

National Council Charter

(2017)



**Australian
Institute of
Architects**

The Royal Australian Institute of Architects Limited

National Council Charter

Adopted by the Board on 23 March 2017

Amended on 6 July 2017

Review before 3 May 2018

1. Purpose of Charter

- 1.1. This National Charter (**Charter**) sets out the role, composition and responsibilities of the National Council (**Council**) of The Royal Australian Institute of Architects Limited ACN 000 023 012, trading as Australian Institute of Architects (**Institute**).

2. Institute structure and governance

- 2.1. The Institute is an incorporated public company limited by guarantee. It is unlisted, so not subject to ASX rules and related laws. This is an ideal company type for the Institute's not-for-profit objectives and activities. However, it is not a charity required to be registered with the Australian Charities and Not-for-Profits Commission (**ACNC**).
- 2.2. In the corporations law a '*company limited by guarantee*' is a company that is formed on the principle that the liability of each member is limited to the respective amounts that the members promise to contribute to the company if it is wound up, but no more.
- 2.3. As a corporation, the Institute is governed first by the laws of Australia and if not in conflict with the law, the **Constitution** and Regulations made under the Constitution. These documents are available at architecture.com.au/about-us/governance.
- 2.4. The governing body of the Institute, as for any company, is its board of directors (**Board**). The Council's role is outlined in Section 3, below.
- 2.5. The Council is elected by the membership body of the Institute to represent the interests of the membership and, in turn, the profession.
- 2.6. The Constitution and the Regulations govern the primary operational and governance matters the Council is responsible for, such as the election of members of the Council itself, and appointment of the Board.
- 2.7. A summary of the membership of the Council and term of office is outlined in Section 4. Similarly, a summary of the Council's role in appointing the Board is set out in Section 5. The Constitution sets out in full how the Council is constituted and how the Council appoints the Board of Directors.
- 2.8. The Board has delegated authority over the operations and administration of the organisation to the Chief Executive Officer (**CEO**). The CEO has appointed and acts through staff members of senior management known as the Executive Committee who report to the CEO (**ExCo**) and other staff members who support the Institute's various operational areas, business activities and delivery of its products and services.
- 2.9. The CEO reports to the Board. The ExCo and in turn the staff report to the CEO. Council's relationship to the CEO and Senior Management is described in Section 6.

3. Purpose and responsibilities of the Council

- 3.1. The Council has two principal purposes in advising the Institute's Board — *strategic direction* and *policy development*.
- 3.2. The Council, while meeting its responsibilities, takes account of the Institute's:
 - 3.2.1. Mission and the objects of the organisation as embodied in its Constitution.
 - 3.2.2. Financial position and resources as advised by the Board
- 3.3. The primary functions of the Council in advising the Board in *strategic direction*, are to facilitate effective leadership by the Institute, by:
 - 3.3.1. reviewing the ongoing achievement of existing strategic plans.
 - 3.3.2. developing strategy and ordering strategic priorities.
 - 3.3.3. protecting the interests of members and other stakeholders.

- 3.3.4. articulating and spreading the organisation's values, vision, mission and strategies.
 - 3.3.5. supporting and advising the Board on standards of ethical behaviour and promotion of a culture of corporate and social responsibility
- while maintaining open lines of communication within the organisation and with members and other stakeholders.
- 3.4. The primary functions of the Council in advising the Board in *policy development*, are to facilitate effective leadership by the Institute, by:
- 3.4.1. reviewing and/or developing member-focused policies and externally focused advocacy positions for adoption by the Board.
 - 3.4.2. seeking input by members, whether as working groups, Chapter Council consultation, standing committees or other appropriate methods.
 - 3.4.3. seeking expert advice from management or other specialists.
 - 3.4.4. articulating and spreading the organisation's values, vision, mission and strategies.
 - 3.4.5. supporting and advising the Board on standards of ethical behaviour and promotion of a culture of corporate and social responsibility
- while maintaining open lines of communication within the organisation and with members and other stakeholders.
- 3.5. The Council is the body that provides appropriate advice to the Board by establishing Council committees, if appropriate.
- 3.6. The Council reviews the annual budget proposed by the CEO and the ExCo in relation to Council's responsibilities, and guides and makes recommendations to the Board.
- 3.7. The Council also, in concert with the Board and Senior Management:
- represents and participates.
 - keeps stakeholders informed.
 - projects a strong and positive image.
 - promotes the Institute's values, vision, mission and strategies.
 - facilitates cohesion.
 - protects the interests of stakeholders.
 - speaks with one voice regarding Council decisions.

4. Council membership and term

- 4.1. The Constitution provides for a maximum of 17 Councillors, comprising:
- 4.1.1. the National President,
 - 4.1.2. Immediate Past-President,
 - 4.1.3. The 8 Chapter Presidents (one of whom may be the National President Elect),
 - 4.1.4. The 4 Nationally Elected Councillors (one of whom may be the National President Elect),
 - 4.1.5. The President of SONA, and
 - 4.1.6. the Chair of EmAGN,
 - 4.1.7. and in some circumstances, the National President Elect between his or her expired term as a Chapter President or Nationally-Elected Councillor and taking office as National President.

- 4.2. For a meeting of Council to conduct its business, the Constitution requires a quorum of 8 Councillors (including at least 2 Nationally-elected Councillors).
- 4.3. As required by the Constitution, the Council consists only of volunteers. No member of the Council may be a member of the paid staff of the Institute.
- 4.4. The Constitution provides that Councillors generally will not serve on Council for more than 2 years before they must retire or seek re-election. The exception is the President-Elect's length of term.

5. Council and the Board of Directors

- 5.1. Members of Council may also be elected to the Board of Directors.
- 5.2. The Board of directors comprises at least 6 and a maximum of 8 directors, as follows:
 - 5.2.1. the 3 Councillors who are the National President, National President-elect and Immediate Past-National President,
 - 5.2.2. at least 1, and up to 2, other Councillor(s), and
 - 5.2.3. at least 1, and up to 3, Independent Director(s) who are not Councillors, 1 of whom may be an Institute member.
- 5.3. The Board must consist of at least 3 female and at least 3 male directors.
- 5.4. Every Director is chosen and appointed by Council to form a Board of at least 6, and a maximum of 8 directors. Therefore, Council has an important function to fulfil, as part of the Institute's governance and accountability mechanism, in appointing the Board each year. It is anticipated that the Board will provide Council with appointment advice, based on its perceived needs for professional skills, experience and backgrounds.
- 5.5. If Council can't or won't appoint the Board or sufficient directors for any reason, Article 31(d) provides a power reserved to the Board to appoint according to the conditions set out in the Constitution.
 - 5.5.1. At a meeting of Council before the AGM each year: The President-Elect is selected by Council from its members each year and automatically joins the Board at the very next Annual General Meeting (**AGM**).
 - 5.5.2. In ordinary circumstances: the President-Elect becomes the President at the next year's AGM, the President in that year then becomes the Immediate Past President at the next year's AGM, forming a 3-year 'Presidential' Director cycle, extending as needed to accommodate the President-Elect's length of term as a Councillor.
 - 5.5.3. At meeting of Council before the AGM each year: The Council elects one or two other National Councillor Director(s), to ordinarily take office at the subsequent AGM, and may be re-elected annually, provided they continue in office as Councillors.

- 5.5.4. At a meeting of Council before the AGM each year: The Council annually chooses the Independent Director(s). The Independent Director(s) ordinarily take office at the very next AGM. An Independent Director may be re-elected, but cannot serve a continuous term of more than 6 years.

Meeting of Council (Year 1)	AGM (Year 1)
<i>Council elects:</i>	<i>Becomes a Director:</i>
National President-Elect	New National President Elect
1 or 2 Councillors to Board	President Elect > President
1 to 3 Independent Directors	President > Immediate Past
	1-2 new Councillors
	1-3 new Independent Directors

- 5.6. The Board's role is to:
- 5.6.1. advise and monitor the CEO and Senior Management on the development and implementation of policy and the development and prioritisation of strategy.
 - 5.6.2. contribute to the agenda for Council meetings, referring policy and strategic issues to Council for consultation, as well as any matters referred to in the constitution as the responsibility of the Council.
 - 5.6.3. inform Council of Board actions and decisions which relate to policy and strategic matters the Board has considered or acted upon subsequent to Council consultation, or in accordance with the Delegations Policy, or out of urgency, to enable Council to advise the Board on the nature, direction and priorities of strategy and policy development.
- 5.7. A Board quorum of 3 National Councillor Directors plus at least one independent director is required for a Board meeting to formally transact business.

6. Council-CEO relationship

- 6.1. The roles of the Council and CEO are strictly separated. The National President represents the Council (and Board) in its dealings with the CEO and staff, and the CEO represents the staff in communicating and collaborating with the Council (and Board).
- 6.2. The CEO is not a member of the Council, or Board.
- 6.3. The CEO is responsible for management of the organisation and its operations. The Council can give strategic advice through the National President to the CEO but must not undermine the authority of the CEO by instructing a staff member without permission of the CEO.
- 6.4. The CEO helps set the agenda, assembles the information and makes recommendations that underpin both Council's and the Board's deliberations. Specifically, the CEO's responsibilities include:
 - 6.4.1. **Human resources:** recruitment, talent management, terminations and regulatory compliance.
 - 6.4.2. **Planning:** strategic planning (in collaboration with Council), operational planning and performance evaluation.
 - 6.4.3. **Financial and physical resources management:** budget development and monitoring (for high level review by the Board), and risk management in conjunction with the Board.
 - 6.4.4. **Fundraising:** research, planning and implementation of required fundraising activities.

- 6.4.5. **Representation:** presenting the Institute’s mission, programs, policies, products and services to relevant stakeholders.
- 6.4.6. **Standards:** in collaboration with Council, setting and exemplifying standards for ethical behaviour, commitment, effectiveness and efficiency.
- 6.4.7. **Vision/Mission/Strategic Plans:** articulating these to staff, members and stakeholders.
- 6.4.8. **Meeting support:** in collaboration with the National President, empowering the Council through well organised agendas, clear and logical recommendations for action, including options where practical, and effective recording of meeting outcomes.
- 6.5. The Board oversees, selects and monitors the CEO, including setting and reviewing salary and conditions of employment.

7. Meetings

- 7.1. The Constitution requires the Council to meet at least 3 times per year.
- 7.2. The Chair of the meeting is the National President, or if unable to attend, the Immediate Past National President.
- 7.3. All National Councillor Directors attend Council meetings, in their capacity as National Councillors. Independent directors may attend as observers and as resources, but have no vote.

8. Interest, Conflicts of Interest and Disclosure of Interest

- 8.1. An “interest” is a business or other relationship which could, or could reasonably be perceived by others, to now or in the future materially influence or interfere with the director’s ability to act in the best interests of the Institute and not in the director’s own or another person’s interests (**Interest**).
- 8.2. An Interest under this Charter includes non-financial interests.
- 8.3. Councillors must be free from any Interest when discussing and deliberating on any Council business, except where such Interest has been formally declared and recorded as follows:
 - 8.3.1. Councillors must declare an ongoing Interest, which is to be recorded regularly in the Minutes of any meeting of the Board.
 - If the Interest is recorded, without detailed explanation, a Councillor should withdraw from discussion of or deliberation on any matter where that Interest may operate, unless requested not to by the Chairperson, or after a Council decision made without that Councillor’s participation.
 - 8.3.2. Councillors must also disclose any Interest that arises in particular circumstances or in the context of specific business being considered by the Council, and the declaration is to be recorded in the Minutes.
 - In that case, 8.3.1 above applies as if the Interest was an ongoing Interest for the purpose of the business being considered.
- 8.4. The Chairperson, another Councillor or the Company Secretary may raise an Interest or the potential for an Interest in writing in advance or verbally during a discussion or deliberation by the Council. If there is an Interest:
 - The Councillor should then withdraw.

- If the Councillor has not withdrawn, the Council must decide before discussion continues whether the Interest is reasonably likely to apply to the discussion or decision before the Council and if so, require the Councillor to withdraw.
- Alternatively, the Council may decide to allow the Councillor to remain present but not take part in discussion and if a vote is required, abstain from voting.
If the Council decides that an Interest is reasonably likely to apply to the discussion or decision before the Council, the Minutes must record the details of the Council's decision.

9. Council culture

- 9.1. The Council actively seeks to promote an 'engaged culture' which is characterised by candour, respect and a willingness to challenge.
- 9.2. Councillors expect their fellow Councillors to:
 - be honest and deliver feedback in a constructive manner.
 - be ready to ask questions and willing to challenge the status quo.
 - actively seek out other Councillor's views and contributions.
 - spend time on an issue commensurate with its importance.
 - share their views, ideas and criticisms without bias or favour.
- 9.3. Councillors conduct themselves so that they:
 - always come prepared to contribute.
 - participate actively in the affairs of the Council and Institute.
 - show respect for their fellow Councillors and the members and staff of the Institute.
 - take responsibility and carry a fair share of the load.
- 9.4. In meeting the needs of all stakeholders the Council will conduct itself in ways that embody the Institute's core values:
 - One community*, embracing diversity and open communication
 - Innovation*, demonstrating leadership with courage and creativity
 - Accountability*, acting with integrity, responsibility and sustainability
 - Respect*, relating with empathy and recognition of effort
 - Collaboration*, working together with trust and transparency

10. Council Meeting Agenda

- 10.1. The Council may, in consultation with the CEO, organize or order the agenda of meetings in any way it sees fit.
- 10.2. Ordinarily, the business of the Council, and corresponding Minutes, will be divided into broad sections, namely:
 - Ordinary,
 - Confidential (whether commercial in confidence or for another reason of sensitivity or confidentiality), and
 - *In camera* (Council proceedings where the CEO or staff are not present).
- 10.3. It is not necessary for proposed resolutions to be formally moved, or seconded, only "resolved" or "not resolved" (see also 11.4).

11. Reporting of Resolutions

- 11.1. Resolutions are first put in draft form and, once passed, are recorded in a digital Minute Book.
- 11.2. Proceedings of all Council meetings are minuted, and the minutes signed by the President (or the Chair of that meeting if the President was not present) following the procedure in paragraph 11.3 below.
- 11.3. Minutes of all Council meetings are recorded and circulated as follows:
 - 11.3.1. The purpose of minutes is to record resolutions and the general nature of any discussion and all actions arising. They will not record everything said and by whom, unless a director requests that their remarks be recorded and attributed at the time the remarks or statements are made.
 - 11.3.2. Minutes will be distributed to the Council for comment within 21 days of a meeting, then ratified by the President or other chair as applicable, within a further 7 days, after which the recording may be destroyed. The period between the meeting and destruction of the recording will not exceed 28 days. If the President (or the Chairperson from time to time) considers there are exceptional circumstances, the President (or Chairperson) may direct that these time periods for a particular meeting may be extended.
 - 11.3.3. Except for confidential or *in camera* items, the minutes are distributed to the CEO and ExCo for comment at the same time.
 - 11.3.4. Digital or other recordings of meeting proceedings are for the benefit of the minute taker.
 - 11.3.5. If the Chair fails to sign/endorse the minutes, they must be signed at the next Council meeting after the Council resolves to accept them.
- 11.4. All decisions and resolutions of the Council, including informal advice or guidance to the Council or the CEO, are recorded as 'one voice' unless a Councillor requests at the time a vote is being made, that the Minutes specifically record their abstaining from the vote, or a negative vote.
- 11.5. Signed Minutes will be circulated to Council without the confidential sections, unless the Council or President direct otherwise in a particular case.
- 11.6. The CEO will arrange to circulate to all staff a summary of each signed Minutes. The content of that summary is the CEO's discretion, but the summary must not include content or references to confidential agenda items or discussions.
- 11.7. Key outcomes of Council meetings, but not the signed minutes, will, with the prior approval of the President, be reported through an appropriate channel to members.

12. Review of this Charter

- 12.1. The Board must review this Charter at least once every calendar year to ensure it remains consistent with the Institute's objectives and responsibilities.
- 12.2. The Board may delegate the review of this Charter to a Committee, the CEO or an external adviser, but all changes to this Charter requires the Board's prior approval.

13. Communicating this Charter

- 13.1. Key features of the Charter may be outlined in the Annual Report.

14. Appendices

<i>Appendix 1</i>	Board Charter
<i>Appendix 2</i>	Council obligations specified in the Institute's Constitution in addition to those of the Corporations Law
<i>Appendix 3</i>	Delegations Policy (current)

Appendix 1. Board Charter (without appendices)

Board Charter

(2017)



Australian
Institute of
Architects

The Royal Australian Institute of Architects Limited

Board Charter

Adopted by the Board on 23 March 2017

Last amended on 6 July 2017

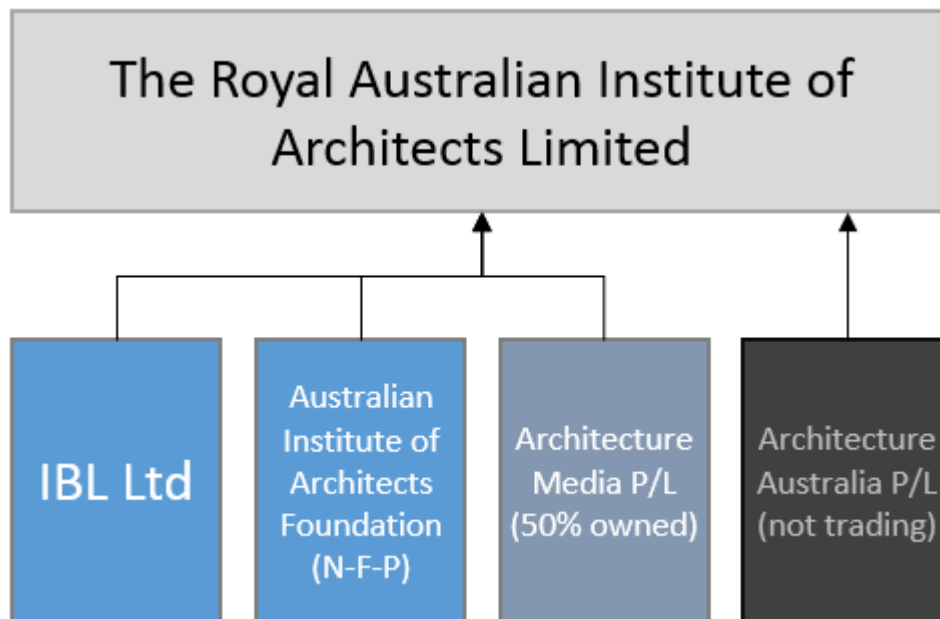
Review before: 3 May 2018

1. Purpose of Charter

- 1.1. This Board Charter (**Charter**) sets out the role, composition and responsibilities of the Board of Directors of The Royal Australian Institute of Architects Limited ACN 000 023 012, trading as Australian Institute of Architects (**Institute**).
- 1.2. The conduct of the Board of Directors (**Board**) is also governed by the corporations law, other laws of Australia, and the Memorandum and Articles of Association (**Constitution**), a copy of which is available at architecture.com.au/about-us/governance.

2. Institute structure and governance

- 2.1. The Institute is an incorporated public company limited by guarantee. It is unlisted, so not subject to ASX rules and related laws. This is an ideal company type for the Institute's not-for-profit objectives and activities. However, it is not a charity required to be registered with the Australian Charities and Not-for-Profits Commission (**ACNC**).
- 2.2. Directors of a public company limited by guarantee must meet all the statutory and common law duties of directors, regardless of whether the company is for profit or not-for-profit.
- 2.3. In the corporations law a '*company limited by guarantee*' is a company that is formed on the principle that the liability of each member is limited to the respective amounts that the members guarantee to contribute to the company if it is wound up, but no more.
- 2.4. The members of the Institute are (with one legacy exception) individuals, not entities. Various, under the Constitution they are:
 - *architects* who are registered under state and territory legislation,
 - *architects* eligible to be (but not) registered,
 - *graduates* of architecture not yet eligible to be registered,
 - *students* of architecture, and
 - members with qualifications in associated disciplines, or special categories.
- 2.5. Directors are chosen and appointed by the Institute's National Council (**Council**). Council is the representative body of the Institute's members and consists of up to 17 members. Those members are elected by the Institute's membership, as provided for in the Constitution. In addition, the corporations law gives the Institute's members acting in general meeting an ultimate and overriding power to appoint and remove directors.
- 2.6. The Council's interactions with the Board and operational matters and obligations in relation to the Board are governed by the Constitution and set out in the National Council's Charter. The National Council Charter is in Appendix 1 of this Charter.
- 2.7. Obligations of the Board in addition to those derived from the corporations law are also spelt out in the Constitution and these are reproduced in Appendix 2.
- 2.8. Obligations of the Board in relation to its dealings with Council are included in section 4.
- 2.9. The Institute has subsidiary and associated companies which are "for profit". The Institute also owns and controls a registered charity. A company structure chart follows:



- 2.10. The Board is therefore the board of directors of the 'holding company' in the consolidated group made up of the Institute and its subsidiaries. The Board's responsibilities include receiving reports from the subsidiary boards, at the Board's discretion as to frequency, content, and method of delivery.

3. Board composition

- 3.1. The Board comprises at least 6 and a maximum of 8 directors, as follows:
- 3.1.1. the 3 National Councillors (**Councillors**) who are the President, President-elect and Immediate Past-President,
 - 3.1.2. at least 1, and up to 2, other Councillor(s), and
 - 3.1.3. at least 1, and up to 3, Independent Director(s) who are not Councillors, 1 of whom may be an Institute member.
- 3.2. The Board must consist of at least 3 female and at least 3 male directors.
- 3.3. Every Director is chosen and appointed by Council, by the following methods and taking office as described below:
- 3.3.1. Before the AGM each year: The President-Elect is elected by Council from its members each year and automatically joins the Board at the very next Annual General Meeting (**AGM**).
 - 3.3.2. In ordinary circumstances: the President-Elect becomes the President at the next year's AGM, the President in that year then becomes the Immediate Past President at the next year's AGM, forming a 3-year 'Presidential' Director cycle. The tenure of the Councillor who is elected as a President-Elect is slightly longer than 3 years, because the President-Elect also remains a Councillor during that time.
 - 3.3.3. Before the AGM each year: The Council elects one or two other National Councillor Director(s), to ordinarily take office at the very next AGM. National Councillor Directors may be re-elected annually, provided they continue in office as Councillors.
 - 3.3.4. Before the AGM each year: The Council chooses the Independent Director(s). The Independent Director(s) ordinarily take office at the very next AGM. An Independent Director may be re-elected, but cannot serve a continuous term of more than 6 years.

Meeting of Council (Year 1)	AGM (Year 1)
<i>Council elects:</i>	<i>Becomes a Director:</i>
National President-Elect	New National President Elect
	President Elect > President
	President > Immediate Past
1 or 2 Councillors to Board	1-2 new Councillors
1 to 3 Independent Directors	1-3 new Independent Directors

- 3.4. Under the Constitution, the quorum for a Board meeting is 4 Directors and where:
- 3.4.1. 3 Directors must be Councillors and 1 must be an Independent Director.
- 3.4.2. The President is the Board's chairperson, and has a casting vote in addition to his or her own vote.
- 3.5. The Board can meet as and when it considers appropriate, but must meet at least 5 times in a given calendar year.
- 3.6. The Board may meet by any means where each Director present is able to hear and speak to any other Director.

4. Purpose of the Board

- 4.1. The Board, while meeting its responsibilities, is mindful of the Institute's mission and the objects of the organisation in its Constitution, and the strategic and policy advice provided by the Council.
- 4.2. The Board has three overarching purposes: *compliance, performance and risk management*.
- 4.3. The Board is obliged to consult the Council before making certain decisions, as set out in the following, unless the Board reasonably considers that the time needed to do so, conflicts with the Board carrying out its overarching purposes. Ordinarily, it is expected that the Board will plan its compliance and performance activities to facilitate such consultation with Council.

Compliance: *Comply with or exceed all legal requirements*

Legal

- monitor and comply with the Constitution
- comply with directors' responsibilities (refer Section 6)
- comply with laws

Financial accountability

- monitor and report on financial performance
- comply with audit requirements

Performance: *Assist the Institute to perform to its best potential*

Strategy and policy

- consult with Council with the purpose of adopting any vision/mission/strategic plans advised by Council, subject to financial prudence and legal obligations
- once adopted, ensure they are embedded into the Institute's operations
- monitor the Institute's adherence to and performance against adopted vision/mission/strategic plans regularly

Advocacy

- consult with Council with the purpose of adopting public advocacy policies approved by Council.
- where urgency (such as for a response to government) makes it impracticable to consult with Council, adopt public advocacy policies as required, and report them to Council
- monitor management's adoption of and promulgation of such advocacy policies or positions

Financial performance

- consult with Council before setting the annual membership subscriptions for the classes and categories of membership.
- consult with Council to set and amend overall financial strategy beyond annual budgets, in response to Vision/Mission/Strategic Plans
- consult with Council to set the annual budget.
- regularly monitor financial performance against budget, including cash flow and projected cash flow.
- recast the budget, or components of it, as prudent from time to time, working with management.
- If recasting the budget is required, consult with Council.

Accountability

- overall financial and operational performance of the organisation.
- CEO performance.

Public Relations

- represent and participate.
- project a strong and positive image.
- promote the Vision/Mission/Strategic Plans.
- facilitate cohesion.
- speak with one voice regarding Board decisions.

Risk Management: *Identify and mitigate risks*

- Ensure up-to-date and effective risk profile and management strategy, both organizational (including financial risk) and work health and safety.
- monitor and review strategies to mitigate material risks.
- monitor insurance requirements.

5. Board delegations

- 5.1. In this section 5, the word "power" includes a stated or implied purpose, right, authority or responsibility of the Board at law or under the Constitution.
- 5.2. The Board must not delegate or pass on its powers in any way, except as follows.

Board to Committees

- 5.3. The Board may form advisory committees and delegate its powers to those committees as it sees fit and:
 - 5.3.1. The Board may at any time revoke a delegation of powers under 5.3.
 - 5.3.2. At least one member of each committee of the Board must be a Board director.
 - 5.3.3. The Board may authorise a committee to sub-delegate all or part of the powers delegated to it.

- 5.3.4. Meetings of advisory committees are governed by the applicable provisions in the Constitution dealing with Board meetings, but a specific resolution or direction of the Board that is inconsistent with the Constitution overrides those provisions. Those provisions apply as if each committee member is a director.

Board to President

- 5.4. The Board delegates to the President a limited and qualified power to act only where the need to act is urgent for the purpose of meeting the Board's overarching purposes: *compliance, performance and risk* in 4.2 above.
- 5.5. Before acting on the delegated power in 5.4, the President must first convene a teleconference meeting of the Board with a quorum of 4 directors (see 3.4 above).
- 5.6. After exercising the delegated power in 5.4, the President must at the very next Board meeting report to the Board the action that was taken and that report will be noted in the minutes of that meeting.

Board to CEO

- 5.7. The Board delegates powers for the operations and administration of the Institute to the Chief Executive Officer (**CEO**) and an express power to sub-delegate all or part of the CEO's powers as the CEO considers appropriate, but always in accordance with the directions and policies of the Board.
- 5.8. The CEO reports to the Board. The CEO has in place staff members of senior management, together known as the Executive Committee (**ExCo**) who report to the CEO. The only exceptions to this are:
- 5.8.1. the person fulfilling the role of company secretary who, while acting solely in that capacity, is appointed by and reports to the Board as required by the corporations law.
- 5.8.2. a person holding a current legal practice certificate who is employed by the Institute to give legal advice to the Institute or directly to the Board.
- 5.9. The CEO and, through the CEO, ExCo and in turn the staff reporting to the CEO or ExCo, conduct the Institute's business activities and the delivery of its services, in compliance with the Delegation of Authority Policy in force from time to time. This Policy is in Appendix 3.
- 5.10. Every delegate of the Board must act in accordance with a direction of the Board when exercising their delegated power.

6. Directors duties

- 6.1. Directors have a general duty to act as a *fiduciary* of the company, as well as a statutory duty to act with loyalty and in good faith, including:
- 6.1.1. Acting in good faith in the best interests of the organisation and its members, and for a proper purpose.
- 6.1.2. Not to misuse their position, whether to gain advantage or cause detriment.
- 6.1.3. Not to misuse information.
- 6.1.4. To avoid and disclose conflicts of interest (see section 7).
- 6.2. Directors have a statutory duty of care and diligence. A director must:
- 6.2.1. act with the same degree of care and diligence that
- 6.2.2. a reasonable person would exercise
- 6.2.3. if that person were a director of a company like the Institute

- 6.2.4. and had the same responsibilities within the Institute as that director does.
- 6.3. Directors have further specific statutory duties under the corporations law, including:
 - 6.3.1. To prevent insolvent trading.
 - 6.3.2. Disclosure of related-party transactions.
 - 6.3.3. Disclosure of director's interests.

7. Interest, conflicts and disclosure of interest

- 7.1. An "interest" is a business or other relationship which could, or could reasonably be perceived by others to, now or in the future, materially influence or interfere with the director's ability to act in the best interests of the Institute and not in the director's own or another person's interests (**Interest**).
- 7.2. An Interest under this Charter includes non-financial interests that might not be considered "material" at law.
- 7.3. Directors must be free from any Interest when discussing and deliberating on any Board business, except where such Interest has been formally declared and recorded as follows:
 - 7.3.1. Directors must declare an ongoing Interest, which is to be recorded regularly (but without detailed explanation) in the Minutes of any meeting of the Board.
 - If the Interest is recorded, without detailed explanation, a Director should withdraw from discussion of or deliberation on any matter where that Interest may operate, unless requested not to by the Chairperson, or after a board decision made without that Director's participation.
 - 7.3.2. Directors must also disclose any Interest that arises in particular circumstances or in the context of specific business being considered by the Board, and the declaration is to be recorded in the Minutes.
 - In that case, 7.3.1 above applies as if the Interest was an ongoing Interest for the purpose of the business being considered.
- 7.4. The Chairperson, another Director or the Company Secretary may raise an Interest or the potential for an Interest in writing in advance or verbally during a discussion or deliberation by the Board. If there is an Interest:
 - The Director should then withdraw.
 - If the Director has not withdrawn, the Board must decide before discussion continues whether the Interest is likely to apply to the discussion or decision before the Board and if so, require the Director to withdraw.
 - Alternatively, the Board may decide to allow the Director to remain present but not take part in discussion and if a vote is required, abstain from voting. If the Board decides that an Interest is reasonably likely to apply to the discussion or decision before the Board, the Minutes must record the details of the Board's decision about that Interest.

8. Board-CEO relationship

- 8.1. The roles of the Board and CEO are strictly separated.
- 8.2. The President as Board Chairperson formally represents the Board in its dealings with the CEO and staff.
- 8.3. The CEO represents the staff in communicating and collaborating with the Board.
- 8.4. The CEO is not a member of the Board (nor of Council).

- 8.5. The CEO is responsible for management of the organisation and its operations. The Board can give advice or an order to the CEO but must not undermine the powers of the CEO by instructing a staff member other than through, and with the permission of, the CEO. The presence and participation at Board meetings of ExCo, or other staff as required, does not alter the operation of this principle.
- 8.6. However, the principle does not apply where the Board instructs the company secretary within the scope of that role, when the position is filled by a staff member.
- 8.7. The CEO helps set the agenda, assembles the information and makes recommendations that underpin the Board's deliberations. Specifically, the CEO's responsibilities include:
- 8.7.1. Human resources: recruitment, talent management, terminations and regulatory compliance.
 - 8.7.2. Planning: strategic planning (in collaboration with Council), operational planning and performance evaluation.
 - 8.7.3. Financial and physical resources management: budget development and monitoring, and risk management.
 - 8.7.4. Fundraising: research, planning and implementation of required fundraising activities, including corporate partners.
 - 8.7.5. Representation: presenting the Institute's mission, programs, policies, products and services to relevant stakeholders.
 - 8.7.6. Standards: in collaboration with the Board and Council, setting and exemplifying standards for ethical behaviour, commitment, effectiveness and efficiency.
 - 8.7.7. Vision/Mission/Strategic Plans: articulating these to staff, members and stakeholders.
 - 8.7.8. Meeting support: in collaboration with the President, empowering the Board and Council through well organised agendas, clear and logical recommendations for action, including options where practical, and effective recording of meeting outcomes.
- 8.8. The Board's role includes the selection and monitoring of the CEO, including:
- 8.8.1. CEO recruitment.
 - 8.8.2. Setting and reviewing the CEO's salary and conditions of employment.
 - 8.8.3. Monitoring and reviewing the CEO's performance.

9. Board culture

- 9.1. The Board actively seeks to promote an 'engaged culture' which is characterised by candour, respect and a willingness to challenge.
- 9.2. Directors expect their fellow directors to:
- be honest and deliver feedback in a constructive manner.
 - be ready to ask questions and willing to challenge the status quo.
 - actively seek out other director's views and contributions.
 - spend time on an issue commensurate with its importance.
 - share their views, ideas and criticisms without bias or favour.
- 9.3. Directors conduct themselves so that they:
- always come prepared to contribute.
 - participate actively in the affairs of the Board and Institute.

- show respect for their fellow directors and the members and staff of the Institute.
 - take responsibility and carry a fair share of the load.
- 9.4. In meeting the needs of all stakeholders the Board will conduct itself in ways that embody the Institute's core values:
- One community*, embracing diversity and open communication
- Innovation*, demonstrating leadership with courage and creativity
- Accountability*, acting with integrity, responsibility and sustainability
- Respect*, relating with empathy and recognition of effort
- Collaboration*, working together with trust and transparency

10. Board Meeting Agenda

- 10.1. The Board may, in consultation with the CEO, organize or order the agenda of meetings in any way it sees fit.
- 10.2. Ordinarily, the business of the Board, and corresponding Minutes, will be divided into broad sections, namely:
- Ordinary,
 - Confidential (whether commercial in confidence or for another reason of sensitivity or confidentiality), and
 - *In camera* (Board proceedings where the CEO or staff are not present).
- 10.3. It is not necessary for proposed resolutions to be formally moved, or seconded, only "resolved" or "not resolved" (see also 11.5).

11. Reporting of Resolutions

- 11.1. Resolutions are first put in draft form and, once passed, are recorded in a digital Minute Book.
- 11.2. Proceedings of all Board meetings are minuted, and the minutes signed by the President (or the Chair of that meeting if the President was not present) following the procedure in paragraph 11.3 below.
- 11.3. Minutes of all Board meetings are recorded and circulated as follows:
- 11.3.1. The purpose of minutes is to record resolutions, the general nature of any discussion and all actions arising. They will not record everything said and by whom, unless a director requests that their remarks be recorded and attributed at the time the remarks or statements are made.
- 11.3.2. Minutes will be distributed to the Board for comment within 21 days of a meeting, then ratified by the President or other chair as applicable, within a further 7 days, after which the recording may be destroyed. The period between the meeting and destruction of the recording will not exceed 28 days. If the President (or the Chairperson from time to time) considers there are exceptional circumstances, the President (or Chairperson) may direct that these time periods for a particular meeting be extended.
- 11.3.3. Except for confidential or *in camera* items, the minutes are distributed to the CEO and ExCo for comment at the same time.
- 11.3.4. Digital or other recordings of meeting proceedings are for the benefit of the minute taker.

- 11.3.5. If the President or other chair fails to sign/endorse the minutes, they must be signed at the next Board meeting after the Board resolves to accept them.
- 11.4. If there is an inconsistency between the recorded proceedings of a meeting and the Signed Minutes of that meeting, then the Signed Minutes prevail.
- 11.5. All decisions and resolutions of the Board, including informal advice or guidance to the Council or the CEO, are recorded as 'one voice' unless a Director requests at the time a vote is being made, that the Minutes specifically record their abstaining from the vote, or a negative vote.
- 11.6. The CEO will arrange to circulate to all staff a summary of each signed Minutes. The content of that summary is the CEO's discretion, but the summary must not include content or references to confidential agenda items or discussions.
- 11.7. A summary of the signed Minutes will be circulated to Council without the confidential section.
- 11.8. Key outcomes of Board meetings, but not the signed Minutes, will, with the prior approval of the President, be reported through an appropriate channel to members.

12. Review of this Charter

- 12.1. The Board must review this Charter at least once every calendar year to ensure it remains consistent with the Institute's objectives and responsibilities.
- 12.2. The Board may delegate the review of this Charter to a Committee, the CEO or an external adviser, but all changes to this Charter require the Board's prior approval.

13. Communicating this Charter

- 13.1. Key features of the Charter may be outlined in the Annual Report.

14. Appendices

<i>Appendix 1</i>	National Council Charter
<i>Appendix 2</i>	Board obligations specified in the Institute's Constitution (in addition to those of the Corporations law)
<i>Appendix 3</i>	Delegations Policy (current)

Appendix 2. Board obligations from Institute Constitution

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 this Constitution, 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 (or would have been) 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.

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 this Constitution, 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 (or would have been) 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.

Appendix 3. Delegated Authority Policy (as adopted July 2017)

Delegated Authority Policy

(2017)



**Australian
Institute of
Architects**

The Royal Australian Institute of Architects Limited

Delegated Authority Policy

Adopted by the Board on 5 July 2017

Amended on 7 July 2017

Review before 5 July 2018

Delegated Authority Policy

1. Introduction

- 1.1. The Australian Institute of Architects (**the Institute**) is committed to best practice governance.
- 1.2. Rule 6.1: The Board of Directors (**the Board**) has responsibility to “manage and control the business and affairs of the Institute” and exercise all powers of the Institute, except those reserved under the Institute’s Constitution to the National Council or the members in general meeting.
- 1.3. Rule 8.1: The National Council (**the Council**) will advise the Board and perform those roles and exercise those powers given to it under the Constitution and Regulations including those powers authorities and discretions that the Board may delegate to National Council from time to time.
- 1.4. Rule 6.13: The effect of a delegation by the Board is to formally authorise the Institute’s councils, committees, officers and staff (**the Entities**) to act with a defined level of autonomy in exercising powers, authorities, discretions and to incur liabilities and make decisions on behalf of the Board.

2. How to Use this Document

This Delegated Authority policy (**this Policy**):

- 2.1. Identifies who is authorised to make decisions and the limits they can make those decisions up to.
- 2.2. Identifies who can take certain actions.
- 2.3. Identifies who can sign certain types of agreements.
- 2.4. Identifies who can approve various types of legal documents.
- 2.5. Is consistent with the Institute’s Constitution and Regulations.
- 2.6. Is subject to the directions and policies of the Board, the Board Charter and National Council Charter, as in force from time to time.
- 2.7. This Policy must be read alongside the Delegations Schedule attached to this Policy. The Delegations Schedule identifies those Entities that have a specific delegation to undertake specified activities for the Institute. It also sets out the conditions and monetary thresholds that need to be met for those delegations to be effective.

3. Objectives

This Policy systematically documents and consolidates the authorities that the Board has given to particular Entities, in order to:

- 3.1. Achieve the Institute’s stated mission by delivering the outcomes, objectives and initiatives set out in the Institute’s strategic plan.
- 3.2. Achieve good governance by ensuring that all Entities act in accordance with the directions of the Board, the Constitution, and policies of the Institute.
- 3.3. Manage risk by ensuring delegations of authority are formally documented and transparent to Institute members and other stakeholders.
- 3.4. Manage risk by requiring appropriate and timely reporting of material expenditures to the Board.

- 3.5. Provide for decision-making to occur as close as possible to the point of service delivery, to facilitate operational efficiency and effectiveness as well as maximising the accountability of staff for their performance in delivering services, products and programs.

4. Application of this Policy

- 4.1. The delegations in this Policy apply to all relevant activities of the Institute's parent entity:
The Royal Australian Institute of Architects Limited ACN 000 023 012.
- 4.2. This policy does not apply to any corporate subsidiary of the Institute, whether wholly- or part-owned by or controlled. Boards of these entities must ensure they have in place appropriate delegations of authority that are consistent with their respective constitution.
- 4.3. This policy and the accompanying Delegation Schedule supersede all previous delegations. However, any change in this policy does not invalidate actions taken under previous delegations.

5. Review and Currency

- 5.1. The Board must review this Policy and the Delegation Schedule at least once every calendar year.
- 5.2. The Board may delegate the review of this Policy and the Schedule to an Entity or an external adviser, but all changes to this Policy requires the Board's prior approval.

6. Authority and Effect of Delegation

- 6.1. The Board may delegate powers, authorities or functions to any of the Entities shown in Table 1.
- 6.2. Delegates may not sub-delegate powers or functions except where specifically authorised by the Board.
- 6.3. Unless the Board specifically directs otherwise, these positions or entities may delegate any of their delegated or usual powers or functions to any position or entity shown below it in Table 1.
- 6.4. Delegations are made to entities or positions, not to the individual person(s) occupying that position.
- 6.5. 'Acting' appointees may exercise the same powers as the permanent appointee to a position.
- 6.6. A delegate cannot exercise a power or authority that the Board itself is not entitled to exercise.
- 6.7. A delegated act, properly exercised within the scope of the delegation, has the effect of being exercised by the Board.
- 6.8. A delegation is not obligatory. A delegate may determine that, in particular circumstances, it is more appropriate for the delegation to be exercised at a higher level, including by the Board itself.

Table 1. Delegation authority of Entities

Board of Directors	
National President (NP)	
Board Advisory Committee (BAC)	
National Council (NC)*	
Chief Executive Officer (CEO)	National Committee (NCom)
General Manager / Director / Chief Officer (GM)	Chapter President (CP)
National Manager (NATM) / Executive Director (ED)	Chapter Council (CC)
	Chapter Committee (CCom)

****Matters reserved for the Council***

- 6.9. For completeness, the Delegation Schedule also includes powers and authorities that are strictly “reserved for the Council” under the Constitution. These are powers and functions for which the Council solely has authority. Unless Council expressly resolves to delegate these powers (and that delegation is recorded in this Policy), these powers and authority are not to be delegated.

Delegations to committees

- 6.10. The Board may delegate powers or functions to any Board or Institute committee.
- 6.11. The Board may create and delegate to one or more Board Advisory Committees (**BAC**). A BAC must report only to the Board and typically the chairperson of a BAC will be a current director. At present, the Board has two BACs: the Investment Committee and the Finance, Audit and Risk Committee. The responsibilities, conduct, constitution of these two BACs is set out in *Investment Committee Charter* and the *FAR Committee Charter*.
- 6.12. Any other committee may be referred to as a working group, taskforce, group, forum or similar name. For the purposes of this policy, a committee is any group of two or more members, and may include Institute staff, but not more staff than members.
- 6.13. Powers or authority delegated to a committee can only be exercised when the committee is acting as a whole, in accordance with its Terms of Reference and cannot be exercised by any individual member or subset of members within that committee.

7. How delegations work

Delegate responsibilities

A delegate must:

- 7.1. Act with care and diligence and not for any improper purpose when exercising their delegation.
- 7.2. Take all necessary action to avoid an actual, perceived or potential conflict of interest. Where a delegate has a conflict of interest, the delegated authority must be exercised by the Entity immediately above the delegate (eg. the delegate's immediate manager).
- 7.3. Act only within the limits of their power and delegation, including the specified thresholds.
- 7.4. Refer to all relevant Institute regulations, policies and procedures and the law when exercising delegations.
- 7.5. Exercise delegations only within their own area of management responsibility.
- 7.6. Not exercise a delegation where they are approving their own recommendation.

Expenditure authorisation

- 7.7. Delegates may not authorise a payment or purchase on their own behalf or for their personal benefit.
- 7.8. Authorisations for expenditure must be (physically or digitally) signed by the appropriate delegate.
- 7.9. No other person is authorised to sign on behalf of the delegate in authorising expenditure.
- 7.10. Any subsequent variation in the quantity, quality or cost of goods/services may only be approved by the original authorising delegate in writing.
- 7.11. Expenditure items may not be apportioned or divided to permit a lower level of delegation.
- 7.12. Delegation in relation to budgeted expenditures is limited to amounts that are within the budget allowance.

- 7.13. Expenditure that exceeds the relevant budget by the thresholds in the table below must have prior approval as indicated:

Expenditure that either...	...the (greater of) applicable threshold...	...requires approval from:
...exceeds budget by:	<u>not more than</u> 10% of relevant budget item AND at least \$5000:	CEO
OR ...reduces actual net outcome by:	<u>more than</u> 10% relevant budget item AND more than \$5,000:	Board

- 7.14. At each Board meeting, the CEO and the Director Corporate Services will give a written report to the Board of all expenditures over \$25,000 (excluding GST), identified by project if appropriate.

Breach of delegation

- 7.15. If a delegate fails to show due care and diligence when exercising their delegation, the delegating Entity may withdraw or impose further conditions on the delegation, at any time and without needing to give prior notice to the delegate.
- 7.16. A delegation may also be withdrawn by the delegate's immediate supervisor, or any person more senior in the area of management responsibility, the position or entity that originally delegated the power or function, or the Board.
- 7.17. Any attempt to coerce, inappropriately influence or direct a delegate in connection with the exercise of their delegation is a serious breach of this policy. Conduct of this kind may also be taken as a serious breach for the purposes of the Institute's HR policies that apply to staff. Staff are encouraged to immediately report all instances of this nature to your line manager and the CEO, or to a Member of the Board if Management has not taken appropriate action.
- 7.18. Failure to act in accordance with this policy and/or the associated Delegation Schedule may be regarded as misconduct and subject to relevant disciplinary action for the purposes of the Institute's HR policies that apply to staff.

8. Delegation Schedule

- 8.1. Delegations of authority are presented in the attached Delegation Schedule, which sets out specific delegations across particular areas of the Institute's operations:
- *Intellectual Property*
 - *Human Resources*
 - *Property and Premises*
 - *Procurement, Purchasing and Expenditure*
 - *Finance*
 - *Governance*
 - *Legal*
 - *External relations and Media*
- 8.2. Matters reserved for Council, under the Constitution, are noted in the Schedule.

Delegation Schedule

Note: All threshold values are inclusive amounts and do not include GST.

	Activity	Power or function to:	Threshold or value	Authorised delegate	Notes
Intellectual Property					
IP1	<i>Institute Crest</i>	Authorise or license use of the Institute Crest to third parties.		National President or CEO	Authority must be recorded in writing. Doesn't affect Corporate Partners.
IP2	<i>Trademarks</i>	Authorise application to IP Australia for trademark registration of an Institute brand.		CEO	On recommendation of Director Legal Advisory
Human Resources					
HR1	<i>Staff appointments</i>	Authorise a new permanent position as per approved budget or redundancy of an existing position.		CEO	New recruitment must be consistent with budgeted remuneration and Terms and Conditions, if specified.
HR2		Approve appointment, terms and conditions of employment, termination and remuneration of CEO and any unbudgeted positions.		Board	
HR3		Approve appointment, terms and conditions of employment, discharge and remuneration of GM.		CEO	
HR4		Authorise temporary position above threshold.	\$10,000 and 6 weeks	CEO	
HR5		Authorise temporary position below threshold.	\$10,000 and 6 weeks	GM	
HR6		Approve appointment, terms and conditions of employment, discharge and remuneration of NATM or ED.		CEO	
HR7		Approve appointment, terms and conditions of employment, discharge and remuneration of staff who is not GM, NATM or ED.		GM	With CEO oversight.
HR8	<i>HR Policy</i>	Approve HR or WHS policies and procedures.		CEO	
HR9	<i>Staff Travel</i>	Approve domestic travel, accommodation and per diem up to threshold.	\$1000	NATM or ED	NATM or ED responsible for program or budget.
HR10		Approve domestic travel and accommodation up to threshold.	\$5,000	GM	
HR11		Approve international travel expenditure.		Board	Board approval must be given prior to booking of travel.
HR12	<i>Staff development</i>	Approve expenditure on staff development up to budgeted threshold, per single instance.	\$2000	GM	
HR13		Approve expenditure on staff development up to budgeted threshold, per single instance.	\$5000	CEO	
HR14		Approve unbudgeted expenditure on staff development over threshold, per instance.	\$5000	CEO	Staff member to prepare and submit business case justifying staff development.
HR15	<i>Salary increases</i>	Approve annual salary increases (aggregate amount).		Board	The Board approves the total pool available for salary increases, if any, which are allocated by the CEO on recommendation of Director Corporate Services. The Board approves any salary increases for the CEO.

	Activity	Power or function to:	Threshold or value	Authorised delegate	Notes
Property and Premises					
P1	<i>Building, refurbishment or maintenance</i>	Sign works or facility contract (labour and materials) for budgeted projects below threshold.	\$50,000	CEO	On recommendation of Nat Property Manager and Director Corporate Services
P2		Sign works or facility contract (labour and materials) for budgeted projects below threshold.	\$10,000	National Property Manager	
P3		Sign works or facility contract (labour and materials) for budgeted projects above threshold, or unbudgeted projects.	\$50,000	Board	On recommendation of CEO, Director Corporate Services or National Property Manager, as appropriate.
P4		Authorise progress payments in line with Board-approved budget.		GM or CEO	On recommendation from National Property Manager or other CEO delegate, if applicable
P5		Authorise progress payments that exceed Board-approved budget by more than 10% of budgeted contract value.		Board	Based on CEO advice.
P6		Authorise total contract adjustments below the greater of budgeted threshold amount.	2.5% of contract value or \$25,000	CEO	On recommendation of National Property Manager, if applicable
P7	<i>Leasing</i>	Agree to enter or sign a lease as a tenant.		Board	On recommendation of National Property Manager, if applicable
P8		Enter into written lease (or service agreement) with a third-party tenant, for gross rental value up to threshold.	3 years and \$50,000	National Property Manager	Must inform Board of all commercial details at next meeting.
P9	<i>Body Corporate</i>	Attend meetings and AGMs of the body corporate of properties owned by the Institute and to vote as directed on behalf of the Institute.		National Property Manager	To vote as directed by the CEO or Investment committee.
Procurement, Purchasing and Expenditure					
EX1	<i>Consumable goods, equipment & services</i>	Authorise purchase in line with Board-approved capital budget above threshold.	\$50,000	Board	
EX2		Authorise purchase in line with Board-approved capital budget below threshold.	\$50,000	GM, CEO	
EX3		Authorise purchase or expenditure below threshold in line with Board-approved operating budget.	\$25,000	NATM or ED	NATM or ED responsible for program or budget.
EX4		Authorise unbudgeted purchase or expenditure below threshold.	\$25,000	CEO	
EX5		Authorise unbudgeted purchase or expenditure above threshold.	\$25,000	Board	
EX6	<i>Reimbursement of expenses</i>	Authorise expenses above threshold incurred by member of staff, Board, Council or committee engaged in a planned and budgeted activity.	\$1000	GM	
EX7		Authorise expenses up to threshold incurred by member of staff, Board, Council or committee engaged in a planned and budgeted activity.	\$1000	NATM or ED	NATM or ED responsible for program or budget.
EX8		Authorise unplanned expenses up to threshold incurred by member of staff, Board, Council or committee.	\$1000	GM	

	Activity	Power or function to:	Threshold or value	Authorised delegate	Notes
EX9		Authorise unplanned expenses up to threshold incurred by member of staff, Board, Council or committee.	\$25,000	CEO	
Finance					
FN1	<i>Loans and mortgages</i>	Authorise entering into loan or overdraft.		Board	On recommendation of facility by Director Corporate Services
FN2		Authorise mortgage of existing property for loan security.		Board	On recommendation of facility by Director Corporate Services
FN3	<i>Investments</i>	Authorise investment of Institute funds.		Board	On recommendation of Director Corporate Services and Investment Committee
FN4	<i>Bank accounts</i>	Authorising opening new or closing existing accounts.		CEO	On recommendation of Director Corporate Services
FN5	<i>Budget</i>	Oversee budget formulation process and performance against budget objectives and operation of delegations.		Director of Corporate Services	Consulting with FAR Committee
FN6	<i>Audit</i>	Represent Council in relation to annual external audit process.		Director of Corporate Services	Consulting with FAR Committee
FN7	<i>Write-offs</i>	Approve write-off below threshold.	\$10,000	Director of Corporate Services	Consulting with FAR Committee
FN8		Approve write-off above threshold.	\$10,000	CEO	Consulting with Director of Corporate Services and FAR Committee
FN9	<i>Property disposal</i>	Authorise disposal of property that is fully depreciated.		Director Corporate Services	Not including real estate.
FN10		Authorise disposal of property that is not fully depreciated.		CEO	Not including real estate.
FN11	<i>Debt recovery</i>	Approve appointment of collection agency or the recovery of debts by instalment.		CEO	
FN12		Authorise the recovery of debts by court action.		CEO	On recommendation of Director Legal Advisory.
FN13	<i>Member subscriptions</i>	Approve annual membership subscription rates.		Board	On recommendation of National Council.
Legal					
L1	<i>Legal advice</i>	Authority to engage external legal advisors on a fixed fee basis above threshold.	\$15,000	CEO	On recommendation of Director Legal Advisory.
L2		Authority to engage external legal advisors on a fixed fee basis below threshold.	\$15,000	Director Legal Advisory	
L3		Engage external legal advisors on a non-fixed fee basis above threshold.	\$10,000	CEO	On recommendation of Director Legal Advisory.
L4		Engage external legal advisors on a non-fixed fee basis below threshold.	\$10,000	Director Legal Advisory	
L5	<i>Legal action</i>	Apply for or originate Court proceedings or a claim in a Tribunal for a claim amount above threshold.	\$10,000	Board	On recommendation of Director Legal Advisory.
L6		Apply to a Tribunal for claim amount up to threshold against third party.	\$10,000	CEO	On recommendation of Director Legal Advisory.

	Activity	Power or function to:	Threshold or value	Authorised delegate	Notes
Governance					
GV1	<i>Policy and strategy</i>	Authority to establish or change Institute public or governance policy or the Institute strategic plan (including revision of this Delegation Policy).		Board	On recommendations of CEO and National Council.
GV2		Approve management and operational policies and procedures.		CEO	
GV3		Authority to develop or expand policy within Chapter areas of concern.		Chapter Council	
GV4	<i>Course recognition</i>	Authority to grant recognition of architecture courses at Universities		National Education Committee	
GV5	<i>Life Fellowships</i>	Assessment of Life Fellowship nominations		N/A	Power reserved to Council under Constitution.
External Relations and Media					
XR1	<i>Public advocacy</i>	Authorise routine public statements or media releases concerning Institute policy.		CEO	On recommendation of MarComms Manager.
XR2		Authorise routine public statements or media releases concerning Institute events and programs at national level.		GM	On recommendation of MarComms Manager.
XR3		Authorise routine public statements or media releases concerning Institute events and programs at Chapter level		ED	
XR4		Discretionary power to comment in the media as required on National matters and general matters of importance to members nationally.		National President or CEO	
XR5		Discretionary power to comment in the media as required on State matters and general matters of importance to members locally.		Chapter President or ED	
XR6		Authorise representations and submissions to Federal Government and national organisations.		CEO	
XR7		Authorise representations and submissions to State and Territory Governments and organisations.		Chapter Council	
XR8	<i>Architectural Competitions Policy</i>	Review proposed third party architectural competition documents and give Institute endorsement of competition.		CEO	On recommendation of Director Legal Advisory
XR8		Authority to charge a fee up to or to waive fee for reviewing third-party architectural competition documents or giving Institute endorsement.	\$1000	CEO	
XR9	<i>Memberships, agreements and MOUs</i>	Authorise entering into an external agreement or MOU with an International organisation.		Board	In consultation with National Council and CEO.
XR10		Authorise entering into an external agreement or MOU, or subscribing to membership of an organisation in Australia where value of MoU or subscription is below threshold.	\$50,000	CEO	In consultation with National Council and CEO.
XR11		Authorise entering into an external agreement or MOU for delivery of budgeted services or programs to staff or members above threshold.	\$50,000	Board	On recommendation of CEO

	Activity	Power or function to:	Threshold or value	Authorised delegate	Notes
XR12		Authorise entering into an external agreement or MOU for delivery of budgeted services or programs to staff or members up to threshold.	\$50,000	CEO	
XR13		Authorise entering into an external agreement or MOU for delivery of budgeted services or programs to staff or members up to threshold.	\$25,000	GM	GM responsible for program or budget.
XR14		Authorise entering into an external agreement or MOU for budgeted sponsorship or similar revenue up to threshold.	\$50,000	NATM or ED	NATM or ED responsible for program or budget.
XR15		Authorise entering into an external agreement or MOU for budgeted sponsorship or similar revenue up to threshold.	\$100,000	GM Commercial	
XR16		Authorise entering into an external agreement or MOU for budgeted sponsorship or similar revenue above threshold.	\$100,000	CEO	
XR17	<i>ABIC Contracts</i>	Authority to negotiate, amend and agree ABIC contract documents (and supporting documents) on behalf of Board under the ABIC JV.		Director Legal Advisory	In consultation with National Contracts Committee (or equivalent) and consistently with terms of most current ABIC Deed of Agreement.
XR18		Authority to negotiate, amend and agree on changes to ABIC JV arrangements.		CEO	On recommendation of Director Legal Advisory
National Council Reserved Powers					
NC1	<i>Reserved Constitutional Powers</i>	Grant Diplomas, certificates or other qualifications and prescribe method of examination of architects by the Institute.		N/A	Power reserved to Council under Constitution.
NC2		Accept or reject application for membership of the Institute.		CEO	
NC3		Eligibility for, amount of and method of allocating remuneration of Directors.		N/A	Power reserved to Council under Constitution.
NC4		Convene Council meetings.		N/A	Power reserved to Council under Constitution.
NC5		Suspend or remove an alternate National Councillor, or appoint person to Council in event of casual vacancy.		N/A	Power reserved to Council under Constitution.