



## Notice of Annual General Meeting and explanatory notes

The 94<sup>th</sup> Annual General Meeting of Members  
of

The Royal Australian Institute of Architects Limited  
ACN 000 023 012

will be held on:

**Date:** Wednesday 31 May 2023

**Time:** 2:00pm (AEST)

**Venue:** 1/19a Hunter Street, Hobart Tasmania 7000

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# Notice of Meeting

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of  
The Royal Australian Institute of Architects Limited (ACN 000 023 012)  
will be held on:

Date: Wednesday 31 May 2023  
Time: 2:00pm (AEST)  
Venue: 1/19a Hunter Street, Hobart Tasmania 7000

## Business of the Meeting

### 1. Welcome and Administration

### 2. Minutes of 2022 Annual General Meeting

To receive the Minutes of the Annual General Meeting held on 19 May 2022. The Minutes of the 2022 AGM are included in this notice and commence on page 5.

### 3. The 2022 Year

#### 3.a Year in Review

To receive and consider the report from the National President for the 2022 year.

#### 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 2022.

The Institute's Annual Report, which includes the Financial Report, Directors' 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 To thank those Directors who will conclude their respective terms on the Institute's Board at the conclusion of the 2023 AGM:

- Antonio Giannone LFRAIA
- Peter Hobbs LFRAIA

#### 4.b To introduce the new National President of the Institute, Stuart Tanner FRAIA, who takes office at the conclusion of the 2023 AGM.

#### 4.c To announce the members of the Institute's Board of Directors for 2023-24.

By order of the Board on 8 May 2023,

Signed



Name

Barry Whitmore  
Company Secretary

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## 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 2022 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.
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## MINUTES OF MEETING

### Minutes of the 93rd Annual General Meeting of Members of The Royal Australian Institute of Architects Limited

Held in person at the ACT Chapter offices  
2a Mugga Way, Red Hill ACT 2603  
Commencing at 2.00 pm AEST on 19 May 2022

#### 1. Welcome and Administration

Chairperson Antonio Giannone LFRAIA welcomed members to the 93<sup>rd</sup> Annual General Meeting of the Royal Australian Institute of Architects, being held in person at the ACT Chapter Offices, 2a Mugga Way Red Hill ACT. Chairperson Giannone offered an Acknowledgment of Country. He 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 Giannone formally declared the meeting open.

#### Voting members present :

Shannon Battisson	John Guida	Dean McPherson
Andrew Broffman	Alice Hampson	Kevin Miller
Christopher Clode	Casey Henderson	Agnes Sara
Sander de Vries	Peter Hobbs	John Ting
Melinda Dodson	Scott Hodgson	Stephanie Williamson
James Gaughwin	Bill Krotiris	
Antonio Giannone	Brendan McGregor	

#### Directors Present (Other than Voting members):

Genevieve Overell AM	Julian Crawford
Dr Wesley McClendon	

#### Formal Apologies received:

No formal apologies were received.

#### Proxies

No proxy voting forms were received.

#### 2. Considering AGM 2021 Minutes

*The Meeting received and noted the Minutes of the 2021 Annual General Meeting held on 12 May 2021.*

No questions raised, or discussion had.

### **3. The 2021 Year**

#### **3a The year in review**

The Chairperson reflected on some of his and the Institute's achievements and challenges for 2021.

"It has been an interesting journey, not the usual travel and social networking participation but I have really become close to my screen and zoom.

It has been an honour and privilege to serve and lead this Institute. The power of tradition I believe still holds and gives us a reference point for stability.

The Institute journey has been an interesting and at times accidental path for me.

After 4 years on SA Chapter Council and then as State President in 2019, having landed in this role two years ago and with the Immediate Past Presidency in front of me that will take me to 2023 ...so an 8 -9 year journey.

Two years ago, Covid hit, and we were all scrambling. Trying to calm the waters and look forward, aside from running our own practices it became a bigger picture in regard to connecting, supporting and stabilising the membership.

We set up the Lean Ins to get members to talk to each other and I vividly recall the first session that I chaired it was incredible to see that we had the larger practices talking to the smaller ones and all of a sudden.... we started talking to each other again and I'm glad to see this has continued through our community forum.

I would also like to thank our members for sticking with us as a valued resource and believing in the core values of what we represent.

As you can see in our AGM Report, Membership has been retained, membership fees are down, comms are up, and we have contributed to the conversation of life balance in working from home and office that has made us reassess how we do things and reflect on what is valued in our lifestyles.

As most of you know I am not big on roll calls and protocol, but I have been asked to take the opportunity to reflect a little in regard to where we have been this year.

When I set myself a general agenda for the year it was framed around the following narrative, in that perhaps it is about being an architect in society and not about architecture in society.

It was preluded by, maybe for a year we can forgo the perception of being a patron to exclusivity in design, and perhaps we can be a patron for social shelter, our environment, generational and cultural storytelling and to foster our next generation.

Looking back over 2021 /2022

I am proud of our MOU with Housing All Australians in regard to members contributing our professional expertise towards social and affordable housing. We need to now expedite and program our commitment to this cause.

In real-time at the moment, in many regards the Institute's Federal Election Campaign, A Time for Action, perhaps best summarises and gives CLARITY to what we stand for and how far we have come over the last few years with six key policy statements being released over the last month.

- climate change
- social and affordable housing
- national design leadership
- building confidence in the Australian design and construction industry
- integrity in government decision making

Thanks Leanne and Paul and all the committees and taskforces that contributed to this initiative for making me look good.

We often overlook the work of our International Chapter and the work in their space has seen us deliver a presence at the Dubai Expo with representation at an Australia Day function with Austrade highlighting the Venice Biennale work of Tristan and Jefa, along with a presentation by Sarah with a First Nations focus.

The work of Richard Kirk and his team in the UIA needs recognition and as I found we are so well respected on that stage. It also significantly gives us a lens on the reality of social issues worldwide that we are protected from here in Australia.

The EmAGN Living Village competition with the SA Government was well received and gave an avenue for the emerging to enter a competition in their own right.

Looking back though perhaps the verification of my agenda for the year was best summed up at the Symposium which in a strange way brought the year together for me and demonstrated the power of conversation.

Against a backdrop of noise (in the minority I may add) in regard to who would want to listen to tired old men speak amongst other perceived inequity representation issues, the voices of Leanne and Nicole representing SONA at the Symposium in regard to the issues of mental health and well-being amongst students and our emerging made me inwardly smile when they began expressing the value and importance of learning from the elder statesman of the profession, based on the learnings of Doshi, Siza, Murcutt and Grafton asking for us to slow the design process down a bit.

I caught these two future leaders of our profession outside the hotel late at night before their presentation rewriting their talk based on the value of what they had heard from our Pritzker Prize Laureates and Gold Medallists the previous day.

It was one of those JOB DONE moments, and in essence, this is what we do in many respects, we story tell, pass down knowledge and support the emerging.

Over the last few weeks, people have asked, What has it been like as President? It can be a little lonely in that chair some days trying to keep everybody happy, but it is a privilege and honour and this symbolic gesture by Utzon which I'm about to hand over is a great point of reflection when you doubt yourself.



The world has changed in regard to the visibility of what we do, the constant checkpoints in regard to what we do, what we say, and how we express ourselves, I think have left us all a bit sanitized and weary.

Aside from the non-negotiable balances of equity in all forms of life, I also think that we need to stop and have a long hard think about ourselves and ask what we can do to contribute as part of any organization or more importantly to society rather than be critical of others in regard to what you believe they are not doing.

I, and Alice before me, have missed out on all the perks and protocols that go with this role, but I am also a strong believer that you land in a role at a time, in a moment that calls in your purpose. Sometimes it's not about visibility, it's about all the things that get done behind the scenes that give the most satisfaction.

In many respects, the year has been about resetting the conversation and how we do things after our extended Covid pause.

I think we have done that in small stages in rebuilding the conversation albeit in different formats and I am delighted to see (hopefully) that our participation in the Venice Biennale 2023 will see us return to the international stage.

Nothing in this is doable without the support and love from family, friends, peers and the understanding of your business partners and for this, I will forever be grateful to Fran and Gary for allowing me the opportunity.

The support from Bev and our daughters has been nothing short of incredible in supporting this role, love is a word that is often scorned at these official meetings, but the unconditional love from family is what gets us through, the love of architecture comes secondary.

A big thank you to Genevieve for her support and mentorship, you are never too old to learn, to Shannon for unrivalled support, Barry, Fiona, Mike, Michael, and Leanne for their unwavering support through some turbulence over this last year.

I'm greatly indebted to all of you and all the people at the Institute for your unwavering support, and as a Board, I think we have made great measured progress from where we started in contemporising the Institute, we are in good hands and I think the most exciting things are to come with initiatives that are in place.

Leadership in a member organisation is about responsibility and advocacy on behalf of our members. It is not about self-promotion, once you wear that halo it becomes about you rather than whom we represent, and in that regard perhaps with some enforced low visibility from the C word era, but with a service to members mantra, I have done this job to the best of my ability and within myself, I have not left much behind.

And in the words of Siza, Doshi, and Murcutt from the Symposium this year, it's time to slow things down a little.....

I hope that in the trust given to me over this term I have made a small contribution to this 90 year old Institute."

No questions or discussion.

### **3b Receiving and considering the 2021 Financial Statements and Directors' Report.**

*The Meeting received and noted the Institute's Financial Statements and Directors' Report for the year ended 31 December 2021.*

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 2021.*

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 2022-2023 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 2022 – 2023 is Ms Shannon Battisson FRAIA, previously elected as President Elect by National Council in May 2021.
- Mr Bill Krotiris FRAIA who was elected as President-Elect.
- Mr Antonio Giannone LFRAIA becomes the Immediate Past President and Ms Alice Hampson LFRAIA steps down as Immediate Past President.
- Mr Peter Hobbs FRAIA continues his term as a National Council Director.
- There is a casual vacancy in the second National Council Director position which will be filled in the coming weeks.

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

- Mr Julian Crawford and Dr Wesley McClendon.

Independent Directors stepping down:

- Ms Genevieve Overell AM

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

- Ms Shirley Chowdhary

The Chairperson provided the opportunity for outgoing Board Chairperson and Independent Director Ms Genevieve Overell AM, outgoing Immediate Past President and Director Ms Alice Hampson LFRAIA, and outgoing National Council Director Mr Andrew Broffman FRAIA to reflect on their tenures representing the Institute.

### **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 the incoming National President Ms Shannon Battisson FRAIA who takes office from the conclusion of this AGM.

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

Chairperson declared the meeting closed at 2.48 pm and thanked all who were in attendance at the 2022 AGM.

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

A handwritten signature in dark ink, consisting of a large, stylized 'A' followed by a long, sweeping horizontal stroke that ends in a small dot.

Antonio Giannone LFRAIA – National President and AGM Chairperson

Date: 26 May 2022

# Voting and Proxies

## Ways to vote

Voting Members (**Life Fellows, Fellows, Member category members, Associate and Graduate members**) 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 29 May 2023**

**1:30pm ACST on 29 May 2023**

**12:00pm AWST on 29 May 2023**

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](mailto:agm@architecture.com.au)

## Further Information

For questions or further information, please contact us at [agm@architecture.com.au](mailto: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 1/19a Hunter Street, Hobart Tasmania 7000 on 31 May 2023 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: \_\_\_\_\_ 2023

### 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*):

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