

## **Schedule 1: Memorandum and Articles, Regulations and By-laws**

**MEMORANDUM OF ASSOCIATION**

1. The name of the Association is "The Royal Australian Institute of Architects", ("RAIA"), registered as a Company Limited by Guarantee under the Corporations Legislation, with Australian Company Number 000 023 012.
2. The registered office of the RAIA 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 RAIA may from time to time appoint.
3. The objects for which the RAIA 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 RAIA.
  - (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 RAIA 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.
    - (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 RAIA,

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 RAIA 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 RAIA, as may from time to time be determined by the RAIA.
- (o) To borrow or raise money, in such manner as the RAIA may think fit, and in particular, by mortgages or debentures, (terminable or perpetual), or other securities of the RAIA, with power, if need be, to vary such mortgages, debentures, or other securities of the RAIA, both present and future, and to pay interest upon any borrowed money, at such rates and from such date, or dates, as the RAIA 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.

- (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 RAIA.
- (t) To hold or promote competitions of any description authorised by law which may be calculated to assist the objects of the RAIA, 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 RAIA, any property belonging to the RAIA, 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 RAIA, 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 RAIA may consider would further the objects and policy of the RAIA.
- (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 RAIA.
- (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 RAIA, to delegate to each or any of the Chapters of the RAIA, 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.
- (z) To do all such things that are incidental or conducive to the attainment of the above objects.
  - (aa) 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.

(bb) 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 RAIA.

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. The income and property of the RAIA, however derived, shall be applied solely towards the promotion of the objects of the RAIA 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 RAIA, or to any of them, or to any person claiming through any of them. Provided that, nothing in this clause will prevent the payment in good faith of remuneration to any officers or servants of the RAIA, or to any members or other person, in return for any service actually rendered to the RAIA, or the repayment of money advanced by any member to, or for the purpose of, the RAIA or the payment of interest on it, but so that no member of the Council or of the Executive, or Governing body of the RAIA, shall be appointed to any

salaried office of the RAIA, or to any office of the RAIA paid by fees, and that no remuneration or other benefit in money, or money's worth, shall be given by the RAIA to any member of such Council, or Executive, or Governing Body, except in repayment of out of pocket expenses and interest on money lent, provided that this provision will not apply to any payment to any company in which such member holds less than one percent of the capital, and such member will not be bound to account for any share of profits he or she may receive in respect of such payment.

5. If the RAIA acts in contravention of the fourth paragraph of this memorandum, the liability of every member of the RAIA who has received any such dividend, bonus, or other profit, to repay such dividend, bonus, or other profit at the suit of the RAIA, remains.
6. Every member of the RAIA undertakes to contribute to the RAIA 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 RAIA 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.

7. If, upon winding up or dissolution of the RAIA, 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 RAIA but shall be given or transferred to some other association, institution, or institutions, having objects similar to the objects of this Association, 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 RAIA under, or by virtue of paragraph 4, such association, institution, or institutions, to be determined by the members of the RAIA 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. No addition alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Governor with the advice of the Executive Council.
  9. The fourth and eighth paragraph of this Memorandum contains conditions on which the Licence was granted by His Excellency the Governor with the advice of the Executive Council of the State of New South Wales in pursuance and under the provisions of Section 52 of the Companies Act 1899.
  10. True accounts shall be kept of the sums of money received and expended by the RAIA and the matter in respect of which such receipt and expenditure takes place, and of the property credits and liabilities of the RAIA, 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 RAIA for the time being, shall be open to the inspection of the Members. Once, at least, in every year, the accounts of the RAIA shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditor.
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**ARTICLES OF ASSOCIATION**

**Article 1: Definitions and Interpretation.**

In the Constitution of The Royal Australian Institute of Architects ("RAIA" or "Institute") and in the Regulations, unless repugnant to the sense of the context:

**"ANNUAL SESSION OF COUNCIL"**

means the Council meetings or series of Council meetings, including the Annual General Meeting, in any Year.

**"CHAPTER"**

means the body of members residing in a particular Territory.

**"CHAPTER COUNCIL"**

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

**"CHAPTER COUNCILLOR"**

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

**"CHAPTER PRESIDENT"**

means a Chapter-Elected Councillor elected in accordance with Article 15.

**"CORPORATIONS LEGISLATION"**

means the Corporations Legislation enacted by the Commonwealth of Australia.

**"CONSTITUTION"**

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

**"CORPORATE MEMBERS"**

means Life Fellows, Fellows, Ordinary Members and Affiliates but not Level 2 members in any membership class.

**"CORPORATION"**

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

**"COUNCIL"**

means the board of directors for the time being of the Institute, constituted in accordance with Article 14.

**"COUNCILLOR"**

means a director of the Institute.

**"COUNCILLOR (CHAPTER-ELECTED)"**

means a Councillor who is also a Chapter President.

**"COUNCILLOR (NATIONALLY-ELECTED)"**

means a Councillor elected in accordance with Article 16.

**"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.

**"EXECUTIVE"**

means the Executive committee of the RAIA, as constituted by Council from time to time.

**"HONORARY SECRETARY"**

means the person appointed in accordance with Article 28, and any acting Honorary Secretary appointed in accordance with Article 29.

**Articles of Association**

THE ROYAL AUSTRALIAN INSTITUTE OF ARCHITECTS ACN 000 023 012

**"HONORARY TREASURER"**

means the person appointed in accordance with Article 28, and any acting Honorary Treasurer appointed in accordance with Article 29.

**"IMMEDIATE PAST PRESIDENT"**

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

**"INSTITUTE" or "RAIA"**

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

**"IN WRITING" and "WRITTEN"**

include printing, lithograph, and other modes of reproducing or representing words in a visible form.

**"MEMBER"**

means a member for the time being of the Institute.

**"MONTH"**

means calendar month.

**"NATIONAL COMMITTEE"**

means a committee of the RAIA appointed by the Council from time to time.

**"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.

**"PRESIDENT"**

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

**"PRESIDENT ELECT"**

means President Elect of the Institute and includes the Vice-President.

**"REGULATIONS"**

means Regulations made by the Council from time to time in accordance with Article 82.

**"SECRETARY"**

means the Company Secretary registered under the Corporations Legislation.

**"TERRITORY"**

means any State or Territory of the Commonwealth of Australia or any other area constituted a Territory by resolution of the Council 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, Ordinary 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. Council may establish a Level 2 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**

The 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 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 members other than Affiliates, Honorary Members, Graduate Members or Student Members, who have gained a substantial period of experience and/or higher qualification required for elevation to the Fellowship class of the membership.

**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 awarded by agreement from 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: Ordinary Members**

Ordinary Members shall be persons who hold a prescribed architectural qualification and who have gained prescribed experience for admission to the Ordinary Membership class of the membership. The 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 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 significant and long term contribution to the RAIA. Honorary Membership may only be awarded by agreement from Council.

**Article 9: Graduate Members**

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

**Article 10: Student Members**

Student Members shall be persons who are resident in Australia and enrolled in courses of study leading to the academic qualification requirements for the category of Ordinary 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 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 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: Certificates of membership**

Every Honorary Fellow, Life Fellow, Fellow, Affiliate and Ordinary Member shall be entitled to a Certificate of Membership subject to such conditions and on payment of such subscriptions or other sums as the Council may prescribe. An Honorary Member shall be entitled to receive a Certificate of Honorary Membership. A Graduate Member shall be entitled to receive a Certificate of Graduate Membership. On cessation of membership such certificate shall be returned to the Institute without demand first being made.

**Article 13: Letters**

The following classes of membership may use suffix letters as follows:-

Life Fellow	-	LFRAIA
Fellow	-	FRAIA
Honorary Fellow	-	Hon. FRAIA
Ordinary Member	-	RAIA
Affiliate	-	Affiliate
RAIA		
Honorary Member	-	Hon. RAIA
Graduate/Student Member	-	[no suffix]

A Level 2 member for any class of membership has no entitlement to use the suffix letters referred to in this Article 13.

**CONSTITUTION OF INSTITUTE COUNCIL**

**Article 14: Membership of the Council**

The Council of the Institute shall consist of the President, the Immediate Past President, the Councillors (Chapter-Elected), the Councillors (Nationally-Elected) and a Student Member representative.

**Article 15: Appointment of Councillors (Chapter-Elected).**

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

**Article 16: Appointment of Councillors (Nationally-Elected)**

There shall be 4 Councillors (Nationally-Elected), being Corporate Members or Graduate Members nominated and elected by all Corporate Members and Graduate Members in such manner as the Regulations may from time to time prescribe. A person who is a Councillor (Chapter-Elected) shall not be eligible to also serve as a Councillor (Nationally-Elected).

**Article 16A: Appointment of Student Representative Councillor**

There shall be 1 Student Representative Councillor being a Student Member appointed by the Council. The Student Representative Councillor shall hold office for a term determined by the Council, provided always that no Student Representative Councillor shall remain in office for more than 2 years.

**Article 17: Councillors' term of office**

(a) At the first meeting of each Annual Session of 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 Councillors (Chapter-Elected) and one half of the Councillors (Nationally-Elected) shall retire from office, provided always that subject to Articles 18, 22, and 27, no 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 Councillors retiring from office.

(b) The 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 Councillors became Councillors on the same day, the President shall decide which of those Councillors shall retire.

(c) A retiring 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: President's term of office**

Notwithstanding the provisions of Article 17, the Councillor who is President shall be entitled to remain on the Council until he or she ceases to be the Immediate Past President.

**Article 19: Councillor absence, change of domicile**

If:

- (a) a Councillor without leave of absence fails to attend two consecutive meetings of the Council or, if he or she is a Councillor (Chapter-Elected), the Chapter Council, or
- (b) a Councillor (Chapter-Elected) 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 Council,

the President may declare such Councillor's office vacant.

**Article 20: Vacancy in the Council**

In the event of a vacancy in the 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 Councillor is a Councillor (Chapter-Elected) or the Corporate Membership as a whole if the Councillor is a Councillor (Nationally-Elected)) in accordance with the relevant Regulations, provided that:

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

**Article 21: Members may remove Councillor**

Subject to the provisions of these Articles and the Companies Acts:

- (a) the members may by resolution passed at any general meeting remove any Councillor (Nationally-Elected) 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 Councillor (Chapter-Elected) appointed in respect of that Chapter and appoint another person in his or her stead.

**Article 22: Election of President**

The Councillors during the course of the Annual Session of the Council and prior to the Annual General Meeting of that session shall elect from their number a President Elect, who shall be a Life Fellow or Fellow and shall hold office as 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 President Elect shall automatically assume office as 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 President is a Councillor (Chapter-Elected), a by-election shall be conducted within the relevant Chapter for the appointment of a new Councillor (Chapter-Elected) to serve as a Chapter President for the term of unexpired office. Such by-election shall be held in accordance with the Regulations. Upon the election of a new Councillor (Chapter-Elected), the person becoming President shall cease to have the status of Councillor (Chapter-Elected) and shall cease to hold the office of Chapter President.

**Article 23: President unable to act**

In the event that the President is for whatever reason unable to act for a period, the President Elect shall possess all the powers of the President and shall act as such during the period of the President's inability. In the event that the President dies, resigns, becomes a mentally ill person, 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 President Elect shall automatically become President in his or her place for the term of unexpired presidency, subject to Article 24.

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

The President Elect shall not assume the office of President under Articles 22 or 23 or continue as the President Elect, if the President Elect dies, resigns, becomes a mentally ill person, is found to have committed an act of misconduct pursuant to Article 83, otherwise ceases to be a member of the Institute or of Council, or otherwise by the operation of any law is required to vacate, or is not entitled to assume that office.

The President will not assume the office of Immediate Past President, or the Immediate Past President will not continue in that office, if the President or the Immediate Past President, as the case may be, dies, resigns, becomes a mentally ill person, is found to have committed an act of Misconduct pursuant to Article 83, otherwise ceases to be a member of the RAIA or of Council, or otherwise by the operation of any law is required to vacate, or is not entitled to assume, that Office.

**Article 25: President may serve a second term**

The Councillors may during the course of the Annual Session of the Council and prior to the Annual General Meeting of that session elect the then current President for a second term, in which event the President Elect shall continue in that capacity for a second term and thereafter assume office as President otherwise in accordance with Article 22. After acting for two consecutive terms as either President or President Elect, a member 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 President or President Elect**

In the event that the office of President becomes vacant and Article 24 applies, or that the office of President Elect becomes vacant for any reason, the Councillors shall elect from their number a President and/or President Elect as the case may be, who shall be a Life Fellow or Fellow, for the term of unexpired office.

**Article 27: Term of office of President Elect**

A 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 28: Honorary Secretary and Honorary Treasurer**

An Honorary Secretary and an Honorary Treasurer shall be appointed by the Council but neither shall be entitled to vote at any meeting of the Council unless also acting in the capacity of a Councillor. The Honorary Treasurer and the Honorary Secretary shall be eligible to be re-appointed.

**Article 29: Secretary and other officers**

The Council 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 Council 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 Council 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 Council 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;
- (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.

## **COUNCIL MEETINGS**

### **Article 31: (Deleted)**

### **Article 32: Regularity of Council Meeting**

A meeting of the Council shall be held at least once in every year.

### **Article 33: Quorum at Council Meeting**

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

### **Article 34: Where quorum is present**

A meeting of the 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 Council generally.

### **Article 35: Written resolution of Council**

A resolution in writing (which may consist of several documents in like form each signed by one or more Councillors) signed by all the members of the Council for the time being shall be as valid and effectual as if it had been passed at a meeting of the 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 36: Meeting of the Council**

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

- (a) a meeting of members of the Council assembled in person on the same day at the same time and place; or
- (b) the members of the 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 Council 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 Councillors**

- (a) A Councillor (Nationally-Elected) may appoint any Corporate Member to act as an alternate 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 Council each year.
- (b) A Councillor (Chapter-Elected) may appoint any member of his or her Chapter Council to act as an alternate 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 Council each year.
- (c) An alternate Councillor is entitled to notice of meetings of the 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 Councillor may exercise any powers that the appointor may exercise and the exercise of any power by the alternate Councillor is deemed to be the exercise of the power by the appointor.
- (e) A Councillor may revoke or suspend the appointment of an alternate Councillor appointed by him or her.
- (f) The Council may suspend or remove an alternate Councillor by resolution after giving the appointor reasonable notice of its intention to do so.
- (g) The appointment of an alternate Councillor automatically terminates:
  - (i) if the Councillor for whom the alternate Councillor acts as alternate ceases to hold office as a Councillor;
  - (ii) if an event occurs which, if that alternate Councillor were a proper Councillor, would cause him or her to vacate that office; or
  - (iii) if by writing left at the Office the alternate Councillor resigns from the appointment.

**Article 38: Chairperson of Council Meetings**

The President or, in his or her absence, the President Elect shall be the chairperson of meetings of the 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.

## **POWERS OF COUNCIL**

### **Article 39: Powers of the Council.**

The management and control of the business and affairs of the Institute shall subject to such limitations and restrictions as these Articles prescribe be vested in the Council who may exercise all the powers authorities and discretions of the Institute except only such as under the Companies Acts or the Memorandum or these Articles are expressly directed to be exercised by the Institute in general meeting or by the Chapters or by the Chapter Councils thereof.

### **Article 40: Committees**

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 Council. 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 Council so far as the same are applicable thereto and are not superseded by any Regulations made by the Council under this Article and such Committee shall have the power to appoint a quorum for the conduct of its proceedings unless the Council shall do so.

### **Article 41: Validation of acts**

All acts done at any meeting of the Council or of a Committee shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such 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 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. The Council 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 Council provided always that the Institute in general meeting may alter any or all of the subscriptions determined by Council. The payment of any subscription may be deferred or exempted on such terms and conditions as the Council 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 Council from time to time.



**Article 45: Membership of Chapter Councils**

A Chapter Council shall consist of:

- (1) Voting members, who are
  - (a) the relevant Councillor (Chapter-Elected) who shall be the 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, and
  - (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 Chair nominated by the Member Groups of the Chapter constituted in accordance with Council policy and any Regulation.
- (2) Other persons who may sit on the Chapter Council, being:
  - (a) the immediate past Councillor (Chapter-Elected) for the Chapter;
  - (b) a President or Immediate Past President who was a Councillor (Chapter-Elected) before taking the office of President.

**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, 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, 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 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.

**Article 48: Councillors (Nationally-Elected) may observe**

A Councillor (Nationally-Elected) 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 President;
- (b) the Immediate Past President; and
- (c) any other Councillor.

**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 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.

**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.

**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 Chapter, the Chapter President may declare such Chapter Councillor's position vacant.

**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 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 President will refer the petition to the Council at its next meeting, and the Council shall consider that petition at that meeting. The Council will express an opinion whether such petition should be granted and if the opinion of the 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 Council is of the opinion that the petition should not be granted then the 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 Council shall declare the locality a territory not later than twenty-one (21) days after the declaration of the poll.
- (ii) The 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 Council declared the locality a territory. If the Chapter Council fails to call an election then the President shall call an election for a new Chapter Council within 15 months from the date on which the 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 Council. The territory or territories of which the locality previously formed part shall be redefined by the 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 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 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 Council.

### **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 Council on the past year's transactions and accounts.

### **Article 57: Requisition by Members**

The Council shall, on the requisition of four members of the Council, 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 Council does not within 21 days from the date of the deposit of the requisition proceed duly to convene a 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 meeting, but any meeting so convened shall not be held after the expiration of three months from the date of the deposit. A 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 Council. Any reasonable expenses incurred by the requisitionists by reasons of a failure for the Council duly to

convene a 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 Councillors as were in fault.

For the purposes of this Article the Council 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 thirty 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 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 President nor the President Elect are present and willing to act, the members present shall choose one of the Councillors present to be chairperson, or if no Councillor be 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 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

I ..... of

.....

a Corporate member of The Royal Australian Institute of Architects, of membership number

..... hereby appoint

.....

of .....

or failing him or her

..... of

.....

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 the ..... day of .....20..... and at any adjournment thereof.

\* or

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

\* or

during my absence from

.....

As witness my hand this

.....

day of

.....20.....

Witness

..... (Signed)

.....

(\* Strike out and initial portions not required.)

**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 be 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 bare 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 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 Council 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 Council 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 subparagraph (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 Councillor, any premium paid pursuant to this Article is paid in addition to remuneration paid to that Councillor by the Institute pursuant to these Articles.



**Article 79: Voting by Councillors**

Despite anything in these Articles, a Councillor 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 Councillor against a liability incurred by the Councillor 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 negligence, default, breach of duty or breach of trust.

**Article 81: Meaning of "officer"**

For the purposes of Articles 77, 78, 79 and 80, "officer" means a Councillor, Secretary, executive officer or trustee of any shares on behalf of the Institute.

**REGULATIONS AND BY-LAWS**

**Article 82: Council may make Regulations**

The Council subject to the limitations imposed by the Memorandum of Association and by these Articles 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.

**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 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 RAIA Code of Professional Conduct as approved and published by the 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.

**“member”** means any member of the Institute, or in context, of the public, a Tribunal or the panel of Assessors.

**“Member”** means a member, not including a Practice Member, asserted in the relevant Allegation to be guilty of Misconduct, and who was a member of the Institute at the time that the asserted Misconduct or relevant event occurred.

**“Misconduct”** means conduct contrary to the Code.

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

**“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 person whose conduct while a member is 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 RAIA, mandatory professional training, or any combination of these.

Where a Member is also a director of a company, or a partner of a partnership engaging in the practice of architecture, that Member is liable for any conduct by the company or partnership which, if it had been undertaken by the Member, would amount to conduct contrary to the Code as if the conduct of the company or partnership were the conduct of the 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 Council, be expelled from membership of the Institute effective upon service of a notice under the hand of the President or the Secretary notifying the member of the decision of the 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 Member may pursue the matter outside the RAIA’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 RAIA involves any of the same facts and circumstances as the enquiry to the RAIA, all RAIA procedures will cease. In that case, RAIA informal procedures will not recommence. RAIA’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 RAIA’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 RAIA, nor may the RAIA order any person to pay any part of another person’s costs, except that in accordance with 2(j) of this Article, the RAIA may recover its own costs from a Member found guilty of Misconduct.

## **1 Query (informal) to the Institute regarding a member**

### **1 (a) Receipt of a query**

Upon receipt by the Institute of:

- a query from a member of the Institute 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 RAIA 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 RAIA procedure available is to lodge a formal Allegation.

### **1 (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 RAIA 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 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.

### **1 (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 RAIA disciplinary proceedings under Articles 83 - 86.

### **1 (d) RAIA 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 Member) have agreed to have the matter conciliated under RAIA 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 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 RAIA 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 RAIA 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.

### **1 (e) Failure in RAIA Conciliation**

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

### **1 (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 Member**

### **2 (a) Allegations against Members and companies or partnerships in which members are directors or partners.**

An Allegation may be made against a 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 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 RAIA 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 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 Member. If the Assessor's decision is that there is no prima facie case of Misconduct, the investigation is concluded for the purpose of RAIA disciplinary proceedings under Articles 83 – 86, and the Allegation is returned to the Complainant.

#### **2 (c) Contact with the 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 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 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 Member's contact address as recorded in the RAIA's membership records.

The Assessor is not required or permitted to contact the 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 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 RAIA 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 RAIA 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 RAIA 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 Member has, on the balance of probabilities, engaged in Misconduct. The convenor must notify the Complainant and the 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 Member objects to on reasonable grounds and may substitute another Tribunal member.

The RAIA 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 RAIA, any member, any accountant, solicitor, other legal counsel or other agent or person.

The Complainant and the 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 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 Member or the Complainant to re-attend and state that the Tribunal intends to proceed with the hearing, whether or not the 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 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 Member. If it finds Misconduct proven, the Tribunal will consider submissions in mitigation by the 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 Member found guilty of Misconduct:

- no sanction be incurred by the Member;
- that the Member be reprimanded;

- that the 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 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 Member, but may not make any Determination that one party pay any of another party's costs.

**2 (j) Further Tribunal Determinations**

If the 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 Member to appear before it, and whether or not the Member attends as requested, consider and make a further Determination in terms of (h) or (i).

**2 (k) Reporting**

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

**2 (l) Effect of suspension or expulsion**

During a period of suspension, or after expulsion, the Member or former 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 Member who was found guilty of Misconduct and resigned, whether by the operation of Article 88 or otherwise, after the RAlA received an Allegation, or a suspended 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 Member by the Tribunal remain, 2(j) above applies.

- An expelled Member may apply to the Council for reinstatement, addressed to the Secretary, not less than 3 years after expulsion. Council may require the expelled 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 Council. If Council declines reinstatement, the expelled Member may not reapply for a further 3 years after the date of Council's decision.

**Article 85: Reference to arbitration**

A 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 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 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 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 RAlA 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 RAlA 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 of the RAIA). 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 President of the RAIA 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
- becomes mentally ill; or
- (other than a lawyer member of the Tribunal), ceases to be a member of the Institute; or
- becomes bankrupt; or
- is the subject of a Determination of having committed an act of Misconduct; or
- is removed from office by the President

In the event of a casual vacancy in the Tribunal or the Assessor panel, the 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**

Council 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 RAIA, 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 of the Institute in general meeting resolving that the Articles of Association be amended or the date on which the Australian Securities Commission grants its approval to those amendments, whichever is the later date.

## **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 list 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 Council, the Council in its discretion may reinstate any former member.

In special cases where a member demonstrates to the satisfaction of the Council that he or she is unable to pay the prescribed membership subscription by the due date, the Council may, on the recommendation of Chapter Council, act as follows:

- (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.

## **COUNCILLORS' INTERESTS**

### **Article 89: Voting of interested Councillor**

- (a) Except to the extent permitted by the Companies Acts a Councillor who has a material personal interest in a matter that is being considered at a meeting of the Council:
  - (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 Councillor who has a material personal interest in a matter that is being considered at a meeting of the Council is not prohibited by the Companies Acts from being present at the meeting and voting, the Councillor may be present, be counted in the quorum and may be heard but may not vote on the matter.

### **Article 90: Councillor's interests**

- (a) A Councillor may to the extent permitted by the Companies Acts:
  - (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.

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- (b) The Councillor is not because of entering into any relationship or transaction referred to in paragraph (a):
- (i) disqualified from the office of Councillor; or
  - (ii) liable to account to the Institute for any profit arising from the relationship or transaction by reason of being a Councillor of the Institute or of the fiduciary relationship between the Councillor and the Institute.
- (c) For the purpose of this 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 Councillor's interest as referred to in Article 90(a) must be disclosed by the Councillor before or at the meeting of the Council 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 Council after the Councillor becomes so interested.
- (b) It is the duty of a Councillor 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 Companies Acts.

- (c) It is the duty of a Councillor 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 Councillor to declare the fact and the nature, character and extent of the conflict in accordance with the provisions of the Companies Acts.

**ORIGINAL PROVISIONS**

**Article 92: First Chapters**

The first five Chapters consisted of the signatories to the Memorandum of Association together with such members of the South Australian Institute of Architects the Royal Victorian Institute of Architects the Tasmanian Institute of Architects the Institute of Architects of New South Wales and the Queensland Institute of Architects as agreed to become members of the Institute all of whom were admitted ad eundem gradum.

**Article 93: Number of members**

The number of members with which the Institute was proposed to be registered was 10,000.

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## **REGULATIONS AND BY-LAWS**

### **(made under Article 82)**

#### **1. General**

##### Regulation 1.1

Upon adoption of these Regulations, all previous Regulations and By-Laws are revoked.

##### Regulation 1.2.

For the purposes of these Regulations, if an act must be done on a day which is not a business day (a business day being a day that is not a Saturday, Sunday or any other day which is a public holiday or bank holiday in the place where the act is to be performed), the act must be done instead on the next business day.

##### Regulation 1.3.

Unless repugnant to the context, terms used in these Regulations have the same meaning as given to them in the Articles.

#### **2. Election Of Councillors**

##### Regulation 2.1.

The following Regulations 2.2 to 2.13 apply equally to the election of Councillors (Chapter-Elected) and Councillors (Nationally-Elected). The management and administration of the election process shall be under the delegated authority of Council.

##### Regulation 2.2.

Every election of Councillors shall be by postal ballot.

##### Regulation 2.3.

The Principal Returning Officer shall be appointed by the Council or, in default thereof, shall be the person fulfilling the role of Secretary. The Principal Returning Officer shall conduct the elections and may from time to time appoint a Returning Officer to act for him or her and may appoint Deputy Returning Officers.

##### Regulation 2.4.

The Principal Returning Officer (and his or her delegates) shall decide questions relating to the validity of any nomination or ballot paper and a statement signed by him or her to the effect that a person has been elected or appointed to any office or has vacated any office (except as provided in Article 19) shall be sufficient evidence of the same, provided that the Principal Returning Officer shall not act in any matter which concerns an elected office for which he or she is a candidate, in which case the Principal Returning Officer must appoint a Returning Officer to assume such responsibility.

##### Regulation 2.5.

All nomination forms and voting papers shall be forwarded to the Returning Officer immediately upon the closing of nominations or after the counting of ballots (as the case may be).

##### Regulation 2.6.

Notice of each election for Councillors shall be given to all members entitled to elect Councillors and posted no later than 8 weeks prior to the date upon which each Councillor to be elected will take office.

**Regulation 2.7.**

Valid nominations shall be in the form set out in Appendix "A" or "B", shall be signed by 5 Corporate Members, shall be accompanied by the undertaking of the nominees to serve and the nominees must be a member eligible to hold the office to which the nomination applies.

**Regulation 2.8.**

Nominations shall be delivered to the Deputy Returning Officer at the place and not later than the time stipulated in the notice calling for the same, such time being not less than 3 weeks from the date of the posting of such notice.

**Regulation 2.9.**

Where the number of valid nominations is greater than the number of vacancies left by retiring Councillors, a postal ballot shall be conducted.

**Regulation 2.10.**

Where the number of valid nominations is equal to the number of vacancies, the candidate or candidates nominated shall be declared elected.

**Regulation 2.11.**

Where the number of valid nominations is less than the number of vacancies, the President shall have the power to nominate a consenting member eligible to serve as a Councillor to make up the full number of Councillors, and such person or persons (together with members otherwise nominated) shall be declared elected.

**Regulation 2.12.**

Ballot papers for the election of Councillors shall be in the form set out in Appendix "C" or "D" and shall be posted not less than 3 weeks prior to the date set for the closing of the ballot.

**Regulation 2.13.**

If at any ballot 2 or more candidates receive an equal number of votes, the candidate or candidates to be considered as having the higher number of votes shall be determined by lot. The drawing of lots shall be conducted in such manner as the Deputy Returning Officer may determine, the candidates whose name is first drawn being considered as having the higher number of votes.

**3. Election of Chapter Councillors**

**Regulation 3.1.**

The election of Chapter Councillors by members shall be organised and administered by the Council. Corporate RAI A Members and Graduate RAI A Members of the Chapter are entitled to vote in an election to appoint Chapter Councillors in accordance with Article 46. Chapter Councillors shall be appointed using one of the following two methods:

- (1) (a) Candidates for election to the Chapter Council must nominate the National Committee on which they would like to serve, being a National Committee where a vacancy exists or will exist in respect of the particular Chapter.  
  
(b) Of the candidates who nominated a particular National Committee, the candidate receiving the most votes shall sit on that committee and shall be elected Chapter Councillor.

(c) Where the number of Chapter Councillors to be elected (as determined by the Chapter Council in accordance with Regulation 3.2) exceeds the number of Chapter Councillors elected in accordance with paragraph (b), sufficient additional Chapter Councillors shall be elected in accordance with the number of votes received by each of the remaining candidates.

- (2) Persons shall be elected by the Chapter to be Chapter Councillors. The Chapter Council may appoint such members of the Chapter Council as it thinks fit to the National Committees, provided that a person may not be appointed to more than one National Committee.

The method to be used in relation to each Chapter shall be as follows:

Chapter	Method (1) or (2)
New South Wales	(2)
Western Australia	(2)
Victoria	(2)
Australian Capital Territory	(1)
Queensland	(2)
South Australia	(2)
Tasmania	(2)
Northern Territory	(2)

**Regulation 3.2.**

Not later than 31 October in the year preceding the year in which an election is required to be held the Chapter Council shall determine the number of Chapter Councillors to be elected at the forthcoming Chapter Council election and notify that number to the Secretary, provided always that:

- (1) the number of elected Chapter Councillors is as provided in Article 45; and
- (2) the number of Chapter Councillors elected by the members may not be less than 6.

The Council shall cause to be issued to all members entitled to elect Chapter Councillors forthwith a notice in the form set out in Appendix "E" or "F", which shall include a list of retiring members of the Chapter Council, indicating those who are eligible for and seek re-election and their level of attendance at Chapter Council meetings since their last election. The notice shall further inform members that nominations addressed to the Secretary will be received up to 4.00 pm on 15 November. Each such nomination shall be signed by 2 Corporate or Graduate RAIA Members and shall be accompanied by a written undertaking by the nominee to serve if elected. Any defective nomination or nomination delivered later in time to the Secretary shall be rejected and the person nominated in that rejected nomination will not be eligible for election pursuant to that nomination.

**Regulation 3.3.**

If insufficient nominations for Chapter Councillors elected by the members are received, the Chapter Council shall make additional nominations as may be necessary.

**Regulation 3.4.**

If sufficient (but no more than sufficient) nominations are received (including nominations made by the Chapter Council in accordance with Regulation 3.3) are received, the candidates so nominated shall be declared elected.

**Regulation 3.5.**

If more than sufficient nominations are received, a postal ballot shall be conducted. The ballot papers shall be in the form of Appendix "G" or "H" and shall be issued to all members entitled to elect Chapter Councillors not later than 30 November and shall be returnable to the address stated thereon not later than 4.00 pm on 15 February.

**Regulation 3.6.**

Voting at elections of Chapter Councillors shall be by members marking with a cross the names of candidates for whom they desire to vote. A ballot paper shall be deemed to be invalid if more names are so marked than the number of candidates to be elected, but it shall not be deemed to be invalid if fewer names are so marked than the number of candidates to be elected.

**Regulation 3.7.**

The candidates who receive the largest number of votes in a single count shall be declared elected. Should any 2 or more candidates receive an equal number of votes, the candidate or candidates to be elected shall be determined by lot in such manner as the Principal Returning Officer may determine.

**Regulation 3.8.**

Regulations 2.3, 2.4 and 2.5 apply to the election of Chapter Councillors.

**4. Meetings of Chapter Councils**

**Regulation 4.1.**

A Chapter Council shall meet at such times as is necessary to allow it to properly conduct the affairs of the Chapter in accordance with the Articles, these Regulations and policies of the Institute.

**Regulation 4.2.**

The Chapter President may call a meeting of the Chapter Council at such time as he or she thinks fit but must do so upon the written request of 2 Chapter Councillors. Such written request must state the business proposed to be transacted at the meeting and this shall be incorporated in the notice convening the meeting, which shall provide not less than 7 days' notice of the meeting. No business other than that stated in the notice shall be transacted at the requested meeting.

**Regulation 4.3.**

At a meeting of a Chapter Council, the number of Chapter Councillors whose presence is necessary to constitute a quorum is that whole number immediately above 60% of the number of Chapter Councillors, or such other quorum as may be determined from time to time by the Chapter Council.

**5. General Meetings of the Chapter**

**Regulation 5.1.**

General Meetings of a Chapter shall be held as the Chapter Council may determine provided that the Chapter Council must ensure that a general meeting is convened at least once in each year (and before elections are held in relation to the Chapter Council) in order that the Chapter Council may report to the members on the activities and results of the last year preceding.

**Regulation 5.2.**

The provisions of Articles 57 to 73 relating to the conduct of general meetings apply so far as they are capable of application and with the necessary changes to every general meeting of a Chapter. For these purposes only, references in those Articles to:

- (1) the Institute shall be deemed to be references to the Chapter;
- (2) the Council shall be deemed to be references to the Chapter Council;
- (3) Councillors shall be deemed to be references to Chapter Councillors;
- (4) the President shall be deemed to be references to the Chapter President.

**6. Powers of the Chapter Councils**

**Regulation 6.1.**

Subject to the Articles and these Regulations, each Chapter Council is empowered to make rules only in respect of the following matters:

- (1) the constitution and administration of committees of the Chapter Council;
- (2) the delegation of powers of the Chapter Council;
- (3) the election and tenure of office bearers (not being the Chapter President) in respect of the Chapter Council;
- (4) procedures at meetings of the Chapter Council;
- (5) the appointment of alternate Chapter Councillors where Chapter Councillors are unable to attend meetings of the Chapter Council; and
- (6) media releases and publicity in respect of issues concerning the Chapter.

**Regulation 6.2.**

No Chapter Councillor shall enter into or purport to enter into any agreement, lease, covenant or contractual obligation of any kind on behalf of the Institute unless it relates to the provision of goods or services required in the normal day to day operations of the Chapter.

**Regulation 6.3.**

Each Chapter Council shall ensure that the policies of the Institute are implemented within the Chapter and shall conduct itself in a manner consistent with those policies.

**7. Notices to be Sent to Council**

**Regulation 7.1.**

A copy of every Chapter notice, circular, report or the like issued to members by a Chapter Council or office bearer shall be forwarded to the Secretary at the time the same is forwarded to the members and a copy of every resolution adopted by a Chapter Council or general meeting of a Chapter shall be forwarded to the Council within 15 days of such meeting.

**8. Financial**

**Regulation 8.1.**

All income and expenditure of the Institute shall be defined as either core or program. The category that a particular item will fall into will be determined from time to time by The Council.

**Regulation 8.2.**

Approved core expenditure will be funded in whole by an allocation by The Council for that expenditure. Program expenditure will be self-funding.



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**Regulation 8.3.**

Each year the Council shall set aside an amount into a Property Fund (to fund non-cyclical property maintenance), a Special Projects Fund (for non-recurring expenditure as approved by Council), and a Furniture and Equipment Fund (for the purchase and replacement of furniture & equipment). The amount set aside from income each year to these funds will be determined by Council and the balance of the fund shall be carried forward from year to year.

**Regulation 8.4.**

The Institute's accounts and banking shall be maintained centrally by the Council. In this regard, all accounting entities shall comply with the accounting, financial and administrative requirements of the Council.

**Regulation 8.5.**

The accounts of an accounting entity shall be kept in such manner as the Council or the Chief Executive may require.

**Regulation 8.6.**

Surplus funds retained by an accounting entity at 31 December 1997 will be made available to that entity for expenditure by that entity upon approval by the Council. The method of calculating the quantum of that balance will be determined by Council.

**Regulation 8.7.**

The Council will maintain the Institute's accounts in such a manner that separate profit and loss reports are produced monthly for each entity and these reports shall be produced in a consistent manner.

**Regulation 8.8.**

A surplus in any one year for an accounting entity will be any surplus in excess of the budgeted result for the combined operations of that entity. A loss will be the amount of any negative variance to the budget for the combined operations of that entity.

**Regulation 8.9.**

One third of all surpluses generated by Chapters will be retained by the Institute as a whole and the remaining two thirds will be available to the entity generating the surplus for their use in future years, provided that the future expenditure is approved by The Council. Any prior losses will be required to be recouped from surpluses before any surplus will be available.

**Regulation 8.10.**

Where an accounting entity maintains credit or surplus funds in the accounting system no interest will be payable on those funds.

**Regulation 8.11.**

Under the central accounting, finance and audit arrangements, the Council will bear all of the costs of the audit of the whole Institute, excluding subsidiary and associate companies (except that where the acquittal of a grant requires a separate audit fee that fee will be borne by the program).

## **9. Divisions of a Chapter**

### **Regulation 9.1.**

Where in any part of the territory of a Chapter a number of members sufficient for the purpose have their place of work or residence, the Chapter Council may define such part of the territory as a Division thereof and without effect to the normal functioning of the Chapter as a whole the members of a Division may be empowered as follows:

- (1) To elect a Divisional Committee, appoint Honorary Officers and hold meetings both of the Committee and members of the Division.
- (2) Administer the affairs of the Institute at local level and to formulate and implement policy on local issues. Its aims shall be consistent with those of the Institute.
- (3) Each Division may elect or appoint a representative to the Chapter Council. Such representative shall be an ex-officio member of the Chapter Council with full voting rights.

## **10. Area Committees**

### **Regulation 10.**

Where a body of members is resident in an area outside Australia and such area has not been constituted a territory by resolution of the Council pursuant to the provisions of Article 54 the Council may declare such area to be an organised area.

Each organised area shall elect an Area Committee and all Regulations which apply to Chapter Councils shall apply as far as is possible to Area Committees. All such Area Committees shall be directly responsible to the Council.

## **11. Admission to the Institute**

### **Regulation 11.1.**

Every candidate for admission to Ordinary Membership shall make application on the prescribed form showing that he or she has passed such examination or examinations as may be approved by the Council and that he or she has complied with any requirement for practical experience. Such application shall be lodged with the Chapter Council or Area Committee in the territory wherein the candidate is resident or, if resident outside the territory of a Chapter or Area Committee, with the Headquarters of the Institute, together with the prescribed entrance fee and annual subscription.

### **Regulation 11.2.**

If a Chapter Council or an Area Committee approves of an application for admission it shall submit the same so endorsed to the National Manager Membership who if satisfied that the qualifications submitted by the candidate are in accordance with the requirements of the Institute shall forthwith cause the name of the applicant to be entered in the roll of members with appropriate advice to the candidate and to the Chapter Council or Area Committee concerned.

**Regulation 11.3.**

Any candidate for admission to Ordinary Membership of the Institute whose application for such membership is not approved by the Chapter Council or by an Area Committee as the case may be or whose qualifications are determined by the National Manager Membership not to be in accordance with the requirements of the Institute may give notice to the National Manager Membership within thirty days of receipt of notice that such application for membership has not been approved advising that he or she disputes any of the decisions abovementioned whereupon such dispute or difference shall, if the candidate agrees, be submitted to arbitration in accordance with and subject to the Institute of Arbitrators Australia Rules for the Conduct of Commercial Arbitrations.

**Regulation 11.4.**

At the first general meeting at which he or she is present the candidate may be presented with his or her membership certificate by the chairperson of the general meeting and formally admitted to membership. It is desirable that the admission shall be to the effect following:

"In the name and by the authority of the Council of The Royal Australian Institute of Architects I admit you as a member\* of the Institute."

\* The appropriate class of membership should be substituted for the word 'member'.

(Note: Chapter Councils are particularly asked to note that members are admitted to the Institute not to a Chapter thereof: Chapter membership is incidental and provided he or she complies with the Articles of Association a member of the Institute is ipso facto a member of any Chapter in whose territory he or she may be domiciled.)

**12. Non-Corporate Members**

**Regulation 12.1.**

Graduate Membership is available to those holding an approved qualification prescribed by Council for admission to Ordinary Membership, commencing in the year after the graduate is notified that he or she passed all examinations leading to the award of the approved qualification.

**Regulation 12.2.**

Student Membership is available to those enrolled in a course leading to the award of an approved qualification prescribed by Council for admission to Ordinary Membership, in accordance with Regulation 13.1. Student Members will be elevated to Graduate Membership on the notification of the passing of all examinations leading to the award of the approved qualification.

For a Student Member, financial during the final year of the course leading to the approved qualification, the Student Member subscription rate will continue until the commencement of the next RAIA subscription year after the approved qualification is conferred on the graduate. Student Members, who re-apply for Student membership in the year after they are due to have had the approved qualification conferred, may be asked to provide proof of continued enrolment in the course leading to the approved qualification, before their membership at the Student rate is accepted

**Regulation 12.3.**

Graduate Members and Student Members are required to pay such annual membership subscriptions as the Council may prescribe. No entrance fee is charged but upon transfer to Corporate Membership the then obtaining conditions governing admission must be compiled with.

**Regulation 12.4.**

Graduate Members and Student Members are entitled to such privileges including attendance at meetings and receipt of publications as the local Chapter Council or Area Committee may see fit to extend, and receipt of such publications of the Institute Headquarters as the Council may prescribe.

**Regulation 12.5.**

Honorary Members will be non-subscribing. They will be entitled to such local privileges as the local Chapter may see fit to extend and receipt of such publications of the Institute as the Council may prescribe.

**Regulation 12.6.**

Level 2 membership of the Ordinary Member class is available to candidates eligible to join the Institute as Level 1 Ordinary Members, or to existing Level 1 Ordinary Members, provided that none of the following apply:

- The member or candidate is a director of a company or a partner in a partnership engaged in architectural practice or a director or partner of a firm operating in the construction industry
- 20% or more of annual income earned from architectural practice derives from self-employment in architectural practice as a sole practitioner
- The member or candidate is a self-employed independent contractor to the practice, or an employee, a shareholder, partner or beneficiary of a company or business entity that provides the member or candidate's services to an architectural practice or to another business entity controlling the architectural practice.

- The member or candidate is an employee of an architectural practice and is also entitled as a shareholder, partner or beneficiary of a business entity controlling that practice to receive a distribution of profit from that business entity
- The member or candidate is an employee of a business entity controlling an architectural practice and is also entitled as a shareholder or beneficiary of the architectural practice to receive a distribution of profit from the architectural practice.

Candidates for Level 2 Ordinary Membership who are not Ordinary Members must provide nominations from 3 financial members of the Ordinary Member (level 1 or level 2), Fellow or Life Fellow classes.

Continuation of membership as a Level 2 Ordinary Member is subject to compliance with the eligibility rules contained in the Regulations. Level 2 Ordinary Members no longer eligible will be allocated to the Level 1 Ordinary Member class unless eligible for another class of membership. Where non-eligibility is due to a change in the Regulations, re-allocation will occur at the commencement of the following subscription year.

Level 1 Ordinary Members requesting transfer to Level 2 membership will not be transferred until the commencement of the next subscription year, subject to their eligibility at the time of transfer.

Regulation 12.7

Level 2 membership of the Affiliate class of members is available to candidates who do not have an architectural qualification, as prescribed by Council for admission to the Ordinary Member class, but do have a qualification in a discipline determined by Council from time to time as being associated with architecture or the built environment, or, do have another qualification considered suitably connected to the built environment by National Membership Committee.

Nominations for the Affiliate Level 2 class must be signed by three financial members of the RAlA who are Ordinary Members, Fellows or Life Fellows. Applicants resident overseas may apply without nominations or the required number of nominations. If so, their application will be individually considered by the National Manager responsible for membership.

Applicants without formal qualifications, resident in Australia, and working in any of the built environment disciplines associated with a qualification for membership determined by Council from time to time, may be nominated by 5 financial members of the Ordinary Member, Fellow or Life Fellow classes.

No candidate may be admitted, or may a member remain admitted to the subclass, if he or she has, or obtains, a prescribed architectural qualification for admission as an Ordinary Member, or has been registered, is eligible to be registered, or is registered as an architect in Australia. Candidates' applications will be considered for, and ineligible members will be transferred to, the appropriate class or subclass of membership.

If a member is no longer eligible, due to a change in Council's recognised qualifications, the person affected may ask in writing for a

review of eligibility by the National Membership Committee. In any case, a change in membership status will not take effect until the beginning of the next subscription year..

**13. Architectural Education**

Regulation 13.1.

The Council will approve specified qualifications which entitle the holders thereof to apply for admission to Ordinary Membership of the Institute. The aforementioned qualifications may in some instances have attaching supplementary requirements for the holders thereof to gain certain periods of approved practical experience. The list of approved qualifications and supplementary requirements if any will be issued by the Council from time to time. Applicants who do not hold an approved qualification may be treated as special cases.

**14. Appointment of Chief Executive**

Regulation 14.1.

The Council may appoint a Chief Executive for such period and on such terms as it thinks fit and, subject to the terms of any agreement entered into in a particular case, may revoke the appointment.

Regulation 14.2.

The Council may, upon such terms and conditions and with such restrictions as it thinks fit, confer upon a Chief Executive any of the powers exercisable by it. Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Council. The Council may at any time withdraw or vary any of the powers so conferred on a Chief Executive.