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. (Please refer below for further details)

How Voting Will Work

- In accordance with the Corporations Act (Section 9), this Special Resolution will be carried if 75% or more of the votes cast on the resolution by Members are in favour of the resolution.
- In accordance with Clause 4.9(a) of the Institute's Constitution, "A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded…".
- At the General Meeting, you will have the opportunity to ask questions and make comments on this matter before being asked to vote on the proposed resolution.
- If you are unable to attend the General Meeting in person you may appoint a Proxy, who can vote on your behalf if a poll is called.

Appointing a 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, noting that under Clause 4.10(a)(ii) *"on a vote conducted by other means* each present Voting Member only has one vote even if the Voting Member carries other proxies"*
* 'other means' indicates a vote by show of hands per Clause 4.9(a)

Instructions on how to appoint a Proxy

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

Please note that:
- a proxy must be an existing Voting Member who is qualified and entitled to be present and vote at the general meeting;
- a proxy is subject to any directions or limitations specified in the proxy appointment; and
- a proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.

Section 250BB(1) of the *Corporations Act 2001* (Cth) provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the *Corporations Act 2001* (Cth) provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Members;
- the appointed proxy is not the chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,
- the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

For the appointment of your proxy to be effective:

1. Your nominated proxy must be a current Voting Member of the Institute;
2. Your nominated proxy must sign the form; and
3. Please send the signed proxy form to the Company Secretary of the Institute which must be received by no later than:

11.00 am	AEST on 29 October 2026 (QLD)
12.00 midday	AEDT on 29 October 2026 (NSW, VIC, TAS, ACT)
11.30 am	ACDT on 29 October 2026 (SA & Broken Hill)
10.30 am	ACST on 29 October 2026 (NT)
9.00 am	AWST on 29 October 2026 (WA)

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 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