



Australian Institute of Architects

Minutes of the 87th Annual General Meeting of the Royal Australian Institute of Architects, trading as Australian Institute of Architects

Held at Level 2, 41 Exhibition St, Melbourne
at 12.30pm on Friday 13th May 2016

1. Welcome

The Institute National President, Jon Clements FRAIA, welcomed members to the meeting and thanked them for their attendance. As a quorum was present, as Chair, he declared the meeting open.

2. Voting members present

1. Mr Jon Clements FRAIA (Chair)
2. Mr David Karotkin LFRAIA
3. Mr Ken Maher LFRAIA
4. Mr Paul Berkemeier LFRAIA
5. Mr Richard Kirk FRAIA
6. Ms Helen Lochhead FRAIA
7. Ms Shelley Penn LFRAIA
8. Mr Peter Georgiev FRAIA
9. Ms Clare Cousins RAIA
10. Mr Michael Smith RAIA
11. Mr Peter Hirst FRAIA
12. Mr Michael Peck LFRAIA
13. Mr Robert Caulfield LFRAIA
14. Mr Carey Lyon LFRAIA
15. Ms Bernadette Wilson RAIA
16. Mr Peter Malatt FRAIA
17. Mr Ian Forrest RAIA
18. Mr Ros Magee RAIA
19. Mr Robert Goodliffe RAIA
20. Ms Hani Akaoui RAIA
21. Mr Geoffrey Falk RAIA
22. Mr Rowan Opat FRAIA
23. Mr Adam Pustola RAIA
24. Mr Steve Rose RAIA
25. Mr Richard Barton RAIA
26. Ms Vanessa Bird FRAIA
27. Mr John Young RAIA
28. Mr Clinton Murray RAIA
29. Mr Matt Gibson RAIA

- 30. Ms Beth Xotta-Dickson RAIA
- 31. Ms Amy Muir RAIA
- 32. Ms Laura Held FRAIA

3. Formal Apologies and from the floor

Mr Phillip Griffiths FRAIA
Mr Ian Laging FRAIA
Ms Helen Berthelsen FRAIA

4. Commencement

The Chair announced that a quorum was present and declared the meeting open.

5. Proxies

The Chair informed the meeting that proxy votes had been received which he would elaborate upon when dealing with each item requiring a vote.

6. Item of business No. 1

Confirmation of Minutes

The Chair advised the meeting that the minutes of the 86th Annual General Meeting held in Melbourne on 28 May 2015 were available here for perusal.

The motion:

“That the minutes of the Institute’s Annual General Meeting held on 28 May 2015 be accepted.”

Was proposed by Helen Lochhead Seconded by Shelley Penn

The Chair invited discussion —there was none

The Chair announced the 292 proxy votes “FOR”, none “AGAINST”.

The motion was put.

The motion was carried.

7. Item of business No. 2

Announcement of Office Bearers of the Institute

The Chair announced the names of the office bearers of the Institute for the 2016/2017 year, who together form the Institute’s Executive Committee:

(as of conclusion of this meeting) President – Mr Ken Maher LFRAIA

(as of conclusion of this meeting) Immediate-Past President – Mr Jon Clements FRAIA

And the office bearers elected by National Council at its meeting in March 2015:

President Elect – Mr Richard Kirk FRAIA

Honorary Secretary – Mr Philip Griffiths FRAIA

Honorary Treasurer – Ms Helen Lochhead FRAIA

8. Item of business No. 3

Institute Financial Report for 2015

The Chair advised that the financial report required by law is included in the Institute's 2015 Annual Report.

The motion:

"That the Institute's Financial Report for the year ended 31 December 2013, be received and adopted."

Was proposed by Helen Lochhead

Seconded by David Karotkin

The Chair invited discussion:

Michael Peck observed that the parent (Institute) appeared to have become reliant on the income from subsidiaries for its operations and asked whether there was now a contrary policy?

The Chair replied that there was not a formal policy but that this aim is part of the "re-setting" over the 3 year period (since 2014)

Peter Hirst asked what the summary position was – did the Institute make another loss?

The Chair confirmed that this was the case and summarised the 18 months or so of re-setting including; cost cutting, closure of bookshops and Newcastle office, and the "wash-out" of lingering issues such as unrealizable assets on the books, IT improvement "false starts" and unbudgeted redundancy costs.

The Chair announced the 293 proxy votes "FOR", none "AGAINST" ..

The motion was put.

The motion was carried.

9. Item of business No. 4

Receiving and adopting the National Council's Report on the Institute's transactions and accounts for 2015

The Chair advised that the National Council's Report on the Institute's transactions and accounts for the year ending 31 December 2015, was included in the Institute's 2015 Annual Report.

The motion:

"That the National Council's report on the Institute's transactions and accounts for the year ended 31 December 2014, be received and adopted."

Was proposed by Richard Kirk

Seconded by Helen Lochhead

The Chair invited discussion – there was none.

The Chair announced the 294 proxy votes "FOR", none "AGAINST" ..

The motion was put.

The motion was carried.

10. Item of business No. 5

Receiving and adopting the Auditor's Report

The Chair advised that the Auditor's Report on the Institute's financial transactions and accounts for the year ended 31 December 2015 was included in the Institute's 2015 Annual Report.

The Chair also noted that the time for formalizing questions for the Auditor was the same as for the closing of proxies, and that no questions had been received.

The motion:

"That the Auditor's report on the Institute's financial transactions and accounts for the year ended 31 December 2014 be received and adopted."

Was proposed by David Karotkin Seconded by Richard Kirk

The Chair announced the 294 proxy votes "FOR", none "AGAINST"..

The motion was put.

The motion was carried.

11. Item of business No. 6

Amendment to the Memorandum and Articles of Association

The sixth item of business comprised a special resolution to amend the Institute's Memorandum and Articles of Association.

The Chair explained that these required an affirmative vote from $\frac{3}{4}$ of the members present and by proxy for the resolution to pass.

The Chair noted that the motion was set out in Item 6 of the Notice of this meeting and that the proposed change was set out in Attachment A to the Notice.

The Chair read a simplified version of the motion:

"That, in accordance with section 136 subsection 2 of the Corporations Act 2001, and for all other purposes, with effect from 22 August 2016, the Memorandum of Association and Articles of Association of the Institute are amended as shown in the revised drafts of the Memorandum and Articles accompanying this Notice of Meeting."

Was proposed by David Karotkin Seconded by Rob Caulfield

The Chair invited discussion:

Peter Hirst asked why the proposal was framed to further distance the membership from the decision makers of the Institute by bringing expertise onto the board instead of relying on the CEO and staff to advise or bring in the necessary expertise by consultants? He noted that he was not opposed to board members being paid.

The Chair confirmed that this was being proposed on expert advice and assured the meeting that proposal had been in development since 2014 until now, and the advice had been tailored by the Institute to its particular circumstances over that period, not blindly adopted.

Shelley Penn wished to have it recorded that this reform is overdue and enables independent expertise.

Michael Peck referred back to the Institute's origins when full member governance was appropriate but that this has not been the case for quite some time, with the need to have competent directors running a public company that the Institute has become – so this proposal is an inevitable step to proper governance.

The Chair announced the 283 proxy votes "FOR", 10 "AGAINST" ..

The motion was put.

The motion was carried by 325 votes for, 11 against, including the proxy votes, (meeting the requirement of at least ¾ in favour).

12. Other Business

The Chair announced that as no notice of any other item of business had been given (on the Notice of the AGM), he declared the formal part of the meeting closed, but opened the meeting for discussion and questions.

13. Discussion and questions

Michael Smith, speaking from his role as Deputy Chair of the Gender Equity Committee of the Institute, congratulated the Institute for adopting the board equity proposal which he said set an example for others.

Signed:



Ken Maher LFRAIA – President

May 2016