

The Royal Australian Institute of Architects

MEMORANDUM & ARTICLES OF ASSOCIATION
WITH INDEX

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MEMORANDUM OF ASSOCIATION

1. The name of the Association is “The Royal Australian Institute of Architects Limited”, (“Institute”), registered as a Company Limited by Guarantee under the Corporations Legislation, with Australian Company Number 000 023 012.
2. The registered office of the Institute is at 2A Mugga Way, Red Hill, in the Australian Capital Territory or, subject to the Corporations Legislation, such other place in the Commonwealth of Australia as the Council of the Institute may from time to time appoint.
3. The objects for which the Institute is established are:
 - (a) The advancement of architecture.
 - (b) The examination of applicants for membership.
 - (c) To represent generally the views of the profession, to preserve and maintain its integrity and status, and to suppress dishonourable and unprofessional conduct, or practices.
 - (d) To provide means of adjusting professional differences and to decide all questions of usage or courtesy in connection with the profession.
 - (e) To promote good feeling and friendly intercourse amongst the Members.
 - (f) To watch over, protect, and promote the interests of the profession generally.
 - (g) To increase the confidence of the public in the profession.
 - (h) To acquire, form, and maintain Art and Scientific Libraries and Museums.
 - (i) To encourage and reward the study of Architecture.
 - (j) Subject to the provisions of the Corporations Legislation, to purchase, take on, lease, or in exchange, rent, hire, or otherwise acquire and hold, any real or personal property.
 - (k) To construct, maintain, and alter, any buildings or works necessary or convenient for the purposes of the Institute.
 - (l) To assist architects and their prospective clients in deciding the fees to be charged for the architect’s services.
 - (m) Subject to the provisions of the Corporations Legislation, to invest the moneys and funds of the Institute in any one or more of the investments following:
 - (1) Upon mortgages of freehold property in any part of the Commonwealth of Australia.
 - (2) In the purchase of or advances upon public or Government securities of the Commonwealth of Australia or of any of its States or Territories.
 - (3) In the purchase of real estate of freehold or leasehold tenure.

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- (4) In the purchase or acquisition of equities of redemption or any other outstanding interest, in respect of any property, the subject of a security held by the Institute, under which default has been made.
- (5) On deposit with any bank or public company carrying on business in the Commonwealth of Australia.
- (6) In advances upon the security of city, municipal shire, borough, or other rates, tolls, or dues which may be authorised to be raised or charged by or under the authority of any act of the Commonwealth or any of its States or Territories.
- (7) In the purchase of, or advances upon, any bonds, debentures, mortgages, or other securities of any city, municipality, shire, or other public body, corporation or company, secured upon any undertakings or works, or upon rates, tolls, dues or revenues, leviable or obtainable from them.
- (8) In the stock or shares of any public company other than a mining company, which the Council of the Institute may from time to time deem suitable.

And to vary any such investments from time to time for any other, or others of the kind described, and to sell any real property so purchased for money, or for valuable consideration, and purchase other, or others, or otherwise invest the proceeds of the sale, or to leave money for any period at current account with any bank.

- (n) To sell, improve, lease, mortgage, dispose of or otherwise deal with, all or any part of, the property of the Institute, as may from time to time be determined by the Institute.
- (o) To borrow or raise money, in such manner as the Institute may think fit, and in particular, by mortgages or debentures, (terminable or perpetual), or other securities of the Institute, with power, if need be, to vary such mortgages, debentures, or other securities of the Institute, both present and future, and to pay interest upon any borrowed money, at such rates and from such date, or dates, as the Institute may think proper or reasonable.
- (p) To bring before and confer with, government, municipal, local, and other authorities and public bodies and associations and their officials in all parts of the Commonwealth of Australia and elsewhere upon all matters affecting architecture.
- (q) To originate and promote improvements in the law, and to support or oppose alterations to it, and to effect improvements in administration in matters connected with architecture, and for those purposes, to take such steps and proceedings as may be deemed expedient or conducive to the attainment of such purposes.
- (r) If thought fit, to apply for and obtain, any act or acts of the Commonwealth, or any of its States or Territories.

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- (s) To collect and circulate statistics and other information relating to architecture, to print, publish, issue, and circulate and/or to assist and support the publication, issue, and circulation of such newspapers, periodicals, books, papers, circulars, and other literary productions, and to provide for, lectures, exhibitions, and demonstrations relating to architecture, and to adopt such other means of publicity as may seem expedient for promoting the objects of the Institute.
- (t) To hold or promote competitions of any description authorised by law which may be calculated to assist the objects of the Institute, or to advertise or promote the sale, distribution, or circulation of any publication issued or sold by it, or in which it is interested, and to give prizes in connection with it of any description.
- (u) To appoint any person or persons to accept and hold in trust for the Institute, any property belonging to the Institute, or in which it is interested, and to execute and do all such deeds, instruments, acts and things as may be requisite to vest the same in such person, or persons, and to remunerate any such persons.
- (v) Subject to the Corporations Legislation, to indemnify any Member of the Institute, its Officers or employees, in respect of any action taken, or to be taken, or any liability incurred, or to be incurred, by such person in any matter which the Institute may consider would further the objects and policy of the Institute.
- (w) To enter into any contracts or arrangements with any other Institute or Institutes whether at present existing or not, and whether operating within the Commonwealth of Australia or outside it, for the purpose of furthering directly, or indirectly, the attainment of any of the objects of the Institute.
- (x) To institute Chapters consisting of such Members as may be resident in any Territory as defined from time to time in accordance with the Articles of Association for the time being and to confer on such Chapters all such powers, authorities, and discretions, as may be thought fit.
- (y) In furtherance of the objects of the Institute, to delegate to each or any of the Chapters of the Institute, or to any other Institute, such powers and authorities as may be deemed expedient from time to time, and to cancel, vary, or alter, any such powers and authorities from time to time.

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(z) To do all such things that are incidental or conducive to the attainment of the above objects.

(1) To exercise all, or any, of the above powers in any part of the Commonwealth of Australia, or elsewhere, and if necessary, to register in compliance with any act for the time being in force, in such place or places.

(2) Subject to the Corporations Legislation, to accept subscriptions and donations (whether of real or personal estate) and bequests, for all, or any, of the purposes of the Institute.

Further, the objects stated in any sub-clause of this clause are not (except when the context expressly so requires) in any way limited or restricted, by reference to or inference from, the terms of any other subclause, or by the juxtaposition of any of two or more objects, or by any object being, or being deemed, a main or dominant object, but each object will be, and will be deemed to be, an independent object.

4. Other than in respect of any payment:

(a) of salary to employees of the Institute; or

(b) of Director's fees as determined by the Institute in accordance with the Articles of Association,

the income and property of the Institute, however derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and no portion of it will be paid or transferred directly, or indirectly, by way of dividend, bonus, or any other means by way of profit to the persons who at any time are, or have been, Members of the Institute, or to any of them, or to any person claiming through any of them, provided that this provision will not apply in respect of any money lent to the Institute.

5. If the Institute acts in contravention of the fourth paragraph of this memorandum, the liability of every Member of the Institute who has received any such dividend, bonus, or other profit, to repay such dividend, bonus, or other profit at the suit of the Institute, remains.

6. Every Member of the Institute undertakes to contribute to the Institute in the event it is wound up during the time that he or she is a Member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before the time at which he or she ceases to be a Member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding fifteen dollars, and in addition, such other amounts as shall be recoverable from him or her, under the preceding clause.

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7. If, upon winding up or dissolution of the Institute, there remains after the satisfaction of all its debts and liabilities, any money or property whatsoever, it will not be paid to or distributed among the Members of the Institute but shall be given or transferred to some other association, institution, or institutions, having objects similar to the objects of the Institute, and which prohibit the distribution of its, or their, income and property among its, or their, Members, to an extent at least as great as is imposed on the Institute under, or by virtue of paragraph 4, such association, institution, or institutions, to be determined by the Members of the Institute at, or before, the time of dissolution and in default thereof by the Court that may have, or acquire, jurisdiction in the matter, and if, and so far as, effect cannot be given to this provision, then to some charitable object.
 8. True accounts shall be kept of the sums of money received and expended by the Institute and the matter in respect of which such receipt and expenditure takes place, and of the property credits and liabilities of the Institute, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, shall be open to the inspection of the Members. Once, at least, in every year, the accounts of the Institute shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
 9. No member of the Board, National Council, Chapter Council or any other governing body of the Institute may be appointed to any salaried office as an employee of the Institute.
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ARTICLES OF ASSOCIATION

Article 1: Definitions and Interpretation.

In the Constitution of The Royal Australian Institute of Architects Limited (“Institute”) and in the Regulations, unless repugnant to the sense of the context:

"AFFILIATE"

means a class of Member described in Article 7.

"ANNUAL GENERAL MEETING"

means the annual meeting of Members held in accordance with Article 55.

"ANNUAL SESSION OF NATIONAL_COUNCIL"

means the National_Council meetings or series of National_Council meetings in any Year.

"BOARD"

means the board of Directors of the Institute from time to time, as constituted in accordance with Article 31.

"CHAPTER"

means the body of Members residing in a particular Territory. It does not include the members of the “International Chapter” residing in an organized area constituted in accordance with the regulations.

"CHAPTER COUNCIL"

means the advisory body constituted pursuant to Article 44 in respect of a particular Chapter.

"CHAPTER COUNCILLOR"

means a person appointed in accordance with Article 45(1)(b).

"CHAPTER PRESIDENT"

means a National Councillor elected in accordance with Article 15. A chairperson or equivalent of the “International Chapter” constituted in accordance with the Regulations is not a Chapter President.

"CORPORATIONS LEGISLATION"

means the *Corporations Act 2001* (Cth).

"CONSTITUTION"

means collectively the Memorandum of Association and the Articles of Association.

"CORPORATE MEMBERS"

means Life Fellows, Fellows, Level 1_Members and Affiliates, but excludes Level 2 Members in any membership class.

"CORPORATION"

has the meaning given in section 9 of the Corporations Legislation.

"DIRECTOR"

means a person who is, for the time being, a director of the Institute.

"DIVISION"

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

"EMERGING PROFESSIONAL REPRESENTATIVE COUNCILLOR"

means a National Councillor_appointed in accordance with Article 16B.

"FELLOW"

means a class of Member described in Article 4.

"GRADUATE MEMBER"

means a class of Member described in Article 9.

"HONORARY FELLOW"

means a class of Member described in Article 5.

"HONORARY MEMBER"

means a class of Member described in Article 8.

"IMMEDIATE PAST PRESIDENT"

means the person (if any) who was the National President immediately before the current National President.

"INSTITUTE"

means The Royal Australian Institute of Architects Limited, ACN 000 023 012.

"INDEPENDENT DIRECTOR"

means a Director appointed by the Board in accordance with Article 31.

"IN WRITING" and "WRITTEN"

Means any modes of reproducing or representing words in a visible form.

"LEVEL 1 MEMBER"

means a class of Member described in Article 6.

"LEVEL 2 MEMBER"

means a class of Member described in Regulation 12.6.

"LIFE FELLOW"

means a class of Member described in Article 3.

"MEMBER"

means a member for the time being of the Institute.

"MONTH"

means calendar month.

"NATIONAL COUNCIL"

means the body constituted in accordance with Article 14.

"NATIONAL COUNCILLOR"

means a member of the National Council.

"NATIONAL PRESIDENT"

means the president of the Institute who has assumed office under Articles 22 or 25.

"NATIONAL PRESIDENT ELECT"

means the national president elect of the Institute.

"NATIONALLY-ELECTED COUNCILLOR"

means a National Councillor elected in accordance with Article 16.

"NON-CORPORATE MEMBERS"

means Honorary Fellows, Honorary Members, Graduate Members, Student Members, Practice Members and Level 2 Members in any class of membership.

"OFFICE"

means the registered office for the time being of the Institute.

"PRACTICE MEMBER"

means a class of Member described in Article 10A.

"REGULATIONS"

means regulations made by the Board from time to time in accordance with Article 82.

"SECRETARY"

means the company secretary of the Institute from time to time.

"STUDENT MEMBER"

means a person described in Article 10.

"STUDENT REPRESENTATIVE COUNCILLOR"

means a National Councillor appointed in accordance with Article 16A.

"STUDENT REPRESENTATIVE CHAPTER COUNCILLOR"

means a Chapter Councillor appointed in accordance with Article 47A.

"TERRITORY"

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

"YEAR"

means calendar year.

Headings are for convenience only and do not form part of these Articles or affect their interpretation. A reference in parentheses at the end of a heading is a reference to the same or similar provision in the previous Articles of Association of the Institute.

Words importing the singular number include the plural and vice versa.

Words importing the masculine gender include the feminine gender.

Article 2: Classes of Members

The Institute shall consist of Honorary Fellows, Life Fellows, Fellows, Honorary Members, Affiliates, Level 1 Members, Graduate Members and Student Members and Practice Members and such other classes of Members either subscribing or non-subscribing as may be determined by the Institute in general meeting. The Board may establish a Level 2 Member class in any of these membership classes. Despite anything expressed or implied in these Articles Level 2 Members will not have the right to attend at any general meeting of the Institute or the right to vote.

Article 3: Life Fellows

National Council shall have the power to confer life fellowship upon any Member who is a Fellow of the Institute and who in the opinion of the National Council has rendered notable contribution to the advancement of the profession in design, construction, literature, education, public service or in any other way deemed worthy of the honour of life fellowship.

Article 4: Fellows

Fellows shall be Level 1 Members who have gained substantial experience in architecture and made a significant contribution to the profession.

Article 5: Honorary Fellows

Honorary Fellows shall be persons distinguished by scientific, artistic, literary or other eminent attainments in relation to architecture. Honorary Fellowships may only be awarded by agreement from the National Council. Should an Honorary Fellow commence practice as an architect in Australia he or she shall ipso facto cease to be an Honorary Fellow.

Article 6: Level 1_Members

Level 1 Members shall be persons who hold a prescribed architectural qualification and who have gained prescribed experience for admission to the Level 1 Membership class of the membership. The National Council shall prescribe the qualification and experience necessary for admission or elevation to Ordinary Membership.

Article 7: Affiliates

Affiliates shall be persons who hold a prescribed qualification or who hold a prescribed qualification and have also gained approved experience for admission as an Affiliate. The National Council shall prescribe the qualifications and experience necessary for the admission of Affiliates.

Article 8: Honorary Members

Honorary Members shall be persons who have made a significant and long term contribution to the Institute, or office bearers of international bodies or of overseas architects' associations having a strong affiliation with the Institute. Honorary Membership may only be awarded by agreement from National Council.

Article 9: Graduate Members

Graduate Members shall be persons who produce evidence that they hold a qualification approved by the National Council as satisfying its academic requirements for the class of Level 1 Membership. Graduate Members may be members of, but may not chair, any committee or sub-committee of the National Council.

Article 10: Student Members

Student membership is open to individuals who are enrolled in a course of study at a tertiary education institution in Australia or overseas in a discipline related to the built environment, and who have not attained the academic qualifications required by the Regulations for the category of Level 1_Membership.

Article 10A: Practice Members

Practice Members shall be corporations or partnerships which supply architectural services and in which the control of the corporation or partnership is in the hands of Corporate Members and which meet other requirements determined by the National Council from time to time.

Article 11: Diplomas and Certificates

The Institute shall have power to grant such diplomas or certificates in connection with examinations or otherwise in such manner as the National Council may from time to time prescribe, provided that every diploma or certificate on the face of it shall show that it is merely a certificate granted on an examination by the Institute or upon other qualifications prescribed by these Articles and that it does not take effect under any statutory or public power.

Article 12: Membership

Membership is subject to any conditions contained in these Articles of Association, Regulations and By-Laws made under Article 82, and on payment of such subscriptions or other sums and other requirements the National Council may prescribe. Members are entitled to receive certificates of membership, subject to conditions the National Council may prescribe.

Article 13: Suffix Letters

The following classes of membership may use suffix letters (post-nominals) as follows:

Life Fellow	—	LFRAIA
Fellow	—	FRAIA
Honorary Fellow	—	Hon. FRAIA
Level 1 Member	—	RAIA
Level 2 Member	—	[no suffix]
Affiliate:		
Affiliate (Level 1)	—	Affiliate RAIA
Affiliate (Level 2)	—	Affiliate RAIA
Honorary Member	—	Hon. RAIA
Graduate	—	RAIA Grad.
Student Member	—	[no suffix]

COMPOSITION OF THE NATIONAL COUNCIL

Article 14: Composition of the National Council

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 Council.

Article 15: Appointment of Chapter Presidents

A Chapter President must be a Corporate Member of a Chapter who is an architect legally entitled to practice as an architect in the relevant Chapter's Territory, nominated and elected by Corporate Members and Graduate Members of the relevant Chapter in the manner prescribed by the Regulations from time to time, (or in default thereof nominated by the National President), to be a National Councillor and also serve as Chapter President. A Chapter may elect one Chapter President only from time to time. A person who is a Nationally-Elected Councillor, the National President, or the Immediate Past President, shall not be eligible to also serve as a Chapter President.

Article 16: Appointment of Nationally-Elected Councillors

Nationally-Elected Councillors must be Corporate Members or Graduate Members nominated and elected by all Corporate Members and Graduate Members (as applicable) in such manner as the Regulations may from time to time prescribe. A person who is a Chapter President, National President, or the Immediate Past President shall not be eligible to also serve as a Nationally-Elected Councillor.

Article 16A: Appointment of Student Representative Councillor

There shall be 1 Student Representative Councillor being a Student Member who is the President of the “SONA” national committee of the Institute. However, if no person meeting that criteria is available, the National Council may appoint a Student Member who is otherwise recognised by the National Council as representing the interests of Student Members. The Student Representative Councillor shall hold office for a term determined by the National Council, provided always that no Student Representative Councillor may remain in office for more than 2 years.

Article 16B: Appointment of Emerging Professional Representative Councillor

There shall be 1 Emerging Professional Representative Councillor” who is president of the “EmAGN” national committee of the Institute, and who became eligible for Graduate Membership less than 15 years from the date of taking office, appointed by the National Council. However, if no person meeting that criteria is available, 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. The Emerging Professional Representative Councillor holds office for a term determined by the National Council, provided always that no Emerging Professional Representative Councillor may remain in office for more than 2 years.

Article 17: National Councillors' term of office

- (a) At the first meeting of each Annual Session of National Council, one half (or if their number is not a multiple of 2, then the number nearest to but not exceeding one half) of the Chapter Presidents and one half of the Nationally-Elected Councillors shall retire from the National Council, provided always that subject to Articles 18, 22, and 27, no National Councillor may retain office for more than 2 years without submitting himself or herself for re-election, even though the submission results in more than one half of those National Councillors retiring from office.
- (b) Each National Councillors to retire in accordance with Article 17(a) shall be those who have been longest in office since their last election, provided that where 2 or more National Councillors became National Councillors on the same day, the National President shall decide which such National Councillor must retire.
- (c) A retiring National Councillor is eligible for re-election without the necessity of giving any previous notice of his or her intention to submit himself or herself for re-election.

Article 18: National President's term of office

Notwithstanding the provisions of Article 17, but subject to Articles 23, 24, 25 and 26, the National President shall be entitled to remain on the National Council until he or she ceases to be the Immediate Past President.

Article 19: National Councillor absence, change of domicile

If:

- (a) a National Councillor without leave of absence fails to attend two consecutive meetings of the National Council, or
- (b) a Chapter President during his or her term of office becomes domiciled outside the Territory in which he or she was domiciled at the time of his or her appointment to the National Council,

the National President may declare such National Councillor's office vacant.

Article 20: Vacancy in the National Council

In the event of a vacancy in the National Council occurring through the death or resignation of a Councillor, or pursuant to Article 19 hereof, or from any other cause, a by-election shall be conducted (involving the relevant Chapter if the National Councillor is a Chapter President, or the Corporate Membership as a whole if the National Councillor is a Nationally-Elected Councillor in accordance with the relevant Regulations, provided that:

- (a) if the vacancy involves a Nationally-Elected Councillor, and arises during the second year of that National Councillor's term of office, the vacancy shall remain until that National Councillor was due to retire in accordance with these Articles; and
- (b) in the case of a vacancy involving any Chapter President, if in the opinion of the National President it is impracticable for a by-election to be held to fill the vacancy, the National President will, on the advice of the relevant Chapter Council, select a member of the same Chapter as the outgoing National Councillor to fill the vacancy for that period.

Article 21: Members may remove National Councillor

Subject to the provisions of these Articles and the Corporations Legislation:

- (a) the Members may by resolution passed at any general meeting remove any Nationally-Elected Councillor and may appoint another person in his or her stead; and
- (b) 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 outgoing Chapter President in his or her stead.

Article 22: Election of National President

The National Councillors during the course of the Annual Session of the National Council and prior to the Annual General Meeting of that session shall elect from their number a National President Elect, who shall be a Life Fellow or Fellow and shall hold office as National President Elect and vice-president from the time of the Annual General Meeting to the time of the next ensuing Annual General Meeting. At that time the National_President Elect shall automatically assume office as National President and shall hold that office until the time of the next ensuing Annual General Meeting, subject to Articles 23, 24, 25 and 26. Where the person becoming National President is a Chapter President, a by-election shall be conducted within the relevant Chapter for the appointment of a new Chapter President to serve for the term of unexpired office. Such by-election shall be held in accordance with the Regulations. Upon the election of a new Chapter President, the person due to be appointed National President shall automatically cease to hold the office of Chapter President.

Article 23: National President unable to act

In the event that the National President is for whatever reason unable to act for a period, the National President Elect shall possess all the powers of the National President and shall act as such during the period of the National President's inability to act. In the event that the National President dies, resigns, is involuntarily institutionalized, or whose property is liable to be dealt with pursuant to a law about mental health, is found to have committed an act of Misconduct pursuant to Article 83, otherwise ceases to be a Member of the Institute, or is otherwise required to vacate office by the operation of any law, the National President Elect shall automatically become National President in his or her place for the term of unexpired presidency, subject to Article 24.

Article 24: Disqualification of National President Elect or the Immediate Past President

- (a) The National President Elect shall not assume the office of National President under Articles 22 or 23 or continue as the National President Elect, if the National President Elect dies, resigns, is involuntarily institutionalized, or whose property is liable to be dealt with pursuant to a law about mental, is found to have committed an act of Misconduct pursuant to Article 83, otherwise ceases to be a Member of the Institute or of the National Council, or otherwise by the operation of any law is required to vacate membership of the Board, or is not entitled to assume Board membership.
- (b) The National President will not assume the office of Immediate Past President, or the Immediate Past President will not continue in that office, if the National President or the Immediate Past President, as the case may be, dies, resigns, is involuntarily institutionalized, or whose property is liable to be dealt with pursuant to a law about mental health, is found to have committed an act of Misconduct pursuant to Article 83, otherwise ceases to be a Member of the Institute or a member of the National Council, or otherwise by the operation of any law is required to vacate membership of the Board, or is not entitled to assume, Board membership. In that event, Article 31(a) shall not apply.
- (c) A National Councillor who dies, resigns, is involuntarily institutionalized, or whose property is liable to be dealt with pursuant to a law about mental health, is found to have committed an act of Misconduct pursuant to Article 83, ceases to be a Member or a member of the National Council, or otherwise by the operation of any law is required to vacate membership of the Board, is not entitled to remain as a National Councillor.

Article 25: National President may serve a second term

Subject to the operation of Article 24, 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 shall continue in that capacity for a second term and thereafter assume office as National President otherwise in accordance with Article 22. After acting for two consecutive terms as either National President or National President Elect, a National Councillor shall not again be eligible for election to that office until a period of three years has elapsed from the time of his or her relinquishing office.

Article 26: Vacancy in office of National President or National President Elect

In the event that the office of National President becomes vacant and Article 24 applies, or that the office of National President Elect becomes vacant for any reason, the National Councillors shall elect from their number a National President and/or National President Elect as the case may be, who shall be a Life Fellow or Fellow, for the term of unexpired office. For such term of unexpired office, Article 31(a) shall not apply.

Article 27: Term of office of National President Elect

A National President Elect shall not be required to retire from office in accordance with Article 17 but shall continue in office until he or she is otherwise required to retire or is removed from office in accordance with these Articles.

Article 29: Secretary and other officers

The Board may appoint a Secretary and such other officers and/or acting officers, whether honorary or otherwise, as it may deem fit.

ACCOUNTS

Article 30: Accounts

The Board shall cause proper accounts to be kept with respect to:-

- (a) all sums of money received and expended by the Institute and the matter in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Institute; and
- (c) the assets and liabilities of the Institute.

The Board shall from time to time as required by law cause to be prepared and to be laid before the Institute in general meeting such income and expenditure accounts, balance sheets and reports as are required by law. The Board shall cause such banking accounts to be kept as it shall deem proper and shall from time to time determine the persons whether Members of the Institute or otherwise who shall:-

- (a) operate upon the same and for that purpose sign cheques and draw and accept bills of exchange and make promissory notes on behalf of the Institute;
- (b) place money on fixed deposit in the name of the Institute and receive repayment and interest; and
- (c) receive any securities, boxes, deeds, documents and other property belonging to the Institute and give discharges therefor,

provided that, except for the purpose of endorsing cheques, bills and promissory notes payable to the order of the Institute and lodged for collection or for discount or negotiation and credit of proceeds to the Institutes' account or accounts and for the operation of an account or accounts for the payment of petty cash and administrative expenses, such number shall in no case be less than two.

BOARD

Article 31: Appointment of Directors

- (a) With effect from the date immediately following the Annual General Meeting in 2017, but subject to Article 31(e), at least 3 Directors must be female, and 3 Directors must be male.
- (b) Subject to Articles 24(b) & 31(e), the number of Directors must be the number, not being less than 6 nor more than 8, determined by the National Council from time to time, but which must comprise:
 - (i) the National President;
 - (ii) the Immediate Past President;
 - (iii) the National President Elect;
 - (iv) up to 3 Independent Directors, only 1 of whom may be a Member, and
 - (v) at least 1 and up to 2 other National Councillors.
- (c) Subject to Articles 24(b), 26, 31(a) and 31(b):
 - (i) the National Council may appoint any National Councillor as a Director; and
 - (ii) the National Council may appoint any person as an Independent Director.
- (d) Notwithstanding Article 31(b), but subject to Article 31(e), if at any time:
 - (i) the number of Directors is less than 6;
 - (ii) the number of female Directors is less than 3; or
 - (iii) the number of male Directors is less than 3,the Board may appoint any National Councillor as a Director. If, following such appointment, the composition of the Board still does not comply with Article 31(a), the Board may instead appoint additional Independent Director(s) to the Board, provided that only 1 Independent Director may be a Member.
- (e) Neither National Council nor the Board is required to fill a vacancy caused by a Director's termination in accordance with Article 31B, until after that Director's term of office would otherwise have expired in accordance with Article 31A(b).
- (f) Section 201K of the Corporations Legislation does not apply in relation to the Institute.

Article 31A: Retirement of Directors

- (a) A Director must retire after holding the office of Immediate Past President.
- (b) A Director, other than the National President or National President-Elect, must retire from office no later than the later of the date of the Annual General Meeting following that Director's election or appointment or 1 year following that Director's last election or appointment.
- (c) A Director who retires pursuant to Article 31A(b), holds office as a Director until the end of the meeting prior to the date at which the Director retires and, if still qualified according to these Articles, is eligible for re-election.
- (d) Notwithstanding any provision in this Article 31A, an Independent Director may only hold office for a continuous period of 6 years, and will not be eligible for election or appointment as a Director within 3 years thereafter.

Article 31B: Termination of Directors

A person ceases to be a Director if the person:

- (a) fails to attend Board meetings for a continuous period of 3 months without the consent of the Board;
- (b) resigns by notice in writing to the Institute;
- (c) retires pursuant to Article 31A and is not re-elected;
- (d) is removed from office pursuant to the Corporations Legislation;
- (e) becomes an insolvent under administration;
- (f) is involuntarily institutionalized, or whose property is liable to be dealt with pursuant to a law about mental health;
- (g) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Legislation; or
- (h) is subject to the operation of Article 24.

Article 31C. Remuneration and benefits of Directors

- (a) The National Council may resolve for any financial year of the Institute that all Directors, or only Independent Directors, are to be remunerated in fees. The Institute may pay or provide to the Directors fees in an amount or value determined by the National Council which does not in any financial year exceed in aggregate the amount last determined by the Institute in general meeting (or until so determined, as the National Council determines).
- (b) The fees pursuant to Article 31C(a) may be a fixed sum for attendance at each Board meeting or may be a share of the fixed amount or value determined by the National Council pursuant to Article 31C(a). If the fees are a share of such fixed amount or value,

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those fees are to be allocated among the eligible Directors on an equal basis having regard to the proportion of the relevant year for which each of them held office, or as the Board otherwise resolves.

- (c) The fees pursuant to Article 31C(a) may be provided in cash or any other manner agreed between the Institute and the relevant Director. The Board must determine the manner in which the value of any non-cash benefit is to be calculated.
- (d) The fees of a Director are taken to accrue from day to day, except that fees in the form of a non-cash benefit are taken to accrue at the time the benefit is provided to the Director, subject to the terms on which the benefit is provided.
- (e) If any Director, with the approval of the Board, performs extra or special services, the Institute may, subject to the Corporations Legislation, pay additional remuneration or provide other benefits to that Director as the Board resolves.
- (f) Irrespective of the National Council's resolution to remunerate all Directors, Independent Directors, or none of them, the Institute must pay all reasonable travel, accommodation and other expenses that a 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.

NATIONAL COUNCIL AND BOARD MEETINGS

Article 32: Regularity of National Council Meeting

A meeting of the National Council shall be held at least three times in every year.

Article 32A: Regularity of Board Meeting

- (a) The Board may meet, adjourn and otherwise regulate its meetings as it thinks fit. Without limiting the foregoing, the Board must hold a meeting of Directors not less than 5 times per year.
- (b) A Director may call a Board meeting at any time. On written request of any Director, the Secretary must call a meeting of the Directors.
- (c) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board). Notice of a Board meeting may be given in person, or by post or by telephone, fax or other electronic means.

Article 33: Quorum at National Council Meeting

A quorum for a meeting of the National Council shall consist of eight National Councillors, at least two of whom must be Nationally-Elected Councillors.

Article 33A: Quorum of Board Meeting

- (a) A quorum for a Board meeting is 3 Directors who are National Councillors and 1 Independent Director.
- (b) A quorum for a Board meeting must be present at all times during the meeting.

Article 34: Where quorum is present

A meeting of the National Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities' powers and discretions by or under these Articles vested in or exercisable by the National Council generally.

Article 34A: Where quorum is present

A meeting of the Board for the time being at which a quorum is present is competent to exercise all or any of the authorities' powers and discretions by or under these Articles vested in or exercisable by the Board generally.

Article 35: Written resolutions of National Council

A resolution in writing (which may consist of several documents in like form each signed by one or more National Councillors) signed by all the members of the National Council for the time being shall be as valid and effectual as if it had been passed at a meeting of the National Council duly called and constituted, provided that no resolution shall be so signed in relation to the professional or other misconduct of a Member.

Article 35A: Written resolutions of Board

A resolution in writing (which may consist of several documents in like form each signed by one or more Directors) signed by all the members of the Board for the time being is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

Article 36: Meeting of the National Council

- (a) For the purposes of these Articles a meeting of the National Council means:-
 - (i) a meeting of members of the National Council assembled in person on the same day at the same time and place; or
 - (ii) the members of the National Council communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion notwithstanding they (or one or more of them) are not physically present in the same place. A member of the National Council participating in the meeting under this paragraph (ii) will be deemed to be present (including for the purpose of constituting a quorum) and entitled to vote at the meeting.
- (b) Independent Directors have the right to attend, but not vote at, meetings of the National Council.

Article 36A: Meeting of the Board

For the purposes of these Articles a meeting of the Board means:-

- (a) a meeting of the Directors assembled in person on the same day at the same time and place; or
- (b) the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion notwithstanding they (or one or more of them) are not physically present in the same place. A Director participating in the meeting under this paragraph (b) will be deemed to be present (including for the purpose of constituting a quorum) and entitled to vote at the meeting.

Article 37: Alternate National Councillors

- (a) A Nationally-Elected Councillor may appoint any Corporate 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.
- (b) Chapter President may appoint any member of his or her Chapter Council 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.
- (c) 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 his or her stead.
- (d) 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.
- (e) A National Councillor may revoke or suspend the appointment of an alternate National Councillor appointed by him or her.
- (f) 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.
- (g) The appointment of an alternate National Councillor under this Article 37 automatically terminates:
 - (i) if the National Councillor for whom the alternate National Councillor acts as alternate ceases to hold office as a National Councillor;
 - (ii) 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
 - (iii) if by writing left at the Office the alternate National Councillor resigns from the appointment.

Article 38: Chairperson of National_Council Meetings

The National President or, in his or her absence, the National President Elect, shall be the chairperson of meetings of the National Council. In case of an equality of votes, the chairperson of the meeting, in addition to his or her deliberative vote (if any), has a casting vote. The chairperson has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

Article 38A: Chairperson of Board Meetings

The National President or, in his or her absence, the National President Elect, will be the chairperson of meetings of the Board. If neither is present, the Board must choose a National Councillor as chairperson. In case of an equality of votes, the chairperson of the meeting, in addition to his or her deliberative vote (if any), has a casting vote. The chairperson has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

POWERS OF THE NATIONAL COUNCIL AND THE BOARD

Article 39: Powers of the National_Council

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

Article 39A: Powers of the Board

The Board has the power to manage and control the business and affairs of the Institute and may exercise to the exclusion of the Institute in general meeting all powers of the Institute which are not, by the law or these Articles of Association, required to be exercised by the National Council, or the Institute in general meeting.

Article 40: Committees

The Board and the National Council may delegate any of its powers as it thinks fit to committees consisting of Members, and may from time to time revoke such delegation. Any such committee shall in the exercise of the powers so delegated conform to any Regulations that may from time to time be imposed upon it by the Board or the National_Council (as applicable). The meetings and proceedings of any such committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board or the National Council (as applicable) so far as the same are applicable thereto and are not superseded by any regulations made by the Board or the National Council under this Article and such committee shall have the power to appoint a quorum for the conduct of its proceedings unless the Board or the National Council (as applicable)_shall do so.

Article 41: Validation of acts

All acts done at any meeting of the Board, National Council or of a committee shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors, National Councillors or committee members acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director, National Councillor or committee member.

SUBSCRIPTIONS

Article 42: Payment of subscriptions

Subject to the provisions of these Articles and the Regulations, every Member of the Institute shall pay an annual membership subscription to the Institute. The Board shall from time to time determine the amount of such subscription and may determine that the subscription vary in its amount as between different Members within a class of Members and among different classes. The maximum subscription in any one year payable by any Member shall be fixed by the Board provided always that the Institute in general meeting may alter any or all of the subscriptions determined by the Board. The payment of any subscription may be deferred or exempted on such terms and conditions as the Board shall determine.

Article 43: When subscriptions paid

For the purposes of the foregoing Article a Member shall be deemed to have paid his or her subscription when the official receipt of the Institute is written, and in the event of any dispute arising the production of such receipt or in default thereof the receipt butt shall be sufficient evidence that payment has been made provided in all circumstances that the cheque or other negotiable instrument tendered in payment has been duly honoured.

CHAPTER COUNCILS

Article 44: Constitution of Chapter Councils

There shall be constituted in respect of each Chapter a body known as a Chapter Council. Chapter Councils shall be responsible for managing their business and affairs as delegated by the National Council from time to time. The "International Chapter" committee constituted in accordance with the Regulations is not a Chapter Council for the purpose of this Article.

Article 45: Membership of Chapter Councils

A Chapter Council shall consist of:

- (1) Voting members, who are
 - (a) the relevant Chapter President;
 - (b) up to 10 Chapter Councillors elected in accordance with Article 46, or if that number is less than 10, by appointment in accordance with Article 47;
 - (c) one representative from each Division of the Chapter (appointed in accordance with the Regulations); ~~and~~
 - (d) a Student Representative Councillor appointed in accordance with Article 47A;
 - (e) one chairperson nominated by the Member Groups of the Chapter constituted in accordance with Council policy and any Regulation; and
 - (f) an Emerging Professional Representative Chapter Councillor appointed in accordance with Article 47B.
- (2) Other persons who may sit on the Chapter Council, but not vote, being:
 - (a) the immediate past Chapter President for the Chapter;
 - (b) a National President or Immediate Past President who was a Chapter President before taking the office of National President.
- (3) The “International Chapter” is not a Chapter Council for the purpose of this Article.

Article 46: Appointment of Chapter Councillors by election process

Chapter Councillors shall be Corporate Members and Graduate Members of the Chapter, nominated by Corporate Members and Graduate Members of the Chapter, as applicable, and appointed by an election process in the manner set out in the Regulations to take office at the first Chapter Council meeting of the Year.

Article 47: Appointment of further Chapter Councillors

In addition to those Chapter Councillors appointed under Article 46, the Chapter Council may at any time appoint any Corporate Member, Graduate Member or Student Member of the relevant Chapter as a Chapter Councillor, provided that the total number of Chapter Councillors is as provided in Article 45(1)(b).

Article 47A: Appointment of Student Representative Chapter Councillor

There shall be 1 Student Representative Chapter Councillor being a Student Member of the Chapter appointed by the Chapter Council. A Student Representative Councillor shall hold office for a term determined by the Chapter Council provided always that no Student Representative Councillor shall remain in office for more than two years.

There is no Student Representative Chapter Councillor applicable to the “International Chapter” constitute in accordance with the Regulations.

Article 47B: Appointment of Emerging Professional Representative Chapter Councillor

There shall be 1 Emerging Professional Representative Chapter Councillor who is the chair of the committee or similar organisation based in the Chapter which is affiliated with the “EmAGN” National Committee of the Institute, and who became eligible for Graduate membership less than 15 years from the date for taking office, appointed by the Chapter Council. However, if no person meeting that criteria is available Council may appoint a Member who is otherwise recognised by the Chapter 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 for taking office. The Emerging Professional Representative Chapter Councillor shall hold office for a term determined by the Chapter Council, provided always that no Emerging Professional Representative Chapter Councillor remains in office for more than 2 years.

An Emerging Professional Representative (or similarly named) member of the “International Chapter” constituted in accordance with the Regulations, is not an Emerging Professional Representative Chapter Councillor for the purposes of this Article.

Article 48: Nationally-Elected Councillors may observe

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

Article 49: Persons not eligible to be Chapter Councillors

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

- (a) the National President;
- (b) the Immediate Past President;
- (c) any other National Councillor, and
- (d) any staff member_of the Institute.

Article 50: Term of office of Article 45 Chapter Councillors

- (a) Each year one half of the Chapter Councillors appointed in accordance with Article 45(1)(b) (or, if their number is not a multiple of two, then the number nearest to but not exceeding one half) must retire from office provided always that no Chapter Councillor may retain office for more than 2 years without submitting himself or herself to election under Article 46, or appointment under Article 47, even though the submission results in more than one half of those Chapter Councillors retiring from office.
- (b) The Chapter Councillors retiring in accordance with Article 50(a) shall be those who have been longest in office, provided that where two or more such Chapter Councillors became Chapter Councillors on the same day, the Chapter Councillors to retire shall be determined by the relevant Chapter President.
- (c) A retiring Chapter Councillor is eligible for re-election without the necessity of giving any previous notice of his or her intention to submit himself or herself for re-election. Any Chapter Councillor retiring under this Article is also eligible for appointment in accordance with Article 47 or to represent a Division under Article 45(2).

Article 51: Term of office of Chapter Councillors and persons entitled to sit on Chapter Council

The term of office of a Chapter Councillor, or a person's entitlement to sit on Chapter Council in accordance with Article 45(2), commences at the first Chapter Council meeting of the Year, irrespective of any other term of office held by the person in accordance with these Articles.

The "International Chapter" committee constituted in accordance with the Regulations is not a Chapter Council for the purpose of this Article.

Article 52: Casual vacancies in Chapter Councils

Subject to Article 49, a Chapter Council may from time to time appoint any Corporate Member or Graduate Member of the Chapter to be a Chapter Councillor to fill a casual vacancy. A person who is so appointed holds office until such time as the person who left the vacancy would have otherwise retired.

The "International Chapter" committee constituted in accordance with the Regulations is not a Chapter Council for the purpose of this Article.

Article 53: Chapter Councillor absence or discontinued eligibility

If a Chapter Councillor without leave of absence fails to attend two consecutive meetings of the Chapter Council, or becomes ineligible to be a Chapter Councillor, or ceases to be a Member of the relevant Chapter, the relevant Chapter President may declare such Chapter Councillor's position vacant.

The "International Chapter" committee constituted in accordance with the Regulations is not a Chapter Council for the purpose of this Article.

Article 54: Creation of new Chapters

The Institute shall have power to admit a new Chapter provided that no such Chapter shall be admitted except with the approval of the existing Chapter or Chapters (if any) in the Territory in which the new Chapter is proposed. Not less than fifty (50) Corporate Members of the Institute resident within a Territory or Territories but within a locality as hereinafter defined may petition the National President of the Institute to establish a Chapter Council for that locality such petition to specify the locality and nominate at least eight (8) petitioners who agree to be nominated members of a Chapter Council if created. Upon receipt of that petition the National President will refer the petition to the National Council at its next meeting, and the National Council shall consider that petition at that meeting. The National Council will express an opinion whether such petition should be granted and if the opinion of the National Council is that such petition should be granted it shall forthwith cause to be taken a poll of all Corporate Members of the Institute in the Territory or Territories of which the locality forms part. If the National Council is of the opinion that the petition should not be granted then the National President will notify the petitioners accordingly. The poll to be taken shall call for Corporate Members to vote for or against the proposal and if the vote of the majority of Members whose votes are received is in favour of the proposal then:

- (i) The National Council shall declare the locality a Territory not later than twenty-one (21) days after the declaration of the poll.
- (ii) The National Council shall declare the petitioners so nominated in the petition to be the first Chapter Council.
- (iii) That Chapter Council shall continue in office until a new Chapter Council shall have been elected at an election which shall be held within twelve (12) months of the date on which the National Council declared the locality a Territory. If the Chapter Council fails to call an election then the National President shall call an election for a new Chapter Council within 15 months from the date on which the National Council declared the locality a Territory. In either event the procedure for the first election shall be in accordance with rules to be approved by National Council. The Territory or Territories of which the locality previously formed part shall be redefined by the National Council to exclude the locality.
- (iv) If any person resident in the locality is a member of another Chapter Council then he or she shall cease to hold office as a member of that Chapter Council from the date of the locality becoming a Territory.

If the vote is against the proposal then no petition for that locality or any other locality of which all or any of the locality forms part shall be considered for a period of five years from the date of determination of the poll. Any poll conducted shall be conducted in accordance with the Regulations and By-Laws of the Institute imposed by the National Council pursuant to Article 82 hereof. "A locality" shall be an area which shall have listed in the records of the Institute not less than fifty (50) Corporate Members and shall be the area specified in the petition by reference to Local Government districts. A petition which does not specify a locality shall be invalid and shall be of no force or effect.

GENERAL MEETINGS

Article 55: Annual General Meeting

The Annual General Meeting shall be held at such time and place during the month of May in each year or as may be prescribed by the Board.

Article 56: Business of Annual General Meeting

The business of the Annual General Meeting shall, unless the same shall have been received at a previous general meeting in the same year, be to receive the accounts of the past year with the auditor's certificate and report and also the report of the Board on the past year's transactions and accounts.

Article 57: Requisition by Members

The Board shall, on the requisition of four Directors, or on the requisition of Members of the Institute representing not less than one-tenth of the total voting rights of all the Members having at the date of the deposit a right to vote at general meetings, forthwith proceed duly to convene a general meeting. The requisition shall state the objects of the meeting, and shall be signed by the requisitionists and deposited at the Office, and may consist of several documents in like form, each signed by one or more requisitionists. If the Board does not within 21 days from the date of the deposit of the requisition proceed duly to convene a general meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a general meeting, but any meeting so convened shall not be held after the expiration of three months from the date of the deposit. A general meeting convened under this Article by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Board. Any reasonable expenses incurred by the requisitionists by reasons of a failure for the Board to duly convene a general meeting shall be repaid to the requisitionists by the Institute and any sum so repaid shall be recoverable by the Institute from such of the Board as were in fault.

For the purposes of this Article the Board shall, in the case of the meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if it does not give twenty-one days' notice thereof specifying the intention to propose the resolution as a special resolution.

Article 58: Period of notice and quorum

Not less than twenty one clear days' notice of a general meeting shall be given to the Members and at all general meetings ten Corporate Members entitled to vote shall form a quorum. Notice of any general meeting shall specify the day, hour and place of same and the nature of the business to be brought forward.

Article 59: Notice of resolution

At a general meeting no question involving a vote of Members of the Institute shall be brought forward unless notice thereof in writing has been given in which case such notice setting forth the nature of the question shall be printed in the notice paper convening the meeting at which such question is to be put.

Article 60: Special business

All business shall be deemed to be special that is transacted at a general meeting other than the Annual General Meeting and no business shall be entered upon by any such meeting except such as is set forth in the notice convening the same.

Article 61: Accidental omission to give notice

The accidental omission to give the required notice to any Member shall not invalidate the proceedings at any general meeting.

Article 62: No business unless quorum

Save as next provided no business shall be transacted at any general meeting unless a quorum of Members be present at the time when the meeting commences business.

Article 63: Where no quorum

If within half an hour from the time appointed for the meeting a quorum be not present, the meeting if convened by or upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the next day at the same time and place or at a time and place on the next day as the Members present shall determine and at such postponed meeting the business shall be transacted by the Members present who shall be deemed to be a quorum whatever the number.

Article 64: Chairperson of General Meeting

The National President shall preside as chairperson of every general meeting of the Institute. If in fifteen (15) minutes after the time appointed for holding any such meeting, neither the National President nor the National President Elect are present and willing to act, the Directors present shall choose one of the Directors present to be chairperson, or if no Directors is present and willing to act, the Members of the Institute present shall choose one of their number to be chairperson. No business shall be discussed or transacted at any general meeting whilst the chair is vacant except the election of a chairperson.

Article 65: Adjournments

The chairperson of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Article 66: Voting

At any general meeting every question shall be decided in the first instance by a show of hands unless a poll be demanded in manner hereinafter provided and a declaration by the chairperson that a resolution has been carried or has not been carried by a particular majority and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against such resolution.

Article 67: Polls and chairperson's casting vote

At any general meeting a poll may be demanded before or upon the declaration of a show of hands by three Members present at the meeting and such poll shall be taken at such time and in such manner as the chairperson shall direct and the result of such poll shall be deemed to be the resolution of the Institute in such meetings. In case of an equality of votes either on a show of hands or at a poll the chairperson shall be entitled to a casting vote in addition to the vote to which he or she may be entitled as a Member.

Article 68: Proxies

Votes may be given personally or by proxy and every proxy shall be appointed in writing under the hand of the appointor in the form or to the effect following:

The Royal Australian Institute of Architects Limited:

Section A

I of
.....(business address)
of Institute membership number

a Corporate Member of The Royal Australian Institute of Architects Limited,
..... hereby appoint

The chair of the meeting to vote on all matters on my behalf at the:

* at the Annual General Meeting of the Institute to be held on theday of
.....20..... and at any adjournment thereof.

* or
at any Special General Meeting of the Institute that may be held in the year.

Dated this
.....
day of
.....20.....

Witness
..... (Signature)

Member

..... (Signature)

SECTION B

The Royal Australian Institute of Architects Limited:

I of

..... (business address)

of Institute membership number

.....

a Corporate Member of The Royal Australian Institute of Architects Limited, hereby appoint

.....

of (business address)

or failing him or her

..... of

..... (business address)

or failing him or her either of them may appoint any other Member to be my proxy to vote for me and on my behalf

* at the Annual General Meeting of the Institute to be held on theday of20..... and at any adjournment thereof.

* or

at any Special General Meeting of the Institute that may be held in the year.

I direct my proxy to vote as recorded in the following:

Dated this

*

.....

day of

.....20.....

Witness

..... (Signature)

Member

..... (Signature)

(* options to apply as the circumstances require)

Article 69: Eligibility to act as proxy

No person shall act as proxy unless at the time of appointment he or she is a Member qualified and entitled to be present and to vote as such and no proxy shall be treated as duly appointed or entitled to vote as such unless his or her appointment as a proxy is delivered to the Secretary not less than 24 hours (or such later time as nominated in the relevant notice of meeting) before the time of holding the meeting or adjourned meeting at which he or she proposes to vote and such appointment shall be kept under the control of the chairperson but be at all times produced at the request of the giver or holder of the proxy. Unless at the time of voting he or she expresses a contrary intention a proxy shall be deemed to vote both on behalf of himself or herself and on behalf of the Member or Members who appointed him or her as a proxy.

Article 70: Visitors

Every Member shall have the privilege of introducing visitors to be present while the public business of the Institute is being transacted.

Article 71: Resolutions at General Meeting

At general meetings any resolution (other than a special resolution) adopted by a simple majority or by such majority as the Institute may from time to time prescribe of those Members having a right to vote and voting at such meetings shall be deemed and is hereby declared to be a valid resolution of the Institute.

Article 72: Voting by classes of Members

At general meetings Corporate Members shall be entitled to be present and to take part in the discussions on any subject brought before the meetings and to vote thereon.

Article 73: Non-Corporate Members

At general meetings, Non-Corporate Members, excluding Level 2 Members of any class of membership, shall be entitled to be present and to take part in the discussions on any subject brought before the meetings but shall not be entitled to vote.

NOTICES

Article 74: Notices

Except where otherwise specially provided, a notice may be served upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member to his or her address as entered in the Register of Members. For the purposes of this and the next succeeding Article the word "letter" shall include a copy of any official publication of the Institute in which the notice is printed notwithstanding that any such official publication shall contain other notices or information.

Article 75: Service of notices

Any notice to be given or served hereunder will be deemed sufficiently given or served as the case may be by sending it through the post by pre-paid letter or by facsimile and to prove the giving or service of the notice it will be sufficient to prove that the letter containing the notice was properly addressed and posted or that the facsimile was handed in at a recognised post office.

SEAL

Article 76: (Deleted)

INDEMNITY OF OFFICIALS

Article 77: Indemnification of officers

To the extent permitted by the Corporations Legislation, the Institute indemnifies:

- (1) every person who is or has been an officer of the Institute; and
- (2) where the Board considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Institute,

against any liability incurred by that person in his or her capacity as an officer of the Institute or of the related body corporate (as the case may be):

- (3) to any other person (other than the Institute or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
- (4) for costs and expenses:
 - (a) in defending proceedings, whether civil or criminal in which judgment is given in favour of the person or in which the person is acquitted; and
 - (b) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Corporations Legislation.

Article 78: Insurance of officers

The Institute may, where the Board considers it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Institute, or an employee, against any of the following liabilities incurred by the person as such an officer, namely:

- (1) any liability which does not arise out of conduct involving:
 - (a) a wilful breach of duty in relation to the Institute; or
 - (b) without limiting sub-paragraph (a), a contravention sections 182 or 183 of the Corporations Legislation; and
- (2) any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in paragraph (1).

In the case of a Director, any premium paid pursuant to this Article is paid in addition to fees paid to such Director by the Institute pursuant to these Articles.

Article 79: Voting by Director

Despite anything in these Articles, a Director is not precluded from voting in respect of any contract or proposed contract of indemnity or insurance, merely because the contract indemnifies or insures or would indemnify or insure the Director against a liability incurred by the Director as an officer of the Institute or of a related body corporate.

Article 80: Liability of officers

No officer of the Institute is liable for the act, neglect or default of any other officer or for joining in any act or conformity or for any other loss, expense or damage whatsoever which arises in the execution of the duties of his or her office unless the same arises through his or her deliberate default, deliberate breach of duty or breach of trust.

Article 81: Meaning of "officer"

For the purposes of Articles 77, 78, 79 and 80, "officer" has the meaning given in the Corporations Legislation.

REGULATIONS AND BY-LAWS

Article 82: Board may make Regulations

Subject to the limitations imposed by the Memorandum of Association and by these Articles, the Board may make Regulations and By-Laws for the purposes of carrying out the intention of the Memorandum of Association and of these Articles, and may amend or repeal the said Regulations and By-Laws from time to time, but must consult with the National Council prior to amending or repealing the said Regulations or By-Laws.

DISCIPLINARY PROCEEDINGS

Article 83: Disciplinary action – definitions, liability under the Code and summary expulsion

Definitions

In Articles 83 to 86:-

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

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

“Assessor” means the Professional Conduct Assessor appointed in accordance with Article 86(b), collectively, the panel of Assessors.

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

“Complainant” means the person or persons making an allegation of Misconduct.

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

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

“Misconduct” means conduct contrary to the Code.

“person” means a natural person (an individual)

“Institute Conciliation” means Conciliation in accordance with Article 84(1)(d).

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

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

“Senior Counsellor” means a person appointed in accordance with Article 86(a).

“Tribunal” means the Professional Conduct Tribunal established in accordance with Article 86(c), made up of Tribunal members.

Liability under the Code

Any Relevant Member whose conduct is found by the Tribunal to be contrary to the Code is liable to the sanctions listed in Article 84 2(h), which may include reprimand, suspension or expulsion from membership of the Institute, mandatory professional training, or any combination of these.

Where a Relevant Member is also a director of a company, or a partner of a partnership engaging in the practice of architecture, that Relevant Member is liable for any conduct by the company or partnership which, if it had been undertaken by the Relevant Member, would amount to conduct contrary to the Code as if the conduct of the company or partnership were the conduct of the Relevant Member.

Summary expulsion

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

Article 84: Queries (informal procedures) and Allegation (formal procedures)

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

- mediation,
- conciliation, or
- litigation,

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

In any disciplinary proceeding, informal in accordance with 1 below, or formal in accordance with 2 below, no costs of these disciplinary procedures to any person may be recovered from the Institute, nor may the Institute order any person to pay any part of another person’s costs, except that in accordance with 2(j) of this Article, the Institute may recover its own costs from a Relevant Member found guilty of Misconduct.

1 Query (informal) to the Institute regarding a Member

I (a) Receipt of a query

Upon receipt by the Institute of:

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

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

If the person is not a Member, the enquirer must be advised by the Institute of this fact and informed that the Institute cannot assist for this reason. If the person is a Member, the enquirer will be offered free of charge assistance by a Senior Counsellor, and advised that if the enquirer and the Member agree, the query or grievance may be referred immediately to Institute Conciliation as described in 1(d) below. If the enquirer does not wish to use the informal procedures, or the query or grievance relates to the conduct of a Member and not to the services provided by the Member as an architect, the enquirer will be advised that the only other Institute procedure available is to lodge a formal Allegation.

I (b) Senior Counsellor

The enquirer will be advised that the Senior Counsellor's services are free of charge and are offered on a voluntary basis to the Institute's Members and members of the public to assist in the resolution of disputes. The Institute will provide the enquirer with contact details and it is the responsibility of the enquirer to make the initial contact with the Senior Counsellor.

Upon initial contact by the enquirer, it is the duty of the Senior Counsellor to explain that:

- the role of the Senior Counsellor is to assist the parties to resolve a dispute;
- the Senior Counsellor will neither impose a solution nor apportion blame;
- if the Senior Counsellor is not able to satisfy the enquirer's query or grievance, the Senior Counsellor may seek permission from the enquirer to discuss the matter with the Relevant Member.
- if the query or grievance is referred to Conciliation under 1(d) below, or a formal Allegation is lodged, the Senior Counsellor's free of charge services will cease.

I (c) Private negotiations

Following any discussions with the Member, the Senior Counsellor will encourage the parties to resolve the query or grievance privately.

The Senior Counsellor may provide advice to one or more parties during this process but will not participate directly in the negotiations. If the parties are able to resolve the query or grievance, the matter is concluded for the purpose of Institute disciplinary proceedings under Articles 83 - 86.

I (d) Institute Conciliation

Where the query or grievance was not able to be resolved by the parties with the assistance of a Senior Counsellor, and where the enquirer and the Member (or Relevant Member) have agreed to have the matter conciliated under Institute Conciliation, whether or not a formal Allegation in relation to any of the same facts and circumstances has been received, a Senior Counsellor may be engaged by the enquirer and the Member (or Relevant Member) to act as a conciliator.

In such cases the relevant Chapter will provide the names of up to 3 Senior Counsellors, but not necessarily located in the Territory of the Chapter, who are able and willing to act as conciliators, one of whom may be the original Senior Counsellor.

The conciliator must establish a formal agreement between the parties to the query or grievance, regarding:

- the conduct of the Institute Conciliation (including the extent of the application of the rules of natural justice);
- the degree to which any resolution the parties reach will be binding on the parties;
- the rights of the parties to have third party representation;
- the terms for payment of the conciliator; and
- any other matters the parties and the conciliator see fit.

If, with the assistance of the conciliator, the parties are able to resolve the query or grievance, the matter is concluded for the purpose of Institute disciplinary proceedings under Articles 83 – 86, whether or not there is any subsequent breach of the terms of the resolution, or any formal Allegation in relation to the any of the same facts and circumstances has been received.

I (e) Failure in Institute Conciliation

If the parties are unable to resolve the query or grievance through Institute Conciliation, the conciliator must explain that the only remaining procedure within the Institute's disciplinary proceedings under Articles 83 – 86, is for a formal Allegation to be lodged by the enquirer.

I (f) Report from the Senior Counsellor

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

2 Allegation, (formal procedures), regarding a Relevant Member

2 (a) Allegations against Relevant Members and companies or partnerships in which Member are directors or partners.

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

2 (b) Referral to the Assessor

Upon receipt by the Institute of an Allegation, it will be referred to and considered by an Assessor appointed in accordance with Article 86, who is at arms length from the Complainant and the Relevant Member and the facts and circumstances of the Allegation.

The Assessor will first consider whether the Allegation meets the criteria in Article 83. If the Assessor decides that further facts or information are required in relation to the matters set out in the Allegation before reaching any conclusion, the Assessor may send a written request to the Complainant to provide further specified written material. If the Complainant does so, that material becomes part of the Allegation. The Assessor may provide a copy of the Code to the Complainant, requesting the Complainant to identify the rules allegedly breached.

The Assessor will then decide whether he or she is satisfied that the facts and circumstances referred to in the Allegation would, if proven on the balance of probabilities, amount to Misconduct by the Relevant Member. If the Assessor's decision is that there is no prima facie case of Misconduct, the investigation is concluded for the purpose of Institute disciplinary proceedings under Articles 83 – 86, and the Allegation is returned to the Complainant.

2 (c) Contact with the Relevant Member

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

The Allegation, including any supporting material, will ordinarily be sent by registered mail or equivalent to the Relevant Member's contact address as recorded in the Institute's membership records.

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

2 (d) Consideration by the Assessor

The Assessor must reconsider the Allegation, the written reply (if any) and all of the relevant surrounding circumstances and decide again whether there is a prima facie case of Misconduct, and if so, whether the Allegation is nevertheless paltry, trivial or vexatious. In considering the Allegation and the reply, (if any), the Assessor may also obtain information or assistance, as appropriate, from colleagues, accountants or lawyers or others, provided that the Assessor is first satisfied they are at arms length from the parties and the circumstances. The Assessor must advise the Institute in writing of his or her conclusion. If the Assessor's conclusion is that there is no prima facie case of Misconduct, or that if so, the Allegation is nevertheless, paltry, trivial or vexatious, the investigation is concluded for the purpose of Institute disciplinary proceedings under Articles 83 – 86, and the Allegation is returned to the Complainant.

2 (e) Referral to the Tribunal

If the Assessor's conclusion is that there is a prima facie case of Misconduct and that the Allegation is not paltry, frivolous or vexatious, the Institute must forward the Allegation and the reply (if any) to the Tribunal for consideration.

If the Allegation is sent to the Tribunal, the Tribunal convenor must form a Tribunal, whose members are at arms length, to determine whether or not the Relevant Member has, on the balance of probabilities, engaged in Misconduct. The convenor must notify the Complainant and the Relevant Member of:

- the persons forming the Tribunal, and
- the date, time and place of a hearing.

The convenor must remove from the Tribunal any Member the Complainant or the Relevant Member objects to on reasonable grounds and may substitute another Tribunal member.

The Institute must forward a copy of the reply (if any) to the Complainant.

2 (f) The hearing

The Tribunal will hear persons, receive documents, ask questions and pursue such lines of enquiry as it sees fit, but only insofar as they are relevant to the subject matter of the Allegation before it. In addition, the Tribunal may obtain assistance or information from any employee of the Institute, any Member, any accountant, solicitor, other legal counsel or other agent or person.

The Complainant and the Relevant Member are entitled to appear before the Tribunal at the hearing in person. They are entitled to have such advisers (including legal) as they decide present at the hearing to advise them, but they are not entitled to be represented by a solicitor or legal counsel and except in extraordinary circumstances and at the discretion of the Tribunal, by any other person.

The Complainant or the Relevant Member cannot be compelled to attend the hearing. Where a party does not attend, the hearing shall proceed at a subsequent session, however the Tribunal will first give reasonable notice in writing to the Relevant Member or the Complainant to re-attend and state that the Tribunal intends to proceed with the hearing, whether or not the Relevant Member or the Complainant attends.

2 (g) Recordings

All the documents submitted to or considered by the Tribunal will be retained and a sound recording of the hearing will be made. All such documents as well as the sound recording will be forwarded to the Secretary for safekeeping and will be retained for at least 7 years.

The Secretary will, on request of, but at the expense of either the Complainant or the Relevant Member making the request, arrange for a transcript of the sound recording of the hearing to be made, if the request is made in writing and received within 30 days after the party has received the written Determination of the Tribunal. Copies of the transcript will be made available to the other party, also at the expense of the requesting party.

2 (h) Determination

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

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

2 (i) Costs

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

2 (j) Further Tribunal Determinations

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

2 (k) Reporting

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

2 (l) Effect of suspension or expulsion

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

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

2 (m) Reinstatement

A Relevant Member that is found guilty of Misconduct and has resigned, whether by the operation of Article 88 or otherwise, after the Institute received an Allegation, or a suspended Relevant Member, may apply to be and will be reinstated as a Member at the expiration of any period of suspension, provided that:

- no further Allegations have been received in that time, and
- if any obligations imposed by sanctions applied to the Relevant_Member by the Tribunal remain, 2(j) above applies.
- An expelled Relevant_Member may apply to the Board for reinstatement, addressed to the Secretary, not less than 3 years after expulsion. The Board may require the expelled Relevant_Member to state his or her case for reinstatement in person and answer any questions, before it, or before a Tribunal specially constituted to advise the Board. If the Board declines reinstatement, the expelled Relevant_Member may not reapply for a further 3 years after the date of the Board's decision.

Article 85: Reference to arbitration

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

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

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

Any arbitration under these Articles 83 – 86 will be conducted in accordance with the Institute of Arbitrators and Mediators Australia Rules for the Conduct of Commercial Arbitrations (except that the arbitration will proceed by way of appeal only from the record of the proceedings of the Tribunal).

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

Article 86: Senior Counsellor, Committee, Assessor, and Tribunal & Administration

(a) Senior Counsellor

Senior Counsellors for the purpose of Articles 83-86 are senior Members selected and appointed by the Institute National Council to provide advice to members of the public regarding the practice of architecture, and who have agreed to participate for the purpose set out in Article 84.

Senior Counsellors are appointed on the basis of clear evidence of extensive professional experience, the broad respect of their peers and the profession and possession of a genuine commitment to the highest ethical standards.

(b) Assessor

There will be a panel of Assessors for the purposes of Article 84, consisting of Fellows of the Institute of at least 7 years standing appointed in accordance with (d) of this Article. An Assessor from the same Chapter as the Complainant will usually be appointed to consider an Allegation.

(c) Tribunal

There will be a Tribunal for each Chapter of the Institute for the purposes set out in Article 84. A Tribunal will be comprised of Fellows of the Institute of at least 10 years standing (but may also include a lawyer who is not a Member). A Tribunal shall appoint a convenor. The convenor for the Chapter in which the Complainant resides is usually responsible for constituting a Tribunal for a particular Allegation and for communicating with the parties. Tribunal members hearing an Allegation must be at arms length from the parties to, and to the circumstances of, the Allegation. To achieve this, the Tribunal may include, or consist of, Tribunal members from another Chapter.

The Tribunal constituted must elect a chairperson who is responsible for ensuring prompt and proper performance of the Tribunal's functions, but otherwise has no special status or authority as chairperson, nor any casting vote. A quorum of the Tribunal for the exercise of its powers and functions consists of not less than 3 and not more than 7 Tribunal members, plus any lawyer Tribunal member. A decision of a Tribunal is that of a majority of Tribunal members considering any question.

(d) Appointment of Tribunal Members and the Panel of Assessors

The members of the Tribunal, and the Panel of Assessors, will be appointed by the National President of the Institute for terms of approximately 3 years, from a list of names, nominated by the President of each Chapter. Tribunal members and Assessors are entitled to reappointment and no decision of, or act done by, or by the authority of, an Assessor or Tribunal will be invalid if the Assessor or any member of that Tribunal is not reappointed, or because of any defect that is afterwards discovered in the appointment or qualifications of any of them.

A member of a Tribunal or the Assessor panel will automatically vacate that office if the member:

- dies; or
- resigns; or
- is involuntarily institutionalized, or whose property is liable to be dealt with pursuant to a law about mental health; or
- (other than a lawyer member of the Tribunal), ceases to be a Member; or
- becomes bankrupt; or
- is the subject of a Determination of having committed an act of Misconduct; or
- is removed from office by the National President

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

(e) Person responsible for administration of Disciplinary Proceedings

The Board may appoint or delegate the appointment of an officer responsible for administering the conduct of disciplinary proceedings described in Articles 83–86 who may or may not be a member of the Institute, and who may delegate responsibilities to his or her nominees, but if no appointment or delegation is made the Secretary is the responsible officer.

AMENDMENTS TO ARTICLES

Article 87: Amendments to Articles

Amendments to the Articles of Association will have effect on the date of the passing of a special resolution by Members in accordance with the Corporations Legislation.

MEMBERSHIP SUBSCRIPTIONS

Article 88: Membership subscriptions

Except as otherwise provided for in this Article, membership subscriptions will become due on the first day of January in every year and after the last day of March in any year a Member whose membership subscription remains unpaid will be deemed to have resigned and thereafter cease to be a Member of the Institute as and from the first day of April in that year. The Institute will forthwith remove the Member's name from the register of members but that resignation and removal will not affect the liability of the Member under Articles 83–86 inclusive or under Section 6 of the Memorandum of Association of the Institute.

Upon payment of all arrears of membership subscription or otherwise as determined by the Board, the Board in its discretion may reinstate any former member.

In special cases where a Member demonstrates to the satisfaction of the Board that he or she is unable to pay the prescribed membership subscription by the due date, the Board may:

- (a) exempt in whole or in part the Member's subscription for the year;
- (b) defer in whole or in part for a period or periods specified the payment of the Member's subscription.

The Member's rights of voting, candidature or participation in any general meeting or ballot of the Institute or Chapter thereof will not be affected during the period of such exemption or deferral.

DIRECTORS' INTERESTS

Article 89: Voting of interested Director

- (a) Except to the extent permitted by the Corporations Legislation, a Director who has a material personal (financial or non-financial) interest in a matter that is being considered at a meeting of the Board:
 - (i) must not be counted in a quorum;
 - (ii) must not vote on the matter; and
 - (iii) must not be present while the matter is being considered at the meeting.
- (b) If a Director who has a material personal (financial or non-financial) interest in a matter that is being considered at a meeting of the Board is not prohibited by the Corporations Legislation from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.

Article 90: Director's interests

- (a) A Director may to the extent permitted by the Corporations Legislation:
 - (i) enter into contracts or arrangements or have dealings with the Institute either as vendor, purchaser, mortgagee, consultant or otherwise; or
 - (ii) be interested in any contract, operation, undertaking or business entered into, undertaken or assisted by the Institute on which the Institute is or may be interested.
- (b) The Director is not because of entering into any relationship or transaction referred to in paragraph (a):
 - (i) disqualified from the office of Director; or
 - (ii) liable to account to the Institute for any profit arising from the relationship or transaction by reason of being a Director or of the fiduciary relationship between the Director and the Institute.
- (c) For the purpose of Article 90, "Institute" includes any subsidiary of the Institute and any other company in which the Institute or any subsidiary of the Institute is or becomes a shareholder or is otherwise interested.

Article 91: Disclosure of interests

- (a) The nature of the Director's interest as referred to in Article 90(a) must be disclosed by the Director before or at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the Director becomes so interested.
 - (b) It is the duty of a Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Institute to declare the nature of his or her interest in accordance with the provisions of the Corporations Legislation.
 - (c) It is the duty of a Director who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a Director to declare the fact and the nature, character and extent of the conflict in accordance with the provisions of the Corporations Legislation.
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