

ASSOCIATION OF ARCHITECTURAL TECHNOLOGISTS OF ONTARIO

GENERAL OPERATING BY-LAW NO. 2



General Operating By-law 2

GENERAL OPERATING BY-LAW NO. 2

A by-law relating generally to the conduct of the affairs of

Association of Architectural Technologists of Ontario
(an Ontario corporation)

(the “Association”)

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A By-law relating generally to the conduct of the affairs of

Association of Architectural Technologists of Ontario
(an Ontario corporation)
(the “Association”)

WHEREAS the Association was granted letters patent by the Ontario Government under the *Associations Act* (Ontario) on the 17th day of January, 1969 under the name Association of Architectural Technologists of Ontario;

AND WHEREAS the Association was granted supplementary letters patents by the Ontario Government under the *Corporations Act* (Ontario) on the 15th day of July, 1982 and 21st day of June, 1993;

AND WHEREAS the Association was continued as a corporation without share capital under the *Association of Architectural Technologists of Ontario Act, 1996* on December 19, 1996.

AND WHEREAS current By- Law No. 1-82 was enacted on April 26, 1982, and revised over the years on: April 29, 1983; April 26, 1986; April 25, 1987; April 23, 1988; April 11, 1992; April 24, 1993; April 30, 1994; April 29, 1995; April 27, 1996; April 26, 1997; April 25, 1998; April 24, 1999; April 28, 2008; April 25, 2009; April 24, 2010; April 23, 2011; April 28, 2012; April 12, 2014.

AND WHEREAS it is determined necessary to replace By- Law No. 1-82, with General Operating By-law No. 2 herein.

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of the Association of Architectural Technologists as follows:

SECTION I **INTERPRETATION**

1.01 Definitions

In this By-law and all other By-laws and resolutions of the Association, unless the context otherwise requires:

- (a) “Act” means the *Corporations Act* (Ontario), R.S.O. 1990, Ch. C.38, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time.



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- (b) “AATO Act” means the *Association of Architectural Technologists Act, 1996* including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time.
- (c) “Association” means the legal entity incorporated as a corporation without share capital under the *Association of Architectural Technologists Act, 1996* dated the 19th day of December, 1996, and named “Association of Architectural Technologists of Ontario”.
- (d) “By-laws” means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect.
- (e) “Board of Examiners” means the board of examiners established under section 8.01.
- (f) “Certification Board” means the certification board established under section 7.01.
- (g) “Chapter” means a chapter of the Association referred to in section 10.01.
- (h) “Council” means the board of directors of the Association.
- (i) “Councillor” means a director of the Association and member of Council.
- (j) “Governing Documents” means the AATO Act, Act, By-laws, and Operating Policies of the Association.
- (k) “Member” means a member of the Association. For the purposes of the AATO Act, Member shall mean Accredited Member.
- (l) “Members” or “Membership” means the collective membership of the Association.
- (m) “Member in Good Standing” means a Member in Good Standing as defined in section 6.03.
- (n) “Officer” means an officer of the Association.
- (o) “Operating Policy or Operating Policies” means an operating policy adopted in accordance with section 13.02 of this By-law.
- (p) “Rules of the Complaints and Discipline Committees” means the rules enacted by Council from time to time concerning the removal or discipline of Members in accordance with section 11.02 of these By-laws.



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1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number only shall include the plural and *vice versa*;
- (b) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the By-laws of the Association shall be strictly interpreted at all times in accordance with and subject to the objects contained in the AATO Act which objects for purposes of this By-law are incorporated by reference and made a part hereof; and
- (g) if any of the provisions contained in the By-laws are inconsistent with those contained in the AATO Act or the Act, the provisions contained in the AATO Act or the Act, as the case may be, shall prevail.

SECTION II **COUNCILLORS**

2.01 Powers

Subject to the AATO Act and the Act, Council shall manage or supervise the management of the activities and affairs of the Association.

2.02 Number

There shall be a minimum of seven (7) and a maximum of twelve (12) Councillors. The precise number of Councillors of the Association from time to time shall be determined by the Members by special resolution at a meeting of Members.



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2.03 Qualifications

Each Councillor shall be an individual who:

- (a) is not less than 18 years of age and have the power under law to contract.
- (b) has not been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of an undischarged bankrupt
- (c) must be in full agreement with the Governing Documents of the Association.
- (d) is at the time of his or her election (or within 10 days thereafter) and during the term of office as a Councillor be a Member In Good Standing permitted to use the designation title “Architectural Technologist” or “Registered Building Technologist”.
- (e) has executed and agreed to in writing a confidentiality agreement in a form approved by Council.

2.04 Election and Term

- (a) Subject to the provisions of this By-law, Councillors shall be elected by the Members at an annual meeting.
- (b) As much as possible, the Councillors shall be elected and shall retire in rotation every three (3) years. At the first meeting of Members immediately after passage of this By-law, one third (1/3) of the Council shall be elected to hold office until the third annual meeting of Members next following, one third (1/3) shall be elected to hold office until the second annual meeting of Members next following, and one third (1/3) shall be elected to hold office until the first annual meeting of Members next following, and subsequently at each annual meeting of Members thereafter, members of the Council shall be elected to fill the position of those members of the Council whose term of office has expired and each Councillor so elected shall hold office until the end of the second meeting of Members after his or her election.

The maximum number of terms for each Councillor is two (2) terms. A Councillor will be eligible for re-election to the Council at the end of his or her term up to the maximum number of terms provided that such Councillor continues to meet the qualification requirements to be a Councillor. Upon the completion of the maximum term on the Council, or, where the Councillor has served a completed term in the Office position of President, a minimum of a one (1) year absence is required before eligibility for re-election to membership on the Council is restored.



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2.05 Consent

A Councillor who is elected or appointed must consent to hold office as a Councillor by:

- (a) consenting to hold office if such person is present at the meeting when the election or appointment takes place,
- (b) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such person is not present at the meeting, or
- (c) by acting as a Councillor pursuant to such person's election or appointment.

2.06 Nomination of Councillors

- (a) Subject to the Act, only persons who are nominated in accordance with the following procedures shall be eligible for election as Councillors of the Association. Nominations of persons for election to Council may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Councillors:
 - (i) by or at the direction of Council, through nominations received by the nominating committee 30 days prior to an annual or special meeting of Members;
 - (ii) by or at the direction or request of one or more Members pursuant to a requisition of the Members made in accordance with the Act; or
 - (iii) by any person ("Nominating Member"):
 - (A) who, at the close of business on the date of the giving of the notice provided for below, is entered in the Association's membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.
- (b) Timely Notice - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice not less than 15 days' prior to the date of the meeting of Members in proper written form to the Secretary of the Association at the registered office of the Association.
- (c) Proper Form - To be in proper written form, a Nominating Member's notice to the Secretary must set forth:
 - (i) the name, address, occupation of the nominee and any other information confirming that the person meets all of the qualification requirements of Councillors; and



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- (ii) the name and address of the Nominating Member giving the notice and confirmation that the person has the right to vote at the meeting of Members where election is to be held.

The Association may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Association to determine the eligibility of such proposed nominee to serve as a Councillor of the Association.

- (d) Eligibility - No person shall be eligible for election as a Councillor of the Association unless nominated in accordance with the provisions of this Section 2.06. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 2.06 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.
- (e) Delivery of Notice - Notwithstanding any other provision of this By-law, notice given to the Secretary of the Association pursuant to this Section 2.06 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Association for purposes of this notice).

2.07 Ceasing to hold Office

A Councillor ceases to hold office when the Councillor:

- (a) dies,
- (b) resigns,
- (c) is removed from office by the Members in accordance with section 2.09,
- (d) no longer fulfils all of the qualifications to be a Councillor set out in Section 2.03 as determined in the sole discretion of Council to serve as Councillor,
- (e) the Councillor fails to attend three (3) consecutive Council meetings between any two annual meetings of the Members, which may be treated by the Council as incapacity, except for health reasons and such other extraordinary reasons which have been communicated to and approved by the Council.

Where a person is no longer a Councillor, then such person shall be deemed to have also automatically resigned as an Officer (if it is a requirement to be a Councillor to hold that particular Officer position) and/or a committee member, as applicable, provided that the Council may in its discretion subsequently re-appoint such individual as a committee member if the Council deems it appropriate in the circumstances.



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2.08 Resignation

A Councillor may resign from office by giving a written resignation to the Association and such resignation becomes effective when received by the Association or at the time specified in the resignation, whichever is later.

2.09 Removal

Subject to the Act, the Members may, by a resolution passed by at least two-thirds of the votes cast at an annual or special meeting of which notice specifying the intention to pass such resolution has been given, remove any Councillor from office before the expiration of the Councillor's term and may elect a qualified Member to fill the resulting vacancy for the remainder of the term of the Councillor so removed, failing which such vacancy may be filled by the Council.

2.10 Filling Vacancies

Subject to Section 2.09 above and to the provisions of the AATO Act, a vacancy on the Council may be filled for the remainder of its term by a qualified Member by resolution of a quorum of the Council.

2.11 Remuneration of Councillors

The Councillors may receive such reasonable honorariums as determined by Council from time to time. A Councillor may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing herein contained shall be construed to preclude any Councillors from serving the Association as an Officer or in any other capacity and receiving compensation therefor.

SECTION III **MEETINGS OF COUNCILLORS**

3.01 Place of Meetings

Meetings of the Council may be held at the head office of the Association or at any other place within or outside of Ontario, as the Council may determine.

3.02 Calling of Meetings

Meetings of the Council may be called by the President, or by the Secretary on the direction of the President, or by the Secretary on the direction of at least three (3) Councillors.



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3.03 Notice of Meeting

Unless sent by mail, forty-eight (48) hours notice of a meeting of the Council shall be given to each Councillor. Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 14.01 of this By-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place. Notwithstanding the foregoing, notice of a meeting shall not be necessary if all of the Councillors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.04 First Meeting of New Council

Provided that a quorum of Councillors is present, a newly elected Council may, without notice, hold its first meeting immediately following the meeting of Members at which such Council is elected.

3.05 Regular Meetings

The Council may appoint a day or days in any month or months for regular meetings of the Council at a place and hour to be named. A copy of any resolution of the Council fixing the place and time of such regular meetings of the Council shall be sent to each Councillor forthwith after being passed, and no other notice shall be required for any such regular meeting.

3.06 Quorum

A quorum for the transaction of business at any meeting of the Council shall be a majority of the Councillors then in office. Only those Councillors present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

3.07 Participation at Meeting by Telephone or Electronic Means

If a majority of the Councillors consent, either at a Council meeting by resolution or by consents signed individually by a majority of the Councillors, a meeting of the Council of Councillors may be held using telephonic, electronic or other means permitting all participants to communicate adequately with each other during the meeting provided that:

- (a) the Council of the Association has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and



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- (b) each Councillor has equal access to the specific means of communication to be used.

A Councillor participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A written consent pursuant to this Section may be given before or after the meeting to which it relates and may be a “blanket” consent, relating to all meetings of the Council and/or committees of the Council.

3.08 Chairperson of the Meeting

The chairperson of Council meetings shall be the President. In the event that the President is absent, the following descending order shall determine the chairperson. The order shall be vice-President, Secretary, Registrar, Treasurer. If no Officers are present, the Councillors who are present shall choose one of their number to chair the meeting. If the President attends a meeting but elects not to chair the meeting for any reason, the President may nominate any executive member of Council to the position of chair.

3.09 Votes to Govern

Each Councillor is authorized to exercise one (1) vote. At all meetings of the Council, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

3.10 Disclosure of Interest

(a) Disclosure

Any Councillor who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Association, shall declare their interest therein at the first opportunity at a meeting of the Council.

(b) Material Interest

Notwithstanding the provisions in this Section herein, no disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Association unless the direct or indirect personal interest, gain or benefit of the Councillor in such contract, business transaction, financial arrangement or other matter is of a material nature. The phrase “material nature” shall mean that the Councillor in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of “material nature” in such circumstances to be determined by the Council from time to time, subject to the



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overriding compliance with the common law concerning conflict of interest of Councillors as fiduciaries and the provisions of the Act.

(c) Procedure Where Disclosure

The chair of Council meetings shall request any Councillor who has declared a direct or indirect (i.e. through his or her family members) personal interest, gain or benefit in any proposed contract, business transaction, financial arrangement, or other matter with the Association, to absent himself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

3.11 Confidentiality

Every Councillor, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Council or before any committee of the Council, or any matter dealt with in the course of employment or involvement of such person in the activities of the Association.

3.12 Committees

The Council may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Council shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Council may from time to time make. Any committee member may be removed by resolution of the Council. The Council may fix any remuneration for committee members who are not also Councillors of the Association. Unless otherwise determined by the Council, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

3.13 Executive Committee

There shall be an Executive Committee composed of the President, Vice-President, Secretary, Treasurer, and Registrar. The Executive Committee shall exercise such powers as are authorized by the Council. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty. The Executive Committee or any committee of Councillors may not be delegated the following:

- (a) To submit to the members any question or matter requiring the approval of the members;
- (b) To fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the Association;
- (c) To appoint additional directors;



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- (d) To issue debt obligations except as authorized by the directors;
- (e) To approve any financial statements;
- (f) To adopt, amend or repeal by-laws;
- (g) To establish contributions to be made, or dues to be paid, by members.

3.14 Remuneration of Officers, Agents, Employees

The remuneration of Officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the Council by resolution provided that the Council may delegate this function to an Officer or Officers of the Association.

SECTION IV **OFFICERS**

4.01 Election, Appointment and Term of Officers

- (a) In each year, the Councillors shall elect from among themselves the Officer positions of vice-President, Secretary, Treasurer, and Registrar as necessary at the last meeting of Council prior to the annual meeting of Members to be effective upon the termination of the following annual meeting of Members, subject to those individuals being elected or re-elected as Councillors at the following annual meeting of Members. In the event that such individual is not re-elected, then Council shall fill the vacancy in accordance with this By-law.
- (b) To be eligible for election to the office of vice President the candidate must have served a term in the office of Secretary, Registrar or Treasurer and have been on the Council for a minimum of 2 years.
- (c) The person who has served as vice-President and fulfilled his/her duties as vice-President in the second year of his/her term in the immediately preceding year shall *ex officio* become the President, subject to that individual remaining elected as a Councillor.
- (d) Terms for Officers, save and except for the vice-President, shall be the lesser of: 1) a two (2) year term, to hold office until the last meeting of Council prior to the second annual general meeting next following; or, 2) the remainder of his or her term as Councillor, and 3) for the vice-President the balance of the term of the individual in the office of President.
- (e) A Councillor who has served a complete two-year term as President in the immediately preceding year, and who has not been removed or resigned, shall serve as the immediate past-President *ex officio* as a non-member of Council, regardless of whether the individuals term as Councillor was complete.



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- (f) No individual shall serve more than two (2) terms of two (2) years for a total of four (4) years as Treasurer, Registrar or Secretary.

4.02 Description of Offices

Unless otherwise specified by the Council (which may, subject to the AATO Act and Act, modify, restrict or supplement such duties and powers), the offices of the Association, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith:

- (a) **President** – The President shall be a Councillor. The President shall officially represent the Association at all functions wherein the Association has a vested interest but may designate the Vice-President, or another Officer, to represent the Association at such functions. The President will advocate, show leadership at all times and shall, subject to the authority of the Council, be responsible for the direct and actual supervision and charge over the day-to-day operations of the Association. The President shall be a member of every committee of Council *ex officio*.
- (b) **Vice-President** - The Vice-President shall be a Councillor. The Vice-President of shall function in place of the President if the latter is absent or is unable to perform the duties of office. The Vice-President shall carry out such other duties, which may be assigned by the President from time to time.
- (c) **Immediate Past-President** – The Immediate Past-President shall provide advice to Council on matters affecting the Association, and shall perform such other duties as may be determined by Council. The Immediate Past-President shall be entitled to receive notice of and to attend and speak at all meetings of Council as a non-member thereof without the right to vote.
- (d) **Secretary** - The Secretary shall be a Councillor. The Secretary, when in attendance, shall be the Secretary of all meetings of the Council, Members and Committees of the Council and, whether or not the Secretary attends, the Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Councillors, the auditor and members of committees; the Secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Association.
- (e) **Treasurer** - The Treasurer shall be a Councillor. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Association; whenever required, the Treasurer shall render to the Council an account of all such person's transactions as Treasurer and of the financial position of the Association.



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- (f) **Registrar** - The Registrar shall be a Councillor. The Registrar shall keep a register in which shall be entered the names of all Members of the Association, of applicants for membership and such other data as Council deems appropriate. The Registrar shall serve as Secretary of the Certification Board for the duration of his term of office as Registrar and shall serve as the liaison between Council and the Certification Board. The Registrar shall issue a Certificate of Registration, in a form approved by Council, to every Member.
- (g) **Student Liaison** – The Student Liaison shall be elected by the Student Liaison Committee. The Student Liaison shall be entitled to receive notice of and to attend and speak at all meetings of Council as a non-member thereof without the right to vote.

The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Council requires of them.

4.03 Vacancy in Office

In the absence of a written agreement to the contrary, the Council may remove, whether for cause or without cause, any Officer of the Association. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the expiry of the then current term of office;
- (b) the Officer's successor being appointed;
- (c) the Officer's resignation;
- (d) such Officer ceasing to be a Councillor (if a necessary qualification of this appointment); or
- (e) such Officer's death,

whichever shall first occur. If the office of any Officer of the Association shall be or become vacant, the Councillors may, by resolution, appoint a person to fill such vacancy.

4.04 Remuneration of Officers

The remuneration of all Officers appointed by the Council shall be determined from time to time by resolution of the Council except that no Officer who is also a Councillor shall be entitled to receive remuneration for acting as such. All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.



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4.05 Agents and Attorneys

Subject to the By-laws, the Council may authorize any Officer from time to time to appoint agents or attorneys for the Association in or out of Canada with such powers of management, administration or otherwise as the Council considers fit.

4.06 Disclosure (Conflict of Interest)

An Officer shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Association, as is imposed upon Councillors pursuant to the provisions of the Act and the By-laws.

SECTION V **PROTECTION OF COUNCILLORS, OFFICERS AND OTHERS**

5.01 Limitation of Liability

Except as otherwise provided in the Act, no Councillor or Officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Councillor or Officer or employee or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Councillor's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Councillor's or Officer's own wilful neglect or default.

5.02 Indemnity of Councillors and Officers

Subject to the Act, the Association shall indemnify and saved harmless every Councillor and Officer of the Association, and his or her heirs, executors and administrators, and estate and effects, respectively, out of the funds of the Association, from and against,

- (a) all costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of him/her office; and



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- (b) all other costs, charges and expenses that him/her sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by him/her own wilful neglect or default.

5.03 Advances

With respect to the defence by a Councillor or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Association is liable to indemnify a Councillor or Officer pursuant to this By-law, the Association may advance to the Councillor or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Councillor or Officer to the Association disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

SECTION VI MEMBERS

6.01 Qualifications

- (a) There shall be one (1) class of Members in the Association, consisting of persons who have complied with the provisions of this By-law and the Operating Policies concerning Membership as adopted by Council from time to time.
- (b) Membership shall be divided into categories and subcategories of Membership for the purpose of prescribing applicable administrative procedures, including prescribed membership forms, and assessing applicable Membership fees, as more particularly described below and in accordance with the Operating Policies concerning Membership as adopted by the Council from time to time.
- (c) An individual may become a Member by submitting the prescribed Membership form and paying the prescribed Membership fee to the Association in accordance with the Operating Policies concerning Membership as adopted by the Council from time to time, if the individual:
 - (i) is a citizen of Canada or has the status of a permanent resident in Canada;
 - (ii) is of good character; and
 - (iii) satisfies the Certification Board that he or she has complied with the membership requirements specified in this By-law and the Operating Policies concerning Membership as adopted by the board from time to time or has other qualifications that the Certification Board considers equivalent.



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6.02 Register of Members

The Registrar shall keep a register in which shall be entered the names of all Members in Good Standing and their category of membership. The register of the Association shall be open to examination by the public at the head office of the Association by appointment.

6.03 Member in Good Standing

- (a) A Member that meets all of the following requirements is a Member in Good Standing:
- (i) pays in full all membership dues within ninety (90) days after same become due and payable;
 - (ii) complies with the Continuing Professional Development Policy; and
 - (iii) the registration of a Member has not been suspended or revoked in accordance with section 11.02.

6.04 Rights of Members

Each Member in Good Standing shall have the following rights:

- (a) the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.
- (b) the right to use one or more of the following designation titles, as determined by the Certification Board:
 - (i) "Architectural Technician" or "Architecte-Technicien";
 - (ii) "Architectural Technologist" or "Architecte-Technologue";
 - (iii) "Registered Building Technologist";
 - (iv) "Registered Building Technician".
- (c) the right to use the designation "M.A.A.T.O." in accordance with section 6.05.
- (d) the right to use a stamp/seal of the Association in accordance with section 6.06.

6.05 Use of M.A.A.T.O. Designation

- (a) Members permitted to use the designation title "Architectural Technologist" or "Registered Building Technologist" may use the designation "M.A.A.T.O." alone or in conjunction with their designation title.



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Members permitted to use the designation title “Architectural Technician” or “Registered Building Technician” may use the designation "M.A.A.T.O." only in conjunction with their designation title.

6.06 Use of Association Stamp/Seal

- (a) The Registrar shall issue a stamp/seal to a Member permitted to use the designation “Architectural Technologist” or “Registered Building Technologist” who applies and,
 - (i) has provided proof of professional liability insurance in an amount and form to the satisfaction of Council.
- (b) A Member issued a stamp/seal shall:
 - (i) sign the stamp/seal. Electronic facsimiles obtained by scanning of same may be used;
 - (ii) restrict the application of the stamp/seal to documents within the scope of practice as set out by provincial law; and
 - (iii) ensure the safekeeping, and proper usage of the stamp/seal;
 - (iv) return the stamp/seal when Membership is terminated in accordance with section 6.07 or suspended or revoked in accordance with section 11.02, or the Member is no longer a Member in the Accredited Member subcategory of Membership, or the Member’s professional liability insurance is no longer in force.

6.07 Termination of Membership

Subject to the AATO Act, the Registrar shall cause the removal of the name of a Member from the register:

- (a) at the request or with the written consent of the Member whose name is to be removed;
- (b) if the name has been incorrectly entered;
- (c) if notification has been received of the Member’s death;
- (d) if the registration of a Member has been suspended or revoked in accordance with section 11.02; or
- (e) if the Member has failed to pay dues in accordance with section 6.08.



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Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a committee member, as applicable, provided that the Council may in its discretion subsequently re-appoint such individual as a committee member if the Council deems it appropriate in the circumstances.

6.08 Membership Dues

- (a) Membership dues, as applicable, shall be determined from time to time by Council assessed in accordance with the Operating Policies as adopted by Council from time to time, which fee need not be the same for each subcategory of Membership.
- (b) A Member that fails to pay in full all dues within ninety (90) days after same become due and payable shall no longer be a Member in Good Standing and all membership rights shall be suspended forthwith until full payment is made. The Secretary shall deliver a notice to a Member who has ceased to be a Member in Good Standing, and shall set forth a procedure to be followed to return to being a Member in Good standing by paying all dues owed. If the Member does not bring himself or herself into Good Standing within thirty (30) days after receipt of the notice from the Secretary or such longer period of time as may be specified in the notice, his or her membership and all benefits and privileges thereof will be suspended pending the consideration of the Council, which may terminate such membership in accordance with section 11.02 if it deems it appropriate after due consideration.

SECTION VII **CERTIFICATION BOARD**

7.01 Establishment and Composition

- (a) The Council of the Association shall establish a Certification Board, consisting of not fewer than five and not more than seven persons appointed by Council.
- (b) Five (5) of the members of the Certification Board shall be Members who are permitted to use the designation title "Architectural Technologist". The Registrar shall be one of the members of the Certification Board, who shall act as the Secretary for all meetings of the Certification Board.

7.02 Duties of the Certification Board

- (a) The Certification Board shall review every application for Membership to the Association, or application for reclassification, and shall advise Council whether it is satisfied that the applicant has complied with the Membership requirements specified in these By-laws, Operating Policies, or has other qualifications that the Certification Board considers equivalent to the by-law requirements.



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- (b) Upon request of Council, the Certification Board shall, either by itself or in cooperation with other committees of the Association develop and prepare programmes of study in any area of architectural technology in which sufficient training is not otherwise readily available to Members or Applicants for Membership. In any case in which the Certification Board prepares programmes of study, it may also prepare and administer suitable examinations for persons undertaking those programmes of study and establish examination fees applicable thereto.
- (c) The Certification Board shall monitor the curricula of educational institutions in Ontario to ensure that the quality of education offered in the programmes stated in the certification requirements is of a standard acceptable to the Certification Board.

7.03 Meetings of the Certification Board

- (a) The Certification Board shall meet at such times and places as they may reasonably deem necessary to carry out their duties and the members of the Certification Board shall be entitled to have their travel, subsistence and meeting expenses reimbursed by the Association as set out within the Operating Policies of the Association then in place from time to time.
- (b) A quorum for the transaction of business at any meeting of the Certification Board shall be three (3).

7.04 Decisions by Majority

Decisions of the Certification Board shall be determined by a majority of the votes cast.

SECTION VIII **BOARD OF EXAMINERS**

8.01 Establishment and Composition

- (a) The Council shall establish a Board of Examiners.
- (b) The Board of Examiners shall consist of a minimum of five (5) Members of the Association appointed by, and under the direction of Council, based on an interview and recommendation conducted by the Board of Examiners.
- (c) Applications for membership on the Board of Examiners may be accepted at any time by the Board of Examiners.



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8.02 Term and Appointment

- (a) Members of the Board of Examiners shall be appointed for a term of three (3) years.
- (b) No individual shall serve on the Board of Examiners for more than six (6) consecutive years. Members of the Board who resign before the fulfillment of their term will be replaced at the discretion of Council to complete the remainder of such term.

8.03 Duties of Board of Examiners

- (a) The Board of Examiners shall prepare, administer and grade accreditation examinations and, based on the results of such accreditation examinations, recommend a designation title for a Member as set out in paragraph 6.04(b) to the Certification Board.
- (b) The Board of Examiners shall meet at such times and places as they may reasonably deem necessary to carry out their duties and the members of the Board of Examiners shall be entitled to have their travel, subsistence and meeting expenses reimbursed by the Association as prescribed in the Travel & Business Expense Policy.
- (c) The Board of Examiners shall submit any revisions to the accreditation examinations for approval by Council.

SECTION IX **MEETINGS OF MEMBERS**

9.01 Meeting of Members

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and a special meeting of Members.

9.02 Annual Meetings

Subject to the By-laws, the Council shall call, at such date and time as it determines, an annual meeting of Members for the purpose of considering the financial statements and reports of the Association pursuant to the Act, electing Councillors, appointing the auditor and transacting such other business as may properly be brought before the meeting, provided that the annual meeting of Members shall be held within four (4) months from end of the fiscal year, but in all cases not more than fifteen (15) months after the holding of the last preceding annual meeting.



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9.03 Special Meetings

The Council may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Council shall call a special general meeting of Members on written requisition of Members carrying not less than 10% of the Members of the Association entitled to vote which requisition shall state the general nature of the business to be presented at the meeting.

9.04 Place of Meetings

Meetings of Members may be held at any place within Ontario as the Council may determine.

9.05 Special Business

All business transacted at a special meeting or an annual meeting of Members, except consideration of the minutes of an earlier meeting, the financial statements and the auditor's report, election of Councillors and reappointment of the incumbent auditor, constitutes special business.

9.06 Notice of Meetings

(a) Notice of Annual Meetings:

Notice of the time and place of a meeting of Members shall be provided in the manner provided in Section 14.01 of this By-law to the following:

- (i) each Member;
- (ii) each Councillor; and
- (iii) the auditor of the Association

not less than six (6) weeks before the meeting is to take place. Within a reasonable period of time before the annual meeting of Members, a copy of the report of the President and the Council including the annual financial statement and the report of the auditors thereon shall be sent to each Member. Notice of a meeting of Members must remind Members that they have the right to vote by proxy.

(b) Notice of Special Meetings

Notice of the time and place of a meeting of Members shall be provided in the manner provided in Section 14.01 of this By-law to the following:

- (i) each Member ;
- (ii) each Councillor; and



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(iii) the auditor of the Association

not less than thirty (30) days before the meeting is to take place if called by Council, and not less than twenty-one (21) days before the meeting is to take place if requisitioned in accordance with section 9.03.

Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any resolution or By-law to be submitted to the meeting. Notice of a meeting of Members must remind Members that they have the right to vote by proxy.

9.07 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9.08 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Councillors and the auditor of the Association and such other persons who are entitled or required under any provision of the Act or By-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

9.09 Chairperson of the Meeting

The President shall be the chairperson of meetings of Members. In the event that the President is absent, the following descending order shall determine the chairperson. The order shall be vice-President, Secretary, Registrar, Treasurer. If no Officers are present, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

9.10 Quorum

A quorum at any meeting of the Members shall be twenty-five (25) Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member shall be present in person.

9.11 Adjournment

The chairperson of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment



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need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.12 Absentee Voting

Subject to compliance with the Act, in addition to voting in person, every Member entitled to vote at a meeting of Members may vote by appointing in writing a proxyholder, who must be a Member in good standing of the Association, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy.

9.13 Votes to Govern

At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes cast unless otherwise specifically provided by the Act or by this By-law. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

9.14 Show of Hands

Subject to the Act and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

9.15 Ballots

For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or at least twenty-five (25) of the Members present at a meeting of Members may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

9.16 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Nathan's Company Meetings*.



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SECTION X **CHAPTERS**

10.01 Purpose, Geographical Area and Existing Chapters

Chapters may be established from time to time in order to facilitate the work of the Association in different geographical regions in Ontario. The geographic area of each Chapter shall be determined by Council. Council shall ensure that the geographic area of the Chapters do not overlap. Where necessary, Council may, in its sole discretion, align or re-assign the geographical area of the Chapters.

10.02 Internal Divisions of the Association

All Chapters are internal operating divisions of the Association and, as such, do not have legal standing outside of the Association. All Chapters are accountable to Council.

10.03 Chapter Certificate

All Chapters shall be issued a chapter certificate with the Association in a form as approved by Council from time to time.

10.04 Establishment or Re-Establishment of Chapters

- (a) New Chapters may be established at the initiative of the Council.
- (b) Upon application by a minimum of 5 Members in a particular geographical location and subject to their written agreement to be subject to the requirements imposed on Chapters in accordance with the By-laws, Council may approve the application to establish or re-establish a Chapter.
- (c) Upon the decision of Council to establish a Chapter, all Members in the geographical area of the Chapter, including the Member applicants in Section 10.04(b), shall be immediately deemed to become members of that Chapter.

10.05 Delegation to Chapters

Subject to the Act, Council may delegate certain of its powers and/or duties in a particular geographic area to the Chapter Executive in that area, provided that such Chapter Executive remains at all times accountable to Council in relation to the powers and/or duties that have been so delegated.

10.06 Required Governance for Chapters

Chapters shall be operated in accordance with the following provisions:



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(a) Chapter name, objective and activities

- (i) Subject to the written consent of Council, a Chapter's operating name shall be one of the following: "Association of Architectural Technologists of Ontario - _____ Chapter" or "the _____ Chapter of Association of Architectural Technologists of Ontario." Each Chapter shall clearly indicate on all of their publications and any documentation in the public domain that it is a division of the Association.
- (ii) The objectives of a Chapter shall be the same as the objects of the Association as set out in the AATO Act.
- (iii) The programs and activities undertaken by the Chapter in furtherance of its objectives must not be contrary to the AATO Act, By-laws and Operating Policies of the Association in place. If a Chapter intends to carry on any activity that is outside of the Operating Policies of the Association, advance permission from Council must be obtained prior to the conduct of the activity.

(b) Chapter Members

- (i) All Members in the geographical area of the Chapter shall be deemed to be members of that Chapter.
- (ii) Each Member shall have the right to cast one (1) vote at Chapter Members' meetings.
- (iii) The Secretary of Council shall notify the Secretary of the Chapter of updated information on Chapter Members from time to time.

(c) Chapter Members' meetings

- (i) The Chapter shall hold a minimum of four (4) meetings per year, one of which shall be held for the purpose of electing Chapter Executive members in accordance with Section 10.06(d).
- (ii) The quorum at Chapter Members' meetings shall be 5(%) or no less than 5 Members of that Chapter.
- (iii) The chairperson of Chapter Members' meetings shall be the Chapter Chair, or the Chapter Secretary if the Chapter Chair is absent or unable to act, or the Chapter Treasurer if neither the Chapter Chair nor Chapter Secretary is present or able to act. In the event that none of the above listed individuals are present or able to act as chairperson of the meeting, the Chapter Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.



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- (iv) At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes cast unless otherwise specifically provided by the By-laws or a ballot is demanded. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

(d) Chapter Executive

- (i) The Chapter shall establish a Chapter Executive to be responsible for the day to day management of the Chapter, subject to the general oversight of Council. The Chapter Executive shall consist of a minimum of three (3) persons as determined by Chapter Members.
- (ii) Chapter Executive members shall be elected by Chapter Members and the election meeting must be held in the first four (4) months of the calendar year.
- (iii) Each Chapter Executive shall have at least a Chapter Chair, Chapter Secretary, and Chapter Treasurer. These positions shall have the following duties, as well as such other duties and powers as may be determined by Council, the Chapter Executives, the Chapter Members, or the By-laws of the Association:
 - (1) Chair – The Chapter Chair shall be a Member permitted to use the designation title “Architectural Technologist” or “Registered Building Technologist”. The Chapter Chair shall be charged with the general management and supervision of the affairs and operation of the Chapter subject to the By-laws and the direction of Council and the Chapter Council.
 - (2) Secretary - The Chapter Secretary shall keep minutes of all Chapter Members’ meetings, Chapter Executive meetings and a summary report of such meetings. After each meeting, the Secretary shall provide the said minutes and report to the President of the Association. In addition, the Chapter shall be notified by the Secretary of the Association when Council meetings are to be held. The Chapter Secretary shall provide to the Secretary of Council at least one (1) week before the Council meeting a copy of the approved minutes of all Chapter meetings held since the last report to the Council. In the event that any meetings were held during the said one (1) week, a copy of the minutes of the meetings of such meetings shall be provided by the Chapter Secretary as soon as possible to the Secretary of the Council prior to the said Council meeting.
 - (3) Treasurer - The Chapter Treasurer shall be responsible for the maintenance of proper accounting records of the Chapter in compliance with the Act as well as the deposit of money, the



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safekeeping of securities and the disbursement of funds of the Chapter. Whenever required, the Chapter Treasurer shall render to the Council an account of all such person's transactions as Treasurer and of the financial position of the Chapter.

- (iv) The term of office of Chapter Executive members shall be two (2) years, calculated from the date of the annual meeting of the Chapter at which their election takes place until the first annual meeting of the Chapter next following or until their successors are appointed. Chapter Executive members may serve a maximum of three (3) consecutive terms.
 - (v) The quorum at Chapter Executive members meetings shall be a majority of the Chapter Executive members then in office.
 - (vi) If a vacancy occurs in any Chapter Executive member position for any cause, the Chapter Executive may appoint a Member to fill the vacancy for the duration of the unexpired term of such office or alternatively, the Chapter Executive may call a special meeting of Chapter Members to elect a qualified Member to fill the vacancy.
- (e) Financial matters
- (i) The fiscal year end of each Chapter shall be that of the Association.
 - (ii) The Chapter may maintain one bank account that is co-ordinated and centralized with the main bank account of the Association and those of the other Chapters. In limited circumstances and in the sole discretion of Council, the Chapter may maintain one bank account other than the Association's main bank. For greater certainty, since Chapters are internal divisions of the Association, all bank accounts are corporate accounts of the Association and must be held in the name of the Association, with the Chapter delegated account signing authority. Signing officers of these bank accounts shall be the Chair and Treasurer of the Chapter Executive; provided all Officers of the Association shall also have signing authority.
 - (iii) All financial information of the Chapter (including an annual financial statement, and an annual budget) shall be forwarded to the Treasurer of the Association, on or before January 31st of the following year.
 - (iv) The Council may adopt policies to require certain expenditures of the Chapter be subject to the approval of Council.
 - (1) All Chapter Executive members, officers and members of a Chapter shall serve as such without remuneration from the Chapter, provided that they may be paid reasonable expenses incurred in the performance of such services.



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- (2) In the event of winding up of the Chapter, any remaining assets in its possession and control, after payments of all of its debts and liabilities, shall be transferred to the control of the head office of the Association in accordance with Section 10.07.
- (3) Chapters may formulate their own rules of procedure that are not inconsistent with the By-laws or policies of the Association, subject to such regulations or directions as Council may from time to time make.

10.07 Winding Up of Chapters

- (a) A Chapter may be wound up upon the occurrence of any of the following:
 - (i) a Chapter no longer has a minimum of five (5) Members;
 - (ii) a Chapter ceases to hold meetings;
 - (iii) a Chapter does not comply with, as may be determined in the sole discretion of the Council, the By-laws or policies of the Association, or regulations or directions by the Council, and such non-compliance continues for sixty (60) days after notice to remedy the non-compliance is delivered to the Chapter by the Association, Council shall have the right to determine by majority resolution to wind up the Chapter;
 - (iv) the Councillors determine by a two-third (2/3rds) resolution that a Chapter is to be wound up for any reason; or
 - (v) on the approval of a request from the Chapter Executive.
- (b) The decision of Council in relation to the winding up of a Chapter shall be final and binding. In such event, the said Chapter shall cease to be a Chapter and it shall be deemed to have been wound up upon the date that the decision of the Council is made or on such other date as determined by the Council.
- (c) Notwithstanding that a Chapter may have assets in its possession and control at the time of winding up, those assets are property of the Association as a result of the Chapter's status as an internal operating division of the Association. As such, the balance of the said assets in the possession and the control of the Chapter at the time of its winding up shall, after payment of all of its debts and liabilities, be immediately transferred by the Chapter to the head office location of the Association, with the said transfer to be completed prior to the winding up of the Chapter.



SECTION XI
REMOVAL AND DISCIPLINE OF MEMBERS

11.01 Interpretation

In accordance with the AATO Act, Council may pass by-laws prescribing a code of ethics, rules of professional conduct and standards of practice and by providing for the suspension, expulsion or other penalty for contravention of the code, rules or standards.

11.02 Removal and Discipline of Members

The removal or discipline of Members shall be done in accordance with the Rules of the Complaints and Discipline Committees of the Association, as enacted and amended by Council from time to time. In the event of any conflict between the By-laws and the Rules of the Complaints and Discipline Committees, the provisions contained in these By-laws shall prevail.

11.03 Appeal and Restoration

- (a) A person who has been refused Membership by the Certification Board, or a person who has been subject to a disciplinary sanction under the by-laws of the Association may appeal to the Divisional Court from the refusal to grant Membership or from the sanction.
- (b) Council, on such grounds as it considers sufficient, may cause the name of a person removed from the register in accordance with section 6.07 to be restored and may order, as it considers appropriate, that the restoration be done with or without the payment of a fee or of arrears in fees.
- (c) If the name of a Member whose registration has been suspended or revoked under paragraph 6.07(d) is to be restored to the register, Council may by resolution direct that the name be restored subject to such conditions as the council considers appropriate.

SECTION XII
ASSOCIATES

12.01 Qualifications, Rights and Privileges

- (a) Council may from time to time admit any individuals who/that is interested in the programs operated by the Association and that is working toward achievement of the educational requirements as an Associate of the Association.
- (b) Council may from time to time adopt policies to establish different categories of Associates, the qualification requirements thereof, and their rights and privileges.



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- (c) For greater certainty and for all purposes, Associates are not Members of the Association.

SECTION XIII GENERAL

13.01 Registered Office

The head office of the Association shall be in the City of Mississauga, in the Province of Ontario.

13.02 Operating Policies

The Council may adopt, amend, or repeal such Operating Policies that are not inconsistent with By-laws of the Association relating to the management and operation of the Association as the Council may deem appropriate from time to time. Any Operating Policy adopted by the Council shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Council.

13.03 Corporate Seal

Until changed in accordance with the Act, the seal, an impression of which is stamped in the margin hereof, shall be the seal of the Association.

13.04 Fiscal Year

Unless otherwise changed by resolution of the Council, the fiscal year end of the Association shall be the 31st day of December in each year.

13.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Council may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

13.06 Banking

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the



General Operating By-law 2

Council may designate, appoint or authorize from time to time by resolution. The banking business or any part thereof shall be transacted by any two (2) Officers of the Association and/or other persons as the Council may by resolution from time to time designate, direct or authorize.

13.07 Auditors

The Members shall at each annual meeting appoint an auditor to audit the accounts of the Association for report to Members to hold office until the next following annual meeting provided, however, the Councillors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Council. The auditor may not be a Councillor, Officer or employee of the Association, unless the consent of all Members has been obtained.

13.08 Borrowing

(a) Borrowing Authority

Subject to the limitations set out in the Act and this By-law, Council may:

- (i) borrow money on the credit of the Association;
- (ii) issue, sell or pledge securities of the Association; or
- (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Association.

(b) Authorization

From time to time, the Council may authorize any Councillor or Officer or other persons of the Association to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Council may authorize and generally to manage, transact and settle the borrowing of money by the Association.



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SECTION XIV NOTICES

14.01 Method of Giving Notices

Any notice, communication or other document required to be given by the Association to a Member, Councillor, Officer, or auditor of the Association pursuant to the Act or By-laws or otherwise shall be sufficiently given to such person if:

- (a) delivered personally, in which case it shall be deemed to have been given when so delivered,
- (b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered,
- (c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, or
- (d) delivered to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of the Association and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Councillor known to the Secretary.

14.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

14.03 Omissions and Errors

The accidental omission to give any notice to any Member, Councillor, Officer, member of a committee of the Council or auditor, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice, provided that no Member objects in writing to the chairperson of the Council of such omission or irregularity within thirty (30) days after the date of such meeting.

14.04 Waiver of Notice

Any Member, proxyholder, Councillor, Officer, member of a committee of the Council or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event



General Operating By-law 2

of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Council or of a committee of the Council, which may be given in any manner.

SECTION XV AMENDMENTS

15.01 Amendment of By-laws

The Council may from time to time enact By-laws relating in any way to the Association or to the conduct of its affairs, and may from time to time amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the Members duly called for the purpose of considering same.

SECTION XVI TRANSITION PROVISIONS

16.01 Intern Members

Upon this By-law coming into force, all those individuals currently in the class of "Intern Members" shall become Members of the Association. Unless and until the said Intern Members apply to the Certification Board for reclassification, they shall be permitted to use the designation title "Registered Building Technician".

16.02 Student Members

Upon this By-law coming into force, all those individuals currently in the class of "Student Members" shall become Associates of the Association in the Associate category of "Student Associates". For greater certainty, Associates shall not be Members of the Association.

SECTION XVII IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

17.01 Repeal of Former General Operating By-law

- (a) By- Law No. 1-82, as amended from time to time, is hereby repealed and replaced by General Operating By-law No. 2 herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Association.



General Operating By-law 2

- (b) The said repeal of By-law No. 1-82, as amended from time to time, shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Council or Members' resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Councillors of the Association this 16th day of March, 2015.

Sharon Creasor, President

Christian Côté Ménard, Vice-President

CONFIRMED by the Members of the Association this 25th day of April, 2015.

Greg Cherwaty, Secretary

AMENDING BY-LAW NO. 1

**A BY-LAW TO AMEND THE BY-LAWS
OF
ASSOCIATION OF ARCHITECTURAL TECHNOLOGISTS OF ONTARIO
(the "Association")**

WHEREAS the Association wishes to amend a provision of General Operating By-law No. 2 of the Association that was confirmed by the Members of the Association on the 25th day of April, 2015:

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-Law of the Association:

1. To amend section 13.01 in relation to the location of the head office of the Association by completely deleting section 13.01 and replacing it with the following:

The head office of the Association shall be in the City of Vaughan, in the Province of Ontario.

2. This by-law amendment shall take effect immediately upon confirmation by the Members.
3. The President and Secretary are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

ENACTED by the Directors of the Corporation this 6th day of February, 2017

President:

Secretary:

CONFIRMED by the Members of the Corporation this _____ day of April, 2017.

Secretary:



AGM 18

CONFERENCE . VAUGHAN

AMENDING BY-LAW NO. 2

A BY-LAW TO AMEND THE BY-LAWS OF ASSOCIATION OF ARCHITECTURAL TECHNOLOGISTS OF ONTARIO (the "Association")

WHEREAS the Association wishes to amend a provision of General Operating By-law No. 2 of the Association that was confirmed by the Members of the Association on the 25th day of April, 2015:

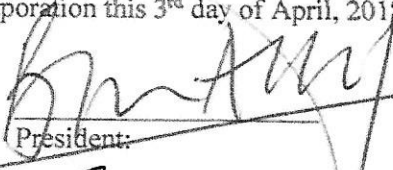
BE IT ENACTED AND IT IS HEREBY ENACTED as a By-Law of the Association:

1. To amend paragraph 4.01(b) in relation to eligibility for Councillors to be elected to the office of Vice President by completely deleting paragraph 4.01(b) and replacing it with the following:

To be eligible for election to the office of Vice President the candidate must have:

- (i). at any time, acted as the Secretary, Registrar, Treasurer, or a Chapter Chair.
OR
 - (ii). served on Council for a minimum of 2 years of the current term and subject to a unanimous vote of Council.
2. This by-law amendment shall take effect immediately upon confirmation by the Members.
 3. The President and Secretary are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

ENACTED by the Directors of the Corporation this 3rd day of April, 2018


President:


Secretary:

CONFIRMED by the Members of the Corporation this 28th day of April, 2018.

Secretary:

AMENDING BY-LAW NO. 3

**A BY-LAW TO AMEND THE BY-LAWS
OF
ASSOCIATION OF ARCHITECTURAL TECHNOLOGISTS OF ONTARIO
(the "Association")**

WHEREAS the Association wishes to amend a provision of General Operating By-law No. 2 of the Association that was confirmed by the Members of the Association on the 25th day of April, 2015:

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-Law of the Association:

1. To amend section 13.01 in relation to the location of the head office of the Association by completely deleting section 13.01 and replacing it with the following:

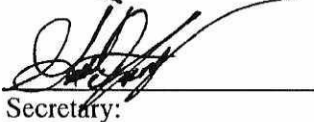
The head office of the Association shall be in the City of Brampton, in the Province of Ontario.

2. This by-law amendment shall take effect immediately upon confirmation by the Members.
3. The President and Secretary are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

ENACTED by the Directors of the Corporation this 3rd day of February, 2020



President:



Secretary:

CONFIRMED by the Members of the Corporation this 15th day of ~~April~~, 2020.



Secretary:

August 2020