



**Australian
Institute of
Architects**

Notice of Annual General Meeting and explanatory notes

The Annual General Meeting of The Royal
Australian Institute of Architects Limited
ACN 000 023 012 will be held on:

Date: Wednesday 22 July 2020

Time: 10.00am AEST

Online Venue: For the webcast, login to:

<https://agmlive.link/architects20>

Further information on how to participate remotely is set out in this Notice
and at architecture.com.au/agm.

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President's Message

Dear Member

Please find enclosed the Notice of Meeting and accompanying explanatory notes for The Royal Australian Institute of Architects Limited's 91st Annual General Meeting to be held on 22 July 2020.

Virtual AGM

The Board of Australian Institute of Architects has continued to monitor the status of the current public health situation and prioritises the health and wellbeing of its Members and employees. Given the pandemic environment and government restrictions on gatherings and travel, the Board has decided to restrict all attendance at a physical meeting venue and has made alternative arrangements to facilitate the general meeting.

This year's AGM will be held as a virtual meeting with all attendees participating in the meeting remotely via technology. Holding a general meeting virtually, via technology, is permitted under the Institute's Constitution. The Institute has engaged Link Market Services, a specialist meeting services provider, to host the webcast of the AGM and management of the proxies and voting.

The Board encourages all Members to participate in the Institute's first virtual general meeting by:

- Reading the enclosed Notice and explanatory notes;
- Exercising your rights as a Voting Member, if you can't attend online, by completing a proxy form and submitting it to Link Market Services;
- Submitting written questions to the Board and the Auditor, in advance of the meeting, or at the meeting;
- Logging into the live webcast of the meeting via <https://agmlive.link/architects20>.

Resolutions at the 2020 AGM

The business of the Institute's 2020 AGM includes a Special Resolution asking the Members of the Institute to consider and adopt a proposed revised Constitution to replace the Institute's existing Constitution. The proposed revised Constitution was developed following an extensive review and Member consultation process. The Institute's Board of Directors and National Council have endorsed the revisions and recommend that Voting Members vote in favour of this motion.

The need to revise the current Constitution (2017) emanated from recommendations made in three independent reports commissioned to advise on how the governance of the Institute could be improved. The process that has resulted in the proposed revised Constitution being recommended to Members began more than 12 months ago with the appointment by the Board of the Constitution Working Group and has included:

- Consideration of recommendations in the three independent reports on the Institute's governance, specifically the Bosch (2016), Kirby (2018) and Slocombe (2019) reports;
- The appointment of Minter Ellison lawyers to assist with re-drafting the Institute's Constitution and address the issues identified;
- Extensive member consultation including -
 - e-news messages to Members providing updates about the proposed revisions to the Constitution, including invitations for Members to provide comment;
 - a series of nine webinars between March and May 2020 to provide further information to Members about the proposed changes and to receive feedback; and
 - briefing sessions with each Chapter Council;
- Various joint Board and National Council meetings to consider proposed changes including a meeting on 11 June 2020, at which all of the proposed changes were unanimously endorsed and recommended to the Members for approval at the Annual General Meeting on 22 July 2020.

To assist you in your consideration of the proposed revised Constitution, the following documents are included as attachments to this Notice of Meeting and can also be accessed at architecture.com.au/agm :

- A 'clean version' of the [proposed Constitution](#);
- A schedule of [frequently asked questions](#) and accompanying responses developed during the Member consultation process. This includes a schedule setting out the Member consultation that has taken place resulting in the proposed revised Constitution;
- A [table summarising the proposed changes to the Constitution clauses](#) including reasons for the changes;
- A [marked-up version of the proposed revised Constitution](#) showing the changes proposed to the current Constitution (2017).

On that same webpage you can also access and consider:

- [three new Regulations](#) of the Board that will come into effect if the Members agree to the proposed revised Constitution; and
- the existing [Constitution \(2017\)](#).

A final webinar will be held on **15 July 2020 at 1pm (AEST)** to provide an opportunity for Members to seek any further clarification of what is proposed. Details about accessing the webinar will be advised to Members via email closer to the date. In the meantime, if you have any questions related to the proposed changes please contact the Institute by email on AGM@architecture.com.au or by phoning 1800 770 617.

On behalf of the Board and National Council, I commend the proposed revised Constitution to you as a document which, if adopted, will significantly enhance the Institute's governance and organisational effectiveness.

A handwritten signature in black ink, appearing to read 'Helen Lochhead', written in a cursive style.

Prof Helen Lochhead LFRAIA
National President

The 91st annual general meeting of Members of
The Royal Australian Institute of Architects Limited (ACN 000 023 012)
will be held on Wednesday 22 July 2020
via webcast from the offices of Link Market Services in Sydney,
commencing at 10.00am AEST.

Business of the Meeting

1. Welcome and Administration

2. Considering the Minutes of General Meeting

To consider the Minutes of the Annual General Meeting held on 14 May 2019.

Please [click here](#) to access the Minutes of the AGM 2019.

3. Considering 2019 Financial Report

To consider the:

- Institute's Financial Report and Directors' Report; and
 - Independent Auditor's Report,
- for the year ended 31 December 2019.

Please [click here](#) to access the Institute's 2019 Annual Report which includes the financial report and the Auditor's Report.

4. Special Resolution: New Constitution

To consider and vote on a special resolution consistent with clause 11.8.1 of the Constitution.

The Board and National Council recommend that Members vote **in favour of** this Special Resolution to replace the Institute's current Constitution with a new constitution set out in [Attachment A](#), that gives effect to the decisions of the Board and National Council, to matters arising from the extensive Member consultation process, as well as changes necessary to achieve contemporary governance practice and the proper and efficient administration of the Institute.

Note: Special resolutions will be passed only on a special majority of at least 75% of the votes cast by Members entitled to vote on this resolution.

MOTION 1:

That, under section 136(2) of the Corporations Act 2001, the current Constitution of the Institute be replaced, and the new constitution document as set out in the 'Attachment A' to this Notice be adopted as the Constitution of The Royal Australian Institute of Architects Limited.

5. Other Business

To introduce the new National President of the Institute, Ms Alice Hampson, who takes office from the conclusion of the 2020 AGM.

To announce the new President Elect of the Institute, recently elected by National Council, who will take office from the conclusion of the 2020 AGM.

To announce the appointment of the new Directors of the Institute, appointed by the Institute's National Council, who take office from the conclusion of the 2020 AGM.

By order of the Board

Date 29 June 2020

Signed 

Name Barry Whitmore
 Company Secretary

Explanatory notes

Note: These Explanatory Notes should be read together with the attached Notice of Meeting, proxy form and all attachments.

1. Administration: Virtual AGM

- 1.1 The 2020 AGM will be a virtual meeting via webcast. A virtual discussion will be held on all items to be considered at the AGM.
- 1.2 All Members will have a reasonable opportunity to submit questions online during the meeting via the online platform, including an opportunity to ask questions of the Institute's external auditor.
- 1.3 To ensure that as many Members as possible have the opportunity to submit questions or make comments during the meeting, Members are requested to observe the following:
 - (a) all Member questions should be as succinct as possible and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report and Auditor's Report, and general questions about the performance, business or management of the Institute;
 - (b) if a Member has more than one question on an item, all questions should be asked at the one time.
- 1.4 Members also have the opportunity to submit questions online in advance of the meeting.
- 1.5 This year's arrangements for attending a virtual meeting remotely, voting and submitting proxies via technology are consistent with the Institute's Constitution, temporary amendments to the *Corporations Act 2001* under the Coronavirus Economic Response determination and ASIC guidelines for AGMs and members' meetings using technology.

2. Minutes of previous AGM

- 2.1 Please [click here](#) to access and download a copy of the Minutes of the 2019 Annual General Meeting.

3. Financial Report, Directors' Report and Auditor's Report

- 3.1 The *Corporations Act 2001* requires Institute directors to put before the Members for consideration at the AGM, the financial report and the directors' and auditor's reports for the last financial year.
- 3.2 There is no requirement for Members to approve these reports.
- 3.3 At the AGM, Members will be given a reasonable opportunity to ask questions and make comments on the financial statements and the reports.

4. Special Resolution: New Constitution

- 4.1 Extensive explanatory notes and copies of relevant documents to this special resolution are to be found in the attachments to this Notice and on the Institute website: www.architecture.com.au/agm.
- 4.2 The proposed Constitution is included in [Attachment A](#) (below) or [click here](#) to download.
- 4.3 Frequently Asked Questions on the proposed Constitution and the responses are included in [Attachment B](#) (below) or [click here](#) to download.

- 4.4 A table that shows the Clause changes between the current Constitution (2017) and the proposed revised constitution is included in [Attachment C](#) (below) or [click here](#) to download. This document can help you understand what is changing from the current Constitution to the proposed one.
- 4.5 A draft of the proposed revised Constitution showing all changes marked up is included in [Attachment D](#) (below) or [click here](#) to download.

5. Remuneration of Directors

- 5.1 Under the current Constitution, National Council has the authority to decide whether the Directors of the Institute will be remunerated and if so, whether all Directors or only Independent Directors will be paid fees.
 - 5.2 The National Council has previously resolved that only the Independent Directors will be paid fees for their time and contributions as Directors.
 - 5.3 The Constitution stipulates that the total amount of fees paid to Directors must not be more than the amount previously approved. The Members have the authority to approve the maximum amount available for Directors' fees, or if Members have not made a determination, National Council may make a determination.
 - 5.4 At the 2018 AGM, the Members approved a maximum amount of \$80,000 for the remuneration of the Institute's Directors.
 - 5.5 There is no proposal or recommendation to alter the amount previously approved by the Members and hence no motion to approve amounts available for Directors' fees is required or included on the agenda for the 2020 AGM.
-

Meeting Attendance, Voting and Proxies

The 2020 AGM will be a virtual meeting, held by webcast. The point of origin (the sole physical location) of the meeting will be the offices of Link Market Services in Sydney, NSW.

A Voting Member participating in the meeting remotely is considered under the Constitution to be present in person and counts towards the quorum.

How to attend and participate in the meeting

Members are asked to attend and participate in the 2020 AGM remotely via the online AGM platform or by appointing a proxy.

We recommend logging in to the online platform **at least 15 minutes prior** to the scheduled start time for the AGM. In a web browser on your computer or online device enter:

<https://agmlive.link/architects20>

and follow the prompts. You will need your Institute Member number. (Your Member number will also be displayed at the top of an email reminder that will be sent 24 hours before the meeting.)

You may submit a proxy form, vote online in advance or submit questions in advance all at the same time by going to:

<https://investorcentre.linkmarketservices.com.au/voting/arch>

More information about participating remotely in the Meeting is set out below.

How to ask Questions

Questions can be submitted online only, either in advance or during the meeting via the online platform.

Members who prefer to register questions in advance of the AGM are invited to do so via:

<https://investorcentre.linkmarketservices.com.au/voting/arch>

All questions submitted in advance must be received by Link Market Services **before 10am (AEST) on 21 July 2020** (24 hours prior to the meeting).

Ways to vote

Voting Members will be able to cast their vote either:

- By *poll* using the online platform during the meeting; or
- By *proxy*, by completing and submitting a proxy form online.

Members entitled to vote: **LFRAIA, FRAIA, Member Level 1 and Affiliate Level 1.**

Ordinary resolutions will be passed / not passed on a simple majority of the votes cast.

Special resolutions will be passed only on a special majority of 75% or more of the votes cast.

Voting online during the meeting

Given the remote format this year's AGM, all voting at the meeting will be via an online poll on a 'one member, one vote' basis. The poll will be managed by Link Market Services via the online platform.

On the day of the meeting, log in to the online platform following the instructions above. To vote:

- Voting Members will need their Institute Member number; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.

Online voting will open at the start of the AGM at **10 am (AEST)** on **22 July 2020** and will remain open until the item is considered and the discussion is concluded.

Non-Voting Members will not see the option to vote on the online platform.

Voting by proxy

A Member who is entitled to attend and vote at the meeting may appoint one (1) proxy to attend and vote on their behalf.

Your proxy must also be a Member who is entitled to be present and vote at the general meeting.

Instructions How to Vote by Proxy

To vote by proxy, complete and submit the online proxy form to Link Market Services via:

<https://investorcentre.linkmarketservices.com.au/voting/arch>

in accordance with the instructions provided on that website. You will need your Institute Member number and your proxy's Member number to lodge the proxy form online.

For the appointment of your proxy to be effective:

- ✓ You must provide your membership number and 'sign' the Declaration in the online form.
- ✓ Your proxy must be a financial Voting Member entitled to vote.
- ✓ You must submit the proxy form to Link Market Services **no later than 10am AEST on 21 July 2020** (24 hours before the meeting starts).

Directing your Proxy How to Vote

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy.

You can direct your proxy how to vote on an item of business by completing the optional section of the proxy form. If you direct your proxy how to vote, the proxy must vote on that item only in accordance with your direction and the Company Secretary will count that vote as you have directed.

If you do not direct your proxy how to vote on an item of business, the proxy may vote as they think fit.

Proxies Exercised by Chairperson

If your proxy form does not identify the Member who may exercise the proxy vote on your behalf, or if your nominated proxy is not present or is not entitled to vote at the meeting, the chair of the meeting will be appointed as your proxy.

If a Member's proxy form does not specify how the Chairperson is to vote on an item of business, the Chairperson will vote as proxy for that Member, in favour of that item on a poll.

Other ways to submit a proxy form or vote

Members are encouraged to submit their proxy form or direct vote online with Link Market Services, following the instructions above.

However, if you do not have access to a computer or the internet, we will also accept a manual proxy form. See the Appointment of Proxy form on the next page and the instructions accompanying it.

If you can only submit a manual proxy form, this must be received by Link Market Services by fax or post only, no later than **10 am (AEST)** on **21 July 2020**.

Further Information

For questions or further information, please contact us at AGM@architecture.com.au.

Appointment of proxy form

(for Voting Members who are unable to submit a proxy form online)

SECTION A

I _____ (full name)

of _____ (business address)

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

_____ (full name of proxy)

of _____ (address)

and their Institute membership number: _____ and, if that person cannot or does not attend or vote as I have directed, then the elected chairperson of the Annual General Meeting is to act as my proxy at that meeting and at any adjournment of that meeting.

[Note 1: This proxy form must be received by Link Market Services *no later than 24 hours prior* to the AGM time. See the Notes on the next page.]

Signature of Member _____

Date: _____ 2020

SECTION B (optional)

I direct my proxy to vote as follows:

Motion No.	Particulars	For	Against	Abstain
1.	Special Resolution: That the current Constitution of the Institute be replaced, and the new constitution document as set out in the 'Attachment A' to this Notice be adopted as the Constitution of The Royal Australian Institute of Architects Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

[Note 2: You may direct your proxy on how to vote by putting an "X" in the appropriate box.]

Notes to the proxy form

1. Members entitled to vote: **LFRAIA, FRAIA, Member Level 1** and **Affiliate Level 1**.
 2. If you cannot submit a proxy or vote online, please complete and sign the attached proxy form and return it to Link Market Services by:
 - 2.1 Posting it to:
The Royal Australian Institute of Architects Limited c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

or
 - 2.2 Faxing it to Link Market Services on: +61 2 9287 0309.
 3. For the appointment of your proxy to be effective:
 - ✓ You must provide your membership number and sign the form.
 - ✓ Your proxy must be a financial Voting Member entitled to vote.
 - ✓ You must submit the properly completed proxy form to Link Market Services via one of the methods above and it must be received by Link Market Services **no later than 10am (AEST) on 21 July 2020** (24 hours before the meeting starts).
 4. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote or abstain from voting, in their capacity as proxy.
 5. You can direct your proxy how to vote on an item of business. If you direct your proxy how to vote, the proxy must vote on that item only in accordance with your direction. If you do not direct your proxy how to vote on an item of business (see Section B), the proxy may vote as they think fit.
 6. If a Voting Member nominates a proxy who is not a current Voting Member, the Chairperson will vote as the proxy for that Voting Member, following the voting direction specified in the form and if no direction is specified, the Chairperson will vote in favour of each item.
 7. If a Voting Member nominates the Chairperson and does not specify how the Chairperson is to vote on an item of business, the Chairperson will vote as the proxy for that Voting Member in favour of each item.
-

Attachment A. Proposed Constitution

Constitution

THE ROYAL AUSTRALIAN INSTITUTE OF
ARCHITECTS LIMITED
ACN 000 023 012

Adopted: [insert]

Version: [insert]

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STATEMENT OF RECOGNITION

The Royal Australian Institute of Architects recognises the unceded sovereign lands and rights of Aboriginal and Torres Strait Island peoples as the First Peoples of these lands and waters.

This recognition generates acknowledgement and respect for Aboriginal and Torres Strait Islander Countries, Cultures and Communities, and their ways of being, knowing and doing.

Caring for Country practices including architecture and place shaping have existed on this continent since time immemorial.

The Institute recognises a professional commitment to engage and act meaningfully through reciprocal partnership and relationships with Aboriginal and Torres Strait Islander peoples.

Together we will support and develop the emergence of new possibilities for our shared future.

PREAMBLE

The Royal Australian Institute of Architects, established in 1930, is a national member based organisation for the architecture profession. The Institute supports and advances the architecture profession by advocating for high quality design and responsible sustainable built environment.

1. NAME

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

2. PURPOSE

2.1 Principal Purposes and powers

- (a) The Institute is a not-for-profit public company limited by guarantee.
- (b) The Principal Purposes of the Institute are to:
 - (i) advance architecture;
 - (ii) advance education, culture and social or public welfare, through architecture;
 - (iii) advocate for the profession; and
 - (iv) encourage education in architecture.
- (c) Solely for the purpose of furthering the Principal Purposes, the Institute:
 - (i) may do all things incidental or conducive to furthering the Principal Purposes; and
 - (ii) has the capacity and powers of a company under the Corporations Act subject to the provisions of this Constitution.

2.2 Application of income and property

- (a) The income and property of the Institute must be applied solely towards the Principal Purposes.
- (b) No portion of the profits, income or property of the Institute may be paid or transferred directly or indirectly to Members or Directors by way of dividend, bonus or otherwise in their capacity as Members or Directors.
- (c) No Director or member of the National Council, Chapter Council or any other governing body of the Institute may be appointed to any salaried office as an employee of the Institute.
- (d) Sub-clauses 2.2(b) and 2.2(c) do not prevent the Institute from doing the following things, provided they are done in good faith:

- (i) paying a Member or Director for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates that are more favourable to the Institute in the ordinary and usual course of business;
 - (ii) making a payment to a Member or Director in carrying out the Institute's Principal Purpose;
 - (iii) paying Directors' remuneration and benefits in accordance with clause 7.5; or
 - (iv) paying premiums for insurance indemnifying Directors, as permitted by law (including the Corporations Act) and this Constitution.
- (e) Any payment made under sub-clause 2.2(d) must be approved by the Directors.
- (f) Members and Directors must repay on demand any dividend, bonus, profit or other benefit received from the Institute in breach of this clause 2.2.

3. MEMBERSHIP

3.1 Classes of Members

- (a) The Board may determine, in consultation with the National Council:
- (i) the various classes of membership of the Institute;
 - (ii) qualifications for admission to each class;
 - (iii) rights attaching to being a Member in each class; and
 - (iv) any restrictions attaching to being a Member in each class.
- (b) Subject to the Corporations Act and any other applicable laws, the Board may, at any time, in consultation with the National Council:
- (i) vary or cancel rights attaching to a Membership Class; and
 - (ii) convert a member from one Membership Class to another Membership Class.
- (c) The suffix letters, eligibility criteria, qualifications, rights and restrictions of each Membership Class are set out in the Regulations.
- (d) In exceptional circumstances, the National Council may resolve to bestow a posthumous title or award of the Institute to a person who was a Member at the time of, or prior to, their death.

3.2 Admission

- (a) Any person who meets the eligibility criteria specified in the Regulations for at least one Membership Class, and is committed to the Principal Purposes of the Institute, may apply to become a Member.
- (b) In order to become a Member, each applicant must:
- (i) complete and deliver to the Institute an application:
 - (A) in a form approved by the Board in consultation with the National Council;
 - (B) identifying the Membership Class that the applicant is applying to join; and
 - (ii) pay the applicable membership fees (if any) for the Membership Class of which they are applying to join, as determined by the Board in consultation with the National Council, from time to time.
- (c) By completing and submitting an application form, if accepted, the applicant agrees to:

- (i) comply with, and be bound by, this Constitution and any other rules, Regulations, policies and standards prescribed by the Board from time to time including but not limited to the Code of Ethics and Member Behaviour Policy; and
 - (ii) give a guarantee of not less than the Guaranteed Amount in accordance with clause 11.11.
- (d) The Board must consider and resolve whether to accept or reject each application for Membership within a reasonable time.
- (e) The Board is not required to give any reason for accepting or rejecting an application for Membership.
- (f) Notwithstanding the applicant's nominated Membership Class, the Board has the discretion to assign the applicant to a different Membership Class.
- (g) If the Board accepts an application, the Institute must:
 - (i) send to the Member written notice of the acceptance, including details of the Membership Class assigned to the Member and rights attaching to that Membership Class;
 - (ii) enter the applicant's details into the Register; and
 - (iii) request payment of the applicable membership fees (if any).
- (h) An applicant becomes a Member once the Institute accepts the applicant's application and enters the applicant's details into the Register.
- (i) The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.
- (j) Members are entitled to receive a certificate of Membership evidencing that the person is a Member (subject to any conditions prescribed by the Board in consultation with the National Council).

3.3 Register of Members

- (a) The Secretary must maintain the Register.
- (b) The Register must contain:
 - (i) the name, address, date of entry and assigned Membership Class for each Member and former Member; and
 - (ii) the date on which a person ceased to be a Member for each former Member.

3.4 Fees

- (a) The Institute may require that Members pay fees or levies in the amount and at the times determined by the Board in consultation with the National Council from time to time.
- (b) The Institute may make fees payable for one or more classes of Members, in different amounts, at different times.
- (c) The Institute may give notice to Members:
 - (i) specifying the amount, time and method of payment of the fees;
 - (ii) waiving or deferring payment of all or part of the fees payable;
 - (iii) extending the time for payment of the fees; or
 - (iv) allowing the fees to be paid in instalments.

- (d) If a Member who is an individual fails to pay their fees or their fees are not successfully processed before the Membership Fee Date in any year, their Membership will be deemed inactive and they will not be able to access any membership benefits until payment of all arrears of fees. If a Member fails to pay all arrears of fees prior to the renewal notices being sent out for the next year, that Member will be deemed to have resigned and is no longer a Member on and from that date.
- (e) If a Practice Member fails to pay their fees or their fees are not successfully processed before the agreed due date for these fees (which may be processed on a quarterly or annual basis) (**Practice Membership Fee Date**), their Membership will be deemed inactive and they (including all staff of the relevant practice) will not be able to access any membership benefits until payment of all arrears of fees. If a Practice Member fails to pay all arrears of fees prior to the renewal notices being sent out for the next period, that Practice Member will be deemed to have resigned and is no longer a Member on and from that date.
- (f) The Board may reinstate any former Member on payment of all arrears of fees.

3.5 Cessation of Membership

- (a) A Member's Membership of the Institute will cease:
 - (i) if the Member gives the Institute a written resignation (including deemed resignation pursuant to clause 3.4(d) or 3.4(e)), on receipt of that notice by the Institute (or the date of the relevant deemed resignation (as applicable));
 - (ii) if the Member's Membership is terminated in accordance with clause 3.6 of this Constitution;
 - (iii) if the Board determines, in its sole discretion, that the Member is uncontactable because the Member has not responded to correspondence sent to them using the contact details entered in the Register for that Member; or
 - (iv) where the Member is a natural person, if the Member:
 - (A) dies;
 - (B) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (C) is convicted of an indictable offence; or
 - (v) where the Member is a Practice Member, if:
 - (A) the Member is dissolved or otherwise ceases to exist;
 - (B) a liquidator or provisional liquidator is appointed in connection with the winding up of the Member; or
 - (C) an order is made by a Court for the winding up or deregistration of the Member.
- (b) A Member whose Membership is terminated will be liable for all moneys due by that Member to the Institute in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under this Constitution.
- (c) There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.
- (d) Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

3.6 Discipline of Members

- (a) The Board may resolve to terminate or suspend the membership of a Member:

- (i) whose conduct in their opinion renders it unreasonable that that Member continue to be a Member of the Institute; and
 - (ii) only after the Member has been given at least 14 days' notice of the resolution and has had the opportunity to, either orally or in writing, provide an explanation or defence to their conduct at or prior to the meeting of Directors at which the resolution is proposed.
- (b) Before passing any resolution under sub-clause 3.6(a), the Board may adopt, at its discretion, other procedures to aid resolution of the complaints against the Member, including appointment of a mediator, conciliator or committee.
- (c) The Institute may discipline a Member (including suspension or expulsion) as set out in the Regulations.
- (d) No person may be a Director or volunteer following expulsion or during suspension as a Member unless such a person is subsequently readmitted as a Member.

4. GENERAL MEETINGS AND RESOLUTIONS OF MEMBERS

4.1 Annual General Meeting

- (a) The Directors must hold and call annual general meetings of Members of the Institute in accordance with the Corporations Act.
- (b) The business of an Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:
 - (i) the consideration of the annual financial statements, Directors' declaration and Directors' report and Auditor's report;
 - (ii) the appointment of Directors;
 - (iii) the appointment of an Auditor; and
 - (iv) the fixing of the Auditor's remuneration.

4.2 Convening general meetings

- (a) The Directors must call and hold a general meeting on the request of Members made in accordance with the Corporations Act.
- (b) A general meeting may be called:
 - (i) by at least four Directors;
 - (ii) by a resolution of the Board, at a time and place as the Directors resolve; or
 - (iii) by the Members, as provided by the Corporations Act.

4.3 Notice of general meetings

- (a) Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, Members must be given at least 21 days' written notice of any general meeting (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given).
- (b) A notice of general meeting must:
 - (i) be in writing;
 - (ii) specify the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (iii) state the general nature of the business to be transacted at the meeting;

- (iv) include a form for the appointment of a Proxy which has been approved by the Board for the purpose;
 - (v) specify that notice of a proxy must be given to the Institute at least 48 hours before the meeting starts, by delivery to the Institute at its registered address or at another address (including an electronic address) specified in the notice of the meeting; and
 - (vi) comply with the Corporations Act.
- (c) In the case of a general meeting, notice must be given to:
- (i) each Member entitled to vote at the meeting;
 - (ii) each Director; and
 - (iii) the Auditor.
- (d) An accidental failure to send a notice of general meeting (include a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings or any resolution passed at the general meeting.

4.4 Right to attend meetings

- (a) Each Director, Member and the Auditor of the Institute is entitled to attend any meetings of Members.
- (b) Members may introduce visitors to be present while the public business of the Institute is being transacted. Visitors may not address the meeting unless they are invited to do so by the chairperson.

4.5 Chairperson of general meetings

- (a) The National President is the chairperson at every general meeting of Members.
- (b) If there is no National President or the National President is not present within 15 minutes after the time appointed for the holding of the general meeting or the National President is unwilling to act as chairperson for all or part of the meeting, the following, in order of precedence, is the chairperson unless unable or unwilling to do so:
 - (i) the National President Elect;
 - (ii) a Director chosen by a Majority of the Directors present;
 - (iii) the only Director present; or
 - (iv) a Member chosen by a Majority of the Members present.
- (c) No business will be discussed or transacted at any general meeting while the chair is vacant except the election of a chairperson.

4.6 Role of chairperson of general meeting

The chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) must give the Members as a whole, reasonable opportunity to make comments and ask questions; and
- (c) may determine any disputes about questions of procedure.

4.7 Quorum for general meetings

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

4.8 Adjournment, cancellation or postponement of general meetings

- (a) The chairperson of a general meeting may at any time, and must if so directed by the Members with a Majority of votes that may be cast at the meeting, adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered by the meeting.
- (b) Only unfinished business is to be transacted at a general meeting resumed after an adjournment.
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.
- (d) A meeting adjourned under this clause stands adjourned to:
 - (i) such day, and at such time and place, as the Directors present decide; and
 - (ii) if no determination is made by the Directors, to the same day in the next week at the same time and place.
- (e) Subject to the Corporations Act and provided that the meeting was not called under sub-clause 4.2(a) or 4.2(b)(iii), the Directors may at any time change the venue for, postpone or cancel a general meeting not less than 5 Business Days before the time the meeting was to be held, by giving notice to each person entitled to receive notice of the general meeting.

4.9 Method of Voting

- (a) A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by at least three Voting Members present at the meeting prior to a vote being taken, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- (b) A demand for a poll may be withdrawn.
- (c) If a poll is duly demanded, it will be taken when and in such a manner as the chairperson directs.
- (d) A poll demanded on the election of the chairperson of the meeting or on a question of adjournment of a meeting must be taken immediately.
- (e) A Voting Member may vote in person or by proxy.

4.10 Voting rights

- (a) Subject to this Constitution, at a meeting of Members:
 - (i) on a poll, each Voting Member has one vote; and
 - (ii) on a vote conducted by other means, each present Voting Member has one vote (for example, on a show of hands or voices, a Voting Member only has one vote even if the Voting Member carries other proxies).
- (b) In the case of a resolution passed under clause 4.14, each Voting Member has one vote.
- (c) A Member who is suspended is not entitled to vote during the period of suspension.
- (d) In this Constitution, all references to a vote of Members is to a vote of Voting Members. Non-Voting Members do not have a vote.

4.11 Decisions of the Members

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

4.12 Proxies

- (a) A Member may appoint a proxy to act on behalf of the Member at one or more general meetings.
- (b) A proxy may exercise any and all of the rights of the Member who appointed them at a general meeting, subject to the following:
 - (i) a proxy must be an existing Voting Member who is qualified and entitled to be present and vote at the general meeting;
 - (ii) a proxy is subject to any directions or limitations specified in the proxy appointment; and
 - (iii) a proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- (c) The appointment of a proxy must be:
 - (i) in writing;
 - (ii) signed by the Member making the appointment;
 - (iii) received by the Institute at least 48 hours (or such lesser time specified in the notice of meeting to which the appointment relates) before the meeting at which the Member proposes to vote; and
 - (iv) contain the information required by the Corporations Act.

- (d) The Institute receives an appointment of a proxy or attorney or other authority under which it was signed when they are:
 - (i) received at:
 - (A) the Institute's registered office; or
 - (B) a place, facsimile number or electronic address specified for that purpose in the notice of general meeting; or
 - (ii) if the notice of general meeting specifies other electronic means by which a Member may give an appointment, received by the Institute in accordance with the Corporations Act.
- (e) A vote given by proxy is valid even if the Member who appointed the proxy revokes the appointment, or ceases to be a Member, provided that the chairperson was not aware of the revocation or cessation of Membership at the time the proxy cast the vote.

4.13 Use of technology in meetings

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

4.14 Written Resolutions of Members

- (a) This clause 4.14 does not apply to a Special Resolution, a resolution to remove a Director from office, or a resolution by the Members to appoint or remove an Auditor.
- (b) A resolution may be passed without a meeting if:
 - (i) notice has been given of the resolution to all of the Members entitled to vote;
 - (ii) notice has been given to the Auditor; and
 - (iii) a Majority of the Members entitled to vote give their approval in writing.
- (c) For the purpose of this clause:
 - (i) the notice must include the wording of the resolution;
 - (ii) approval in writing includes approval given by email and any other means of electronic communication; and
 - (iii) a resolution will be deemed to have failed and not passed if it has not achieved the requisite Majority within 10 business days after the notice was given.
- (d) The resolution is passed at the time when approval of the last person necessary to constitute a Majority is given to the Secretary.

5. DIRECTORS

5.1 Number of Directors

- (a) Subject to the Corporations Act, the Institute may by a resolution passed at a general meeting increase the minimum number of Directors or increase or reduce the maximum number of Directors.
- (b) Until the Institute resolves otherwise in accordance with clause 5.1(a), there will be a:
 - (i) minimum number of six Directors; and
 - (ii) maximum number of eight Directors (including the chairperson of the Board).

5.2 Composition of the Board

- (a) Subject to clause 5.6, the Board must comprise:
 - (i) the National President;
 - (ii) the Immediate Past President;
 - (iii) the National President Elect;
 - (iv) three Independent Directors appointed by the Board in accordance with clause 5.4(a); and
 - (v) two National Councillors appointed by the National Council in accordance with clause 5.4(b) (**National Councillor Director**).
- (b) The National President, the Immediate Past President and the National President Elect will be subject to rotation in accordance with clauses 5.5(c) and 8.6.

5.3 Eligibility

- (a) Any natural person committed to the Principal Purposes is eligible to be elected or appointed (as applicable) as a Director provided:
 - (i) the person is a Voting Member or Graduate Member (subject to sub-clause 5.3(b));
 - (ii) the person has given the Institute written, signed consent to act as a Director;
 - (iii) the person has suitable qualifications, skills and experience to discharge the functions of a Director (such qualifications, skills and experience to be determined by the Board from time to time); and
 - (iv) the person is not disqualified from being a Director by the Corporations Act.
- (b) An Independent Director must not be:
 - (i) a Voting Member or Graduate Member; or
 - (ii) eligible to be a Voting Member or Graduate Member.

5.4 Appointment of Directors

Subject to clauses 5.1, 5.2, and 5.3 and taking into consideration the Institute's People and Culture Policies and the candidates' qualifications, skills and experience to discharge the functions of a Director:

- (a) the Board, in consultation with the National Council, has the power to appoint any person as an Independent Director from time to time; and
- (b) the National Council has the power to appoint any National Councillor as a National Councillor Director from time to time.

5.5 Term of office

- (a) This clause 5.5 is subject to the transitional arrangements in Schedule 1.
- (b) The term of office of an Independent Director and a National Councillor Director is three years following the Director's last appointment or election (as applicable).
- (c) Subject to clause 8.7(h), the term of office of the National President, National President Elect and Immediate Past President is one year and at conclusion of that year:
 - (i) the National President Elect will automatically take office as the National President;
 - (ii) the National President will automatically take office as the Immediate Past President; and

- (iii) the Immediate Past President ceases to be a Director.
- (d) Subject to clauses 5.5(e) and 5.5(f), an Independent Director and a National Councillor Director have a maximum tenure of two terms (ie. six years) and will not be eligible for re-election or reappointment (as applicable) as a Director until three years after completion of their last term.
- (e) Any period of service of a person as an Independent Director or National Councillor Director (as applicable) pursuant to clause 5.6(b) will not be counted as a term or part of a term under this clause 5.5, provided that such period of service is less than a year. For the avoidance of doubt, where the period of service of a person as a Director under clause 5.6(b) is a year or more, such period will be counted as a term or part of a term under this clause 5.5 and will be included in determining whether that Director has served as a Director for two terms.
- (f) A person initially elected as a Director (other than the National President Elect) may be elected as the National President Elect, in which case, the period between the appointment of that person as a Director and election of that person as the National President Elect, will not be counted as a term or part of a term and will not be included in determining whether that person has served as a Director for two terms.

5.6 Casual vacancy on the Board

- (a) There will be a casual vacancy on the Board if:
 - (i) a Disqualifying Event occurs in respect of a Director;
 - (ii) a Director ceases to be a Member (unless the Director is an Independent Director);
 - (iii) a Director is absent from Board meetings for three consecutive meetings without leave of absence from the Directors; or
 - (iv) the number of Directors in office at any time does not meet the requirements of clauses 5.1 and 5.2.
- (b) In the event of a casual vacancy in the office of a Director, subject to clauses 5.1, 5.2, 5.3 and 8.8(d) and taking into consideration the Institute's People and Culture Policies and a candidates' qualifications, skills and experience to discharge the functions of a Director, the Board in consultation with the National Council must act as soon as possible to:
 - (i) appoint a Director to fill the relevant casual vacancy;
 - (ii) if the Board composition still does not meet the requirements of clauses 5.1, 5.2 and 5.3 after appointment of that Director, appoint additional Director(s) to the Board.
- (c) An Independent Director or National Councillor Director (as applicable) appointed under clause 5.6(b) will hold office until such time as the term of the Independent Director or National Councillor Director (as applicable) who vacated the position would have otherwise expired.

5.7 Defects in appointment of Directors

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

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

5.8 Secretary

- (a) If required by the Corporations Act, there must be at least one Secretary of the Institute appointed by the Board on such terms and conditions as the Board thinks fit.
- (b) A person must not be appointed Secretary unless the person has given the Institute a signed consent to act as Secretary.

- (c) Subject to the terms of the Secretary's employment contract, the Board may suspend, remove or vary the appointment terms of a Secretary at any time, with or without cause.

5.9 Chief Executive Officer

- (a) The Board may appoint a person as the Chief Executive Officer on such terms and conditions as the Board resolves.
- (b) Subject to applicable laws and the terms of the Chief Executive Officer's employment agreement, the Board may at any time remove, dismiss or suspend the Chief Executive Officer.
- (c) The Board may confer any of the powers exercisable by the Board on the Chief Executive Officer on such terms and conditions and with such restrictions as the Board thinks fit.
- (d) The Board may revoke or vary any power delegated to the Chief Executive Officer at any time.
- (e) The powers delegated to the Chief Executive Officer must be exercised in accordance with any directions of the Directors.

6. PROCEEDINGS OF DIRECTORS

6.1 Powers of Directors

- (a) The Directors are responsible for the management and control of the business and affairs of the Institute and may exercise all the powers of the Institute (in accordance with the provisions of this Constitution) that are not, by the Corporations Act or by this Constitution, required to be exercised by the National Council, or the Members in general meeting.
- (b) The Directors must exercise their powers in accordance with this Constitution and any other rules, Regulations, policies and standards adopted by the Institute (as amended from time to time).
- (c) Without limiting the generality of clause 6.1(a), the Directors may exercise all the powers of the Institute to:
 - (i) borrow money;
 - (ii) charge any property or business of the Institute;
 - (iii) issue debentures or give any other security for a debt, liability or obligation of the Institute or of any other person;
 - (iv) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person; and
 - (v) decide how negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the Institute.

6.2 Regulations

- (a) Subject to any limitations imposed by this Constitution, the Board has the power to make Regulations for the proper conduct and management of the Institute and the business of the Board.
- (b) The Board may revoke, alter or set aside any Regulations by Special Resolution, in consultation with the National Council.
- (c) The Regulations are binding on all Members.

6.3 Appointment of attorney

- (a) The Board may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Institute for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions

vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

- (b) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
- (c) The Board may revoke or vary any appointment of, or power delegated to, an attorney or agent under this clause 6.3.

6.4 Meetings of Directors

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

6.5 Convening Board meetings

- (a) A Director may at any time, and a Secretary must on the requisition of a Director, convene a Board meeting.
- (b) In the case of a Board meeting, notice must be given to each Director entitled to vote at the meeting. A Director may waive the requirement to receive notice of a Board meeting.
- (c) A notice of a Board meeting must specify:
 - (i) the place, day and time of the meeting; and
 - (ii) if the meeting is to be held in two or more places, the technology that will be used to facilitate this,

but it does not need to specify the nature of the business to be transacted at the meeting.

- (d) A notice of a Board meeting may be given immediately before the meeting.

6.6 Chairperson of Board meetings

- (a) The Board in its discretion will appoint, and may replace, the chairperson of the Board (who must be a Director) by ordinary resolution from time to time.
- (b) The chairperson nominated under clause 6.6(a) will preside as the chairperson at every Board meeting.
- (c) The chairperson of the Board must not hold office for more than three consecutive years without submitting him or herself for re-election.
- (d) Where a meeting of the Board is held and the chairperson is not present within 10 minutes after the time appointed for the holding of the Board meeting or is unwilling to act as chairperson for all or part of the meeting then:
 - (i) if the National President is not the chairperson, the National President will act as chairperson of the Board meeting; and
 - (ii) if the National President Elect is not the chairperson and the National President is not present, willing and able to act as chairperson for all or part of the meeting, the National President Elect will act as chairperson of the Board meeting; and
 - (iii) if the National President Elect is not present, willing and able to act as chairperson for all or part of the meeting, the Directors present may elect one of their number to be chairperson of such meeting or part of it.

6.7 Quorum for Board meetings

- (a) No business may be transacted at any Board meeting unless a quorum is present.

- (b) A quorum is the Majority of Directors.
- (c) A quorum must be present at all times during the meeting.

6.8 Voting at Board meetings

- (a) A Board meeting at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Board under this Constitution.
- (b) A resolution of Directors is passed by a Majority of votes of Directors present and entitled to vote, unless otherwise provided in this Constitution. Such a decision is for all purposes a decision of the Board.
- (c) Each Director has one vote on a matter arising at a meeting of Directors.
- (d) Where the votes cast on a motion are equal, the chairperson of the meeting has a second or casting vote. The chairperson has sole discretion regarding whether and how to use the casting vote.

6.9 Establishment of committees

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

6.10 Delegation of powers

- (a) The Board may delegate any of its powers to one or more Directors, a committee, an employee or any other person on any terms and subject to any conditions determined by the Board.
- (b) The Board may at any time revoke or vary any delegation under this clause.

6.11 Use of technology in Board meetings

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

6.12 Written resolutions of Directors

- (a) A resolution of the Board may be passed without a meeting if:
 - (i) notice has been given of the resolution to all Directors; and
 - (ii) at least 75% of the Directors entitled to vote on the resolution provide a written statement confirming that they are in favour of the resolution.
- (b) The resolution is passed at the time when the last person necessary to constitute 75% of votes provides written confirmation that they are in favour of the resolution.
- (c) For the purpose of this clause, any document or approval may be given by email or any other means of electronic communication.

7. DIRECTORS' DUTIES AND INTERESTS

7.1 Duties of Directors

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

7.2 Disclosure of interests

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

7.3 Participation in decisions

- (a) A Director who has a material personal interest in a matter that is being considered by the Board:
 - (i) must not be present while the matter is being considered at a Board meeting; or
 - (ii) vote on the matter,unless permitted by sub-clause 7.3(b).
- (b) A Director may be present or vote if:
 - (i) the interest arises because the Director is a Member of the Institute, and the interest is held in common with other Members of the Institute;
 - (ii) the interest arises in relation to the Director's remuneration as a Director of the Institute;
 - (iii) the interest relates to a contract the Institute is proposing to enter into that:
 - (A) is subject to approval by the Members; and
 - (B) will not impose any obligation on the Institute if it is not approved by the Members;
 - (iv) the interest arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Institute;
 - (v) the interest arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in paragraph 7.3(b)(iii);
 - (vi) the interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as an officer of the Institute (but only if the contract does not make the Institute or a related body corporate the insurer);
 - (vii) the interest relates to any payment by the Institute or a related body corporate in respect of an indemnity permitted under the Corporations Act or any contract relating to such an indemnity;
 - (viii) the interest is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a director of the related body corporate;
 - (ix) the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter; or

- (x) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Institute; and
 - (B) states that those Directors are satisfied that the interest should not stop the Director from voting or being present.

7.4 Directors' interests

A Director may:

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

7.5 Remuneration and benefits of Directors

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

8. NATIONAL COUNCIL

8.1 Powers of the Council

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

8.2 Composition of the National Council

- (a) Subject to clauses 8.7(h) and 8.8, the National Council must consist of:
 - (i) the National President;
 - (ii) the Immediate Past President;
 - (iii) each of the Chapter Presidents;
 - (iv) six Nationally-Elected Councillors, or such greater number as determined by the National Council in consultation with the Board from time to time;
 - (v) a Student Representative Councillor; and
 - (vi) an Emerging Professional Representative Councillor,of which one such Chapter President or Nationally-Elected Councillor must also be the National President Elect.
- (b) This clause 8.2 is subject to the transitional arrangements in Schedule 1.

8.3 Appointment of Nationally-Elected Councillors

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

8.4 Appointment of Student Representative Councillors

- (a) A Student Representative Councillor is a Student Member who is the President of the “SONA” national committee of the Institute and is appointed by the National Council.
- (b) If no person meets the criteria in sub-clause 8.4(a), the National Council may appoint a Student Member who is otherwise recognised by the National Council as representing the interests of Student Members.
- (c) The Student Representative Councillor will hold office for a term determined by the National Council, provided that no Student Representative Councillor may remain in office for more than two years.

8.5 Appointment of Emerging Professional Representative Councillor

- (a) An Emerging Professional Representative Councillor:
 - (i) is president of the “EmAGN” national committee of the Institute;
 - (ii) became (or would have been) eligible for Graduate Membership less than 15 years from the date of taking office; and
 - (iii) is appointed by the National Council.
- (b) If no person meets the criteria in sub-clause 8.5(a), the National Council may appoint a Member who is otherwise recognised by the National Council as representing the interests of emerging architect and Graduate Members and who became eligible for Graduate Membership less than 15 years from the date of taking office.

- (c) The Emerging Professional Representative Councillor will hold office for a term determined by the National Council, provided that no Emerging Professional Representative Councillor may remain in office for more than two years.

8.6 Election of National President Elect

- (a) During the course of the Annual Session of the National Council and prior to the Annual General Meeting of that session, the National Councillors will elect a National President Elect, who must be a Member who has made a significant contribution to the profession and the Institute, beyond their architectural practice, as determined by National Council, and has a minimum of six years of membership.
- (b) The person elected at this meeting will be the National President Elect and vice-president from the end of the Annual General Meeting in the year they are elected to the end of the Annual General Meeting the year after.
- (c) Subject to clause 8.7(h), at the end of the Annual General Meeting in the year after their election, the National President Elect will automatically take office as National President and will hold that office until the end of the next ensuing Annual General Meeting.
- (d) If the person becoming National President Elect is a Chapter President, a by-election will be conducted within that person's Chapter to appoint a new Chapter President to serve for the remaining term. This by-election will be held in accordance with the Regulations. When a new Chapter President is elected, the Chapter President elected as National President Elect will automatically vacate the office of Chapter President.

8.7 Term of office of National Councillors

- (a) This clause 8.7 is subject to the transitional arrangements in Schedule 1.
- (b) At the First Session of National Council, one half (rounded down) of the Chapter Presidents will retire from the National Council. No National Councillor (other than Nationally-Elected Councillors) may retain office for more than two years unless they nominate for re-election.
- (c) Each National Councillor to retire in accordance with sub-clause 8.7(b) or 8.7(e) will be those who have been longest in office since their last election. If two or more National Councillors became National Councillors on the same day, the National President will decide which National Councillor must retire.
- (d) A retiring National Councillor is eligible for re-election and does not need to give notice of their intention to submit themselves for re-election.
- (e) Subject to clauses 8.7(f) and 8.7(j), a Nationally-Elected Councillor has a maximum tenure of two terms of three years (ie. six years) and will not be eligible for re-election or reappointment (as relevant) as a Nationally-Elected Councillor until three years after completion of their last term. At the First Session of National Council, one third (rounded down) of the Nationally-Elected Councillors will retire from the National Council. No Nationally-Elected Councillor may retain office for more than three years unless they nominate for re-election.
- (f) If the National Council exercises its power under clause 8.2(a)(iv) to increase the number of Nationally-Elected Councillors, the term of office of those Nationally-Elected Councillors must be in accordance with clause 8.7(e) unless the National Council determines that it is necessary to adopt transitional arrangements in which case the National Council may determine the term or terms of those Nationally-Elected Councillors provided that the aggregate length of any such terms does not exceed the maximum tenure under clause 8.7(e).
- (g) Despite clauses 8.7(b) and 8.7(c), the National President, the National President Elect and the Immediate Past President will remain on the National Council for their term as a Director in accordance with clause 5.
- (h) Despite clauses 8.7(b), 8.7(c) and 8.7(e), a National Councillor Director will remain on the National Council for their term as a Director in accordance with clause 5.

- (i) In exceptional circumstances, the National Councillors may during the course of the Annual Session of National Council and prior to the Annual General Meeting of that session elect the then current National President for a second term of one year, in which event the National President Elect and the Immediate Past President will continue in those capacities for a second term of one year and thereafter the National President Elect will assume office as National President in accordance with this Constitution. If a National Councillor served in the office of National President, National President Elect or Immediate Past President for a second term of one year, that National Councillor is not eligible for re-election as the National President Elect until two years after completion of their term as the Immediate Past President.
- (j) Any period of service of a person as a Nationally-Elected Councillor pursuant to clause 8.8(c) will not be counted as a term or part of a term under this clause 8.7, provided that such period of service is less than a year. For the avoidance of doubt, where the period of service of a person as a Nationally-Elected Councillor under clause 8.8(c) is a year or more, such period will be counted as a term or part of a term under this clause 8.7 and will be included in determining whether a Nationally-Elected Councillor has served as a Nationally-Elected Councillor for two terms.

8.8 Casual vacancy on National Council

- (a) There will be a casual vacancy on the National Council if:
 - (i) a Disqualifying Event occurs in respect of a National Councillor;
 - (ii) a National Councillor ceases to be a Member;
 - (iii) a National Councillor is absent without the consent of the National Councillors and without leave of absence from two consecutive National Council meetings;
 - (iv) a National Councillor who is a Chapter President:
 - (A) is removed by the related Chapter by a resolution passed at a duly convened general meeting of that Chapter; or
 - (B) has their office declared vacant by the National President because the Chapter President is resident outside the Territory of his or her Chapter; or
 - (v) the composition of the National Council does not meet the requirements of clause 8.2.
- (b) In the event of a casual vacancy in the office of a National Councillor the National Council may act, subject to this clause.
- (c) If the number of National Councillors in office at any time is not sufficient to constitute a quorum at a National Council meeting or is less than the minimum number of Nationally-Elected Councillors fixed under this Constitution, the National Council must act as soon as possible to increase the number of National Councillors to a number sufficient to constitute a quorum or to satisfy the minimum number of Nationally-Elected Councillors required under this Constitution, in accordance with the terms of this Constitution.
- (d) In the event of a casual vacancy in the office of the National President, the National President Elect will automatically become National President in their place for the remaining presidential term, subject to clause 8.11.
- (e) A Nationally-Elected Councillor appointed under this clause 8.8 will hold office until such time as the term of the Nationally-Elected Councillor who vacated the position would have otherwise expired.

8.9 Defects in appointment of National Councillors

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

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

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

8.10 National President unable to act

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

8.11 Disqualification prior to taking office

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

- (a) the National President Elect, he or she must not take office as National President, nor continue as the National President Elect;
- (b) the National President, he or she must not take office as Immediate Past President, nor continue as the National President; and
- (c) the Immediate Past President, he or she must immediately vacate the office of Immediate Past President.

8.12 Members may remove a National Councillor

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

- (a) the Members may by a resolution passed at any general meeting (convened in accordance with clause 4.2) remove any Nationally-Elected Councillor and may appoint another person in his or her stead; and
- (b) a Chapter may by a resolution passed at a duly convened general meeting of that Chapter remove a Chapter President appointed in respect of that Chapter and appoint another member of the same Chapter as the Chapter President in his or her stead.

9. PROCEEDINGS OF NATIONAL COUNCILLORS

9.1 Meetings of National Council

- (a) The National Council may at any time convene a National Council meeting.
- (b) The National Council may regulate its meetings as it thinks fit, provided that it meets at least three times a year.
- (c) Notice of a National Council meeting must be given to each National Councillor entitled to vote at the meeting. A National Councillor may waive the requirement to receive notice of a National Council meeting.
- (d) A notice of a National Council meeting must specify:
 - (i) the place, the day and the time of the meeting; and
 - (ii) if the meeting is to be held in two or more places, the technology that will be used to facilitate this,but it does not need to specify the nature of the business to be transacted at the meeting.
- (e) A notice of a National Council meeting may be given immediately before the meeting.

9.2 Chairperson of National Council meetings

- (a) The National President is the chairperson at every National Council meeting.
- (b) Where a meeting of the National Council is held and the National President is not present within 10 minutes after the time appointed for the holding of the National Council meeting or is unwilling to act as chairperson for all or part of the meeting then:

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

9.3 Quorum for National Council meetings

- (a) No business may be transacted at any National Council meeting unless a quorum is present.
- (b) A quorum is a Majority of National Councillors.

9.4 Voting at National Council meetings

- (a) A National Council meeting with a quorum may exercise all the powers and discretions vested in or exercisable by the National Council under this Constitution.
- (b) A question arising at a National Council meeting is to be decided by a Majority of votes of National Councillors present and entitled to vote, unless otherwise provided in this Constitution. Such a decision is for all purposes a decision of the National Council.
- (c) Independent Directors may attend, but not vote at, meetings of the National Council.
- (d) Where the votes cast on a motion are equal, the chairperson of the meeting has a second or casting vote.

9.5 Delegation of powers

- (a) The National Council may delegate any of its powers as it thinks fit to committees consisting of Members.
- (b) A delegation must be recorded in the Institute's minute book. The National Council may revoke a delegation.
- (c) The National Council may specify terms (including the power to further delegate).

9.6 Use of technology in National Council meetings

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

9.7 Written Resolutions of the National Council

- (a) A resolution of the National Council may be passed without a meeting if at least 75% of the National Councillors entitled to vote on the resolution provide a written statement confirming that they are in favour of the resolution.
- (b) The resolution is passed at the time when the last person necessary to constitute 75% of votes provides written confirmation that they are in favour of the resolution.
- (c) For the purpose of this clause 9.7, any document or approval may be given by email or any other means of electronic communication.

9.8 Alternate National Councillors

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

10. CHAPTER COUNCILS

10.1 Composition of Chapter Councils

- (a) A Chapter Council will consist of:
 - (i) Members of the Chapter, who are:
 - (A) the relevant Chapter President;
 - (B) up to 10 Chapter Councillors elected in accordance with clause 10.2 or 10.3;
 - (C) one representative (appointed in accordance with the Regulations) from each Division of the Chapter;
 - (D) a Student Representative Councillor appointed in accordance with clause 10.5;
 - (E) one chairperson nominated by the member groups or networks (if any) of the Chapter that are constituted in accordance with Council policy and any Regulation;
 - (F) an Emerging Professional Representative Chapter Councillor appointed in accordance with clause 10.6; and

- (ii) other persons who may sit on the Chapter Council, but not vote, being:
 - (A) the immediate past Chapter President for the Chapter; and
 - (B) a National President or Immediate Past President who was a Chapter President before taking the office of National President.
- (b) In the case of the International Chapter:
 - (i) sub-clauses 10.1(a)(i)(D) and 10.1(a)(i)(F) do not apply; and
 - (ii) the Chapter President must at all times be referred to as the International Chapter Chair by the Institute and by all Members.

10.2 Appointment of Chapter Councillors by election process

- (a) Only Voting Members and Graduate Members of the Chapter are eligible to be Chapter Councillors and must first be nominated by Voting Members and Graduate Members of the Chapter.
- (b) Chapter Councillors must be appointed by an election process in the manner set out in the Regulations to take office at the first Chapter Council meeting of the calendar year.

10.3 Appointment of further Chapter Councillors

In addition to those Chapter Councillors appointed under clause 10.2, the Chapter Council may at any time, at its discretion, appoint any Voting Member, Graduate Member or Student Member of the relevant Chapter as a Chapter Councillor.

10.4 Appointment of Chapter Presidents

- (a) A Chapter President must be:
 - (i) a Voting Member of a Chapter;
 - (ii) legally entitled to practice as an architect in the relevant Chapter's territory; and
 - (iii) nominated and elected by Voting Members and Graduate Members of the relevant Chapter in accordance with the Regulations. If not, the National President may nominate the Chapter President.
- (b) A Chapter may elect only one Chapter President from time to time.
- (c) A person who is a Nationally-Elected Councillor, the National President, or the Immediate Past President, will not be eligible to also serve as a Chapter President.

10.5 Appointment of Student Representative Chapter Councillor

- (a) The Chapter Council will appoint one Student Representative Chapter Councillor being a Student Member of the Chapter appointed by the Chapter Council.
- (b) A Student Representative Chapter Councillor will hold office for a term determined by the Chapter Council provided always that no Student Representative Councillor will remain in office for more than two years.
- (c) This clause 10.5 does not apply to the International Chapter and no member of the International Chapter is eligible to be appointed as Student Representative Chapter Councillor.

10.6 Appointment of Emerging Professional Representative Chapter Councillor

- (a) There will be one Emerging Professional Representative Chapter Councillor who:
 - (i) is the chairperson of the committee or similar organisation based in the Chapter which is affiliated with the "EmAGN" National Committee of the Institute; and

- (ii) became eligible for Graduate Membership less than 15 years before the date they take office, appointed by the Chapter Council.
- (b) If no person meets the criteria in sub-clause 10.6(a), the Chapter Council may appoint a Member who:
 - (i) is otherwise recognised by the Chapter Council as representing the interests of emerging architect and Graduate Members; and
 - (ii) became eligible for Graduate Membership less than 15 years from the date of taking office.
- (c) The Emerging Professional Representative Chapter Councillor will hold office for a term determined by the Chapter Council. No Emerging Professional Representative Chapter Councillor will remain in office for more than two years.
- (d) Clause 10.6 does not apply to the International Chapter and no member of the International Chapter is eligible to be appointed as Emerging Professional Representative Chapter Councillor.

10.7 Nationally-Elected Councillors may observe

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

10.8 Persons not eligible to be Chapter Councillors

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

- (a) the National President;
- (b) the Immediate Past President;
- (c) any other National Councillor; and
- (d) any employee of the Institute.

10.9 Term of office of Chapter Councillors

- (a) Each year one half (rounded down) of the Chapter Councillors appointed in accordance with subclause 10.1(a)(i)(B) must retire from office. No Chapter Councillor may retain office for more than two years unless they nominate for re-election, even if this results in more than one half of those Chapter Councillors retiring from office.
- (b) The Chapter Councillors retiring in accordance with sub-clause 10.9(a) will be those who have been longest in office, provided that where two or more such Chapter Councillors became Chapter Councillors on the same day, the Chapter Councillors to retire will be determined by the relevant Chapter President.
- (c) A retiring Chapter Councillor is eligible for re-election without the necessity of giving any previous notice of their intention to submit themselves for re-election. Any Chapter Councillor retiring under this clause is also eligible for appointment in accordance with clause 10.3 or to represent a Division under sub-clause 10.1(a)(i)(C).
- (d) The term of office of a Chapter Councillor, or a person's entitlement to sit on Chapter Council in accordance with sub-clause 10.1(a), commences at the first Chapter Council meeting of the calendar year, irrespective of any other term of office held by the person in accordance with this Constitution. The Board, in consultation with National Council, may determine the commencement date from time to time.

10.10 Casual vacancies in Chapter Councils

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

- (a) a Disqualifying Event occurs in respect of a Chapter Councillor;

- (b) a Chapter Councillor ceases to be a Member of the relevant Chapter;
- (c) a Chapter Councillor becomes ineligible for office under clause 10.8; or
- (d) a Chapter Councillor is absent without the consent of the Chapter Councillors and without leave of absence from two consecutive Chapter Council meetings.

10.11 Effect of casual vacancy

- (a) In the event of a casual vacancy in the office of a Chapter Councillor the Chapter Council may act, subject to this clause.
- (b) Subject to clause 10.8, a Chapter Council may from time to time appoint any Voting Member or Graduate Member of the Chapter to be a Chapter Councillor to fill a casual vacancy. A person who is so appointed holds office until such time as the person who left the vacancy would have otherwise retired.

10.12 Creation of new Chapters

- (a) The Institute may create a new Territory and make any consequential change to or resolution on an existing Territory provided that no Territory will be changed except with the approval of existing Chapters in the Territory.
- (b) Not less than 50 Voting Members of the Institute residing within a specific area may petition the National President of the Institute to establish a new Territory with a Chapter Council for that locality. This petition must specify the locality it is in relation to and nominate at least 8 petitioners who agree to be nominated members of a Chapter Council if a new Territory is created.
- (c) Upon receipt of petition referred to in sub-clause 10.12(b), the National President will refer the petition to the National Council at its next meeting, and the National Council will consider that petition at that meeting.
- (d) The National Council will express an opinion whether such petition should be granted and if it is the opinion of the National Council that the petition:
 - (i) should not be granted, the National President will notify the petitioners accordingly and no further petitions for that area will be considered for at least five years;
 - (ii) should be granted, it must organise a poll of:
 - (A) all Voting Members of the Institute in the proposed new Territory (if any); and
 - (B) all Voting Members of the Institute in the Territory to be amended; and ask them to vote for or against the proposal.
- (e) If the poll referred to in sub-clause 10.12(d)(i) is completed and a Majority of Members whose votes are received are in favour of the proposal, then the National Council must:
 - (i) declare the new Territory and Chapter and any consequential amendment to any existing Territory not later than twenty-one (21) days after the declaration of the poll; and
 - (ii) declare the individuals nominated in the petition to be the first Chapter Council.
- (f) The Chapter Council referred to in sub-clause 10.12(e) will continue in office until a new Chapter Council has been elected at an election which must be held within 12 months of the date on which the National Council declared the new Chapter. If the Chapter Council fails to call an election then the National President must call an election for a new Chapter Council within 15 months from the date on which the National Council declared the new Chapter. In either event the procedure for the first election will be in accordance with rules to be approved by National Council. The area of which previously formed part of another Chapter will be redefined by the National Council to exclude the area.

- (g) If any person residing in the area of the new Territory is:
 - (i) a member of another Chapter Council then they must cease to hold office as a member of that Chapter Council from the date of the new Chapter becoming declared; and
 - (ii) a member of another Chapter then they will cease to be a member of that other Chapter and will become a member of the new Chapter from the date of the new Chapter becoming declared.

11. ADMINISTRATION

11.1 Minutes

- (a) The Directors will cause minutes to be made of:
 - (i) all proceedings and resolutions of meetings of general meetings, Directors' meetings, meetings of Directors' committees and National Council meetings;
 - (ii) resolutions passed by Directors in accordance with clause 6.12;
 - (iii) resolutions passed by National Councillors in accordance with clause 9.7;
 - (iv) all orders made by the Directors and Directors' committees; and
 - (v) all disclosures of interests made under clause 7.2.
- (b) Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body, and if so signed will as between the Directors be conclusive evidence of the matters stated in such minutes, unless the contrary is proved.

11.2 Accounts and other records of the Institute

The Institute must make and keep written financial records in relation to the business of the Institute in accordance with the requirements of the Corporations Act.

11.3 Members' access to Institute records

- (a) Subject to the Corporations Act, a Member has the right to inspect the following records of the Institute:
 - (i) the register of Members;
 - (ii) the minute books for general meetings of Members; and
 - (iii) resolutions of Members passed without a meeting.
- (b) A Member (who is not a Director) may inspect any financial records or other documents of the Institute if the Member is authorised to do so by a resolution of the Directors.

11.4 Financial year

The Financial Year will begin on the first day of January and end on the 31st day of December, unless the Directors pass a resolution to change the financial year.

11.5 Audit

- (a) The Institute must appoint and remunerate an auditor.
- (b) The Auditor is entitled to attend any general meeting and to be heard by the Members on any part of the business of the meeting that concerns the Auditor in the capacity of Auditor.
- (c) The Institute must give the Auditor any communications relating to the general meeting that a Member of the Institute is entitled to receive.

11.6 Common seal

The Institute does not have a common seal.

11.7 Executing documents

The Institute may execute a document by the signature of:

- (a) two Directors;
- (b) one Director and one Secretary; or
- (c) in any other way approved by the Directors and permitted by law.

11.8 Altering the Constitution

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

11.9 Notices

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

11.10 Officers: indemnities and insurance

- (a) To the extent permitted by law and subject to the restrictions in the Corporations Act the Institute indemnifies every person who is or has been an officer of the Institute against:
 - (i) any liability (other than a liability for legal costs); or
 - (ii) reasonable legal costs incurred in defending an action for a liability, incurred by that person as an officer of the Institute or a subsidiary of the Institute.
- (b) The amount of any indemnity payable under clauses 11.10(a) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Institute with a GST tax invoice for the GST Amount.
- (c) For the purposes of this clause, **officer** means:
 - (i) a Director; or
 - (ii) a Secretary.

11.11 Winding up

- (a) The Institute may be wound up or dissolved by a Special Resolution of Members.
- (b) If the Institute is wound up:
 - (i) each Member; and
 - (ii) each person who has ceased to be a Member in the preceding year,
undertakes to contribute to the property of the Institute for the:
 - (iii) payment of debts and liabilities of the Institute contracted before the person ceased to be a Member and payment of costs, charges and expenses of winding up; and
 - (iv) adjustment of the rights of the contributories amongst themselves,such amount as may be required, but not exceeding the Guaranteed Amount.
- (c) Upon the winding up of the Institute, any surplus will not be paid to or distributed amongst Members or Directors, but will be transferred to another fund, authority or institution which, by its constitution, is:
 - (i) required to pursue similar purposes to those pursued by the Institute; and
 - (ii) prohibited from making any distribution to its members,such fund, authority or institution to be determined by the Members by ordinary resolution at or before the winding up and, in default, by application to the Supreme Court in the State of incorporation for determination.

12. INTERPRETATION

12.1 Exclusion of replaceable rules

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

12.2 Definitions

In this Constitution:

“Annual General Meeting” means the Annual General Meeting of Members held in any calendar year.

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

“Auditor” means the Institute's auditor.

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

“Chapter” means the body of Members residing in a particular Territory.

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

“Chapter Councillor” means a member of the advisory body constituted pursuant to clause 10 in respect of a particular Chapter.

“Chapter President” means a National Councillor who is elected in accordance with Clause 10.4. In the case of the International Chapter, the office of the Chapter President will be referred to as the International Chapter Chair.

"Code of Ethics" means the Institute's code of ethics or professional conduct, as amended from time to time.

"Corporations Act" means the *Corporations Act 2001*.

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

"Disqualifying Event" means an individual that:

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

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

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

"Financial Year" means the financial year set out in Clause 11.4.

"First Session of National Council" means the first National Council meeting held in any calendar year.

"Graduate Member" means a Member recorded as a Graduate Member in the Register.

"Guaranteed Amount" means the amount of \$15.00.

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

"Independent Director" means a Director appointed by the Board in accordance with clause 5.4(a).

"Institute" means The Royal Australian Institute of Architects Limited.

"International Chapter" means a body of Members residing outside Australia.

"Majority" means a number that is greater than half of the total.

"Member" means a person whose name is entered in the Register as a member of the Institute and **"Membership"** has the corresponding meaning.

"Member Behaviour Policy" means the member behaviour policy of the Institute, as amended from time to time.

"Membership Class" means a class of Membership described in the Regulations.

"Membership Fee Date" means the date that is 30 days after the annual membership fee or last instalment of the annual membership fee (as applicable) becomes due in any year.

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

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

“National Councillor Director” has the meaning given to it in clause 5.2(a)(v).

“National Council Transitional Period” means the period from the date of adoption of this Constitution until the Annual Session of National Council in 2022.

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

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

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

“Non-Voting Members” means the members that are not entitled to vote in accordance with the Regulations.

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

“People and Culture Policies” means the people and culture policies of the Institute with respect to equality, inclusion and diversity, included in the Regulations, as amended from time to time.

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

“Practice Membership Fee Date” has the meaning given to it in clause 3.4(e).

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

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

“Regulations” means the regulations of the Institute made in accordance with this Constitution, including but not limited to the Code of Ethics and People and Culture Policies such as the Member Behaviour Policy, as amended from time to time.

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

“Special Resolution” means a resolution:

- (a) in respect of Members, passed at a general meeting that has been passed by at least 75% of the votes cast by Members present at the meeting and entitled to vote on the resolution;
- (b) in respect of the Board, passed at a board meeting that has been passed by at least 75% of the votes cast by Directors present at the meeting and entitled to vote on the resolution.

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

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

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

“Territory” means:

- (a) each State and Territory of the Commonwealth of Australia; and
- (b) the area outside of the Commonwealth of Australia,

together with any consequential amendments to those Territories and any new Territory formed by declaration of the National Council (in accordance with Clause 10.12).

“Voting Members” means the members entitled to vote in accordance with the Regulations.

12.3 Interpretation

- (a) In this Constitution:
 - (i) a reference to year, as it relates to the term of any Director or National Councillor, means the period between Annual General Meetings or First Sessions of the National Council (as applicable);
 - (ii) if an expression in the Constitution has a meaning in the Corporations Act, the meaning from the Corporations Act will apply to the expression except where a contrary intention appears in this Constitution;
 - (iii) words importing any one gender are deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided;
 - (iv) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it;
 - (v) another grammatical form of a defined word or expression has a corresponding meaning;
 - (vi) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
 - (vii) a reference to A\$, \$A, dollar or \$ is to Australian currency; and
 - (viii) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.
- (b) Headings are for ease of reference only and do not affect interpretation.

Schedule 1 – Transitional Arrangements

1. Board

1.1 As at the date of adoption of this Constitution, the Board composition is as follows:

- (a) the National President;
- (b) the Immediate Past President;
- (c) the National President Elect;
- (d) three Independent Directors; and
- (e) two National Councillor Directors.

1.2 At the conclusion of the Annual General Meeting in 2020:

- (a) two National Councillor Directors shall take office on the following terms:
 - (i) one National Councillor Director shall have a two year term;
 - (ii) one National Councillor Director shall have a three year term; and
- (b) three Independent Directors shall take office on the following terms:
 - (i) one Independent Director shall have a one year term;
 - (ii) one Independent Director shall have a two year term; and
 - (iii) one Independent Director shall have a three year term.

1.3 The terms of all National Councillor Directors and Independent Directors who take office at any time other than at the conclusion of the Annual General Meeting in 2020 shall be governed by clauses 5.5 and 5.6 of the Constitution.

1.4 Any Director appointed as part of the transitional arrangements in clause 1 of this Schedule 1 is allowed to serve in office for more than two terms provided that the aggregate length of any such terms does not exceed the maximum tenure under clause 5.5 of the Constitution.

1.5 Any length of service of a Director on the Board prior to the Annual General Meeting in 2020 will be taken into account for the purposes of clause 5.5 of the Constitution, except where that Director has served less than a year.

1.6 For the purpose of clause 1 of this Schedule 1:

- (a) the National Council will determine (in its sole discretion) which National Councillor Directors will serve which particular length of term under clause 1.2(a) of this Schedule 1; and
- (b) the Board, in consultation with the National Council, will determine which Independent Directors will serve which particular length of term under clause 1.2(b) of this Schedule 1.

2. National Council

2.1 As at the date of adoption of this Constitution, the National Council composition is as follows:

- (a) the National President;
- (b) the Immediate Past President;
- (c) each of the Chapter Presidents;

- (d) four Nationally-Elected Councillors;
- (e) a Student Representative Councillor; and
- (f) an Emerging Professional Representative Councillor,

of which one such Chapter President or Nationally-Elected Councillor must also be the National President Elect.

- 2.2 During the Annual Session of National Council in 2020, four Nationally-Elected Councillors (being the two positions held by the Nationally-Elected Councillors whose terms expire at the First Session of National Council in 2021 and two new Nationally-Elected Councillor positions) shall be elected on the following terms:
- (a) two Nationally-Elected Councillors shall have a two year term; and
 - (b) two Nationally-Elected Councillors shall have a three year term,
- such terms beginning on the First Session of National Council in 2021.
- 2.3 The terms of all Nationally-Elected Councillors who take office at any time other than at the First Session of National Council in 2021 shall be governed by clauses 8.7 and 8.8 of the Constitution.
- 2.4 Any Nationally-Elected Councillor elected as part of the transitional arrangements in clause 2 of this Schedule 1 is allowed to serve in office for more than two terms provided that the aggregate length of any such terms does not exceed the maximum tenure under clause 8.7 of the Constitution.
- 2.5 Any length of service of a Nationally-Elected Councillor on the National Council prior to the First Session of National Council in 2021 will be taken into account for the purposes of clause 8.7 of the Constitution, except where that Nationally-Elected Councillor has served less than a year.
- 2.6 For the purpose of clause 2 of this Schedule 1, the National Council will determine (in its sole discretion) which Nationally-Elected Councillors will serve which particular length of term under clause 2.2 of this Schedule 1.

Attachment B. Frequently Asked Questions on the proposed Constitution

2020 ANNUAL GENERAL MEETING

FREQUENTLY ASKED QUESTIONS ON THE PROPOSED REVISED CONSTITUTION

This schedule of frequently asked questions was developed as part of the member consultation process.

1. Why are the changes to the Institute's Constitution needed?

The Institute's current Constitution is not in line with common contemporary governance practice.

Three external reports commissioned over the last four years to provide recommendations for improving the Institute's governance structure, Bosch (2016), Kirby (2018) and Slocombe (2019), each recommended the Constitution be revised as a priority.

The need to update the Institute's Constitution also brings an opportunity for much-needed simplification and modernisation of the document that underpins the way a contemporary membership organisation operates.

2. How does the Constitution fit within the Institute's Governance Framework?

The Institute's Constitution is a key component of its governance framework that also includes relevant legislation (in particular the *Corporations Act 2001*), as well as other internal documents including, Charters for bodies such as the Board, National Council and Board Committees, as well as Regulations, and policies and procedures.

The Board has ultimate responsibility for the overall governance, management and strategic direction of the Institute and for delivering accountable performance in accordance with the organisation's goals and objectives. It is able to delegate some of its powers and relies on the input and advice from key bodies such as National Council (in its capacity as an advisory committee to the Board) and Board Committees, however, the Board remains ultimately responsible.

The Constitution of a company sets out certain rights, roles and responsibilities of members and directors and rules which govern various internal management activities such as meetings of members and directors.

3. What process has the Institute used to determine the proposed revisions to the Constitution?

The process that has culminated in the proposed changes to the Institute's Constitution being recommended to the Members by the Board and National Council, which began more than 16 months ago, has been rigorous and comprehensive and has included extensive key stakeholder consultation.

Listed below are key components of this process.

2019

- At the **21 February** National Council meeting, the Slocombe report (Judith Slocombe was the Interim CEO for six months) was presented and endorsed for action by the Board and National Council.
- **May/June** The Board and National Council made a series of decisions about the key recommendations from the Slocombe report.
- **17 June** The Board appointed a Constitution Working Group to develop proposed changes to the Institute's Constitution. The Committee's membership is Genevieve Overell FAICD (current Independent Director), Richard Kirk LFRAIA Hon. AIA (Past President) with the management team of the CEO, CFO & Company Secretary and strategic consultant, Jane Smith AM. The Board Committee considered three reports about the Institute's governance that had been commissioned by the Institute, Bosch (2016), Kirby (2018) and Slocombe (2019), as well as the 2019 Board and National Council decisions made based on implementing the Slocombe report's recommendations.
- **23 October** Board meeting to progress range of issues identified, including a Preamble (now titled a Statement of Recognition); revised Purpose; Membership framework with details in regulation;

composition of the Board; terms of office for Board Directors; role of the Board; gender requirements for the Board; disciplinary process for Members.

- **7 November 2019** The Board and National Council approved the scope of changes to the Constitution covering board composition; terms for board directors; membership framework with detail in regulations; diversity on the board; disciplinary process for members and correcting typographical and drafting errors.
- **14 November 2019** Minter Ellison lawyers were appointed to assist with re-drafting the Institute's Constitution and addressing the issues identified.
- **December 2019** – First Drafts were completed, reviewed by the Constitution Working Group and circulated to the National Council and Board asking for feedback. There were also communications to Members during this process to advise them of the progress of the project.

2020

- **20 January** Member EDM about:
 - the broad objectives of reform, including to:
 - Create a more contemporary, best practice governance framework;
 - Be compliant with the Corporations Act; and
 - Create a more flexible framework to allow the Institute to implement a number of reforms, especially for the membership.
 - The appointment of the Constitution Working Group
 - The scope of refinement as agreed by the Board and National Council
- **21 January** The Board and National Council considered further progress against the agreed scope of refinements.
- **4 February** CEO and Executive Leadership Team briefing.
- **6 February** Senior staff briefing.
- **7 February** briefing of the national Gender Equity Committee.
- **10 February** CEO briefing.
- **11 February** Member EDM and webinar run on the revisions to the Constitution.
- **18 February** Member EDM with a summary of the Board and National Council decisions on the proposed revisions to the Constitution.
- **26 February** Queensland Chapter Council briefing.
- **2 March** South Australia Chapter Council briefing.
- **3 March** Tasmania, NSW, Victoria, Western Australia Chapter Council briefings.
- **5 March** Board and National Council meeting on the Constitution.
- **6 March** International Chapter Council briefing.
- **11 March** ACT Chapter Council briefing.
- **12 March** NT Chapter Council briefing.
- **26 March** Revised Constitution in clean and tracked change versions, Frequently Asked Questions and draft regulations live on the Institute's website for members to read.
- Eight webinars were held between **30 March and 22 April** to provide members with a briefing and an opportunity to ask questions. Questions and feedback to jane.smith@architecture.com.au until 24 April.
- **22 May** Board update.
- **26 May** National Council update.
- **2 June** NSW Chapter Council briefing.
- **11 June** Board and National Council unanimously endorse and approve the proposed revised Constitution for the vote by Members at the 2020 AGM on 22 July.
- **15 July** final webinar planned for Members on the proposed changes to the Constitution.

4. Why is there a Statement of Recognition to the revised Constitution?

The Board and National Council endorsed the introduction of a Statement of Recognition that recognises the Aboriginal and Torres Strait Islanders. When the review of the Constitution was first discussed, it was suggested by National Council to include a statement to recognise Aboriginal and Torres Strait Islander people, in line with the social justice aims set out in the Institute's strategic plan. The statement is a small step towards health and healing both for Aboriginal and Torres Strait Islander members and for the membership as a whole.

The statement is intended to recognise the longevity of Aboriginal and Torres Strait Islander heritage and culture.

This wording of the Statement of Recognition was drafted by the Institute's new First Nations Advisory Working Group and Cultural Reference Panel.

"The Australian Institute of Architects recognises the unceded sovereign lands and rights of Aboriginal and Torres Strait Island peoples as the First Peoples of these lands and waters.

This recognition generates acknowledgement and respect for Aboriginal and Torres Strait Islander Countries, Cultures and Communities, and their ways of being, knowing and doing.

Caring for Country practices including architecture and place shaping have existed on this continent since time immemorial.

The Institute recognises a professional commitment to engage and act meaningfully through reciprocal partnership and relationships with Aboriginal and Torres Strait Islander peoples.

Together we will support and develop the emergence of new possibilities for our shared future."

5. Why is there a new Preamble to the Constitution?

It is common practice to have a Preamble at the beginning of a Constitution to provide a brief overview of the Institute as the context for the Constitution.

6. Will the focus of the Institute be changed?

The proposed new Principal Purposes of the Institute are to:

- advance architecture;
- advance education, culture and social or public welfare, through architecture;
- advocate for the profession; and
- encourage education in architecture.

The revised Constitution more accurately reflects the priorities for the Institute and removes references to the Institute being a charity and managing Art and Scientific Libraries and Museums.

Relatedly, at one point the Institute had aspirations to become a charity with deductible gift recipient (DGR) status so that it could then receive tax deductible gifts. It was unlikely that such status would have been granted and accordingly the Institute no longer seeking to be classified as a charity. The Institute's Foundation does however have DGR status.

7. How will the membership be affected?

Under the current Constitution, the Board have the power to make regulations for the general conduct and management of the Institute. This power, as well as specifically setting out that Members are required to comply with the Constitution and any other rules, Regulations, policies and standards prescribed by the Board from time to time, are provisions within the proposed revised Constitution.

The proposed Constitution has revised Membership clauses to establish a contemporary, flexible membership framework with the detail of membership classes, included in the current Constitution to be included in a new Regulation.

The Membership details in the Schedule 2 of the current Constitution will be slightly revised and moved into a new Regulation. Schedule 2 includes the Type of Members; Suffix Letters (Post nominals); Eligibility; as well as Voting and attendance rights at meetings of Members, such as the AGM. The changes are:

- 1) deleted the section about Practices as that no longer applies. Practices don't have voting rights but the individual members within the practice do (as long as their membership category permits it).
- 2) the Board, in consultation with National Council, makes eligibility decisions for Member Level 1, Graduate, Student, Affiliate Level 1 and 2 categories. (Changed from National Council). Decisions relating to Life Fellow, Fellow, Honorary Member and Honorary Fellow remain with National Council.
- 3) Affiliate Level 2 is added to the table as it had been omitted for Schedule 2.
- 4) Graduate and Affiliate Level 1 prescribed qualifications – specific reference to *architectural* qualifications has been added.

The Institute has been working on improving the member benefits and is planning on reforming the fee structure to reduce the current complexity. This will take some time. There are no changes planned for membership classes etc in 2020.

The proposed changes to the Constitution will allow the Institute to be more agile in making changes to the membership structure in the future. Any changes will be made by the Board, in consultation with National Council.

Other changes are:

- Schedule 1 of current Constitution is a proxy form which will be removed. The proposed revised Constitution will provide for Institute's proxy form to comply with the Corporations Act which will provide for the proxy form to be an ongoing contemporary document.
- Schedule 3. Disciplinary Proceedings which will be moved to a new Regulation. A review of the Code of Professional Conduct is planned by a National Council approved working group which may result in future recommendations to update the existing Disciplinary Proceedings.
- In the proposed revised Constitution, a framework is set out which provides that the Board has the power to decide how to resolve complaints against a Member, including the appointment of a mediator, conciliator or committee. The Board, which has five directors that have been selected by National Council who are architects and Members, in consultation with National Council, may revise how complaints against a Member are resolved by revising the Disciplinary Proceedings Regulation. It is planned to form a working party, approved by National Council, to review the Institute's Code of Professional conduct. This review may result in recommendations to revise the current Disciplinary Proceedings.
- Members' right access to the Institute's records has been aligned to the Corporations Act and contemporary governance practice. There is no change to a Members' right of access to the Institute's financial records.

8. Why are the roles of the Board and National Council being clarified?

Under Corporations Act 2001, the Board is responsible for the overall governance, management and strategic direction of the organisation and for delivering accountable corporate performance in accordance with the organisation's goals and objectives.

Each Director is required to exercise their powers and discharge their duties with care and diligence, including decision-making, even if the Board delegates their powers.

The three external governance reports identified the lack of clarity in roles of National Council and the Board. In the current Constitution, clause 8.1, states that National Council is an advisory body reporting to the Board. The revised Constitution outlines how National Council and the Board can work more effectively together.

Importantly, the National Council retains its focus on the leadership of the profession, advocacy, research priorities and innovation, in its advisory capacity to the Board.

National Council also continues to appoint the President-Elect, the National Council Directors, as well as to determine Directors' fees, in consultation with the Board.

9. How will the Board be changed?

The number of Board directors and the composition of the Board remains the same in the proposed revised Constitution. There will continue to be eight Board Directors. There are the three Presidential roles (National President, National President-Elect [appointed by National Council] and Immediate Past National President), two National Councillor Directors [appointed by National Council] and three Independent Directors.

The proposed changes to the Board comprise:

- A Chairperson, appointed by the Board, for up to three years at a time, with any Director eligible to be Chairperson. The intention is to provide for the opportunity to have greater continuity in leadership of the Institute, rather than having a new chairperson every year when the new National President takes office. The National President is now automatically the Chairperson of the Board.
- The requirement to have a minimum of three female and three male Directors on the Board will be replaced with a requirement to comply with the Institute's People and Culture policies (including the newly-approved Gender Equity policy) and to use a skills matrix to determine the composition of the Board, through the Independent Director appointments. The new Gender Equity policy states that:

"Every effort should be made to achieve a 40 / 40 / 20 gender balance (40% female / 40% male / 20% any gender) for membership or leadership of Institute committees, juries, representation at conferences and on panel discussions, or Institute endorsement of external panels, conferences or competitions in line with this policy. The Institute commits to supporting ongoing data collection and research [on gender equity performance against the 40/40/20 formula] and to regularly report on findings both within the Institute and the greater profession." (September 2019)

- All Independent Directors are not to be Members. This is a change from the current provision that provides for the possibility that one of the Independent Directors may be a Member. This change is in line with contemporary, good governance.
- Appointment of Independent Directors will be done by the Board, in consultation with National Council. Currently, National Council appoints the Independent Directors upon recommendation from the Board. This reflects that the Board is ultimately responsible for the overall governance, management and strategic direction of the Institute.
- Terms of office for Directors will be increased to three years for the National Council Directors and the Independent Directors (currently a one-year term in both cases). The three "Presidential" Directors already serve a total of three years on the Board.
- A Quorum for Board meetings is changed to a majority of Directors, in line with contemporary governance practice. The requirement for particular "types" of Board members to be part of the composition of a quorum is removed.
- Written resolutions of Directors changed to require a minimum of 75% of Directors entitled to vote, voting in favour to pass the resolution – currently 100%.

10. How will National Council be changed?

The proposed changes to the composition of National Council are:

- The number of Nationally-Elected National Councillors increases from four to six to increase the pool of National Councillors who can consider nominating for National President-Elect or National Councillor Director positions. Further, National Council, in consultation with the Board, may increase the number of Nationally-Elected National Councillors, from time to time, from a minimum of six.
- Terms of office for Nationally-Elected National Councillors to be increased from two years to three years, with a maximum of two terms [six years], to provide for greater continuity. If a Member, having served six years on National Council, wants to re-nominate for National Council as a Nationally-Elected National Councillor, they must wait three years. Once the increased number of Nationally-

Elected National Councillors (from four to six) is established (see the transitional arrangements below) there will be two Nationally-Elected National Councillors positions vacant each year.

- Eligibility to become National President-Elect. Removing the Life Fellow or Fellow prerequisite to become President-Elect to potentially increase the pool of National Councillors able to nominate for the President-Elect position.
The proposed prerequisite is “... *the National Councillors will elect a National President Elect, who must be a Member who has made a significant contribution to the profession and the Institute, beyond their architectural practice, as determined by National Council, and has a minimum of six years of membership.*”
- A Quorum for National Council meetings is changed to a majority of National Councillors. This is in line with contemporary governance practice. The requirement for particular “types” of National Councillors to make up the quorum is removed.
- Written resolutions of National Councillors - changed to require a minimum of 75% of National Councillors entitled to vote, voting in favour to pass the resolution (currently 100%).
- The Board, in consultation with National Council, will decide the classes of membership, the qualifications for admission to each class, rights of each class, fees, and the wording of the membership form (currently National Council).
- In relation to membership, it is proposed that:
 - the Board decides on whether to accept or reject membership applications (This is currently delegated from National Council to the CEO.).
 - The Board would also delegate this function to the CEO if the revised Constitution is passed.

11. How will Chapter Councils be changed?

There are no changes to the current Constitution proposed in relation to Chapter Councils, except for a new provision related to the Term of office of Chapter Councillors at 10.9(d). The new provision provides greater flexibility by establishing that “The Board, in consultation with National Council, may determine the commencement date” of the term of office which, unless such a determination is made, commences at the first Chapter Council meeting of the year as is the case under the current Constitution.

12. What is a Regulation and what will be in them?

In the current Constitution, the Board has the power to make Regulations (clause 6.2.1). This is consistent with contemporary governance practice with detail in placed in a regulation as a companion piece for the Constitution. Regulations allow for flexibility and consolidate information about an important issue, such as membership. In the proposed Constitution, the Board continues to have the power to make Regulations for the proper conduct and management of the Institute and the business of the Board, in consultation with National Council.

There are a range of Regulations already in place, dealing with matter such as elections of Chapter Councillors and elections of National Councillors. If the Members approve the proposed revised Constitution all existing Regulations will remain in place.

The revised Schedule 2 (Membership classes and voting rights) and 3 (Disciplinary proceedings) of the current Constitution and the Gender Equity policy will become Regulations to the revised Constitution, if the Members adopt it at the 2020 AGM.

There will be a review of the existing Regulations and a number of other documents and policies if the revised Constitution is approved.

13. Why are there Transitional arrangements and casual vacancy provisions?

Increasing the current one-year terms of office for Directors provides an opportunity to establish a framework that supports reasonable and balanced turnover of officeholders.

To establish the “staggering” of the timing of when the terms of office of Directors’ conclude, the first round of elections and appointments to the Board, following the adoption of the proposed changes to the Constitution (that is those terms commencing from the conclusion of the 2020 AGM), will be for terms of varying lengths. Subsequent elections and appointments will then be for the proposed standard terms.

Casual vacancies that may arise from time to time will be filled for the remainder of the term of the Director whose position was vacated which gave rise to the casual vacancy.

To increase the number of Nationally Elected National Councillors on National Council, from four (4) to six (6), the first round of elections (that is elections to be held in December 2020 for those terms commencing from the first National Council meeting in 2021) will be to elect four (4) Nationally Elected National Councillors, providing for six Nationally Elected National Councillors from that point. Please see the diagrams below for details.

Board of Directors terms of office - post adoption of revised Constitution

If the proposed revised constitution is adopted at the Annual General Meeting of members currently scheduled for 22 July 2020, appointments to the Board for positions commencing at the conclusion of the AGM (July 2020) will be as set out in the revised Constitution. The revised Constitution provides for an increase in terms of office of Director appointments from one year, to three years. These changes provide an opportunity to establish a 'staggering' of the end of Directors terms on the Board, which will be achieved through a transitional year, 2020/21 (Schedule 1 of the proposed revised Constitution).

The table below provides a 'visual' presentation of the beginning and end points of terms of office on the Board, including through the 2020/21 transition year.

AIA Board composition		Period before July 2020 AGM (pre-constitution change)		Post-constitution change (post July 2020 AGM)							cont...
No	Position	Standard Term - years	2019/20	Standard Term - years	Transition 2020/21	2021/22	2022/23	2023/24	2024/25	2025/26	
1	President-elect	1 + 1 + 1	Start	1 + 1 + 1	Start	Start	Start	Start	Start	Start	
2	President	1 + 1 + 1	X	1 + 1 + 1	Start	Start	Start	Start	Start	Start	
3	Immediate Past President	1 + 1 + 1	X	1 + 1 + 1	Start	Start	Start	Start	Start	Start	
4	National Council Director	1	Start	3	Start	Start	Start	Start	Start	Start	
5	National Council Director	1	Start	3	Start	Start	Start	Start	Start	Start	
6	Independent Director	1	Start	3	Start	Start	Start	Start	Start	Start	
7	Independent Director	1	Start	3	Start	Start	Start	Start	Start	Start	
8	Independent Director	1	Start	3	Start	Start	Start	Start	Start	Start	
	Number of director positions for which terms commence		6 of 8		6 of 8	2 of 8	3 of 8	3 of 8	2 of 8	3 of 8	

National Council terms of office for Nationally Elected Councillors - post adoption of revised Constitution

If the proposed revised constitution is adopted at the Annual General Meeting of members currently scheduled for 22 July 2020, elections to the Nationally Elected National Council positions will be as set out in the revised Constitution. The revised Constitution provides for an increase in the number of such positions from four to six (a minimum of), with terms of office increasing from two years to three years. Increasing the number of positions and maintaining the staggering, to have a third of the positions end each year, will be achieved through a transitional year (Schedule 1 of the proposed revised Constitution). This transition year will be 2021, the first year post adoption of the revised Constitution in which those elected to Nationally Elected National Council positions will hold office.

The table below provides a 'visual' presentation of the beginning and end points of terms of office for Nationally Elected National Council positions, including through the 2021 transition year.

Nationally Elected National Council positions		Pre-constitution change		Post-constitution change							cont...
No	Position	Standard Term - years	2020	Standard Term - years	Transition 2021	2022	2023	2024	2025	2026	
1	Nationally Elected Councillor	2	Start	3	Start	Start	Start	Start	Start	Start	
2	Nationally Elected Councillor	2	Start	3	Start	Start	Start	Start	Start	Start	
3	Nationally Elected Councillor	2	2 nd year	3	Start	Start	Start	Start	Start	Start	
4	Nationally Elected Councillor	2	2 nd year	3	Start	Start	Start	Start	Start	Start	
5	Nationally Elected Councillor		N/A	3	Start	Start	Start	Start	Start	Start	
6	Nationally Elected Councillor		N/A	3	Start	Start	Start	Start	Start	Start	
	Number of Nationally Elected Councillor positions for which terms commence		2 of 4		4 of 6	2 of 6	2 of 6	2 of 6	2 of 6	2 of 6	

Attachment C. Table of proposed changes to Constitution clauses

AIA Constitution Review

Summary of Clause changes

This table has been prepared to provide an overview of proposed revisions to the Institute's Constitution, including reasons for the proposed changes, as well as indicating where clauses in the current Constitution have been assigned a different clause number in the proposed Constitution.

Note: *Italics* shows the changes in the revised wording.

Clause Current Constitution	Proposed Revised Constitution
Statement of Recognition The Board and National Council decided the Constitution should recognise the Aboriginal and Torres Strait Island peoples. Similar statements are now being included in many contemporary constitutions	<p><i>New</i></p> <p><i>The Royal Australian Institute of Architects recognises the unceded sovereign lands and rights of Aboriginal and Torres Strait Island peoples as the First Peoples of these lands and waters.</i></p> <p><i>This recognition generates acknowledgement and respect for Aboriginal and Torres Strait Islander Countries, Cultures and Communities, and their ways of being, knowing and doing.</i></p> <p><i>Caring for Country practices including architecture and place shaping have existed on this continent since time immemorial.</i></p> <p><i>The Institute recognises a professional commitment to engage and act meaningfully through reciprocal partnership and relationships with Aboriginal and Torres Strait Islander peoples.</i></p> <p><i>Together we will support and develop the emergence of new possibilities for our shared future.</i></p>
Preamble	<p><i>New</i></p> <p><i>The Royal Australian Institute of Architects established in 1930, is a national member based organisation representing the architecture profession. The Institute supports and advances the architecture profession by advocating for high quality design and a responsible sustainable built environment.</i></p>
Clause 2	Purpose
<p><i>2.1 Principal Purpose and powers</i></p> <p>A policy change - the Institute no longer seeks to be a charity.</p>	<p>Clause 2.1 of the current Constitution is now reworded in clause 2.1 of the revised Constitution.</p> <p>The changes are:</p> <ol style="list-style-type: none"> 1) Deleting reference to the Institute potentially being a charity 2) Principal Purposes have been amended to <ol style="list-style-type: none"> (i) <i>advance architecture;</i> (ii) <i>advance education, culture and social or public welfare, through architecture;</i> (iii) <i>advocate for the profession; and</i> (iv) <i>encourage education in architecture.</i>
<p><i>2.2 Application of income and property</i></p> <p>Aligned with the Corporations Act.</p>	<p>Clause 2.2 of the current Constitution is now reworded for clarity and an additional sub-clause added in clause 2.2 of the revised Constitution.</p> <p>1) a new sub-clause "<i>paying premiums for insurance indemnifying Directors, as permitted by law (including the Corporations Act) and this Constitution</i>"</p>

<p><i>2.3 Distribution of assets on revocation of endorsement or winding up</i></p> <p>Policy change: the Institute no longer seeks to be a charity.</p> <p>The revised wording is clearer and has been co-located with the other sub-clause that deals with winding up.</p>	<p>Clause 2.3 of the current Constitution has been consolidated into clause 11.11(c) of the revised Constitution.</p> <p>The change is that there is no longer a reference to the Institute possibly becoming a charity.</p>
Clause 3	Membership
<p><i>3.1 Classes of Members</i></p> <p>As agreed by the Board and National Council - establish a framework to simplify the membership process with details in regulation. While classifications may change, voting rights will remain the same.</p> <p>Change of decision-maker. Reflects that the Board is ultimately responsible for the overall governance, management and strategic direction of the Institute.</p> <p>The revised wording is clearer.</p>	<p>Clause 3.1 of the current Constitution is now reworded in clause 3.1 of the revised Constitution.</p> <p>The changes are:</p> <ol style="list-style-type: none"> 1) <i>The Board may determine, in consultation with the National Council</i> (A change from National Council deciding): <ol style="list-style-type: none"> (i) <i>the various classes of membership of the Institute;</i> (ii) <i>qualifications for admission to each class;</i> (iii) <i>rights attaching to being a Member in each class; and</i> (iv) <i>any restrictions attaching to being a Member in each class.</i> 2) <i>The suffix letters, eligibility criteria, qualifications, rights and restrictions of each Membership Class are set out in the Regulations.</i> (Schedule 2 of the current constitution moved to a Regulation.) 3) There is also a new clause 3.1(d): <i>In exceptional circumstances, the National Council may resolve to bestow a posthumous title or award of the Institute to a person who was a Member at the time of, or prior to, their death.</i>
<p><i>3.2 Eligibility</i></p> <p>The revised wording is clearer and reflects the Board and National Council decision to put the details of membership in a Regulation.</p>	<p>Clause 3.2 of the current Constitution has been consolidated into clause 3.2(a) 'Admission' of the revised Constitution.</p> <p>The changes are:</p> <ol style="list-style-type: none"> 1) Schedule 2 (slightly amended) becomes a Regulation. 2) 3.2 (a) <i>Any person who meets the eligibility criteria specified in the Regulations for at least one Membership Class and is committed to the Principal Purposes of the Institute, may apply to become a Member.</i>
<p><i>3.3 Rights of Members</i></p> <p>The revised wording is clearer and also reflects the Board and National Council decision to put the details of membership in a Regulation.</p>	<p>Clause 3.3 of the current Constitution has been reworded and consolidated into clauses 3.2(i) and 3.2(j) of the revised Constitution.</p> <p>The other change is - Schedule 2 (slightly amended) becomes a Regulation.</p>
<p><i>3.4 Diplomas and Certificates</i></p> <p>Change of decision-maker. Reflects that the Board is ultimately responsible for the overall governance,</p>	<p>Clause 3.4 of the current Constitution for certificates has been consolidated into sub-clause 3.2(j) of the revised Constitution.</p> <p>The changes are:</p> <ol style="list-style-type: none"> 1) <i>The Board, in consultation with National Council, decides which members are entitled to receive a certificate.</i> (Change from National Council)

management and strategic direction of the Institute.	2) The reference to diplomas has been deleted as it is incorrect. The Institute is not a registered training organisation.
<p>3.5 Application 3.6 Admission Change of decision-maker. Reflects that the Board is ultimately responsible for the overall governance, management and strategic direction of the Institute.</p> <p>The revised wording is clearer.</p>	<p>Clauses 3.5 and 3.6 of the current Constitution have been reworded in sub-clauses 3.2(b),(d),(e),(f),(g),(h) of the revised Constitution, with the same intent.</p> <p>The changes are:</p> <ol style="list-style-type: none"> 1) The Board, not National Council, has the responsibility to accept or reject applications. (Change from National Council) 2) The Board, in consultation with National Council, determine fees and approve the membership form. (Change from National Council) 3) New sub-clause 3.2(c)(i): <i>By completing and submitting an application form, if accepted, the applicant agrees to:</i> <ol style="list-style-type: none"> (i) <i>comply with, and be bound by, this Constitution and any other rules, Regulations, policies and standards prescribed by the Board from time to time including but not limited to the Code of Ethics and Member Behaviour Policy;</i>
<p>3.7 Register of Members This is only changed numbering.</p>	<p>Clause 3.7 of the current Constitution is now clause 3.3 of the revised Constitution, using the same wording.</p>
<p>3.8 Discipline of Members The Board and National Council agreed to a policy change to replace the discipline of members clause with a contemporary framework.</p>	<p>Clause 3.8 of the current Constitution has been reworded in clause 3.6 of the revised Constitution.</p> <p>The changes are:</p> <ol style="list-style-type: none"> 1) Specifically identifying the Board rather than the Institute, deciding on how to manage a complaint. 2) The current Schedule 3 - Disciplinary Proceedings to become a new Regulation. A review of the Code of Professional Conduct is planned by a National Council approved working group which may result in future recommendations to update the existing Disciplinary Proceedings.
<p>3.9 Annual Membership Fee Change of decision-maker. Reflects that the Board is ultimately responsible for the overall governance, management and strategic direction of the Institute. The revised wording is clearer.</p>	<p>Clause 3.9 of the current Constitution has been reworded in clause 3.4 of the revised Constitution.</p> <p>The changes are:</p> <ol style="list-style-type: none"> 1) <i>The Board, in consultation with National Council, determine the fees or levies.</i> (Change from National Council). 2) The Board may reinstate any former Member on payment of arrears of fees. (Change from National Council).
<p>3.10 Cessation of Membership Align with contemporary governance and a change in policy. The revised wording is clearer.</p>	<p>Clause 3.10 of the current Constitution is now reworded in clause 3.5 of the revised Constitution, with the same intent.</p> <p>There is a new sub-clause for a Membership ceasing at 3.5(a)(iv)(C): <i>If the Member is convicted of an indictable offence</i></p> <p>For Practice Members there is a reworded sub-clause at 3.5.(a)(v)(C): <i>If a Practice Member has an order made by a Court for the winding up or deregistration of the Member.</i></p>
Clause 4	Meetings and Resolutions of Members
4.1 Proceedings of Members	<p>Clause 4.1 of the current Constitution has been consolidated in clause 4.4(b) of the revised Constitution, using the same wording.</p>

<p><i>4.2 Annual General Meeting</i></p> <p>Aligned with the Corporations Act.</p>	<p>Clause 4.2 of the current Constitution is now slightly reworded at clause 4.1 of the revised Constitution, with the same intent.</p>
<p><i>4.3 Convening general meetings</i></p> <p>Aligned with the Corporations Act.</p> <p>Correcting a drafting error.</p>	<p>Clause 4.3 of the current Constitution is now reworded at clause 4.2 of the revised Constitution.</p> <p>The changes includes:</p> <ol style="list-style-type: none"> 1) A new sub-clause 4.2(a): <i>"The Directors must call and hold a general meeting on the request of Members made in accordance with the Corporations Act"</i>. 2) A new sub-clause 4.2(b)(iii): A general meeting may be called <i>"by the Members, as provided by the Corporations Act."</i> The Corporations Act does change from time to time. Therefore, specified requirements which can become out of date and not aligned with the Corporations Act have been replaced with the above generic words. For example, the current Constitution states that "If at least 10% of Voting Members who are eligible to vote, sign a written request to the Institute for a general meeting to be held ..." the Directors must hold the general meeting, whereas the percentage of Voting Members stipulated by the <i>Corporations Act (2001)</i> is 5%.
<p><i>4.4 Changes to general meeting arrangements</i></p> <p><i>4.11 Adjournment of general meetings</i></p> <p>Aligned with the Corporations Act.</p> <p>The revised wording is clearer.</p>	<p>Clauses 4.4 and 4.11 of the current Constitution are now in clause 4.8 of the revised Constitution. Clause 4.11 is slightly reworded in clause 4.8(a),(b),(c) and (d).</p> <ol style="list-style-type: none"> 1) The sub-clause 4.8(a): "The chairperson of a general meeting may at any time and must if so directed by <i>the Members with a Majority of votes that may be cast at the meeting</i>, adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered by the meeting. 2) Clause 4.4 is now a new sub-clause 4.8(e): <i>"Subject to the Corporations Act and provided that the meeting was not called under sub-clause 4.2(a) or 4.2(b)(iii), the Directors may at any time change the venue for, postpone or cancel a general meeting not less than 5 Business Days before the time the meeting was to be held, by giving notice to each person entitled to receive notice of the general meeting"</i>.
<p><i>4.5 Entitlement to vote</i></p> <p>The revised wording is clearer.</p>	<p>Clause 4.5 of the current Constitution has been slightly reworded in clause 4.3(c) of the revised Constitution, with the same intent. The reference to Member Level 2 has been deleted as the revised Constitution now refers to members eligible to vote.</p>
<p><i>4.6 Notice of general meetings</i></p> <p>A policy change about the time by which proxies are to be received.</p> <p>Aligned with the Corporations Act.</p>	<p>Clause 4.6 of the current Constitution has been reworded in clause 4.3 (b) of the revised Constitution, with the same intent, with the exception of the change below.</p> <p>The change is - that proxy must be received at least <i>48 hours</i> (from 24 hours in the current Constitution) before the AGM starts.</p>
<p><i>4.7 Timing of Notice</i></p> <p>Aligned with the Corporations Act.</p>	<p>Clause 4.7 of the current Constitution has been consolidated into clause 4.3(a) of the revised Constitution with the same wording.</p>
<p><i>4.9 Role of the Chairperson of general meetings</i></p>	<p>Clause 4.9 of the current Constitution is now in clause 4.5 of the revised Constitution, using the same wording.</p>
<p><i>4.10 Quorum for general meetings</i></p> <p>The revised wording is clearer.</p>	<p>Clause 4.10 of the current Constitution is now slightly reworded at clause 4.7(a) and (b) in the revised Constitution, with the same intent.</p>

	The change is in sub-clause 4.7(b): "A quorum of Members for a general meeting is ten Voting Members who are <i>present and entitled</i> to vote".
4.12 Method of Voting The revised wording is clearer.	<p>Clause 4.12 in the current Constitution is now slightly reworded in clause 4.9 in the revised Constitution, but with the same intent.</p> <p>There is a new sub-clause 4.9(a): "<i>A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by at least three Voting Members present at the meeting prior to a vote being taken, or immediately after the declaration of a result of a vote conducted by means other than a poll</i>".</p>
4.13 Voting Rights The revised wording is clearer.	<p>Clause 4.13 in the current Constitution is now slightly reworded in clause 4.10 of the revised Constitution, but with the same intent.</p>
4.14 Decisions of the Members Aligned with the Corporations Act. The revised wording is clearer.	<p>The contents of clause 4.14 in the current Constitution is now slightly reworded in clause 4.11 of the revised Constitution.</p> <p>The change is – a new sub-clause 4.11(a): <i>Unless a Special Resolution is required under the Corporations Act or this Constitution, a resolution is carried if a Majority of the votes cast on the resolution are in favour of the resolution.</i></p>
4.15 Seconding Aligning with contemporary governance practice.	<p>Clause 4.15 of the current Constitution has been deleted. Seconding of motions is not required in line with contemporary governance procedure.</p>
4.16 Proxies A policy change about the time for proxies to be received. Aligned with the Corporations Act.	<p>Clause 4.16 in the current Constitution is now reworded in clause 4.12 of the revised Constitution.</p> <p>The changes include:</p> <ol style="list-style-type: none"> 1) Proxies being received from at least 24 hours before the meeting to at least 48 hours before the meeting. 2) Schedule 1 to be deleted. The content of the proxy form will be as required by the Corporations Act.
4.17 Practice Members A membership policy decision.	<p>Clause 4.17 of the current Constitution has been deleted. A Membership policy change means that Practices don't have voting rights but the individual members within the practice do (as long as their membership category permits it).</p>
4.18 Use of technology in meetings	<p>Clause 4.18 in the current Constitution is now clause 4.13 of the revised Constitution, using the same wording.</p>
4.19 Resolutions without meetings The revised wording is clearer.	<p>Clause 4.19 in the current Constitution is now slightly reworded in clause 4.14 of the revised Constitution.</p>
Clause 5	Directors

<p>5.1 Number of Directors The revised wording is clearer. Aligned with the Corporations Act.</p>	<p>Clause 5.1 in the current Constitution is now slightly reworded in clause 5.1 of the revised Constitution, with same intent. The change is - a new sub clause 5.1(a): <i>“Subject to the Corporations Act, the Institute may by resolution passed at a general meeting increase the minimum number of Directors or increase or reduce the maximum number of Directors”.</i></p>
<p>5.2 Composition of the Board A policy change about Gender equity. The new Gender Equity policy will become a Regulation if the proposed revised Constitution is approved by Members.</p>	<p>Clause 5.2 in the current Constitution is now slightly reworded in clause 5.2 of the revised Constitution The change is - the deletion of the sub-clause “At least three Directors must be female, and three Directors must be male.” See the new wording in 5.4 below about taking into consideration Institute's People and Culture Policies. The new Gender Equity policy will be adopted by the Board, following consultation with National Council, as a new Regulation.</p>
<p>5.3 Eligibility Policy changes approved by the Board and National Council:</p> <ul style="list-style-type: none"> the Institute no longer seeks to be a charity; that Independent Directors would not be Members in line with contemporary, good governance. <p>The revised wording is clearer.</p>	<p>Clause 5.3 in the current Constitution is now slightly reworded in clause 5.3 of the revised Constitution. The changes include:</p> <ol style="list-style-type: none"> The deletion of reference to the ACNC Legislation – Deleting reference to the Institute potentially being a charity. A change from the current Constitution where one of the Independent Directors could be a Member. A revised sub-clause 5.3(b): <i>An Independent Director must not be:</i> (i) <i>a Voting Member or Graduate Member; or</i> (ii) <i>eligible to be a Voting Member or Graduate Member.</i>
<p>5.4 Appointment of Directors Change of decision-maker. Reflects that the Board is ultimately responsible for the overall governance, management and strategic direction of the Institute. A policy change approved by Board and National Council recognising the Institute's People and Culture Policies to deal with issues such as Gender Equity.</p>	<p>Clause 5.4 in the current Constitution is now reworded in clause 5.4 of the revised Constitution. The changes are:</p> <ol style="list-style-type: none"> The Board, in consultation with National Council, appoints the Independent Directors (Change from National Council appointing the Independent Directors). When deciding on an Independent Director, the Board will take into consideration the Institute's People and Culture Policies and the candidates' qualifications, skills and experience to discharge the functions of a Director.

<p>5.5 Term of office</p> <p>A policy change approved by approved by Board and National Council that Board directors will have three-year terms rather than one. This is good governance practice as it takes Directors, time to understand the organisation and make informed decisions on the Board.</p> <p>The revised wording is clearer.</p>	<p>Clause 5.5 in the current Constitution is now reworded in clause 5.5 of the revised Constitution.</p> <p>The change is - the Independent and National Council Directors will have three-year terms, changed from the current one-year term.</p>
<p>5.6 Casual vacancy on the Board</p> <p>5.7 Effect of casual vacancy</p> <p>The revised wording is clearer.</p> <p>A policy change recognising the Institute's People and Culture Policies to deal with issues such as Gender Equity.</p>	<p>Clauses 5.6 and 5.7 in the current Constitution are now reworded in clause 5.6 of the revised Constitution.</p> <p>The changes include:</p> <ol style="list-style-type: none"> 1) a Director is absent <i>from Board meetings for three consecutive meetings</i> without leave of absence <i>from the Directors</i>; (This is changed from a continuous period of three months) 2) <i>taking into consideration the Institute's People and Culture Policies and a candidates' qualifications, skills and experience to discharge the functions of a Director, the Board in consultation with the National Council</i> must act as soon as possible to fill a vacancy (change from National Council and reflects the focus on the Institute's People and Culture Policies, such as gender equity in 5.4 above.)
<p>5.8 Defects in appointment of Directors</p>	<p>The contents of clause 5.8 in the current Constitution is in clause 5.7 of the revised Constitution, with the same wording except "Secretary" has been added.</p>
<p>5.9 Secretary</p> <p>A policy decision - the Institute no longer seeks to be a charity.</p>	<p>The contents of clause 5.9 in the current Constitution is now reworded in clause 5.8 of the revised Constitution.</p> <p>The change is - deleting the reference to the ACNC legislation.</p>
<p><i>This is a new clause inserted into the revised Constitution.</i></p> <p>This change reflects good governance practice by having the Board's responsibilities to the CEO in the Constitution.</p>	<p><i>In the revised constitution there is now a clause 5.9 Chief Executive Officer</i></p> <ol style="list-style-type: none"> (a) <i>The Board may appoint a person as the Chief Executive Officer on such terms and conditions as the Board resolves.</i> (b) <i>Subject to applicable laws and the terms of the Chief Executive Officer's employment agreement, the Board may at any time remove, dismiss or suspend the Chief Executive Officer.</i> (c) <i>The Board may confer any of the powers exercisable by the Board on the Chief Executive Officer on such terms and conditions and with such restrictions as the Board thinks fit.</i> (d) <i>The Board may revoke or vary any power delegated to the Chief Executive Officer at any time.</i> (e) <i>The powers delegated to the Chief Executive Officer must be exercised in accordance with any directions of the Directors.</i>
<p>Clause 6</p> <p>The changes made to clause 6 of the current Constitution (with the exception of clause numbering changes and</p>	<p>Proceedings of Directors</p>

formatting) are in clauses 6.1 - 6.11, 6.13 and 6.15.	
<p>6.1 Powers of Directors The revised wording is clearer.</p>	<p>Clause 6.1 in the current Constitution is now slightly reworded in clause 6.1 of the revised Constitution and with a new sub-clause 6.1(b) <i>"The Directors must exercise their powers in accordance with this Constitution and any other rules, Regulations, policies and standards adopted by the Institute (as amended from time to time)"</i>.</p>
<p>6.2 By-laws The revised wording is clearer.</p>	<p>Clause 6.2 in the current Constitution is now slightly reworded in clause 6.2 of the revised Constitution.</p> <p>The changes are:</p> <ol style="list-style-type: none"> 1) Deletion of reference to by-laws. With all current regulations and by-laws to be recognised as Regulations within the governance framework. 2) A new sub-clause 6.2(c): <i>The Regulations are binding on all Members.</i>
<p>6.3 Appointment of attorney The revised wording is clearer.</p>	<p>Clause 6.3 in the current Constitution is now slightly reworded in clause 6.3 in the revised Constitution with a new sub-clause 6.3(c) <i>"The Board may revoke or vary any appointment of, or power delegated to, an attorney or agent under this clause 6.3"</i>.</p>
<p>6.5 Convening Board meetings</p> <p>6.6 Entitlement to receive notice of Board meetings</p> <p>6.7 Content of notice of Board meetings</p> <p>6.8 Timing of notice of Board meetings The revised wording is clearer.</p>	<p>The contents of clauses 6.5, 6.6, 6.7 and 6.8 in the current constitution is now slightly reworded in clause 6.5 of the revised Constitution.</p>
<p>6.9 Chairperson of Board meetings A policy decision made by the Board and National Council that the Chairperson of the Board should not necessarily be the President of the Institute.</p>	<p>Clause 6.9 in the current Constitution is now reworded in clause 6.6 of the revised Constitution.</p> <p>The changes are:</p> <ol style="list-style-type: none"> 1) There is a chairperson of the Board, with all Directors eligible. Currently the National President is the chair of the Board for one year. <p>A new sub-clause 6.6(a): <i>"The Board in its discretion will appoint, and may replace, the chairperson of the Board (who must be a Director) by ordinary resolution from time to time"</i>.</p> <ol style="list-style-type: none"> 2) The term for a chairperson is up to three years
<p>6.10 Quorum for Board meetings Aligned with contemporary governance practice.</p>	<p>Clause 6.10 in the current Constitution is now reworded in clause 6.7 of the revised Constitution.</p> <p>The changes is – a quorum is <i>the Majority</i> of Directors. (Change from a quorum of four Directors: three National Councillors; and one Independent Director).</p>
<p>6.11 Voting at Board meetings The revised wording is clearer.</p>	<p>Clause 6.11 in the current Constitution is now slightly reworded in clause 6.8 of the revised Constitution with a new sub-clause 6.8(c) <i>"Each Director has one vote on a matter arising at a meeting of Directors"</i>.</p>
<p>6.12 Establishment of committees</p>	<p>Clause 6.12 in the current Constitution is now in clause 6.9 of the revised Constitution, using the same wording.</p>

<p>6.13 Delegation of powers The revised wording is clearer.</p>	<p>Clause 6.13 in the current Constitution is now slightly reworded in clause 6.10 of the revised Constitution, with the same intent.</p>
<p>6.14 Use of technology in Board meetings</p>	<p>Clause 6.14 in the current Constitution is now in clause 6.11 of the revised Constitution, using the same wording.</p>
<p>6.15 Resolutions without meetings</p> <p>A policy change to a minimum of 75% of Directors agreeing.</p> <p>The revised wording is clearer.</p>	<p>The content of clause 6.15 in the current Constitution is now reworded in clause 6.12 of the revised Constitution.</p> <p>The changes include:</p> <ol style="list-style-type: none"> 1) <i>at least 75% of the Directors entitled to vote on the resolution provide a written statement confirming that they are in favour of the resolution</i> (Currently 100% of Directors required) 2) Removal of the 10 business days to complete the resolution.
<p>Clause 7</p> <p>The changes made to clause 7 of the current Constitution (with the exception of formatting) are in clauses 7.1, 7.3.2 G and 7.5.</p>	<p>Directors' Duties and Interests</p>
<p>7.1 Duties of Directors</p> <p>A policy change - the Institute no longer seeks to be a charity.</p>	<p>The contents of clause 7.1 in the current Constitution is now in clause 7.1 of the revised Constitution using the same wording except for the deletion of the reference to the ACNC legislation and reference to the Institute potentially being a charity.</p>
<p>7.3.2 G Participation in decisions</p> <p>Aligned with the Corporations Act. Specific detail removed, in case the Act changes.</p>	<p>The contents of clause 7.3.2 G in the current Constitution is now in clause 7.3 (b)(vii) of the revised Constitution using the same wording except that the reference to section 199A has been deleted and the reference is now just the Corporations Act.</p>
<p>7.5 Remuneration and benefits of Directors</p> <p>A policy decision made by the Board and National Council. The Board is responsible for the financial sustainability of the Institute.</p>	<p>The contents to clause 7.5 in the current Constitution is now clause 7.5 of the revised Constitution, with added wording.</p> <p>The changes are:</p> <p>7.5(a) The National Council, <i>in consultation with the Board</i>, may resolve that the Institute will pay Directors' fees to all Directors, or only to Independent Directors, provided that the aggregate of Directors' fees paid in any financial year does not exceed:</p> <p style="padding-left: 40px;">A the amount last determined by the members of the Institute, or</p> <p style="padding-left: 40px;">B if no determination has been made by the members of the Institute the amount previously determined by National Council.</p> <p>7.5(c) The National Council may resolve, <i>in consultation with the Board</i>, that the Institute will pay additional remuneration or provide other benefits to any Director that performs extra or special services with the approval of the Board.</p>
<p>Clause 8</p> <p>The changes made to clause 8 of the current Constitution (with the exception of clause numbering changes and formatting) are in clauses</p>	<p>National Council</p>

8.2 and 8.6 - 8.9.	
<p><i>8.2 Composition of the National Council</i></p> <p>A policy change to increase the pool of people available to nominate to be the President-Elect and National Council Directors. It also provides a mechanism to increase the number of Nationally-Elected Councillors, if warranted in the future.</p>	<p>Clause 8.2 in the current Constitution is now reworded in clause 8.2 of the revised Constitution.</p> <p>The change is that National Council must consist of - <i>six Nationally-Elected Councillors, or such greater number as determined by the National Council in consultation with the Board from time to time</i>; (a change from four Nationally-Elected Councillors)</p>
<p><i>8.6 Election of National President Elect</i></p> <p>A policy change to increase the pool of people available to nominate to be the President-Elect.</p>	<p>Clause 8.6 in the current Constitution is now reworded in clause 8.6 of the revised Constitution.</p> <p>The change is - the National Councillors will elect a National President Elect, who must be a <i>Member who has made a significant contribution to the profession and the Institute, beyond their architectural practice, as determined by National Council, and has a minimum of six years of membership.</i> (The Life Fellow or Fellow pre-requisite has been deleted)</p>
<p><i>8.7 Term of office of National Councillors</i></p> <p>A policy change to increase the terms of office for Nationally-Elected Councillors.</p> <p>It also explains how the terms of office of any additional Nationally-Elected Councillors would be managed.</p> <p>The revised wording is clearer.</p>	<p>Clause 8.7 in the current Constitution is now reworded in clause 8.7 of the revised Constitution.</p> <p>The changes are:</p> <ol style="list-style-type: none"> 1) A Nationally-Elected Councillor term is three years. In the current Constitution there is a maximum of two years. 2) <i>If the National Council exercises its power under clause 8.2(a)(iv) to increase the number of Nationally-Elected Councillors, the term of office of those Nationally-Elected Councillors must be in accordance with clause 8.7(e) unless the National Council determines that it is necessary to adopt transitional arrangements in which case the National Council may determine the term or terms of those Nationally-Elected Councillors provided that the aggregate length of any such terms does not exceed the maximum tenure under clause 8.7(e).</i> 3) <i>a National Councillor Director will remain on the National Council for their term as a Director in accordance with clause 5.</i>
<p><i>8.8 Casual vacancy on National Council</i></p> <p><i>8.9 Effect of Casual Vacancy</i></p> <p>A policy decision by the Board and National Council.</p>	<p>Clauses 8.8 and 8.9 in the current Constitution is now slightly reworded in clause 8.8 of the revised Constitution.</p> <p>The change clarifies the term of office for a casual vacancy. It will be filled for the remainder of the original term.</p>
<p><i>8.13 Members may remove a National Councillor</i></p> <p>The revised wording is clearer.</p>	<p>Clause 8.13 in the current Constitution is now slightly reworded in clause 8.12 of the revised Constitution by referencing clause 4.2 about convening general meetings of members.</p> <p>The change is – Members may remove a National Councillor</p> <p>Subject to the provisions of this Constitution and the Corporations Act:</p> <ol style="list-style-type: none"> (a) the Members may by a resolution passed at any general meeting (<i>convened in accordance with clause 4.2</i>) remove any Nationally-Elected Councillor and may appoint another person in his or her stead;

<p>Clause 9</p> <p>The changes made to clause 9 of the current Constitution (with exception of clause numbering changes and formatting) are in clauses 9.1 - 9.5, 9.7 and 9.11.</p>	<p>Proceedings of National Councillors</p>
<p><i>9.1 Meetings of National Council</i></p> <p><i>9.2 Convening National Council meetings</i></p> <p><i>9.3 Entitlement to receive notice of National Council meetings</i></p> <p><i>9.4 Content of notice of National Council</i></p> <p>The revised wording is clearer.</p>	<p>Clauses 9.1, 9.2, 9.3 and 9.4 in the current Constitution are now consolidated in clause 9.1 of the revised Constitution.</p>
<p><i>9.6 Chairperson of National Council meetings</i></p>	<p>Clause 9.6 in the current Constitution is now in clause 9.2 of the revised Constitution, using the same wording.</p>
<p><i>9.7 Quorum for National Council meetings</i></p> <p>Aligned with contemporary governance practice.</p>	<p>Clause 9.7 in the current Constitution is now reworded in clause 9.3 of the revised Constitution.</p> <p>The change is – a quorum is a <i>Majority</i> of National Councillors. (Changed from “A quorum is eight National Councillors and must include at least two Nationally-Elected Councillors”.)</p>
<p><i>9.8 Voting at National Council meetings</i></p>	<p>Clause 9.8 in the current Constitution is now in clause 9.4 of the revised Constitution, using the same wording.</p>
<p><i>9.9 Delegations of powers</i></p>	<p>Clause 9.9 in the current Constitution is now in clause 9.5 of the revised Constitution, using the same wording.</p>
<p><i>9.10 Use of technology in National Council meetings</i></p>	<p>Clause 9.10 in the current Constitution is now in clause 9.6 of the revised Constitution, using the same wording.</p>
<p><i>9.11 Resolutions without meetings</i></p> <p>A policy change to of a minimum of 75% of National Councillors agreeing.</p> <p>The revised wording is clearer.</p>	<p>Clause 9.11 in the current Constitution is now reworded in clause 9.7 of the revised Constitution.</p> <p>The changes are:</p> <ol style="list-style-type: none"> 1) 75% approval for written resolutions (change from 100% in current Constitution); and 2) Removal of 10 business day period for approval.
<p><i>9.12 Alternate National Councillors</i></p>	<p>Clause 9.12 in the current Constitution is now in clause 9.8 of the revised Constitution, using the same wording.</p>
<p>Clause 10</p> <p>The changes made to clause 10 of the current Constitution (with exception of clause numbering changes and formatting) are in clauses 10.3 and 10.9(d).</p>	<p>Chapter Councils</p>

<p><i>10.3 Appointment of further Chapter Councillors</i></p> <p>The revised wording is clearer.</p>	<p>The contents of clause 10.3 in the current Constitution is now slightly reworded in clause 10.3 of the revised Constitution, with the same intent.</p>
<p><i>10.9.4 Term of office of Chapter Councillors</i></p> <p>A policy decision to have a mechanism to change the commencement date. Currently it is the first Chapter Council meeting of the calendar year, which tends to be a different date in each State.</p>	<p>The contents of clause 10.9.4 in the current Constitution is now in clause 10.9(d) of the revised Constitution with the same wording except with the addition of a new sub-clause <i>"The Board, in consultation with National Council, may determine the commencement date from time to time"</i>.</p>
<p>Clause 11</p> <p>The changes made to clause 11 of the current Constitution (with exception of clause numbering changes and formatting) are in clauses 11.1 - 11.3, 11.5, 11.7, 11.8 and 11.10 - 11.13.</p>	<p>Administration</p>
<p><i>11.1 Minutes</i></p> <p>Aligned to the Corporations Act and contemporary governance practice.</p>	<p>Clause 11.1 in the current Constitution is now reworded in clause 11.1 of the revised Constitution, with the same intent.</p>
<p><i>11.2 Accounts and other records of the Institute</i></p> <p>Aligned to the Corporations Act.</p>	<p>Clause 11.2 in the current Constitution is now reworded in clause 11.2 of the revised Constitution, with the same intent.</p> <p>The change is - the Institute must make and keep written financial records <i>in relation to the business of the Institute in accordance with the requirements of the Corporations Act</i>.</p>
<p><i>11.3 Members' access of Institute records</i> Board and National Council decision</p> <p>Aligned with the Corporations Act and contemporary governance practice.</p>	<p>Clause 11.3 in the current Constitution is now reworded in clause 11.3 of the revised Constitution to provide for access to Institute records in accordance with the Corporations Act and contemporary governance practice.</p> <p>11.3 Members' access to Institute records</p> <p>a) <i>Subject to the Corporations Act, a Member has the right to inspect the following records of the Institute:</i></p> <p style="padding-left: 40px;">(ii) <i>the register of Members;</i></p> <p style="padding-left: 40px;">(iii) <i>the minute books for general meetings of Members; and</i></p> <p style="padding-left: 40px;">(iv) <i>resolutions of Members passed without a meeting.</i></p> <p>b) <i>A Member (who is not a Director) may inspect any financial records or other documents of the Institute if the Member is authorised to do so by a resolution of the Directors.</i></p>
<p><i>11.4 Audit</i></p> <p>A policy that the Members would want the account independently audited.</p>	<p>Clause 11.5 in the current Constitution is now reworded in clause 11.5 of the revised Constitution to provide for an audit regardless of whether it is required by law. "If required by law" has been deleted.</p> <p>The change is - the Institute must appoint and remunerate an auditor.</p>

<p><i>11.7 Executing documents</i> The revised wording is clearer.</p>	<p>Clause 11.7 in the current Constitution is now slightly reworded in clause 11.7 of the revised Constitution, but with the same intent.</p>
<p><i>11.8 Altering the Constitution</i> A policy change - the Institute no longer seeks to be a charity.</p>	<p>Clause 11.8 in the current Constitution is now reworded in clause 11.8 of the revised Constitution.</p> <p>The change is - the deletion of the current sub-clause 11.8.2 "The Members must not pass a Special Resolution that amends this Constitution in a way that causes the Company to no longer be a charity".</p>
<p><i>11.10 Officers: indemnities and insurance</i> The revised wording is clearer.</p>	<p>Clause 11.10 in the current Constitution is now reworded in clause 11.10 of the revised Constitution, but with the same intent.</p>
<p><i>11.11 Winding up</i> The revised wording is clearer.</p>	<p>Clause 11.11 in the current Constitution is now reworded in clause 11.11 of the revised Constitution. It also incorporates the current clause 2.3.</p>
<p><i>11.12 Liability of Members</i> <i>11.13 Contribution of Members on winding up</i> The revised wording is clearer.</p>	<p>Clauses 11.12 and 11.13 of the current Constitution have been consolidated into clause 11.11(b) of the revised Constitution. The liability of Members if the Institute is wound up remains at \$15.</p>
<p><i>Schedule 1: Proxy form</i> Aligned with the Corporations Act.</p>	<p>Schedule 1 is deleted and the content of the proxy form will be as required by the Corporations Act.</p>
<p><i>Schedule 2: Details of Membership Classes</i> A policy decision made by the Board and National Council.</p>	<p>Schedule 2 will be deleted and become a new Regulation. Voting rights for individual Members remain the same.</p> <p>The changes are:</p> <ol style="list-style-type: none"> 1) delete the section about Practices as that no longer applies. Practices don't have voting rights but the individual members within the practice do (as long as their membership category permits it). 2) Board, in consultation with National Council, makes eligibility decisions for Graduate, Student, Affiliate Level 1 categories. Changed from National Council. 3) Affiliate Level 2 is added to the table.
<p><i>Schedule 3: Disciplinary Proceedings</i> A policy decision made by the Board and National Council.</p>	<p>Disciplinary Proceedings to become a new Regulation, with no change to the content. A review of the Code of Professional Conduct is planned by a National Council approved working group which may result in future recommendations to update the existing Disciplinary Proceedings.</p>

Attachment D. Proposed Constitution with changes marked up

Constitution

THE ROYAL AUSTRALIAN INSTITUTE
OF ARCHITECTS LIMITED
ACN 000 023 012

Adopted: ~~16 May 2017~~ [insert]

Amended: ~~15 May 2018~~

Version: ~~2017051.118~~ [insert]

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STATEMENT OF RECOGNITION

The Royal Australian Institute of Architects recognises the unceded sovereign lands and rights of Aboriginal and Torres Strait Island peoples as the First Peoples of these lands and waters.

This recognition generates acknowledgement and respect for Aboriginal and Torres Strait Islander Countries, Cultures and Communities, and their ways of being, knowing and doing.

Caring for Country practices including architecture and place shaping have existed on this continent since time immemorial.

The Institute recognises a professional commitment to engage and act meaningfully through reciprocal partnership and relationships with Aboriginal and Torres Strait Islander peoples.

Together we will support and develop the emergence of new possibilities for our shared future.

PREAMBLE

The Royal Australian Institute of Architects, established in 1930, is a national member based organisation for the architecture profession. The Institute supports and advances the architecture profession by advocating for high quality design and responsible sustainable built environment.

1. NAME

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

2. PURPOSE

2.1 Principal Purposes and powers

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

(b) ~~2.1.2~~ The Principal ~~Purpose for which~~ Purposes of the Institute ~~is established is~~ are to:

(i) ~~A advance~~ education by: architecture;

~~(i) encouraging and rewarding the study of Architecture; and~~

~~(ii) examining applicants for membership of the Institute;~~

(ii) ~~Badvance~~ advance education, culture ~~by: and~~ and social or public welfare, through architecture;

(iii) advocate for the profession; and

(iv) encourage education in architecture.

~~(i) acquiring, forming, and maintaining Art and Scientific Libraries and Museums; and~~

~~(ii) advancing architecture in Australia generally;~~

~~C advance social or public welfare by:~~

- ~~(i) advocating socially responsible, environmentally sustainable design, and affordable housing; and~~
- ~~(ii) promoting the public value of architecture and of using an architect.~~
- (c) ~~2.1.3~~ Solely for the purpose of furthering the Principal Purposes, the Institute:
 - (i) ~~A~~ may do all things incidental or conducive to furthering the Principal Purposes; and
 - (ii) ~~B~~ has the capacity and powers of a company under the Corporations Act subject to the provisions of this Constitution.

2.2 Application of income and property

- (a) ~~2.2.1~~ The income and property of the Institute must be applied solely towards the Principal Purposes.
- (b) ~~2.2.2~~ No portion of the profits, income or property of the Institute may be paid or transferred directly or indirectly to Members or Directors by way of dividend, bonus or otherwise in their capacity as Members or Directors.
- (c) ~~2.2.3~~ No Director or member of the National Council, Chapter Council or any other governing body of the Institute may be appointed to any salaried office as an employee of the Institute.
- (d) ~~2.2.4~~ Sub-clauses 2.2.2 (b) and 2.2.3 (c) do not prevent the Institute from doing the following things, provided they are done in good faith:
 - (i) ~~A~~ paying a Member or Director for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates that are more favourable to the Institute in the ordinary and usual course of business;
 - (ii) ~~B~~ making a payment to a Member or Director in carrying out the Institute's ~~charitable~~ Principal Purpose(s); ~~or~~
 - (iii) ~~C~~ paying Directors' remuneration and benefits in accordance with ~~clause 7.5. 2.2.5 Any payment made under sub-clause 2.2.4 must be approved by the Directors.~~ clause 7.5; or
 - (iv) ~~2.2.6 The Institute may pay~~ paying premiums for insurance indemnifying Directors, as ~~allowed for~~ permitted by law (including the Corporations Act) and this Constitution.
- (e) Any payment made under sub-clause 2.2(d) must be approved by the Directors.
- (f) ~~2.2.7~~ Members and Directors must repay on demand any dividend, bonus, profit or other benefit received from the Institute in breach of this clause 2.2.

~~2.3 Distribution of assets on revocation of endorsement or winding up~~

~~2.3.1 Where on the winding up of the Institute or dissolution of the Institute, there is a surplus of assets after satisfying all the Institute's liabilities and expenses, the surplus:~~

- ~~A must not be paid or distributed to the Members in their capacity as Members; and~~
- ~~B will be given or transferred to such other fund, authority, institution or company which:~~
 - ~~(i) if the Institute is a registered charity, is charitable at law;~~
 - ~~(ii) has similar objects to those of the Institute as described in this Institute; and~~

~~(iii) prohibits the distribution of profit or gain to its Members in their capacity as Members.~~

~~2.3.2 The identity of the fund, authority, institution or company will be decided by the Members by ordinary resolution on or before the time of such winding up or dissolution. If the Members fail to decide, the fund, authority, institution or company will be determined by application to the Supreme Court in the State of incorporation.~~

3. MEMBERSHIP

3.1 Classes of Members

(a) The Board may determine, in consultation with the National Council:

(i) ~~3.1.1 The~~ the various classes of membership of the Institute ~~has the Membership Classes described in Schedule 2;~~

(ii) qualifications for admission to each class;

(iii) rights attaching to being a Member in each class; and

(iv) any restrictions attaching to being a Member in each class.

(b) Subject to the Corporations Act and any other applicable laws, the Board may, at any time, in consultation with the National Council:

(i) vary or cancel rights attaching to a Membership Class; and

(ii) convert a member from one Membership Class to another Membership Class.

(c) ~~3.1.2~~ The suffix letters, eligibility criteria and voting , qualifications, rights for and restrictions of each Membership Class are as set out in Schedule 2; the Regulations.

(d) In exceptional circumstances, the National Council may resolve to bestow a posthumous title or award of the Institute to a person who was a Member at the time of, or prior to, their death.

3.2 Admission

(a) Any person who meets the eligibility criteria specified in the Regulations for at least one Membership Class, and is committed to the Principal Purposes of the Institute, may apply to become a Member.

(b) In order to become a Member, each applicant must:

(i) complete and deliver to the Institute an application:

(A) in a form approved by the Board in consultation with the National Council; -

~~3.1.3. The Board may establish a Level 2 Membership Class for any of the classes listed in Schedule 2. Members of the Level 2 Membership Class do not have the right to attend any general meeting or the right to vote.~~

~~3.2 Eligibility~~

~~3.2.1 Any person committed to the Principal Purpose of the Institute may apply to be a Member provided they meet the relevant eligibility requirements for the Membership Class they are applying to join as set out in Schedule 2.~~

~~3.2.2 The minimum number of Members is one.~~

~~3.3 Rights of Members~~

~~3.3.1 — The rights of any Member are not transferable.~~

~~3.3.2. Members may use only the suffix letters (post-nominals) applicable to their Membership Class as set out in Schedule 2.~~

~~3.3.3 — Members have the voting rights applicable to their Membership Class as set out in Schedule 2.~~

~~3.3.4 — Members are entitled to receive certificates of membership (subject to any conditions prescribed by the National Council).~~

3.4 — Diplomas and Certificates

~~3.4.1 — Subject to sub-clause 3.4.2, the Institute has power to grant diplomas or certificates in connection with examinations or otherwise in such manner as the National Council may from time to time prescribe.~~

~~3.4.2 Any diploma or certificate granted must include a notation confirming that it is merely a certificate granted on an examination by the Institute or upon other qualifications prescribed by this Constitution and that it is not issued pursuant to any statutory or public power.~~

3.5 — Application

~~3.5.1 An application for Membership must be made in a form and manner directed by, or acceptable to, the National Council for the purpose.~~

(B) ~~3.5.2 An application for Membership must identify~~ identifying the Membership Class that the applicant is applying to join; and

(ii) ~~3.5.3 An applicant must pay the Membership fee determined by the National Council~~ pay the applicable membership fees (if any) for the Membership Class of which they are applying ~~for to join, as determined by the Board in consultation with the National Council, from time to time.~~

(c) By completing and submitting an application form, if accepted, the applicant agrees to:

(i) comply with, and be bound by, this Constitution and any other rules, Regulations, policies and standards prescribed by the Board from time to time including but not limited to the Code of Ethics and Member Behaviour Policy; and

(ii) ~~3.5.4 By applying for Membership, an applicant agrees to give a guarantee of not less than the Guaranteed Amount to be applied to the liabilities and expenses of the Institute in the event of winding up or dissolution~~ in accordance with clause 11.11.

3.6 — Admission

(d) ~~3.6.1 The National Council~~ Board must consider and resolve whether to accept or reject each application for Membership within a reasonable time.

(e) ~~3.6.2 The National Council may accept or reject any application for Membership in its discretion, using such criteria as the National Council alone may determine. The National Council is not bound to give reasons~~ The Board is not required to give any reason for accepting or rejecting any an application for Membership.

(f) ~~3.6.3 —~~ Notwithstanding the applicant's nominated Membership Class, the ~~National Council~~ Board has the discretion to assign the applicant to a different Membership Class.

(g) ~~3.6.4 —~~ If the ~~National Council~~ Board accepts an application, the ~~Secretary~~ Institute must:-

~~Enter the applicant's details into the Register as soon as practicable, subject to~~

~~the payment of the Annual Membership Fee (if any); and~~

(i) ~~B~~send to the Member written notice of the acceptance, including details of the Membership Class assigned to the Member and rights attaching to that Membership Class;

(ii) enter the applicant's details into the Register; and

(iii) request payment of the applicable membership fees (if any).

(h) An applicant becomes a Member once the Institute accepts the applicant's application and enters the applicant's details into the Register.

(i) The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

(j) Members are entitled to receive a certificate of Membership evidencing that the person is a Member (subject to any conditions prescribed by the Board in consultation with the National Council).

~~3.6.5 — A person is admitted as a Member of the Institute when the person's application has been accepted by the National Council and the person's name is entered into the Register.~~

~~3.6.6 — If the National Council rejects an application, the Secretary must send to the applicant written notice of the rejection as soon as practicable.~~

3.3 ~~3.7~~ Register of Members

(a) ~~3.7.1~~ The Secretary must maintain the Register.

(b) ~~3.7.2~~ The Register must contain:

(i) ~~A~~the name, address, date of entry and assigned Membership Class – for each Member and former Member; and

(ii) ~~B~~the date on which a person ceased to be a Member – for each former Member.

~~3.7.3. The Secretary may keep the entries regarding former Members separately from the rest of the Register.~~

3.4 Fees

(a) The Institute may require that Members pay fees or levies in the amount and at the times determined by the Board in consultation with the National Council from time to time.

~~3.7.4 The address of a Member in the Register may serve as the address of the Member for the purpose of service of any notices to the Member.~~

(b) ~~3.7.5 — The Institute must give current Members access to the Register.~~ may make fees payable for one or more classes of Members, in different amounts, at different times.

~~3.7.6 — Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Members.~~

~~3.8 — Discipline of Members~~

(c) ~~3.8.1 The Institute may only discipline a Member (including suspension or expulsion) in accordance with the process set out in Schedule 3.~~ give notice to Members:

(i) specifying the amount, time and method of payment of the fees;

- (ii) waiving or deferring payment of all or part of the fees payable;
- (iii) extending the time for payment of the fees; or
- (iv) allowing the fees to be paid in instalments.

~~3.8.2 Any Member expelled from the Institute may at any time apply to the National Council to be readmitted as a Member.~~

~~3.8.3 No person may be a Director following expulsion or during suspension as a Member unless such a person is subsequently readmitted as a Member.~~

~~3.9 Annual Membership Fee~~

~~3.9.1 All Members must pay the Annual Membership Fee on the first day of January in each year.~~

(d) 3.9.2 Any Member whose Annual Membership Fee has not been paid before the Membership Fee Date, in any year. If a Member who is an individual fails to pay their fees or their fees are not successfully processed before the Membership Fee Date in any year, their Membership will be deemed inactive and they will not be able to access any membership benefits until payment of all arrears of fees. If a Member fails to pay all arrears of fees prior to the renewal notices being sent out for the next year, that Member will be deemed to have resigned and is no longer a Member on and from the Membership Fee Date. that date.

(e) If a Practice Member fails to pay their fees or their fees are not successfully processed before the agreed due date for these fees (which may be processed on a quarterly or annual basis) (Practice Membership Fee Date), their Membership will be deemed inactive and they (including all staff of the relevant practice) will not be able to access any membership benefits until payment of all arrears of fees. If a Practice Member fails to pay all arrears of fees prior to the renewal notices being sent out for the next period, that Practice Member will be deemed to have resigned and is no longer a Member on and from that date.

(f) 3.9.3 The National Council may, in its sole discretion, The Board may reinstate any former Member on payment of all arrears of the Annual Membership Fee fees.

~~3.9.4 If a Member demonstrates to the satisfaction of the National Council that he or she is unable to pay the Annual Membership Fee by the due date, then:~~

~~A the National Council may, in its sole discretion:~~

- ~~(i) exempt the Member from paying the Annual Membership Fee in whole or in part for the year; or~~
- ~~(ii) defer, in whole or in part for a period or periods specified, the payment of that Member's Annual Membership Fee; and~~

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

3.5 ~~3.10~~ Cessation of Membership

~~3.10.1 A person ceases to be a Member on:~~

(a) A Member's Membership of the Institute will cease:

- (i) if the Member gives the Institute a written resignation (including deemed resignation pursuant to clause 3.9.2); or 3.4(d) or 3.4(e)), on receipt of that notice by the Institute (or the date of the relevant deemed resignation (as applicable));
- (ii) B termination of the person's if the Member's Membership is terminated in accordance with clause 3.6 of this Constitution; or

- (iii) ~~if the Directors deeming, the Board determines, in their~~ its sole discretion, ~~that~~ the Member ~~to be an untraceable Member is uncontactable~~ because the ~~person~~ Member has not responded to correspondence sent to them using the contact details entered in the Register for that Member; or
- (iv) ~~in~~ where the ~~case of~~ Member is a natural person, if the Member:
- (A) death;
- (B) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the person's joint or separate estate generally; or
- (C) is convicted of an indictable offence; or
- (v) ~~in~~ where the ~~case of~~ Member is a Practice Member, if:
- (A) ~~(i) being~~ the Member is dissolved or otherwise ceases to exist;
- (B) ~~(ii) having~~ a liquidator or provisional liquidator is appointed ~~to it~~ in connection with the winding up of the Member; or
- ~~(iii) being insolvent.~~
- (C) an order is made by a Court for the winding up or deregistration of the Member.
- (b) ~~3.10.2~~ A Member whose Membership is terminated will be liable for all moneys due by that Member to the Institute in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under this Constitution.
- (c) ~~3.10.3~~ There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.
- (d) ~~3.10.4~~ Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

3.6 Discipline of Members

- (a) The Board may resolve to terminate or suspend the membership of a Member:
- (i) whose conduct in their opinion renders it unreasonable that that Member continue to be a Member of the Institute; and
- (ii) only after the Member has been given at least 14 days' notice of the resolution and has had the opportunity to, either orally or in writing, provide an explanation or defence to their conduct at or prior to the meeting of Directors at which the resolution is proposed.
- (b) Before passing any resolution under sub-clause 3.6(a), the Board may adopt, at its discretion, other procedures to aid resolution of the complaints against the Member, including appointment of a mediator, conciliator or committee.
- (c) The Institute may discipline a Member (including suspension or expulsion) as set out in the Regulations.
- (d) No person may be a Director or volunteer following expulsion or during suspension as a Member, unless such a person is subsequently readmitted as a Member.

4. GENERAL MEETINGS AND RESOLUTIONS OF MEMBERS

~~4.1 Proceedings of Members~~

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

~~4.1.2 Members may introduce visitors to be present while the public business of the~~

~~Institute is being transacted. Visitors may not address the meeting unless they are invited to do so by the chairperson.~~

4.1 4.2 Annual General Meeting

4.2.1 The Board may call and arrange to hold an Annual General Meeting.

- (a) The Directors must hold and call annual general meetings of Members of the Institute in accordance with the Corporations Act.
- (b) ~~4.2.2~~ The business of an Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:
 - (i) ~~A~~the consideration of the annual financial statements, Directors' declaration and Directors' report and ~~a~~Auditor's report;
 - (ii) ~~B~~the appointment of Directors;
 - (iii) ~~C~~the appointment of ~~any auditor~~ an Auditor; and
 - (iv) ~~D~~the fixing of ~~any~~ the a Auditor's remuneration.

4.2 4.3 Convening general meetings

- (a) The Directors must call and hold a general meeting on the request of Members made in accordance with the Corporations Act.
- (b) ~~4.3.1~~ A general meeting may ~~only~~ be called:
 - (i) ~~A~~by at least four Directors; ~~or B by~~

~~a resolution of the Board.~~

~~4.3.2 If at least 10% of Voting Members who are eligible to vote, sign a written request to the Institute for a general meeting to be held stating the objects of the meeting, the Directors must:~~

~~A within 21 days after the Members' request, give all Members notice of a general meeting; and~~

~~B hold the general meeting within 2 months after the Members' request.~~

~~4.3.3 If the Directors do not call the meeting within 21 days of being requested under sub-clause 4.3.2, 50% or more of the Members who made the request may call and arrange to hold a general meeting.~~

~~4.3.4 To call and hold a meeting under sub-clause 4.3.3 the Members must:~~

~~A as far as possible, follow the procedures for general meetings set out in this Constitution; B call the meeting using the list of Members on the Register. The Institute must give the Members making the request access to the Register at no cost; and~~

~~C hold the general meeting within three months after the request was given to the Institute.~~

~~4.3.5 The Institute must pay the Members who request the general meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.~~

4.4 Changes to general meeting arrangements

~~4.4.1 The Board may change the venue for, postpone or cancel a general meeting, subject to this clause.~~

~~(ii) 4.4.2 If a general meeting was not called by a resolution of the Board, then it must not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting at a time and place as the Directors resolve; or~~

~~(iii) by the Members, as provided by the Corporations Act.~~

~~4.4.3 If the venue of a general meeting is changed, or if the general meeting is cancelled or postponed under this clause:~~

~~A Notice of the change, cancellation or postponement must be given to all persons entitled to receive notices of a general meeting under this Constitution.~~

~~B A notice of postponement must specify the date, time and place to which the general meeting has been postponed.~~

~~C The provisions of clause 4.7 do not apply to a notice of postponement or change of venue.~~

~~D In the case of a general meeting called under sub-clause 4.3.3 the general meeting may not be postponed beyond the date by which meetings called under such provisions are required to be held.~~

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

4.5 Entitlement to receive notice

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

~~A to every Member (except for Member Level 2); and~~

~~B to every Director and the auditor for the time being of the Institute.~~

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

4.3 4.6 Notice of general meetings

Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, Members must be given at least 21 days' written notice of any general meeting (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given).

~~4.6.1~~ A notice of general meeting must:

~~(c) A be in writing;~~

~~(d) B specify the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);~~

~~(e) C state the general nature of the business to be transacted at the meeting;~~

~~D if a special resolution is to be proposed at the meeting – set out the wording of the resolution and state that it is proposed as a special resolution;~~

~~E include the information in clause 4.16;~~

~~(f) F include a form for the appointment of a Proxy which has been approved by the Board for the purpose; and~~

(g) ~~G~~specify that notice of a proxy must be given to the Institute at least ~~24~~ 48 hours before the meeting starts, by delivery to the Institute at its registered address or at another address (including an electronic address) specified in the notice of the meeting; ~~and~~

(h) comply with the Corporations Act.

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

~~4.7~~ **Timing of notice**

~~4.7.1 Members~~ In the case of a general meeting, notice must be given ~~21 days' notice of a general meeting unless:~~ to:

(i) each Member entitled to vote at the meeting;

(j) each Director; and

(k) the Auditor.

An accidental failure to send a notice of general meeting (include a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings or any resolution passed at the general meeting.

4.4 Right to attend meetings

Each Director, Member and the Auditor of the Institute is entitled to attend any meetings of Members.

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

~~— A — in the case of an Annual General Meeting, all the Members entitled to attend and vote agree beforehand; and~~

~~— B — in the case of any other general meeting, if Members with at least 95 per cent of the votes that may be cast at the meeting agree beforehand.~~

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

4.5 4.8 Chairperson of general meetings

(a) ~~4.8.1~~ The National President is the chairperson at every general meeting of Members.

(b) ~~4.8.2~~ If there is no National President or the National President is not present within 15 minutes after the time appointed for the holding of the general meeting or the National President is unwilling to act as chairperson for all or part of the meeting, the following, in order of precedence, is the chairperson unless unable or unwilling to do so:

(i) ~~A~~ the National President Elect;

(ii) ~~B~~ a Director chosen by a ~~m~~ Majority of the Directors present; ~~C the only Director present; or~~

(iii) the only Director present; or

(iv) ~~D~~ a Member chosen by a ~~m~~ Majority of the Members present.

~~4.8.3~~ No business will be discussed or transacted at any general meeting while the chair is vacant except the election of a chairperson.

4.6 ~~4.9~~ Role of chairperson of general meeting

The chairperson of a general meeting:

~~(a) 4.9.1~~ has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting; ~~and~~

~~(b) 4.9.2~~ must give the Members as a whole, reasonable opportunity to make comments and ask questions.; and

(c) may determine any disputes about questions of procedure.

4.7 ~~4.10~~ Quorum for general meetings

(a) ~~4.10.1~~ No business may be transacted at any general meeting, other than the election of a chairperson or adjournment of a meeting, unless a quorum of Members is present at the time when the meeting begins its business.

(b) ~~4.10.2~~ A quorum of Members for a general meeting is ten Voting Members who are present and entitled to vote.

(c) ~~4.10.3~~ If a quorum is not present within half an hour after the time appointed for a general meeting, then:

(i) ~~A~~in the case of a meeting called or requested by Members: ~~the meeting will~~ is dissolved;

(ii) ~~B~~in any other case:

(A) ~~(i)~~the meeting stands adjourned to such day, and at such time and place, as the Members present will determine or, if no determination is made by the Members present, to the same day in the next week at the same time and place; and

(B) ~~(ii)~~if at the resumption of the meeting a quorum is not present within 15 minutes after the time appointed for the meeting, then the Members present will be deemed to be a quorum irrespective of their number.

~~4.10.4 A person attending as a proxy is deemed to be a Member present for the purpose of determining quorum.~~

(d) ~~4.10.5~~ A Member that is suspended is not counted as a Member for the purpose of determining quorum.

4.8 ~~4.11~~ Adjournment , cancellation or postponement of general meetings

(a) ~~4.11.1~~ The chairperson of a general meeting may at any time, and must if so directed by the Members with a Majority of votes that may be cast at the meeting, adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered by the meeting.

(b) ~~4.11.2~~ Only unfinished business is to be transacted at a general meeting resumed after an adjournment.

(c) ~~4.11.3~~ It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.

(d) ~~4.11.4~~ A meeting adjourned under this clause stands adjourned to:

- (i) ~~A~~ such day, and at such time and place, as the ~~National Councillor~~ Directors present decide; and
- (ii) ~~B~~ if no determination is made by the Directors, to the same day in the next week at the same time and place.

(e) Subject to the Corporations Act and provided that the meeting was not called under sub-clause 4.2(a) or 4.2(b)(iii), the Directors may at any time change the venue for, postpone or cancel a general meeting not less than 5 Business Days before the time the meeting was to be held, by giving notice to each person entitled to receive notice of the general meeting.

4.9 ~~4.12~~ Method of Voting

~~4.12.1~~ At a general meeting, voting will occur by show of hands or voices or such other method as the chairperson determines, unless a poll is demanded by three Members present at the meeting.

(a) ~~4.12.2~~ A poll can only be demanded by three A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by at least three Voting Members present at the meeting ~~at any time~~ prior to a vote being taken, or immediately after the declaration of a result of a vote conducted by means other than a poll.

(b) ~~4.12.3~~ A demand for a poll may be withdrawn.

(c) ~~4.12.4~~ If a poll is duly demanded, it will be taken when and in such a manner as the chairperson directs.

(d) ~~4.12.5~~ A poll demanded on the election of the chairperson of the meeting or on a question of adjournment of a meeting must be taken immediately.

~~(e)~~ ~~4.12.6~~ A Voting Member may vote in person or by proxy.

4.10 ~~4.13~~ Voting rights

(a) Subject to this Constitution, at a meeting of Members:

- (i) ~~4.13.1~~ On a vote conducted at a general meeting by on a poll, each Voting Member has one vote; and ~~Non-Voting Members do not have a vote.~~
- (ii) ~~4.13.2~~ On a vote conducted at a general meeting by other means, each person present who is a Voting Member, or proxy for a Voting Member, or Representative, on a vote conducted by other means, each present Voting Member has one vote (for example, on a show of hands or voices, a Voting Member only has one vote even if the Voting Member carries other proxies). ~~Non-Voting Members do not have a vote.~~

(b) ~~4.13.3~~ In the case of a resolution passed ~~without a meeting, in the manner provided in under~~ clause ~~4.19~~ 4.14, each Voting Member has one vote.

(c) ~~4.13.4~~ However, a A Member ~~that who~~ is suspended is not entitled to vote during the period of suspension.

(d) In this Constitution, all references to a vote of Members is to a vote of Voting Members. ~~Non-Voting Members do not have a vote.~~

4.11 ~~4.14~~ Decisions of the Members

~~4.14.1~~ Questions arising for determination by the Voting Members (other than matters requiring a special resolution) will be decided by a simple majority of votes cast, unless a different majority is:

(a) ~~A otherwise provided for in~~ Unless a Special Resolution is required under the Corporations Act or this Constitution, or, a resolution is carried if a Majority of the votes cast on the resolution are in favour of the resolution.

~~B — determined by special resolution of the Members.~~

(b) ~~4.14.2~~ In a case of an equality of votes cast on a motion (whether the vote is taken by poll or show of hands), the chairperson of the general meeting will have a casting vote in addition to any vote to which he or she may be entitled as a Member.

(c) ~~4.14.3~~ A declaration by the chairperson of the meeting that a resolution has been carried or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution — , unless a poll is demanded.

(d) ~~4.14.4~~ An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection will be referred to the chairperson of the meeting whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

~~4.15 — Seconding~~

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

4.12 **4.16 Proxies**

(a) ~~4.16.1~~ A Member may appoint a proxy to act on behalf of the Member at one or more general meetings.

(b) ~~4.16.2~~ A proxy may exercise any and all of the rights of the Member who appointed ~~it~~ them at a general meeting, subject to the following:

- (i) ~~A~~ a proxy must be an existing Voting Member who is qualified and entitled to be present and vote at the general meeting;
- (ii) ~~B~~ a proxy is subject to any directions or limitations specified in the proxy appointment; and
- (iii) ~~C~~ a proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.

(c) ~~4.16.3~~ The appointment of a proxy must be:

- (i) ~~A~~ in writing;
- (ii) ~~B~~ signed by the Member making the appointment;
- (iii) ~~C delivered to the Secretary not less than 24 hours~~ received by the Institute at least 48 hours (or such lesser time specified in the notice of meeting to which the appointment relates) before the meeting at which the Member proposes to vote ~~(or such later time nominated in the relevant notice of meeting); and~~ and
- (iv) contain the information required by the Corporations Act.

(d) The Institute receives an appointment of a proxy or attorney or other authority under which it was signed when they are:

(i) received at:

(A) the Institute's registered office;

(B) a place, facsimile number or electronic address specified for that purpose in the notice of general meeting; or

~~D~~ in a form as similar as possible to that in Schedule 1.

- (ii) if the notice of general meeting specifies other electronic means by which a Member may give an appointment, received by the Institute in accordance with the Corporations Act.

- (e) ~~4.16.4~~ A vote given by proxy is valid even if the Member who appointed the proxy revokes the appointment, or ceases to be a Member, provided that the chairperson was not aware of the revocation or cessation of Membership at the time the proxy cast the vote.

4.17 Practice Members

~~4.17.1 A Practice Member may appoint an individual as its Representative, who must be a Voting Member. The appointment may be a standing one.~~

~~4.17.2 The appointment may set out restrictions on the Representative's powers.~~

~~4.17.3 The appointment may be made by reference to a position held.~~

~~4.17.4 A Practice Member may appoint more than one Representative but only one Representative may exercise the body's powers as Member at any one time.~~

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

4.13 4.18 Use of technology in meetings

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

4.14 4.19 Written Resolutions ~~without meetings of Members~~

- (a) ~~4.19.1~~ This clause 4.14 does not apply to a Special Resolution, a resolution to remove a Director from office, or a resolution by the Members to appoint or remove an A Auditor.

- (b) ~~4.19.2~~ A resolution may be passed without a meeting ~~in the following circumstances if:~~

- (i) notice has been given of the resolution to all of the Members entitled to vote;
- (ii) A notice has been given of the resolution to all of the Members entitled to vote to the Auditor; and

~~B notice has been given to the auditor (if any); and~~

- (iii) ~~C a~~ Majority of the Members entitled to vote give their approval in writing.

- (c) ~~4.19.3~~ For the purpose of this clause:

- (i) ~~A~~ the notice must include the wording of the resolution;
- (ii) ~~B~~ approval in writing includes approval given by email and any other means of electronic communication; and
- (iii) ~~C~~ a resolution will be deemed to have failed and not passed if it has not achieved the requisite Majority within 10 business days after the notice was given.

- (d) ~~4.19.4~~ The resolution is passed at the time when approval ~~is given to the Secretary~~ of the last person necessary to constitute a ~~majority~~ Majority is given to the Secretary.

5 DIRECTORS

5.1 Number of Directors

- (a) ~~5.1.1~~ The Subject to the Corporations Act, the Institute may by a resolution passed at a general meeting increase the minimum number of the Directors is six. The or increase or reduce the maximum number of Directors is eight.
- (b) Until the Institute resolves otherwise in accordance with clause 5.1(a), there will be a:
- (i) minimum number of six Directors; and
 - (ii) maximum number of eight Directors (including the chairperson of the Board).

5.2 Composition of the Board

- (a) ~~5.2.1~~ The Subject to clause 5.6, the Board must comprise:
- (i) ~~A~~ the National President;
 - (ii) ~~B~~ the Immediate Past President;
 - (iii) ~~C~~ the National President Elect;
 - (iv) ~~D up to three Independent Directors appointed by the National Council, only one of whom may be a Member; and~~ Board in accordance with clause 5.4(a); and
 - (v) ~~E at least one and up to two other two~~ two National Councillors appointed by the National Council in accordance with clause 5.4(b) (National Councillor Director).
- (b) The National President, the Immediate Past President and the National President Elect will be subject to rotation in accordance with clauses 5.5(c) and 8.6.

~~5.2.2 At least three Directors must be female, and three Directors must be male.~~

5.3 Eligibility

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

5.4 Appointment of Directors

~~The National Council, subject~~ Subject to clauses 5.1, 5.2, and 5.3 ~~has power at any time and from time to time to~~ and taking into consideration the Institute's People and Culture Policies and the candidates' qualifications, skills and experience to discharge the functions of a Director:

- (a) ~~5.4.1 appoint any National Councillor as a Director; and 5.4.2 the Board, in consultation with the National Council, has the power to appoint any person as an Independent Director. from time to time; and~~
- (b) the National Council has the power to appoint any National Councillor as a National Councillor Director from time to time.

5.5 Term of office

- (a) This clause 5.5 is subject to the transitional arrangements in Schedule 1.
- (b) ~~5.5.1~~ The term of office of an Independent Director and a National Councillor Director is three years following the Director's last appointment or election (as applicable).

~~A a Director other than the National President or National President-Elect, is one year following the Director's last election or appointment, or the date of the Annual General Meeting following that Director's election or appointment, whichever is later; and~~
- (c) Subject to clause 8.7(h), the term of office of the National President or National President-Elect is the term of their office as National President or , National President Elect (as the case may be); and Immediate Past President is one year and at conclusion of that year:
 - (i) the National President Elect will automatically take office as the National President;
 - (ii) the National President will automatically take office as the Immediate Past President; and
 - (iii) the Immediate Past President ceases to be a Director.

~~5.5.2 A person may be appointed as a Director for more than one term of office:~~

~~A in accordance with a rotation policy determined by the Directors; but~~

- (d) Subject to clauses 5.5(e) and 5.5(f), B an Independent Director has and a National Councillor Director have a maximum tenure of two terms (ie. six years) and will not be eligible for re-election or reappointment (as applicable) as a Director within until three years after; and completion of their last term.
- (e) Any period of service of a person as an Independent Director or National Councillor Director (as applicable) pursuant to clause 5.6(b) will not be counted as a term or part of a term under this clause 5.5, provided that such period of service is less than a year. For the avoidance of doubt, where the period of service of a person as a Director under clause 5.6(b) is a year or more, such period will be counted as a term or part of a term under this clause 5.5 and will be included in determining whether that Director has served as a Director for two terms.
- (f) A person initially elected as a Director (other than the National President Elect) may be elected as the National President Elect, in which case, the period between the appointment of that person as a Director and election of that person as the National President Elect, will not be counted as a term or part of a term and will not be included in determining whether that person has served as a Director for two terms.

~~C otherwise subject to no maximum tenure.~~

5.6 Casual vacancy on the Board

(a) There will be a casual vacancy on the Board if:

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

5.7 Effect of casual vacancy

~~5.7.1 In the event of a casual vacancy in the office of a Director the Board may act, subject to this clause.~~

- (i) ~~5.7.2~~ If the number of Directors in office at any time does not meet the requirements of ~~C~~ clauses 5.1 and 5.2.
- (b) In the event of a casual vacancy in the office of a Director, subject to clauses 5.1, 5.2, 5.3 and 8.8(d), and taking into consideration the Institute's People and Culture Policies and a candidates' qualifications, skills and experience to discharge the functions of a Director, the Board in consultation with the National Council must act as soon as possible to:
 - ~~A appoint any National Councillor as a Director to increase the number of Directors to a number sufficient to constitute a quorum, to satisfy the minimum number of Directors required under this Constitution, or to satisfy the gender requirements fixed under this Constitution; and~~
 - (i) appoint a Director to fill the relevant casual vacancy;
 - (ii) B if the Board composition still does not meet the requirements of clauses 5.1, 5.2 and ~~5.2~~ 5.3 after appointment of ~~a National Councillor as a~~ that Director, ~~to appoint additional Independent Director(s) to the Board, provided that only one of the Independent Directors is a Member.~~
- (c) An Independent Director or National Councillor Director (as applicable) appointed under clause 5.6(b) will hold office until such time as the term of the Independent Director or National Councillor Director (as applicable) who vacated the position would have otherwise expired.

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

5.7 5.8 Defects in appointment of Directors

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

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

5.8 5.9 Secretary

- (a) ~~5.9.1~~ There If required by the Corporations Act, there must be at least one Secretary ~~5.9.2 The Secretary is to be~~ of the Institute appointed by the Board on such terms and conditions as the Board thinks fit.
- (b) ~~5.9.3~~ A person must not be appointed Secretary unless the person has given the Institute a signed consent to act as Secretary.

~~5.9.4—The Board may suspend or remove a Secretary.~~

~~5.9.5—An act done by a person acting as a Secretary is not invalidated by reason only of:~~

~~A a defect in the person's appointment as a secretary; or~~

~~B the person being disqualified to be a secretary;~~

~~if that circumstance was not known by the person when the act was done.~~

~~5.9.6—The Secretary must identify whether a person is ineligible to be appointed as a Director under this Constitution as a result of disqualification by the Corporations Act or the ACNC Legislation (to the extent that the ACNC Legislation applies).~~

~~The Secretary must:~~

~~A _____ perform a search of the publicly available registers as soon as practicable after becoming aware that a person has been, or may be, appointed as a Director; and~~

~~B _____ must obtain a declaration from each Director to the effect that he or she is not disqualified by the Corporations Act or the ACNC Legislation (to the extent that the ACNC Legislation applies), and that he or she will notify the Secretary as soon as possible in the event that he or she becomes disqualified.~~

(c) Subject to the terms of the Secretary's employment contract, the Board may suspend, remove or vary the appointment terms of a Secretary at any time, with or without cause.

5.9 Chief Executive Officer

(a) The Board may appoint a person as the Chief Executive Officer on such terms and conditions as the Board resolves.

(b) Subject to applicable laws and the terms of the Chief Executive Officer's employment agreement, the Board may at any time remove, dismiss or suspend the Chief Executive Officer.

(c) The Board may confer any of the powers exercisable by the Board on the Chief Executive Officer on such terms and conditions and with such restrictions as the Board thinks fit.

(d) The Board may revoke or vary any power delegated to the Chief Executive Officer at any time.

(e) The powers delegated to the Chief Executive Officer must be exercised in accordance with any directions of the Directors.

6 PROCEEDINGS OF DIRECTORS

6.1 Powers of Directors

(a) ~~6.1.1~~ The Directors are responsible for the management and control of the business and affairs of the Institute and may exercise all the powers of the Institute (in accordance with the provisions of this Constitution) that are not, by the Corporations Act or by this Constitution, required to be exercised by the National Council, or the Members in general meeting.

(b) The Directors must exercise their powers in accordance with this Constitution and any other rules, Regulations, policies and standards adopted by the Institute (as amended from time to time).

(c) Without limiting the generality of clause 6.1(a), the Directors may exercise all the powers of the Institute to:

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

~~A borrow money;~~

(ii) ~~B charge any property or business of the Institute~~

- (iii) ~~€~~ issue debentures or give any other security for a debt, liability or obligation of the Institute or of any other person; ~~and~~
- (iv) ~~guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person; and~~
- (v) ~~D~~ decide how negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the Institute.

~~6.1.3 The Directors cannot remove a Director or auditor.~~

6.2 Regulations ~~By Laws~~

- (a) ~~6.2.1~~ Subject to any limitations imposed by this Constitution, the Board has the power to make ~~regulations or by laws~~ Regulations for the ~~general~~ proper conduct and management of the Institute and the business of the Board.
- (b) ~~6.2.2~~ The Board may revoke ~~and alter such by laws or regulations, after consulting~~ alter or set aside any Regulations by Special Resolution, in consultation with the National Council.
- (c) The Regulations are binding on all Members.

6.3 Appointment of attorney

- (a) ~~6.3.1~~ The Board may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Institute for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- (b) ~~6.3.2~~ Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
- (c) The Board may revoke or vary any appointment of, or power delegated to, an attorney or agent under this clause 6.3.

6.4 Meetings of Directors

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

6.5 Convening Board meetings

- (a) ~~The Board~~ A Director may at any time, and a Secretary must on the requisition of a Director, convene a Board meeting.

~~6.6 Entitlement to receive notice of Board meetings~~

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

~~6.7 Content of notice of Board meetings~~

- (c) A notice of a Board meeting ~~:6.7.1~~ must specify :
 - (i) the place, ~~the~~ day and ~~the~~ time of the meeting; and
 - (ii) ~~6.7.2~~ if the meeting is to be held in two or more places, ~~it must specify~~ the technology that will be used to facilitate this; ~~but~~

~~6.7.3~~ but it does not need to specify the nature of the business to be transacted at the meeting.

~~6.8~~ Timing of notice of Board meetings

- (d) ~~In the case~~ A notice of a Board meeting, ~~notice~~ may be given immediately before the meeting.

6.6 ~~6.9~~ Chairperson of Board meetings

- (a) The Board in its discretion will appoint, and may replace, the chairperson of the Board (who must be a Director) by ordinary resolution from time to time.
- (b) ~~6.9.1 The National President~~ The chairperson nominated under clause 6.6(a) will preside as the chairperson at every Board meeting.
- (c) The chairperson of the Board must not hold office for more than three consecutive years without submitting him or herself for re-election.
- (d) ~~6.9.2~~ Where a meeting of the Board is held and the ~~National President~~ chairperson is not present within 10 minutes after the time appointed for the holding of the Board meeting or is unwilling to act as act as chairperson for all or part of the meeting then:
- (i) if the National President is not the chairperson, the National President will act as chairperson of the Board meeting; and
- (ii) ~~A~~ if the National President Elect is not the chairperson and the National President is not present, willing and able to act as chairperson for all or part of the meeting, the National President Elect will act as chairperson of the Board meeting; and
- (iii) ~~B~~ if the National President Elect is not present, willing and able to act as chairperson of for all or part of the meeting, the Directors present may elect one of their number to be chairperson of such meeting or part of it.

6.7 ~~6.10~~ Quorum for Board meetings

- (a) ~~6.10.1~~ No business may be transacted at any Board meeting unless a quorum is present.-
~~6.10.2 A quorum is four Directors and must include at least:~~
- (b) A quorum is the Majority of Directors.
- (c) ~~A three~~ A quorum must be present National Councillors; and at all times during the meeting.
~~B one Independent Director.~~

6.8 ~~6.11~~ Voting at Board meetings

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

6.9 ~~6.12~~ Establishment of committees

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

6.10 ~~6.13~~ Delegation of powers

- (a) ~~6.13.1~~ The Board may delegate any of its powers to one or more Directors, a committee, an employee or any other person on any terms and subject to any conditions determined by the Board.
- (b) The Board may at any time revoke or vary any delegation under this clause.

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

~~6.13.3 The Board may revoke a delegation.~~

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

6.11 ~~6.14~~ Use of technology in Board meetings

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

6.12 Written ~~6.15 Resolutions without meetings of Directors~~

- (a) ~~6.15.1~~ A resolution of the Board may be passed without a meeting if:
 - (i) ~~A~~ notice has been given of the resolution to all Directors; and
 - (ii) ~~B~~ all at least 75% of the Directors entitled to vote on the resolution give their consent in writing provide a written statement confirming that they are in favour of the resolution.
- (b) ~~6.15.2~~ The resolution is passed at the time when ~~approval is given to the Secretary of~~ the last person necessary to constitute ~~a majority~~ 75% of votes provides written confirmation that they are in favour of the resolution.
- (c) ~~6.15.3~~ For the purpose of this clause any document or approval
 - ~~A. the notice must include the wording of the resolution;~~
 - ~~B. approval in writing~~ may be given by email or any other means of electronic communication; and.
 - ~~C. a resolution will be deemed to have failed and not passed if it has not achieved the requisite majority within 10 business days after the notice was given.~~

7 DIRECTORS' DUTIES AND INTERESTS

7.1 Duties of Directors

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

7.2 Disclosure of interests

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

7.3 Participation in decisions

- (a) ~~7.3.1~~ A Director who has a material personal interest in a matter that is being considered by the Board:

- (i) ~~A~~ must not be present while the matter is being considered at a Board meeting; ~~nor~~ or

- (ii) ~~B~~ vote on the matter; ,

- ~~7.3.2~~ unless permitted by sub-clause 7.3 (b). ~~2.~~

- (b) A Director may be present or vote if:

- (i) ~~A~~ the interest arises because the Director is a Member of the Institute, and the interest is held in common with other Members of the Institute;

- (ii) ~~B~~ the interest arises in relation to the Director's remuneration as a Director of the Institute;

- (iii) ~~C~~ the interest relates to a contract the Institute is proposing to enter into that:

- (A) ~~(i)~~ is subject to approval by the Members; and

- (B) ~~(ii)~~ will not impose any obligation on the Institute if it is not approved by the Members;

- (iv) ~~D~~ the interest arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Institute;

- (v) ~~E~~ the interest arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in paragraph 7.3-~~2D~~ (b)(iii);

- (vi) ~~F~~ the interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as an officer of the Institute (but only if the contract does not make the Institute or a ~~R~~related ~~B~~body ~~C~~orporate the insurer);

- (vii) ~~G~~ the interest relates to any payment by the ~~I~~nstitute or a related body corporate in respect of an indemnity permitted under ~~section 199A of~~ the Corporations Act or any contract relating to such an indemnity; ~~or~~

- (viii) ~~H~~ the interest is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a ~~R~~related ~~B~~body ~~C~~orporate and arises merely because the Director is a director of the ~~R~~related ~~B~~body ~~C~~orporate; ~~or~~

- (ix) ~~I~~ the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter; or

(x) ~~1~~ the Directors who do not have a material personal interest in the matter pass a resolution that:

(A) ~~(i)~~ identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Institute; and

(B) ~~(ii)~~ states that those Directors are satisfied that the interest should not stop the Director from voting or being present.

7.4 Directors' interests

A Director may:

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

7.5 Remuneration and benefits of Directors

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

8 NATIONAL COUNCIL

8.1 Powers of the Council

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

8.2 Composition of the National Council

(a) ~~8.2.1~~ The Subject to clauses 8.7(h) and 8.8, the National Council must consist of:

(i) ~~A~~ the National President;

(ii) ~~B~~ the Immediate Past President;

(iii) ~~C~~ each of the Chapter Presidents;

(iv) ~~D four~~ six Nationally-Elected Councillors , or such greater number as determined by the National Council in consultation with the Board from time to time;

(v) ~~E~~ a Student Representative Councillor; and

(vi) ~~F~~ an Emerging Professional Representative Councillor,

of which one such Chapter President or Nationally-Elected Councillor ~~who is a Fellow or Life Fellow~~ must also be ~~a~~ the National President Elect.

(b) This clause 8.2 is subject to the transitional arrangements in Schedule 1.

8.3 Appointment of Nationally-Elected Councillors

(a) ~~8.3.1~~ A Nationally-Elected Councillor is a Voting Member or Graduate Member who is nominated and elected by Voting Members and Graduate Members in accordance with the Regulations.

(b) ~~8.3.2~~ A person who is a Chapter President, National President, or the Immediate Past President will not be eligible to also serve as a Nationally-Elected Councillor.

8.4 Appointment of Student Representative Councillors

(a) ~~8.4.1~~ A Student Representative Councillor is a Student Member who is the President of the "SONA" national committee of the Institute and is appointed by the National Council.

(b) ~~8.4.2~~ If no person meets the criteria in sub-clause ~~8.4.1~~ (a), the National Council may appoint a Student Member who is otherwise recognised by the National Council as representing the interests of Student Members.

(c) ~~8.4.3~~ The Student Representative Councillor will hold office for a term determined by the National Council, provided that no Student Representative Councillor may remain in office for more than two years.

8.5 Appointment of Emerging Professional Representative Councillor

(a) ~~8.5.1~~ An Emerging Professional Representative Councillor:

(i) ~~A~~ is president of the "EmAGN" national committee of the Institute;

(ii) ~~B~~ became (or would have been) eligible for Graduate Membership less than 15 years from the date of taking office; and

(iii) ~~C~~ is appointed by the National Council.

- (b) ~~8.5.2~~ If no person meets the criteria in sub-clause 8.5.1(a), the National Council may appoint a Member who is otherwise recognised by the National Council as representing the interests of emerging architect and Graduate Members and who became eligible for Graduate Membership less than 15 years from the date of taking office.
- (c) ~~8.5.3~~ The Emerging Professional Representative Councillor will hold office for a term determined by the National Council, provided that no Emerging Professional Representative Councillor may remain in office for more than two years.

8.6 Election of National President Elect

- (a) ~~8.6.1~~ During the course of the Annual Session of the National Council and prior to the Annual General Meeting of that session, the National Councillors will elect a National President Elect, who must be: a Member who has made a significant contribution to the profession and the Institute, beyond their architectural practice, as determined by National Council, and has a minimum of six years of membership.

~~A a current National Councillor; and~~
~~B a Life Fellow or Fellow.~~
- (b) ~~8.6.2~~ The person elected at this meeting will be the National President Elect and ~~vice-~~ vice- president from the end of the Annual General Meeting in the year they are elected to the end of the Annual General Meeting the year after.
- (c) ~~8.6.3~~ ~~At Subject to clause 8.7(h), at~~ the end of the Annual General Meeting in the year after their election, the National President Elect will automatically take office as National President and will hold that office until the end of the next ensuing Annual General Meeting.
- (d) ~~8.6.4~~ If the person becoming National President Elect is a Chapter President, a by-election will be conducted within that person's Chapter to appoint a new Chapter President to serve for the remaining term. This by-election will be held in accordance with the Regulations. When a new Chapter President is elected, the Chapter President elected as National President Elect will automatically vacate the office of Chapter President.

8.7 Term of office of National Councillors

- (a) This clause 8.7 is subject to the transitional arrangements in Schedule 1.
- (b) ~~8.7.1~~ At the ~~first meeting of each Annual~~ First Session of National Council, one half (rounded down) of the Chapter Presidents ~~and one half of the Nationally-Elected Councillors (rounded down)~~ will retire from the National Council. No National Councillor (other than Nationally-Elected Councillors) may retain office for more than two years unless they nominate for re-election.
- (c) ~~8.7.2~~ Each National Councillor to retire in accordance with sub-clause 8.7.1 (b) or 8.7(e) will be those who have been longest in office since their last election. If two or more National Councillors became National Councillors on the same day, the National President will decide which National Councillor must retire.
- (d) ~~8.7.3~~ A retiring National Councillor is eligible for re-election and does not need to give notice of their intention to submit themselves for re-election.
- (e) Subject to clauses 8.7(f) and 8.7(j), a Nationally-Elected Councillor has a maximum tenure of two terms of three years (ie. six years) and will not be eligible for re-election or reappointment (as relevant) as a Nationally-Elected Councillor until three years after completion of their last term. At the First Session of National Council, one third (rounded down) of the Nationally-Elected Councillors will retire from the National Council. No Nationally-Elected Councillor may retain office for more than three years unless they nominate for re-election.

- (f) If the National Council exercises its power under clause 8.2(a)(iv) to increase the number of Nationally-Elected Councillors, the term of office of those Nationally-Elected Councillors must be in accordance with clause 8.7(e) unless the National Council determines that it is necessary to adopt transitional arrangements in which case the National Council may determine the term or terms of those Nationally-Elected Councillors provided that the aggregate length of any such terms does not exceed the maximum tenure under clause 8.7(e).
- (g) ~~8.7.4~~ Despite ~~sub-clauses 8.7.1, 8.7.2~~ clauses 8.7(b) and 8.7.3(c), the National President, the National President ~~remains on the National Council until they cease to be~~ Elect and the Immediate Past President will remain on the National Council for their term as a Director in accordance with clause 5.
- (h) Despite clauses 8.7(b), 8.7(c) and 8.7(e), a National Councillor Director will remain on the National Council for their term as a Director in accordance with clause 5.
- (i) ~~8.7.5~~ The In exceptional circumstances, the National Councillors may during the course of the Annual Session of National Council and prior to the Annual General Meeting of that session elect the then current National President for a second term of one year, in which event the National President Elect and the Immediate Past President will continue in ~~that~~ those capacityies for a second term of one year and thereafter the National President Elect will assume office as National President in accordance with this Constitution. ~~After acting for two consecutive terms as either~~ If a National Councillor served in the office of National President, National President or National Elect or Immediate Past President Elect for a second term of one year, a that National Councillor is not eligible for ~~election to that office for three re-election as the National President Elect until two years after the final day completion of their term in that role as the Immediate Past President.~~
- (j) Any period of service of a person as a Nationally-Elected Councillor pursuant to clause 8.8(c) will not be counted as a term or part of a term under this clause 8.7, provided that such period of service is less than a year. For the avoidance of doubt, where the period of service of a person as a Nationally-Elected Councillor under clause 8.8(c) is a year or more, such period will be counted as a term or part of a term under this clause 8.7 and will be included in determining whether a Nationally-Elected Councillor has served as a Nationally-Elected Councillor for two terms.

8.8 Casual vacancy on National Council

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

(i) ~~Aa~~ Aa Disqualifying Event occurs in respect of a National Councillor; ~~B~~

(ii) a National Councillor ceases to be a Member;

(iii) ~~Ca~~ Ca National Councillor is absent without the consent of the National Councillors and without leave of absence from two consecutive National Council meetings; ~~or~~

(iv) ~~Da~~ Da National Councillor who is a Chapter President:

(A) ~~(i)~~ (i) is removed by the related Chapter by a resolution passed at a duly convened general meeting of that Chapter; or

(B) ~~(ii)~~ (ii) has their office declared vacant by the National President because the Chapter President is resident outside the Territory of his or her Chapter; or

(v) the composition of the National Council does not meet the requirements of clause

8.9 Effect of casual vacancy

- (b) ~~8.9.1~~ In the event of a casual vacancy in the office of a National Councillor the National Council may act, subject to this clause.

(c) ~~8.9.2~~ If the number of National Councillors in office at any time is not sufficient to constitute a quorum at a National Council meeting or is less than the minimum number of Nationally-Elected Councillors fixed under this Constitution, the National Council must act as soon as possible to increase the number of National Councillors to a number sufficient to constitute a quorum or to satisfy the minimum number of Nationally-Elected Councillors required under this Constitution, in accordance with the terms of this Constitution.

~~A increase the number of National Councillors to a number sufficient to constitute a quorum or to satisfy the minimum number of Nationally-Elected Councillors required under this Constitution;~~

~~B convene a general meeting of the Institute for that purpose; and C appoint additional National Councillors.~~

~~8.9.3 Until the National Council have acted in accordance with the preceding sub-clause, the National Councillors may only act if and to the extent that there are circumstances where the National Council must exercise a power under this Constitution that is reserved solely to National Council.~~

(d) In the event of a casual vacancy in the office of the National President, the National President Elect will automatically become National President in their place for the remaining presidential term, subject to clause ~~8.12~~8.11.

(e) A Nationally-Elected Councillor appointed under this clause 8.8 will hold office until such time as the term of the Nationally-Elected Councillor who vacated the position would have otherwise expired.

8.9 ~~8.10~~ Defects in appointment of National Councillors

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

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

8.10 ~~8.11~~ National President unable to act

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

8.11 ~~8.12~~ Disqualification prior to taking office

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

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

8.12 ~~8.13~~ Members may remove a National Councillor

~~8.13.1 Subject to the provisions of this Constitution and the Corporations Act, the Members may by resolution passed at any general meeting remove any Nationally-Elected Councillor and may appoint another person in his or her stead; and:~~

- (a) the Members may by a resolution passed at any general meeting (convened in accordance with clause 4.2) remove any Nationally-Elected Councillor and may appoint another person in his or her stead; and
- (b) 8.13.2a Chapter may by a resolution passed at a duly convened general meeting of that Chapter remove a Chapter President appointed in respect of that Chapter and appoint another member of the same Chapter as the Chapter President in his or herstead.

9 PROCEEDINGS OF NATIONAL COUNCILLORS

9.1 Meetings of National Council

- (a) The National Council may at any time convene a National Councilmeeting.
- (b) ~~meet together for the dispatch of business and adjourn and otherwise~~ The National Council may regulate its meetings as it thinks fit, provided that it meets at least three times a year.

9.2 Convening National Council meetings

- (c) ~~The National Council may at any time convene~~ Notice of a National Council meeting

~~9.3 Entitlement to receive notice of National Council meetings~~

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

9.4 Content of notice of National Council meetings

- (d) ~~9.4.1~~ A notice of a National Council meeting :must specify:
 - (i) ~~A~~must specify the place, the day and the time of the meeting;and
 - (ii) ~~B~~if the meeting is to be held in two or more places, ~~it must specify~~ the technology that will be used to facilitate this;~~but,~~

but it does not need to specify the nature of the business to be transacted at the meeting.

C it does not need to specify the nature of the business to be transacted at the meeting

9.5 Timing of notice of National Council meetings

- (e) ~~In the case~~ A notice of a National Council meeting, ~~notice~~ may be given immediately before the meeting.

9.2-9.6 Chairperson of National Council meetings

- (a) ~~9.6.1~~ The National President is the chairperson at every National Councilmeeting.
- (b) ~~9.6.2~~ Where a meeting of the National Council is held and the National President is not present within 10 minutes after the time appointed for the holding of the National Council meeting or is unwilling to act as ~~act as~~ chairperson for all or part of the meetingthen:
 - (i) ~~A~~the National President Elect will act as chairperson of the National Council meeting;and
 - (ii) ~~B~~if the National President Elect is not present, willing and able to act as chairperson of all or part of the meeting, the National Councillors present may elect one of their number to be chairperson of such meeting or part of it.

9.3 9.7 Quorum for National Council meetings

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

- (b) ~~9.7.2~~ A quorum is ~~eight~~ a Majority of National ~~Councillors and must include at least two Nationally-Elected~~ Councillors.

9.4 ~~9.8~~ Voting at National Council meetings

- (a) ~~9.8.1~~ A National Council meeting with a quorum may exercise all the powers and discretions vested in or exercisable by the National Council under this Constitution.
- (b) ~~9.8.2~~ A question arising at a National Council meeting is to be decided by a ~~an~~ Majority of votes of National Councillors present and entitled to vote, unless otherwise provided in this Constitution. Such a decision is for all purposes a decision of the National Council.
- (c) ~~9.8.3~~ Independent Directors may attend, but not vote at, meetings of the National Council.
- (d) ~~9.8.4~~ Where the votes cast on a motion are equal, the chairperson of the meeting has a second or casting vote.

9.5 ~~9.9~~ Delegation of powers

- (a) ~~9.9.1~~ The National Council may delegate any of its powers as it thinks fit to committees consisting of Members.
- (b) ~~9.9.2~~ A delegation must be recorded in the Institute's minute book. ~~9.9.3~~ — The National Council may revoke a delegation.
- (c) ~~9.9.4~~ The National Council may specify terms (including the power to further delegate).

9.6 ~~9.10~~ Use of technology in National Council meetings

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

9.7 ~~9.11~~ Written Resolutions ~~without meetings of the National Council~~

- (a) ~~9.11.1~~ A resolution of the National Council may be passed without a meeting if at least 75% of the National Councillors entitled to vote on the resolution provide a written statement confirming that they are in favour of the resolution.
~~A notice has been given of the resolution to all National Councillors; and~~
~~B all of the National Councillors entitled to vote on the resolution give their consent in writing.~~
- (b) ~~9.11.2~~ The resolution is passed at the time when ~~approval is given to~~ the last person necessary to constitute ~~a majority~~ 75% of votes provides written confirmation that they are in favour of the resolution.
- (c) ~~9.11.3~~ For the purpose of this clause ~~9.11.3~~ 9.7, any document or approval
~~A the notice must include the wording of the resolution;~~
~~B approval in writing~~ may be given by email or any other means of electronic communication; ~~and.~~
~~C a resolution will be deemed to have failed and not passed if it has not achieved the requisite majority within 10 business days after the notice was given.~~

9.8 ~~9.12~~ Alternate National Councillors

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

10 CHAPTER COUNCILS

10.1 Composition of Chapter Councils

- (a) ~~10.1.1~~ A Chapter Council will consist of:
- (i) ~~A~~ Voting Members of the Chapter, who are:
- (A) ~~(i)~~ the relevant Chapter President;
- (B) ~~(ii) up to 10 Chapter Councillors elected in accordance with clause 10.2, or if that number is less than 10, by appointment in accordance with clause or~~ 10.3;
- (C) ~~(iii)~~ one representative (appointed in accordance with the Regulations) from each Division of the Chapter; and
- (D) ~~(iv)~~ a Student Representative Councillor appointed in accordance with clause ~~10.4~~ 10.5;

~~(E)(v)one chairperson nominated by the member groups or networks (if any) of the~~
Chapter that are constituted in accordance with Council policy and any Regulation; ~~and~~

~~(F)(vi)~~an Emerging Professional Representative Chapter Councillor appointed in accordance
with clause 10.6.; ~~and~~

(ii) ~~B-Other~~ other persons who may sit on the Chapter Council, but not vote, being:

(A) ~~(i)~~the immediate past Chapter President for the Chapter; and

(B) ~~(ii)~~a National President or Immediate Past President who was a Chapter
President before taking the office of National President.

(b) ~~10.1.2~~ In the case of the International Chapter:

(i) ~~AS~~sub-clauses ~~10.1.1A(iv)~~ 10.1(a)(i)(D) and ~~(v)~~10.1(a)(i)(F) do not apply; and

(ii) ~~BT~~the Chapter President must at all times be referred to as the International Chapter
Chair by the Institute and by all Members.

10.2 Appointment of Chapter Councillors by election process

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

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

10.3 Appointment of further Chapter Councillors

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

10.4 Appointment of Chapter Presidents

(a) ~~10.4.1~~ A Chapter President must be:

(i) ~~A~~a Voting Member of a Chapter;

(ii) ~~B~~legally entitled to practice as an architect in the relevant Chapter's ~~T~~territory; and

(iii) ~~E~~nominated and elected by Voting Members and Graduate Members of the relevant Chapter in
accordance with the Regulations. If not, the National President may nominate the Chapter
President.

(b) ~~10.4.2~~ A Chapter may elect only one Chapter President from time to time.

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

10.5 Appointment of Student Representative Chapter Councillor

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

- (b) ~~10.5.2~~ A Student Representative Chapter Councillor will hold office for a term determined by the Chapter Council provided always that no Student Representative Councillor will remain in office for more than two years.
- (c) ~~10.5.3~~ This clause 10.5 does not apply to the International Chapter and no member of the International Chapter is eligible to be appointed as Student Representative Chapter Councillor.

10.6 Appointment of Emerging Professional Representative Chapter Councillor

- (a) ~~10.6.1~~ There will be one Emerging Professional Representative Chapter Councillor who:
 - (i) ~~A~~ is the chairperson of the committee or similar organisation based in the Chapter which is affiliated with the "EmAGN" National Committee of the Institute; and
 - (ii) ~~B~~ became eligible for Graduate Membership less than 15 years before the date they take office, appointed by the Chapter Council.
- (b) ~~10.6.2~~ If no person meets the criteria in sub-clause 10.6-~~1~~(a), the Chapter Council may appoint a Member who:
 - (i) ~~A~~ is ~~otherwise~~ recognised by the Chapter Council as representing the interests of emerging architect and Graduate Members; and
 - (ii) ~~B~~ became eligible for Graduate Membership less than 15 years from the date ~~for~~ of taking office.
- (c) ~~10.6.3~~ The Emerging Professional Representative Chapter Councillor will hold office for a term determined by the Chapter Council. No Emerging Professional Representative Chapter Councillor will remain in office for more than two years.
- (d) ~~10.6.4~~ Clause 10.6 does not apply to the International Chapter and no member of the International Chapter is eligible to be appointed as Emerging Professional Representative Chapter Councillor.

10.7 Nationally-Elected Councillors may observe

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

10.8 Persons not eligible to be Chapter Councillors

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

- (a) ~~A~~ the National President;
- (b) ~~B~~ the Immediate Past President;
- (c) ~~C~~ any other National Councillor; and
- (d) ~~D~~ any employee of the Institute.

10.9 Term of office of Chapter Councillors

- (a) ~~10.9.1~~ Each year one half (rounded down) of the Chapter Councillors appointed in accordance with subclause 10.1-~~1A~~(a)(ii)(~~B~~) must retire from office. No Chapter Councillor may retain office for more than two years unless they nominate for re-election, even if this results in more than one half of those Chapter Councillors retiring from office.
- (b) ~~10.9.2~~ The Chapter Councillors retiring in accordance with sub-clause 10.9-~~1~~ (a) will be those who have been longest in office, provided that where two or more such Chapter Councillors became Chapter Councillors on the same day, the Chapter Councillors to retire will be determined by the relevant Chapter President.

- (c) ~~10.9.3~~ A retiring Chapter Councillor is eligible for re-election without the necessity of giving any previous notice of their intention to submit themselves for re-election. Any Chapter Councillor retiring under this clause is also eligible for appointment in accordance with clause 10.3 or to represent a Division under sub-clause 10.1-~~1B~~-(a)(i)(C).
- (d) ~~10.9.4~~ The term of office of a Chapter Councillor, or a person's entitlement to sit on Chapter Council in accordance with sub-clause 10.1-~~1B~~-(a), commences at the first Chapter Council meeting of the calendar year, irrespective of any other term of office held by the person in accordance with this Constitution. The Board, in consultation with National Council, may determine the commencement date from time to time.

10.10 Casual vacancies in Chapter Councils

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

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

10.11 Effect of casual vacancy

- (a) ~~10.11.1~~ In the event of a casual vacancy in the office of a Chapter Councillor the Chapter Council may act, subject to this clause.
- (b) ~~10.11.2~~ Subject to clause 10.8, a Chapter Council may from time to time appoint any Voting Member or Graduate Member of the Chapter to be a Chapter Councillor to fill a casual vacancy. A person who is so appointed holds office until such time as the person who left the vacancy would have otherwise retired.

10.12 Creation of new Chapters

- (a) ~~10.12.1~~ The Institute may create a new Territory and make any consequential change to or resolution on an existing Territory provided that no Territory will be changed except with the approval of existing Chapters in the Territory.
- (b) ~~10.12.2~~ Not less than 50 Voting Members of the Institute residing within a specific area may petition the National President of the Institute to establish a new Territory with a Chapter Council for that locality. This petition must specify the locality it is in relation to and nominate at least 8 petitioners who agree to be nominated members of a Chapter Council if a new Territory is created.
- (c) ~~10.12.3~~ Upon receipt of petition referred to in sub-clause 10.12-~~2~~-(b), the National President will refer the petition to the National Council at its next meeting, and the National Council will consider that petition at that meeting.
- (d) ~~10.12.4~~ The National Council will express an opinion whether such petition should be granted and if it is the opinion of the National Council that the petition:
 - (i) ~~A~~ should not be granted; the National President will notify the petitioners accordingly and no further petitions for that area will be considered for at least five years;
 - (ii) ~~B~~ should be granted; it must organise a poll of:
 - (A) ~~(i)~~ all Voting Members of the Institute in the proposed new Territory (if any); and

- (B) ~~(ii)~~ all Voting Members of the Institute in the Territory to be amended; and ask them to vote for or against the proposal.
- (e) ~~10.12.5~~ If the poll referred to in sub-clause 10.12.4A ~~(d)~~(i) is completed and a ~~majority~~Majority of Members whose votes are received are in favour of the proposal, then the National Council must:
- (i) ~~A~~ declare the new Territory and Chapter and any consequential amendment to any existing Territory not later than twenty-one (21) days after the declaration of the poll; and
 - (ii) ~~B~~ declare the individuals nominated in the petition to be the first Chapter Council.
- (f) ~~10.12.6~~ The Chapter Council referred to in sub-clause 10.12.5 ~~(e)~~ will continue in office until a new Chapter Council has been elected at an election which must be held within 12 months of the date on which the National Council declared the new Chapter. If the Chapter Council fails to call an election then the National President must call an election for a new Chapter Council within 15 months from the date on which the National Council declared the new Chapter. In either event the procedure for the first election will be in accordance with rules to be approved by National Council. The area of which previously formed part of another Chapter will be redefined by the National Council to exclude the area.
- (g) ~~10.12.7~~ If any person residing in the area of the new Territory is:
- (i) ~~A~~ a member of another Chapter Council then they must cease to hold office as a member of that Chapter Council from the date of the new Chapter becoming declared; and
 - (ii) ~~B~~ a member of another Chapter then they will cease to be a member of that other Chapter and will become a member of the new Chapter from the date of the new Chapter becoming declared.

11 ADMINISTRATION

11.1 Minutes

- (a) ~~11.1.1~~ The Directors will cause minutes ~~of~~ to be made of:
- (i) ~~A all proceedings and resolutions of meetings of Members; general meetings, Directors' meetings, meetings of Directors' committees and National Council meetings;~~
~~B all proceedings and resolutions of meetings of the Directors, including meetings of the National Council and any committee established by the Board;~~
 - (ii) ~~E~~ resolutions passed by ~~Members without a meeting~~ Directors in accordance with clause 6.12;
 - (iii) ~~D~~ resolutions passed by National Councillors ~~without a meeting; and E~~ resolutions ~~passed by Directors without a meeting; in accordance with clause 9.7;~~
 - (iv) all orders made by the Directors and Directors' committees; and
~~to be duly entered into the books kept for that purpose, within one month of the proceeding being held or resolution being passed.~~

~~11.1.2 The Institute must ensure that:~~

~~A minutes of a meeting are signed within a reasonable time after the meeting by one of the following:~~

- ~~(v) all disclosures of interests made under clause 7.2.~~
- ~~(b) Minutes must be signed by (i) the chairperson of the meeting; or by the chairperson of the next meeting; and of the relevant body, and if so signed will as between the Directors be conclusive evidence of the matters stated in such minutes, unless the contrary is proved.~~

~~B minutes of the passing of a resolution without a meeting are signed:~~

~~in the case of resolutions passed by the Members or Directors — by a Director; and~~

~~In the case of resolutions passed by the National Council — by a National Councillor; —~~

~~within a reasonable time after the resolution is passed.~~

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

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

11.2 Accounts and other records of the Institute

~~11.2.1 The Institute must make and keep written financial records that in relation to the business of the Institute in accordance with the requirements of the Corporations Act.~~

~~A correctly record and explain its transactions and financial position and performance; and~~

~~B enable true and fair financial statements to be prepared and to be audited.~~

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

~~11.2.3 A Director has a right of access to the financial records at all reasonable times. 11.2.4~~

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

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

11.3 Members' access ~~of~~ to Institute records

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

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

- ~~(a) — 11.3.2 the Institute may authorise a Member Subject to the Corporations Act, a Member has the right to inspect other the following records of the Institute, including records referred to in sub-clause 11.2:~~

~~(i) the register of Members;~~

~~(ii) the minute books for general meetings of Members; and~~

~~(iii) resolutions of Members passed without a meeting.~~

- ~~(b) A Member (who is not a Director) may inspect any financial records or other documents of the Institute if the Member is authorised to do so by a resolution of the Directors.~~

11.4 Financial year

The Financial Year will begin on the first day of January and end on the 31st day of December, unless the Directors pass a resolution to change the financial year.

11.5 Audit

- ~~(a) 11.5.1 If required by law, the The Institute must appoint and remunerate an auditor.~~

- (b) ~~11.5.2~~ The ~~auditor (if any)~~ Auditor is entitled to attend any general meeting and to be heard by the Members on any part of the business of the meeting that concerns the ~~a~~Auditor in the capacity of ~~a~~Auditor.
- (c) ~~11.5.3~~ The Institute must give the ~~a~~Auditor any communications relating to the general meeting that a Member of the Institute is entitled to receive.

11.6 Common seal

The Institute does not have a common seal.

11.7 Executing documents

The Institute may execute a document by the signature of: ~~two Directors; or~~

- (a) two Directors;
- (b) ~~11.7.2~~ one Director and one Secretary; or

~~11.7.3 a delegate appointed in writing by the Directors for that purpose. A delegate for this purpose must at all times observe the terms and conditions of that appointment.~~

- (c) in any other way approved by the Directors and permitted by law.

11.8 Altering the Constitution

~~11.8.1~~ The Institute may only alter this Constitution by Special Resolution in accordance with the Corporations Act.

~~11.8.2 The Members must not pass a Special Resolution that amends this Constitution in a way that causes the Company to no longer be a charity.~~

11.9 Notices

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

11.10 Officers: indemnities and insurance

~~11.10.1 The Institute indemnifies every person that is or has been an Officer of the~~

~~Institute, or of a wholly-owned subsidiary, against any liability (including without limitation liability for legal costs) incurred as a result of their position as Officer (other than to the Institute or a related body corporate) to the full extent permitted by law.~~

- (a) ~~11.10.2 The Institute may pay, or agree to pay, a premium in respect of a contract insuring its Officers, to~~ To the extent permitted by law, and subject to the restrictions in the Corporations Act, the Institute indemnifies every person who is or has been an officer of the Institute against:

- (i) any liability (other than a liability for legal costs); or
- (ii) reasonable legal costs incurred in defending an action for a liability,

incurred by that person as an officer of the Institute or a subsidiary of the Institute.

- (b) The amount of any indemnity payable under clauses 11.10(a) will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Institute with a GST tax invoice for the GST Amount.

- (c) For the purposes of this clause, officer means:

- (i) a Director; or
- (ii) a Secretary.

11.11 Winding up

- (a) ~~Subject to clause 2.3, the~~ The Institute may be ~~wound up~~ or dissolved by a Special Resolution of Members.

11.12 Liability of Members

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

- (b) If the Institute is wound up:

- (i) each Member; and
- (ii) each person who has ceased to be a Member in the preceding year,

11.13 Contribution of Members on winding up

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

- (iii) ~~A~~ the payment of the payment of debts and liabilities of the Institute contracted ~~whilst the Member or past Member as the case may be was a Member, before the person~~ ceased to be a Member and payment of costs, charges and expenses of winding up; and
- (iv) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, but not exceeding the Guaranteed Amount.

c) Upon the winding up of the Institute, any surplus will not be paid to or distributed amongst Members or Directors, but will be transferred to another fund, authority or institution which, by its constitution, is:

(i) required to pursue similar purposes to those pursued by the Institute; and

(ii) prohibited from making any distribution to its members,

such fund, authority or institution to be determined by the Members by ordinary resolution at or before the winding up and, in default, by application to the Supreme Court in the State of incorporation for determination.

~~Bthe costs charges and expenses of winding up.~~

12 INTERPRETATION

12.1 Exclusion of replaceable rules

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

12.2 Definitions

In this Constitution:

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

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

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

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

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

~~“Auditor” may mean a reviewer, if permitted by the Corporations Act or ACNC Legislation~~means the Institute's auditor.

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

“Chapter” means the body of Members residing in a particular Territory.

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

~~“Chapter Councillor” means a member of the advisory body constituted pursuant to~~clause 10 in respect of a particular Chapter.

~~“Chapter President” means a National Councillor who is elected in accordance with Clause 10.4. In the case of the International Chapter, the office of the Chapter President will be referred to as the International Chapter Chair.~~

~~“Chapter” means the body of Members residing in a particular Territory. “charity at law” means charitable within the meaning of the Charities Act 2013 (Cth) and “charitable at law” has the same meaning.~~

"Code of Ethics" means the Institute's code of ethics or professional conduct, as amended from time to time.

"Corporations Act" means the *Corporations Act 2001*.

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

"Disqualifying Event" means an individual that:

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

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

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

~~**"Fellow"** means a Member recorded as a Fellow in the Register of Members.~~

"Financial Year" means the financial year set out in Clause ~~11.3~~11.4.

"First Session of National Council" means the first National Council meeting held in any calendar year.

"Graduate Member" means a Member recorded as a Graduate Member in the Register ~~of Members.~~

"Guaranteed Amount" means the amount ~~set out in Clause 11.12~~of \$15.00.

~~**"Honorary Fellow"** means a Member recorded as an Honorary Fellow in the Register of Members.~~

~~**"Honorary Member"** means a Member recorded as an Honorary Member in the Register of Members.~~

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

"Independent Director" means a Director appointed by the Board in accordance with ~~C~~lause ~~5.2~~5.4(a).

"Institute" means The Royal Australian Institute of Architects Limited.

"International Chapter" means a body of Members residing outside Australia. ~~**"ITAA 97"** means the Income Tax Assessment Act 1997 (Cth).~~

~~**"Member Level 2"** means a Member recorded as a Member Level 2 in the Register of Members.~~

"Majority" means a number that is greater than half of the total.

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

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

“Member Behaviour Policy” means the member behaviour policy of the Institute, as amended from time to time.

“Membership ~~e~~Class” means a class of Membership described in ~~Schedule 2~~ the Regulations.

“Membership Fee Date” means the date ~~specified in a Regulation that is the final date for a Member to pay the Annual Membership Fee in any year, that is 30 days after the annual membership fee or last instalment of the annual membership fee (as applicable) becomes due in any year.~~

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

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

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

“National Councillor Director” has the meaning given to it in clause 5.2(a)(v).

“National Council Transitional Period” means the period from the date of adoption of this Constitution until the Annual Session of National Council in 2022.

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

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

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

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

“Non-Voting Members” means ~~Honorary Fellows, Honorary Members, Graduate Members, Student Members, Practice Members and Member Level 2 in any Membership class.~~ the members that are not entitled to vote in accordance with the Regulations. “Office” means the registered office for the time being of the Institute.

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

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

“People and Culture Policies” means the people and culture policies of the Institute with respect to equality, inclusion and diversity, included in the Regulations, as amended from time to time.

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

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

“Practice Membership Fee Date” has the meaning given to it in clause 3.4(e).

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

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

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

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

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

“Regulations” means the regulations of the Institute made in accordance with this Constitution, including but not limited to the Code of Ethics and People and Culture Policies such as the Member Behaviour Policy, as amended from time to time.

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

“Special Resolution” means a resolution:

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

(b) in respect of the Board, passed at a board meeting that has been passed by at least 75% of the votes cast by Directors present at the meeting and entitled to vote on the resolution.

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

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

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

“Territory” means:

(a) ~~A~~ each State and Territory of the Commonwealth of Australia; and

(b) ~~B~~ the area outside of the Commonwealth of Australia;

together with any consequential amendments to those Territories and any new Territory formed by declaration of the National Council (in accordance with Clause 10.12).

“Voting Members” means ~~Member Level 1, Affiliates, Fellows and Life Fellows, but excludes Member Level 2 in any Membership class.~~ the members entitled to vote in accordance with the Regulations.

~~“Year” means calendar year.~~

12.3 Interpretation

(a) In this Constitution:

(i) a reference to year, as it relates to the term of any Director or National Councillor, means the period between Annual General Meetings or First Sessions of the National Council (as applicable);

(ii) If if an expression in the Constitution has a meaning in the Corporations Act, the meaning from the Corporations Act will apply to the expression – except where a contrary intention appears in this Constitution.;

(iii) Words words importing any one gender are deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.;

(iv) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.;

(v) another grammatical form of a defined word or expression has a corresponding meaning;

(vi) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;

(vii) a reference to A\$, \$A, dollar or \$ is to Australian currency; and

(viii) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

(b) Headings are for ease of reference only and do not affect interpretation.

Schedule 1 – Transitional Arrangements

1. Board

1.1 As at the date of adoption of this Constitution, the Board composition is as follows:

- (a) the National President;
- (b) the Immediate Past President;
- (c) the National President Elect;
- (d) three Independent Directors;and
- (e) two National Councillor Directors.

1.2 At the conclusion of the Annual General Meeting in 2020:

- (a) two National Councillor Directors shall take office on the following terms:
 - (i) one National Councillor Director shall have a two year term;
 - (ii) one National Councillor Director shall have a three year term; and
- (b) three Independent Directors shall take office on the following terms:
 - (i) one Independent Director shall have a one year term;
 - (ii) one Independent Director shall have a two year term; and
 - (iii) one Independent Director shall have a three year term.

1.3 The terms of all National Councillor Directors and Independent Directors who take office at any time other than at the conclusion of the Annual General Meeting in 2020 shall be governed by clauses 5.5 and 5.6 of the Constitution.

1.4 Any Director appointed as part of the transitional arrangements in clause 1 of this Schedule 1 is allowed to serve in office for more than two terms provided that the aggregate length of any such terms does not exceed the maximum tenure under clause 5.5 of the Constitution.

1.5 Any length of service of a Director on the Board prior to the Annual General Meeting in 2020 will be taken into account for the purposes of clause 5.5 of the Constitution, except where that Director has served less than a year.

1.6 For the purpose of clause 1 of this Schedule 1:

- (a) the National Council will determine (in its sole discretion) which National Councillor Directors will serve which particular length of term under clause 1.2(a) of this Schedule 1; and
- (b) the Board, in consultation with the National Council, will determine which Independent Directors will serve which particular length of term under clause 1.2(b) of this Schedule 1.

2. National Council

2.1 As at the date of adoption of this Constitution, the National Council composition is as follows:

- (a) the National President;
- (b) the Immediate Past President;
- (c) each of the Chapter Presidents;

- (d) four Nationally-Elected Councillors;
- (e) a Student Representative Councillor; and
- (f) an Emerging Professional Representative Councillor,

of which one such Chapter President or Nationally-Elected Councillor must also be the National President Elect.

2.2 During the Annual Session of National Council in 2020, four Nationally-Elected Councillors (being the two positions held by the Nationally-Elected Councillors whose terms expire at the First Session of National Council in 2021 and two new Nationally-Elected Councillor positions) shall be elected on the following terms:

- (a) two Nationally-Elected Councillors shall have a two year term; and
- (b) two Nationally-Elected Councillors shall have a three year term,

such terms beginning on the First Session of National Council in 2021.

2.3 The terms of all Nationally-Elected Councillors who take office at any time other than at the First Session of National Council in 2021 shall be governed by clauses 8.7 and 8.8 of the Constitution.

2.4 Any Nationally-Elected Councillor elected as part of the transitional arrangements in clause 2 of this Schedule 1 is allowed to serve in office for more than two terms provided that the aggregate length of any such terms does not exceed the maximum tenure under clause 8.7 of the Constitution.

2.5 Any length of service of a Nationally-Elected Councillor on the National Council prior to the First Session of National Council in 2021 will be taken into account for the purposes of clause 8.7 of the Constitution, except where that Nationally-Elected Councillor has served less than a year.

2.6 For the purpose of clause 2 of this Schedule 1, the National Council will determine (in its sole discretion) which Nationally-Elected Councillors will serve which particular length of term under clause 2.2 of this Schedule 1.

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