



Notice of Annual General Meeting and explanatory notes

Attachments A, B, C and D
to explanatory notes

Attachment A. draft 'Charitable' Constitution

[*Charitable*] Constitution

THE ROYAL AUSTRALIAN INSTITUTE OF
ARCHITECTS LIMITED
ACN 000 023 012

PROPOSED FOR AGM

TABLE OF CONTENTS

1.	NAME	1
2.	PURPOSE	1
2.1	Principal Purpose and powers	1
2.2	Application of income and property	1
2.3	Distribution of assets on revocation of endorsement or winding up	2
3.	MEMBERSHIP	2
3.1	Classes of Members	2
3.2	Eligibility	2
3.3	Rights of Members	2
3.4	Diplomas and Certificates	3
3.5	Application	3
3.6	Admission	3
3.7	Register of Members	3
3.8	Discipline of Members	4
3.9	Cessation of Membership	4
4.	MEETINGS AND RESOLUTIONS OF MEMBERS	4
4.1	Proceedings of Members	4
4.2	Annual General Meeting	5
4.3	Convening general meetings.....	5
4.4	Changes to general meeting arrangements	5
4.5	Entitlement to receive notice.....	6
4.6	Notice of general meetings.....	6
4.7	Timing of notice.....	6
4.8	Chairperson of general meetings.....	7
4.9	Role of chairperson of general meeting	7
4.10	Quorum for general meetings	7
4.11	Adjournment of general meetings	8
4.12	Method of Voting	8
4.13	Voting rights	8
4.14	Decisions of the Members	8
4.15	Seconding	9
4.16	Proxies	9
4.17	Practice Members.....	9
4.18	Use of technology in meetings.....	10
4.19	Resolutions without meetings.....	10
5.	DIRECTORS	10

5.1	Number of Directors	10
5.2	Composition of the Board	10
5.3	Eligibility	11
5.4	Appointment of Directors	11
5.5	Term of office.....	11
5.6	Casual vacancy on the Board.....	11
5.7	Effect of casual vacancy	11
5.8	Defects in appointment of Directors	12
5.9	Secretary	12
6.	PROCEEDINGS OF DIRECTORS	12
6.1	Powers of Directors.....	12
6.2	By-laws.....	13
6.3	Appointment of attorney	13
6.4	Meetings of Directors.....	13
6.5	Convening Board meetings	13
6.6	Entitlement to receive notice of Board meetings.....	13
6.7	Content of notice of Board meetings.....	13
6.8	Timing of notice of Board meetings.....	14
6.9	Chairperson of Board meetings	14
6.10	Quorum for Board meetings.....	14
6.11	Voting at Board meetings	14
6.12	Establishment of committees	14
6.13	Delegation of powers	14
6.14	Use of technology in Board meetings	15
6.15	Resolutions without meetings.....	15
7.	DIRECTORS' DUTIES AND INTERESTS.....	15
7.1	Duties of Directors	15
7.2	Disclosure of interests	15
7.3	Participation in decisions	15
7.4	Directors' interests.....	16
7.5	Remuneration and benefits of Directors	17
8.	NATIONAL COUNCIL.....	17
8.1	Powers of the Council.....	17
8.2	Composition of the National Council.....	17
8.3	Appointment of Nationally-Elected Councillors.....	17
8.4	Appointment of Student Representative Councillors.....	18
8.5	Appointment of Emerging Professional Representative Councillor.....	18
8.6	Election of National President Elect	18

8.7	Term of office of National Councillors	18
8.8	Casual vacancy on National Council	19
8.9	Effect of casual vacancy	19
8.10	Defects in appointment of National Councillors	20
8.11	National President unable to act	20
8.12	Disqualification prior to taking office	20
8.13	Members may remove National Councillor	20
9.	PROCEEDINGS OF NATIONAL COUNCILLORS	20
9.1	Meetings of National Council	20
9.2	Convening National Council meetings	20
9.3	Entitlement to receive notice of National Council meetings	20
9.4	Content of notice of National Council meetings	21
9.5	Timing of notice of National Council meetings	21
9.6	Chairperson of National Council meetings	21
9.7	Quorum for National Council meetings	21
9.8	Voting at National Council meetings	21
9.9	Delegation of powers	21
9.10	Use of technology in National Council meetings	22
9.11	Resolutions without meetings	22
9.12	Alternate National Councillors	22
10.	CHAPTER COUNCILS	23
10.1	Composition of Chapter Councils	23
10.2	Appointment of Chapter Councillors by election process	23
10.3	Appointment of further Chapter Councillors	23
10.4	Appointment of Chapter Presidents	23
10.5	Appointment of Student Representative Chapter Councillor	24
10.6	Appointment of Emerging Professional Representative Chapter Councillor	24
10.7	Nationally-Elected Councillors may observe	24
10.8	Persons not eligible to be Chapter Councillors	24
10.9	Term of office of Chapter Councillors	25
10.10	Casual vacancies in Chapter Councils	25
10.11	Effect of casual vacancy	25
10.12	Creation of new Chapters	25
11.	ADMINISTRATION	26
11.1	Minutes	26
11.2	Accounts and other records of the Institute	27
11.3	Members' access of Institute records	27
11.4	Financial year	27

11.5	Audit	27
11.6	Common seal	27
11.7	Execution of documents	27
11.8	Alteration of Constitution	28
11.9	Notices	28
11.10	Officers: indemnities and insurance	28
11.11	Winding up	28
11.12	Liability of Members	28
11.13	Contribution of Members on winding up	28
12.	INTERPRETATION	29
12.1	Exclusion of replaceable rules	29
12.2	Definitions	29
12.3	Interpretation	32
13.	TRANSITIONAL PROVISIONS	32
13.1	Members	32
13.2	Directors	32
	SCHEDULE 1 APPOINTMENT OF PROXY	33
	SCHEDULE 2: DETAILS OF MEMBERSHIP CLASSES	34
	SCHEDULE 3: DISCIPLINARY PROCEEDINGS	1

1. NAME

The name of the Institute is The Royal Australian Institute of Architects Limited.

2. PURPOSE

2.1 Principal Purpose and powers

2.1.1 The Institute is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.

2.1.2 The Principal Purpose for which the Institute is established is to:

A advance education by:

- (i) encouraging and rewarding the study of Architecture; and
- (ii) examining applicants for membership of the Institute;

B advance culture by:

- (i) acquiring, forming, and maintaining Art and Scientific Libraries and Museums; and
- (ii) advancing architecture in Australia generally;

C advance social or public welfare by:

- (i) advocating socially responsible, environmentally sustainable design, and affordable housing; and
- (ii) promoting the public value of architecture and of using an architect.

2.1.3 Solely for the purpose of furthering the Principal Purpose, the Institute:

- A may do all things incidental or conducive to furthering the Principal Purpose; and
- B has the capacity and powers of a company under the Corporations Act subject to the provisions of this Constitution.

2.2 Application of income and property

2.2.1 The income and property of the Institute must be applied solely towards the Principal Purpose.

2.2.2 No portion of the profits, income or property of the Institute may be paid or transferred directly or indirectly to Members or Directors by way of dividend, bonus or otherwise in their capacity as Members or Directors.

2.2.3 No Director or member of the National Council, Chapter Council or any other governing body of the Institute may be appointed to any salaried office as an employee of the Institute.

2.2.4 Sub-clauses 2.2.2 and 2.2.3 do not prevent the Institute from doing the following things, provided they are done in good faith:

- A paying a Member or Director for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Institute;
- B making a payment to a Member or Director in carrying out the Institute's charitable purpose(s); or
- C paying Directors' remuneration and benefits in accordance with clause 7.5.

2.2.5 Any payment made under sub-clause 2.2.4 must be approved by the Directors.

- 2.2.6 The Institute may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.
- 2.2.7 Members and Directors must repay on demand any dividend, bonus, profit or other benefit received from the Institute in breach of this clause 2.2.

2.3 Distribution of assets on revocation of endorsement or winding up

- 2.3.1 Where on the winding up of the Institute or dissolution of the Institute, there is a surplus of assets after satisfying all the Institute's liabilities and expenses, the surplus:
- A must not be paid or distributed to the Members in their capacity as Members; and
 - B will be given or transferred to such other fund, authority, institution or company which:
 - (i) if the Institute is a registered charity, is charitable at law;
 - (ii) has similar objects to those of the Institute as described in this Institute; and
 - (iii) prohibits the distribution of profit or gain to its Members in their capacity as Members.
- 2.3.2 The identity of the fund, authority, institution or company will be decided by the Members by ordinary resolution on or before the time of such winding up or dissolution. If the Members fail to decide, the fund, authority, institution or company will be determined by application to the Supreme Court in the State of incorporation.

3. MEMBERSHIP

3.1 Classes of Members

- 3.1.1 The Institute has the Membership Classes described in Schedule 2;
- 3.1.2 The suffix letters, eligibility criteria and voting rights for each Membership Class are as set out in Schedule 2;
- 3.1.3 The Board may establish a Level 2 Membership Class for any of the classes listed in Schedule 2. Members of the Level 2 Membership Class do not have the right to attend any general meeting or the right to vote.

3.2 Eligibility

- 3.2.1 Any person committed to the Principal Purpose of the Institute may apply to be a Member provided they meet the relevant eligibility requirements for the Membership Class they are applying to join as set out in Schedule 2.
- 3.2.2 The minimum number of Members is one.

3.3 Rights of Members

- 3.3.1 The rights of any Member are not transferable.
- 3.3.2 Members may use only the suffix letters (post-nominals) applicable to their Membership Class as set out in Schedule 2.
- 3.3.3 Members have the voting rights applicable to their Membership Class as set out in Schedule 2.
- 3.3.4 Members are entitled to receive certificates of membership (subject to any conditions prescribed by the National Council).

3.4 Diplomas and Certificates

- 3.4.1 Subject to sub-clause 3.4(b), the Institute has power to grant diplomas or certificates in connection with examinations or otherwise in such manner as the National Council may from time to time prescribe.
- 3.4.2 Any diploma or certificate granted must include a notation confirming that it is merely a certificate granted on an examination by the Institute or upon other qualifications prescribed by this Constitution and that it is not issued pursuant to any statutory or public power.

3.5 Application

- 3.5.1 An application for Membership must be made in a form and manner directed by, or acceptable to, the National Council for the purpose.
- 3.5.2 An application for Membership must identify the Membership Class that the applicant is applying to join.
- 3.5.3 An applicant must pay the Membership fee determined by the National Council (if any) for the Membership Class they are applying for.
- 3.5.4 By applying for Membership, an applicant agrees to give a guarantee of not less than the Guaranteed Amount to be applied to the liabilities and expenses of the Institute in the event of winding up or dissolution.

3.6 Admission

- 3.6.1 The National Council must consider and resolve whether to accept or reject each application for Membership within a reasonable time.
- 3.6.2 The National Council may accept or reject any application for Membership in its discretion, using such criteria as the National Council alone may determine. The National Council is not bound to give reasons for accepting or rejecting any application.
- 3.6.3 Notwithstanding the applicant's nominated Membership Class, the National Council has the discretion to assign the applicant to a different Membership Class.
- 3.6.4 If the National Council accepts an application, the Secretary must:
 - A enter the applicant's details into the Register as soon as practicable, subject to the payment of the Membership fee (if any); and
 - B send to the Member written notice of the acceptance, including details the Membership Class assigned to the Member.
- 3.6.5 A person is admitted as a Member of the Institute when the person's application has been accepted by the National Council and the person's name is entered into the Register.
- 3.6.6 If the National Council rejects an application, the Secretary must send to the applicant written notice of the rejection as soon as practicable.

3.7 Register of Members

- 3.7.1 The Secretary must maintain the Register.
- 3.7.2 The Register must contain:
 - A the name, address, date of entry and assigned Membership Class – for each Member and former Member; and
 - B the date on which a person ceased to be a Member – for each former Member.

- 3.7.3 The Secretary may keep the entries regarding former Members separately from the rest of the Register.
- 3.7.4 The address of a Member in the Register may serve as the address of the Member for the purpose of service of any notices to the Member.
- 3.7.5 The Institute must give current Members access to the Register.
- 3.7.6 Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Members.

3.8 Discipline of Members

- 3.8.1 The Institute may only discipline a Member (including suspension or expulsion) in accordance with the process set out in Schedule 3.
- 3.8.2 Any Member expelled from the Institute may at any time apply to the National Council to be readmitted as a Member.
- 3.8.3 No person may be a Director following expulsion or during suspension as a Member unless such a person is subsequently readmitted as a Member.

3.9 Cessation of Membership

- 3.9.1 A person ceases to be a Member on:
 - A resignation; or
 - B termination of the person's Membership in accordance with this Constitution; or
 - C the Directors deeming, in their sole discretion, the Member to be an untraceable Member because the person has not responded to correspondence sent to the contact details entered in the Register for that Member; or
 - D in the case of a natural person:
 - (i) death;
 - (ii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - E in the case of a Practice Member:
 - (i) being dissolved or otherwise ceasing to exist;
 - (ii) having a liquidator or provisional liquidator appointed to it; or
 - (iii) being insolvent.
- 3.9.2 A Member whose Membership is terminated will be liable for all moneys due by that Member to the Institute in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under this Constitution.
- 3.9.3 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.
- 3.9.4 Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

4. MEETINGS AND RESOLUTIONS OF MEMBERS

4.1 Proceedings of Members

- 4.1.1 A meeting of the Members is a general meeting.

- 4.1.2 Members may introduce visitors to be present while the public business of the Institute is being transacted. Visitors may not address the meeting unless they are invited to do so by the chairperson.

4.2 Annual General Meeting

- 4.2.1 The Board may call and arrange to hold an Annual General Meeting.
- 4.2.2 The business of an Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:
- A the consideration of the annual financial statements, Directors' declaration and Directors' report and auditor's report;
 - B the appointment of Directors;
 - C the appointment of any auditor; and
 - D the fixing of any auditor's remuneration.

4.3 Convening general meetings

- 4.3.1 A general meeting may only be called:
- A by four Directors; or
 - B by a resolution of the Board.
- 4.3.2 If at least 10% of Voting Members who are eligible to vote, sign a written request to the Institute for a general meeting to be held stating the objects of the meeting, the Directors must:
- A within 21 days after the Members' request, give all Members notice of a general meeting; and
 - B hold the general meeting within 2 months after the Members' request.
- 4.3.3 If the Directors do not call the meeting within 21 days of being requested under sub-clause 4.3.2, 50% or more of the Members who made the request may call and arrange to hold a general meeting.
- 4.3.4 To call and hold a meeting under sub-clause 4.3.3 the Members must:
- A as far as possible, follow the procedures for general meetings set out in this Constitution;
 - B call the meeting using the list of Members on the Register. The Institute must give the Members making the request access to the Register at no cost; and
 - C hold the general meeting within three months after the request was given to the Institute.
- 4.3.5 The Institute must pay the Members who request the general meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

4.4 Changes to general meeting arrangements

- 4.4.1 The Board may change the venue for, postpone or cancel a general meeting, subject to this clause.
- 4.4.2 If a general meeting was not called by a resolution of the Board, then it must not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.
- 4.4.3 If the venue of a general meeting is changed, or if the general meeting is cancelled or postponed under this clause:

- A Notice of the change, cancellation or postponement must be given to all persons entitled to receive notices of a general meeting under this Constitution.
- B A notice of postponement must specify the date, time and place to which the general meeting has been postponed.
- C The provisions of clause 4.7 do not apply to a notice of postponement or change of venue.
- D In the case of a general meeting called under sub-clause 4.3.3 the general meeting may not be postponed beyond the date by which meetings called under such provisions are required to be held.

4.4.4 The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting.

4.5 Entitlement to receive notice

4.5.1 In the case of a general meeting, notice must be given:

- A to every Member (except for Member Level 2); and
- B to every Director and the auditor for the time being of the Institute.

4.5.2 An accidental failure to comply with sub-clause 4.5.1 in respect of any Member will not invalidate the proceedings at any general meeting.

4.6 Notice of general meetings

4.6.1 A notice of general meeting must:

- A be in writing;
- B specify the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- C state the general nature of the business to be transacted at the meeting;
- D if a special resolution is to be proposed at the meeting – set out the wording of the resolution and state that it is proposed as a special resolution;
- E include the information in clause 4.16;
- F include a form for the appointment of a Proxy which has been approved by the Board for the purpose; and
- G specify that notice of a proxy must be given to the Institute at least 24 hours before the meeting starts, by delivery to the Institute at its registered address or at another address (including an electronic address) specified in the notice of the meeting.

4.6.2 No question requiring a vote of the Members may be brought forward at a general meeting unless notice of the proposed resolution has been given in accordance with this clause 4.6.

4.7 Timing of notice

4.7.1 Members must be given 21 days' notice of a general meeting unless:

- A in the case of an Annual General Meeting, all the Members entitled to attend and vote agree beforehand; and
- B in the case of any other general meeting, if Members with at least 95 per cent of the votes that may be cast at the meeting agree beforehand.

- 4.7.2 A general meeting cannot be called with fewer than 21 days' notice if it is of a kind where a resolution will be moved to remove a Director or auditor, despite sub-clause 4.7.1.

4.8 Chairperson of general meetings

- 4.8.1 The National President is the chairperson at every general meeting.
- 4.8.2 If there is no National President or the National President is not present within 15 minutes after the time appointed for the holding of the general meeting or the National President is unwilling to act as chairperson for all or part of the meeting, the following, in order of precedence, is the chairperson unless unable or unwilling to do so:
- A the National President Elect;
 - B a Director chosen by a majority of the Directors present;
 - C the only Director present; or
 - D a Member chosen by a majority of the Members present.
- 4.8.3 No business will be discussed or transacted at any general meeting while the chair is vacant except the election of a chairperson.

4.9 Role of chairperson of general meeting

The chairperson of a general meeting:

- 4.9.1 has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting; and
- 4.9.2 must give the Members as a whole reasonable opportunity to make comments and ask questions.

4.10 Quorum for general meetings

- 4.10.1 No business may be transacted at any general meeting, other than the election of a chairperson or adjournment of a meeting, unless a quorum of Members is present at the time when the meeting begins its business.
- 4.10.2 A quorum of Members for a general meeting is ten Voting Members who are entitled to vote.
- 4.10.3 If a quorum is not present within half an hour after the time appointed for a general meeting, then:
- A in the case of a meeting called or requested by Members: the meeting will dissolve;
 - B in any other case:
 - (i) the meeting stands adjourned to such day, and at such time and place, as the Members present will determine or, if no determination is made by the Members present, to the same day in the next week at the same time and place; and
 - (ii) if at the resumption of the meeting a quorum is not present within 15 minutes after the time appointed for the meeting, then the Members present will be deemed to be a quorum irrespective of their number.
- 4.10.4 A person attending as a proxy is deemed to be a Member present for the purpose of determining quorum.
- 4.10.5 A Member that is suspended is not counted as Member for the purpose of determining quorum.

4.11 Adjournment of general meetings

- 4.11.1 The chairperson of a general meeting may at any time, and must if so directed by the meeting, adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered by the meeting.
- 4.11.2 Only unfinished business is to be transacted at a general meeting resumed after an adjournment.
- 4.11.3 It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.
- 4.11.4 A meeting adjourned under this clause stands adjourned to:
 - A such day, and at such time and place, as the National Councillor Directors present decide; and
 - B if no determination is made by the Directors, to the same day in the next week at the same time and place.

4.12 Method of Voting

- 4.12.1 At a general meeting, voting will occur by show of hands or voices or such other method as the chairperson determines, unless a poll is demanded by three Members present at the meeting.
- 4.12.2 A poll can only be demanded by three Members present at the meeting at any time prior to a vote being taken, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- 4.12.3 A demand for a poll may be withdrawn.
- 4.12.4 If a poll is duly demanded, it will be taken in such a manner as the chairperson directs.
- 4.12.5 A poll demanded on the election of the chairperson of the meeting or on a question of adjournment of a meeting must be taken immediately.
- 4.12.6 A Member may vote in person or by proxy.

4.13 Voting rights

- 4.13.1 On a vote conducted at a general meeting by poll, each Voting Member has one vote and Non-Voting Members do not have a vote.
- 4.13.2 On a vote conducted at a general meeting by other means, each person present who is a Voting Member, or proxy for a Voting Member, or Representative, has one vote (for example, on a show of hands or voices, a Voting Member only has one vote even if the Voting Member carries other proxies). Non-Voting Members do not have a vote.
- 4.13.3 In the case of a resolution passed without a meeting, in the manner provided in clause 4.19, each Member has one vote.
- 4.13.4 However, a Member that is suspended is not entitled to vote during the period of suspension.

4.14 Decisions of the Members

- 4.14.1 Questions arising for determination by the Voting Members (other than matters requiring a special resolution) will be decided by a simple majority of votes cast, unless a different majority is:
 - A otherwise provided for in this Constitution; or
 - B determined by special resolution of the Members.

- 4.14.2 In a case of an equality of votes cast on a motion (whether the vote is taken by poll or show of hands), the chairperson of the general meeting will have a casting vote in addition to any vote to which he or she may be entitled as a Member.
- 4.14.3 A declaration by the chairperson of the meeting that a resolution has been carried or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution – unless a poll is demanded.
- 4.14.4 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection will be referred to the chairperson of the meeting whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

4.15 Seconding

Motions do not need to be seconded in order to be put to a vote.

4.16 Proxies

- 4.16.1 A Member may appoint a proxy to act on behalf of the Member at one or more general meetings.
- 4.16.2 A proxy may exercise any and all of the rights of the Member who appointed it at a general meeting, subject to the following:
 - A a proxy must be an existing Member who is qualified and entitled to be present and vote at the general meeting;
 - B a proxy is subject to any directions or limitations specified in the proxy appointment;
 - C a proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- 4.16.3 The appointment of a proxy must be:
 - A in writing;
 - B signed by the Member making the appointment;
 - C delivered to the Secretary not less than 24 hours before the meeting at which the Member proposes to vote (or such later time nominated in the relevant notice of meeting); and
 - D in a form as similar as possible to that in Schedule 1.
- 4.16.4 A vote given by proxy is valid even if the Member who appointed the proxy revokes the appointment, or ceases to be a Member, provided that the chairperson was not aware of the revocation or cessation of Membership at the time the proxy cast the vote.

4.17 Practice Members

- 4.17.1 A Practice Member may appoint an individual as its Representative, who must be a Voting Member. The appointment may be a standing one.
- 4.17.2 The appointment may set out restrictions on the Representative's powers.
- 4.17.3 The appointment may be made by reference to a position held.
- 4.17.4 A Practice Member may appoint more than one Representative but only one Representative may exercise the body's powers as Member at any one time.

- 4.17.5 A Representative appointed under this clause may exercise, on the Practice Member's behalf, any and all of the powers that the body could exercise as a Member, unless the appointment specifies otherwise.

4.18 Use of technology in meetings

- 4.18.1 The Institute may hold a general meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 4.18.2 A person participating through the use of technology will be deemed to be present at the meeting in person.

4.19 Resolutions without meetings

- 4.19.1 This clause does not apply to a Special Resolution, a resolution to remove a Director from office, or a resolution by the Members to appoint or remove an auditor.
- 4.19.2 A resolution may be passed without a meeting in the following circumstances if:
- A notice has been given of the resolution to all of the Members entitled to vote; and
 - B notice has been given to the auditor (if any); and
 - C a majority of the Members entitled to vote give their approval in writing.
- 4.19.3 For the purpose of this clause:
- A the notice must include the wording of the resolution;
 - B approval in writing includes approval given by email and any other means of electronic communication; and
 - C a resolution will be deemed to have passed if after a minimum of 48 hours after notice was given it achieves the requisite majority.
- 4.19.4 The resolution is passed at the time when approval is given to the Secretary of the last person necessary to constitute a majority.

5. DIRECTORS

5.1 Number of Directors

- 5.1.1 The minimum number of the Directors is six.
- 5.1.2 The maximum number of Directors is eight.

5.2 Composition of the Board

- 5.2.1 The Board must comprise:
- A the National President;
 - B the Immediate Past President;
 - C the National President Elect;
 - D up to three Independent Directors appointed by the National Council, only one of whom may be a Member; and
 - E at least one and up to two other National Councillors appointed by the National Council.
- 5.2.2 At least three Directors must be female, and three Directors must be male.

5.3 Eligibility

- 5.3.1 Any natural person committed to the Principal Purpose is eligible to be appointed as a Director provided:
- A the person is a Member (subject to sub-clause 5.3.2);
 - B the person has given written, signed consent to act as a Director;
 - C the person has suitable qualifications, skills and experience to discharge the functions of a Director, as determined by the Board from time to time; and
 - D the person is not disqualified by the Corporations Act or the ACNC Legislation (to the extent that the ACNC Legislation applies) from being a Director.
- 5.3.2 Independent Directors are not required to be Members.

5.4 Appointment of Directors

The National Council, subject to clauses 5.1, 5.2, and 5.3 has power at any time and from time to time to:

- 5.4.1 appoint any National Councillor as a Director; and
- 5.4.2 appoint any person as an Independent Director.

5.5 Term of office

- 5.5.1 The term of office of:
- A a Director other than the National President or National President-Elect, is one year following the Director's last election or appointment, or the date of the Annual General Meeting following that Director's election or appointment, whichever is later; and
 - B the National President or National President Elect is the term of their office as National President or National President Elect (as the case may be).
- 5.5.2 A person may be appointed as a Director for more than one term of office:
- A in accordance with a rotation policy determined by the Directors; but
 - B an Independent Director has a maximum tenure of six years and will not be eligible for reappointment as a Director within three years after; and
 - C otherwise subject to no maximum tenure.

5.6 Casual vacancy on the Board

There will be a casual vacancy on the Board if:

- 5.6.1 a Disqualifying Event occurs in respect of a Director;
- 5.6.2 a Director ceases to be a Member (unless the Director is an Independent Director); or
- 5.6.3 a Director is absent without the consent of the Directors and without leave of absence, from Board meetings for a continuous period of three months.

5.7 Effect of casual vacancy

- 5.7.1 In the event of a casual vacancy in the office of a Director the Board may act, subject to this clause.
- 5.7.2 If the number of Directors in office at any time does not meet the requirements of Clause 5.1 and 5.2, the National Council must act as soon as possible to:

- A appoint any National Councillor as a Director to increase the number of Directors to a number sufficient to constitute a quorum, to satisfy the minimum number of Directors required under this Constitution, or to satisfy the gender requirements fixed under this Constitution; and
- B if the Board composition still does not meet the requirements of clauses 5.1 and 5.2 after appointment of a National Councillor as a Director, to appoint additional Independent Director(s) to the Board, provided that only one of the Independent Directors is a Member.

5.7.3 Until the National Council have acted in accordance with sub-clause 5.7.2, the Directors may only act if and to the extent that there is an emergency requiring them to act.

5.8 Defects in appointment of Directors

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- 5.8.1 there was a defect in the appointment of the person; or
- 5.8.2 the person was disqualified from continuing in office, voting on the resolution or doing the thing.

5.9 Secretary

- 5.9.1 There must be at least one Secretary.
- 5.9.2 The Secretary is to be appointed by the Board on such terms and conditions as the Board thinks fit.
- 5.9.3 A person must not be appointed Secretary unless the person has given the Institute a signed consent to act as Secretary.
- 5.9.4 The Board may suspend or remove a Secretary.
- 5.9.5 An act done by a person acting as a Secretary is not invalidated by reason only of:
 - A a defect in the person's appointment as a secretary; or
 - B the person being disqualified to be a secretary,
 if that circumstance was not known by the person when the act was done.
- 5.9.6 The Secretary must identify whether a person is ineligible to be appointed as a Director under this Constitution as a result of disqualification by the Corporations Act or the ACNC Legislation (to the extent that the ACNC Legislation applies). The Secretary must:
 - A perform a search of the publicly available registers as soon as practicable after becoming aware that a person has been, or may be, appointed as a Director; and
 - B must obtain a declaration from each Director to the effect that he or she is not disqualified by the Corporations Act or the ACNC Legislation (to the extent that the ACNC Legislation applies), and that he or she will notify the Secretary as soon as possible in the event that he or she becomes disqualified.

6. PROCEEDINGS OF DIRECTORS

6.1 Powers of Directors

- 6.1.1 The Directors are responsible for the management and control of the business and affairs of the Institute and may exercise all the powers of the Institute (in accordance with the provisions of this Constitution) that are not, by the Corporations Act or by this

Constitution, required to be exercised by the National Council, or the Members in general meeting.

6.1.2 The Directors may (without limiting the previous paragraph):

- A borrow money;
- B charge any property or business of the Institute;
- C issue debentures or give any other security for a debt, liability or obligation of the Institute or of any other person; and
- D decide how negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the Institute.

6.1.3 The Directors cannot remove a Director or auditor.

6.2 By-laws

6.2.1 Subject to any limitations imposed by this Constitution, the Board has power to make regulations or by-laws for the general conduct and management of the Institute and the business of the Board.

6.2.2 The Board may revoke and alter such by-laws or regulations, after consulting with the National Council.

6.3 Appointment of attorney

6.3.1 The Board may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Institute for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

6.3.2 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

6.4 Meetings of Directors

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit, provided that it meets at least five times per year.

6.5 Convening Board meetings

The Board may at any time, and a Secretary must on the requisition of a Director, convene a Board meeting.

6.6 Entitlement to receive notice of Board meetings

In the case of a Board meeting, notice must be given to each Director entitled to vote at the meeting. A Director may waive the requirement to receive notice of a Board meeting.

6.7 Content of notice of Board meetings

A notice of a Board meeting:

- 6.7.1 must specify the place, the day and the time of the meeting; and
- 6.7.2 if the meeting is to be held in two or more places, it must specify the technology that will be used to facilitate this; but
- 6.7.3 it does not need to specify the nature of the business to be transacted at the meeting.

6.8 Timing of notice of Board meetings

In the case of a Board meeting, notice may be given immediately before the meeting.

6.9 Chairperson of Board meetings

6.9.1 The National President will preside as chairperson at every Board meeting.

6.9.2 Where a meeting of the Board is held and the National President is not present within 10 minutes after the time appointed for the holding of the Board meeting or is unwilling to act as chairperson for all or part of the meeting then:

- A the National President Elect will act as chairperson of the Board meeting; and
- B if the National President Elect is not present, willing and able to act as chairperson of all or part of the meeting, the Directors present may elect one of their number to be chairperson of such meeting or part of it.

6.10 Quorum for Board meetings

6.10.1 No business may be transacted at any Board meeting unless a quorum is present.

6.10.2 A quorum is four Directors and must include at least:

- A three National Councillors; and
- B one Independent Director.

6.11 Voting at Board meetings

6.11.1 A Board meeting at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Board under this Constitution.

6.11.2 A question arising at a Board meeting is to be decided by a majority of votes of Directors present and entitled to vote, unless otherwise provided in this Constitution. Such a decision is for all purposes a decision of the Board.

6.11.3 Where the votes cast on a motion are equal, the chairperson of the meeting has a second or casting vote. The chairperson has sole discretion regarding whether and how to use the casting vote.

6.12 Establishment of committees

6.12.1 The Board may establish one or more committees comprised of such persons as it thinks fit for such purposes as it sees fit. A committee may include, or be comprised of, non-Directors.

6.12.2 The meetings and proceedings of committees are:

- A subject to any directions of the Board; and
- B otherwise governed by the provisions of this Constitution which regulate the proceedings of the Board, to the greatest extent practical.

6.13 Delegation of powers

6.13.1 The Board may delegate any of its powers to one or more Directors, a committee, an employee or any other person.

6.13.2 A delegation must be recorded in the Institute's minute book.

6.13.3 The Board may revoke a delegation.

6.13.4 The Board may specify terms (including the power to further delegate).

6.14 Use of technology in Board meetings

- 6.14.1 The Board may hold their meetings by using any technology that is agreed to by all of the Directors.
- 6.14.2 The Directors' agreement may be a standing one.
- 6.14.3 A Director may only withdraw their consent within a reasonable period before the meeting.
- 6.14.4 A Director that is present at a Board meeting through the use of technology is be deemed to be present at the meeting.

6.15 Resolutions without meetings

- 6.15.1 A resolution of the Board may be passed without a meeting if:
 - A notice has been given of the resolution to all Directors; and
 - B all of the Directors entitled to vote on the resolution give their consent in writing.
- 6.15.2 The resolution is passed at the time when approval is given to the Secretary of the last person necessary to constitute a majority.
- 6.15.3 For the purpose of this clause:
 - A the notice must include the wording of the resolution;
 - B approval in writing may be given by email or any other means of electronic communication; and
 - C a resolution will be deemed to have failed to have been passed if it has not achieved the requisite majority within 48 hours after the notice was given.

7. DIRECTORS' DUTIES AND INTERESTS

7.1 Duties of Directors

Directors must comply with all duties imposed on them by law, which may include duties under the Corporations Act and duties under the ACNC Legislation.

7.2 Disclosure of interests

- 7.2.1 A Director must disclose any perceived or actual material conflict of interest to the other Directors.
- 7.2.2 A Director must disclose any material personal interests in the manner and extent required by the Corporations Act.

7.3 Participation in decisions

- 7.3.1 A Director who has a material personal interest in a matter that is being considered by the Board:
 - A must not be present while the matter is being considered at a Board meeting; nor
 - B vote on the matter;
 unless permitted by sub-clause 7.3.2.
- 7.3.2 A Director may be present or vote if:
 - A the interest arises because the Director is a Member of the Institute, and the interest is held in common with other Members of the Institute;
 - B the interest arises in relation to the Director's remuneration as a Director of the Institute;

- C the interest relates to a contract the Institute is proposing to enter into that:
 - (i) is subject to approval by the Members; and
 - (ii) will not impose any obligation on the Institute if it is not approved by the Members;
- D the interest arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Institute;
- E the interest arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in paragraph 7.3.2D;
- F the interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as an officer of the Institute (but only if the contract does not make the Institute or a Related Body Corporate the insurer);
- G the interest relates to any payment by the Institute or a related body corporate in respect of an indemnity permitted under section 199A of the Corporations Act or any contract relating to such an indemnity; or
- H the interest is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a Related Body Corporate and arises merely because the Director is a director of the Related Body Corporate; or
- I the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter; or
- J the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Institute; and
 - (ii) states that those Directors are satisfied that the interest should not stop the Director from voting or being present.

7.4 Directors' interests

A Director may:

- 7.4.1 hold any other position in the Institute, except that of auditor, unless being or becoming a Director would breach any law by reason of holding that office;
- 7.4.2 hold any office or place of profit in any other entity promoted by the Institute or in which it has an interest of any kind;
- 7.4.3 enter into a contract or arrangement with the Institute;
- 7.4.4 participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Institute or persons dependent on or connected with them;
- 7.4.5 act in a professional capacity (or be a Member of a firm which acts in a professional capacity) for the Institute, except as auditor;
- 7.4.6 sign or participate in the execution of a document by or on behalf of the Institute; and
- 7.4.7 do any of the above despite the fiduciary relationship of the Director's office:
 - A without any liability to account to the Institute for any direct or indirect benefit accruing to the Director; and
 - B without affecting the validity of any contract or arrangement provided the Director complies with clauses 7.2 and 7.3.

7.5 Remuneration and benefits of Directors

- 7.5.1 the National Council may resolve that the Institute will pay Directors' fees to all Directors, or only to Independent Directors, provided that the aggregate of Directors' fees paid in any financial year does not exceed:
- A the amount last determined by the members of the Institute; or
 - B if no determination has been made by the members of the Institute the amount previously determined by the National Council;
- 7.5.2 the National Council has discretion to determine how fees will be allocated amongst the eligible Directors and (if payment is made partly or wholly in a manner other than cash) the manner in which the value of any non-cash benefit is to be calculated.
- 7.5.3 the National Council may resolve that the Institute will pay additional remuneration or provide other benefits to any Director that performs extra or special services with the approval of the Board.
- 7.5.4 the Institute must pay all reasonable travel, accommodation and other expenses that any Director properly incurs in attending meetings of the Board, committees of the Board, meetings of Members, or otherwise in connection with the business of the Institute.

8. NATIONAL COUNCIL

8.1 Powers of the Council

The National Council will act as an advisory body reporting to the Board and will perform such roles which are, by these Articles of Association, required to be exercised by the National Council and may exercise such powers authorities and discretions of the Institute as may be delegated to it by the Board from time to time.

8.2 Composition of the National Council

- 8.2.1 The National Council must consist of:

- A the National President;
- B the Immediate Past President;
- C each of the Chapter Presidents;
- D four Nationally-Elected Councillors;
- E a Student Representative Councillor; and
- F an Emerging Professional Representative Councillor,

of which one such Chapter President or Nationally-Elected Councillor who is a Fellow or Life Fellow must also be a National President Elect. A chairperson or equivalent of the "International Chapter" constituted in accordance with the Regulations is not a member of the National Council.

8.3 Appointment of Nationally-Elected Councillors

- 8.3.1 A Nationally-Elected Councillor is a Voting Member or Graduate Member who is nominated and elected by Voting Members and Graduate Members in accordance with the Regulations.
- 8.3.2 A person who is a Chapter President, National President, or the Immediate Past President will not be eligible to also serve as a Nationally-Elected Councillor.

8.4 Appointment of Student Representative Councillors

- 8.4.1 A Student Representative Councillor is a Student Member who is the President of the “SONA” national committee of the Institute and is appointed by the National Council.
- 8.4.2 If no person meets the criteria in sub-clause 8.4.1, the National Council may appoint a Student Member who is otherwise recognised by the National Council as representing the interests of Student Members.
- 8.4.3 The Student Representative Councillor will hold office for a term determined by the National Council, provided that no Student Representative Councillor may remain in office for more than two years.

8.5 Appointment of Emerging Professional Representative Councillor

- 8.5.1 An Emerging Professional Representative Councillor:
 - A is president of the “EmAGN” national committee of the Institute;
 - B became eligible for Graduate Membership less than 15 years from the date of taking office; and
 - C is appointed by the National Council.
- 8.5.2 If no person meets the criteria in sub-clause 8.5.1, the National Council may appoint a Member who is otherwise recognised by the National Council as representing the interests of emerging architect and Graduate Members and who became eligible for Graduate Membership less than 15 years from the date of taking office.
- 8.5.3 The Emerging Professional Representative Councillor will hold office for a term determined by the National Council, provided that no Emerging Professional Representative Councillor may remain in office for more than two years.

8.6 Election of National President Elect

- 8.6.1 During the course of the Annual Session of the National Council and prior to the Annual General Meeting of that session, the National Councillors will elect a National President Elect, who must be:
 - A a current National Councillor; and
 - B a Life Fellow or Fellow.
- 8.6.2 The person elected at this meeting will be the National President Elect and vice-president from the end of the Annual General Meeting in the year they are elected to the end of the Annual General Meeting the year after.
- 8.6.3 At the end of the Annual General Meeting in the year after their election, the National President Elect will automatically take office as National President and will hold that office until the end of the next ensuing Annual General Meeting.
- 8.6.4 If the person becoming National President is a Chapter President, a by-election will be conducted within that person’s Chapter to appoint a new Chapter President to serve for the remaining term. This by-election will be held in accordance with the Regulations. When a new Chapter President is elected, the Chapter President elected as National President Elect will automatically vacate the office of Chapter President.

8.7 Term of office of National Councillors

- 8.7.1 At the first meeting of each Annual Session of National Council, one half (rounded down) of the Chapter Presidents and one half of the Nationally-Elected Councillors (rounded down) will retire from the National Council. No National Councillor may retain office for more than two years unless they nominate for re-election.

- 8.7.2 Each National Councillor to retire in accordance with sub-clause 8.7.1 will be those who have been longest in office since their last election. If two or more National Councillors became National Councillors on the same day, the National President will decide which National Councillor must retire.
- 8.7.3 A retiring National Councillor is eligible for re-election and does not need to give notice of their intention to submit themselves for re-election.
- 8.7.4 Despite sub-clauses 8.7.1, 8.7.2 and 8.7.3, the National President remains on the National Council until they cease to be the Immediate Past President.
- 8.7.5 The National Councillors may during the course of the Annual Session of National Council and prior to the Annual General Meeting of that session elect the then current National President for a second term, in which event the National President Elect will continue in that capacity for a second term and thereafter assume office as National President in accordance with this Constitution. After acting for two consecutive terms as either National President or National President Elect, a National Councillor is not eligible for election to that office for three years after the final day of their term in that role.

8.8 Casual vacancy on National Council

There will be a casual vacancy on the National Council if:

- A a Disqualifying Event occurs in respect of a National Councillor;
- B a National Councillor ceases to be a Member;
- C a National Councillor is absent without the consent of the National Councillors and without leave of absence from two consecutive National Council meetings; or
- D a National Councillor who is a Chapter President:
 - (i) is removed by the related Chapter by resolution passed at a duly convened general meeting of that Chapter; or
 - (ii) has their office declared vacant by the National President because the Chapter President is resident outside the Territory of his or her Chapter.

8.9 Effect of casual vacancy

- 8.9.1 In the event of a casual vacancy in the office of a National Councillor the National Council may act, subject to this clause.
- 8.9.2 If the number of National Councillors in office at any time is not sufficient to constitute a quorum at a National Council meeting or is less than the minimum number of Nationally-Elected Councillors fixed under this Constitution, the National Council must act as soon as possible to:
- A increase the number of National Councillors to a number sufficient to constitute a quorum or to satisfy the minimum number of Nationally-Elected Councillors required under this Constitution;
 - B convene a general meeting of the Institute for that purpose; and
 - C appoint additional National Councillors.
- 8.9.3 Until the National Council have acted in accordance with the preceding sub-clause, the National Councillors may only act if and to the extent that there are circumstances where the National Council must exercise a power under this Constitution that is reserved solely to National Council.

- 8.9.4 In the event of a casual vacancy in the office of the National President, the National President Elect will automatically become National President in their place for the remaining presidential term, subject to clause 8.12.

8.10 Defects in appointment of National Councillors

Each resolution passed or thing done by, or with the participation of, a person acting as a National Councillor or member of a committee is valid even if it is later discovered that:

- A there was a defect in the appointment of the person; or
- B the person was disqualified from continuing in office, voting on the resolution or doing the thing.

8.11 National President unable to act

In the event that the National President is, for whatever reason, unable or unwilling to act for a period, the National President Elect will possess all the powers of the National President and will act as such during the period of the National President's inability to act.

8.12 Disqualification prior to taking office

If a Disqualifying Event occurs in respect of an individual and the individual is:

- A the National President Elect, he or she must not take office as National President, nor continue as the National President Elect;
- B the National President, he or she must will not take office as Immediate Past President, nor continue as the National President; and
- C the Immediate Past President, he or she must immediately vacate the office of Immediate Past President.

8.13 Members may remove National Councillor

Subject to the provisions of this Constitution and the Corporations Act:

- 8.13.1 the Members may by resolution passed at any general meeting remove any National Councillor Director and may appoint another person in his or her stead; and
- 8.13.2 a Chapter may by resolution passed at a duly convened general meeting of that Chapter remove a Chapter President appointed in respect of that Chapter and appoint another member of the same Chapter as the Chapter President in his or her stead.

9. PROCEEDINGS OF NATIONAL COUNCILLORS

9.1 Meetings of National Council

The National Council may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit, provided that it meets at least three times a year.

9.2 Convening National Council meetings

The National Council may at any time convene a National Council meeting.

9.3 Entitlement to receive notice of National Council meetings

In the case of a National Council meeting, notice must be given to each National Councillor entitled to vote at the meeting. A National Councillor may waive the requirement to receive notice of a National Council meeting.

9.4 Content of notice of National Council meetings

9.4.1 A notice of a National Council meeting:

- A must specify the place, the day and the time of the meeting; and
- B if the meeting is to be held in two or more places, it must specify the technology that will be used to facilitate this; but
- C it does not need to specify the nature of the business to be transacted at the meeting.

9.5 Timing of notice of National Council meetings

In the case of a National Council meeting, notice may be given immediately before the meeting.

9.6 Chairperson of National Council meetings

9.6.1 The National President is the chairperson at every National Council meeting.

9.6.2 Where a meeting of the National Council is held and the National President is not present within 10 minutes after the time appointed for the holding of the National Council meeting or is unwilling to act as chairperson for all or part of the meeting then:

- A the National President Elect will act as chairperson of the National Council meeting; and
- B if the National President Elect is not present, willing and able to act as chairperson of all or part of the meeting, the National Councillors present may elect one of their number to be chairperson of such meeting or part of it.

9.7 Quorum for National Council meetings

9.7.1 No business may be transacted at any National Council meeting unless a quorum is present.

9.7.2 A quorum is eight National Councillors and must include at least two Nationally-Elected Councillors.

9.8 Voting at National Council meetings

9.8.1 A National Council meeting with a quorum may exercise all the powers and discretions vested in or exercisable by the National Council under this Constitution.

9.8.2 A question arising at a National Council meeting is to be decided by a majority of votes of National Councillors present and entitled to vote, unless otherwise provided in this Constitution. Such a decision is for all purposes a decision of the National Council.

9.8.3 Independent Directors may attend, but not vote at, meetings of the National Council.

9.8.4 Where the votes cast on a motion are equal, the chairperson of the meeting has a second or casting vote.

9.9 Delegation of powers

9.9.1 The National Council may delegate any of its powers as it thinks fit to committees consisting of Members.

9.9.2 A delegation must be recorded in the Institute's minute book.

9.9.3 The National Council may revoke a delegation.

9.9.4 The National Council may specify terms (including the power to further delegate).

9.10 Use of technology in National Council meetings

- 9.10.1 The National Council may hold their meetings by using any technology that is agreed to by all of the National Councillors.
- 9.10.2 The National Councillors' agreement may be a standing one.
- 9.10.3 A National Councillor may only withdraw their consent within a reasonable period before the meeting.
- 9.10.4 A National Councillor that is present at a National Council meeting through the use of technology is deemed to be present at the meeting.

9.11 Resolutions without meetings

- 9.11.1 A resolution of the National Council may be passed without a meeting if:
 - A notice has been given of the resolution to all National Councillors; and
 - B all of the National Councillors entitled to vote on the resolution give their consent in writing.
- 9.11.2 The resolution is passed at the time when approval is given to the last person necessary to constitute a majority.
- 9.11.3 For the purpose of this clause 9.11:
 - A the notice must include the wording of the resolution;
 - B approval in writing may be given by email or any other means of electronic communication; and
 - C a resolution will be deemed to have failed to have been passed if it has not achieved the requisite majority within 48 hours after the notice was given.

9.12 Alternate National Councillors

- 9.12.1 A Nationally-Elected Councillor may appoint any Voting Member to act as an alternate National Councillor in place of the appointor whenever the appointor is unable to act personally by reason of illness, absence or any other cause but may do so only for one meeting of the National Council each year.
- 9.12.2 A Chapter President may appoint any Member of their Chapter Council or fellow National Councillor to act as an alternate Chapter President in place of the appointor whenever the appointor is unable to act personally by reason of illness, absence or any other cause but may do so only for one meeting of the National Council each year.
- 9.12.3 An alternate National Councillor is entitled to notice of meetings of the National Council and, if the appointor is not present at such a meeting, is entitled to attend and vote in their stead.
- 9.12.4 An alternate National Councillor may exercise any powers that the appointor may exercise and the exercise of any power by the alternate National Councillor is deemed to be the exercise of the power by the appointor.
- 9.12.5 A National Councillor may revoke or suspend the appointment of an alternate National Councillor appointed by him or her.
- 9.12.6 The National Council may suspend or remove an alternate National Councillor by resolution after giving the appointor reasonable notice of its intention to do so.
- 9.12.7 The appointment of an alternate National Councillor under this clause automatically terminates:

- A if the National Councillor for whom the alternate National Councillor acts as alternate ceases to hold office as a National Councillor;
- B if an event occurs which, if that alternate National Councillor were a proper National Councillor, would cause him or her to vacate that office; or
- C if by writing left at the Office the alternate National Councillor resigns from the appointment.

10. CHAPTER COUNCILS

10.1 Composition of Chapter Councils

10.1.1 A Chapter Council will consist of:

- A Voting Members, who are also:
 - (i) the relevant Chapter President;
 - (ii) up to 10 Chapter Councillors elected in accordance with clause 10.2, or if that number is less than 10, by appointment in accordance with clause 10.3;
 - (iii) one representative (appointed in accordance with the Regulations) from each Division of the Chapter; and
 - (iv) a Student Representative Councillor appointed in accordance with clause 10.4;
 - (v) one chairperson nominated by the Voting Members and Graduate Members of the Chapter constituted in accordance with Council policy and any Regulation; and
 - (vi) an Emerging Professional Representative Chapter Councillor appointed in accordance with clause 10.6.
- B Other persons who may sit on the Chapter Council, but not vote, being:
 - (i) the immediate past Chapter President for the Chapter; and
 - (ii) a National President or Immediate Past President who was a Chapter President before taking the office of National President.

10.1.2 The "International Chapter" is not a Chapter Council for the purpose of this clause.

10.2 Appointment of Chapter Councillors by election process

10.2.1 Only Voting Members and Graduate Members of the Chapter are eligible to be Chapter Councillors and must first be nominated by Voting Members and Graduate Members of the Chapter.

10.2.2 Chapter Councillors must be appointed by an election process in the manner set out in the Regulations to take office at the first Chapter Council meeting of the calendar year.

10.3 Appointment of further Chapter Councillors

In addition to those Chapter Councillors appointed under clause 10.2, the Chapter Council may at any time appoint any Voting Member, Graduate Member or Student Member of the relevant Chapter as a Chapter Councillor, to ensure that the total number of Chapter Councillors is equal to the number required by sub-clause 10.1.1A(ii).

10.4 Appointment of Chapter Presidents

10.4.1 A Chapter President must be:

- A a Voting Member of a Chapter;
- B legally entitled to practice as an architect in the relevant Chapter's Territory; and
- C nominated and elected by Voting Members and Graduate Members of the relevant Chapter in accordance with the Regulations. If not, the National President may nominate the Chapter President.

10.4.2 A Chapter may elect one Chapter President only from time to time.

10.4.3 A person who is a Nationally-Elected Councillor, the National President, or the Immediate Past President, will not be eligible to also serve as a Chapter President.

10.5 Appointment of Student Representative Chapter Councillor

10.5.1 The Chapter Council will appoint one Student Representative Chapter Councillor being a Student Member of the Chapter appointed by the Chapter Council.

10.5.2 A Student Representative Councillor will hold office for a term determined by the Chapter Council provided always that no Student Representative Councillor will remain in office for more than two years.

10.5.3 This clause 10.5 does not apply to the "International Chapter" committee and no member of the "International Chapter" committee is eligible to be appointed as Student Representative Chapter Councillor.

10.6 Appointment of Emerging Professional Representative Chapter Councillor

10.6.1 There will be one Emerging Professional Representative Chapter Councillor who:

- A is the chairperson of the committee or similar organisation based in the Chapter which is affiliated with the "EmAGN" National Committee of the Institute; and
- B became eligible for Graduate Membership less than 15 years before the date they take office, appointed by the Chapter Council.

10.6.2 If no person meets the criteria in sub-clause 10.6.1, the Chapter Council may appoint a Member who:

- A is otherwise recognised by the Chapter Council as representing the interests of emerging architect and Graduate Members; and
- B became eligible for Graduate Membership less than 15 years from the date for taking office.

10.6.3 The Emerging Professional Representative Chapter Councillor will hold office for a term determined by the Chapter Council. No Emerging Professional Representative Chapter Councillor will remain in office for more than two years.

10.6.4 Clause 10.6 does not apply to the "International Chapter" committee and no member of the "International Chapter" committee is eligible to be appointed as Emerging Professional Representative Chapter Councillor.

10.7 Nationally-Elected Councillors may observe

A Nationally-Elected Councillor will be entitled to be an observer at any meeting of any Chapter Council.

10.8 Persons not eligible to be Chapter Councillors

The following persons will not be eligible to also serve as a Chapter Councillor:

- A the National President;

- B the Immediate Past President;
- C any other National Councillor; and
- D any employee of the Institute.

10.9 Term of office of Chapter Councillors

- 10.9.1 Each year one half (rounded down) of the Chapter Councillors appointed in accordance with subclause 10.1.1A(ii) must retire from office. No Chapter Councillor may retain office for more than two years unless they nominate for re-election, even if this results in more than one half of those Chapter Councillors retiring from office.
- 10.9.2 The Chapter Councillors retiring in accordance with sub-clause 10.9.1 will be those who have been longest in office, provided that where two or more such Chapter Councillors became Chapter Councillors on the same day, the Chapter Councillors to retire will be determined by the relevant Chapter President.
- 10.9.3 A retiring Chapter Councillor is eligible for re-election without the necessity of giving any previous notice of their intention to submit themselves for re-election. Any Chapter Councillor retiring under this clause is also eligible for appointment in accordance with clause 10.3 or to represent a Division under sub-clause 10.1.1B.
- 10.9.4 The term of office of a Chapter Councillor, or a person's entitlement to sit on Chapter Council in accordance with sub-clause 10.1.1B, commences at the first Chapter Council meeting of the calendar year, irrespective of any other term of office held by the person in accordance with this Constitution.
- 10.9.5 The "International Chapter" committee is not a Chapter Council for the purpose of this clause 10.9.

10.10 Casual vacancies in Chapter Councils

There will be a casual vacancy on a Chapter Council, if:

- 10.10.1 a Disqualifying Event occurs in respect of a Chapter Councillor;
- 10.10.2 a Chapter Councillor ceases to be a Member of the relevant Chapter;
- 10.10.3 a Chapter Councillor becomes ineligible for office under clause 10.8; or
- 10.10.4 a Chapter Councillor is absent without the consent of the Chapter Councillors and without leave of absence from two consecutive Chapter Council meetings.

10.11 Effect of casual vacancy

- 10.11.1 In the event of a casual vacancy in the office of a Chapter Councillor the Chapter Council may act, subject to this clause.
- 10.11.2 Subject to clause 10.8, a Chapter Council may from time to time appoint any Voting Member or Graduate Member of the Chapter to be a Chapter Councillor to fill a casual vacancy. A person who is so appointed holds office until such time as the person who left the vacancy would have otherwise retired.
- 10.11.3 The "International Chapter" committee constituted in accordance with the Regulations is not a Chapter Council for the purpose of this clause.

10.12 Creation of new Chapters

- 10.12.1 The Institute may admit a new Chapter provided that no new Chapter will be admitted except with the approval of existing Chapters Territory of the proposed new Chapter.
- 10.12.2 Not less than 50 Voting Members of the Institute residing within a specific area may petition the National President of the Institute to establish a Chapter Council for that

locality. This petition must specify the locality it is in relation to and nominate at least 8 petitioners who agree to be nominated members of a Chapter Council if created.

- 10.12.3 Upon receipt of petition referred to in sub-clause 10.12.2, the National President will refer the petition to the National Council at its next meeting, and the National Council will consider that petition at that meeting.
- 10.12.4 The National Council will express an opinion whether such petition should be granted and if it is the opinion of the National Council that the petition:
- A should be granted: it must organise a poll of all Voting Members of the Institute in the Territory of the proposed new Chapter, and ask them to vote for or against the proposal;
 - B should not be granted: the National President will notify the petitioners accordingly and no further petitions for that area will be considered for at least five years.
- 10.12.5 If the poll referred to in sub-clause 10.12.4A is completed and a majority of Members whose votes are received are in favour of the proposal, then the National Council must:
- A declare the new Chapter not later than twenty-one (21) days after the declaration of the poll; and
 - B declare the individuals nominated in the petition to be the first Chapter Council.
- 10.12.6 The Chapter Council referred to in sub-clause 10.12.5 will continue in office until a new Chapter Council has been elected at an election which must be held within 12 months of the date on which the National Council declared the new Chapter. If the Chapter Council fails to call an election then the National President must call an election for a new Chapter Council within 15 months from the date on which the National Council declared the new Chapter. In either event the procedure for the first election will be in accordance with rules to be approved by National Council. The area of which previously formed part of another Chapter will be redefined by the National Council to exclude the area.
- 10.12.7 If any person residing in the area of the new Chapter is a member of another Chapter Council then they must cease to hold office as a member of that Chapter Council from the date of the new Chapter becoming declared.

11. ADMINISTRATION

11.1 Minutes

- 11.1.1 The Directors will cause minutes of
- A all proceedings and resolutions of meetings of Members;
 - B all proceedings and resolutions of meetings of the Directors, including meetings of the National Council and any committee established by the Board;
 - C resolutions passed by Members without a meeting;
 - D resolutions passed by National Councillors without a meeting; and
 - E resolutions passed by Directors without a meeting,
- to be duly entered into the books kept for that purpose, within one month.
- 11.1.2 The Institute must ensure that:
- A minutes of a meeting are signed within a reasonable time after the meeting by one of the following:

- (i) the chairperson of the meeting; or
- (ii) the chairperson of the next meeting; and

B minutes of the passing of a resolution without a meeting are signed by a Director or National Councillor within a reasonable time after the resolution is passed.

11.1.3 A minute recorded and signed as required by this clause is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

11.1.4 The Institute must keep its minute books at its registered office or its principal place of business in Australia.

11.2 Accounts and other records of the Institute

11.2.1 The Institute must make and keep written financial records that:

- A correctly record and explain its transactions and financial position and performance; and
- B enable true and fair financial statements to be prepared and to be audited.

11.2.2 The accounts will be held at the registered office or any other place as the Directors think fit.

11.2.3 A Director has a right of access to the financial records at all reasonable times.

11.2.4 The Institute must retain its financial records for at least seven years.

11.2.5 The Directors must take reasonable steps to ensure that the Institute's records are kept safe.

11.3 Members' access of Institute records

To allow Members access and inspect the Institute's records:

11.3.1 the Institute must give a Member access to the records set out in sub-clause 11.1; and

11.3.2 the Institute may authorise a Member to inspect other records of the Institute, including records referred to in sub-clause 11.2.

11.4 Financial year

The Financial Year will begin on the first day of July and end on the thirtieth day of June, unless the Directors pass a resolution to change the financial year.

11.5 Audit

11.5.1 If required by law, the Institute must appoint and remunerate an auditor.

11.5.2 The auditor (if any) is entitled to attend any general meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

11.5.3 The Institute must give the auditor any communications relating to the general meeting that a Member of the Institute is entitled to receive.

11.6 Common seal

The Institute does not have a common seal.

11.7 Executing documents

The Institute may execute a document by the signature of:

- 11.7.1 two Directors; or
- 11.7.2 one Director and one Secretary; or
- 11.7.3 a delegate appointed in writing by the Directors for that purpose. A delegate for this purpose must at all times observe the terms and conditions of that appointment.

11.8 Altering the Constitution

- 11.8.1 The Institute may only alter this Constitution by Special Resolution in accordance with the Corporations Act.
- 11.8.2 The Members must not pass a Special Resolution that amends this Constitution in a way that causes the Company to no longer be a charity.

11.9 Notices

- 11.9.1 Notices can be served on Members, Directors or National Councillors by post, electronic mail, or such other means as may be generally accepted in business from time to time.
- 11.9.2 Notices directed to the last known address (including any virtual or electronic address) of a Member, Director or National Councillors are to be treated as duly served in such time as it would usually take for such notice to be delivered.
- 11.9.3 The non-receipt of notice of a general meeting, Board meeting or National Council meeting, including notice of postponement or change of venue, does not invalidate anything done or any resolution passed at the meeting if the non-receipt of notice occurred by accident or inadvertence.
- 11.9.4 A person who attends a general meeting, Board meeting or National Council meeting waives any objection that person may have to non-receipt of notice of the meeting.
- 11.9.5 In calculating a period of notice to be given under this Constitution, the day on which the notice is given or taken to be given and the day of the meeting convened are not counted.

11.10 Officers: indemnities and insurance

- 11.10.1 The Institute indemnifies every person that is or has been an Officer of the Institute, or of a wholly-owned subsidiary, against any liability (including without limitation liability for legal costs) incurred as a result of their position as Officer (other than to the Institute or a related body corporate) to the full extent permitted by law.
- 11.10.2 The Institute may pay, or agree to pay, a premium in respect of a contract insuring its Officers, to the extent permitted by law.

11.11 Winding up

Subject to clause 2.3, the Institute may be dissolved by a Special Resolution of Members.

11.12 Liability of Members

The liability of the Members is limited to the Guaranteed Amount, being \$15.

11.13 Contribution of Members on winding up

Every Member undertakes to contribute to the assets of the Institute in the event of the Institute being wound up while he or she is a Member, or within one year of ceasing to be a Member such amount as may be required not exceeding the Guaranteed Amount, for:

- A the payment of the debts and liabilities of the Institute contracted whilst the Member or past Member as the case may be was a Member;
- B the costs charges and expenses of winding up.

12. INTERPRETATION

12.1 Exclusion of replaceable rules

The replaceable rules contained in the Corporations Act do not apply to the Institute.

12.2 Definitions

In this Constitution:

“ACNC Legislation” means the Australian Charities and Not-for-profits Commission Act 2012 and the Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012.

“ACNC” means the Australian Charities and Not-for-profits Commission.

“Affiliate” means a Member recorded as an Affiliate Member in the Register of Members.

“Annual General Meeting” means a meeting held once in every calendar year at such time and place as may be determined by the Board, for the purposes of carrying out the business of the Institute described in sub-Clause 4.2.2 or such of it as is thought necessary by the Board.

“Annual Session of National Council” means the National Council meetings or series of National Council meetings held in any Year.

“Auditor” may mean a reviewer, if permitted by the Corporations Act or ACNC Legislation.

“Board” means the Board of Directors for the time being of the Institute constituted in accordance with Clause 5.

“Chapter Council” means the advisory body constituted pursuant to Clause 10 in respect of a particular Chapter.

“Chapter Councillor” means a person appointed in accordance with Clause 10.2.

“Chapter President” means a National Councillor elected in accordance with Clause 10.4. A chairperson or equivalent of the “International Chapter” constituted in accordance with the Regulations is not a Chapter President.

“Chapter” means a body of Members residing in a particular State or Territory of the Commonwealth of Australia.

“charity at law” means charitable within the meaning of the *Charities Act 2013* (Cth) and **“charitable at law”** has the same meaning.

“Corporations Act” means the *Corporations Act 2001*.

“Directors” means the directors for the time being of the Institute and **“Director”** has a corresponding meaning.

“Disqualifying Event” means an individual:

- A resigns in writing from their respective office;
- B dies;

- C becomes subject to a Court order to receive treatment or have their finances managed by another person due to the individual being of unsound mind or having a mental illness;
- D is a Director of the Institute and:
 - (i) is removed by the Members under the Corporations Act; or
 - (ii) is absent without the consent of the directors from Board meetings for a continuous period of three months; or
- E becomes ineligible to be a Director (whether of the Institute or any other body) by operation of the Corporations Act or ACNC Legislation (to the extent that either applies).

“Division” means a subgroup of a Chapter formed in accordance with the Regulations by Members who have their place of work, or residence, in a particular area.

“Emerging Professional Representative Councillor” means a National Councillor appointed in accordance with Clause 8.5.

“Fellow” means a Member recorded as a Fellow in the Register of Members.

“Financial Year” means the financial year set out in Clause 11.3.

“Graduate Member” means a Member recorded as a Graduate Member in the Register of Members.

“Guaranteed Amount” means the amount set out in Clause 11.12.

“Honorary Fellow” means a Member recorded as an Honorary Fellow in the Register of Members.

“Honorary Member” means a Member recorded as an Honorary Member in the Register of Members.

“Immediate Past President” means the person (if any) who was the National President immediately before the current National President.

“Independent Director” means a Director appointed by the Board in accordance with Clause 5.2.

“Institute” means The Royal Australian Institute of Architects Limited.

“ITAA 97” means the *Income Tax Assessment Act 1997* (Cth).

“Member Level 2” means a Member recorded as a Member Level 2 in the Register of Members.

“Life Fellow” means a Member recorded as a Life Fellow in the Register of Members.

“Member” means a person whose name is entered in the Register as a member of the Institute in accordance with Clause 3.7 and **“Membership”** has the corresponding meaning.

“Membership class” means a class of Membership described in Schedule 2.

“Member Level 1” means a Member recorded as a Member Level 1 in the Register of Members.

“National Council” means the body constituted in accordance with Clause 8.

“National Councillor” means a member of the National Council.

“National President Elect” means the national president elect of the Institute elected under Clause 8.6.

“National President” means the president of the Institute who has assumed office under Clause 8.6.

“Nationally-Elected Councillor” means a National Councillor elected in accordance with Clause 8.3.

“Non-Voting Members” means Honorary Fellows, Honorary Members, Graduate Members, Student Members, Practice Members and Member Level 2 in any Membership class.

“Office” means the registered office for the time being of the Institute.

“Officer” has the meaning given under the Corporations Act.

“person” includes a natural person and a body corporate and a corporation within the meaning of s 57 of the Corporations Act.

“poll” means a method of voting where votes are cast in writing. It includes (but is not limited to) a vote conducted by secret ballot.

“Practice Member” means a Member recorded as a Practice Member in the Register of Members.

“Principal Purpose” means the purpose set out in Clause 2.1.

“Register” means the register of Members of the Institute under the Corporations Act.

“Regulations” means regulations made by the Board from time to time in accordance with Clause 6.2.

“Related Body Corporate” means a body corporate that is a subsidiary of the Institute.

“Representative” means a person appointed as representative by a Practice Member that is a body corporate in accordance with Clause 4.17.

“Secretary” means the secretary for the time being of the Institute and if there are joint secretaries, any one or more of such joint secretaries.

“Special Resolution” means a resolution passed at a general meeting:

- A of which notice has been given in accordance with sub-Clause 4.6.1D; and
- B that has been passed by at least 75% of the votes cast by Members present at the meeting and entitled to vote on the resolution.

“Student Member” means a member recorded as a Student Member in the Register of Members.

“Student Representative Chapter Councillor” means a Chapter Councillor appointed in accordance with Clause 10.5.

“Student Representative Councillor” means a National Councillor appointed in accordance with Clause 8.4.

“Territory” means any State or Territory of the Commonwealth of Australia or any other area constituted a Territory by resolution of the Board from time to time.

“Voting Members” means Member Level 1, Affiliates, Fellows and Life Fellows, but excludes Member Level 2 in any Membership class.

“Year” means calendar year.

12.3 Interpretation

In this Constitution:

- 12.3.1 If an expression in the Constitution has a meaning in the Corporations Act, the meaning from the Corporations Act will apply to the expression – except where a contrary intention appears in this Constitution.
- 12.3.2 Words importing any one gender are deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.
- 12.3.3 A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.

13. TRANSITIONAL PROVISIONS

The clauses in this Part apply notwithstanding anything to the Contrary in this Constitution.

13.1 Members

The first Members are those named as Members in the application for the Institute's registration under the Corporations Act.

13.2 Directors

The first Directors will be those named as Directors in the application for the Institute's registration under the Corporations Act.

SCHEDULE 1 APPOINTMENT OF PROXY

SECTION A

I _____ (full name)

of _____ (business address)

being a financial Voting Member of The Royal Australian Institute of Architects (ACN 000 023 012), with the Institute membership number _____ appoint:

_____ (full name)

of _____ (address)

or, failing that person, the chairperson of the Meeting to act as my proxy at the General Meeting of the Institute to be held at {time and date} **[Note: this proxy must be received by the Institute no later than {24 hours prior}]** and at any adjournment of that meeting.

Signature of Member _____

Date: _____ 20__

SECTION B

I direct my proxy to vote as follows (*if applicable*):

Resolution No.	Particulars	For	Against	Abstain
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*You may direct your proxy on how to vote by putting an "X" in the appropriate box.

SCHEDULE 2: DETAILS OF MEMBERSHIP CLASSES

Type of Member	Suffix Letters (Post Nominals)	Eligibility	Voting rights	May Attend AGM	Receives Annual Report
Member Level 1	RAIA	Person who, in the opinion of the National Council, holds a prescribed architectural qualification and who has gained prescribed experience.	✓	✓	✓
Life Fellow	LFRAIA	Fellow who, in the opinion of the National Council, has made notable contribution to the advancement of the profession in design, construction, literature, education, public service or in any other way deemed worthy of the honour of life fellowship.	✓	✓	✓
Fellow	FRAIA	Member Level 1 who has gained substantial experience in architecture and made a significant contribution to the profession.	✓	✓	✓
Graduate Member	RAIA Grad.	Person who, in the opinion of the National Council, holds a prescribed qualification.	✗	✓	✓
Student Member	[no suffix]	Person who, in the opinion of the National Council, is enrolled in a course of study at a tertiary education institution in Australia or overseas in a discipline related to the built environment, and who has not attained the academic qualifications required for the Member Level 1 level.	✗	✓	✓
Affiliate (Level 1)	Affiliate RAIA	Person who, in the opinion of the National Council, holds a prescribed qualification and has also gained approved experience. The National Council	✓	✓	✓

Practice Member	[no suffix]	Corporation or partnership which, in the opinion of the National Council, supplies architectural services, is under the control of a corporation or partnership of a Voting Member, and meets all other prescribed requirements.	✗	✓	✗
Honorary Member	Hon. RAIA	Person who, in the opinion of the National Council, has made a significant and long term contribution to the Institute, or office bearers of international bodies or of overseas architects' associations having a strong affiliation with the Institute.	✗	✓	✓
Honorary Fellow	Hon. FRAIA	Person who, in the opinion of the National Council, is distinguished by scientific, artistic, literary or other eminent attainments in relation to architecture and who does not practice as an architect in Australia.	✗	✓	✓
Member Level 2	[no suffix]	A Level 2 Membership Class may be established by the Board for any of the above Membership Classes. A Member Level 2 does not have the right to attend any general meeting of the Institute.	✗	✗	✗

SCHEDULE 3: DISCIPLINARY PROCEEDINGS

1. DISCIPLINARY ACTION – DEFINITIONS, LIABILITY UNDER THE CODE AND SUMMARY EXPULSION

1.1 Definitions

In this Schedule:-

“Allegation” means a report asserting Misconduct by a Relevant Member, which:

- A is in writing, signed by the person or persons making an allegation of Misconduct;
- B specifies the place or places where the alleged Misconduct occurred;
- C specifies the time or times when the Misconduct was asserted to have occurred;
- D specifies the type of Misconduct asserted (preferably by reference to the particular relevant principles of the Code), and contains a supporting submission of relevant facts and circumstances; and
- E is delivered to the National Office or to any Chapter office of the Institute.

“Assessor” means the Fellows appointed in accordance with clause 6.2, collectively, the **“Panel of Assessors”**.

“Code” means the Institute Code of Professional Conduct as approved and published by the National Council from time to time.

“Complainant” means the person or persons making an Allegation.

“Conciliation” means conciliation where the neutral third party conciliator is entitled to offer opinion and advise the parties about the interpretation of the facts put forward in the dispute, the merits of the positions of the parties and the terms of settlement, but has no determinative role in resolving the dispute.

“Convenor” means the Tribunal member appointed to the role in accordance with clause 6.3.1.

“Determination” means a finding or order of the Tribunal.

“Fellow” means a class of Membership set out in Schedule 1.

“Misconduct” means conduct contrary to the Code.

“person” means a natural person (an individual).

“Institute Conciliation” means Conciliation in accordance with clause 3.4.

“Relevant Member” means a person, asserted in the relevant Allegation to be guilty of Misconduct, who was a Member at the time that the asserted Misconduct or relevant event occurred, but in the circumstances of the asserted Misconduct, was not a Representative.

“Representative” means a Member who is a National Councillor; Chapter Councillor; Institute National Committee member; Chapter Committee member; Senior Counsellor; Assessor; Tribunal Member; Competition Advisor; National Awards Director; Awards Jury member, or Institute or related body corporate staff member, while fulfilling the functions of that office or position, or any Member not falling into those categories who, in the opinion of the majority of the CEO of the Institute, National President and Secretary was acting for and on behalf of the Institute, in the circumstances and at the time of the alleged Misconduct.

“Senior Counsellor” means a person appointed in accordance with clause 6.1.

“Tribunal” means the tribunal established in accordance with clause 6.3, made up of Tribunal members.

1.2 Liability under the Code

- 1.2.1 Any Relevant Member whose conduct is found by the Tribunal to be contrary to the Code is liable to the sanctions listed in clause 4.8.
- 1.2.2 Where a Relevant Member is also a director of a company, or a partner of a partnership engaging in the practice of architecture, that Relevant Member is liable for any Misconduct by the company or partnership which, if it had been undertaken by the Relevant Member, would amount to Misconduct.

1.3 Summary expulsion

Any Member convicted of any indictable offence or serious indictable offence (or equivalent) or any offence which, if committed within the State or Territory in which he or she resides, would be an indictable offence or serious indictable offence (or equivalent) will, at the discretion of the National Council, be expelled from membership of the Institute effective upon service of a notice under the hand of the National President or the Secretary notifying the Member of the decision of the National Council.

2. ALTERNATIVE DISPUTE RESOLUTION OPTIONS

- 2.1.1 Any Member or member of the public with a dispute or grievance relating to a Relevant Member may pursue the matter outside the Institute’s procedures, through other dispute resolution processes not limited to:

- A mediation,
- B conciliation, or
- C litigation,

and if he or she does so, and the process outside the Institute involves any of the same facts and circumstances as the enquiry to the Institute, all Institute procedures will cease. In that case, the Institute’s informal procedures will not recommence. Institute’s formal procedures may recommence, or begin, once all outside procedures are completed, including any appeal periods, but only on written application by the Complainant, and at the Institute’s discretion.

- 2.1.2 In any disciplinary proceeding (including both informal and formal), no costs of these disciplinary procedures to any person may be recovered from the Institute, nor may the Institute order any person to pay any part of another person’s costs, except that in accordance with clause 4.9, the Institute may recover its own costs from a Relevant Member found guilty of Misconduct.

3. INFORMAL COMPLAINT PROCEDURE

3.1 Receipt of a query

- 3.1.1 Upon receipt by the Institute of:

- A a query from a Member or a member of the public regarding the service provided by a person acting as an architect, or
 - B a grievance regarding the service provided by a person acting as an architect,
- the Institute must first establish whether or not the person is a Member.

- 3.1.2 If the person is not a Member, the enquirer must be advised by the Institute of this fact and informed that the Institute cannot assist for this reason. If the person is a Member, the enquirer will be offered free of charge assistance by a Senior Counsellor, and advised that

if the enquirer and the Member agree, the query or grievance may be referred immediately to Institute Conciliation. If the enquirer does not wish to use the informal procedures, or the query or grievance relates to the conduct of a Member and not to the services provided by the Member as an architect, the enquirer will be advised that the only other Institute procedure available is to lodge a formal Allegation.

3.2 Senior Counsellor

- 3.2.1 The enquirer will be advised that the Senior Counsellor's services are free of charge and are offered on a voluntary basis to the Institute's Members and members of the public to assist in the resolution of disputes. The Institute will provide the enquirer with contact details and it is the responsibility of the enquirer to make the initial contact with the Senior Counsellor.
- 3.2.2 Upon initial contact by the enquirer, it is the duty of the Senior Counsellor to explain that:
- A the role of the Senior Counsellor is to assist the parties to resolve a dispute;
 - B the Senior Counsellor will neither impose a solution nor apportion blame;
 - C if the Senior Counsellor is not able to satisfy the enquirer's query or grievance, the Senior Counsellor may seek permission from the enquirer to discuss the matter with the Relevant Member; and
 - D if the query or grievance is referred to Institute Conciliation, or a formal Allegation is lodged, the Senior Counsellor's complimentary services will cease.

3.3 Private negotiations

- 3.3.1 Following any discussions with the Member, the Senior Counsellor will encourage the parties to resolve the query or grievance privately.
- 3.3.2 The Senior Counsellor may provide advice to one or more parties during this process but will not participate directly in the negotiations. If the parties are able to resolve the query or grievance, the matter is concluded for the purposes of this Schedule.

3.4 Institute Conciliation

- 3.4.1 Where the query or grievance was not able to be resolved by the parties with the assistance of a Senior Counsellor, and where the enquirer and the Member (or Relevant Member) have agreed to have the matter conciliated under Institute Conciliation, whether or not a formal Allegation in relation to any of the same facts and circumstances has been received, a Senior Counsellor may be engaged by the enquirer and the Member (or Relevant Member) to act as a conciliator.
- 3.4.2 In such cases the relevant Chapter will provide the names of up to three Senior Counsellors, but not necessarily located in the Territory of the Chapter, who are able and willing to act as conciliators, one of whom may be the original Senior Counsellor.
- 3.4.3 The conciliator must establish a formal agreement between the parties to the query or grievance, regarding:
- A the conduct of the Institute Conciliation (including the extent of the application of the rules of natural justice);
 - B the degree to which any resolution the parties reach will be binding on the parties;
 - C the rights of the parties to have third party representation;
 - D the terms for payment of the conciliator; and
 - E any other matters the parties and the conciliator see fit.
- 3.4.4 If, with the assistance of the conciliator, the parties are able to resolve the query or grievance, the matter is concluded for the purpose of this Schedule, whether or not there

is any subsequent breach of the terms of the resolution, or any formal Allegation in relation to the any of the same facts and circumstances has been received.

3.5 Failure in Institute Conciliation

If the parties are unable to resolve the query or grievance through Institute Conciliation, the conciliator must explain that the only remaining procedure within the Institute's disciplinary proceedings in this Schedule, is for a formal Allegation to be lodged by the enquirer.

3.6 Report from the Senior Counsellor

When a matter is finalised by a Senior Counsellor, the Senior Counsellor must prepare a report, preserving the anonymity of the parties, setting out the issues and the outcome, for consideration by the National Practice Committee (or other committee as determined by Council) for research purposes and/or professional development planning.

4. FORMAL COMPLAINT PROCEDURE

4.1 Allegations against Relevant Members and companies or partnerships in which Member are directors or partners.

A formal allegation may be made against a Relevant Member or against a company or partnership of which one or more Members is a director or a partner, as the case may be. If the formal allegation is made against a company or a partnership, or a Relevant Member who is a director or partner, the formal allegation will be treated as if it was made against all directors or partners responsible for, or involved in, the alleged Misconduct.

4.2 Referral to the Assessor

4.2.1 Upon receipt by the Institute of an allegation against a Relevant Member, it will be referred to and considered by an Assessor appointed in accordance with clause 6.2, who is at arms length from the Complainant and the Relevant Member and the facts and circumstances of the formal allegation.

4.2.2 The Assessor will first consider whether the formal allegation meets criteria of an Allegation. If the Assessor decides that further facts or information are required in relation to the matters set out in the formal allegation before reaching any conclusion, the Assessor may send a written request to the Complainant to provide further specified written material. If the Complainant does so, that material becomes part of the formal allegation. The Assessor may provide a copy of the Code to the Complainant, requesting the Complainant to identify the rules allegedly breached.

4.2.3 The Assessor will then decide whether he or she is satisfied that the facts and circumstances referred to in the formal allegation would, if proven on the balance of probabilities, amount to Misconduct by the Relevant Member. If the Assessor's decision is that there is no prima facie case of Misconduct, the investigation is concluded for the purpose of this Schedule, and the formal allegation is returned to the Complainant.

4.3 Contact with the Relevant Member

4.3.1 If the Assessor is satisfied that the facts and circumstances referred to in the formal allegation would, if proven on the balance of probabilities, amount to Misconduct by the Relevant Member, the Assessor must forward a copy of the Allegation, including any supporting material provided by any Senior Counsellor (all of which must be signed by the Complainant to signify that it is part of the Allegation) to the Relevant Member, requesting a written reply within the reasonable time fixed by the Assessor. This time may be extended by the Assessor at any time in writing.

4.3.2 The Allegation, including any supporting material, will be sent by registered post, electronic mail, or such other means as may be generally accepted in business from time to time, to the Relevant Member's contact address as recorded in the Institute's membership records.

- 4.3.3 The Assessor is not required or permitted to contact the Relevant Member except to forward a copy of the Allegation and material and to request a reply. The Assessor is not required to forward a copy of the Relevant Member's reply to the Complainant.

4.4 Consideration by the Assessor

The Assessor must reconsider the Allegation, the written reply (if any) and all of the relevant surrounding circumstances and decide again whether there is a prima facie case of Misconduct, and if so, whether the Allegation is nevertheless paltry, trivial or vexatious. In considering the Allegation and the reply, (if any), the Assessor may also obtain information or assistance, as appropriate, from colleagues, accountants or lawyers or others, provided that the Assessor is first satisfied they are at arms length from the parties and the circumstances. The Assessor must advise the Institute in writing of his or her conclusion. If the Assessor's conclusion is that there is no prima facie case of Misconduct, or that if so, the Allegation is nevertheless, paltry, trivial or vexatious, the investigation is concluded for the purpose of this Schedule, and the Allegation is returned to the Complainant.

4.5 Referral to the Tribunal

- 4.5.1 If the Assessor's conclusion is that there is a prima facie case of Misconduct and that the Allegation is not paltry, frivolous or vexatious, the Institute must forward the Allegation and the reply (if any) to the Tribunal for consideration.
- 4.5.2 If the Allegation is sent to the Tribunal, the Convenor must form a Tribunal, whose members are at arms length, to determine whether or not the Relevant Member has, on the balance of probabilities, engaged in Misconduct. The Convenor must notify the Complainant and the Relevant Member of:
- A the persons forming the Tribunal, and
 - B the date, time and place of a hearing.
- 4.5.3 The Convenor must remove from the Tribunal any Member the Complainant or the Relevant Member objects to on reasonable grounds and may substitute another Tribunal member.
- 4.5.4 The Institute must forward a copy of the reply (if any) to the Complainant.

4.6 The hearing

- 4.6.1 The Tribunal will hear persons, receive documents, ask questions and pursue such lines of enquiry as it sees fit, but only insofar as they are relevant to the subject matter of the Allegation before it. In addition, the Tribunal may obtain assistance or information from any employee of the Institute, any Member, any accountant, solicitor, other legal counsel or other agent or person.
- 4.6.2 The Complainant and the Relevant Member are entitled to appear before the Tribunal at the hearing in person. They are entitled to have such advisers (including legal) as they decide present at the hearing to advise them, but they are not entitled to be represented by a solicitor or legal counsel and except in extraordinary circumstances and at the discretion of the Tribunal, by any other person.
- 4.6.3 The Complainant or the Relevant Member cannot be compelled to attend the hearing. Where a party does not attend, the hearing will proceed at a subsequent session, however the Tribunal will first give reasonable notice in writing to the Relevant Member or the Complainant to re-attend and state that the Tribunal intends to proceed with the hearing, whether or not the Relevant Member or the Complainant attends.

4.7 Recordings

- 4.7.1 All the documents submitted to or considered by the Tribunal will be retained and a sound recording of the hearing will be made. All such documents as well as the sound recording will be forwarded to the Secretary for safekeeping and will be retained for at least 7 years.
- 4.7.2 The Secretary will, on request of, but at the expense of either the Complainant or the Relevant Member making the request, arrange for a transcript of the sound recording of the hearing to be made, if the request is made in writing and received within 30 days after the party has received the written Determination of the Tribunal. Copies of the transcript will be made available to the other party, also at the expense of the requesting party.

4.8 Determination

After the hearing, the Tribunal will consider whether or not it finds, on the balance of probabilities, that Misconduct has been proved against the Relevant Member. If it finds Misconduct proven, the Tribunal will consider submissions in mitigation by the Relevant Member and make a Determination stating the Misconduct that it has found proven, as well as its orders that any one, or more, of the following sanctions be levied against any Relevant Member found guilty of Misconduct:

- A no sanction be incurred by the Relevant Member;
- B that the Relevant Member be reprimanded;
- C that the Relevant Member undertake specified professional training in the form determined by Council from time to time, (and the order may include a time in which it is to be completed);
- D suspension of membership of the Institute for a stated period not exceeding 2 years; and
- E expulsion of membership of the Institute.

4.9 Costs

If the Relevant Member is found guilty of Misconduct the Tribunal may include in its Determination an order that the costs or any part of the costs of the Institute in respect of any aspect of the disciplinary proceedings be paid by the Relevant Member, but may not make any Determination that one party pay any of another party's costs.

4.10 Further Tribunal Determinations

If the Relevant Member does not comply with orders imposed by the Tribunal under clauses 4.8 or 4.9 above by the time stated in the orders, or if not stated, within a reasonable time, the Tribunal, (whether constituted by the same Tribunal members or not), may request the Relevant Member to appear before it, and whether or not the Relevant Member attends as requested, consider and make a further Determination in terms of clauses 4.8 or 4.9.

4.11 Reporting

The Tribunal will inform the Relevant Member and the Complainant of its Determination and report to the Secretary and the National President. The facts of any Determination and such other information as the National President decides will be recorded in any publication that the National President directs. The Relevant Member is deemed to have consented to that record and publication. If the Tribunal makes any Determination against the National President or a Relevant Member who is a director of a company or partnership of which the National President is a director or a shareholder or a partner, then the report of the Tribunal will be referred to the National Council which will act as if it were the National President for the purposes of this Schedule.

4.12 Effect of suspension or expulsion

During a period of suspension, or after expulsion, the Relevant Member or former Relevant Member will not be entitled to:

- A use any words, letters, logo or other indication of membership of the Institute;
- B attend meetings of the Institute;
- C exercise a right to vote at meetings or elections of the Institute; and
- D will return any certificate of Membership to the Secretary.

4.13 Reinstatement

A Relevant Member that is found guilty of Misconduct and has resigned after the Institute received an Allegation, or a suspended Relevant Member, may apply to be and will be reinstated as a Member at the expiration of any period of suspension, provided that:

- A no further Allegations have been received in that time, and
- B if any obligations imposed by sanctions applied to the Relevant Member by the Tribunal remain, clause 4.10 above applies.
- C An expelled Relevant Member may apply to the Board for reinstatement, addressed to the Secretary, not less than 3 years after expulsion. The Board may require the expelled Relevant Member to state his or her case for reinstatement in person and answer any questions, before it, or before a tribunal specially constituted to advise the Board. If the Board declines reinstatement, the expelled Relevant Member may not reapply for a further 3 years after the date of the Board's decision.

5. ARBITRATION

- 5.1.1 A Relevant Member or Complainant may only dispute any findings or orders of the Tribunal contained in the written Determination, by giving the Secretary written notice of a dispute in respect of the Determination within 30 days of the date of receiving the written Determination ("**the notice of dispute period**"). If the disputing Relevant Member or Complainant delivers to the Secretary within a further 30 days, ("**the arbitration notice period**"), a written notice stating that the dispute is to be submitted to arbitration in accordance with this clause, the dispute must proceed to arbitration and the Secretary must acknowledge receipt of the notice and request the nomination of an arbitrator by the Chairperson of the Chapter of the Institute of Arbitrators & Mediators in the Chapter in which the Tribunal hearing was held, at the equal expense of the parties.
- 5.1.2 If the disputing Relevant Member or Complainant has delivered a written request for a transcript of the record of the hearing within 30 days of receiving the Determination, the notice of dispute period or the arbitration notice period, as the case may be, will not commence until the transcript is delivered to the party requesting it.
- 5.1.3 If the disputing Relevant Member or Complainant fails to deliver the notice within the arbitration notice period stating that the dispute is to be submitted to arbitration, the disputing party may only take legal proceedings available to it.
- 5.1.4 Any arbitration under this Schedule will be conducted in accordance with the Institute of Arbitrators and Mediators Australia Rules for the Conduct of Commercial Arbitrations (except that the arbitration will proceed by way of appeal only from the record of the proceedings of the Tribunal).
- 5.1.5 No arbitration will commence while any litigation concerning the Determination of the Tribunal is on foot.

6. SENIOR COUNSELLOR, COMMITTEE, ASSESSOR, AND TRIBUNAL & ADMINISTRATION

6.1 Senior Counsellor

- 6.1.1 Senior Counsellors for the purpose of this Schedule are senior Members selected and appointed by the National Council to provide advice to members of the public regarding the practice of architecture, and who have agreed to participate for the purpose set out in clauses 3 and 4.
- 6.1.2 Senior Counsellors are appointed on the basis of clear evidence of extensive professional experience, the broad respect of their peers and the profession and possession of a genuine commitment to the highest ethical standards.

6.2 Assessor

There will be a Panel of Assessors for the purposes of clause 4, consisting of Fellows of the Institute of at least 7 years standing appointed in accordance with clause 6.4. An Assessor from the same Chapter as the Complainant will usually be appointed to consider an Allegation.

6.3 Tribunal

- 6.3.1 There will be a Tribunal for each Chapter of the Institute for the purposes set out in clause 4. A Tribunal will be comprised of Fellows of the Institute of at least 10 years standing (but may also include a lawyer who is not a Member). A Tribunal will appoint one of the Tribunal members as the Convenor. The Convenor for the Chapter in which the Complainant resides is usually responsible for constituting a Tribunal for a particular Allegation and for communicating with the parties. Tribunal members hearing an Allegation must be at arms-length from the parties to, and to the circumstances of, the Allegation. To achieve this, the Tribunal may include, or consist of, Tribunal members from another Chapter.
- 6.3.2 The Tribunal constituted must elect a chairperson who is responsible for ensuring prompt and proper performance of the Tribunal's functions, but otherwise has no special status or authority as chairperson, nor any casting vote. A quorum of the Tribunal for the exercise of its powers and functions consists of not less than three and not more than seven Tribunal members, plus any lawyer Tribunal member. A decision of a Tribunal is that of a majority of Tribunal members considering any question.

6.4 Appointment of Tribunal Members and the Panel of Assessors

- 6.4.1 The members of the Tribunal, and the Panel of Assessors, will be appointed by the National President for terms of approximately three years, from a list of names, nominated by the President of each Chapter. Tribunal members and Assessors are entitled to reappointment and no decision of, or act done by, or by the authority of, an Assessor or Tribunal will be invalid if the Assessor or any member of that Tribunal is not reappointed, or because of any defect that is afterwards discovered in the appointment or qualifications of any of them.
- 6.4.2 A member of a Tribunal or the Panel of Assessors will automatically vacate that office if the member:
- A dies; or
 - B resigns; or
 - C is involuntarily institutionalised, or whose property is liable to be dealt with pursuant to a law about mental health; or
 - D (other than a lawyer member of the Tribunal), ceases to be a Member; or
 - E becomes bankrupt; or
 - F is the subject of a Determination of having committed an act of Misconduct; or

G is removed from office by the National President

- 6.4.3 In the event of a casual vacancy in the Tribunal or the Panel of Assessors, the National President may appoint a Member of the relevant Chapter to fill the vacancy and the Member appointed will hold office for the remainder of the term of the Member who has vacated his or her office.

6.5 Person responsible for administration of Disciplinary Proceedings

The Board may appoint or delegate the appointment of an officer responsible for administering the conduct of disciplinary proceedings described in this Schedule who may or may not be a Member, and who may delegate responsibilities to his or her nominees, but if no appointment or delegation is made the Secretary is the responsible officer.

PROPOSED FOR AGM

Attachment B. draft 'Revised' Constitution

[*Revised*] Constitution

THE ROYAL AUSTRALIAN INSTITUTE OF
ARCHITECTS LIMITED
ACN 000 023 012

PROPOSED FOR AGM

TABLE OF CONTENTS

1.	NAME	1
2.	PURPOSE	1
2.1	Principal Purpose and powers	1
2.2	Application of income and property	1
2.3	Distribution of assets on revocation of endorsement or winding up	2
3.	MEMBERSHIP	2
3.1	Classes of Members	2
3.2	Eligibility	2
3.3	Rights of Members	2
3.4	Diplomas and Certificates	3
3.5	Application	3
3.6	Admission	3
3.7	Register of Members	3
3.8	Discipline of Members	4
3.9	Cessation of Membership	4
4.	MEETINGS AND RESOLUTIONS OF MEMBERS	4
4.1	Proceedings of Members	4
4.2	Annual General Meeting	5
4.3	Convening general meetings.....	5
4.4	Changes to general meeting arrangements	5
4.5	Entitlement to receive notice.....	6
4.6	Notice of general meetings.....	6
4.7	Timing of notice.....	6
4.8	Chairperson of general meetings.....	7
4.9	Role of chairperson of general meeting	7
4.10	Quorum for general meetings	7
4.11	Adjournment of general meetings	8
4.12	Method of Voting	8
4.13	Voting rights	8
4.14	Decisions of the Members	8
4.15	Seconding	9
4.16	Proxies	9
4.17	Practice Members.....	9
4.18	Use of technology in meetings.....	10
4.19	Resolutions without meetings.....	10
5.	DIRECTORS	10

5.1	Number of Directors	10
5.2	Composition of the Board	10
5.3	Eligibility	11
5.4	Appointment of Directors	11
5.5	Term of office.....	11
5.6	Casual vacancy on the Board.....	11
5.7	Effect of casual vacancy	11
5.8	Defects in appointment of Directors	12
5.9	Secretary	12
6.	PROCEEDINGS OF DIRECTORS	12
6.1	Powers of Directors.....	12
6.2	By-laws.....	13
6.3	Appointment of attorney	13
6.4	Meetings of Directors.....	13
6.5	Convening Board meetings	13
6.6	Entitlement to receive notice of Board meetings.....	13
6.7	Content of notice of Board meetings.....	13
6.8	Timing of notice of Board meetings.....	13
6.9	Chairperson of Board meetings	13
6.10	Quorum for Board meetings.....	14
6.11	Voting at Board meetings	14
6.12	Establishment of committees	14
6.13	Delegation of powers	14
6.14	Use of technology in Board meetings	14
6.15	Resolutions without meetings.....	14
7.	DIRECTORS' DUTIES AND INTERESTS.....	15
7.1	Duties of Directors	15
7.2	Disclosure of interests	15
7.3	Participation in decisions	15
7.4	Directors' interests.....	16
7.5	Remuneration and benefits of Directors	16
8.	NATIONAL COUNCIL.....	17
8.1	Powers of the Council.....	17
8.2	Composition of the National Council.....	17
8.3	Appointment of Nationally-Elected Councillors.....	17
8.4	Appointment of Student Representative Councillors.....	17
8.5	Appointment of Emerging Professional Representative Councillor.....	18
8.6	Election of National President Elect	18

8.7	Term of office of National Councillors	18
8.8	Casual vacancy on National Council	19
8.9	Effect of casual vacancy	19
8.10	Defects in appointment of National Councillors	19
8.11	National President unable to act	20
8.12	Disqualification prior to taking office	20
8.13	Members may remove National Councillor	20
9.	PROCEEDINGS OF NATIONAL COUNCILLORS	20
9.1	Meetings of National Council	20
9.2	Convening National Council meetings	20
9.3	Entitlement to receive notice of National Council meetings	20
9.4	Content of notice of National Council meetings	20
9.5	Timing of notice of National Council meetings	21
9.6	Chairperson of National Council meetings	21
9.7	Quorum for National Council meetings	21
9.8	Voting at National Council meetings	21
9.9	Delegation of powers	21
9.10	Use of technology in National Council meetings	21
9.11	Resolutions without meetings	22
9.12	Alternate National Councillors	22
10.	CHAPTER COUNCILS	23
10.1	Composition of Chapter Councils	23
10.2	Appointment of Chapter Councillors by election process	23
10.3	Appointment of further Chapter Councillors	23
10.4	Appointment of Chapter Presidents	23
10.5	Appointment of Student Representative Chapter Councillor	24
10.6	Appointment of Emerging Professional Representative Chapter Councillor	24
10.7	Nationally-Elected Councillors may observe	24
10.8	Persons not eligible to be Chapter Councillors	24
10.9	Term of office of Chapter Councillors	25
10.10	Casual vacancies in Chapter Councils	25
10.11	Effect of casual vacancy	25
10.12	Creation of new Chapters	25
11.	ADMINISTRATION	26
11.1	Minutes	26
11.2	Accounts and other records of the Institute	27
11.3	Members' access of Institute records	27
11.4	Financial year	27

11.5	Audit	27
11.6	Common seal	27
11.7	Execution of documents	27
11.8	Alteration of Constitution	28
11.9	Notices	28
11.10	Officers: indemnities and insurance	28
11.11	Winding up	28
11.12	Liability of Members	28
11.13	Contribution of Members on winding up	28
12.	INTERPRETATION	28
12.1	Exclusion of replaceable rules	28
12.2	Definitions	29
12.3	Interpretation	31
13.	TRANSITIONAL PROVISIONS	32
13.1	Members	32
13.2	Directors	32
	SCHEDULE 1 APPOINTMENT OF PROXY	33
	SCHEDULE 2: DETAILS OF MEMBERSHIP CLASSES	34
	SCHEDULE 3: DISCIPLINARY PROCEEDINGS	1

1. NAME

The name of the Institute is The Royal Australian Institute of Architects Limited.

2. PURPOSE

2.1 Principal Purpose and powers

2.1.1 The Institute is a not-for-profit public company limited by guarantee.

2.1.2 The Principal Purpose for which the Institute is established is:

- A examining of applicants for membership;
- B representing generally the views of the profession, to preserve and maintain its integrity and status, and to suppress dishonourable and unprofessional conduct, or practices;
- C providing a means of adjusting professional differences and to decide all questions of usage or courtesy in connection with the profession;
- D promoting good feeling and friendly intercourse amongst the Members;
- E watching over, protecting, and promoting the interests of the profession generally;
- F increasing the confidence of the public in the profession;
- G acquiring, forming, and maintaining Art and Scientific Libraries and Museums; and
- H encouraging and rewarding the study of Architecture.

2.1.3 Solely for the purpose of furthering the Principal Purpose, the Institute:

- A may do all things incidental or conducive to furthering the Principal Purpose; and
- B has the capacity and powers of a company under the Corporations Act subject to the provisions of this Constitution.

2.2 Application of income and property

2.2.1 The income and property of the Institute must be applied solely towards the Principal Purpose.

2.2.2 No portion of the profits, income or property of the Institute may be paid or transferred directly or indirectly to Members or Directors by way of dividend, bonus or otherwise in their capacity as Members or Directors.

2.2.3 No Director or member of the National Council, Chapter Council or any other governing body of the Institute may be appointed to any salaried office as an employee of the Institute.

2.2.4 Sub-clauses 2.2.2 and 2.2.3 do not prevent the Institute from doing the following things, provided they are done in good faith:

- A paying a Member or Director for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Institute;
- B paying Directors' remuneration and benefits in accordance with clause 7.5.

2.2.5 Any payment made under sub-clause 2.2.4 must be approved by the Directors.

- 2.2.6 The Institute may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.
- 2.2.7 Members and Directors must repay on demand any dividend, bonus, profit or other benefit received from the Institute in breach of this clause 2.2.

2.3 Distribution of assets on revocation of endorsement or winding up

- 2.3.1 Where on the winding up of the Institute or dissolution of the Institute, there is a surplus of assets after satisfying all the Institute's liabilities and expenses, the surplus:
- A must not be paid or distributed to the Members in their capacity as Members; and
 - B will be given or transferred to such other fund, authority, institution or company which:
 - (i) has similar objects to those of the Institute as described in this Institute; and
 - (ii) prohibits the distribution of profit or gain to its Members in their capacity as Members.
- 2.3.2 The identity of the fund, authority, institution or company will be decided by the Members by ordinary resolution on or before the time of such winding up or dissolution. If the Members fail to decide, the fund, authority, institution or company will be determined by application to the Supreme Court in the State of incorporation.

3. MEMBERSHIP

3.1 Classes of Members

- 3.1.1 The Institute has the Membership Classes described in Schedule 2;
- 3.1.2 The suffix letters, eligibility criteria and voting rights for each Membership Class are as set out in Schedule 2;
- 3.1.3 The Board may establish a Level 2 Membership Class for any of the classes listed in Schedule 2. Members of the Level 2 Membership Class do not have the right to attend any general meeting or the right to vote.

3.2 Eligibility

- 3.2.1 Any person committed to the Principal Purpose of the Institute may apply to be a Member provided they meet the relevant eligibility requirements for the Membership Class they are applying to join as set out in Schedule 2.
- 3.2.2 The minimum number of Members is one.

3.3 Rights of Members

- 3.3.1 The rights of any Member are not transferable.
- 3.3.2 Members may use only the suffix letters (post-nominals) applicable to their Membership Class as set out in Schedule 2.
- 3.3.3 Members have the voting rights applicable to their Membership Class as set out in Schedule 2.
- 3.3.4 Members are entitled to receive certificates of membership (subject to any conditions prescribed by the National Council).

3.4 Diplomas and Certificates

- 3.4.1 Subject to sub-clause 3.4(b), the Institute has power to grant diplomas or certificates in connection with examinations or otherwise in such manner as the National Council may from time to time prescribe.
- 3.4.2 Any diploma or certificate granted must include a notation confirming that it is merely a certificate granted on an examination by the Institute or upon other qualifications prescribed by this Constitution and that it is not issued pursuant to any statutory or public power.

3.5 Application

- 3.5.1 An application for Membership must be made in a form and manner directed by, or acceptable to, the National Council for the purpose.
- 3.5.2 An application for Membership must identify the Membership Class that the applicant is applying to join.
- 3.5.3 An applicant must pay the Membership fee determined by the National Council (if any) for the Membership Class they are applying for.
- 3.5.4 By applying for Membership, an applicant agrees to give a guarantee of not less than the Guaranteed Amount to be applied to the liabilities and expenses of the Institute in the event of winding up or dissolution.

3.6 Admission

- 3.6.1 The National Council must consider and resolve whether to accept or reject each application for Membership within a reasonable time.
- 3.6.2 The National Council may accept or reject any application for Membership in its discretion, using such criteria as the National Council alone may determine. The National Council is not bound to give reasons for accepting or rejecting any application.
- 3.6.3 Notwithstanding the applicant's nominated Membership Class, the National Council has the discretion to assign the applicant to a different Membership Class.
- 3.6.4 If the National Council accepts an application, the Secretary must:
 - A enter the applicant's details into the Register as soon as practicable, subject to the payment of the Membership fee (if any); and
 - B send to the Member written notice of the acceptance, including details the Membership Class assigned to the Member.
- 3.6.5 A person is admitted as a Member of the Institute when the person's application has been accepted by the National Council and the person's name is entered into the Register.
- 3.6.6 If the National Council rejects an application, the Secretary must send to the applicant written notice of the rejection as soon as practicable.

3.7 Register of Members

- 3.7.1 The Secretary must maintain the Register.
- 3.7.2 The Register must contain:
 - A the name, address, date of entry and assigned Membership Class – for each Member and former Member; and
 - B the date on which a person ceased to be a Member – for each former Member.

- 3.7.3 The Secretary may keep the entries regarding former Members separately from the rest of the Register.
- 3.7.4 The address of a Member in the Register may serve as the address of the Member for the purpose of service of any notices to the Member.
- 3.7.5 The Institute must give current Members access to the Register.
- 3.7.6 Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Members.

3.8 Discipline of Members

- 3.8.1 The Institute may only discipline a Member (including suspension or expulsion) in accordance with the process set out in Schedule 3.
- 3.8.2 Any Member expelled from the Institute may at any time apply to the National Council to be readmitted as a Member.
- 3.8.3 No person may be a Director following expulsion or during suspension as a Member unless such a person is subsequently readmitted as a Member.

3.9 Cessation of Membership

- 3.9.1 A person ceases to be a Member on:
 - A resignation; or
 - B termination of the person's Membership in accordance with this Constitution; or
 - C the Directors deeming, in their sole discretion, the Member to be an untraceable Member because the person has not responded to correspondence sent to the contact details entered in the Register for that Member; or
 - D in the case of a natural person:
 - (i) death;
 - (ii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - E in the case of a Practice Member:
 - (i) being dissolved or otherwise ceasing to exist;
 - (ii) having a liquidator or provisional liquidator appointed to it; or
 - (iii) being insolvent.
- 3.9.2 A Member whose Membership is terminated will be liable for all moneys due by that Member to the Institute in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under this Constitution.
- 3.9.3 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.
- 3.9.4 Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

4. MEETINGS AND RESOLUTIONS OF MEMBERS

4.1 Proceedings of Members

- 4.1.1 A meeting of the Members is a general meeting.

- 4.1.2 Members may introduce visitors to be present while the public business of the Institute is being transacted. Visitors may not address the meeting unless they are invited to do so by the chairperson.

4.2 Annual General Meeting

- 4.2.1 The Board may call and arrange to hold an Annual General Meeting.
- 4.2.2 The business of an Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:
- A the consideration of the annual financial statements, Directors' declaration and Directors' report and auditor's report;
 - B the appointment of Directors;
 - C the appointment of any auditor; and
 - D the fixing of any auditor's remuneration.

4.3 Convening general meetings

- 4.3.1 A general meeting may only be called:
- A by four Directors; or
 - B by a resolution of the Board.
- 4.3.2 If at least 10% of Voting Members who are eligible to vote, sign a written request to the Institute for a general meeting to be held stating the objects of the meeting, the Directors must:
- A within 21 days after the Members' request, give all Members notice of a general meeting; and
 - B hold the general meeting within 2 months after the Members' request.
- 4.3.3 If the Directors do not call the meeting within 21 days of being requested under sub-clause 4.3.2, 50% or more of the Members who made the request may call and arrange to hold a general meeting.
- 4.3.4 To call and hold a meeting under sub-clause 4.3.3 the Members must:
- A as far as possible, follow the procedures for general meetings set out in this Constitution;
 - B call the meeting using the list of Members on the Register. The Institute must give the Members making the request access to the Register at no cost; and
 - C hold the general meeting within three months after the request was given to the Institute.
- 4.3.5 The Institute must pay the Members who request the general meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

4.4 Changes to general meeting arrangements

- 4.4.1 The Board may change the venue for, postpone or cancel a general meeting, subject to this clause.
- 4.4.2 If a general meeting was not called by a resolution of the Board, then it must not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.
- 4.4.3 If the venue of a general meeting is changed, or if the general meeting is cancelled or postponed under this clause:

- A Notice of the change, cancellation or postponement must be given to all persons entitled to receive notices of a general meeting under this Constitution.
- B A notice of postponement must specify the date, time and place to which the general meeting has been postponed.
- C The provisions of clause 4.7 do not apply to a notice of postponement or change of venue.
- D In the case of a general meeting called under sub-clause 4.3.3 the general meeting may not be postponed beyond the date by which meetings called under such provisions are required to be held.

4.4.4 The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting.

4.5 Entitlement to receive notice

4.5.1 In the case of a general meeting, notice must be given:

- A to every Member (except for Member Level 2); and
- B to every Director and the auditor for the time being of the Institute.

4.5.2 An accidental failure to comply with sub-clause 4.5.1 in respect of any Member will not invalidate the proceedings at any general meeting.

4.6 Notice of general meetings

4.6.1 A notice of general meeting must:

- A be in writing;
- B specify the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- C state the general nature of the business to be transacted at the meeting;
- D if a special resolution is to be proposed at the meeting – set out the wording of the resolution and state that it is proposed as a special resolution;
- E include the information in clause 4.16;
- F include a form for the appointment of a Proxy which has been approved by the Board for the purpose; and
- G specify that notice of a proxy must be given to the Institute at least 24 hours before the meeting starts, by delivery to the Institute at its registered address or at another address (including an electronic address) specified in the notice of the meeting.

4.6.2 No question requiring a vote of the Members may be brought forward at a general meeting unless notice of the proposed resolution has been given in accordance with this clause 4.6.

4.7 Timing of notice

4.7.1 Members must be given 21 days' notice of a general meeting unless:

- A in the case of an Annual General Meeting, all the Members entitled to attend and vote agree beforehand; and
- B in the case of any other general meeting, if Members with at least 95 per cent of the votes that may be cast at the meeting agree beforehand.

- 4.7.2 A general meeting cannot be called with fewer than 21 days' notice if it is of a kind where a resolution will be moved to remove a Director or auditor, despite sub-clause 4.7.1.

4.8 Chairperson of general meetings

- 4.8.1 The National President is the chairperson at every general meeting.
- 4.8.2 If there is no National President or the National President is not present within 15 minutes after the time appointed for the holding of the general meeting or the National President is unwilling to act as chairperson for all or part of the meeting, the following, in order of precedence, is the chairperson unless unable or unwilling to do so:
- A the National President Elect;
 - B a Director chosen by a majority of the Directors present;
 - C the only Director present; or
 - D a Member chosen by a majority of the Members present.
- 4.8.3 No business will be discussed or transacted at any general meeting while the chair is vacant except the election of a chairperson.

4.9 Role of chairperson of general meeting

The chairperson of a general meeting:

- 4.9.1 has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting; and
- 4.9.2 must give the Members as a whole reasonable opportunity to make comments and ask questions.

4.10 Quorum for general meetings

- 4.10.1 No business may be transacted at any general meeting, other than the election of a chairperson or adjournment of a meeting, unless a quorum of Members is present at the time when the meeting begins its business.
- 4.10.2 A quorum of Members for a general meeting is ten Voting Members who are entitled to vote.
- 4.10.3 If a quorum is not present within half an hour after the time appointed for a general meeting, then:
- A in the case of a meeting called or requested by Members: the meeting will dissolve;
 - B in any other case:
 - (i) the meeting stands adjourned to such day, and at such time and place, as the Members present will determine or, if no determination is made by the Members present, to the same day in the next week at the same time and place; and
 - (ii) if at the resumption of the meeting a quorum is not present within 15 minutes after the time appointed for the meeting, then the Members present will be deemed to be a quorum irrespective of their number.
- 4.10.4 A person attending as a proxy is deemed to be a Member present for the purpose of determining quorum.
- 4.10.5 A Member that is suspended is not counted as Member for the purpose of determining quorum.

4.11 Adjournment of general meetings

- 4.11.1 The chairperson of a general meeting may at any time, and must if so directed by the meeting, adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered by the meeting.
- 4.11.2 Only unfinished business is to be transacted at a general meeting resumed after an adjournment.
- 4.11.3 It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.
- 4.11.4 A meeting adjourned under this clause stands adjourned to:
 - A such day, and at such time and place, as the National Councillor Directors present decide; and
 - B if no determination is made by the Directors, to the same day in the next week at the same time and place.

4.12 Method of Voting

- 4.12.1 At a general meeting, voting will occur by show of hands or voices or such other method as the chairperson determines, unless a poll is demanded by three Members present at the meeting.
- 4.12.2 A poll can only be demanded by three Members present at the meeting at any time prior to a vote being taken, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- 4.12.3 A demand for a poll may be withdrawn.
- 4.12.4 If a poll is duly demanded, it will be taken in such a manner as the chairperson directs.
- 4.12.5 A poll demanded on the election of the chairperson of the meeting or on a question of adjournment of a meeting must be taken immediately.
- 4.12.6 A Member may vote in person or by proxy.

4.13 Voting rights

- 4.13.1 On a vote conducted at a general meeting by poll, each Voting Member has one vote and Non-Voting Members do not have a vote.
- 4.13.2 On a vote conducted at a general meeting by other means, each person present who is a Voting Member, or proxy for a Voting Member, or Representative, has one vote (for example, on a show of hands or voices, a Voting Member only has one vote even if the Voting Member carries other proxies). Non-Voting Members do not have a vote.
- 4.13.3 In the case of a resolution passed without a meeting, in the manner provided in clause 4.19, each Member has one vote.
- 4.13.4 However, a Member that is suspended is not entitled to vote during the period of suspension.

4.14 Decisions of the Members

- 4.14.1 Questions arising for determination by the Voting Members (other than matters requiring a special resolution) will be decided by a simple majority of votes cast, unless a different majority is:
 - A otherwise provided for in this Constitution; or
 - B determined by special resolution of the Members.

- 4.14.2 In a case of an equality of votes cast on a motion (whether the vote is taken by poll or show of hands), the chairperson of the general meeting will have a casting vote in addition to any vote to which he or she may be entitled as a Member.
- 4.14.3 A declaration by the chairperson of the meeting that a resolution has been carried or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution – unless a poll is demanded.
- 4.14.4 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection will be referred to the chairperson of the meeting whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

4.15 Seconding

Motions do not need to be seconded in order to be put to a vote.

4.16 Proxies

- 4.16.1 A Member may appoint a proxy to act on behalf of the Member at one or more general meetings.
- 4.16.2 A proxy may exercise any and all of the rights of the Member who appointed it at a general meeting, subject to the following:
 - A a proxy must be an existing Member who is qualified and entitled to be present and vote at the general meeting;
 - B a proxy is subject to any directions or limitations specified in the proxy appointment;
 - C a proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- 4.16.3 The appointment of a proxy must be:
 - A in writing;
 - B signed by the Member making the appointment;
 - C delivered to the Secretary not less than 24 hours before the meeting at which the Member proposes to vote (or such later time nominated in the relevant notice of meeting); and
 - D in a form as similar as possible to that in Schedule 1.
- 4.16.4 A vote given by proxy is valid even if the Member who appointed the proxy revokes the appointment, or ceases to be a Member, provided that the chairperson was not aware of the revocation or cessation of Membership at the time the proxy cast the vote.

4.17 Practice Members

- 4.17.1 A Practice Member may appoint an individual as its Representative, who must be a Voting Member. The appointment may be a standing one.
- 4.17.2 The appointment may set out restrictions on the Representative's powers.
- 4.17.3 The appointment may be made by reference to a position held.
- 4.17.4 A Practice Member may appoint more than one Representative but only one Representative may exercise the body's powers as Member at any one time.

- 4.17.5 A Representative appointed under this clause may exercise, on the Practice Member's behalf, any and all of the powers that the body could exercise as a Member, unless the appointment specifies otherwise.

4.18 Use of technology in meetings

- 4.18.1 The Institute may hold a general meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 4.18.2 A person participating through the use of technology will be deemed to be present at the meeting in person.

4.19 Resolutions without meetings

- 4.19.1 This clause does not apply to a Special Resolution, a resolution to remove a Director from office, or a resolution by the Members to appoint or remove an auditor.
- 4.19.2 A resolution may be passed without a meeting in the following circumstances if:
- A notice has been given of the resolution to all of the Members entitled to vote; and
 - B notice has been given to the auditor (if any); and
 - C a majority of the Members entitled to vote give their approval in writing.
- 4.19.3 For the purpose of this clause:
- A the notice must include the wording of the resolution;
 - B approval in writing includes approval given by email and any other means of electronic communication; and
 - C a resolution will be deemed to have passed if after a minimum of 48 hours after notice was given it achieves the requisite majority.
- 4.19.4 The resolution is passed at the time when approval is given to the Secretary of the last person necessary to constitute a majority.

5. DIRECTORS

5.1 Number of Directors

- 5.1.1 The minimum number of the Directors is six.
- 5.1.2 The maximum number of Directors is eight.

5.2 Composition of the Board

- 5.2.1 The Board must comprise:
- A the National President;
 - B the Immediate Past President;
 - C the National President Elect;
 - D up to three Independent Directors appointed by the National Council, only one of whom may be a Member; and
 - E at least one and up to two other National Councillors appointed by the National Council.
- 5.2.2 At least three Directors must be female, and three Directors must be male.

5.3 Eligibility

- 5.3.1 Any natural person committed to the Principal Purpose is eligible to be appointed as a Director provided:
- A the person is a Member (subject to sub-clause 5.3.2);
 - B the person has given written, signed consent to act as a Director;
 - C the person has suitable qualifications, skills and experience to discharge the functions of a Director, as determined by the Board from time to time; and
 - D the person is not disqualified by the Corporations Act or the ACNC Legislation (to the extent that the ACNC Legislation applies) from being a Director.
- 5.3.2 Independent Directors are not required to be Members.

5.4 Appointment of Directors

The National Council, subject to clauses 5.1, 5.2, and 5.3 has power at any time and from time to time to:

- 5.4.1 appoint any National Councillor as a Director; and
- 5.4.2 appoint any person as an Independent Director.

5.5 Term of office

- 5.5.1 The term of office of:
- A a Director other than the National President or National President-Elect, is one year following the Director's last election or appointment, or the date of the Annual General Meeting following that Director's election or appointment, whichever is later; and
 - B the National President or National President Elect is the term of their office as National President or National President Elect (as the case may be).
- 5.5.2 A person may be appointed as a Director for more than one term of office:
- A in accordance with a rotation policy determined by the Directors; but
 - B an Independent Director has a maximum tenure of six years and will not be eligible for reappointment as a Director within three years after; and
 - C otherwise subject to no maximum tenure.

5.6 Casual vacancy on the Board

There will be a casual vacancy on the Board if:

- 5.6.1 a Disqualifying Event occurs in respect of a Director;
- 5.6.2 a Director ceases to be a Member (unless the Director is an Independent Director); or
- 5.6.3 a Director is absent without the consent of the Directors and without leave of absence, from Board meetings for a continuous period of three months.

5.7 Effect of casual vacancy

- 5.7.1 In the event of a casual vacancy in the office of a Director the Board may act, subject to this clause.
- 5.7.2 If the number of Directors in office at any time does not meet the requirements of Clause 5.1 and 5.2, the National Council must act as soon as possible to:

- A appoint any National Councillor as a Director to increase the number of Directors to a number sufficient to constitute a quorum, to satisfy the minimum number of Directors required under this Constitution, or to satisfy the gender requirements fixed under this Constitution; and
- B if the Board composition still does not meet the requirements of clauses 5.1 and 5.2 after appointment of a National Councillor as a Director, to appoint additional Independent Director(s) to the Board, provided that only one of the Independent Directors is a Member.

5.7.3 Until the National Council have acted in accordance with sub-clause 5.7.2, the Directors may only act if and to the extent that there is an emergency requiring them to act.

5.8 Defects in appointment of Directors

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- 5.8.1 there was a defect in the appointment of the person; or
- 5.8.2 the person was disqualified from continuing in office, voting on the resolution or doing the thing.

5.9 Secretary

- 5.9.1 There must be at least one Secretary.
- 5.9.2 The Secretary is to be appointed by the Board on such terms and conditions as the Board thinks fit.
- 5.9.3 A person must not be appointed Secretary unless the person has given the Institute a signed consent to act as Secretary.
- 5.9.4 The Board may suspend or remove a Secretary.
- 5.9.5 An act done by a person acting as a Secretary is not invalidated by reason only of:
 - A a defect in the person's appointment as a secretary; or
 - B the person being disqualified to be a secretary,
 if that circumstance was not known by the person when the act was done.

6. PROCEEDINGS OF DIRECTORS

6.1 Powers of Directors

- 6.1.1 The Directors are responsible for the management and control of the business and affairs of the Institute and may exercise all the powers of the Institute (in accordance with the provisions of this Constitution) that are not, by the Corporations Act or by this Constitution, required to be exercised by the National Council, or the Members in general meeting.
- 6.1.2 The Directors may (without limiting the previous paragraph):
 - A borrow money;
 - B charge any property or business of the Institute;
 - C issue debentures or give any other security for a debt, liability or obligation of the Institute or of any other person; and
 - D decide how negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the Institute.

- 6.1.3 The Directors cannot remove a Director or auditor.

6.2 By-laws

- 6.2.1 Subject to any limitations imposed by this Constitution, the Board has power to make regulations or by-laws for the general conduct and management of the Institute and the business of the Board.
- 6.2.2 The Board may revoke and alter such by-laws or regulations, after consulting with the National Council.

6.3 Appointment of attorney

- 6.3.1 The Board may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Institute for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- 6.3.2 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

6.4 Meetings of Directors

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit, provided that it meets at least five times per year.

6.5 Convening Board meetings

The Board may at any time, and a Secretary must on the requisition of a Director, convene a Board meeting.

6.6 Entitlement to receive notice of Board meetings

In the case of a Board meeting, notice must be given to each Director entitled to vote at the meeting. A Director may waive the requirement to receive notice of a Board meeting.

6.7 Content of notice of Board meetings

A notice of a Board meeting:

- 6.7.1 must specify the place, the day and the time of the meeting; and
- 6.7.2 if the meeting is to be held in two or more places, it must specify the technology that will be used to facilitate this; but
- 6.7.3 it does not need to specify the nature of the business to be transacted at the meeting.

6.8 Timing of notice of Board meetings

In the case of a Board meeting, notice may be given immediately before the meeting.

6.9 Chairperson of Board meetings

- 6.9.1 The National President will preside as chairperson at every Board meeting.
- 6.9.2 Where a meeting of the Board is held and the National President is not present within 10 minutes after the time appointed for the holding of the Board meeting or is unwilling to act as chairperson for all or part of the meeting then:
- A the National President Elect will act as chairperson of the Board meeting; and

- B if the National President Elect is not present, willing and able to act as chairperson of all or part of the meeting, the Directors present may elect one of their number to be chairperson of such meeting or part of it.

6.10 Quorum for Board meetings

- 6.10.1 No business may be transacted at any Board meeting unless a quorum is present.
- 6.10.2 A quorum is four Directors and must include at least:
 - A three National Councillors; and
 - B one Independent Director.

6.11 Voting at Board meetings

- 6.11.1 A Board meeting at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Board under this Constitution.
- 6.11.2 A question arising at a Board meeting is to be decided by a majority of votes of Directors present and entitled to vote, unless otherwise provided in this Constitution. Such a decision is for all purposes a decision of the Board.
- 6.11.3 Where the votes cast on a motion are equal, the chairperson of the meeting has a second or casting vote. The chairperson has sole discretion regarding whether and how to use the casting vote.

6.12 Establishment of committees

- 6.12.1 The Board may establish one or more committees comprised of such persons as it thinks fit for such purposes as it sees fit. A committee may include, or be comprised of, non-Directors.
- 6.12.2 The meetings and proceedings of committees are:
 - A subject to any directions of the Board; and
 - B otherwise governed by the provisions of this Constitution which regulate the proceedings of the Board, to the greatest extent practical.

6.13 Delegation of powers

- 6.13.1 The Board may delegate any of its powers to one or more Directors, a committee, an employee or any other person.
- 6.13.2 A delegation must be recorded in the Institute's minute book.
- 6.13.3 The Board may revoke a delegation.
- 6.13.4 The Board may specify terms (including the power to further delegate).

6.14 Use of technology in Board meetings

- 6.14.1 The Board may hold their meetings by using any technology that is agreed to by all of the Directors.
- 6.14.2 The Directors' agreement may be a standing one.
- 6.14.3 A Director may only withdraw their consent within a reasonable period before the meeting.
- 6.14.4 A Director that is present at a Board meeting through the use of technology is be deemed to be present at the meeting.

6.15 Resolutions without meetings

- 6.15.1 A resolution of the Board may be passed without a meeting if:

- A notice has been given of the resolution to all Directors; and
 - B all of the Directors entitled to vote on the resolution give their consent in writing.
- 6.15.2 The resolution is passed at the time when approval is given to the Secretary of the last person necessary to constitute a majority.
- 6.15.3 For the purpose of this clause:
- A the notice must include the wording of the resolution;
 - B approval in writing may be given by email or any other means of electronic communication; and
 - C a resolution will be deemed to have failed to have been passed if it has not achieved the requisite majority within 48 hours after the notice was given.

7. DIRECTORS' DUTIES AND INTERESTS

7.1 Duties of Directors

Directors must comply with all duties imposed on them by law, which may include duties under the Corporations Act.

7.2 Disclosure of interests

- 7.2.1 A Director must disclose any perceived or actual material conflict of interest to the other Directors.
- 7.2.2 A Director must disclose any material personal interests in the manner and extent required by the Corporations Act.

7.3 Participation in decisions

- 7.3.1 A Director who has a material personal interest in a matter that is being considered by the Board:
 - A must not be present while the matter is being considered at a Board meeting; nor
 - B vote on the matter;
 unless permitted by sub-clause 7.3.2.
- 7.3.2 A Director may be present or vote if:
 - A the interest arises because the Director is a Member of the Institute, and the interest is held in common with other Members of the Institute;
 - B the interest arises in relation to the Director's remuneration as a Director of the Institute;
 - C the interest relates to a contract the Institute is proposing to enter into that:
 - (i) is subject to approval by the Members; and
 - (ii) will not impose any obligation on the Institute if it is not approved by the Members;
 - D the interest arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Institute;
 - E the interest arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in paragraph 7.3.2D;
 - F the interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as an officer of the Institute

(but only if the contract does not make the Institute or a Related Body Corporate the insurer);

- G the interest relates to any payment by the Institute or a related body corporate in respect of an indemnity permitted under section 199A of the Corporations Act or any contract relating to such an indemnity; or
- H the interest is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a Related Body Corporate and arises merely because the Director is a director of the Related Body Corporate; or
- I the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter; or
- J the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Institute; and
 - (ii) states that those Directors are satisfied that the interest should not stop the Director from voting or being present.

7.4 Directors' interests

A Director may:

- 7.4.1 hold any other position in the Institute, except that of auditor, unless being or becoming a Director would breach any law by reason of holding that office;
- 7.4.2 hold any office or place of profit in any other entity promoted by the Institute or in which it has an interest of any kind;
- 7.4.3 enter into a contract or arrangement with the Institute;
- 7.4.4 participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Institute or persons dependent on or connected with them;
- 7.4.5 act in a professional capacity (or be a Member of a firm which acts in a professional capacity) for the Institute, except as auditor;
- 7.4.6 sign or participate in the execution of a document by or on behalf of the Institute; and
- 7.4.7 do any of the above despite the fiduciary relationship of the Director's office:
 - A without any liability to account to the Institute for any direct or indirect benefit accruing to the Director; and
 - B without affecting the validity of any contract or arrangement
 provided the Director complies with clauses 7.2 and 7.3.

7.5 Remuneration and benefits of Directors

- 7.5.1 the National Council may resolve that the Institute will pay Directors' fees to all Directors, or only to Independent Directors, provided that the aggregate of Directors' fees paid in any financial year does not exceed:
 - A the amount last determined by the members of the Institute; or
 - B if no determination has been made by the members of the Institute the amount previously determined by the National Council;

- 7.5.2 the National Council has discretion to determine how fees will be allocated amongst the eligible Directors and (if payment is made partly or wholly in a manner other than cash) the manner in which the value of any non-cash benefit is to be calculated.
- 7.5.3 the National Council may resolve that the Institute will pay additional remuneration or provide other benefits to any Director that performs extra or special services with the approval of the Board.
- 7.5.4 the Institute must pay all reasonable travel, accommodation and other expenses that any Director properly incurs in attending meetings of the Board, committees of the Board, meetings of Members, or otherwise in connection with the business of the Institute.

8. NATIONAL COUNCIL

8.1 Powers of the Council

The National Council will act as an advisory body reporting to the Board and will perform such roles which are, by these Articles of Association, required to be exercised by the National Council and may exercise such powers authorities and discretions of the Institute as may be delegated to it by the Board from time to time.

8.2 Composition of the National Council

- 8.2.1 The National Council must consist of:

- A the National President;
- B the Immediate Past President;
- C each of the Chapter Presidents;
- D four Nationally-Elected Councillors;
- E a Student Representative Councillor; and
- F an Emerging Professional Representative Councillor,

of which one such Chapter President or Nationally-Elected Councillor who is a Fellow or Life Fellow must also be a National President Elect. A chairperson or equivalent of the "International Chapter" constituted in accordance with the Regulations is not a member of the National Council.

8.3 Appointment of Nationally-Elected Councillors

- 8.3.1 A Nationally-Elected Councillor is a Voting Member or Graduate Member who is nominated and elected by Voting Members and Graduate Members in accordance with the Regulations.
- 8.3.2 A person who is a Chapter President, National President, or the Immediate Past President will not be eligible to also serve as a Nationally-Elected Councillor.

8.4 Appointment of Student Representative Councillors

- 8.4.1 A Student Representative Councillor is a Student Member who is the President of the "SONA" national committee of the Institute and is appointed by the National Council.
- 8.4.2 If no person meets the criteria in sub-clause 8.4.1, the National Council may appoint a Student Member who is otherwise recognised by the National Council as representing the interests of Student Members.
- 8.4.3 The Student Representative Councillor will hold office for a term determined by the National Council, provided that no Student Representative Councillor may remain in office for more than two years.

8.5 Appointment of Emerging Professional Representative Councillor

- 8.5.1 An Emerging Professional Representative Councillor:
- A is president of the “EmAGN” national committee of the Institute;
 - B became eligible for Graduate Membership less than 15 years from the date of taking office; and
 - C is appointed by the National Council.
- 8.5.2 If no person meets the criteria in sub-clause 8.5.1, the National Council may appoint a Member who is otherwise recognised by the National Council as representing the interests of emerging architect and Graduate Members and who became eligible for Graduate Membership less than 15 years from the date of taking office.
- 8.5.3 The Emerging Professional Representative Councillor will hold office for a term determined by the National Council, provided that no Emerging Professional Representative Councillor may remain in office for more than two years.

8.6 Election of National President Elect

- 8.6.1 During the course of the Annual Session of the National Council and prior to the Annual General Meeting of that session, the National Councillors will elect a National President Elect, who must be:
- A a current National Councillor; and
 - B a Life Fellow or Fellow.
- 8.6.2 The person elected at this meeting will be the National President Elect and vice-president from the end of the Annual General Meeting in the year they are elected to the end of the Annual General Meeting the year after.
- 8.6.3 At the end of the Annual General Meeting in the year after their election, the National President Elect will automatically take office as National President and will hold that office until the end of the next ensuing Annual General Meeting.
- 8.6.4 If the person becoming National President is a Chapter President, a by-election will be conducted within that person’s Chapter to appoint a new Chapter President to serve for the remaining term. This by-election will be held in accordance with the Regulations. When a new Chapter President is elected, the Chapter President elected as National President Elect will automatically vacate the office of Chapter President.

8.7 Term of office of National Councillors

- 8.7.1 At the first meeting of each Annual Session of National Council, one half (rounded down) of the Chapter Presidents and one half of the Nationally-Elected Councillors (rounded down) will retire from the National Council. No National Councillor may retain office for more than two years unless they nominate for re-election.
- 8.7.2 Each National Councillor to retire in accordance with sub-clause 8.7.1 will be those who have been longest in office since their last election. If two or more National Councillors became National Councillors on the same day, the National President will decide which National Councillor must retire.
- 8.7.3 A retiring National Councillor is eligible for re-election and does not need to give notice of their intention to submit themselves for re-election.
- 8.7.4 Despite sub-clauses 8.7.1, 8.7.2 and 8.7.3, the National President remains on the National Council until they cease to be the Immediate Past President.

- 8.7.5 The National Councillors may during the course of the Annual Session of National Council and prior to the Annual General Meeting of that session elect the then current National President for a second term, in which event the National President Elect will continue in that capacity for a second term and thereafter assume office as National President in accordance with this Constitution. After acting for two consecutive terms as either National President or National President Elect, a National Councillor is not eligible for election to that office for three years after the final day of their term in that role.

8.8 Casual vacancy on National Council

There will be a casual vacancy on the National Council if:

- A a Disqualifying Event occurs in respect of a National Councillor;
- B a National Councillor ceases to be a Member;
- C a National Councillor is absent without the consent of the National Councillors and without leave of absence from two consecutive National Council meetings; or
- D a National Councillor who is a Chapter President:
 - (i) is removed by the related Chapter by resolution passed at a duly convened general meeting of that Chapter; or
 - (ii) has their office declared vacant by the National President because the Chapter President is resident outside the Territory of his or her Chapter.

8.9 Effect of casual vacancy

- 8.9.1 In the event of a casual vacancy in the office of a National Councillor the National Council may act, subject to this clause.
- 8.9.2 If the number of National Councillors in office at any time is not sufficient to constitute a quorum at a National Council meeting or is less than the minimum number of Nationally-Elected Councillors fixed under this Constitution, the National Council must act as soon as possible to:
- A increase the number of National Councillors to a number sufficient to constitute a quorum or to satisfy the minimum number of Nationally-Elected Councillors required under this Constitution;
 - B convene a general meeting of the Institute for that purpose; and
 - C appoint additional National Councillors.
- 8.9.3 Until the National Council have acted in accordance with the preceding sub-clause, the National Councillors may only act if and to the extent that there are circumstances where the National Council must exercise a power under this Constitution that is reserved solely to National Council.
- 8.9.4 In the event of a casual vacancy in the office of the National President, the National President Elect will automatically become National President in their place for the remaining presidential term, subject to clause 8.12.

8.10 Defects in appointment of National Councillors

Each resolution passed or thing done by, or with the participation of, a person acting as a National Councillor or member of a committee is valid even if it is later discovered that:

- A there was a defect in the appointment of the person; or

- B the person was disqualified from continuing in office, voting on the resolution or doing the thing.

8.11 National President unable to act

In the event that the National President is, for whatever reason, unable or unwilling to act for a period, the National President Elect will possess all the powers of the National President and will act as such during the period of the National President's inability to act.

8.12 Disqualification prior to taking office

If a Disqualifying Event occurs in respect of an individual and the individual is:

- A the National President Elect, he or she must not take office as National President, nor continue as the National President Elect;
- B the National President, he or she must will not take office as Immediate Past President, nor continue as the National President; and
- C the Immediate Past President, he or she must immediately vacate the office of Immediate Past President.

8.13 Members may remove National Councillor

Subject to the provisions of this Constitution and the Corporations Act:

- 8.13.1 the Members may by resolution passed at any general meeting remove any National Councillor Director and may appoint another person in his or her stead; and
- 8.13.2 a Chapter may by resolution passed at a duly convened general meeting of that Chapter remove a Chapter President appointed in respect of that Chapter and appoint another member of the same Chapter as the Chapter President in his or her stead.

9. PROCEEDINGS OF NATIONAL COUNCILLORS

9.1 Meetings of National Council

The National Council may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit, provided that it meets at least three times a year.

9.2 Convening National Council meetings

The National Council may at any time convene a National Council meeting.

9.3 Entitlement to receive notice of National Council meetings

In the case of a National Council meeting, notice must be given to each National Councillor entitled to vote at the meeting. A National Councillor may waive the requirement to receive notice of a National Council meeting.

9.4 Content of notice of National Council meetings

- 9.4.1 A notice of a National Council meeting:
 - A must specify the place, the day and the time of the meeting; and
 - B if the meeting is to be held in two or more places, it must specify the technology that will be used to facilitate this; but
 - C it does not need to specify the nature of the business to be transacted at the meeting.

9.5 Timing of notice of National Council meetings

In the case of a National Council meeting, notice may be given immediately before the meeting.

9.6 Chairperson of National Council meetings

9.6.1 The National President is the chairperson at every National Council meeting.

9.6.2 Where a meeting of the National Council is held and the National President is not present within 10 minutes after the time appointed for the holding of the National Council meeting or is unwilling to act as chairperson for all or part of the meeting then:

- A the National President Elect will act as chairperson of the National Council meeting; and
- B if the National President Elect is not present, willing and able to act as chairperson of all or part of the meeting, the National Councillors present may elect one of their number to be chairperson of such meeting or part of it.

9.7 Quorum for National Council meetings

9.7.1 No business may be transacted at any National Council meeting unless a quorum is present.

9.7.2 A quorum is eight National Councillors and must include at least two Nationally-Elected Councillors.

9.8 Voting at National Council meetings

9.8.1 A National Council meeting with a quorum may exercise all the powers and discretions vested in or exercisable by the National Council under this Constitution.

9.8.2 A question arising at a National Council meeting is to be decided by a majority of votes of National Councillors present and entitled to vote, unless otherwise provided in this Constitution. Such a decision is for all purposes a decision of the National Council.

9.8.3 Independent Directors may attend, but not vote at, meetings of the National Council.

9.8.4 Where the votes cast on a motion are equal, the chairperson of the meeting has a second or casting vote.

9.9 Delegation of powers

9.9.1 The National Council may delegate any of its powers as it thinks fit to committees consisting of Members.

9.9.2 A delegation must be recorded in the Institute's minute book.

9.9.3 The National Council may revoke a delegation.

9.9.4 The National Council may specify terms (including the power to further delegate).

9.10 Use of technology in National Council meetings

9.10.1 The National Council may hold their meetings by using any technology that is agreed to by all of the National Councillors.

9.10.2 The National Councillors' agreement may be a standing one.

9.10.3 A National Councillor may only withdraw their consent within a reasonable period before the meeting.

- 9.10.4 A National Councillor that is present at a National Council meeting through the use of technology is deemed to be present at the meeting.

9.11 Resolutions without meetings

- 9.11.1 A resolution of the National Council may be passed without a meeting if:
- A notice has been given of the resolution to all National Councillors; and
 - B all of the National Councillors entitled to vote on the resolution give their consent in writing.
- 9.11.2 The resolution is passed at the time when approval is given to the last person necessary to constitute a majority.
- 9.11.3 For the purpose of this clause 9.11:
- A the notice must include the wording of the resolution;
 - B approval in writing may be given by email or any other means of electronic communication; and
 - C a resolution will be deemed to have failed to have been passed if it has not achieved the requisite majority within 48 hours after the notice was given.

9.12 Alternate National Councillors

- 9.12.1 A Nationally-Elected Councillor may appoint any Voting Member to act as an alternate National Councillor in place of the appointor whenever the appointor is unable to act personally by reason of illness, absence or any other cause but may do so only for one meeting of the National Council each year.
- 9.12.2 A Chapter President may appoint any Member of their Chapter Council or fellow National Councillor to act as an alternate Chapter President in place of the appointor whenever the appointor is unable to act personally by reason of illness, absence or any other cause but may do so only for one meeting of the National Council each year.
- 9.12.3 An alternate National Councillor is entitled to notice of meetings of the National Council and, if the appointor is not present at such a meeting, is entitled to attend and vote in their stead.
- 9.12.4 An alternate National Councillor may exercise any powers that the appointor may exercise and the exercise of any power by the alternate National Councillor is deemed to be the exercise of the power by the appointor.
- 9.12.5 A National Councillor may revoke or suspend the appointment of an alternate National Councillor appointed by him or her.
- 9.12.6 The National Council may suspend or remove an alternate National Councillor by resolution after giving the appointor reasonable notice of its intention to do so.
- 9.12.7 The appointment of an alternate National Councillor under this clause automatically terminates:
- A if the National Councillor for whom the alternate National Councillor acts as alternate ceases to hold office as a National Councillor;
 - B if an event occurs which, if that alternate National Councillor were a proper National Councillor, would cause him or her to vacate that office; or
 - C if by writing left at the Office the alternate National Councillor resigns from the appointment.

10. CHAPTER COUNCILS

10.1 Composition of Chapter Councils

10.1.1 A Chapter Council will consist of:

A Voting Members, who are also:

- (i) the relevant Chapter President;
- (ii) up to 10 Chapter Councillors elected in accordance with clause 10.2, or if that number is less than 10, by appointment in accordance with clause 10.3;
- (iii) one representative (appointed in accordance with the Regulations) from each Division of the Chapter; and
- (iv) a Student Representative Councillor appointed in accordance with clause 10.4;
- (v) one chairperson nominated by the Voting Members and Graduate Members of the Chapter constituted in accordance with Council policy and any Regulation; and
- (vi) an Emerging Professional Representative Chapter Councillor appointed in accordance with clause 10.6.

B Other persons who may sit on the Chapter Council, but not vote, being:

- (i) the immediate past Chapter President for the Chapter; and
- (ii) a National President or Immediate Past President who was a Chapter President before taking the office of National President.

10.1.2 The “International Chapter” is not a Chapter Council for the purpose of this clause.

10.2 Appointment of Chapter Councillors by election process

10.2.1 Only Voting Members and Graduate Members of the Chapter are eligible to be Chapter Councillors and must first be nominated by Voting Members and Graduate Members of the Chapter.

10.2.2 Chapter Councillors must be appointed by an election process in the manner set out in the Regulations to take office at the first Chapter Council meeting of the calendar year.

10.3 Appointment of further Chapter Councillors

In addition to those Chapter Councillors appointed under clause 10.2, the Chapter Council may at any time appoint any Voting Member, Graduate Member or Student Member of the relevant Chapter as a Chapter Councillor, to ensure that the total number of Chapter Councillors is equal to the number required by sub-clause 10.1.1A(ii).

10.4 Appointment of Chapter Presidents

10.4.1 A Chapter President must be:

- A a Voting Member of a Chapter;
- B legally entitled to practice as an architect in the relevant Chapter’s Territory; and
- C nominated and elected by Voting Members and Graduate Members of the relevant Chapter in accordance with the Regulations. If not, the National President may nominate the Chapter President.

10.4.2 A Chapter may elect one Chapter President only from time to time.

10.4.3 A person who is a Nationally-Elected Councillor, the National President, or the Immediate Past President, will not be eligible to also serve as a Chapter President.

10.5 Appointment of Student Representative Chapter Councillor

10.5.1 The Chapter Council will appoint one Student Representative Chapter Councillor being a Student Member of the Chapter appointed by the Chapter Council.

10.5.2 A Student Representative Councillor will hold office for a term determined by the Chapter Council provided always that no Student Representative Councillor will remain in office for more than two years.

10.5.3 This clause 10.5 does not apply to the "International Chapter" committee and no member of the "International Chapter" committee is eligible to be appointed as Student Representative Chapter Councillor.

10.6 Appointment of Emerging Professional Representative Chapter Councillor

10.6.1 There will be one Emerging Professional Representative Chapter Councillor who:

- A is the chairperson of the committee or similar organisation based in the Chapter which is affiliated with the "EmAGN" National Committee of the Institute; and
- B became eligible for Graduate Membership less than 15 years before the date they take office, appointed by the Chapter Council.

10.6.2 If no person meets the criteria in sub-clause 10.6.1, the Chapter Council may appoint a Member who:

- A is otherwise recognised by the Chapter Council as representing the interests of emerging architect and Graduate Members; and
- B became eligible for Graduate Membership less than 15 years from the date for taking office.

10.6.3 The Emerging Professional Representative Chapter Councillor will hold office for a term determined by the Chapter Council. No Emerging Professional Representative Chapter Councillor will remain in office for more than two years.

10.6.4 Clause 10.6 does not apply to the "International Chapter" committee and no member of the "International Chapter" committee is eligible to be appointed as Emerging Professional Representative Chapter Councillor.

10.7 Nationally-Elected Councillors may observe

A Nationally-Elected Councillor will be entitled to be an observer at any meeting of any Chapter Council.

10.8 Persons not eligible to be Chapter Councillors

The following persons will not be eligible to also serve as a Chapter Councillor:

- A the National President;
- B the Immediate Past President;
- C any other National Councillor; and
- D any employee of the Institute.

10.9 Term of office of Chapter Councillors

- 10.9.1 Each year one half (rounded down) of the Chapter Councillors appointed in accordance with subclause 10.1.1A(ii) must retire from office. No Chapter Councillor may retain office for more than two years unless they nominate for re-election, even this results in more than one half of those Chapter Councillors retiring from office.
- 10.9.2 The Chapter Councillors retiring in accordance with sub-clause 10.9.1 will be those who have been longest in office, provided that where two or more such Chapter Councillors became Chapter Councillors on the same day, the Chapter Councillors to retire will be determined by the relevant Chapter President.
- 10.9.3 A retiring Chapter Councillor is eligible for re-election without the necessity of giving any previous notice of their intention to submit themselves for re-election. Any Chapter Councillor retiring under this clause is also eligible for appointment in accordance with clause 10.3 or to represent a Division under sub-clause 10.1.1B.
- 10.9.4 The term of office of a Chapter Councillor, or a person's entitlement to sit on Chapter Council in accordance with sub-clause 10.1.1B, commences at the first Chapter Council meeting of the calendar year, irrespective of any other term of office held by the person in accordance with this Constitution.
- 10.9.5 The "International Chapter" committee is not a Chapter Council for the purpose of this clause 10.9.

10.10 Casual vacancies in Chapter Councils

There will be a casual vacancy on a Chapter Council, if:

- 10.10.1 a Disqualifying Event occurs in respect of a Chapter Councillor;
- 10.10.2 a Chapter Councillor ceases to be a Member of the relevant Chapter;
- 10.10.3 a Chapter Councillor becomes ineligible for office under clause 10.8; or
- 10.10.4 a Chapter Councillor is absent without the consent of the Chapter Councillors and without leave of absence from two consecutive Chapter Council meetings.

10.11 Effect of casual vacancy

- 10.11.1 In the event of a casual vacancy in the office of a Chapter Councillor the Chapter Council may act, subject to this clause.
- 10.11.2 Subject to clause 10.8, a Chapter Council may from time to time appoint any Voting Member or Graduate Member of the Chapter to be a Chapter Councillor to fill a casual vacancy. A person who is so appointed holds office until such time as the person who left the vacancy would have otherwise retired.
- 10.11.3 The "International Chapter" committee constituted in accordance with the Regulations is not a Chapter Council for the purpose of this clause.

10.12 Creation of new Chapters

- 10.12.1 The Institute may admit a new Chapter provided that no new Chapter will be admitted except with the approval of existing Chapters Territory of the proposed new Chapter.
- 10.12.2 Not less than 50 Voting Members of the Institute residing within a specific area may petition the National President of the Institute to establish a Chapter Council for that locality. This petition must specify the locality it is in relation to and nominate at least 8 petitioners who agree to be nominated members of a Chapter Council if created.
- 10.12.3 Upon receipt of petition referred to in sub-clause 10.12.2, the National President will refer the petition to the National Council at its next meeting, and the National Council will consider that petition at that meeting.

- 10.12.4 The National Council will express an opinion whether such petition should be granted and if it is the opinion of the National Council that the petition:
- A should be granted: it must organise a poll of all Voting Members of the Institute in the Territory of the proposed new Chapter, and ask them to vote for or against the proposal;
 - B should not be granted: the National President will notify the petitioners accordingly and no further petitions for that area will be considered for at least five years.
- 10.12.5 If the poll referred to in sub-clause 10.12.4A is completed and a majority of Members whose votes are received are in favour of the proposal, then the National Council must:
- A declare the new Chapter not later than twenty-one (21) days after the declaration of the poll; and
 - B declare the individuals nominated in the petition to be the first Chapter Council.
- 10.12.6 The Chapter Council referred to in sub-clause 10.12.5 will continue in office until a new Chapter Council has been elected at an election which must be held within 12 months of the date on which the National Council declared the new Chapter. If the Chapter Council fails to call an election then the National President must call an election for a new Chapter Council within 15 months from the date on which the National Council declared the new Chapter. In either event the procedure for the first election will be in accordance with rules to be approved by National Council. The area of which previously formed part of another Chapter will be redefined by the National Council to exclude the area.
- 10.12.7 If any person residing in the area of the new Chapter is a member of another Chapter Council then they must cease to hold office as a member of that Chapter Council from the date of the new Chapter becoming declared.

11. ADMINISTRATION

11.1 Minutes

- 11.1.1 The Directors will cause minutes of
- A all proceedings and resolutions of meetings of Members;
 - B all proceedings and resolutions of meetings of the Directors, including meetings of the National Council and any committee established by the Board;
 - C resolutions passed by Members without a meeting;
 - D resolutions passed by National Councillors without a meeting; and
 - E resolutions passed by Directors without a meeting,
- to be duly entered into the books kept for that purpose, within one month.
- 11.1.2 The Institute must ensure that:
- A minutes of a meeting are signed within a reasonable time after the meeting by one of the following:
 - (i) the chairperson of the meeting; or
 - (ii) the chairperson of the next meeting; and
 - B minutes of the passing of a resolution without a meeting are signed by a Director or National Councillor within a reasonable time after the resolution is passed.

- 11.1.3 A minute recorded and signed as required by this clause is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- 11.1.4 The Institute must keep its minute books at its registered office or its principal place of business in Australia.

11.2 Accounts and other records of the Institute

- 11.2.1 The Institute must make and keep written financial records that:
 - A correctly record and explain its transactions and financial position and performance; and
 - B enable true and fair financial statements to be prepared and to be audited.
- 11.2.2 The accounts will be held at the registered office or any other place as the Directors think fit.
- 11.2.3 A Director has a right of access to the financial records at all reasonable times.
- 11.2.4 The Institute must retain its financial records for at least seven years.
- 11.2.5 The Directors must take reasonable steps to ensure that the Institute's records are kept safe.

11.3 Members' access of Institute records

To allow Members access and inspect the Institute's records:

- 11.3.1 the Institute must give a Member access to the records set out in sub-clause 11.1; and
- 11.3.2 the Institute may authorise a Member to inspect other records of the Institute, including records referred to in sub-clause 11.2.

11.4 Financial year

The Financial Year will begin on the first day of July and end on the thirtieth day of June, unless the Directors pass a resolution to change the financial year.

11.5 Audit

- 11.5.1 If required by law, the Institute must appoint and remunerate an auditor.
- 11.5.2 The auditor (if any) is entitled to attend any general meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 11.5.3 The Institute must give the auditor any communications relating to the general meeting that a Member of the Institute is entitled to receive.

11.6 Common seal

The Institute does not have a common seal.

11.7 Executing documents

The Institute may execute a document by the signature of:

- 11.7.1 two Directors; or
- 11.7.2 one Director and one Secretary; or
- 11.7.3 a delegate appointed in writing by the Directors for that purpose. A delegate for this purpose must at all times observe the terms and conditions of that appointment.

11.8 Altering this Constitution

The Institute may only alter this Constitution by Special Resolution in accordance with the Corporations Act.

11.9 Notices

- 11.9.1 Notices can be served on Members, Directors or National Councillors by post, electronic mail, or such other means as may be generally accepted in business from time to time.
- 11.9.2 Notices directed to the last known address (including any virtual or electronic address) of a Member, Director or National Councillors are to be treated as duly served in such time as it would usually take for such notice to be delivered.
- 11.9.3 The non-receipt of notice of a general meeting, Board meeting or National Council meeting, including notice of postponement or change of venue, does not invalidate anything done or any resolution passed at the meeting if the non-receipt of notice occurred by accident or inadvertence.
- 11.9.4 A person who attends a general meeting, Board meeting or National Council meeting waives any objection that person may have to non-receipt of notice of the meeting.
- 11.9.5 In calculating a period of notice to be given under this Constitution, the day on which the notice is given or taken to be given and the day of the meeting convened are not counted.

11.10 Officers: indemnities and insurance

- 11.10.1 The Institute indemnifies every person that is or has been an Officer of the Institute, or of a wholly-owned subsidiary, against any liability (including without limitation liability for legal costs) incurred as a result of their position as Officer (other than to the Institute or a related body corporate) to the full extent permitted by law.
- 11.10.2 The Institute may pay, or agree to pay, a premium in respect of a contract insuring its Officers, to the extent permitted by law.

11.11 Winding up

Subject to clause 2.3, the Institute may be dissolved by a Special Resolution of Members.

11.12 Liability of Members

The liability of the Members is limited to the Guaranteed Amount, being \$15.

11.13 Contribution of Members on winding up

Every Member undertakes to contribute to the assets of the Institute in the event of the Institute being wound up while he or she is a Member, or within one year of ceasing to be a Member such amount as may be required not exceeding the Guaranteed Amount, for:

- A the payment of the debts and liabilities of the Institute contracted whilst the Member or past Member as the case may be was a Member;
- B the costs charges and expenses of winding up.

12. INTERPRETATION

12.1 Exclusion of replaceable rules

The replaceable rules contained in the Corporations Act do not apply to the Institute.

12.2 Definitions

In this Constitution:

“ACNC Legislation” means the Australian Charities and Not-for-profits Commission Act 2012 and the Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012.

“ACNC” means the Australian Charities and Not-for-profits Commission.

“Affiliate” means a Member recorded as an Affiliate Member in the Register of Members.

“Annual General Meeting” means a meeting held once in every calendar year at such time and place as may be determined by the Board, for the purposes of carrying out the business of the Institute described in sub-Clause 4.2.2 or such of it as is thought necessary by the Board.

“Annual Session of National Council” means the National Council meetings or series of National Council meetings held in any Year.

“Auditor” may mean a reviewer, if permitted by the Corporations Act.

“Board” means the Board of Directors for the time being of the Institute constituted in accordance with Clause 5.

“Chapter Council” means the advisory body constituted pursuant to Clause 10 in respect of a particular Chapter.

“Chapter Councillor” means a person appointed in accordance with Clause 10.2.

“Chapter President” means a National Councillor elected in accordance with Clause 10.4. A chairperson or equivalent of the “International Chapter” constituted in accordance with the Regulations is not a Chapter President.

“Chapter” means a body of Members residing in a particular State or Territory of the Commonwealth of Australia.

“Corporations Act” means the *Corporations Act 2001*.

“Directors” means the directors for the time being of the Institute and **“Director”** has a corresponding meaning.

“Disqualifying Event” means an individual:

- A resigns in writing from their respective office;
- B dies;
- C becomes subject to a Court order to receive treatment or have their finances managed by another person due to the individual being of unsound mind or having a mental illness;
- D is a Director of the Institute and:
 - (i) is removed by the Members under the Corporations Act; or
 - (ii) is absent without the consent of the directors from Board meetings for a continuous period of three months; or
- E becomes ineligible to be a Director (whether of the Institute or any other body) by operation of the Corporations Act or ACNC Legislation (to the extent that either applies).

“Division” means a subgroup of a Chapter formed in accordance with the Regulations by Members who have their place of work, or residence, in a particular area.

“Emerging Professional Representative Councillor” means a National Councillor appointed in accordance with Clause 8.5.

“Fellow” means a Member recorded as a Fellow in the Register of Members.

“Financial Year” means the financial year set out in Clause 11.3.

“Graduate Member” means a Member recorded as a Graduate Member in the Register of Members.

“Guaranteed Amount” means the amount set out in Clause 11.12.

“Honorary Fellow” means a Member recorded as an Honorary Fellow in the Register of Members.

“Honorary Member” means a Member recorded as an Honorary Member in the Register of Members.

“Immediate Past President” means the person (if any) who was the National President immediately before the current National President.

“Independent Director” means a Director appointed by the Board in accordance with Clause 5.2.

“Institute” means The Royal Australian Institute of Architects Limited.

“ITAA 97” means the *Income Tax Assessment Act 1997* (Cth).

“Member Level 2” means a Member recorded as a Member Level 2 in the Register of Members.

“Life Fellow” means a Member recorded as a Life Fellow in the Register of Members.

“Member” means a person whose name is entered in the Register as a member of the Institute in accordance with Clause 3.7 and **“Membership”** has the corresponding meaning.

“Membership class” means a class of Membership described in Schedule 2.

“Member Level 1” means a Member recorded as a Member Level 1 in the Register of Members.

“National Council” means the body constituted in accordance with Clause 8.

“National Councillor” means a member of the National Council.

“National President Elect” means the national president elect of the Institute elected under Clause 8.6.

“National President” means the president of the Institute who has assumed office under Clause 8.6.

“Nationally-Elected Councillor” means a National Councillor elected in accordance with Clause 8.3.

“Non-Voting Members” means Honorary Fellows, Honorary Members, Graduate Members, Student Members, Practice Members and Member Level 2 in any Membership class.

“Office” means the registered office for the time being of the Institute.

“Officer” has the meaning given under the Corporations Act.

“person” includes a natural person and a body corporate and a corporation within the meaning of s 57 of the Corporations Act.

“poll” means a method of voting where votes are cast in writing. It includes (but is not limited to) a vote conducted by secret ballot.

“Practice Member” means a Member recorded as a Practice Member in the Register of Members.

“Principal Purpose” means the purpose set out in Clause 2.1.

“Register” means the register of Members of the Institute under the Corporations Act.

“Regulations” means regulations made by the Board from time to time in accordance with Clause 6.2.

“Related Body Corporate” means a body corporate that is a subsidiary of the Institute.

“Representative” means a person appointed as representative by a Practice Member that is a body corporate in accordance with Clause 4.17.

“Secretary” means the secretary for the time being of the Institute and if there are joint secretaries, any one or more of such joint secretaries.

“Special Resolution” means a resolution passed at a general meeting:

- (i) of which notice has been given in accordance with sub-Clause 4.6.1D; and
- (ii) that has been passed by at least 75% of the votes cast by Members present at the meeting and entitled to vote on the resolution.

“Student Member” means a member recorded as a Student Member in the Register of Members.

“Student Representative Chapter Councillor” means a Chapter Councillor appointed in accordance with Clause 10.5.

“Student Representative Councillor” means a National Councillor appointed in accordance with Clause 8.4.

“Territory” means any State or Territory of the Commonwealth of Australia or any other area constituted a Territory by resolution of the Board from time to time.

“Voting Members” means Member Level 1, Affiliates, Fellows and Life Fellows, but excludes Member Level 2 in any Membership class.

“Year” means calendar year.

12.3 Interpretation

In this Constitution:

- 12.3.1 If an expression in the Constitution has a meaning in the Corporations Act, the meaning from the Corporations Act will apply to the expression – except where a contrary intention appears in this Constitution.
- 12.3.2 Words importing any one gender are deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.
- 12.3.3 A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.

13. TRANSITIONAL PROVISIONS

The clauses in this Part apply notwithstanding anything to the Contrary in this Constitution.

13.1 Members

The first Members are those named as Members in the application for the Institute's registration under the Corporations Act.

13.2 Directors

The first Directors will be those named as Directors in the application for the Institute's registration under the Corporations Act.

PROPOSED FOR AGM

SCHEDULE 1 APPOINTMENT OF PROXY

SECTION A

I _____ (full name)

of _____ (business address)

being a financial Voting Member of The Royal Australian Institute of Architects (ACN 000 023 012), with the Institute membership number _____ appoint:

_____ (full name)

of _____ (address)

or, failing that person, the chairperson of the Meeting to act as my proxy at the General Meeting of the Institute to be held at {time and date} **[Note: this proxy must be received by the Institute no later than {24 hours prior}]** and at any adjournment of that meeting.

Signature of Member _____

Date: _____ 20__

SECTION B

I direct my proxy to vote as follows (*if applicable*):

Resolution No.	Particulars	For	Against	Abstain
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*You may direct your proxy on how to vote by putting an "X" in the appropriate box.

SCHEDULE 2: DETAILS OF MEMBERSHIP CLASSES

Type of Member	Suffix Letters (Post Nominals)	Eligibility	Voting rights	May Attend AGM	Receives Annual Report
Member Level 1	RAIA	Person who, in the opinion of the National Council, holds a prescribed architectural qualification and who has gained prescribed experience.	✓	✓	✓
Life Fellow	LFRAIA	Fellow who, in the opinion of the National Council, has made notable contribution to the advancement of the profession in design, construction, literature, education, public service or in any other way deemed worthy of the honour of life fellowship.	✓	✓	✓
Fellow	FRAIA	Member Level 1 who has gained substantial experience in architecture and made a significant contribution to the profession.	✓	✓	✓
Graduate Member	RAIA Grad.	Person who, in the opinion of the National Council, holds a prescribed qualification.	✗	✓	✓
Student Member	[no suffix]	Person who, in the opinion of the National Council, is enrolled in a course of study at a tertiary education institution in Australia or overseas in a discipline related to the built environment, and who has not attained the academic qualifications required for the Member Level 1 level.	✗	✓	✓
Affiliate (Level 1)	Affiliate RAIA	Person who, in the opinion of the National Council, holds a prescribed qualification and has also gained approved experience. The National Council	✓	✓	✓

Practice Member	[no suffix]	Corporation or partnership which, in the opinion of the National Council, supplies architectural services, is under the control of a corporation or partnership of a Voting Member, and meets all other prescribed requirements.	✗	✓	✗
Honorary Member	Hon. RAIA	Person who, in the opinion of the National Council, has made a significant and long term contribution to the Institute, or office bearers of international bodies or of overseas architects' associations having a strong affiliation with the Institute.	✗	✓	✓
Honorary Fellow	Hon. FRAIA	Person who, in the opinion of the National Council, is distinguished by scientific, artistic, literary or other eminent attainments in relation to architecture and who does not practice as an architect in Australia.	✗	✓	✓
Member Level 2	[no suffix]	A Level 2 Membership Class may be established by the Board for any of the above Membership Classes. A Member Level 2 does not have the right to attend any general meeting of the Institute.	✗	✗	✗

SCHEDULE 3: DISCIPLINARY PROCEEDINGS

1. DISCIPLINARY ACTION – DEFINITIONS, LIABILITY UNDER THE CODE AND SUMMARY EXPULSION

1.1 Definitions

In this Schedule:-

“Allegation” means a report asserting Misconduct by a Relevant Member, which:

- A is in writing, signed by the person or persons making an allegation of Misconduct;
- B specifies the place or places where the alleged Misconduct occurred;
- C specifies the time or times when the Misconduct was asserted to have occurred;
- D specifies the type of Misconduct asserted (preferably by reference to the particular relevant principles of the Code), and contains a supporting submission of relevant facts and circumstances; and
- E is delivered to the National Office or to any Chapter office of the Institute.

“Assessor” means the Fellows appointed in accordance with clause 6.2, collectively, the **“Panel of Assessors”**.

“Code” means the Institute Code of Professional Conduct as approved and published by the National Council from time to time.

“Complainant” means the person or persons making an Allegation.

“Conciliation” means conciliation where the neutral third party conciliator is entitled to offer opinion and advise the parties about the interpretation of the facts put forward in the dispute, the merits of the positions of the parties and the terms of settlement, but has no determinative role in resolving the dispute.

“Convenor” means the Tribunal member appointed to the role in accordance with clause 6.3.1.

“Determination” means a finding or order of the Tribunal.

“Fellow” means a class of Membership set out in Schedule 1.

“Misconduct” means conduct contrary to the Code.

“person” means a natural person (an individual).

“Institute Conciliation” means Conciliation in accordance with clause 3.4.

“Relevant Member” means a person, asserted in the relevant Allegation to be guilty of Misconduct, who was a Member at the time that the asserted Misconduct or relevant event occurred, but in the circumstances of the asserted Misconduct, was not a Representative.

“Representative” means a Member who is a National Councillor; Chapter Councillor; Institute National Committee member; Chapter Committee member; Senior Counsellor; Assessor; Tribunal Member; Competition Advisor; National Awards Director; Awards Jury member, or Institute or related body corporate staff member, while fulfilling the functions of that office or position, or any Member not falling into those categories who, in the opinion of the majority of the CEO of the Institute, National President and Secretary was acting for and on behalf of the Institute, in the circumstances and at the time of the alleged Misconduct.

“Senior Counsellor” means a person appointed in accordance with clause 6.1.

“Tribunal” means the tribunal established in accordance with clause 6.3, made up of Tribunal members.

1.2 Liability under the Code

- 1.2.1 Any Relevant Member whose conduct is found by the Tribunal to be contrary to the Code is liable to the sanctions listed in clause 4.8.
- 1.2.2 Where a Relevant Member is also a director of a company, or a partner of a partnership engaging in the practice of architecture, that Relevant Member is liable for any Misconduct by the company or partnership which, if it had been undertaken by the Relevant Member, would amount to Misconduct.

1.3 Summary expulsion

Any Member convicted of any indictable offence or serious indictable offence (or equivalent) or any offence which, if committed within the State or Territory in which he or she resides, would be an indictable offence or serious indictable offence (or equivalent) will, at the discretion of the National Council, be expelled from membership of the Institute effective upon service of a notice under the hand of the National President or the Secretary notifying the Member of the decision of the National Council.

2. ALTERNATIVE DISPUTE RESOLUTION OPTIONS

- 2.1.1 Any Member or member of the public with a dispute or grievance relating to a Relevant Member may pursue the matter outside the Institute’s procedures, through other dispute resolution processes not limited to:

- A mediation,
- B conciliation, or
- C litigation,

and if he or she does so, and the process outside the Institute involves any of the same facts and circumstances as the enquiry to the Institute, all Institute procedures will cease. In that case, the Institute’s informal procedures will not recommence. Institute’s formal procedures may recommence, or begin, once all outside procedures are completed, including any appeal periods, but only on written application by the Complainant, and at the Institute’s discretion.

- 2.1.2 In any disciplinary proceeding (including both informal and formal), no costs of these disciplinary procedures to any person may be recovered from the Institute, nor may the Institute order any person to pay any part of another person’s costs, except that in accordance with clause 4.9, the Institute may recover its own costs from a Relevant Member found guilty of Misconduct.

3. INFORMAL COMPLAINT PROCEDURE

3.1 Receipt of a query

- 3.1.1 Upon receipt by the Institute of:

- A a query from a Member or a member of the public regarding the service provided by a person acting as an architect, or
- B a grievance regarding the service provided by a person acting as an architect,

the Institute must first establish whether or not the person is a Member.

- 3.1.2 If the person is not a Member, the enquirer must be advised by the Institute of this fact and informed that the Institute cannot assist for this reason. If the person is a Member, the enquirer will be offered free of charge assistance by a Senior Counsellor, and advised that

if the enquirer and the Member agree, the query or grievance may be referred immediately to Institute Conciliation. If the enquirer does not wish to use the informal procedures, or the query or grievance relates to the conduct of a Member and not to the services provided by the Member as an architect, the enquirer will be advised that the only other Institute procedure available is to lodge a formal Allegation.

3.2 Senior Counsellor

- 3.2.1 The enquirer will be advised that the Senior Counsellor's services are free of charge and are offered on a voluntary basis to the Institute's Members and members of the public to assist in the resolution of disputes. The Institute will provide the enquirer with contact details and it is the responsibility of the enquirer to make the initial contact with the Senior Counsellor.
- 3.2.2 Upon initial contact by the enquirer, it is the duty of the Senior Counsellor to explain that:
- A the role of the Senior Counsellor is to assist the parties to resolve a dispute;
 - B the Senior Counsellor will neither impose a solution nor apportion blame;
 - C if the Senior Counsellor is not able to satisfy the enquirer's query or grievance, the Senior Counsellor may seek permission from the enquirer to discuss the matter with the Relevant Member; and
 - D if the query or grievance is referred to Institute Conciliation, or a formal Allegation is lodged, the Senior Counsellor's complimentary services will cease.

3.3 Private negotiations

- 3.3.1 Following any discussions with the Member, the Senior Counsellor will encourage the parties to resolve the query or grievance privately.
- 3.3.2 The Senior Counsellor may provide advice to one or more parties during this process but will not participate directly in the negotiations. If the parties are able to resolve the query or grievance, the matter is concluded for the purposes of this Schedule.

3.4 Institute Conciliation

- 3.4.1 Where the query or grievance was not able to be resolved by the parties with the assistance of a Senior Counsellor, and where the enquirer and the Member (or Relevant Member) have agreed to have the matter conciliated under Institute Conciliation, whether or not a formal Allegation in relation to any of the same facts and circumstances has been received, a Senior Counsellor may be engaged by the enquirer and the Member (or Relevant Member) to act as a conciliator.
- 3.4.2 In such cases the relevant Chapter will provide the names of up to three Senior Counsellors, but not necessarily located in the Territory of the Chapter, who are able and willing to act as conciliators, one of whom may be the original Senior Counsellor.
- 3.4.3 The conciliator must establish a formal agreement between the parties to the query or grievance, regarding:
- A the conduct of the Institute Conciliation (including the extent of the application of the rules of natural justice);
 - B the degree to which any resolution the parties reach will be binding on the parties;
 - C the rights of the parties to have third party representation;
 - D the terms for payment of the conciliator; and
 - E any other matters the parties and the conciliator see fit.
- 3.4.4 If, with the assistance of the conciliator, the parties are able to resolve the query or grievance, the matter is concluded for the purpose of this Schedule, whether or not there

is any subsequent breach of the terms of the resolution, or any formal Allegation in relation to the any of the same facts and circumstances has been received.

3.5 Failure in Institute Conciliation

If the parties are unable to resolve the query or grievance through Institute Conciliation, the conciliator must explain that the only remaining procedure within the Institute's disciplinary proceedings in this Schedule, is for a formal Allegation to be lodged by the enquirer.

3.6 Report from the Senior Counsellor

When a matter is finalised by a Senior Counsellor, the Senior Counsellor must prepare a report, preserving the anonymity of the parties, setting out the issues and the outcome, for consideration by the National Practice Committee (or other committee as determined by Council) for research purposes and/or professional development planning.

4. FORMAL COMPLAINT PROCEDURE

4.1 Allegations against Relevant Members and companies or partnerships in which Member are directors or partners.

A formal allegation may be made against a Relevant Member or against a company or partnership of which one or more Members is a director or a partner, as the case may be. If the formal allegation is made against a company or a partnership, or a Relevant Member who is a director or partner, the formal allegation will be treated as if it was made against all directors or partners responsible for, or involved in, the alleged Misconduct.

4.2 Referral to the Assessor

4.2.1 Upon receipt by the Institute of an allegation against a Relevant Member, it will be referred to and considered by an Assessor appointed in accordance with clause 6.2, who is at arms-length from the Complainant and the Relevant Member and the facts and circumstances of the formal allegation.

4.2.2 The Assessor will first consider whether the formal allegation meets criteria of an Allegation. If the Assessor decides that further facts or information are required in relation to the matters set out in the formal allegation before reaching any conclusion, the Assessor may send a written request to the Complainant to provide further specified written material. If the Complainant does so, that material becomes part of the formal allegation. The Assessor may provide a copy of the Code to the Complainant, requesting the Complainant to identify the rules allegedly breached.

4.2.3 The Assessor will then decide whether he or she is satisfied that the facts and circumstances referred to in the formal allegation would, if proven on the balance of probabilities, amount to Misconduct by the Relevant Member. If the Assessor's decision is that there is no prima facie case of Misconduct, the investigation is concluded for the purpose of this Schedule, and the formal allegation is returned to the Complainant.

4.3 Contact with the Relevant Member

4.3.1 If the Assessor is satisfied that the facts and circumstances referred to in the formal allegation would, if proven on the balance of probabilities, amount to Misconduct by the Relevant Member, the Assessor must forward a copy of the Allegation, including any supporting material provided by any Senior Counsellor (all of which must be signed by the Complainant to signify that it is part of the Allegation) to the Relevant Member, requesting a written reply within the reasonable time fixed by the Assessor. This time may be extended by the Assessor at any time in writing.

4.3.2 The Allegation, including any supporting material, will be sent by registered post, electronic mail, or such other means as may be generally accepted in business from time to time, to the Relevant Member's contact address as recorded in the Institute's membership records.

- 4.3.3 The Assessor is not required or permitted to contact the Relevant Member except to forward a copy of the Allegation and material and to request a reply. The Assessor is not required to forward a copy of the Relevant Member's reply to the Complainant.

4.4 Consideration by the Assessor

The Assessor must reconsider the Allegation, the written reply (if any) and all of the relevant surrounding circumstances and decide again whether there is a prima facie case of Misconduct, and if so, whether the Allegation is nevertheless paltry, trivial or vexatious. In considering the Allegation and the reply, (if any), the Assessor may also obtain information or assistance, as appropriate, from colleagues, accountants or lawyers or others, provided that the Assessor is first satisfied they are at arms-length from the parties and the circumstances. The Assessor must advise the Institute in writing of his or her conclusion. If the Assessor's conclusion is that there is no prima facie case of Misconduct, or that if so, the Allegation is nevertheless, paltry, trivial or vexatious, the investigation is concluded for the purpose of this Schedule, and the Allegation is returned to the Complainant.

4.5 Referral to the Tribunal

- 4.5.1 If the Assessor's conclusion is that there is a prima facie case of Misconduct and that the Allegation is not paltry, frivolous or vexatious, the Institute must forward the Allegation and the reply (if any) to the Tribunal for consideration.
- 4.5.2 If the Allegation is sent to the Tribunal, the Convenor must form a Tribunal, whose members are at arms-length, to determine whether or not the Relevant Member has, on the balance of probabilities, engaged in Misconduct. The Convenor must notify the Complainant and the Relevant Member of:
- A the persons forming the Tribunal, and
 - B the date, time and place of a hearing.
- 4.5.3 The Convenor must remove from the Tribunal any Member the Complainant or the Relevant Member objects to on reasonable grounds and may substitute another Tribunal member.
- 4.5.4 The Institute must forward a copy of the reply (if any) to the Complainant.

4.6 The hearing

- 4.6.1 The Tribunal will hear persons, receive documents, ask questions and pursue such lines of enquiry as it sees fit, but only insofar as they are relevant to the subject matter of the Allegation before it. In addition, the Tribunal may obtain assistance or information from any employee of the Institute, any Member, any accountant, solicitor, other legal counsel or other agent or person.
- 4.6.2 The Complainant and the Relevant Member are entitled to appear before the Tribunal at the hearing in person. They are entitled to have such advisers (including legal) as they decide present at the hearing to advise them, but they are not entitled to be represented by a solicitor or legal counsel and except in extraordinary circumstances and at the discretion of the Tribunal, by any other person.
- 4.6.3 The Complainant or the Relevant Member cannot be compelled to attend the hearing. Where a party does not attend, the hearing will proceed at a subsequent session, however the Tribunal will first give reasonable notice in writing to the Relevant Member or the Complainant to re-attend and state that the Tribunal intends to proceed with the hearing, whether or not the Relevant Member or the Complainant attends.

4.7 Recordings

- 4.7.1 All the documents submitted to or considered by the Tribunal will be retained and a sound recording of the hearing will be made. All such documents as well as the sound recording will be forwarded to the Secretary for safekeeping and will be retained for at least 7 years.
- 4.7.2 The Secretary will, on request of, but at the expense of either the Complainant or the Relevant Member making the request, arrange for a transcript of the sound recording of the hearing to be made, if the request is made in writing and received within 30 days after the party has received the written Determination of the Tribunal. Copies of the transcript will be made available to the other party, also at the expense of the requesting party.

4.8 Determination

After the hearing, the Tribunal will consider whether or not it finds, on the balance of probabilities, that Misconduct has been proved against the Relevant Member. If it finds Misconduct proven, the Tribunal will consider submissions in mitigation by the Relevant Member and make a Determination stating the Misconduct that it has found proven, as well as its orders that any one, or more, of the following sanctions be levied against any Relevant Member found guilty of Misconduct:

- A no sanction be incurred by the Relevant Member;
- B that the Relevant Member be reprimanded;
- C that the Relevant Member undertake specified professional training in the form determined by Council from time to time, (and the order may include a time in which it is to be completed);
- D suspension of membership of the Institute for a stated period not exceeding 2 years; and
- E expulsion of membership of the Institute.

4.9 Costs

If the Relevant Member is found guilty of Misconduct the Tribunal may include in its Determination an order that the costs or any part of the costs of the Institute in respect of any aspect of the disciplinary proceedings be paid by the Relevant Member, but may not make any Determination that one party pay any of another party's costs.

4.10 Further Tribunal Determinations

If the Relevant Member does not comply with orders imposed by the Tribunal under clauses 4.8 or 4.9 above by the time stated in the orders, or if not stated, within a reasonable time, the Tribunal, (whether constituted by the same Tribunal members or not), may request the Relevant Member to appear before it, and whether or not the Relevant Member attends as requested, consider and make a further Determination in terms of clauses 4.8 or 4.9.

4.11 Reporting

The Tribunal will inform the Relevant Member and the Complainant of its Determination and report to the Secretary and the National President. The facts of any Determination and such other information as the National President decides will be recorded in any publication that the National President directs. The Relevant Member is deemed to have consented to that record and publication. If the Tribunal makes any Determination against the National President or a Relevant Member who is a director of a company or partnership of which the National President is a director or a shareholder or a partner, then the report of the Tribunal will be referred to the National Council which will act as if it were the National President for the purposes of this Schedule.

4.12 Effect of suspension or expulsion

During a period of suspension, or after expulsion, the Relevant Member or former Relevant Member will not be entitled to:

- A use any words, letters, logo or other indication of membership of the Institute;
- B attend meetings of the Institute;
- C exercise a right to vote at meetings or elections of the Institute; and
- D will return any certificate of Membership to the Secretary.

4.13 Reinstatement

4.13.1 A Relevant Member that is found guilty of Misconduct and has resigned after the Institute received an Allegation, or a suspended Relevant Member, may apply to be and will be reinstated as a Member at the expiration of any period of suspension, provided that:

- A no further Allegations have been received in that time, and
- B if any obligations imposed by sanctions applied to the Relevant Member by the Tribunal remain, clause 4.10 above applies.
- C An expelled Relevant Member may apply to the Board for reinstatement, addressed to the Secretary, not less than 3 years after expulsion. The Board may require the expelled Relevant Member to state his or her case for reinstatement in person and answer any questions, before it, or before a tribunal specially constituted to advise the Board. If the Board declines reinstatement, the expelled Relevant Member may not reapply for a further 3 years after the date of the Board's decision.

5. ARBITRATION

5.1.1 A Relevant Member or Complainant may only dispute any findings or orders of the Tribunal contained in the written Determination, by giving the Secretary written notice of a dispute in respect of the Determination within 30 days of the date of receiving the written Determination ("**the notice of dispute period**"). If the disputing Relevant Member or Complainant delivers to the Secretary within a further 30 days, ("**the arbitration notice period**"), a written notice stating that the dispute is to be submitted to arbitration in accordance with this clause, the dispute must proceed to arbitration and the Secretary must acknowledge receipt of the notice and request the nomination of an arbitrator by the Chairperson of the Chapter of the Institute of Arbitrators & Mediators in the Chapter in which the Tribunal hearing was held, at the equal expense of the parties.

5.1.2 If the disputing Relevant Member or Complainant has delivered a written request for a transcript of the record of the hearing within 30 days of receiving the Determination, the notice of dispute period or the arbitration notice period, as the case may be, will not commence until the transcript is delivered to the party requesting it.

5.1.3 If the disputing Relevant Member or Complainant fails to deliver the notice within the arbitration notice period stating that the dispute is to be submitted to arbitration, the disputing party may only take legal proceedings available to it.

5.1.4 Any arbitration under this Schedule will be conducted in accordance with the Institute of Arbitrators and Mediators Australia Rules for the Conduct of Commercial Arbitrations (except that the arbitration will proceed by way of appeal only from the record of the proceedings of the Tribunal).

5.1.5 No arbitration will commence while any litigation concerning the Determination of the Tribunal is on foot.

6. SENIOR COUNSELLOR, COMMITTEE, ASSESSOR, AND TRIBUNAL & ADMINISTRATION

6.1 Senior Counsellor

- 6.1.1 Senior Counsellors for the purpose of this Schedule are senior Members selected and appointed by the National Council to provide advice to members of the public regarding the practice of architecture, and who have agreed to participate for the purpose set out in clauses 3 and 4.
- 6.1.2 Senior Counsellors are appointed on the basis of clear evidence of extensive professional experience, the broad respect of their peers and the profession and possession of a genuine commitment to the highest ethical standards.

6.2 Assessor

There will be a Panel of Assessors for the purposes of clause 4, consisting of Fellows of the Institute of at least 7 years standing appointed in accordance with clause 6.4. An Assessor from the same Chapter as the Complainant will usually be appointed to consider an Allegation.

6.3 Tribunal

- 6.3.1 There will be a Tribunal for each Chapter of the Institute for the purposes set out in clause 4. A Tribunal will be comprised of Fellows of the Institute of at least 10 years standing (but may also include a lawyer who is not a Member). A Tribunal will appoint one of the Tribunal members as the Convenor. The Convenor for the Chapter in which the Complainant resides is usually responsible for constituting a Tribunal for a particular Allegation and for communicating with the parties. Tribunal members hearing an Allegation must be at arms-length from the parties to, and to the circumstances of, the Allegation. To achieve this, the Tribunal may include, or consist of, Tribunal members from another Chapter.
- 6.3.2 The Tribunal constituted must elect a chairperson who is responsible for ensuring prompt and proper performance of the Tribunal's functions, but otherwise has no special status or authority as chairperson, nor any casting vote. A quorum of the Tribunal for the exercise of its powers and functions consists of not less than three and not more than seven Tribunal members, plus any lawyer Tribunal member. A decision of a Tribunal is that of a majority of Tribunal members considering any question.

6.4 Appointment of Tribunal Members and the Panel of Assessors

- 6.4.1 The members of the Tribunal, and the Panel of Assessors, will be appointed by the National President for terms of approximately three years, from a list of names, nominated by the President of each Chapter. Tribunal members and Assessors are entitled to reappointment and no decision of, or act done by, or by the authority of, an Assessor or Tribunal will be invalid if the Assessor or any member of that Tribunal is not reappointed, or because of any defect that is afterwards discovered in the appointment or qualifications of any of them.
- 6.4.2 A member of a Tribunal or the Panel of Assessors will automatically vacate that office if the member:
- A dies; or
 - B resigns; or
 - C is involuntarily institutionalised, or whose property is liable to be dealt with pursuant to a law about mental health; or
 - D (other than a lawyer member of the Tribunal) ceases to be a Member; or
 - E becomes bankrupt; or
 - F is the subject of a Determination of having committed an act of Misconduct; or

G is removed from office by the National President

- 6.4.3 In the event of a casual vacancy in the Tribunal or the Panel of Assessors, the National President may appoint a Member of the relevant Chapter to fill the vacancy and the Member appointed will hold office for the remainder of the term of the Member who has vacated his or her office.

6.5 Person responsible for administration of Disciplinary Proceedings

The Board may appoint or delegate the appointment of an officer responsible for administering the conduct of disciplinary proceedings described in this Schedule who may or may not be a Member, and who may delegate responsibilities to his or her nominees, but if no appointment or delegation is made the Secretary is the responsible officer.

PROPOSED FOR AGM

Attachment C. Explanatory Letter



Our Ref: RLS/ABR: 170681

18 April 2017

Mr Dean Katsavos
Australian Institute of Architects
Level 1, 41 Exhibition Street
MELBOURNE VIC 3000

By email: dean.katsavos@architecture.com.au

Dear Dean

Proposed New Constitutions for the Australian Institute of Architects (Institute)

We refer to your telephone conference with Rebecca Lambert-Smith and Andrew Brooks last week. The purpose of this letter is to provide some background information in relation to the proposed Constitutions, together with our comments in relation to the Institute's prospects of success in an application to the Australian Charities and Not-for-profits Commission for registration as a charity.

1. Proposed Constitutions

In accordance with your instructions, we have now provided proposed new Constitutions for the Institute:

- (a) as a not-for-profit company limited by guarantee (**the Not-for-profit Constitution**); and
- (b) as a not-for-profit company limited by guarantee that is a registered charity (**the Charitable Constitution**).

Both proposed Constitutions comply with the requirements of the Australian Securities and Investments Commission (**ASIC**) and the Australian Taxation Office (**ATO**) for a not-for-profit company limited by guarantee. The Charitable Constitution also meets the requirements of the Australian Charities and Not for Profits Commission (**ACNC**) for a registered charity.

The Charitable Constitution is substantially similar to the Not-for-profit Constitution. Additional text in the Charitable Constitution is in purple font so that you can identify it easily. The most significant difference is the wording of the Principal Purpose clause (discussed below). The charitable provisions in the Charitable Constitution (such as the requirement to comply with the Australian Charities and Not for Profits legislation) will only apply if the Institute is successful in applying for registration as a charity – if the Institute is not a charity, the charitable provisions in the Constitution will effectively be 'switched off'.

As instructed, the changes to the proposed Constitution were primarily for clarity and to ensure that the Constitution complies with all current laws. We have made very few substantive changes and have sought to retain the meaning (if not the precise wording) of the current Constitution as far as possible. Please find a detailed comparison table **attached** which compares the current Constitution with the Proposed Constitution.

2. Eligibility for registration as a charity

The ACNC determines whether an organisation is eligible for registration as a charity, applying the principles set out in the *Charities Act 2013* (Cth) (**Charities Act**) and the common law. The Australian Tax Office accepts the ACNC's decision on charity status and allows registered charities to apply for tax concessions including income tax exemptions, franking credits, Goods and Services Tax concessions and fringe benefits tax rebates. Charities are not automatically entitled to receive tax deductible gifts.

In order to be registered as a charity, the Institute must be able to demonstrate:

- (a) that it is not for profit;
- (b) that it has only charitable purposes that are for the public benefit; and
- (c) that it is complying with ACNC governance standards.

Each of these elements is considered below.

2.1 Not for profit

The principle way that an organisation can demonstrate it is not for profit is by including provisions in its Constitution that ensure that it does not operate for the profit, personal gain or other benefit of particular people (including its members). We have included these provisions in the proposed Charitable Constitution (Clauses 2.2 and 2.3). Provided that the Institute does not act inconsistently with these provisions, it will be able to satisfy the ACNC that it is a not for profit organisation.

2.2 Charitable purposes

A purpose is what an organisation has been set up to achieve or what its activities work toward. To register as a charity, **all** of the Institute's purposes must be charitable, except purposes that are 'incidental or ancillary to' (further or aid) the charitable purposes.

The ACNC will be principally guided by the *Charities Act 2013* (Cth) in considering whether the Institute's purposes are charitable. It is acceptable for the Institute to have more than one charitable purpose. Of the twelve charitable purposes listed there, the following three are most likely to be relevant to the Institute's proposed objectives:

- advancing education;
- advancing culture; and

advancing social or public welfare (including relieving the poverty, distress or disadvantage of individuals or families)

The ACNC has published examples of charitable purpose statements for these purposes on its website that are a useful reference point:

http://acnc.gov.au/ACNC/Publications/Templates/Example_CharitablePurpose.aspx

Generally speaking, we consider that it is best for an organisation to adopt the wording used in the *Charities Act* where appropriate and to keep its principal purpose statement brief and broad. We have included a possible example of appropriate wording for the Institute's principal purpose in the proposed Constitution. Please also keep in mind that the ACNC can and often will look beyond an organisation's expressed purposes and enquire into other evidence, such as the organisation's annual reports, financial statements and corporate documents.

The proposed wording in the Constitution is only one possible formulation. There are many forms of wording that could satisfy the ACNC. The most important consideration is that the Institute's principal purpose statement is not prepared solely to satisfy the ACNC, but is derived from and accords with its proposed activities.

2.3 Public benefit

Assuming that the Institute can show that its purposes are charitable, it must also be able to show that those purposes are for the public benefit. In particular, the purposes must be directed towards a benefit available to the general public or a sufficient section of the public. When assessing whether an organisation's purposes are for the public benefit, the ACNC will take into account benefits that are available only to the members of the Institute. An organisation that exists only or principally for the private benefit of its members will not ordinarily satisfy the public benefit test.

Professional organisations have had varied success in seeking recognition as charities. In *Royal Australian College of Surgeons v Federal Commissioner of Taxation* (1943) 68 CLR 436 the College was found to be charitable as it was doing 'something higher and larger' than the mere promotion of the professional interests of the members. The Law Institute of Victoria (in a State taxation case), conversely, did not meet the test.

The Explanatory Memorandum for the Charities Act, states that:

*An entity that exists to **advance the interests of members in their capacity as members cannot be charitable** as it would not satisfy the public benefit test. The members of such entities do not, as members, constitute a section of the public in the relevant sense (because of size or the relationship between the benefit recipients), and the benefits derived by the members are, as a result, private in nature. However, an entity that benefits its members can still be charitable if the member benefits are merely*

incidental, ancillary and concomitant to the purpose of benefiting the public.

We note that the Institute's current purposes include: representing the views of the profession; providing a means of adjusting professional differences; promoting good feeling amongst the Members; and watching over and protecting the interests of the Members. These purposes are permissible as long as they are "merely incidental, ancillary and concomitant to the purpose of benefiting the public".

The Charities Act includes a presumption that may assist the Institute - section 7 states that, "in the absence of evidence to the contrary", an entity is presumed to satisfy the public benefit test if its purpose is advancing education or relieving the poverty, distress or disadvantage of individuals or families. It may be possible to argue, therefore, that the Institute should be presumed to satisfy the public benefit test. This presumption can be set aside, however, by "evidence to the contrary". This evidence could include, for example, the Institute's annual statements to members, website, public documents, strategic planning documents and financial records. The ACNC can examine any of this material in order to assess whether the Institute primarily exists for the benefit of its members, or the public.

2.4 Complying with the ACNC governance standards

In order to be registered as a charity and to remain registered as a charity, the Institute must also comply with the ACNC governance standards for charities. These are set out on the ACNC's website, together with a range of useful resources:

http://acnc.gov.au/ACNC/Manage/Governance/ACNC/Edu/GovStds_overview.aspx

We anticipate that the Institute would have no difficulty in complying with the Governance Standards.

Next steps

We look forward to discussing the above with you after you have had the opportunity to review our advice.

Yours faithfully
MOORES

Rebecca Lambert-Smith
Senior Lawyer

Andrew Brooks
Lawyer

Direct dial: (03) 9843 2158
Email: rlambert-smith@moores.com.au

Direct dial: (03) 9843 0418
Email: abrooks@moores.com.au

[Enclosure](#)

Attachment D. Comparison Table of Changes

Current constitution	Proposed constitution	Comments
Memorandum: 1	1	No substantive change.
Memorandum: 2		A Constitution is not required to include details of the registered office.
Memorandum: 3	2.1	The purposes of the proposed Constitution are derived from the objects of the current Constitution (the Charitable Constitution includes wholly different objects to attempt to meet the definition of a “charitable purpose”). The current Constitution also includes a detailed list of powers amongst its objects. The proposed Constitution simply gives the Institute all the capacity and powers of a company.
Memorandum: 4	2.2	No substantive change.
Memorandum: 5	2.2	No substantive change.
Memorandum: 6	11.12, 11.13	No substantive change.
Memorandum: 7	2.3	No substantive change.
Memorandum: 8	11.2, 11.3, 11.5,	An audit is only necessary “if required by law”. An audit is mandatory if the revenue of the Institute exceeds \$250,000 per annum or if a member of the Institute asks for an audit.
Memorandum: 9	2.2.3	No substantive change.
A1: Definitions and Interpretation	12	No substantive change. Disqualifying Event has been defined for brevity, and Corporate and Non-Corporate Members have been redefined as a Voting and Non-Voting Members.
A2: Classes of Members	3.1	No substantive change. Membership Classes and their respective characteristics have been separated out into a new Schedule 2 for clarity, brevity and easier comparison.
A4 – A10A: Details of Membership Classes	3.1, Schedule 2, 4.17	No substantive change. Membership Classes and their respective characteristics have been separated out into a new Schedule 2 for clarity, brevity and easier comparison.
A11: Diplomas & Certificates	3.4	No substantive change.
A12: Membership	3.3, 3.5, 3.8	No substantive change.

A13: Suffix Letters	3.3, Schedule 2	No substantive change.
COMPOSITION OF THE NATIONAL COUNCIL		
A14: Composition of the National Council	8.2	No substantive change.
A15: Appointment of Chapter Presidents	10.4	No substantive change.
A16: Appointment of Nationally-Elected Councillors	8.3	No substantive change.
A16A: Appointment of Student Representative Councillor	8.4	No substantive change.
A16B: Appointment of Emerging Professional Representative Councillor	8.5	No substantive change.
A17: National Councillors' term of office	8.7	No substantive change.
A18: National President's term of office	5.5	No substantive change.
A19: National Councillor absence, change of domicile	8.8, 8.9	No substantive change.
A20: Vacancy in the National Council	8.8, 8.9	Made consistent with Casual Vacancy for directors and National President.
A21: Members may remove National Councillor	8.13	No substantive change.

A22: Election of National President	8.6	No substantive change.
A23: National President unable to act	8.12	No substantive change.
A24: Disqualification of National President Elect or the Immediate Past President	8.12	No substantive change.
A25: National President may serve a second term	8.7.5	No substantive change.
A26: Vacancy in office of National President or National President Elect	8.9.4, 8.6, 8.13	No substantive change.
A27: Term of office of National President Elect	8.6.2	Made consistent with the term expressed in Article 22.
A29: Secretary and other officers	5.9	Consistent with the original article but added further detail about the Secretary role, and removed information about non-Secretary officers.
ACCOUNTS		
A30: Accounts	11.2	Article has been reworked for clarity and to ensure obligations are complied with (e.g. financial records kept for at least seven years).
BOARD		
A31: Appointment of Directors	5.4	No substantive change, except that 31(e) has not been reproduced.
A31A: Retirement of Directors	5.5, 5.6	31A(c) has not been reproduced entirely – references to reelection are inappropriate as all Directors are appointed, not elected.
A31B: Termination of Directors	5.7	No substantive change.

A31C: Remuneration and benefits of Directors	2.1, 7.5	No substantive change.
NATIONAL COUNCIL AND BOARD MEETINGS		
A32: Regularity of National Council Meeting	9.1	No substantive change.
A32A: Regularity of Board Meeting	6.4-6.6	No substantive change.
A33: Quorum at National Council Meeting	9.7	No substantive change.
A33A: Quorum of Board Meeting	6.10	No substantive change.
A34: Where quorum is present – national council	9.8.1	No substantive change.
A34A: Where quorum is present – board	6.10	No substantive change.
A35: Written resolutions of National Council	9.11	No substantive change.
A35A: Written resolutions of Board	6.15	No substantive change.
A36: Meeting of the National Council	9.10	No substantive change.
A36A: Meeting of the Board	6.14	No substantive change.
A37: Alternate National Councillors	9.12	No substantive change, except Chapter Presidents can now appoint a fellow National Councillor to act as an alternative Chapter President, if they cannot act.
A38: Chairperson of National Council Meetings	9.6, 9.8	No substantive change.

A38A: Chairperson of Board Meetings	6.9, 6.11	No substantive change.
POWERS OF THE NATIONAL COUNCIL AND THE BOARD		
A39: Powers of the National Council	8.1	No substantive change.
A39A: Powers of the Board	6.1	No substantive change, some additional information.
A40: Committees	6.12, 6.13	No substantive change.
A41: Validation of acts	5.9	No substantive change.
SUBSCRIPTIONS		
A 42: Payment of subscriptions	3.5, 3.6	No substantive change but reduced the amount of information for brevity.
A 43: When subscriptions paid	-	Removed for brevity.
CHAPTER COUNCILS		
A 44: Constitution of Chapter Councils	10.1.2	Removed for brevity.
A 45: Membership of Chapter Councils	10.1	No substantive change.
A 46: Appointment of Chapter Councillors by election process	10.2	No substantive change.
A 47: Appointment of further Chapter Councillors	10.3	No substantive change.
A 47A: Appointment of Student Representative Chapter Councillor	10.5	Clarification. No substantive change.

A 47B: Appointment of Emerging Professional Representative Chapter Councillor	10.6	Clarification. No substantive change.
A 48: Nationally-Elected Councillors may observe	10.7	No substantive change.
A 49: Persons not eligible to be Chapter Councillors	10.8	No substantive change.
A 50: Term of office of A 45 Chapter Councillors	10.9	No substantive change.
A 51: Term of office of Chapter Councillors and persons entitled to sit on Chapter Council	10.9	No substantive change.
A 52: Casual vacancies in Chapter Councils	10.10	Made consistent with Casual Vacancy for directors and National President. For brevity, we refer to the defined term Disqualifying Event.
A 53: Chapter Councillor absence or discontinued eligibility	10.10	Made consistent with Casual Vacancy for directors and National President. For brevity, we refer to the defined term Disqualifying Event.
A 54: Creation of new Chapters	10.12	No substantive change.
GENERAL MEETINGS		
A 55: Annual General Meeting	4.2	No substantive change.
A 56: Business of Annual General Meeting	4.2	No substantive change.
A 57: Requisition by Members	4.3.2	No substantive change.
A 58: Period of notice and quorum	4.6, 4.7, 4.10,	No substantive change.
A 59: Notice of resolution	4.6	No substantive change.

A 60: Special business	4.6	No substantive change.
A 61: Accidental omission to give notice	4.5	No substantive change.
A 62: No business unless quorum	4.10	No substantive change.
A 63: Where no quorum	4.10	No substantive change.
A 64: Chairperson of General Meeting	4.8	No substantive change.
A 65: Adjournments	4.11	No substantive change.
A 66: Voting	4.12 & 4.13	No substantive change.
A 67: Polls and chairperson's casting vote	4.14.2	No substantive change.
A 68: Proxies	4.16, Schedule 1	No substantive change.
A 69: Eligibility to act as proxy	4.16	No substantive change but some additional standard provisions re proxies.
A 70: Visitors	4.1(b)	No substantive change, except visitors are now not able to address the meeting unless they are invited to do so by the chairperson. It is not common practice for visitors to attend company meetings and this provision will protect the Institute against a disruptive visitor.
A 71: Resolutions at General Meeting	4.14.1, 12.2	No substantive change.
A 72: Voting by classes of Members	4.13	No substantive change.
A 73: Non-Corporate Members	4.13	No substantive change, except Corporate and Non-Corporate Members are now called Voting and Non-Voting Members.

NOTICES		
A 74: Notices	11.9	Amended to allow for electronic correspondence.
A 75: Service of notices	11.9	Amended to allow for electronic correspondence.
SEAL		
A 76: (Deleted)	11.6	The proposed constitution does not allow for a common seal.
INDEMNITY OF OFFICIALS		
A 77: Indemnification of officers	11.10	No substantive change.
A 78: Insurance of officers	11.10	No substantive change.
A 79: Voting by Director	7.3.2G	No substantive change.
A 80: Liability of officers	11.10	No substantive change.
A 81: Meaning of "officer"	12.2	No substantive change.
REGULATIONS AND BY-LAWS		
A 82: Board may make Regulations	6.2	No substantive change.
DISCIPLINARY PROCEEDINGS		
A 83 – A86	3.8, Schedule 3	Given the length and detail of the disciplinary process, we propose to move it to Schedule 3 of the Constitution.
A 87: Amendments to Articles	11.8	This provision was merely restating the effect of the <i>Corporations Act</i> and does not need to be included in the Constitution.
MEMBERSHIP SUBSCRIPTIONS		
A 88: Membership subscriptions	-	No substantive change.

DIRECTORS' INTERESTS		
A 89: Voting of interested Director	7.3	Allows Director's to have limited participation in decisions where there is a conflict of interest.
A 90: Director's interests	7.4	No substantive change.
A 91: Disclosure of interests	7.2	No substantive change.

NEW PROVISIONS		
-	4.18	Allows for members meetings to be held by technology.
-	4.19	Allows for resolutions (other than special resolutions) to be passed by the Members without a face to face meeting.
-	5.9	Provides that defects in appointment of Directors will not be fatal.
-	6.3	Allows Board to appoint an attorney.
	7.1	Duties of Directors.