

## Provincial Association

## REQUIREMENTS FOR CORPORATIONS which practise architecture

### AIBC

- incorporated under the *Company Act* and in good standing,
- **majority** of each class of voting shares is legally and beneficially owned by architects,
- **majority of directors** are architects,
- **CEO is an architect,**
- all persons practising on behalf of corporation are under direct supervision of an architect who is a continuing employee or shareholder,
- corporations of engineers and architects also permitted (similar rules apply),
- transfer of voting rights to non-architects not permitted if majority control would be altered,
- Certificate of Practice required (*Architects Act*)

### AAA

The Council must approve the registration of a corporation as an architects corporation if it is satisfied that the corporation meets all of the following requirements:

The Articles of Incorporation must be approved by Council and must contain 5 required clauses (see Section 10 of the General Regulation);

The name of the corporation must meet the established requirements (see section 27 of the General Regulation);

The corporation must have one 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;

The beneficial ownership of more than 50% of the corporation's voting shares must be vested in one or more registered architects, one or more architect-held corporations, or a combination of registered architects and architect-held corporations;

If the beneficial ownership includes interior designers and/or engineers, then 50% of the voting shares must be held by one or more registered architects;

## AAA (Cont.)

A majority of the directors and officers of the corporation must be registered architects; any shareholders of the corporation who are not registered architects, licensed interior designers or professional engineers must be of good character and satisfactory to the Council.

Applicable Legislation: *Architects Act* General Regulation Section 10-12

## SAA

12.01 An architectural corporation is an architect-held corporation in which one or more registered architects holds, either directly or indirectly, the beneficial and absolute ownership of 51% or more of the voting shares of the corporation. It shall only be granted a Licence to Practice Architecture and shall only retain such Licence to Practice where:

.1 one of its principal and customary functions is to practice architecture and the practice is to be conducted under the supervision of a registered member or members of the Association who is or are employed by the corporation and who individually assume the function of and are responsible as registered members for architectural services performed, notwithstanding their employment with the corporation;

.2 the personal seal or stamp of a registered member or members of the Association and not the seal or stamp of the architectural corporation must be used to seal or stamp any required drawings;

.3 the name of the architectural corporation shall not be worded in such a manner that it might mislead the public;

.4 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 thereto are filed with the Association and approved by council;

.5 one of the directors must be a member of the Association;

.6 the control of the corporation shall be vested in registered members of the Association and, without limiting the generality of the foregoing, at least 51% of the voting shares of the corporation shall be beneficially and absolutely held by registered members of the Association; and

.7 a registered member shall not enter into any agreement transferring voting rights in the member's shares in the corporation to a person who is not a registered member. (Bylaw 12.01)

12.02 The architectural corporation shall file with the Association any and all proposed alterations or amendments to its incorporating documents or bylaws or to its corporate structure, including any unanimous shareholder agreement pertaining thereto. 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. (Bylaw 12.02)

12.03 All architectural corporations shall at all times be maintained in good standing with the Director of Corporations and shall, once every year, file with the Association 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 signing of a declaration to this effect is acceptable. The SAA retains the right to request and review these documents if deemed necessary by council. (Bylaw 12.03)

## SAA (Cont.)

Notwithstanding anything herein above contained, the council may reject or revoke any application for a license to practice architecture or a renewal thereof where the corporation has failed to comply with or has subsequently violated any provisions of this bylaw or if the corporation has been guilty of conduct which, in the sole judgment of the council, is inimical to the best interest of the public or the profession of architecture in Saskatchewan. (12.04)

Where a corporation is but a partner in a firm, whether with other corporations or with individuals, the provisions of this bylaw shall apply to such corporation. (12.05)

A corporation shall have its license to practice architecture suspended or revoked where any member of the Association who is a director or shareholder of the corporation has been suspended from membership in the Association or whose membership has been revoked under sections 28, 29, 30 or 31 of the Act; provided that council may, at its discretion, continue or reinstate the license of the corporation upon such terms and conditions as the council sees fit. (12.06)

## MAA

- practice is under direct supervision and control of a permanent employee or shareholder who is a registered member,
- **majority** of voting shares are owned by registered members of the MAA and/or APEGM,
- **majority of directors** are registered members of the MAA and/or APEGM,
- **at least one officer** is a registered member,
- primary and customary business is the practice of architecture or the practice of engineering and architecture,
- liability insurance in minimum amounts and under terms and conditions as prescribed by Council,
- corporation has a Certificate of Approval from the association (and joint A/E corporation must also hold a Certificate of Authorization from APEGM),
- Certificate of Approval required/Corporation or Joint A/E Corporation stamp issued.
- Architectural Partnership of Corporations permitted where each corporation satisfies the requirements of an Architectural Corporation.

*(Architects Act and By-Laws)*

## OAA

- A majority of the directors of the corporation must be composed of architects who are members of the Ontario Association of Architects  
AND
- at least 51 per cent of the voting shares and of the value of all the shares of the corporation are directly or indirectly controlled and owned by architects who are members of the Ontario Association of Architects.

## OAQ

Architects may carry on their professional activities within a joint-stock company (corporation) or a limited liability partnership if more than 50% of the voting rights (shares) or partnership units are held by architects and the majority of the directors are architects.

In addition, manufacturers and wholesalers of materials may not hold a majority of the voting shares or units, and the president of the firm must be an architect.

Architects may also associate with other architects within a partnership. This form of enterprise implies that the architects are jointly liable for the obligations contracted by the partnership (Civil Code of Quebec, article 2221).

Source: Chapter A-21, r. 9.1: Regulation respecting the practice of the profession of architect within a partnership or a joint-stock company.

## AANB

- one of the principal and customary functions of the corporation or of each corporate partner is the practice of architecture,
- the practice of architecture is carried out under the responsibility and supervision of a partner, director, officer or employee of the corporation or partnership who is an architect,
- at least two-thirds of the directors of the corporation or of each corporate partner are architects or engineers and at least one of whom, for each corporation, is an architect, and
- the majority of the issued shares of each class of voting shares are beneficially owned by and registered in the name of the architects and engineers,
- Certificate of Practice required.

*(Architects Act)*

By-Law s6.0 – 6.1(e) – In the case of partnerships, corporations or partnership of corporations, all partners, officers or directors, who are Architects, shall be Registered Members of the Association.

## NSAA

23. The majority of the issued voting shares of the corporate entity, representing voting control of the corporate entity, are beneficially owned by 1 or more licensed architects;

- a majority of the directors and officers of the corporate entity are licensed architects;
- any person who practises architecture on behalf of the corporate entity is a licensed architect;

Corporate Permit required

(2) Issued voting shares of a corporate entity may be legally and beneficially owned by another corporate entity, if

(a) all of the issued voting shares of the other corporate entity are legally and beneficially owned by one or more licensed architects, or a by a trust of which each of the trustees and beneficiaries is a licensed architect; and

(b) the majority of the officers and directors are licensed architects.

## AAPEI

- one of the principal and customary functions of the corporation or each corporate partner is the practice of architecture,
- practice of architecture carried out under the responsibility and supervision of a director, officer or employee who is an architect,
- at least one director and each corporate partner is an architect and is the beneficial and registered owner of no fewer of each class of voting shares than the number of such shares held by any other shareholder or director,
- Certificate of Practice required.

### NON-RESIDENT Corporations

- two-thirds of the partners, principals or directors must be architects,
- majority of issued shares of each class of voting shares beneficially owned and registered in the name of architects.

*(Architects Act)*

## NLAA / ALBNL

### Exclusion from membership

13. (1) A partnership, firm or corporation shall not be granted membership in the association or be licensed to provide architectural services in the province. (2) Notwithstanding subsection (1), a partnership, firm or corporation may provide architectural services where the services are offered and provided under the direct supervision of an architect.

## NWTAA

“firm” includes a partnership, corporation or association of persons.

29. (1) Subject to subsection (2), the council shall approve the issuance of a permit to a firm that

- (a) applies in accordance with the bylaws;
- (b) pays the application fees required by the bylaws; and
- (c) has at least one director, partner or officer of the firm who
  - (i) is an architect, restricted practitioner, or licensee,
  - (ii) will serve as the professional representative of the firm, and
  - (iii) will directly supervise the practice of architecture by, and the professional conduct of, the firm.

(2) The council may not approve the issuance of a permit to a firm that is a corporation unless

- (a) it is incorporated, continued or registered under the Business Corporations Act and has filed with the Registrar of Corporations all documents required to be filed under that Act;
- (b) at least one of the directors of the corporation complies with the requirements in paragraph (1)(c); and
- (c) a function of the corporation is to engage in the practice of architecture.

### Extra-Territorial Corporation

(3) The council shall approve the issuance of a permit to a firm incorporated or formed under the laws of another jurisdiction if the firm

- (a) is licensed or authorized to practice architecture by that jurisdiction; and
- (b) complies with the requirements in paragraphs (1)(a) to (c).

*(Architects Act)*