

Attachment C. Table of proposed changes to  
the 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
<p><b>Statement of Recognition</b></p> <p>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>	<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>
<p><b>Preamble</b></p>	<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>
<p><b>Clause 2</b></p>	<p><b>Purpose</b></p>
<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"> <li>1) Deleting reference to the Institute potentially being a charity</li> <li>2) Principal Purposes have been amended to               <ol style="list-style-type: none"> <li>(i) <i>advance architecture;</i></li> <li>(ii) <i>advance education, culture and social or public welfare, through architecture;</i></li> <li>(iii) <i>advocate for the profession; and</i></li> <li>(iv) <i>encourage education in architecture.</i></li> </ol> </li> </ol>
<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>2.3 <i>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>
<p><b>Clause 3</b></p>	<p><b>Membership</b></p>
<p>3.1 <i>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"> <li>1) <i>The Board may determine, in consultation with the National Council (A change from National Council deciding):</i> <ol style="list-style-type: none"> <li>(i) <i>the various classes of membership of the Institute;</i></li> <li>(ii) <i>qualifications for admission to each class;</i></li> <li>(iii) <i>rights attaching to being a Member in each class; and</i></li> <li>(iv) <i>any restrictions attaching to being a Member in each class.</i></li> </ol> </li> <li>2) <i>The suffix letters, eligibility criteria, qualifications, rights and restrictions of each Membership Class are set out in the Regulations. (Schedule 2 of the current constitution moved to a Regulation.)</i></li> <li>3) <i>There is also a new clause 3.1(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.</i></li> </ol>
<p>3.2 <i>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"> <li>1) Schedule 2 (slightly amended) becomes a Regulation.</li> <li>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></li> </ol>
<p>3.3 <i>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>3.4 <i>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"> <li>1) <i>The Board, in consultation with National Council, decides which members are entitled to receive a certificate. (Change from National Council)</i></li> </ol>

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 <i>Application</i> 3.6 <i>Admission</i></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>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"> <li>1) The Board, not National Council, has the responsibility to accept or reject applications. (Change from National Council)</li> <li>2) The Board, in consultation with National Council, determine fees and approve the membership form. (Change from National Council)</li> <li>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"> <li>(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></li> </ol> </li> </ol>
<p>3.7 <i>Register of Members</i></p> <p>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 <i>Discipline of Members</i></p> <p>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"> <li>1) Specifically identifying the Board rather than the Institute, deciding on how to manage a complaint.</li> <li>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.</li> </ol>
<p>3.9 <i>Annual Membership Fee</i></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 3.9 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"> <li>1) <i>The Board, in consultation with National Council, determine the fees or levies.</i> (Change from National Council).</li> <li>2) The Board may reinstate any former Member on payment of arrears of fees. (Change from National Council).</li> </ol>
<p>3.10 <i>Cessation of Membership</i></p> <p>Align with contemporary governance and a change in policy.</p> <p>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>
<b>Clause 4</b>	<b>Meetings and Resolutions of Members</b>
<p>4.1 <i>Proceedings of Members</i></p>	<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>4.2 Annual General Meeting</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>4.3 Convening general meetings</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"> <li>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>.</li> <li>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 <i>"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 ..."</i> the Directors must hold the general meeting, whereas the percentage of Voting Members stipulated by the <i>Corporations Act (2001)</i> is 5%.</li> </ol>
<p>4.4 Changes to general meeting arrangements</p> <p>4.11 Adjournment of general meetings</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"> <li>1) The sub-clause 4.8(a): <i>"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."</i></li> <li>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>.</li> </ol>
<p>4.5 Entitlement to vote</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>4.6 Notice of general meetings</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>4.7 Timing of Notice</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>4.9 Role of the Chairperson of general meetings</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>4.10 Quorum for general meetings</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 to vote</i> ”.
4.12 <i>Method of Voting</i> The revised wording is clearer.	Clause 4.12 in the current Constitution is now slightly reworded in clause 4.9 in the revised Constitution, but with the same intent.  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> ”.
4.13 <i>Voting Rights</i> The revised wording is clearer.	Clause 4.13 in the current Constitution is now slightly reworded in clause 4.10 of the revised Constitution, but with the same intent.
4.14 <i>Decisions of the Members</i> Aligned with the Corporations Act. The revised wording is clearer.	The contents of clause 4.14 in the current Constitution is now slightly reworded in clause 4.11 of the revised Constitution.  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>
4.15 <i>Seconding</i> Aligning with contemporary governance practice.	Clause 4.15 of the current Constitution has been deleted. Seconding of motions is not required in line with contemporary governance procedure.
4.16 <i>Proxies</i> A policy change about the time for proxies to be received.  Aligned with the Corporations Act.	Clause 4.16 in the current Constitution is now reworded in clause 4.12 of the revised Constitution.  The changes include:  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 <i>Practice Members</i> A membership policy decision.	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).
4.18 <i>Use of technology in meetings</i>	Clause 4.18 in the current Constitution is now clause 4.13 of the revised Constitution, using the same wording.
4.19 <i>Resolutions without meetings</i> The revised wording is clearer.	Clause 4.19 in the current Constitution is now slightly reworded in clause 4.14 of the revised Constitution.
<b>Clause 5</b>	<b>Directors</b>

<p><b>5.1 Number of Directors</b> 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><b>5.2 Composition of the Board</b> 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><b>5.3 Eligibility</b> Policy changes approved by the Board and National Council:</p> <ul style="list-style-type: none"> <li>• the Institute no longer seeks to be a charity;</li> <li>• that Independent Directors would not be Members in line with contemporary, good governance.</li> </ul> <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"> <li>1) The deletion of reference to the ACNC Legislation – Deleting reference to the Institute potentially being a charity.</li> <li>2) A change from the current Constitution where one of the Independent Directors could be a Member. A revised sub-clause 5.3(b): <ul style="list-style-type: none"> <li><i>An Independent Director must not be:</i></li> <li>(i) <i>a Voting Member or Graduate Member; or</i></li> <li>(ii) <i>eligible to be a Voting Member or Graduate Member.</i></li> </ul> </li> </ol>
<p><b>5.4 Appointment of Directors</b> 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"> <li>1) The Board, in consultation with National Council, appoints the Independent Directors (Change from National Council appointing the Independent Directors).</li> <li>2) 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.</li> </ol>

<p><b>5.5 Term of office</b> 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. 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><b>5.6 Casual vacancy on the Board</b>  <b>5.7 Effect of casual vacancy</b> The revised wording is clearer. 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"> <li>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)</li> <li>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.)</li> </ol>
<p><b>5.8 Defects in appointment of Directors</b></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><b>5.9 Secretary</b> 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>  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"> <li>(a) <i>The Board may appoint a person as the Chief Executive Officer on such terms and conditions as the Board resolves.</i></li> <li>(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></li> <li>(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></li> <li>(d) <i>The Board may revoke or vary any power delegated to the Chief Executive Officer at any time.</i></li> <li>(e) <i>The powers delegated to the Chief Executive Officer must be exercised in accordance with any directions of the Directors.</i></li> </ol>
<p><b>Clause 6</b> The changes made to clause 6 of the current Constitution (with the exception of clause numbering changes and</p>	<p><b>Proceedings of Directors</b></p>

formatting) are in clauses 6.1 - 6.11, 6.13 and 6.15.	
6.1 Powers of Directors The revised wording is clearer.	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> ".
6.2 By-laws The revised wording is clearer.	Clause 6.2 in the current Constitution is now slightly reworded in clause 6.2 of the revised Constitution.  The changes are:  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>
6.3 Appointment of attorney The revised wording is clearer.	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> ".
6.5 Convening Board meetings  6.6 Entitlement to receive notice of Board meetings  6.7 Content of notice of Board meetings  6.8 Timing of notice of Board meetings The revised wording is clearer.	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.
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.	Clause 6.9 in the current Constitution is now reworded in clause 6.6 of the revised Constitution.  The changes are:  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.  <i>A new sub-clause 6.6(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".</i>  2) The term for a chairperson is up to three years
6.10 Quorum for Board meetings Aligned with contemporary governance practice.	Clause 6.10 in the current Constitution is now reworded in clause 6.7 of the revised Constitution.  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).
6.11 Voting at Board meetings The revised wording is clearer.	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> ".
6.12 Establishment of committees	Clause 6.12 in the current Constitution is now in clause 6.9 of the revised Constitution, using the same wording.

<p>6.13 <i>Delegation of powers</i> 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 <i>Use of technology in Board meetings</i></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 <i>Resolutions without meetings</i></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"> <li>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)</li> <li>2) Removal of the 10 business days to complete the resolution.</li> </ol>
<p><b>Clause 7</b></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><b>Directors' Duties and Interests</b></p>
<p>7.1 <i>Duties of Directors</i></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 <i>Participation in decisions</i></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 <i>Remuneration and benefits of Directors</i></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><b>Clause 8</b></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><b>National Council</b></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</i> Nationally-Elected Councillors, or <i>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><i>Clause 8.7 in the current Constitution is now reworded in clause 8.7 of the revised Constitution.</i></p> <p><i>The changes are:</i></p> <ol style="list-style-type: none"> <li>1) A Nationally-Elected Councillor term is three years. In the current Constitution there is a maximum of two years.</li> <li>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></li> <li>3) <i>a National Councillor Director will remain on the National Council for their term as a Director in accordance with clause 5.</i></li> </ol>
<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 style="padding-left: 40px;">Subject to the provisions of this Constitution and the Corporations Act:</p> <ol style="list-style-type: none"> <li>(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;</li> </ol>

<p><b>Clause 9</b></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><b>Proceedings of National Councillors</b></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"> <li>1) 75% approval for written resolutions (change from 100% in current Constitution); and</li> <li>2) Removal of 10 business day period for approval.</li> </ol>
<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><b>Clause 10</b></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><b>Chapter Councils</b></p>

<p>10.3 Appointment of further Chapter Councillors</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>10.9.4 Term of office of Chapter Councillors</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><b>Clause 11</b></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><b>Administration</b></p>
<p>11.1 Minutes</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>11.2 Accounts and other records of the Institute</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>11.3 Members’ access of Institute records 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> <ul style="list-style-type: none"> <li>(ii) <i>the register of Members;</i></li> <li>(iii) <i>the minute books for general meetings of Members; and</i></li> <li>(iv) <i>resolutions of Members passed without a meeting.</i></li> </ul> <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>11.4 Audit</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"> <li>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).</li> <li>2) Board, in consultation with National Council, makes eligibility decisions for Graduate, Student, Affiliate Level 1 categories. Changed from National Council.</li> <li>3) Affiliate Level 2 is added to the table.</li> </ol>
<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>