



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 12 May 2021

Time: 1:30pm (ACST)

Venue: L2, 15 Leigh Street

Adelaide, South Australia 5000

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Notice of Meeting

The 92nd Annual General Meeting of Members of
The Royal Australian Institute of Architects Limited (ACN 000 023 012)
will be held on Wednesday 12 May 2021 at the South Australian Chapter office,
Level 2, 15 Leigh St, Adelaide at 1:30pm ACST.

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 22 July 2020.

The Minutes of the 2020 AGM are included in this notice and commence on page 4.

3. The 2020 Year

3.a Year in Review

3.b Financial Report

To consider the:

- Institute's Financial Report and Directors' Report; and
- Independent Auditor's Report,

for the year ended 31 December 2020.

The Institute's Annual Report which includes the Financial Report and the Auditor's Report can be accessed on the Institute website here:

<https://www.architecture.com.au/about/annual-report>

4. Other Business

To introduce the new National President of the Institute, Mr Antonio Giannone, who was elected by National Council as President Elect for 2020-21 and takes office as President from the conclusion of the 2021 AGM.

To announce the members of the Institute's Board of Directors for 2021-22.

By order of the Board

Date 15 April 2021

Signed



Name Barry Whitmore
Company Secretary

Explanatory notes

Note: These Explanatory Notes should be read together with the Notice of Meeting.

1. Minutes of previous AGM
 - 1.1 The Minutes of the 2020 Annual General Meeting are included in this notice and commence on page 4
 2. Financial Report, Directors' Report and Auditor's Report
 - 2.1 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.
 - 2.2 There is no requirement for Members to approve these reports.
 - 2.3 At the AGM, Members will be given a reasonable opportunity to ask questions and make comments on the financial statements and the reports.
 3. Remuneration of Directors
 - 3.1 Under the Institute's 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.
 - 3.2 The National Council has previously resolved that only the Independent Directors will be paid fees for their time and contributions as Directors.
 - 3.3 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.
 - 3.4 At the 2018 AGM, the Members approved a maximum amount of \$80,000 for the remuneration of the Institute's Directors.
 - 3.5 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 2021 AGM.
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MINUTES OF MEETING

Minutes of the 91st Annual General Meeting of Members of

The Royal Australian Institute of Architects Limited

Held virtually
at 10.00am on 22 July 2020

1. Welcome and Administration

Chairperson Prof Helen Lochhead LFRAIA welcomed members to the 91st Annual General Meeting of the Royal Australian Institute of Architects, being held virtually as a consequence of current government directives restricting travel and gatherings due to the continuing COVID-19 pandemic. Link Market Services hosted and provided the technology, online guidance and monitored the virtual proceedings as is permitted under the Institute's Constitution.

The Company Secretary advised that a quorum was present, based on the Voting Members considered present via technology and Chairperson Lochhead formally declared the meeting open.

The Chairperson provided details of the virtual AGM proceedings including how members would be able to ask questions, who were eligible members to vote and how to lodge their votes electronically at the appropriate agenda item.

Voting members present :

Shannon Battisson	Oliver Duff	Elliot Lind
Melonie Bayl-Smith	Antonio Giannone	Helen Lochhead
Melanie Binks	Tom Goodchild	Kathlyn Loseby
Andrew Broffman	Alice Hampson	Claudia McCarthy
Angelo Candalepas	Justin Hill	John McLean
Jocelyn Chiew	David Hillam	Kate Moore
Sophie Cleland	Peter Hirst	Gaetano Palmese
Sheila Conejos	Peter Hobbs	Caroline Pidcock
Samantha Cotterell	Kylie-JoAnn Hughes	Wesley Spencer
Clare Cousins	Kim Irons	Aida Stopa
Beata Davey	Richard Kirk	Belinda Strickland
Tania Davidge	Michael Lavery	Jessica Wood

Directors Present (Other than Voting members):

Genevieve Overell AM	Julian Crawford
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Formal Apologies received:

None

Proxies

In total, nine valid proxy voting forms were received by 10am AEST on 21 July 2020 and would be counted towards Item 4 of the agenda – a vote on the proposed Constitution.

2. Considering AGM 2019 Minutes

The Meeting received and noted the Minutes of the 2019 Annual General Meeting held on 14 May 2019.

No questions raised, or discussion had.

3. The 2019 Year

3a The year in review

The Chairperson reflected on the Institute's achievements and challenges for 2019 and the beginning of 2020.

- The Institute took actions and responded quickly to and provided support to members on big issues:
 - Climate Change
 - Bushfire response
 - Building Regulation Reform and
 - Economic recovery from COVID-19.
- Sustainability/Climate Action initiatives including:
 - Endorsement of the Architects Declare pledge, with over 900 architectural firms committed to taking action;
 - The Institute's establishment of the Climate and Sustainability Taskforce (CAST);
 - Audit of Institute operations, development of new tools and member CPD;
 - Institute Commitment – Carbon Zero in 2020;
 - National and International Roundtables with other built environment peak bodies and government to progress climate action.
- Climate crisis – Bushfire response including:
 - Architects Assist online platform established to provide advice and pro bono support for the most vulnerable with over 3,000 architectural practices registered to assist.
 - Online resources made available free to the public as well as the free Building Back Symposium.
- Advocacy and leadership including industry and policy reform with major submissions within all States and Territories on:
 - Building Quality and Building Regulations;
 - Cladding safety;
 - Contract conditions;
 - Best practice procurement;
 - Climate action.
- Submissions to Parliamentary inquiries and Royal Commissions including:
 - Anzac Hall protection;
 - Royal Commission into National Natural Disaster arrangements;
 - Parliamentary inquiry into Regional Australia 2020;
 - Economic Stimulus.
- First Nations engagement including:
 - Establishment of First Nations Advisory Working Group including looking to development of the Institute's Reconciliation Action Plan.
 - 2021 Venice Biennale – Australian exhibition will profile cross-cultural practice across Australia.

- Engagement and advocacy opportunities including:
 - 2020 Awards program greatly affected by the restrictions however, a record number of 21,000 attended events virtually and over 30,000 viewed online;
 - EmAGN Podcast series;
 - Successful 2019 National Conference '*Collective Agency*' – held in Melbourne curators Monique Woodward and Stephen Choy;
 - New CPD and acceleration of online offerings – expanded offerings and move to increased online delivery, with over 75 online courses available;
 - Effective 'Lean In' member engagement program – 33 lunchtime webinars with over 12,000 members participation to date.

- Changing the way the Institute does Business including:
 - Extensive governance review with consultation resulting in proposed changes to the Constitution;
 - New CRM and IT platforms – new online client/architect agreements;
 - New Committee structure to deliver more focus on policy & advocacy outcomes;
 - New IT platform for member engagement.

- Strong Membership growth throughout 2019/20 within all membership categories.

- Celebrating Design Excellence including:
 - Awards and Prizes delivered online in 2020 with over 21,000 participants;
 - Gold Medal recipients Hank Koning and Julie Eizenberg for 2019 and John Wardle for 2020.

- Leadership, Culture & Communication including:
 - Brand refresh including a new Website and increased exposure within Social Media platforms;
 - Values-based culture affirmed and communicated;
 - Commitment to keep informed members, stakeholders and the public of industry and Institute news.

- COVID-19 Responses including:
 - 33 weekly 'Lean ins' with over 12,000 members engaged to date;
 - Membership Fee relief ;
 - Advocacy on economic stimulus – 'Buy local' campaign;
 - Online Awards – over 30,000 views;
 - New COVID relevant resources;
 - Roundtables with Minister for Industry and National COVID-19 Co-ordination Commission;
 - Operational costs reduction including a temporary 10% reduction of senior staff salaries.
 - Ongoing commitment to work with other industry bodies in the Built environment.

No questions or discussion.

3b Receiving and considering the 2019 Financial Statements and Directors' Report.

The Meeting received and noted the Institute's Financial Statements and Directors' Report for the year ended 31 December 2019.

No questions or discussion.

3c: Receiving and considering the Auditor's Report

The Meeting received and noted the Independent Auditor's report on the Institute's Financial Statements for the year ended 31 December 2019.

No questions or discussion

4. Special Resolution: New Constitution

The Meeting considered and voted on the special resolution: Proposed Constitution, consistent with clause 11.8.1 of the Constitution.

Chairperson Lochhead provided details of the Board and National Council's recommendation that Members replace the Institute's current Constitution with the proposed Constitution as was set out in Attachment A to the notice of Meeting.

Chairperson invited Genevieve Overell AM and Richard Kirk of the Board's Constitution Working Group to make introductory remarks to this Special Resolution. Both provided details of the governance reform process undertaken and the importance and benefits of a contemporary Constitution.

Chairperson advised that the nine proxies received voted in favour of the special resolution with no votes against.

Chairperson invited questions or comments about the special resolution before voting.

Questions were raised and were answered by both the Chairperson and Richard Kirk referring to changes that were set out in Attachment C to the notice of Meeting.

Chairperson invited eligible members to cast their vote within the timeframe permitted via the technology. The counting of all proxy and 'live' votes was conducted by Link Market Services and confirmed with the Company Secretary.

Poll Vote Result:

The Chairperson formally advised the result of the poll taken on the Special Resolution to replace the current Constitution of the Institute:

Votes **FOR** the Resolution were 96.88% with
Votes **AGAINST** the Resolution 3.12%

which achieved the 75% majority needed for this Resolution to pass.

Chairperson declared the Special Resolution carried and thanked Members who submitted their vote.

5. Other Business

5a Announcement of the Office Bearers of the Institute

The Chairperson announced the members of the Institute's Board of Directors for the 2020-2021 year.

Directors elected by National Council and who will take office in their respective roles from the conclusion of this AGM are:

- The President for 2020 – 2021 is Alice Hampson FRAIA, previously elected as President Elect by National Council in May 2019.
- Mr Antonio Giannone FRAIA, who was elected as President-Elect.
- Prof Helen Lochhead LFRAIA becomes the Immediate-Past President and Ms Clare Cousins LFRAIA steps down as Immediate-Past President.
- Elected as National Council elected Directors – Ms Kathlyn Loseby FRAIA and Mr Andrew Broffman FRAIA.

Independent Directors, appointed by the Board in consultation with National Council, are:

- Dr Wesley McClendon, replacing Mr Andrew Broffman FRAIA who continues on the Board now as a National Council elected Director; and
- Ms Genevieve Overell AM and Mr Julian Crawford, whose appointments are continuing.

The Chairperson also thanked outgoing Directors – Ms Clare Cousins LFRAIA, Vanessa Bird FRAIA and Peter Hobbs FRAIA.

5b Final Questions or Comments

No notice of any other item of business had been given or received.

No other questions or discussion.

5c Formalities and Handover of Presidents

There being no further business, the Chairperson introduced and presented the Chains of Office virtually to incoming National President Ms Alice Hampson FRAIA who takes office from the conclusion of this AGM. Prof Lochhead spoke about her tenure as President and thanked the Institute members, management and staff.

Incoming National President Ms Alice Hampson accepted the Chains of Office virtually and spoke to her presidential year ahead as well as thanking her fellow Board Directors and Prof Lochhead on her term as National President and leading the Institute through an exceptional year.

Chairperson declared the meeting closed at 10.50am and thanked all who were in attendance at the 2020 AGM.

Signed by the Chairperson of the Meeting as a true record of the meeting,



Prof Helen Lochhead LFRAIA – National President and AGM Chairperson

Date: 30 July 2020

Voting and Proxies

Ways to vote

Voting Members (**LFRAIA, FRAIA, Member Level 1** and **Affiliate Level 1**) will be able to cast their vote on motions either:

- *In person* at the meeting; or
- Via an appointed *proxy*, by completing and submitting the attached *proxy form*.

As indicated in the matters listed as Business of the Meeting, there are no substantive motions that Members are being asked to consider at this year's AGM, however procedural motions, if proposed, may need to be voted on.

Voting by Proxy

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

Instructions on how to vote by Proxy

To vote by proxy, please complete and sign the attached proxy form and return it to the Institute as soon as possible.

For the appointment of your proxy to be effective:

- ✓ Your nominated proxy must be a current Voting Member of the Institute;
- ✓ Your nominated proxy must sign the form; and
- ✓ You must send the signed proxy form to the Company Secretary of the Institute **by no later than:**

1:30pm ACST on 10 May 2021

2:00pm AEST on 10 May 2021

12:00pm AWST on 10 May 2021.

Proxies must be sent to the Company Secretary by one the following methods:

By mail: The Company Secretary
The Royal Australian Institute of Architects Limited
Level 1, 41 Exhibition Street, Melbourne Vic 3000

By fax: (03) 8620 3864. Attention to the Company Secretary.

By email: to the Company Secretary, at agm@architecture.com.au

Further Information

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

Appointment of Proxy form for Annual General Meeting

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 the membership number: _____

or, if that person cannot or does not attend or vote, then the chairperson of the Meeting to act as my proxy at the Annual General Meeting of the Institute to be held at L2, 15 Leigh Street, Adelaide SA 1.30pm ACST on 12 May 2021 and at any adjournment of that meeting.

[Note: this proxy must be received by the Institute no later than 48 hours prior to the AGM time. Please refer to the previous page for details on how to submit this Proxy form.]

Signature of Member _____

Date: _____ 2021

SECTION B

I direct my proxy to vote as follows (**not applicable for this AGM as there are no substantive motions to be voted on*):
