is not a term used by the institute or members.

# Nominations and Elections

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- > Given the procedural success of electronic votes, the existing council e-vote rules will be modified, and rules will be established in relation to paper ballots to replace the detailed procedures proposed for repeal from the current bylaws.

# Nominations and Elections

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## > Proposed amendment:

21.0 *Nominations for the cCouncil shall be made from the Membership in the following manner:*

(a) *any five (5) members in good standing may nominate a member for the cCouncil, such nominations to be in writing in the format prescribed by the council, and accompanied by a written statement of the nominee that the nominee will serve if elected; and*

# Nominations and Elections

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(b) *nominations must be submitted to in the hands of the CEO at least thirty (30) sixty (60) days prior to the Annual Meeting. The name of every candidate so nominated shall be placed on a list, which shall be the voting list for the election.*

# Nominations and Elections

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## > Proposed amendment:

22.0 *Council shall establish rules for the conduct of council elections conducted by mail ballot and by electronic vote. These rules must address procedures and information not already provided for in these bylaws or in the Architects Act, including:*

(a) *the format and contents of council election ballots;*

# Nominations and Elections

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- (b) *notification of the election to voting members, including the voting commencement date and time and the closing deadline for return of ballots on the date of the annual meeting;*
- (c) *the confidentiality and security of the election process;*
- (d) *the management of the election process, including appointment of scrutineers and announcement of election results; and*
- (e) *dispute resolution in relation to irregularities in the nomination or voting processes.*

# Nominations and Elections

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## > Proposed amendment:

*23.0 The CEO or delegate must deliver each eligible voter an election ballot at least 15 days before the annual meeting.*

*This allows for either mail or electronic delivery of a ballot.*

# Nominations and Elections

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- > Proposed new bylaw 24.0 which will ensure consistency with electronic and mail ballot return:

*24.0 Whether a council election is conducted by mail ballot or electronic vote, ballots must be returned to the CEO or delegate by the deadline established in the council rules under Bylaw 22.0 on the day of the annual meeting in order to be considered valid.*

# Council Rules

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- > Some of the proposed bylaw amendments require new council rules.
- > These rules will be published for feedback when they are ready. As required by council policy, formal member notification and feedback will occur before council votes to approve any rules.

# Council Rules

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- > These rules will be similar to the existing council election rules for electronic voting that have been in place since January 2015, and that were used successfully in this past year's council election by e-vote.

[Link to Council Rules 4: Electronic Voting and Council Elections](#)

# Council Rules

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- > Examples of Council Rules regarding electronic voting and council elections:
  - 2.1 *Members in good standing and honorary members constitute the Eligible Voters under these rules (per Architects Act sections 9 and 39(2)).*
  - 2.4 *The institute may provide the E-Vote Notification to Eligible Voters electronically to the e-mail address provided by them to the AIBC and/or by mail.*

# Council Rules

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- > cont:
  - 2.7 *The voting period will end on the day of the annual meeting at a time communicated to Eligible Voters in the E-Vote Notification.*
  - 2.9 *The electronic voting process may consist of one or more electronic platforms determined by council, such as online voting, telephone voting and/ or kiosk voting. These rules apply to any and all platforms used for an electronic council election vote.*

# Next Steps

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- > As with previous bylaw votes, all member feedback is appended to the BRC's submission for council's consideration before council votes whether to approve the proposed bylaws for a vote by members.

# Next Steps

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- > If council approves the BRC's final submission of proposed bylaws, the vote by members will likely be in **November – December, 2018**.

# Feedback

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- > [Read the proposed bylaws amendments and supporting rationales \(PDF\)](#).
- > Consultation/Information Session.
- > Email [bylawfeedback@aibc.ca](mailto:bylawfeedback@aibc.ca).
- > [Online feedback form](#).

**Thank you for attending.**