



Australian
Institute of
Architects

Notice of Annual General Meeting and explanatory notes

The 93rd Annual General Meeting of Members
of

The Royal Australian Institute of Architects Limited
ACN 000 023 012

will be held on:

Date: Thursday 19 May 2022
Time: 2:00pm (AEST)
Venue: 2a Mugga Way, Red Hill,
Australian Capital Territory, 2603

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Notice of Meeting

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will be held on:

Date: Thursday 19 May 2022
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Venue: 2a Mugga Way, Red Hill, Australian Capital Territory, 2603

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 12 May 2021. The Minutes of the 2021 AGM are included in this notice and commence on page 5.

3. The 2021 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 2021.

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

4.a Thanking those Directors who will conclude their respective terms on the Institute's Board at the conclusion of the 2022 AGM:

- Alice Hampson LFRAIA
- Andrew Broffman FRAIA
- Genevieve Overell AM

4.b To introduce the new National President of the Institute, Shannon Battisson FRAIA, who takes office at the conclusion of the 2022 AGM.

4.c To announce the members of the Institute's Board of Directors for 2022- 23.

By order of the Board on 26 April 2022,

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
 - (a) The Minutes of the 2021 Annual General Meeting are included in this notice and commence on page 5.

 2. Financial Report, Directors' Report and Auditor's Report
 - (a) 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.
 - (b) There is no requirement for Members to approve these reports.
 - (c) 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
 - (a) 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.
 - (b) The National Council has previously resolved that only the Independent Directors will be paid fees for their time and contributions as Directors.
 - (c) 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.
 - (d) At the 2018 AGM, the Members approved a maximum amount of \$80,000 for the remuneration of the Institute's Directors.
 - (e) 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 2022 AGM.
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MINUTES OF MEETING

Minutes of the 92nd Annual General Meeting of Members of

The Royal Australian Institute of Architects Limited

**Held in person at the SA Chapter Office
Level 2, 15 Leigh Street Adelaide SA
Commencing at 12.30pm ASCT on 12 May 2021**

1. Welcome and Administration

Chairperson Alice Hampson FRAIA welcomed members to the 92nd Annual General Meeting of the Royal Australian Institute of Architects, being held in person at the SA Chapter Offices, Level 2, 15 Leigh Street Adelaide SA. Chairperson Hampson also introduced the Institute Board Directors, incoming President Elect and Management to the meeting.

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

Voting members present :

| | | |
|---------------------|------------------|-------------------|
| Shannon Battisson | Simon Frost | Helen Lochhead |
| Simon Best | Antonio Giannone | Gerald Matthews |
| Andrew Broffman | Wayne Grivell | Michael Queale |
| Robert Cheesman | Alice Hampson | Gabrielle Seymour |
| Kirstie Coultas | Adam Hannon | Chris Watkins |
| Anthony Coupe | Michael Hegarty | |
| Nicolette Di Lernia | Peter Hobbs | |

Directors Present (Other than Voting members):

| | |
|----------------------|-----------------|
| Genevieve Overell AM | Julian Crawford |
| Dr Wesley McClendon | |

Formal Apologies received:

One formal apology was received from Lolita Mohyla.

Proxies

No proxy voting forms were received.

2. Considering AGM 2020 Minutes

The Meeting received and noted the Minutes of the 2020 Annual General Meeting held on 22 July 2020.

No questions raised, or discussion had.

3. The 2020 Year

3a The year in review

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

"The best architecture is born of collaboration and connection, be that between architects, with other built environment professionals, or with the clients and communities commissioning our work.

This same force of interdependence characterised our response to 2020 and the many difficulties it sent forth. COVID became the mother of invention for the Institute and the collective of our members.

- **In Advocacy**, the Institute lodged an impressive number of submissions to Australian governments at all levels, to influence better policy outcomes utilising the evidence and expertise of our membership. We testified before committees of parliament and a Royal Commission. We made the case for economic stimulus measures that serve a triple bottom-line purpose. We held decision-makers to account and argued for better procurement processes to maximise the investment of public funds and ensure local talent is tapped first.
- **Digital Transformation**
The exceptional effort by staff, jurors, entrants and their clients pivoted our entire Awards programme during COVID to a virtual platform. As a result, we created a vast reach to showcase our members' outstanding achievements. With the National Council's imprimatur all Chapters will now have their own medallion or medal for the best of the awards entries to foster greater public recognition.
- **CPD**
Digital transformation delivered our online CPD program, ensuring that members could continue to meet the ongoing professional development requirements. Lean In series was a major feature of our response, as the pandemic pushed us further apart, we launched the Lean In series to bring us back together, an event series that was not only logistically robust but also one that has attracted – and continues to attract – an inspiring range of speakers.
- The launch of Community, our new member-only online networking platform, was the crown jewel in the Institute's Web-enabled journey. It is a tremendous resource that has been embraced by members and a tool whose value will continue to grow over time.
- Deeper member connections, like our COVID-19 member survey, became the evidence base for government at all levels for the policies we argued were needed in response to this unprecedented health and economic crisis. The strength of member engagement ensured the results of this work were compelling and helped incite some of the welcome policy responses by government announced over the course of the past 12 months.
- **Going Carbon Neutral**
We will continue to advocate strongly for net zero emissions in the built environment by 2030 while also walking the talk with our new Going Carbon Neutral campaign. Not only are we alerting government and the public that this target is achievable, we are demonstrating to them and creating an unstoppable momentum towards a better future for our planet.

- **First Nations Advisory Working Group and Cultural Reference Panel**

Our determination to do better is evident in the 2020 progress we made towards the inclusive involvement of First Nations peoples in both architectural education and the Institute's services, programs, activities and governance. The vote at the last Annual General Meeting to include a Statement of Recognition, in our Constitution has been developed by our First Nations Advisory Working Group and Cultural Reference Panel – and was a critical step forward on this path.

This is an impressive array of achievements, especially considering the difficult circumstances and comparatively short timeframes in which they were developed and delivered. They are testament to our Institute's deep commitment to our members, to giving members the tools to support their success and enhance the practice of architecture. They are about magnifying the inherent capacity of architects to shape positively the world around us and create a better future."

No questions or discussion.

3b Receiving and considering the 2020 Financial Statements and Directors' Report.

The Meeting received and noted the Institute's Financial Statements and Directors' Report for the year ended 31 December 2020.

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 2020.

No questions or discussion.

4. Other Business

4a Announcement of the Office Bearers of the Institute

The Chairperson announced the members of the Institute's Board of Directors for the 2021-2022 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 2021 – 2022 is Antonio Giannone FRAIA, previously elected as President Elect by National Council in July 2020.
- Ms Shannon Battison RAIA, who was elected as President-Elect.
- Ms Alice Hampson FRAIA becomes the Immediate Past President and Prof Helen Lochhead LFRAIA steps down as Immediate Past President.
- Mr Andrew Broffman FRAIA continues his term as a National Council Director.
- The new National Council Director as result of the recent Board Casual Vacancy is Mr Peter Hobbs FRAIA.

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

- Ms Genevieve Overell AM, Mr Julian Crawford and Dr Wesley McClendon.

4b Final Questions or Comments

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

No other questions or discussion.

4c Formalities and Handover of Presidents

There being no further business, the Chairperson introduced both the incoming National President Mr Antonio Giannone FRAIA who takes office from the conclusion of this AGM and outgoing Board Chairperson and Director Prof Helen Lochhead LFRAIA.

Prof Lochhead spoke about her tenure as National President and Board Chairperson and thanked the Institute members, management and staff.

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

Chairperson declared the meeting closed at am and thanked all who were in attendance at the 2021 AGM.

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

Alice Hampson LFRAIA – National President and AGM Chairperson

Date:

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
- ✓ Please send the signed proxy form to the Company Secretary of the Institute which must be received **by no later than:**

2:00pm AEST on 17 May 2022

1:30pm ACST on 17 May 2022

12:00pm AWST on 17 May 2022

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

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)

with the Institute 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 2a Mugga Way, Red Hill, Australian Capital Territory on 19 May 2022 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: _____ 2022

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*):
