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ARCHITECTS ACCREDITATION COUNCIL OF AUSTRALIA

A not-for-profit company limited by guarantee

CONSTITUTION AND RULES

October 2018

CONSTITUTION

ARCHITECTS ACCREDITATION COUNCIL OF AUSTRALIA

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PART I - PRELIMINARY

1. Definitions and Interpretation

1.1 In the Constitution (Rules), unless the context otherwise requires or a contrary intention appears:

“**Act**” means the provisions of the Corporations Act (2001)(Cth) or any act, code, regulation or other statutory instrument in substitution of the Corporations Act (2001)(Cth).

“**AACA**”, as the acronym for the *Architects Accreditation Council of Australia*, for the purposes of this document and the internal purposes of the Company is an abbreviation meaning the Company.

“**Annual General Meeting**” means the Annual General Meeting of the Company required to be held by the Company pursuant to the Act.

“**Auditor**” means the registered Company auditor or auditors for the time being of the Company appointed pursuant to this Constitution.

“**Board**” means the governing body of Directors of the Company or any number of Directors assembled at a meeting of the Board transacting business in accordance with the Company’s Constitution, being not less than a quorum pursuant to Rule 16.5.

“**Chief Executive Officer**” means the appointed principal executive officer of the Company as per provisions in Rule 35.

“**Committee**” means a committee established by the Board pursuant to Rule 17.1.1.

“**Company**” means the *Architects Accreditation Council of Australia*.

“**Company Limited by Guarantee**” means a company formed on the principle of having the liability of its members limited to the respective amounts that the members undertake to contribute to the property of the company if it is wound up.

“**Company Secretary**” means the person holding office under these Rules as Company Secretary of the Company appointed by the Board to the office of Company Secretary as per provisions in Rule 36 and includes any persons appointed by the Board to perform all or any of the duties of the Company Secretary.

“**Conflicts Register**” means the register of conflicts declared by the Directors and maintained by the Company Secretary in accordance with clause 36.3.4.

“**Constitution**” means this Constitution as amended from time to time, and a reference to a particular Rule is a reference to a Rule of this Constitution.

“Director” means a nominated person who has been elected by the Members at an Annual General Meeting (or appointed pursuant to Rule 12.7) subject to the Constitution, to be a Director of the Board of the Company.

“General Meeting” means a general meeting of the Company, other than an Annual General Meeting, called by the Directors or the requisition of Members for a specific purpose or purposes.

“Financial Year” means the financial year ending on 30 June.

“Member” means those persons who are the Members of the Company referred to and as defined and described at Rule 5.1 of this Constitution and whose names are entered in the member register of the Company.

“Nominating Body” means those statutory bodies and other organisations referred to and as defined and described at Rule 5.3 of this Constitution who are entitled to nominate persons as Members of the Company at Rule 5.1.

“Office Bearers” means a Director holding the position(s) of the President and Deputy President as described under Rule 12.3.

“Officer” means an officer as described under the Act.

“Prescribed” means prescribed by or under the provisions of the Act.

“Regulation” means Regulation or subsequent Regulation under the Act.

“Rules” mean, for the internal purposes of this Company, the registered Constitution, as amended from time to time, and a reference to a particular Rule is a reference to a Rule of this Constitution.

“Special Resolution” means a resolution which is passed by a majority which comprises not less than 75% of Members of the Company entitled to vote at a General Meeting or Annual General Meeting of which not less than 21 days’ written notice (or within any Prescribed period for such written notice in any amendment to the Act, has been given which specified the intention to propose the resolution as a special resolution and is passed in accordance with the provisions of the Act.

“Surplus Property” means any property or interest in property of the Company, following the cancellation of its incorporation and subject to any trust affecting that property or any part of it, that remains after the satisfaction of any debts or liabilities of the former Company and any costs, charges or expenses incurred in the winding up of the Company as described under Rule 44.2.

“Telecommunication Meetings” means a meeting held by any technology (or any combination of technologies), which permits each Director or Member at a meeting of Directors or General Meeting (including the Annual General Meeting) to communicate with any other participant.

1.2 In these Rules:

1.2.1 a reference to a function includes a reference to a power, authority and duty; and

1.2.2 a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

1.3 The provisions of the Acts Interpretation Act 1901 apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

1.4 In this Constitution unless the context requires otherwise:

1.4.1 a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;

1.4.2 words importing any gender include all other genders;

1.4.3 the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

1.4.4 a reference to an organisation includes a reference to its successors;

1.4.5 the singular includes the plural and vice versa;

1.4.6 a reference to a law includes regulations and instruments made under that law;

1.4.7 a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;

1.4.8 the words include, includes, including and for example are not to be interpreted as words of limitation;

1.4.9 where, by a provision of the Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and

1.5 writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words

in a physical document or in an electronic communication or form or otherwise.
In this Constitution:

- 1.5.1 Unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
 - 1.5.2 The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.
 - 1.5.3 In the event that any of the provisions in this Constitution are in breach of any of the provisions of the Act as they apply then the provisions will be read down to the extent that they will comply with the Act and any provision that is in breach of the Act will be deemed to be struck out and will not form part of this Constitution
 - 1.5.4 In the event that any provision of this Constitution is contrary to a provision of the Interpretation Act, the terms of this Constitution will apply to the extent of the inconsistency; and
 - 1.5.5 In the event that the Act permits an act to be done, a decision to be made or a meeting to be held in a way that is more convenient for the Company or the Directors or is more favourable to the Members or the Directors than as required or permitted by this Constitution then the Directors may, but will not be obliged to, make the decision, take the action, give the notice or hold the meeting or do the particular thing as permitted and in the time and in the manner permitted by the Act.
- 1.6 Headings are inserted for convenience and do not affect the interpretation of this Constitution.

2. OBJECTS OF AACA

- 2.1 The AACA is the national organisation responsible for establishing, coordinating and advocating national standards in the practice of architecture for the benefit of the Australian community.
- 2.2 AACA is constituted of and accountable to those persons nominated as Members in accordance with Rule 5.1
- 2.3 AACA's objectives are:
 - 2.3.1 To promote common academic standards throughout Australia for registration of architects, and to facilitate national and international recognition of qualifications.
 - 2.3.2 To assess architectural education and training in such ways as the Company shall determine.
 - 2.3.3 To co-ordinate acceptable standards of architectural education for national and international mutual recognition agreements.

- 2.3.4 To define and, where appropriate, co-ordinate acceptable standards of practical experience for registration.
- 2.3.5 To provide for the examination of persons seeking registration.
- 2.3.6 To acquire and disseminate information on conditions for registration which must be satisfied in particular States, Territories or Countries.
- 2.3.7 To negotiate mutual recognition agreements with appropriate authorities in other Countries.
- 2.3.8 With the authority of the specific Nominating Body or their equivalent pursuant to Rule 5.3 and to which the information contemplated by this Rule 2.3.8 specifically relates, to compile, maintain and transmit professional records to other Nominating Bodies, or to equivalent bodies in other Countries, for architects desiring this service.
- 2.3.9 To provide a forum for discussion and exchange of information relevant to the purposes of the Nominating Bodies including consideration of co-ordinated approaches to legislative and statutory provisions provided always that in pursuit of this Objective the AACCA will act only in an advisory capacity towards the Nominating Bodies.

3 NAME OF THE COMPANY

- 3.1 Subject to the provisions of the Act, enabling, by licence, a **Company Limited by Guarantee** to be incorporated without the requirement for the word "Limited" attached to its name, the name of the Company shall be the **Architects Accreditation Council of Australia** (AACCA).

4. MEMBERS LIABILITY

- 4.1 The liability of the Members is limited.
- 4.2 Each Member of the Company undertakes to contribute to the assets of the Company, in the event of it being wound up (whilst a Member of the Company, or within one year after ceasing to be a Member) for payment of the Company's debts and liabilities contracted before ceasing to be a Member and the costs, charges and expenses of winding up, such amount as may be required not exceeding \$100.00 (one hundred dollars).

PART II - MEMBERSHIP

5. Members

5.1 The **Members of the Company** shall consist of two persons nominated by each Nominating Body. These persons shall be:

5.1.1 The President, Chair or Presiding Member (or equivalent) of each Nominating Body, if that person is an architect, or otherwise another member of the Nominating Body, nominated by the Nominating Body, who is an architect;

and

5.1.2 The Registrar or the Chief Executive Officer (or equivalent) of each Nominating Body or, in the absence of that person, another person nominated by the Nominating Body.

5.2 A person will become a Member when their name is entered on the Company's register of Members.

5.3 For the purpose of this section, the **Nominating Bodies** shall be the:

- New South Wales Architects Registration Board;
- Architects Registration Board of Victoria;
- The Board of Architects of Queensland;
- The Architectural Practice Board of South Australia;
- Board of Architects of Tasmania;
- Architects Board of Western Australia;
- Architects Board of the Australian Capital Territory;
- Northern Territory Architects Board; and

any such other bodies as may be approved by Special Resolution from time to time by the Company in General Meeting (including the Annual General Meeting).

5.4 A body that is considered to be the architect registration authority in any state or territory is eligible to apply to be a Nominating Body pursuant to clause 5.3. Upon receipt of an application the Board must call a General Meeting regarding the application, and the Members may pass a Special Resolution to admit a new Nominating Body.

5.5 Each Member shall agree to observe the provisions of this Constitution and all by-laws, and policies of the Company as amended from time to time.

6. Membership entitlements not transferable

6.1 A right, privilege or obligation which a person has by reason of being a Member of the Company:

6.1.1 is not capable of being transferred or transmitted to another person; and

6.1.2 terminates upon cessation of the person's membership.

7. Cessation of membership

7.1 A person ceases to be a Member of the Company if the person:

7.1.1 dies;

7.1.2 resigns from membership of the Company in accordance with Rule 8;

7.1.3 has their membership terminated for any reason in accordance with this Constitution or the policies;

7.1.4 without limiting anything else in Rule 7.1, the Member no longer meets the requirements for membership in accordance with this Constitution;

7.1.5 if a person appointed pursuant to Rule 5.1.1 ceases to be the President, Chair or Presiding Member of a Nominating Body, that person will also immediately cease to be a Member of the Company;

7.1.6 if a person appointed pursuant to Rule 5.1.1 ceases to be an architect, that person will also immediately cease to be a Member of the Company;

7.1.7 if a person appointed pursuant to Rule 5.1.2 ceases to be the Chief Executive Officer (or equivalent) of a Nominating Body that person will also immediately cease to be a Member of the Company; or

7.1.8 if a Nominating Body ceases their involvement with the Company, the persons that Nominating Body has nominated to be Members of the Company pursuant to Rule 5.1 will immediately cease to be Members of the Company.

7.2 Where a person ceases to be a Member pursuant to Rule 7.1.1– 7.1.7 the Nominating Body who nominated that Member is permitted to nominate any person to be a Member, pursuant to Rule 5.1.

8. Resignation of membership

8.1 A Member is not entitled to resign from membership of the Company except in accordance with this Rule.

8.1.1 A Member may resign from membership of the Company by first giving notice (being not less than 1 month or, if the Board has determined a shorter period, that shorter period) in writing to the Company Secretary of the Member's intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.

8.1.2 Where a person ceases to be a Member, the Company Secretary shall

make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

9. Withdrawal of Nominating Body

A Nominating Body which has paid all amounts payable to the Company may withdraw from any involvement with the Company by first giving notice (being not less than 1 month or, if the Board has determined a shorter period, that shorter period) in writing to the Company Secretary of the Nominating Body's intention to withdraw and, upon expiration of the period of notice, the Nominating Body's involvement will cease.

10. Fee, subscriptions etc.

A Nominating Body must pay to the Company any fees as shall be determined from time to time by the Board.

Part III – The Board

11. Powers of Board

11.1 The Board, subject to the Act, this Constitution, and to any resolution passed by the Company in a General Meeting (including the Annual General Meeting):

11.1.1 is to direct, control and be responsible for the management of the affairs of the Company;

11.1.2 may exercise all functions that may be exercised by the Company other than those functions that are required by these rules to be exercised by the Company in a General Meeting or Annual General Meeting;

11.1.3 has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Company.

12. Board composition and membership

12.1 The Board consists of five (5) persons who shall be the Directors of the Board each of whom must be elected at the Annual General Meeting in accordance with Rule 13 or appointed in accordance with Rule 12.7.

12.2(a) The Board must comprise not less than three (3) persons who are registered as architects.

12.2(b) If, at the expiration of the time prescribed by Rule 13.1 there are insufficient nominations from Members to meet the requirements of Rule 12.2(a) the Board may call for nominations from any Member who may nominate any person who is registered as an architect. Any nomination must be effected in writing and signed by two Members of the Company and provided to the Chief Executive Officer of the Company prior to the commencement of the Annual General Meeting.

Office Bearers

12.3 The office bearers of the Board shall be:

12.3.1 the **President**, who shall be elected by the Members biennially, from among the Directors elected pursuant to Rule 12.1, at the Annual General Meeting in accordance with Rule 13 and who must be an architect; and

12.3.2 the **Deputy President**, who shall be elected annually by the Board from among the Directors elected in accordance with Rule 13 in such manner as the Board may determine and who need not be an architect. Such election shall be held at the first Board meeting following each Annual General Meeting.

12.4 A person is not eligible to simultaneously hold more than one Office Bearer

position on the Board.

Director tenure

12.5 Each Director holds office for a period of two years, until the conclusion of the second Annual General Meeting following the date of their election, but each is eligible for re-election, subject to these Rules as follows:

12.5.1 the President and one other Director, until the conclusion of the Annual General Meeting in each odd numbered year following the date of election, but are eligible for re-election for not more than two further consecutive terms;

12.5.2 the other three Directors, until the conclusion of the Annual General Meeting in each even numbered year following the date of election, but are eligible for re-election for not more than two further consecutive terms.

12.6 Subject to a resolution of the Members otherwise, the term of any Director must not exceed 6 consecutive years, thereafter he/she shall not be eligible for membership of the Board until a period of two years has elapsed. Notwithstanding that the maximum term for a Director is limited to 6 consecutive years, the Board may allow such Director to continue until the next Annual General Meeting, to enable that Director to continue until the end of the sixth Annual General Meeting after the Director was elected.

Casual vacancy

12.7 In the event of a casual vacancy occurring in the membership of the Board pursuant to Rule 14, the Board may appoint a person from its membership to fill the vacancy, if that Member provides their signed consent to act as a Director, and the Member so appointed holds office, subject to these Rules, until the conclusion of the next Annual General Meeting after the date of the appointment in accordance with Rules 12.5 and 12.6.

The President

Appointment

12.8 To be elected President in accordance with Rule 12.3.1 a person must be:

12.8.1 a Member; and

12.8.2 registered as an architect; and

12.8.3 have been a Director for a period of not less than 12 months within any period 5 years preceding the nomination of that person for the position of President.

12.9 If at the expiration of the time prescribed by Rule 13.1 there are no nominations from Members who meet the requirements of Rule 12.8 the Board may call for nominations for the position of President from any Member who is registered as an architect. Any nomination must be effected in writing signed by two Members of the Company and provided to the Chief Executive Officer of the Company prior to the commencement of the Annual General Meeting.

Role

12.10 The President shall (and the Deputy President subject to Rule 12.12):

12.10.1 be the spokesperson for the Company unless a meeting of the Board resolves otherwise;

12.10.2 preside at and preserve order of all General Meetings (including the Annual General Meeting) subject to Rule 12.11 and ensure that all such meetings are conducted in accordance with these Rules;

12.10.3 preside at and preserve order of all meetings of the Board subject to Rule 12.11 and ensure that they are conducted regularly and in accordance with these Rules;

12.10.4 perform other roles and functions as may, by its resolution and by instrument in writing, be determined by the Board.

12.11 Should the President be absent from any General Meeting (including the Annual General Meeting) or any meetings of the Board, the Deputy-President (or if he/she is also absent, one of the remaining Directors chosen by the other Directors present) shall perform the functions of the President to which Rule 12.10 refers.

Deputy-President

12.12 The Deputy-President shall carry out all the required duties for the office of Deputy-President as provided for in this Constitution and, during a vacancy in the office of President, or when the President is unable to perform the duties of office, shall act as President undertaking the duties of the President as provided for in this Constitution.

13. Election of members of the Board

13.1 Subject to Rule 12.2(b) nominations of candidates for election as President or as Directors of the Company:

13.1.1 must be made in writing, signed by 2 Members of the Company and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and

13.1.2 must be given to the Chief Executive Officer of the Company not less than 30 days before the date fixed for the Annual General Meeting at which the election is to take place.

13.2 There shall be a separate election for each of the following positions:

13.2.1 President; and

13.2.2 Directors,

with all Directors to first be elected, and from their number the President, subject to Rule 12.8.

- 13.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting.
- 13.4 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be vacancies pursuant to Rule 14 and shall be dealt with according to Rule 12.7.
- 13.5 If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- 13.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- 13.7 The ballot for the election of Directors must be conducted at the Annual General Meeting in the way the Board may direct.

14. Vacancies

- 14.1 For the purposes of these Rules, a vacancy in the office of a Director happens: if the Director:

- 14.1.1 dies;

- 14.1.2 resigns the office;

- 14.1.3 is removed from office under Rule 15 (Removal of Directors);

- 14.1.4 becomes an insolvent under administration;

- 14.1.5 suffers from mental or physical incapacity;

- 14.1.6 is disqualified or ineligible from office under the Act;

- 14.1.7 is absent without the consent of the Board from two consecutive meetings of the Board;

or

- 14.1.8 if insufficient nominations are received for the position of Director at an Annual General Meeting pursuant to Rule 13.3.

- 14.2 A vacancy in the office of a Director shall be dealt with according to Rule 12.7.

- 14.3 If the President ceases to be a Member or a registered architect, that person must

resign as President, unless the Board resolves otherwise. In the event the position of President becomes vacant, the Board may pass a resolution to elect another Director, who is a Member and a registered architect and otherwise satisfies the criteria of President to be appointed to that role until the conclusion of the next Annual General Meeting, with that person's signed consent.

15. Removal of Directors

The Company in a General Meeting may by resolution, subject to the Act, remove any Director from the office of Director before the end of the Director's term of office.

16. Board meetings and quorum

- 16.1 The Board must meet at least 3 times in each calendar year at such time and in such manner (including as to place and procedure and including by telecommunication methods or otherwise) that the Board may determine.
- 16.2 Additional meetings of the Board may be called by any Director.
- 16.3 Oral or written notice of a meeting of the Board must be given by the Company Secretary to each Director at least 48 hours (or any other period that may be unanimously agreed on by the Directors) before the time appointed for the holding of the meeting.
- 16.4 Notice of a meeting given under Rule 16.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Directors present at the meeting unanimously agree to treat as urgent business.
- 16.5 Any 3 Directors constitute a **quorum** for the transaction of the business of a meeting of the Board.
- 16.6 No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 16.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- 16.8 Meetings of the Board will be presided over and chaired in accordance with Rules 12.10.3, 12.11 and 12.12.
- 16.9 The Board may invite, at their own discretion, any person to attend any part of the Board meetings but for the avoidance of doubt no person invited to attend a Board meeting shall be permitted to vote on any matter of business considered by the Board.

17. Delegation by the Board

17.1 The Board may, by resolution and by instrument in writing:

17.1.1 establish Committees for managing any affairs of the Company, and appoint any persons to be members of those Committees; and

17.1.2 delegate any of its powers (pursuant to Rule 11) to any person or persons, or any Committee, subject to any conditions or limitations, other than:

(a) this power of delegation; and

(b) those functions or powers, which by law must be dealt with or exercised by the Directors or the Board.

17.2 Despite any delegation under this section, the Board may continue to exercise any function delegated.

17.3 The formation and functions of any Committee will be set out in a policy as determined by the Board from time to time, and the Board will approve terms of reference for each Committee.

- 17.4 Any person and Committee referred to in Rule 17.1 must exercise its powers in accordance with any instructions and delegation of the Board and a power exercised in that way is taken to have been exercised by the Directors.
- 17.5 For the avoidance of doubt, a person to whom the Board may delegate its powers pursuant to Rule 17.1 includes the Chief Executive Officer.
- 17.6 The Board may at any time, in writing, revoke or vary any delegation under this Rule 17.
- 17.7 The Board may require any person or Committee referred to in Rule 17.1 to report to the Board in writing, at any time, regarding the exercise of their delegated functions and powers.

18. Voting and decisions

- 18.1 Questions arising at a meeting of the Board are decided by a majority of the votes of Directors present at a properly convened meeting in accordance with Rule 16.5.
- 18.2 Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- 18.3 Subject to Rule 16.5, the Board may act despite any vacancy on the Board. If the number of Directors is reduced to fewer than three or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to three or calling a General Meeting (including the Annual General Meeting), but for no other purpose.

19. Validity of Acts

- 19.1 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director.

PART IV - GENERAL MEETINGS

20. Annual General Meetings - holding of

20.1 The Company shall, at least once in each calendar year and within the period of 5 months after the expiration of each Financial Year of the Company in accordance with the Act, convene an Annual General Meeting of its Members.

21. Annual General Meetings - calling of and business at

21.1 The Annual General Meeting of the Company shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.

21.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be-

21.2.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

21.2.2 to receive from the Board, a Director's Report on the activities of the Company during the last preceding Financial Year;

21.2.3 to receive and consider the Financial Report for the previous year and Auditors Report for those statements which are required to be submitted to Members pursuant to the Act;

21.2.4 to elect the President and Directors pursuant to Rule 13; and

21.2.5 to appoint the Auditor, if required.

21.3 An Annual General Meeting shall be specified as such in the notice convening it in accordance with Rule 23.

21.4 An Annual General Meeting shall be conducted in accordance with the provisions of this Part.

22. General Meetings - calling of

22.1 The Board may when it considers appropriate and in accordance with the Act, convene a General Meeting of the Company in such manner (including by telephone or otherwise) and at such place and time as the Board may determine.

22.2 The Board shall, on the requisition in writing of not less than 5 per cent of the total number of Members of the Company, convene a General Meeting of the Company.

22.3 A requisition of Members for the purposes of Rule 22.2 for a General Meeting:

22.3.1 shall state the purpose or purposes of the meeting;

22.3.2 shall be signed by the Members making the requisition;

22.3.3 shall be lodged with the Company Secretary; and

22.3.4 may consist of several documents in a similar form, each signed by 1 or more of the Members making the requisition.

22.4 The Board must call a General Meeting within twenty-one (21) days of the request being given to the Company and the meeting must be held not later than two (2) months after the request is given to the Company. If the Board does not comply with the timeframe in this clause 22.4, 50% or more of those Members who made the request may call and hold a General Meeting not later than three (3) months after the date on which a requisition of Members for the meeting is lodged with the Company Secretary.

22.5 A General Meeting convened by a Member or Members referred to in Rule 22.4 shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Company for any reasonable expense so incurred.

23. Notice

23.1 Notice of a General Meeting must be provided in writing at least 21 days before the meeting to each Member, each Director and the Auditor (if any) specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

23.2 Notice of a General Meeting may be provided less than 21 days before the General Meeting, other than if a resolution will be moved to remove a Director, appoint a Director to replace a removed Director or remove an Auditor, if:

23.2.1 for an Annual General Meeting, all Members entitled to attend and vote agree beforehand; or

23.2.2 for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

23.3 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 21.2.

23.4 Members holding at least 5% of the votes that may be cast and desiring to bring any business before a General Meeting may give notice in writing of that business to a Company Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

23.5 The accidental omission to give notice of a meeting, or the non-receipt of notice of a meeting by any person entitled to such notice, shall not invalidate the meeting or the proceedings at the meeting

24. General meetings - procedure and quorum

- 24.1 No item of business shall be transacted at a General Meeting (including the Annual General Meeting) unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 24.2 Two-thirds of the Members entitled under these Rules to vote at a General Meeting (including the Annual General Meeting) shall constitute a quorum for the transaction of the business of a General Meeting (including the Annual General Meeting).
- 24.3 If within half an hour after the appointed time for the commencement of a General Meeting (including the Annual General Meeting) a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 24.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) shall constitute a quorum.

25. Presiding member

- 25.1 The President, or in absence of the President, the Deputy-President, shall preside at each General Meeting (including the Annual General Meeting) of the Company.
- 25.2 If the President and the Deputy-President are absent from a General Meeting (including the Annual General Meeting), one of the remaining Directors, chosen by the other Directors present, shall preside at the meeting.

26. Adjournment

- 26.1 The person presiding at a General Meeting (including the Annual General Meeting) at which a quorum is present may, with the consent of a two thirds majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 26.2 Where a General Meeting (including the Annual General Meeting) is adjourned for 14 days or more, the Company Secretary shall give written or oral notice of the adjourned meeting to each Member of the Company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 26.3 Except as provided in Rules 24.1 and 24.2, notice of an adjournment of a General

Meeting (including the Annual General Meeting) or of the business to be transacted at an adjourned meeting is not required to be given.

27. Making of decisions

- 27.1 A question arising at a General Meeting (including the Annual General Meeting) of the Company shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the minute book of the Company, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 27.2 At a General Meeting (including the Annual General Meeting) of the Company, a poll may be demanded by the person presiding or by not less than 3 Members present in person at the meeting.
- 27.3 Where the poll is demanded, at a General Meeting (including the Annual General Meeting), the poll shall be taken
- 27.3.1 immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- 27.3.2 in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- 27.4 Other than for an amendment to the Constitution of the Company the Board may, or on the requisition in writing of not less than 5 per cent of the total number of Members shall, place a motion before Members in written form, and without the requirement for a meeting. In such an instance a resolution on the motion shall be deemed to have been decided at a meeting of the Company held on the day on which the last response was received by the Company Secretary.

28. Voting

- 28.1 At any Annual General Meeting or General Meeting upon any question arising:
- 28.1.1 Each Member has one (1) vote only.
- 28.1.2 Each motion (other than those proposed in a Special Resolution) shall be decided on the votes of at least a two-thirds majority of votes cast.
- 28.1.3 A Member is not entitled to vote at any General Meeting (including the Annual General Meeting) of the Company unless all money due and payable by that Member's Nominating Body to the Company has been paid.

28.2 Where the resolution is a Special Resolution, it must be passed by at least 75% of the votes cast by Members entitled to vote on the resolution at a General Meeting or Annual General Meeting of which not less than 21 days' written notice (or within any Prescribed period for such written notice in any amendment to the Act have been given which specified the intention to propose the resolution as a Special Resolution and is passed in accordance with the provisions of the Act.

29. Appointment of proxies

There shall be no provision for proxy voting.

30. Telecommunication Meetings of the Company

30.1 Any meeting held pursuant to Part III and Part IV of these Rules may be held by means of a Telecommunication Meeting, provided that:

30.1.1 the number of Members or Directors participating is not less than the quorum required for a General Meeting (including the Annual General Meeting) or Board Meeting (as applicable); and

30.1.2 the meeting is convened and held in accordance with the Act.

30.2 The following provisions apply to a Telecommunication Meeting:

30.2.1 all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

30.2.2 all persons participating in the meeting via telecommunication who are entitled to vote may do so by announcing his or her vote, or any other method to be pre-determined by the President;

30.2.3 each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

30.2.4 at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;

30.2.5 a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the President;

30.2.6 a person may conclusively be presumed to have been present and to have formed a part of a quorum at all times at a Telecommunication Meeting unless that person has previously notified the President of leaving the meeting; and

30.2.7 a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the President.

PART V - MISCELLANEOUS

31. Funds - source

- 31.1 The funds of the Company shall be derived from fees and annual subscriptions of Nominating Bodies, donations and, subject to any resolution passed by the Company in a General Meeting (including the Annual General Meeting), such other sources as the Board determines.
- 31.2 All money received by the Company shall be deposited as soon as practicable and without deduction to the credit of the Company's bank account.
- 31.3 The Company shall, as soon as practicable after receiving any money, issue an appropriate receipt.

32. Funds – management

- 32.1 Subject to any resolution passed by the Company in a General Meeting (including the Annual General Meeting), the funds of the Company shall only be used in such manner as the Company determines in pursuit of the objects of the Company as set out in Rule 2 of the Constitution, and for purposes relating to the advancement of the profession of architecture (including for the advancement of education and other purposes beneficial to the community).
- 32.2 The funds of the Company are not to be applied to make any distribution to a Member except in the circumstances outlined in this Rule 32.
- 32.3 A Director may, with the approval of the Directors, be reimbursed by AACA for their reasonable travelling, accommodation and other expenses when:
- (i) travelling to or from meetings of the Directors, a Committee or related to the business of the Company; or
 - (ii) otherwise engaged on the business of the Company.
- 32.4 The Board must approve all other payments by the Company to any Director and in the case of payments of any fees to Directors the following conditions must be satisfied:
- (i) such payment complying with the Act; and
 - (ii) such fees to be determined in accordance with any determination made under the *Remuneration Tribunal Act 1995* (ACT) from time to time; or,
 - (iii) at the discretion of the Board, taking into account recommendations of any external report commissioned by the Directors into board remuneration which shall be conducted by a suitably qualified person or organisation.
- 32.5 The Board must cause the collection and receipt of all moneys due to the Company and the making of all payments authorised by the Company, and the proper keeping and maintenance of correct accounts and books showing the financial affairs of the Company with full details of all receipts and expenditure connected with the activities of the Company and audited in accordance with

requirements of the Act and any other applicable law and shall cause.

- 32.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 Directors or employees of the Company, being Directors or employees authorised to do so by the Board.

33. Alteration of Constitution

- 33.1 This Constitution may be amended or repealed by a Special Resolution and in accordance with the Act.
- 33.2 A Special Resolution amending, adopting or repealing the Constitution takes effect in accordance with the Act as appropriate.

34. Common seal

The Company may have a common seal but, as permitted under the provision in s.123 of the Act , may make contracts and execute documents without using a seal in accordance with provisions in s.126 and s.127 of the Act .

35. Chief Executive Officer

- 35.1 The Board may appoint a Chief Executive Officer who shall at all times be responsible to the Board.
- 35.2 The Board may give a Chief Executive Officer any of the powers conferred on it by this Constitution, subject to the Board's discretion, to any time period, specific purposes and any other terms and restrictions.
- 35.2.1 The terms and conditions of the employment, delegated authorities, responsibilities, specific duties and restrictions of the Chief Executive Officer shall be determined, outlined, and when required, reviewed by its resolution and by instrument in writing by the Board
- 35.2.2 All or any of these powers may be given collaterally with, or to the exclusion of the powers of Board and may be revoked or varied by the Board
- 35.3 The Chief Executive Officer shall:
- 35.3.1 be entitled to attend all Meetings of the Company and to attend Board meetings and to participate in any discussions relating to any question or motion before such meetings, but shall not be entitled to vote on any Board motion;
- 35.3.2 not be a Director of the Board nor an Office Bearer, nor count towards a quorum of the Board of Directors for the purposes of Rule 16.5.

36. Company Secretary

- 36.1 The Board shall appoint the Company Secretary and may remove the Company Secretary and may appoint a person as an acting Company Secretary or assistant Company Secretary and remove a person so appointed.
- 36.2 The Company Secretary shall be the Company Secretary for the purposes of the Act.
- 36.3 The Company Secretary shall at all times be responsible to the Board:
- 36.3.1 for the duties provided for in this Constitution;
 - 36.3.2 to establish and maintain a register of Members of the Company specifying the name and (postal and electronic) address of each Member of the Company;
 - 36.3.3 to keep the Australian Securities and Investments Commission (ASIC) informed of all notifiable information and to provide ASIC, within the specified time, required copies of any Special Resolution subject to the provisions of the Act .
 - 36.3.4 to establish and maintain the Conflicts Register;
 - 36.3.5 and shall, by its resolution and by instrument in writing, determine any other roles and functions as are required from time to time.
- 36.4 The Company Secretary shall cause to be kept the minutes and records of;
- 36.4.1 all elections and appointments of Directors and all appointments of office-bearers;
 - 36.4.2 the names of Directors present at a Board meeting, Annual General Meeting or a General Meeting; and
 - 36.4.3 all proceedings at Board meetings, Annual General Meetings and General Meetings.

The Company Secretary shall ensure that Minutes of proceedings at a meeting are signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting at which the minutes are accepted as a true and accurate record of that meeting.

37. Custody of books

Subject to the Act, the Regulations and these Rules, the Company Secretary shall cause to be kept in safe custody all records, books and other documents relating to the Company.

38. Policies

The Board may pass a resolution to make by-laws or policies to give effect to this Constitution. Directors and Members must comply with by-laws and policies as if they were part of this Constitution.

39. Inspection of books

The records, books and other documents of the Company (other than legal documents related to Court action or current litigation, personnel files and documents and other privileged information) shall be open to inspection at the Registered Office or the principal place of administration by a Member of the Company to the extent that the Company is required to provide such access, at any reasonable hour having first given the Company reasonable notice in accordance with the Act and at their own expense and subject to payment of any substantive costs that may be incurred by the Company in relation to the inspection as may be determined by the Chief Executive Officer. A Member must comply with any relevant legislation in its collection, use, disclosure or storage of any information obtained on inspection.

40. Registered Office

The registered office of the Company, as determined from time to time by the Board and as submitted to the Australian Securities and Investments Commission, shall be at the place so determined.

41. Principal Place of Administration

The principal place of administration of the Company, as determined from time to time by the Board and as submitted to the Australian Securities and Investments Commission, shall be at the place so determined.

42. Service of notices

42.1 For the purpose of these Rules, a notice may be served by or on behalf of the Company upon any Member either personally or by sending it by post, or by mutually agreed electronic means to the Member at the Member's (postal or electronic) address shown in the register of Members.

42.2 notice:

42.2.1 delivered in person, left at the recipient's address, or sent by email or other electronic method, is taken to be given on the day it is delivered;

42.2.2 sent by post, is taken to be given on the third day after it is posted.
• unless the contrary is proved.

43. Indemnity

43.1 To the maximum extent permitted by law, the Company may indemnify any current or former Director, Officer, Company Secretary, Committee member, or senior manager of the Company out of property of the Company against:

43.1.1 any liability incurred by the person in that capacity (except a liability for

legal costs);

43.1.2 legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity; and

43.1.3 legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an Officer of the Company or a subsidiary, if that expenditure has been approved in accordance with the Company's Board's policy,

except to the extent that:

43.1.4 the Company is forbidden by law to indemnify the person against the liability or legal costs; or

43.1.5 an indemnity by the Company of the person against the liability or legal costs, if given, would be made void by law.

43.2 The Board may agree to pay a premium for a policy insuring a person against any liability incurred by the person arising due to the person's involvement in the Company.

44. Dissolution/Winding Up

44.1 The Company may be dissolved upon the passing of a Special Resolution of all Members at a General Meeting convened for the purpose, and in accordance with the Act.

44.2 In the event of the Company being dissolved or on completion of winding up of the Company the amount that remains after such dissolution and any Surplus Property and the satisfaction of all debts and liabilities shall be distributed among the Nominating Bodies, provided they are a not-for-profit entity, in such manner as the Company at the time decides for purposes relating to the advancement of the profession of architecture.

45. Dispute Resolution

45.1 Notwithstanding anything else in this Constitution, Directors, Members and any other person to whom this Constitution applies from time to time, agree to deal with any dispute arising out of, or relating to, this Constitution in accordance with the following procedures:

45.1.1 A party claiming that a dispute has arisen must give written notice to the other party specifying the nature of the dispute;

45.1.2 Within 7 days of receipt of the notice specified in Rule 45.1.1 representatives of each party will meet and negotiate in good faith to

resolve the dispute;

- 45.1.3 If the dispute is not resolved within 7 days (or within such further period as the parties agree in writing) then the parties may, by mutual written agreement, refer the dispute to mediation to be conducted by a suitably qualified mediator appointed by the President or the President's nominee of the Law Society of New South Wales ("**Law Society**"); and
- 45.1.4 The mediation shall be conducted in accordance with any procedure or mediation guidelines issued or recommended by the Law Society (which are deemed to be incorporated in this Rule 45) which set out the procedures to be adopted, the process of selection of the mediator and the costs involved. The parties acknowledge and agree that such mediation shall be non-binding.
- 45.2 A party's rights and obligations under this Constitution will continue despite any dispute, unless the dispute relates to those rights or obligations.