

BYLAWS of

THE SASKATCHEWAN ASSOCIATION OF ARCHITECTS

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Executive Director

CONTENTS

PART 1 – DEFINITIONS.....	7
<i>Definitions.....</i>	<i>7</i>
PART 2 – ELECTION TO COUNCIL	8
<i>Nominations</i>	<i>8</i>
<i>Eligibility for Election to Council</i>	<i>8</i>
<i>Ineligibility or Disqualification.....</i>	<i>9</i>
<i>Nomination Withdrawal.....</i>	<i>9</i>
<i>Voting</i>	<i>9</i>
<i>Tie Vote.....</i>	<i>10</i>
<i>Election by Acclamation</i>	<i>10</i>
<i>Election Results.....</i>	<i>10</i>
PART 3 – COUNCIL.....	10
<i>Duties and Powers of Council</i>	<i>10</i>
<i>Conduct of Councillors.....</i>	<i>10</i>
<i>Council Composition</i>	<i>11</i>
<i>Councillor Terms</i>	<i>11</i>
<i>Loss of Office</i>	<i>11</i>
<i>Vacancies.....</i>	<i>12</i>
PART 4 – OFFICERS	13
<i>Composition.....</i>	<i>13</i>
<i>Election of Officers.....</i>	<i>13</i>
<i>Officer Terms</i>	<i>13</i>
<i>Officer Vacancies.....</i>	<i>14</i>
<i>Duties and Powers of Officers</i>	<i>14</i>
PART 5 – COUNCIL MEETINGS, QUORUM, VOTING	15
<i>Council Meetings and Quorum.....</i>	<i>15</i>
<i>Voting on Council Matters.....</i>	<i>16</i>
<i>Urgent Matters.....</i>	<i>16</i>
<i>Failure to Attend Council Meetings.....</i>	<i>16</i>
PART 6 – COMMITTEES.....	17
<i>Committees.....</i>	<i>17</i>
PART 7 – PROTECTION OF COUNCILLORS, OFFICERS, AND OTHERS	18
<i>General</i>	<i>18</i>
PART 8 – EXECUTIVE DIRECTOR.....	18
<i>General</i>	<i>18</i>
PART 9 – SAA MEETINGS	19
<i>Annual General Meetings.....</i>	<i>19</i>
<i>Special General Meetings.....</i>	<i>19</i>

<i>Quorum.....</i>	<i>20</i>
<i>Voting</i>	<i>20</i>
<i>Rules of Procedure.....</i>	<i>20</i>
PART 10 – SAA MEMBERSHIP.....	21
<i>General</i>	<i>21</i>
<i>Membership Categories</i>	<i>21</i>
<i>Registered Architect</i>	<i>21</i>
<i>Life Member</i>	<i>22</i>
<i>Student of Architecture Member.....</i>	<i>23</i>
<i>Intern Architect.....</i>	<i>24</i>
<i>Syllabus Student Member.....</i>	<i>24</i>
<i>Associate Member.....</i>	<i>25</i>
<i>Honorary Member.....</i>	<i>25</i>
<i>Retired Member.....</i>	<i>26</i>
<i>Good Standing and Certificate of Status</i>	<i>26</i>
PART 11 – TEMPORARY LICENSE	27
<i>Temporary License.....</i>	<i>27</i>
PART 12 – ARCHITECT’S SEAL	28
<i>General</i>	<i>28</i>
PART 13 – REGISTRATION AND LICENCING FEES AND LEVIES	29
<i>Application Fees</i>	<i>29</i>
<i>Annual Membership Fees</i>	<i>29</i>
<i>Administration Fees.....</i>	<i>29</i>
<i>Special Levies.....</i>	<i>30</i>
PART 14 – BUSINESS OF THE SAA	30
<i>Councillor and Committee Member Expenses.....</i>	<i>30</i>
<i>Financial Statements and Audits.....</i>	<i>30</i>
<i>Seal</i>	<i>30</i>
PART 15 – AMENDMENTS TO BYLAWS	31
<i>Procedures.....</i>	<i>31</i>
PART 16 – FIRMS.....	32
<i>General</i>	<i>32</i>
<i>Sole Proprietorships and Partnerships</i>	<i>32</i>
<i>Architectural Corporations.....</i>	<i>33</i>
<i>Licence to Practice - Revocation and Suspension</i>	<i>34</i>
PART 17 – CODE OF ETHICS AND PROFESSIONAL CONDUCT	34
<i>General</i>	<i>34</i>
PART 18 – MISCELLANEOUS.....	34
<i>Professional Liability Insurance.....</i>	<i>34</i>
<i>Advertising.....</i>	<i>34</i>

<i>Letterhead</i>	<i>34</i>
<i>Continuing Education</i>	<i>35</i>
<i>Consensual Resolution Agreements</i>	<i>35</i>
<i>Notices.....</i>	<i>36</i>
PART 19 – COMING INTO FORCE	36
SCHEDULE A - CODE OF ETHICS AND PROFESSIONAL CONDUCT	37
<i>Integrity.....</i>	<i>37</i>
<i>Responsibility to the profession generally.....</i>	<i>37</i>
<i>Competence and quality of service</i>	<i>37</i>
<i>Impartiality and Conflict of Interest</i>	<i>37</i>
<i>Representations.....</i>	<i>38</i>
<i>Prohibition on Practice</i>	<i>38</i>
<i>Duty to Report</i>	<i>39</i>
<i>Architectural Competitions.....</i>	<i>39</i>
<i>Fees.....</i>	<i>40</i>
<i>Cost of Work.....</i>	<i>40</i>
<i>Renovations and Alterations</i>	<i>43</i>
<i>Interiors and Furnishings.....</i>	<i>43</i>
<i>Calculation of Fees by Time and Expenses</i>	<i>43</i>
<i>Calculation of Fess by Lump Sum or Upset Fee</i>	<i>43</i>
<i>General Provisions with Respect to Charges</i>	<i>44</i>
<i>Expert Witness.....</i>	<i>44</i>
<i>Partial Services</i>	<i>45</i>
<i>Withdrawal of services</i>	<i>45</i>
<i>Guarantee of estimates.....</i>	<i>45</i>
<i>Knowledge and skills</i>	<i>45</i>

Part 1 – Definitions

WHEREAS the Saskatchewan Association of Architects is duly incorporated under *The Architects Act, 1996* of the Province of Saskatchewan;

AND WHEREAS power is given to the Council of the Saskatchewan Association of Architects by *The Architects Act, 1996* to make bylaws as may be necessary;

NOW THEREFORE the Council of the Saskatchewan Association of Architects enacts its Bylaws as follows:

Definitions

1(1) In these Bylaws:

- (a) “**Act**” means *The Architects Act, 1996* of the Province of Saskatchewan;
- (b) “**Appointed Councillor**” means a registered architect appointed to Council by Council;
- (c) “**Bylaws**” means Bylaws of the SAA;
- (d) “**Council**” means the governing body of the SAA established pursuant to sections 8 and 9 of *The Architects Act, 1996*;
- (e) “**Councillor**” means an Elected Councillor or a Public Councillor;
- (f) “**Elected Councillor**” means a registered architect elected to Council by Voting Members at an annual or special general meeting;
- (g) “**Firm**” means a sole proprietorship, partnership, or architectural corporation;
- (h) “**Member**” means a person under the member category of registered architect, life member, student member, intern architect, syllabus student member, honorary member, associate member, or retired member;
- (i) Non-Regulated Member means:
 - i. Retired member; and
 - ii. Honorary member;
- (j) “**Public Councillor**” means a resident of Saskatchewan who is not a Member of the SAA, appointed to Council by the Lieutenant Governor in Council in accordance with section 9 of the Act;

(k) **“Regulated Member”** means:

- i. registered architect;
- ii. practicing life member;
- iii. student member (includes BEFA Candidates);
- iv. intern architect;
- v. syllabus student member;
- vi. associate member;
- vii. temporary licenced architect;
- viii. architectural corporations; and
- ix. temporary licenced corporation;

(l) **“SAA”** means the Saskatchewan Association of Architects; and

(m) **“Voting Member”** means a registered architect or life member.

(2) A reference in the Bylaws to Council, an officer, person, or a committee includes any delegate of Council, officer, person, or committee.

Part 2 – Election to Council

Nominations

2(1) To nominate a candidate, the nominator shall:

- (a) be a Voting Member in good standing; and
- (b) provide the name of the nominee to the Governance and Nomination Committee in writing ninety (90) days before the next annual general meeting.

(2) The Governance and Nominations Committee may nominate individuals.

(3) The Governance and Nominations Committee shall review the nominees for eligibility as a candidate.

(4) The Governance and Nomination Committee may use a form or professional declaration, or other means as it deems necessary to confirm nominees are eligible to stand as candidates for election to Council.

(5) Nominee names shall be published by the Governance and Nomination Committee shall prepare a list of nominees as candidates for the Council sixty (60) days before the next annual general meeting.

(6) The Governance and Nominations Committee may review, develop, revise, and implement, the Councillor nomination process as it deems appropriate.

Eligibility for Election to Council

3(1) To be eligible as a candidate for an Elected Councillor, the individual must:

- (a) currently reside in Saskatchewan;

- (b) have resided in Saskatchewan for at least last three (3) years immediately prior to their election or appointment to Elected Councillor;
- (c) be a registered architect in good standing;
- (d) have been a registered architect in Saskatchewan for at least three (3) years immediately prior to their election or appointment to Elected Councillor; and
- (e) be approved by the Governance and Nominations Committee.

(2) Council may establish rules consistent with the Act and Bylaws for procedural matters related to Council elections including dispute resolution procedures.

Ineligibility or Disqualification

4(1) If an individual ceases to be a Voting Member, that person is disqualified from:

- (a) nominating or being nominated as a candidate for election to the Council;
- (b) continuing to stand as a candidate for election to the Council; or
- (c) voting in an election for the Council membership.

(2) An individual is not eligible for nomination or to stand as a candidate for election to Council if the individual:

- (a) has been charged with a criminal offence in Canada, and the charge has not been withdrawn or disposed of by a court;
- (b) has been criminally convicted in Canada any time within the ten (10) years before the election and not been pardoned in respect of that offence;
- (c) is not in good standing with the SAA for reasons including, but not limited to:
 - a. non-payment of professional fees;
 - b. unpaid fines; or
 - c. non-compliance with professional development obligations;
- (d) is the subject of a complaint with the SAA or under legislation that regulates the profession of architecture in another jurisdiction, that has been referred to a hearing or is awaiting the decision of the Discipline Committee or a court; or
- (e) has been subject to findings of professional incompetence or professional misconduct by the SAA or similar findings of another professional regulatory body, within five (5) years before the date of the election, where those findings were not successfully appealed and resulted in an order that the individual be expelled, suspended, or pay a fine.

Nomination Withdrawal

5(1) A nominee may withdraw by providing notice in writing of their withdrawal to the Governance and Nominations Committee at least thirty-five (35) days before the annual general meeting.

Voting

6(1) To be eligible to vote, the individual must be a registered architect or life member in good standing at the time of the annual general meeting.

- (2) Voting shall take place at the annual general meeting by secret ballot.
- (3) A Voting Member has the same number of votes as there are vacancies for membership on Council.
- (4) A Voting Member may not cast more than one vote for a candidate.
- (5) A Voting Member is not required to cast all the votes that the Voting Member is entitled to cast.

Tie Vote

7(1) In the event of a tie vote, a past President who is a Voting Member shall cast a vote to break the tie.

Election by Acclamation

8(1) If there are the same number of candidates nominated for election to the Council as there are vacancies to be filled, the President shall, at the annual general meeting, declare those candidates as elected to Council.

Election Results

9(1) The Council Secretary shall publish the results of the election within ten (10) business days following the election.

Part 3 – Council

Duties and Powers of Council

10(1) Council is the governing body of the SAA. Council shall exercise all the powers and duties granted to a governing council under the Act to manage the affairs and business of the SAA. This may include but is not limited to:

- (a) establish and revise policies which govern the activities of SAA;
- (b) delegate authority and responsibility for implementation of SAA policies to the Executive Director and any other individuals as prescribed by the Act;
- (c) establish and revise policies which are incidental to the regulation;
- (d) ensure that SAA policies are implemented through the monitoring of compliance with policies;
- (e) set and monitor fiscal policies and be the trustees of the funds and assets. Council shall not engage in high-risk ventures or incur debts that are beyond the reasonable ability of Council to pay; and
- (f) approve education programs for Members.

(2) Councillors shall serve without remuneration and shall not directly or indirectly receive any profit from occupying their position as a Councillor.

Conduct of Councillors

11(1) Councillors shall conduct themselves in an ethical and professional manner and shall adhere to the Code of Conduct for Council and SAA's Conflict of interest Policy, Confidentiality Policy, and Communications Policy.

(2) Failure by a Councillor to follow Council's Code of Conduct may result in sanctions as set out in the Code of Conduct, including removal from office.

Council Composition

12(1) Council shall consist of a minimum of seven (7) Councillors to a maximum of ten (10).

(2) Council shall be composed of:

- (a) seven (7) Elected Councillors who ordinarily reside in Saskatchewan, at least two (2) of which shall reside in Regina and two (2) of which shall reside in Saskatoon; and
- (b) one (1) Public Councillor, who ordinarily resides in Saskatchewan, and who shall be a member of faculty at either the University of Regina or the University of Saskatchewan.

(3) Council may include:

- (a) a second Public Councillor, for a maximum of two (2) Public Councillors, who ordinarily resides in Saskatchewan; and
- (b) the immediate Past Council President at the discretion of Council.

Councillor Terms

13(1) The term for an Elected Councillor shall not exceed three (3) years starting from the date they are elected.

(2) An Elected Councillor may be elected for two (2) additional consecutive terms but is not eligible to hold office for more than three (3) consecutive terms.

(3) An Elected Councillor who has served three (3) consecutive terms may run for election again following a one (1) year break from Council.

(4) The term for a Public Councillor shall not exceed three (3) years starting from the date they are appointed.

(5) A Public Councillor may be appointed for an additional term but is not eligible to hold office for more than two (2) consecutive terms. A Public Councillor holds office until a successor is appointed.

(6) The outgoing President may be appointed to hold office for one (1) additional year as "Past President".

Loss of Office

14(1) The office of a Councillor shall cease immediately if the Councillor:

- (a) ceases to be a resident of Saskatchewan;
- (b) ceases to be a registered architect with the SAA;
- (c) resigns by written notice to the SAA and does not indicate a date of resignation;
- (d) is incapacitated or otherwise no longer capable of fulfilling their Councillor duties for the remainder of their term;

- (e) is deceased;
- (f) is charged with a criminal offence in Canada, and the charge is not withdrawn or disposed of by a court;
- (g) pleads guilty to a criminal charge or is criminally convicted in Canada; or
- (h) is the subject of findings of professional incompetence or professional misconduct by the SAA or similar findings of another professional regulatory body where those findings are not successfully appealed and result in an order that the individual be suspended for the entirety of the remainder of their term as Councillor or be expelled.

(2) An Elected Councillor is not required to vacate office if their registration is suspended by the SAA for a period less than their term.

(3) Council may remove a Councillor from office if the Councillor:

- (a) is not fulfilling their Councillor duties;
- (b) is not in good standing with the SAA for reasons including but not limited to:
 - a. non-payment of professional fees;
 - b. unpaid fines; or
 - c. non-compliance with professional development obligations;
- (c) is the subject of a complaint with the SAA or under legislation that regulates the profession of architecture in another jurisdiction, that has been referred to a hearing or is awaiting the decision of discipline committee or court; or
- (d) is incapacitated or otherwise no longer capable of fulfilling their Councillor duties for an extended portion of their term.

(4) Following a review by Council, the Councillor may be removed from Council by:

- (a) special resolution of the eligible Voting Members at the next annual or special general meeting; or
- (b) by two-thirds (2/3) majority vote by Council.

(5) An Elected Councillor or an Appointed Councillor may resign by giving written notice of their resignation to Council.

(6) A Public Councillor may resign by giving written notice of their resignation to the Minister.

(7) The resignation of a Councillor is effective:

- (a) on the date stated in the written notice; or
- (b) if no date is stated in the written notice, immediately upon the date the written notice is received by Council or the Minister.

Vacancies

15(1) When an Elected Councilor position is vacant, Council may appoint another registered architect to fill the vacancy.

(2) The term of the Appointed Councillor shall be until the earlier of:

- (a) the expiry of the term of office of the Council member who ceased to be a Councillor; and
- (b) the date on which a Voting Member is elected to fill the vacancy.

(3) An Appointed Councillor may run for election to Council at the next annual general meeting following the expiry of their term.

(3) A vacancy shall not impair the powers of the remaining Councillors to act.

Part 4 – Officers

Composition

16(1) The officers of Council are composed of:

- (a) President;
- (b) Vice-President(s);
- (c) Treasurer;
- (d) Secretary; and
- (e) Past President.

(2) The role of Vice-President may be shared by two (2) Councillors.

(3) The roles of Treasurer and Secretary may be held by the same Councillor.

(4) The outgoing President may serve in the role of Past President at the discretion of Council. The Role of Past President may remain vacant.

Election of Officers

17(1) Council shall meet as soon as reasonably possible after the annual general meeting to elect officers from among the Councillors.

(2) Officers are elected or re-elected by a majority vote of Councillors present at the meeting and able to vote on the matter.

Officer Terms

18(1) Officers shall serve a term of one (1) year commencing upon election to the role.

(2) Officers may be elected for two (2) additional consecutive terms up to maximum of three (3) consecutive terms in the same role.

(3) Councillors who have served three (3) consecutive years in a single officer role are eligible for:

- (a) election into that same officer role following a one (1) year break from the role; or
- (b) election into a different officer role.

(4) The length of an officer's term is subject to the term of the Councillor.

(5) Council may revoke an officer's role by a majority vote of Council if an officer:

- (a) is not fulfilling their officer or Councillor duties;
- (b) is not in good standing with the SAA for reasons including but not limited to:
 - i. non-payment of professional fees;
 - ii. unpaid fines; or
 - iii. non-compliance with professional development obligations;
- (c) is the subject of a complaint with the SAA or under legislation that regulates the profession of architecture in another jurisdiction, that has been referred to a hearing or is awaiting the decision of discipline committee or court; or
- (d) is incapacitated or otherwise no longer capable of fulfilling their Officer or Councillor duties for an extended period of their term.

(6) The Past President may serve a term for a maximum of a one (1) year immediately following their term as President.

Officer Vacancies

19(1) If the President is absent or unable to act for the remainder of their term, Council shall appoint the Vice-President or one (1) of the two (2) Vice-Presidents as acting President for the remainder of the term. The acting President shall have all the powers, duties, and responsibilities of the President.

(2) If an officer other than the President is absent or unable to act for the remainder of their term, Council may:

- (a) elect from among themselves a person to fill the office for the remainder of the term; or
- (b) leave the office vacant.

Duties and Powers of Officers

20(1) The President provides overall leadership to Council. It is the duty of the President to:

- (a) ensure the integrity of Council governance process;
- (b) preside at all meetings of Council;
- (c) call meetings of Council when necessary or desirable;
- (d) carry out the functions of the President prescribed by the Act and regulation;
- (e) perform other duties as Council may direct from time to time;
- (f) monitor the financial position of the SAA; and
- (g) be an ex-officio member of all committees of Council, except for the Professional Conduct Committee and the Discipline Committee.

(2) It is the duty of the Vice-President(s) to:

- (a) upon the request of the President, and in the absence of the President, perform the duties of the President during their absence, illness, or incapacity;

- (b) provide support to the President;
- (c) perform other duties as Council may direct from time to time; and
- (d) chair a minimum of one (1) of committee of Council, which may be prescribed by Council.

(3) It is the duty of the Treasurer to:

- (a) sign such documents as are necessary when the common seal of the SAA is affixed, unless the Treasurer is absent or otherwise unable to do so;
- (b) report to the Council on the finances of the SAA when requested to do so;
- (c) present a financial statement at the annual general meeting;
- (d) perform other duties as Council may direct from time to time; and
- (e) chair the Finance and Audit Committee.

(4) It is the duty of the Secretary to:

- (a) prepare for and attend Council meetings and other Council events;
- (b) assist in the administrative duties of Council; and
- (c) perform other duties as Council may direct from time to time.

(5) The Secretary may:

- (a) chair the Professional Resources Committee; and
- (b) act as Registrar.

(6) Officers may delegate in writing any of their responsibilities to another person with or without conditions.

Part 5 – Council Meetings, Quorum, Voting

Council Meetings and Quorum

21(1) Council shall meet a minimum of six (6) times per year on dates, times, and at places as Council decides.

(2) The President may call additional meetings of Council as required. An additional meeting may also be called at the request, in writing, of two (2) Councillors.

(3) Quorum for a Council meeting is the majority of Councillors in office at the time of the meeting.

(4) Except when Council otherwise directs, Council meetings are open to Members of the SAA and the public.

(5) Council may hold meetings or parts of meetings in camera when Council deems appropriate.

(6) Council meetings may be held in person, by phone, by videoconference, or by a combination of means.

(7) Notice of a Council meeting and the materials for a Council meeting will be given at least five (5) days in advance of the meeting.

(8) Council meetings shall be chaired by the President or, in the President's absence, the Vice-President.

(9) In the absence of the President and the Vice-President, a chairperson for the meeting shall be elected from among Councillors present in person at the commencement of the meeting.

(10) The rules of order and procedure at a meeting of the Council shall be established in a policy by the Council.

Voting on Council Matters

22(1) Voting on matters by Council may be conducted:

- (a) at a meeting of Council; or
- (b) with the authorization of the President, by mail, email, a vote conducted during a teleconference, videoconference, or by any other means.

(2) A majority vote of those Councillors who are entitled to vote and are present at the meeting determines any issue to be decided by Council.

(3) An ex-officio member of Council shall not vote.

(4) All voting Councillors, including the President, present at the Council meeting shall each be entitled to one (1) vote, except where a Councillor is required to abstain from voting on the matter.

(5) In the event of a tie vote, the motion is considered to have failed. A Councillor who voted against the motion may move to have further deliberations and a subsequent vote on the motion. In the event of a second tie vote, the motion is considered to have failed with no further deliberations on the motion.

Urgent Matters

23(1) If there is a matter of urgency that requires Council's immediate attention, the President may direct the Executive Director to circulate a consent resolution to Councillors which deals with the matter.

(2) A consent resolution shall be approved electronically and is deemed to be passed if consented to unanimously by all Councillors entitled to vote on that resolution.

(3) A consent resolution shall have the same force and effect as if passed at a properly constituted Council meeting.

(4) The consent resolution shall be ratified at the next regular Council meeting and recorded in the minutes of that meeting.

Failure to Attend Council Meetings

24(1) If an Elected Councillor fails to attend three (3) consecutive meetings of Council, that individual becomes disqualified as a member of Council and a vacancy on Council is created, unless Council directs otherwise.

Part 6 – Committees

Committees

25(1) Council shall ensure that all committees required by the Act operate in accordance with the requirements of the Act.

(2) The standing committees of Council are:

- (a) the Finance and Audit Committee;
- (b) the Governance and Nominations Committee;
- (c) the Professional Practice and Oversight Committee;
- (d) the Professional Resources Committee; and
- (e) the Registration and Licensing Committee.

(3) For each standing committee of Council, the committee's terms of reference dictate the purpose and structure of the committee. Proposed revisions to the terms of reference shall be provided to Council in writing for approval.

(4) Nothing in this Part applies to the standing committees unless stated otherwise in this Part.

(5) Council may create by resolution any other committee it considers necessary to assist it in fulfilling its governance accountability. For every other committee, Council shall:

- (a) appoint the chairs and members of the committees; and
- (b) ensure that each additional committee has terms of reference.

(6) The terms of reference for other committees shall be:

- (a) developed either by the committee members or the Governance and Nominations Committee, reviewed by the Governance and Nominations Committee, and recommended to Council for approval;
- (b) reviewed annually by each committee; and
- (c) if revised, reviewed by the Governance and Nominations Committee and recommended to Council for approval.

(7) Council may delegate its powers or duties to other committees except for those powers or duties not permitted to be delegated according to the Act.

(8) If no rules of order and procedure are established for the other committee, the order and procedure at meetings of the committee shall be those normally accepted rules of order and procedure governing meetings of a like nature, but if a dispute arises the dispute shall be settled by the chair of the meeting and the chair's decision is final.

(9) Council may dissolve any committee at any time by resolution.

(10) An ad hoc committee or task force struck for a special purpose must have an end date specified in the resolution.

Part 7 – Protection of Councillors, Officers, and Others

General

26(1) Every Councillor, officer, and committee member of the SAA, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the SAA and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

(2) Subject to 26(1), no Councillor, officer, or committee member of the SAA shall be liable for loss or damage caused by anything said or done in good faith in the performance or intended performance of their function, duties, or powers under the Act or Bylaws.

(3) No Councillor, officer, or committee member of the SAA shall be liable for the acts, receipts, neglects or defaults of any other Councillor, officer, committee member, or employee of the SAA.

(4) Where any third party commences a civil action against any present or former Councillor, officer, or committee member of the SAA, and it is determined that the conduct giving rise to the civil action was conduct by the Councillor, officer, or committee member of the SAA, acting in good faith in the course and scope of the duties of his or her position, then the SAA shall indemnify the Councillor, officer, or committee member of the SAA in regard to any judgment awarded against them as a result of the civil action.

Part 8 – Executive Director

General

27(1) The Executive Director is appointed by Council in accordance with section 12(2) of the Act.

(2) The Executive Director has the responsibility and authority regarding all administrative and operational matters of the SAA, subject to the Act, Bylaws, and policy of Council.

(3) The Executive Director or a delegate shall:

- (a) notify Members of the annual and special general meetings;
- (b) attend the annual and special general meetings and Council meetings and record the minutes of the meetings;
- (c) provide Council with such information and reports as may be requested by Council;
- (d) receive and manage the correspondence of the SAA;
- (e) with approval of Council, employ such persons as are necessary for the purposes of the SAA, fix their remuneration and their terms and conditions of employment;
- (f) implement the instructions of Council; and
- (g) ensure that fees due to the SAA are collected and appropriately deposited in a SAA account.

Part 9 – SAA Meetings

Annual General Meetings

28(1) The SAA shall hold an annual general meeting yearly within six (6) months of the SAA's fiscal year end.

(2) Council shall:

- (a) set the date of the annual general meeting; and
- (b) determine the format of the annual general meeting, including whether it will be held in person, electronically, or a combination of both.

(3) The following items must be presented at the annual general meeting:

- (a) the annual report of the SAA;
- (b) the fiscal year-end financial statements; and
- (c) the minutes of the previous annual general meeting.

(4) At least ten (10) days before an annual general meeting, the SAA shall provide:

- (a) notice of the meeting;
- (b) a copy of audited financial report and statements of the SAA for the preceding year or notice of a means of electronically accessing audited financial statements of the SAA for the preceding year;
- (c) a list of all the Members of the SAA who are qualified to vote at the time of posting the notice of the meeting; and
- (d) a list of the members of Council.

(5) The proceedings at any meeting shall not be invalidated by the accidental omission to give notice of a meeting to any Member or the non-receipt of a notice of a meeting by any Member.

Special General Meetings

29(1) Council may call a special general meeting at any time by resolution of Council.

(2) Council shall call a special general meeting if:

- (a) a written request to do so is submitted to Council no less than 10% of Voting Members; and
- (b) the purpose of the meeting is specified in the request

within twenty-one (21) days of receipt of the written request.

(3) Notice of the date, time, place, and purpose of the special general meeting must be given to each Member at least fifteen (15) days before the meeting.

(4) Council may determine the format of the meeting, including whether it will be held in person, electronically, or a combination of both.

(5) The proceedings at any meeting shall not be invalidated by the accidental omission to give notice of a meeting to any Voting Member or the non-receipt of a notice of a meeting by any Voting Member.

Quorum

30(1) Quorum for an annual general meeting or a special general meeting shall be:

- (a) a majority of Councillors in office at the time of the meeting, and
- (b) twenty-five (25%) of Voting Members residing in Saskatchewan at the time of meeting.

Voting

31(1) Registered architects and life members residing in Saskatchewan and in good standing at the time of the annual general meeting or a special general meeting are eligible to vote.

(2) Each Voting Member shall be entitled to one (1) vote at any annual or special general meeting.

(3) Only Voting Members are entitled to vote at an annual general meeting or special general meeting, except as otherwise stated in the Bylaws or determined by Council.

(4) Any matter voted on shall be declared carried or defeated on the basis of a majority vote of Voting Members present at the meeting.

(5) A Voting Member may appoint another Voting Member to attend and act at a general meeting of the SAA as a proxy in the manner, to the extent, and with the powers conferred by the proxy form.

(6) The Voting Member shall specify:

- (a) how the proxy holder is to vote in respect of each matter or group of related matters identified in the notice calling the meeting; or
- (b) that the proxy holder may vote on any matter or group of related matters specified in the notice calling the meeting or other matters that may properly come before the meeting in accordance with their discretion.

(7) Council may prescribe:

- (a) the form of the proxy forms; and
- (b) a deadline for when the proxy forms are due to the Secretary.

(8) A Voting Member may revoke a proxy by providing written notice to:

- (a) the SAA seven (7) days prior to the general meeting at which the proxy was to be used; or
- (b) with the Chair of the general meeting on the day of the applicable general meeting.

Rules of Procedure

32(1) The rules of order and procedure at an annual general meeting or special general meeting shall be those normally accepted rules of order and procedure governing meetings of a like nature, but if a dispute arises, the dispute shall be settled by the chair of the meeting and the chair's decision is final.

Part 10 – SAA Membership

General

33(1) Members may be registered with the SAA in accordance with sections 5 and 19 of the Act.

(2) For the purposes of this Bylaw, references to a registered architect, life member, student member, intern architect, syllabus student member, honorary member, associate member, or retired member shall have the meaning defined in this Part for each, except if stated otherwise.

Membership Categories

34(1) The following categories of membership are established by the SAA:

- (a) registered architect;
- (b) practicing life member;
- (c) student member (includes BEFA Candidates);
- (d) intern architect;
- (e) syllabus student member;
- (f) associate member;
- (g) honorary member; and
- (h) retired member.

(2) Only registered architects and life members may be eligible to vote in the annual and special general meetings.

Registered Architect

35(1) A registered architect means a person that has a valid license as a registered architect in accordance with section 19 of the Act and is registered to practice with the SAA.

(2) A registered architect is entitled to:

- (a) attend the annual and special general meetings;
- (b) vote at the annual and special general meetings;
- (c) receive newsletters, publications, and updates from the SAA;
- (d) receive such information as Council may from time to time direct;
- (e) the benefits conferred and the duties and responsibilities imposed under the Act, regulations and Bylaws; and
- (f) use the name “architect” and “registered architect” after their name and shall use the designation “SAA”.

(3) A registered architect may request a leave of absence in writing to Council for approval of the following:

- (a) Family/Compassionate Leave:
 - i. the duration of the leave is for up to one (1) year;

- ii. the duration may be extended to a maximum of two (2) years with full registration to resume in year three (3);
- iii. the cycle may be repeated in year four (4); and
- iv. the registered architect shall retain full registered architect rights but has no practice rights.

(b) General Leave:

- i. the duration of the leave is for up to one (1) year;
- ii. the duration may be extended to a maximum of two (2) years with full registration to resume in year three (3);
- iii. the cycle may be repeated in year ten (10); and
- iv. the registered architect shall retain full registered architect rights but has no practice rights.

(4) Council may grant or deny:

- (a) a leave request;
- (b) a leave extension request;
- (c) a request for a combination of leaves; and
- (d) a reduction of registration fees during a leave.

(5) Council may prescribe additional types of leaves and how they may be used.

(6) A registered architect may apply for any combination of leave types. Only one (1) leave may be active at any time and the combination of leaves may not exceed the duration and frequency as described in the table. Leave extensions will only be considered if they are continuous with the previous leave period.

(7) The registered architect must apply for any extension to the leave period if available or return from the leave at the pre-determined date. Failure to do so may result in Council removing the registered architect's name from the register.

(8) Continuing Education requirements will be suspended while the registered architect is on an approved leave.

(9) Council may establish examination criteria for readmission or reinstatement in the case of former registered architects who have lapsed for a period of four (4) years or greater, and for those suspended or removed for unprofessional conduct.

Life Member

36(1) A life member means a registered architect who has contributed significantly to the advancement of the profession and is granted this status by Voting Members of the SAA.

(2) A life member is entitled to:

- (a) attend the annual and special general meetings;
- (b) vote at the annual and special general meetings;
- (c) receive newsletters, publications, and updates from the SAA;
- (d) receive such information as Council may from time to time direct;
- (e) the benefits conferred and the duties and responsibilities imposed under the Act, regulations and Bylaws; and
- (f) use the name “architect” and “registered architect” after their name and shall use the designation “SAA”.

(3) In the event that a life member no longer resides within Saskatchewan, they shall remain a life member but without the rights listed in 36(2).

(4) Voting Members in good standing may submit life member nominees for approval. A nomination shall be considered approved if the nominee receives approval of two-thirds (2/3) of the votes cast by Voting Members.

(5) Council shall provide a list of nominees, including biographical information about the nominee(s), to all Voting Members no later than sixty (60) days prior to the annual general meeting. Voting shall conclude no later than thirty (30) days prior to the annual general meeting.

Student of Architecture Member

37(1) A student of architecture member (referred to as a student member) means a person that is enrolled in programs in the practice of architecture that are certified by the Canadian Architectural Certification Board and is registered with the SAA.

(2) Broadly Experienced Foreign Architect (BEFA) Candidates shall be considered student members, where the applicant:

- (a) has successfully completed the eligibility requirements outlined in the BEFA Program, as established by the Canadian Architectural Certification Board.

(3) A student member is entitled to:

- (b) attend annual general meetings and special general meetings, unless the meeting votes to exclude those persons who are not architects;
- (c) receive the newsletters, publications, and updates from the SAA; and
- (d) receive such information as Council may direct from time to time.

(4) Student members are not entitled to vote at annual general meetings or special general meetings.

(5) To apply for registration as a student member, the person must complete the SAA registration form and provide documentation of their current enrollment in a graduate program in architecture.

Intern Architect

38(1) An intern architect means a person admitted into the Internship Architecture Program and is registered with the SAA.

(2) An intern architect is entitled to:

- (a) attend annual general meetings and special general meetings, unless the meeting votes to exclude those persons who are not architects;
- (b) receive the newsletters, publications, and updates from the SAA; and
- (c) receive such information as Council may direct from time to time.

(3) An applicant may be admitted into the Internship in Architecture Program where the applicant:

- (a) has their academic qualifications certified by the Canadian Architectural Certification Board; and
- (b) appoints a Mentor, and once engaged with an architectural firm, a Principal.

(4) The applicant may apply to Council for approval of another person or persons to fill these positions.

(5) Once an applicant has been approved, they may use the designation of "Intern Architect".

Syllabus Student Member

39(1) A syllabus student member means a person that is enrolled in programs in the Royal Architectural Institute of Canada Syllabus Program and is registered with the SAA.

(2) A syllabus student member is entitled to:

- (d) attend annual general meetings and special general meetings, unless the meeting votes to exclude those persons who are not architects;
- (e) receive the newsletters, publications, and updates from the SAA; and
- (f) receive such information as Council may direct from time to time.

(3) Syllabus student members are not entitled to vote at annual general meetings or special general meetings.

(4) An applicant may be admitted into a syllabus program approved by Council:

- (a) where the applicant is to be employed by a person or persons approved by Council for a period of ten (10) years;
- (b) based on the applicant's experience; or
- (c) at the discretion of Council.

(5) The applicant may apply to Council for approval to be employed by a different person or persons.

(6) Syllabus student members shall follow the requirements and the syllabus to be studied prepared by the Royal Architectural Institute of Canada or its assignees.

(7) Examinations shall be under the direction of the National Council of Architectural Registration Boards (NCARB) or the Examination of Architects in Canada (ExAC) Committee, unless otherwise determined by agreement between the Regulatory Organizations of Architecture in Canada (ROAC) and the SAA,

(8) A person who has written and passed an examination under the previous bylaws of the SAA may be granted an exemption from an examination or examinations.

Associate Member

40(1) An associate member means a person who is registered with the SAA and who holds a degree in architecture or its equivalent from an educational institute approved by Council or is a registered architect in good standing within a recognized architectural association that is not the SAA.

(2) An associate member is entitled to:

- (a) attend annual general meetings and special general meetings, unless the meeting votes to exclude those persons who are not architects;
- (b) receive the newsletters, publications, and updates from the SAA; and
- (c) receive such information as Council may direct from time to time.

(3) Associate members are not entitled to vote at annual general meetings or special general meetings.

Honorary Member

41(1) An honorary member means a person who is outside the profession of architect but has contributed notably to the advancement of the profession and has been granted this status by the Voting Members. Honorary members are Non-Regulated Members.

(2) An honorary member is entitled to:

- (a) attend annual general meetings and special general meetings, unless the meeting votes to exclude those persons who are not architects;
- (b) receive the newsletters, publications, and updates from the SAA;
- (c) receive such information as Council may direct from time to time; and
- (d) use the designation "SAA. (Hon.)" or "SAA. (Ret.)" after their name to indicate that they have honorary status in the SAA.

(3) Honorary members are not entitled to vote at annual general meetings or special general meetings.

(4) Council may nominate a person outside the profession who has contributed notably to the advancement of the profession to be an honorary registrant.

(5) Election to honorary status shall be by a four-fifths (4/5) majority of Voting Members in attendance at a general meeting or by electronic vote provided a minimum of twenty-five percent (25%) of Voting Members participate.

(6) Honorary members shall not practise architecture, acquire any of the rights, nor subject themselves to any of the liabilities of registrants.

(7) Council may add to the agenda of any general meeting a motion to revoke an honorary membership. The notice for the general meeting shall specify the intention to pass such a resolution.

(8) Revocation of an honorary status shall be by a four-fifths (4/5) majority of Voting Members in attendance at the general meeting or by electronic vote provided a minimum of twenty-five percent (25%) of Voting Members participate.

Retired Member

42(1) A retired member means a person who is designated as a retired architect by Council at the time of their retirement. Retired members are Non-Regulated Members.

(2) The person shall request the designation in writing to Council.

(3) A retired member is entitled to:

- (a) attend annual general meetings and special general meetings, unless the meeting votes to exclude those persons who are not architects;
- (b) receive the newsletters, publications, and updates from the SAA;
- (c) receive such information as Council may direct from time to time; and
- (d) use the designation "SAA. (Retired)" or "SAA. (Ret.)"

(4) Retired members are not entitled to vote at annual general meetings or special general meetings.

Good Standing and Certificate of Status

43(1) A Member or a Firm shall be considered to be in good standing of the SAA if the following criteria are met:

- (a) all fees, dues, costs, or levies payable under the Act, regulations, or Bylaws are paid in full;
- (b) the shareholders, owners, officers, and directors of corporate entities and firms remain in compliance with the requirements established in the Act and general regulations;
- (c) the Member is in compliance with the requirements of the mandatory continuing education program; and
- (d) there are no outstanding suspensions pursuant to an order of the Discipline Committee or by Council.

(2) The SAA may provide confirmation that the Member or Firm is in good standing if the Member or Firm has met the criteria in 43(1) at the date of the request by providing a certificate of status.

(3) If a Member leaves Saskatchewan and a certificate of status is requested, the Member shall submit a notice of intention to leave Saskatchewan in the form prescribed by Council to the SAA providing the Member's forwarding address, projects outstanding, and the name of the registered architect assuming any outstanding responsibilities for each project.

Part 11 – Temporary License

Temporary License

44(1) Council may grant registration under a temporary license to an individual who is not a registrant of an association with which the SAA has a reciprocity agreement, if:

- (a) the individual submits an application and fee;
- (b) the application is approved by Council; and
- (c) the individual engages in the practice of architecture in Saskatchewan in collaboration with a Member or Firm in good standing of the SAA only.

(2) Council may grant registration under a temporary licence to a Firm if:

- (a) the Firm submits an application and fee;
- (b) the application is sponsored by a collaborating licensed architectural firm;
- (c) the application is approved by Council; and
- (d) the Firm engages in the practice of architecture in Saskatchewan in collaboration with a holder of a valid licence to practice only.

(3) Application for registration with the SAA requires the applicant:

- (a) has a prior certificate from the Canadian Architectural Certification Board;
- (b) has been granted certification under the Broadly Experienced Foreign Architect (BEFA) Program;
- (c) is registered with and in good standing of an association, society, or body of architects with which the SAA has a reciprocal agreement relating to the admission of persons in the respective associations, societies or bodies; or
- (d) is registered as the equivalent of an architect in good standing pursuant to the legislation of another jurisdiction in Canada.

(4) Application for registration under a temporary license must be approved by Council before the applicant may perform any architectural services within Saskatchewan.

(5) Registration granted under temporary licensure may be:

- (a) granted for a period to be determined by Council;
- (b) restricted to the performance of specific architectural work or a specific project located in Saskatchewan;
- (c) subject to any terms and conditions as determined by Council; and
- (d) cancelled for any breach of any terms or conditions of the licence as determined by Council.

(6) A person granted registration under temporary licence shall not be entitled to any of the rights granted to a registrant with respect to the SAA other than using the name architect.

(7) A temporary license registration shall only be granted on a per project basis for a period of one (1) year at a time.

(8) An architect or Firm granted registration under temporary licence shall cease to be a practicing architect or Firm under the SAA when the project is completed in accordance with *The Builder's Lien Act* of Saskatchewan.

Part 12 – Architect's Seal

General

45(1) Upon registration, a registered architect shall apply to the SAA for their seal.

(2) The SAA shall provide the registered architect with the impression of the architect's seal (physical or digital/electronic).

(3) The seal of a registered architect shall contain:

- (a) the name of the registered architect;
- (b) the registered architect's registration number;
- (c) the registered architect's place of business;
- (d) the words "registered architect, Saskatchewan"; and
- (e) the name of the Saskatchewan Association of Architects.

(3) The seal shall bear the practicing registrant's physical or digital signature and the date when it is affixed to drawings.

(4) If a person ceases to be a registered architect of the SAA for any reason, the registered architect's seal, including digital seal, shall be revoked. The registered architect shall not use the revoked seal.

(5) The seal is the property of the SAA. Where a seal has been revoked, the SAA may request the registered architect's seal be returned to the office of the SAA. If the registered architect is reinstated, the seal shall be returned to the registered architect.

(6) A registered architect may request to be supplied with a half-size seal for sealing agreements, reports, and contracts. The half-size seal shall be identical and subject to the same conditions as the regular seal.

(7) The SAA may provide a temporary seal to individuals granted a temporary licensure to practice architecture. Such seal shall be provided under the same conditions as the registered architect's seal.

Part 13 – Registration and Licencing Fees and Levies

Application Fees

46(1) Council shall prescribe the fees for applications for:

- (a) registration, readmissions, and reinstatement of registration by an individual;
- (b) registration, readmissions, and reinstatement of a licence to practice by a Firm; and
- (c) a temporary licence to practice architecture by an individual or a firm.

(2) Applicants shall pay the fee upon submission of the application. All application fees are non-refundable.

(3) The fee for an application for reinstatement of registration or a licence to practice shall be the same fee as the initial registration and licensure application fees.

(4) An individual or Firm whose registration or licence is cancelled by virtue of non-payment of fees or other sums in arrears may be reinstated by applying in writing to Council. The application shall be accompanied by the unpaid amounts that caused the cancellation of registration or licence, plus a penalty prescribed by Council.

(5) Individuals and firms are responsible for applying to the SAA for registration and/or licensure prior to engaging in the practice of architecture or otherwise providing architectural services in Saskatchewan.

(6) An individual or Firm that engages in the practice of architecture in Saskatchewan prior to being registered or licensed with the SAA shall be subject to a delinquent application fee as prescribed by Council.

Annual Membership Fees

47(1) Council may prescribe annual membership fees for Members, Firms, and temporary licencees.

(2) The Member, Firm, or temporary licensee shall pay the prescribed annual fees to the SAA by the first business day of January in each year for the following calendar year.

(3) Council may provide a grace period for payment of annual fees.

(4) If payment is not received by the deadline, the Member or Firm shall be struck from the register for non-payment of fees.

(5) An individual that registers with the SAA as a Member on or after July 1 in any year shall pay a pro-rated annual fee payable for that year of half the annual fee or levy prescribed. This discount does not apply to Firm registrations.

Administration Fees

48(1) The SAA may charge an administration fee directed toward recovery of costs expended by the SAA to provide services specific to Members, Firms, or temporary licencees including, without limitation:

- (a) initial registration administration costs;
- (b) amendments or changes to existing registrations including individual, firm, or temporary licence registrations; and
- (c) management of delinquent continuing education program Member files.

Special Levies

49(1) Council may impose special levies on Members and Firms where special circumstances arise requiring additional funding for the benefit of the SAA.

Part 14 – Business of the SAA

Councillor and Committee Member Expenses

50(1) Councillor and committee members shall be entitled to allowable expenses while undertaking Council or committee business in accordance with the policy set by Council.

(2) The President or designate shall be reimbursed for reasonable travel, living, and accommodation expenses for attendance at annual or special general meetings.

(3) Travel expense rates shall be in accordance with the Government of Canada's National Joint Council Travel Directive.

Financial Statements and Audits

51(1) Financial statements shall be drawn up annually and, together with the books of the SAA, shall be audited every five (5) years by a Chartered Professional Accountant appointed by Council as the auditor.

(2) Auditors shall be appointed at every fifth (5th) annual general meeting of the SAA. In all other years, at the annual general meeting, a Chartered Professional Accountant, Certified Management Accountant, or a Certified General Accountant shall be appointed to conduct an unaudited financial review of the financial statements of the SAA.

(3) The financial year of the SAA shall end on December 31 of each calendar year or on such other date as Council may determine.

Seal

52(1) The SAA shall have a seal that contains the words "The Saskatchewan Association of Architects Incorporated 1911".

(2) The seal shall remain in the custody of the Secretary or Treasurer. Council may delegate custody to the Executive Director by resolution.

(3) The SAA may have and use an electronic version of the seal.

(4) The President and the Secretary, or such other members of the Council as the President designates, shall each have authority to affix the seal of the SAA to any document requiring the seal to be affixed.

(5) Council may authorize the Executive Director to affix the seal to documents requiring the seal to be affixed.

(6) When the Seal is required to be affixed to a document, the seal shall be accompanied by the signatures of the President and Treasurer or such other members of the Council as the President designates.

Part 15 – Amendments to Bylaws

Procedures

53(1) New bylaws may be enacted, existing bylaws may be amended, or existing bylaws may be repealed pursuant to section 14 of the Act and for a purpose in accordance with section 15 of the Act.

(2) New bylaws may be enacted, existing bylaws may be amended, or existing bylaws may be repealed by a two-thirds (2/3) majority of Voting Members present at an annual general meeting or special general meeting.

(3) If a Voting Member wishes to propose enactment, amendments, or repeal of bylaws at the annual general meeting or at a special general meeting that individual shall:

- (a) give notice in writing to the Secretary of Council; and
- (b) provide the Secretary with a copy of the new bylaws, the amendments, or repeal the individual will propose.

at least thirty (30) days before the annual or special general meeting at which the motion is to be proposed.

(4) The Secretary shall send a copy of the proposed enactment, amendments or repeal to each Voting Member or advise each Voting Member as to the availability of an electronic version of the document at least fifteen (15) days before the annual or special general meeting at which the motion is to be proposed.

(5) Council may propose a new bylaw or amendment or repeal of a bylaw to be voted on at an annual or special general meeting without notice to the Members.

(6) Council may temporarily approve a new bylaw or amend or repeal a bylaw at any meeting of Council by a three-quarters (3/4) majority vote of Councillors present and voting. Council approved bylaws, amendments, or repeals are only in effect until the next annual or special general meeting where the change must be confirmed, varied, or rejected by a two-thirds (2/3) majority vote of Voting Members present and voting.

Part 16 – Firms

General

54(1) A sole proprietorship, partnership, or architectural corporation that holds a licence to practice with the SAA may engage in the practice of architecture in Saskatchewan.

(2) The SAA shall maintain a list of firms, which shall contain the names of all Firms in good standing with the SAA who possess a valid licence to practice. The list shall be open to public inspection on reasonable notice to the SAA.

(3) For the purposes of this Bylaw, references to a sole proprietorship, partnership, or architectural corporation shall have the meaning defined in this Part for each, except if stated otherwise.

Sole Proprietorships and Partnerships

55(1) A sole proprietorship means an unincorporated business owned by one (1) registered architect that engages in the practice of architect.

(2) A partnership means any partnership of individuals or corporations, or both, that engages in the practice of architect.

(3) To be granted a licence to practice, a sole proprietorship or partnership must meet the following requirements:

- (a) the sole proprietorship's or partnership's principal and customary function is to practice architecture;
- (b) if a sole proprietorship, the director must be a registered architect; if a partnership, the majority of its directors shall be registered architects of the SAA; and
- (c) the name of the business shall not be worded in a manner that may mislead the public.

(4) If at any time the majority of directors are not registrants of the SAA, the firm's licence to practice may be automatically terminated.

(5) A sole proprietorship or partnership shall annually in January provide the SAA with the following information:

- (a) the name and business address(es) of the firm; and
- (b) the names and addresses of its director(s), and the distribution of its ownership amongst them; and
- (c) a sample of its current letterhead and business card(s).

(6) If no changes have been made to this information in the preceding year, the sole proprietorship or partnership may instead sign a declaration to this effect. The SAA retains the right to request and review these documents if deemed necessary by Council.

Architectural Corporations

56(1) An architectural corporation is a corporation registered in Saskatchewan in which one (1) or more registered architects hold, either directly or indirectly, the beneficial ownership of fifty-one percent (51%) or more of the voting shares of the corporation.

(2) An architectural corporation may only be granted a licence to practice.

(3) To be granted a licence to practice, an architectural corporation must meet the following requirements:

- (a) the architectural corporation's principal and customary function is to practice architecture;
- (b) the architectural corporation has one (1) or more full-time permanent employees or shareholders who are registered architects who will assume direct personal supervision, direction, and control of the practice of architecture in which the corporation proposes to engage;
- (c) the personal seal or stamp of a registered architect of the SAA shall be used to seal or stamp any required drawings, not the seal or stamp of the architectural corporation;
- (d) the name of the architectural corporation shall not be worded in a manner that may mislead the public;
- (e) the relevant provisions of all incorporating documents (whether Memorandum of Association, Articles of Association, Letters Patent, Articles of Incorporation, or, where applicable, employment contracts) and bylaws of the corporation and any alterations or amendments are filed with the SAA and approved by Council;
- (f) one (1) of the directors must be a registered architect of the SAA;
- (g) the beneficial ownership of at least fifty-one percent (51%) of the voting shares is vested in:
 - i. one (1) or more registered architects;
 - ii. one (1) or more architectural corporations; or
 - iii. a combination of registered architects and architectural corporations; and
- (h) a registered architect shall not enter into any agreement transferring voting rights in their shares in the architectural corporation to a person who is not a registered architect.

(4) An architectural corporation shall file with the SAA any and all proposed alterations or amendments to its incorporating documents or bylaws or to its corporate structure, including any unanimous shareholder agreement. Where the amendments result in a change to the control of the corporation, the architectural corporation shall obtain the approval of Council thereto before effecting any such change.

(5) An architectural corporation shall be maintained in good standing with the Director of Corporations and shall, once every year, file with the SAA a certified copy of the annual return required to be filed with the Director of Corporations, Federal or Provincial as appropriate. If no changes have been made to corporate ownership in the preceding year, the architectural corporation may instead sign a declaration to this effect. The SAA retains the right to request and review these documents if deemed necessary by Council.

Licence to Practice - Revocation and Suspension

57(1) Council may reject or revoke any application for a licence to practice or a renewal of a licence to practice where the Firm has failed to comply with or has subsequently violated any provisions of the Bylaws or if the Firm has been guilty of conduct which, in the sole judgment of Council, is inimical to the best interest of the public or the profession of architecture in Saskatchewan.

(2) The Firm may be reinstated by application in writing to Council. The application shall be accompanied by any unpaid amounts that may have caused cancellation of the licence (if applicable), the required information which was not supplied (if applicable), plus an amount equal to the initial application fee.

(3) An architectural corporation shall have its licence to practice suspended or revoked where any Member of the SAA who is a director or shareholder of the corporation has been suspended from registration in the SAA or whose registration has been revoked under sections 28, 29, 30 or 31 of the Act. Council may, at its discretion, continue or reinstate the architectural corporation's licence to practice upon such terms and conditions as Council sees fit.

Part 17 – Code of Ethics and Professional Conduct

General

58(1) All Members shall comply with the Code of Ethics and Professional contained in Schedule A of the Bylaws.

(2) Failure to comply with the Code of Ethics and Professional may result in disciplinary action against the Member or Firm.

Part 18 – Miscellaneous

Professional Liability Insurance

59(1) All active Firms shall hold professional liability insurance in the amount determined by Council at the time of annual renewal.

(2) A Firm must advise the SAA in writing immediately if the insurance coverage is cancelled, terminated, or expires.

Advertising

60(1) A Firm may promote or advertise the Firm's abilities. The Firm must ensure that the advertising serves the public interest by reporting accurate and factual information which does not exaggerate, mislead, or appear self-laudatory in nature

(2) The advertising shall not impair the dignity of the profession, criticize other Firms either directly or indirectly, or quote or imply fees.

Letterhead

61(1) The letterhead of a Firm shall indicate the names of all individuals and corporations that:

- (a) are partners or shareholders in the Firm or hold the beneficial ownership of the voting shares of a corporation that is a partner or shareholder of the Firm; and
- (b) are involved in the practice of the Firm.

(2) If the letterhead lists the names of:

- (a) a registered architect who engages in the practice of architecture through the Firm, the name must be immediately followed by the words "Architect, SAA"; or
- (b) any other person, the name must be immediately followed by their qualifications or words describing their role in the Firm.

(3) A Firm shall not use a letterhead that lists an architect an individual or corporation that is not permitted to engage in the practice of architecture.

Continuing Education

62(1) Participation in the continuing education program is required to maintain active registration status for:

- (a) registered architects;
- (b) practicing life members; and
- (c) temporary licence members.

(2) Council may prescribe the form, manner, and extent of the education requirements and program.

(3) Proof of successful completion of the mandatory continuing education requirements must be submitted to the SAA. Failure to demonstrate completion of the mandatory continuing education requirements shall result in the individual's membership not being renewed, or being renewed on such terms and conditions deemed appropriate by the SAA.

Consensual Resolution Agreements

63(1) If following the investigation of a complaint against a Member or Firm, the Professional Conduct Committee finds sufficient evidence to refer the matter to the Discipline Committee.

(2) The Professional Conduct Committee may resolve a complaint where an investigation resulted in sufficient evidence to refer the matter to the Discipline Committee through a Consensual Resolution Agreement with the Member or Firm that is subject of the complaint.

(3) The Professional Conduct Committee has the discretion to include terms of conditions of licensure in the Consensual Resolution Agreement.

(4) Agreement to a Consensual Resolution Agreement shall not be considered discipline against the Member or Firm.

(5) If the Member or Firm fails to comply with the terms and conditions of the Consensual Resolution Agreement, the Professional Conduct Committee may refer the matter to the Discipline Committee.

Notices

64(1) Unless otherwise required under an enactment of Saskatchewan or Canada, any notice or document that may be given or required to be given under the Act or Bylaws may be given by:

- (a) mail to the Member's or Firm's business address shown on the appropriate register or record of the SAA;
- (b) electronic mail;
- (c) personal service;
- (d) posting on the website of the SAA; or
- (e) any other means that may be available for transmission provided such means is as reliable as any of the other means set out in the Bylaws.

Part 19 – Coming Into Force

65(1) The Bylaws shall come into force on the same day that it is approved by its members and shall supersede all previous bylaws and amendments upon coming into force.

Schedule A - Code of Ethics and Professional Conduct

Integrity

1 A Member shall:

- (a) discharge the duty that it owes to its client, to the public and to the profession with honesty, courtesy, and good faith; and
- (b) be candid and honest when advising its clients.

Responsibility to the profession generally

2 A Member shall assist in maintaining the integrity of the profession.

Competence and quality of service

3 A Member entity shall:

- (a) act in the best interests of its client;
- (b) act with reasonable care and competence;
- (c) provide professional services with integrity, objectivity, and independence;
- (d) serve its clients in a conscientious and efficient manner;
- (e) apply the knowledge, skill and judgment and provide a quality of service at least equal to that which would generally be expected from a competent Member in a similar situation; and
- (f) perform professional services only when qualified, together with those the Member may engage as consultants, by education, training and experience in the specific areas involved.

Impartiality and Conflict of Interest

4(1) A Member shall not accept compensation for services on a project from more than one party unless the circumstances are fully disclosed to and agreed to in writing by all interested parties.

(2) A Member shall act impartially and should not favour the Member's own interests over the legitimate interests of the client or the public.

(3) A Member shall immediately fully disclose in writing any real or potential conflict of interest the Member has in a project to the client or employer or any conflict of interest that arises during the project. The Member shall not continue to act for the client or employer unless the client or employer provides approval in writing that the Member may continue to act on the project and, if applicable, that any building material or device that is subject of the conflict of interest may be used in the project

(4) For the purposes of this rule, "conflict of interest" means a situation that may:

- (a) adversely affect the judgment of the Member on behalf of, or its loyalty to, a client or prospective client; or
- (b) prompt a Member to prefer the Member's own interests over the interests of a client or prospective client.

(5) A Member shall not solicit or accept compensation or benefit from material or equipment suppliers in return for specifying or endorsing their products.

(6) A Member shall render decisions impartially when acting as the interpreter of construction contract documents and reviewing construction for conformance with the contract documents.

(7) A Member who is a project's owner or contractor shall:

- (a) fully disclose in writing that it is the project's owner or contractor to all of the project's authorities having jurisdiction and contracting parties;
- (b) receive the project's authorities written acknowledgement; and
- (c) provide professional services on the project in an impartial and fair manner.

(8) A Member who is a juror or advisor for an approved competition shall not subsequently provide any services to the winner or, if there is no winner, for any derivative commission.

Representations

5(1) A Member shall disclose any related personal or business interest when making a public statement on an architectural issue.

(2) A Member shall not make a public statement on behalf of the profession or as a representative of the profession, either expressly or by implication. A Member shall qualify public statements as solely the opinion of the Member.

Prohibition on Practice

6(1) A Member shall not make any arrangement or agreement whereby a person who is not entitled to engage in the practice of architecture may:

- (a) directly or indirectly engage in the practice of architecture; or
- (b) represent or hold out, expressly or by implication, that the person is entitled to engage in the practice of architecture.

(2) A Member shall not offer nor make any payment or gift to a public official (whether elected or appointed) with the intent of influencing the official's judgment in connection with a prospective or existing project.

(3) A Member shall not offer nor make any gifts, other than of nominal value, with the intent of influencing the judgment of a prospective client in connection with a project in which the architect is interested.

(4) A Member shall not supplant or attempt to supplant another architect after the other architect has been retained or definite steps have been taken toward the other architect's retention.

(5) A Member may only accept a commission for a project when the services of any architect previously retained for the project have been terminated.

(6) A Member may only provide the same service for the same client on the same project as another architect through the medium of an approved competition.

(7) Except in an approved competition, a Member shall provide no form of service until retained and in receipt of the client's instructions.

(8) A Member shall not use money received for services provided by others for the architect's own purposes and shall distribute the money promptly.

Duty to Report

7(1) A Member shall advise the SAA as soon as they become aware of:

- (a) any disciplinary action against the Member from another regulatory authority in Saskatchewan or in another jurisdiction;
- (b) any findings of professional negligence against the Member;
- (c) any charges or convictions of a criminal offence; and
- (d) any breach of any terms and conditions placed on the Member's registration.

(2) A Member shall advise the SAA of the unlawful practice of architecture by any individual or corporation.

(3) A Member that becomes aware of any client or employer that violates applicable building laws or regulations shall:

- (a) advise Council;
- (b) report the action to any other authority having jurisdiction;
- (c) refuse to consent to the action; and
- (d) terminate services on the project when the employer or client initiates the action.

Architectural Competitions

8(1) An approved architectural competition is either a competition conducted according to the current "Canadian Rules for the Conduct of Architectural Competitions" or an alternate arrangement, specifically approved in writing by Council, that assures equitable treatment and equal and adequate remuneration to participating architects.

(2) A Member's conduct must comply with the "Canadian Rules for the Conduct of Architectural Competitions" or as directed by Council when participating in an approved competition.

(3) A Member shall not attempt to influence the awards of an approved competition, except as a jury member.

(4) A Member shall not attempt to obtain a commission to be awarded by an approved competition, except as an entrant.

Conditions of Engagement

9(1) Except in a competition conducted in accordance with this bylaw or in accordance with a direction by council, no authorized entity shall render professional services for a client except under a written agreement that:

- (a) provides for a method of determining the fee or other consideration to be charged; and
- (b) describes the professional services to be provided

9(2) When a building that an authorized entity has designed is to be constructed, the authorized entity shall:

- (a) perform site inspections from time to time during the construction; or
- (b) if the authorized entity will not be performing site inspections during construction, notify in writing:
 - a. the authority having jurisdiction under *The Uniform Building and Accessibility Standards Act* of Saskatchewan, that it will not be performing site inspections; and
 - b. the client or owner, of the potential ramifications of the authorized entity not performing site inspections.

Fees

10(1) The method for calculating fees for professional services rendered to a client are:

- (a) as a percentage of the cost of the work;
- (b) as actual time and expenses incurred with respect to the work; and
- (c) as an upset or lump-sum fee, established only after the full scope of the work has been determined.

All as hereinafter defined in these bylaws.

(2) The suggested fee shall be calculated on the basis of the responsibilities of the architects to the clients as set forth in Document No. 6 Canadian Standard Form of Agreement between Client and Architect or the short form being No. 7 Canadian Standard Form of Agreement between Client and Architect (abbreviated).

Cost of Work

11(1) Except as hereinafter provided, cost of the work means the cost to the client of the work and approved additions thereto which shall include the total amount paid to the contractor by the client apart from any bonus paid to the contractor for early completion and the like. There shall not be included in the cost of the work the following:

- (a) architect's and engineering consultant's fees;
- (b) the fees of other special consultants;
- (c) any charge for which the client agrees to reimburse the architect; or
- (d) the salary of a clerk of the works.

Taxes

(2) The Provincial Sales Tax shall be included in the cost of work. Where a refund or exemption of tax is granted to the client on any materials and/or equipment, such amount shall be included in the cost of work.

(3) The Federal Goods and Services Tax shall not be included in the cost of work.

(4) Schedule of suggested percentages:

(a) Where the work is to be executed under a stipulated sum contract the suggested percentage charge applied to the cost of the work shall be:

	For First	Next	Over
	\$500,000.00	\$4,500,000	\$5,000,000
i. Private Residence Single detached houses and domestic buildings including custom homes and church rectories	11.5%	10.5%	9.5%
ii. Medical/Scientific Hospital, scientific and research laboratories, clinics and health centres, psychiatric hospitals, geriatric centres	10.5%	9.5%	8.5%
iii. Commercial and Institutional Schools, libraries, museums, aquariums, planetaria, auditoriums, theatres, opera houses, stadiums, community recreation buildings, churches, monasteries, convents, cemetery, chapels, mausoleums, crematoriums, funeral homes, observatories, grandstands, arenas, covered rinks, office buildings, banks, stock exchanges, stores, markets, sales buildings, shopping centres, telephone, radio and T.V. buildings and studios, government administrative buildings, city or town halls, post offices, mints, embassies, consulate, court houses, fire and police stations, armed forces bases, yards, armories and drill halls, multiple unit residential buildings, semi-detached row houses, apartments, hotels, tourist camps, motels, homes for the aged, institutional homes	9.5%	8.5%	7.5%

iv. Industrial Railway and freight stations, automotive facilities including garages, bus stations, and parking areas, air and water traffic facilities, factories, warehouses, storage buildings (not including plant layout)	8.5%	7.5%	6.5%

(b) Where a building of mixed use appears in more than one category, a blended fee scale may be utilized.

(c) Where the dollar value of the tax referenced to Schedule A 10(2), Taxes, has not been determined or included in the Cost of Work, the above schedule shall be revised by adding a percentage to the final fee as follows:

i. 0.33% of the cost of work for Provincial Sales Tax.

(d) Federal and Provincial taxes applicable are added to this schedule

(e) Fees for roof upgrading, roof renovations or roof replacement shall be calculated at a fixed rate of 11.5% of the cost of construction, in all cases.

(5) Repeat Projects

(a) Where a project is to build a building as a repeat project for the same client, from the identical design and using the same documents, it is suggested that the fee be calculated as follows:

- i. where the fee is a percentage of the cost of the work, the original or prototype project is to be charged at all the full basic fee.
- ii. where the fee is a percentage of the cost of the work the charges for repeat projects shall be 50% of the full basic fee plus an additional fee based on hourly rates for required changes and variations to the basic documents of the prototype. For this fee, the architect's services shall include the re-use of documents as well as contract administration;
- iii. where the fee is paid on the basis of hourly rates, a repeat fee for royalty for the use of the prototype documents shall be paid in addition to the hourly rate charges. The fee shall be 25% of the fee that would be paid if a percentage of the cost of the work was used.

(6) Change Orders – Where a change order is required on a project, the fee for preparation and administration of the change shall be considered a renovation for the purpose of fee calculation.

(7) Alternate or Separate Prices – Where the client has requested separate or alternate prices for work that was finally not included in the award price, then the fee should be 75% of the basic fee that would have been payable if the separate or alternative work had been part of the award price.

Renovations and Alterations

12 For all additions of less than 100 m² in area, or for a renovation, the fee scale for basic services shall be multiplied by a factor of 1.4.

Interiors and Furnishings

13 It is suggested that the architect shall charge not less than 10% of the cost of the work for designing and reviewing the fabrication and installation of special decorative interior work, furniture, furnishings and other special work of a like nature. The charges shall be in proportion to the extent and importance of the work involved.

Calculation of Fees by Time and Expenses

14 (1) As an alternative to calculating fees for professional services rendered to a client as a percentage of the cost of the work, the suggested fees to be charged shall be based on the time and expenses expended, according to the records of the architect:

- (a) The baseline hourly rate for an architect's time shall be set by the council annually using the baseline rate for the preceding calendar year plus an indexing adjustment based on the Statistics Canada Consumer Price Index for Saskatchewan for the preceding year, and an architect's hourly rate for time shall be calculated as the baseline rate plus approximately 5% per full year of post-registration experience.
- (b) It is suggested that where an architect is consulted with regard to matters of which they have special knowledge and experience, the hourly rate for the architect's time for such consultation should be 1.25 times the hourly rate in (1), above.
- (c) It is suggested that the architect's expenses shall include salaried costs at 3.0 times the payroll plus the cost of disbursements, where:
 - i. "payroll" includes the salaries of the architect's personnel engaged on the project, plus the architect's cost of mandatory and customary contributions and benefits related thereto, including all contributions made with respect to Workers' Compensation, Employment Insurance, Canada Pension and all other statutory benefits and shall include sick leave, holidays, vacations, pensions and the like.

Calculation of Fees by Lump Sum or Upset Fee

15 As a further alternative, where properly applicable, the architect may agree with the client that the fee shall be upon an upset or lump sum basis and where such an arrangement is applicable, such fee shall be based on a reasonable estimate of what the fee would be if based on a percentage of the cost of the work or on a reasonable estimate of what the fee would be if based on actual time spent and expenses expended as herein before set forth.

General Provisions with Respect to Charges

16(1) The architect's suggested percentage charge shall include the cost of normal engineering services for the design and general services of the structural, mechanical and electrical work. A general review of the work by these consultants shall form a part of their normal services, supplemented by the general review of the work by the architect.

(2) For the purpose of Schedule A 14(1) and the standard form of agreement between the client and the architect, the apportioning of the fee on basic services, as required by the contract, is suggested as follows:

- (a) Schematic Design Phase: 15%
- (b) Design Development (preliminary design) Phase: 10%
- (c) Construction Documentation Phase: 50%
- (d) Bidding or Negotiation Phase (tender): 5%
- (e) Construction Contract Administration Phase: 20%

(3) That for the purpose of Bylaw 16.01 and the standard form of agreements between the client and the architect, the following services shall be included as additional services in the contract, namely:

- (a) Functional Analysis and Programming
- (b) Services of a Specialist Cost Consultant
- (c) Separate Contracts
- (d) Project Phasing
- (e) Record or As Built Drawings
- (f) Models
- (g) Special CAD Applications
- (h) Mechanical/Electrical Commissioning

(4) For the purpose of Bylaw 16.01 and the standard form of agreement between client and architect, the reimbursable expenses set forth in the contract shall be the actual expenditures of the architect, employees and consultants, plus 5%, and the expense of transportation, lodging and meals, with automobile travel beyond 25 kilometers from the architect's or consultant's local office at an agreed upon cost per kilometer.

(5) Unless otherwise agreed, the suggested fee for architect's co-ordination with sub-consultants shall not be less than 20% of the sub-consultants prime fee rate.

Expert Witness

17 When called upon to appear as an expert witness in a court of law or an arbitration, the recommended fee for such appearance is at least 1.5 times the calculated fee rate in Schedule A 14, plus the cost of transportation and living where the proceedings are remote from the place of business of the architect.

Partial Services

18(1) Partial services are regarded by the Association as not being in the best interest of either client or architect. The effect of the architect's influence can only be measured by the completeness of services. Where under unusual circumstances partial services are requested and furnished, the architect should point out to the client the unsatisfactory features of such a method of professional engagement.

(2) Approved partial services and charges:

- (a) Where a client requires research data as to the feasibility and probable cost of a project which is contemplated but not developed to the point of required design, sketches or preliminary drawings, the architect may assemble data as to probable cubic content, tentative estimates of costs, outlined diagrams of plans and preliminary pictorial representation. The architect may prepare drawings necessary for presentation to a committee of adjustment in order to establish building lines and other restrictions on property owned or about to be purchased by the client. The architect's charges shall be based on the time and expenses expended, according to the architect's records, as calculated in Schedule A, 14.
- (b) An architect shall not prepare or present preliminary sketches or presentation drawings without a prior agreement as to a fair and reasonable remuneration for those services. Such drawings shall not be presented in competition with other architect's except under the terms of a properly constituted architectural competition approved by the association.

Withdrawal of services

19 A Member shall not withdraw professional services except for good cause and with notice that is appropriate in the circumstances.

Guarantee of estimates

20 A Member shall not guarantee an estimate of the cost of construction, furnishings, fixtures and equipment, whether prepared by the Member or not.

Knowledge and skills

21 A Member must maintain currency in the knowledge and skills necessary to provide professional services.