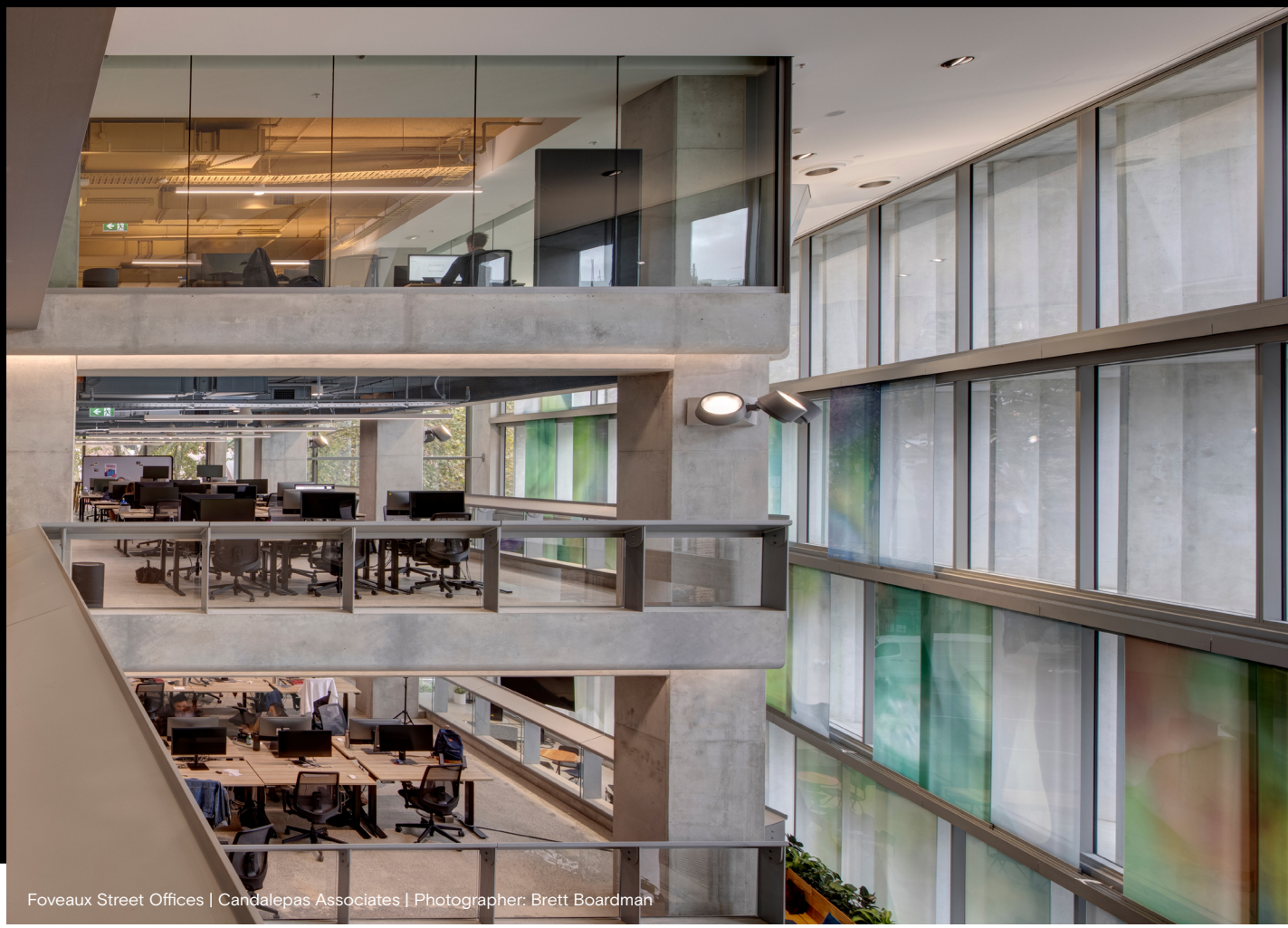
NOTICE OF GENERAL MEETING AND EXPLANATORY NOTES

Australian Institute of Architects



Foveaux Street Offices | Candalepas Associates | Photographer: Brett Boardman

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

Date: Saturday 31 October 2026
Time: 11.00am (AEST)
Location: M1 Theatre, Brisbane Convention and Exhibition Centre, Grey St, South Brisbane QLD

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National President's Letter to Members

Dear Members,

On behalf of the Board of Directors, I invite you to attend a General Meeting of The Royal Australian Institute of Architects Limited (Institute) to be held at the Institute's Annual Conference on:

> Saturday 31 October 2026 commencing at 11.00am AEST
> at the M1 Theatre, Brisbane Convention and Exhibition Centre,
> Grey St, South Brisbane, QLD 4101.

This General Meeting will consider a number of administrative amendments to the Constitution as it has now been 6 years since the last review of the Institute's Constitution and the Constitution now needs some updating from a legal, compliance and operational perspective.

For the Constitution to remain fit-for-purpose it needs to be continually adapted to reflect modern practices in Australian law and the Institute's structures.

We anticipate that further amendments will be presented at upcoming Institute general meetings as a result of the broad member led review of the Constitution and other key governance documents that is currently underway.

The attached Notice of Meeting sets out the amendments to be considered at this meeting in detail and members can see the marked-up amendments to the Constitution on the website.

A set of Frequently Asked Questions is also available for members to review and there is a further opportunity for members to attend one of two Q&A sessions about these proposed changes.

These Q&A forums will be on:

Tuesday 13 October at 2pm AEDT – click here to register
Monday 19 October at 4pm AEDT – click here to register

We are unable to live stream this General Meeting but you can still participate by reviewing the attached Notice of Meeting and completing your proxy in line with the guidance provided within.

Thank you for your participation in and ongoing support of the Institute.



Yours faithfully,

David Wagner FRAIA
National President

Notice of Meeting

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Time: 11.00 am (AEST)
Location: M1 Theatre, Brisbane Convention and Exhibition Centre, Grey St, South Brisbane QLD

Business of the Meeting

1. Welcome and Administration

2. Special Resolution: Constitution

To consider and vote on a special resolution under Clause 4.11 to amend the Institute's current Constitution as follows:

That, under section 136(2) of the Corporations Act 2001, the 2020 Constitution of the Royal Australian Institute of Architects is replaced by the proposed 'Revised' Constitution attached as Attachment B to this Notice of Meeting.

On our website you can find the following supporting materials for this meeting including:

- A set of Frequently Asked Questions for members to review
- A marked up copy of the 2020 Constitution showing proposed amendments (Attachment A)
- A clean copy of the 'Revised' Constitution for adoption (Attachment B)
- An explanation of the voting process
- An appointment of proxy form

By order of the Board of Directors of the **Royal Australian Institute of Architects** on 24 September 2026.

Barry Whitmore
Company Secretary

Explanatory notes

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

1. The only item for consideration and voting by Members at this meeting is in relation to a small number of constitutional amendments.
2. At the General Meeting, Members will be given a reasonable opportunity to ask questions about the proposed amendments prior to voting.
3. Under the Corporations Act (Section 9), a Special resolution is carried if 75% or more of the votes on the resolution are in favour.

Proposed Amendments:

A comprehensive review of the Constitution has been conducted that has identified a number of shortcomings with the Institute's current Constitution. The proposed changes to be considered at this general meeting address a number of the matters identified (please refer below for further detail). A member-led review is currently underway which is considering some of the other matters identified and may also propose other changes. Given the centrality of the Constitution to the Institute's governance, we feel that steps towards ensuring it is up-to-date and fit-for-purpose are essential, hence a series of amendments are being proposed now. We do however anticipate that further amendments will be presented to the AGM in May 2027 and possibly at subsequent general meetings.

The table below (on the next page) sets out initial proposed amendments to the Constitution that members are asked to consider at this general meeting. These proposed amendments:

(a) meet the requirements of modern businesses (e.g. use of hybrid meetings)
(b) ensure contemporary language is used, specifically language that is gender neutral;
(c) eliminate internal inconsistencies with the Constitution; and
(d) ensure that the Constitution is consistent with the requirements of the Corporations Act 2001 (Cth) (the Corporations Act) for a company of the Institute's nature.

Reference in 2020 Constitution	Summary of Proposed Amendment	Rationale for Proposed Change
General Meetings		
Clause 4.2 *(Convening general meetings)*	Amended clause 4.2 to permit the calling of hybrid general meetings, including at one or more physical venues, at one or more physical venues using virtual meeting technology (as determined by the Board), or using virtual meeting technology only, so long as all Members are given a reasonable opportunity to participate the meeting.	This provision has been amended to reflect the Corporations Act (s 249R), which permits the holding of hybrid general meetings. In relation to the provision around a failure to give notice, this drafting is intended to avoid a hair trigger where notice is not received by any particular person (e.g. due to being lost or not delivered).
Clause 4.7 *(Quorum for general meetings)*	Updated clause 4.7 such that a person attending a general meeting via technology approved by the Board will be deemed present and included in the quorum.	In line with the above amendment regarding hybrid meetings.
Clause 4.13 *(Use of technology in meetings)*	Deletion of this clause.	Clause 4.13 deleted as unnecessary given broader language in new clause 4.2.
Other Amendments		
Clause 4.14 *(Written Resolution of Members)*	Deletion of clause 4.14 which requires a written resolution to be executed by a Majority of Members entitled to vote on the resolution.	The Corporations Act only provides for written resolutions of members for proprietary companies. It is extremely unusual for a public company like the Institute with a large number of members to provide for written resolutions because tracking widespread member consent takes too much time, proves difficult to legally verify, and shuts down open debate before a choice is made.
Clause 4.10(b) *(Voting rights)*	Deletion of clause 4.10(b) given clause 4.14 is proposed to be deleted.	4.10(b) refers directly to Clause 4.14 which is-proposed to be deleted, hence this clause also requires deletion for consistency.

Reference in 2020 Constitution	Summary of Proposed Amendment	Rationale for Proposed Change
General – Gender neutrality	Global updates throughout the Constitution for gender neutral terms / wording – see for example, clause 6.3(b), 6.6(c), 9.8(d).	Brings the Institute's Constitution into line with modern business and social practice.
Clause 12.2 *(Definitions)*	Deletion of the following definitions (relating to legacy provisions / no longer used throughout the Constitution): • 'National Council Transitional Period'; 'People and Culture Policies'. Insertion of the following definitions: • 'Emerging Architects and Graduate Network or EmAGN'; 'Member Director'; 'National Committee'; 'Student Organised Network for Architecture or SONA'.	The deletions relate to legacy items from the 2020 Constitutional Change (i.e. National Council Transitional Period) and reduce the number of specific terms which are not consistent with operational use (e.g. People and Culture Policies which are now referred to as 'policies', generally). The insertions help to align with current designations and names of membership groups within the Insitiute.
Schedule 1 *(Transitional arrangements)*	Deletion of this schedule as no longer required.	Changes made to the Constitution in 2020 included changes to terms of office for some Board positions and for some positions on National Council. The Transitional Arrangments provided for the phasing in of these changes to terms of office. This transitional period has now concluded and the Transitional Arrangments are no longer required.
Clause 5.5a *(Term of Office);*	Deletion of (a) which refers to Schedule 1.	With the removal of Schedule 1, 5.5 (a) which refers to it, is no longer necessary.
Clause 8.2 (b) *(Composition of National Council)*	Deletion of (b) which refers to Schedule 1.	With the removal of Schedule 1, 8.2(b) is not required.
Clause 8.7(a) *(Composition of National Council)*	Deletion of (a) which refers to Schedule 1.	With the removal of Schedule 1, 8.7(a) is not required.
Clause 4.8, 5.5, 8.2, 8.7	Updates to Clause references as a result of amendments above	Ensuring referencing within the Constitution is correct.

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 appointment of 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:

a. an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at the meeting of members; and
b. the appointed proxy is not the chair of the meeting; and
c. at the meeting, a poll is duly demanded on the resolution; and
d. either of the following apply:
   (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
   (ii) 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

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