

**A Scottish Charitable Incorporated Organisation  
in terms of the  
Charities and Trustee Investment (Scotland) Act 2005**

## **CONSTITUTION**

**of**

# **THE DUNDEE INSTITUTE OF ARCHITECTS**

**A CHAPTER OF THE ROYAL INCORPORATION OF ARCHITECTS IN  
SCOTLAND**

established on [date] 2023

Scottish Charity Number SC[number]



# A Scottish Charitable Incorporated Organisation

## Constitution

of

## The Dundee Institute of Architects

### 1 NAME AND PRINCIPAL OFFICE

- 1.1 The name of the Scottish Charitable Incorporated Organisation is “The Dundee Institute of Architects” (“the Chapter”).
- 1.2 The Principal Office of the Chapter is situated in Scotland and must remain in Scotland.

### 2 DEFINITIONS

- 2.1 Certain definitions and meanings, which apply throughout this Constitution and the Schedules hereto, are listed in Schedule 1 annexed to this Constitution.
- 2.2 Words importing the singular number only shall include the plural number, and *vice versa*.
- 2.3 Any words or expressions defined in the Charities Act shall, if not inconsistent with the subject or context, bear the same meanings in the Constitution.
- 2.4 Any Schedule to this Constitution is deemed to form an integral part hereof.

### 3 CHARITABLE PURPOSES and POWERS

- 3.1 The Charitable Purposes of the Chapter (“the Charitable Purposes”) are:
  - 3.1.1 To advance the cause of good architecture within the Membership Area by uniting members of the profession in order to provide the highest standard of architectural practice and to promote the aesthetics, scientific and practical efficiency of the profession of architecture.
  - 3.1.2 To advance education, heritage, art and culture by delivering lectures, exhibitions and other events and by creating or supporting publications of any kind in any media.
  - 3.1.3 To advance community development by representing the architectural profession in relation to key architectural, planning or development matters, at a local, regional or national level.
  - 3.1.4 To promote environmental protection and enhancement by encouraging high standards of architecture throughout the Membership Area.
  - 3.1.5 To uphold, advance and support the objects of the Royal Incorporation of Architects in Scotland.

- 3.2 In terms of section 50(5) of the Charities Act, the Chapter shall have power to do anything which is calculated to further the Charitable Purposes or is conducive or incidental to doing so. Without prejudice to the foregoing generality, the Chapter shall also have the powers, only in furtherance of its Charitable Purposes, as expressed in the Schedule annexed to the Constitution.

#### 4 GENERAL STRUCTURE OF THE Chapter

The structure of the Chapter comprises:

- 4.1 **Trustees** – known collectively as “the Council” who hold regular meetings between each AGM, set the strategy and policy of the Chapter, generally control and supervise the activities of the Chapter and, in particular, are responsible for monitoring its financial position and, where there are no employees or managers appointed, are responsible also for the day-to-day management of the Chapter; and
- 4.2 **Members** – comprising Voting Members and Non-Voting Members, who have the right to attend the AGM (and any General Meeting) and have important powers under this Constitution and the Charities Act, particularly in electing people to serve as Trustees and taking decisions in relation to any changes to this Constitution.

#### 5 MEMBERSHIP

##### 5.1 Members

- 5.1.1 The members of the Chapter shall consist of the Applicants, all Members of the Unincorporated Association and such other persons who are admitted to membership in terms of this Clause 5.
- 5.1.2 Membership shall be open to:
- (a) **Voting Members:** that is Fellows, Academic Fellows, Retired Fellows, Members, Academic Members and Retired Members of RIAS for whom the Membership Area is identified as that individual’s region by RIAS;
  - (b) **Non-voting Members:** that is Honorary Fellows, Associates, Affiliates and Students who are neither eligible to stand for election to the Council, nor to vote at any General meeting.
- 5.1.3 In the event of any decision being required as to the eligibility for Voting Membership, whether by new applicants or on a continuing basis by existing members, this is a matter which shall be determined by the Council.

##### 5.2 Procedure for Membership

- 5.2.1 The members of the Chapter shall be those individuals admitted to RIAS membership, for whom the Membership Area is identified as that individual’s region by RIAS, such members being intimated by RIAS to the Chapter from time to time.
- 5.2.2 In the case of applicants who apply to become a Member or Academic Member of RIAS the Council shall have the opportunity to comment on each of the RIAS membership applicants who fall within the Membership Area and

the Council shall inform RIAS that either; (i) it knows of no reason to refuse RIAS membership; or (ii) that in its opinion the individual should not be admitted to RIAS membership, providing a statement setting out the reasons for such an opinion.

5.2.3 The Council shall not seek to refuse to admit any candidate to RIAS membership for reason of any protected characteristic in terms of the Equality Act 2010.

5.2.4 RIAS shall inform the Chapter of successful applicants for RIAS membership who fall within the Membership Area.

5.2.5 For so long as the Chapter is deemed to act as a Chapter of RIAS any decision being required as to the eligibility for membership of the Chapter, whether by new applicants or on a continuing basis by existing members, is a matter which shall ultimately be determined by RIAS.

### 5.3 **Register of Members**

5.3.1 The Council shall maintain a Register of Members, which may be kept and maintained by RIAS on its behalf, setting out the following details of each member, namely, name, residential address, date of registration as a member, and, where relevant, the relative category of membership.

5.3.2 The Register will provide the following details of each former member for at least six years after cessation of membership, namely name and date of cessation of their membership.

5.3.3 If a member or Trustee requests the Chapter to provide a copy of its Register of Members that individual, if the request is reasonable, is entitled to be given a copy within twenty-eight days. The Chapter may not charge for doing so. If the request is made by a member, the Chapter can omit the address of any or all of its members in its response to such a request.

### 5.4 **Membership Subscriptions**

5.4.1 Members shall be required to pay the appropriate annual membership subscription, if any.

5.4.2 The amount payable in respect to entrance fees and annual subscriptions for Voting Members and Non-voting Members shall be determined from time to time by RIAS and usually paid direct to RIAS.

5.4.3 Only those Voting Members who have paid their current subscription (where these are fixed) are entitled to take part in and vote at any General Meeting.

5.4.4 An individual who ceases (for whatever reason) to be a member shall not be entitled to any refund of membership subscription.

### 5.5 **Cessation of Membership**

Any member shall cease to be a member in any one or more of the following events:

5.5.1 if by not less than 7 days' prior notice in writing to the Chapter they resign their membership; or

5.5.2 by resignation from, or cessation of, RIAS membership upon such notification to the Chapter by RIAS; or

5.5.3 where the region within which that member belongs changes to be outwith the Membership Area, upon such notification to the Chapter by RIAS.

- 5.6 Membership is neither transferable nor assignable to any other individual or organisation.
- 5.7 The liability of members of the Chapter is limited and, upon the winding-up of the Chapter, the terms of Clause 21.4 apply.

## 6 GENERAL MEETINGS

### 6.1 Convening a General Meeting

- 6.1.1 The Council may convene a General Meeting, whenever it thinks fit.
- 6.1.2 The Council must convene a General Meeting within 28 days of a valid requisition by the Voting Members. To be valid, such requisition must:
- (a) be signed by not less than 5% of the Voting Members;
  - (b) clearly state the objects of the meeting; and
  - (c) be deposited with the Chapter.
- Such requisition may consist of several documents in like form each signed by one or more requisitionists.
- 6.1.3 A General Meeting does not need to be held exclusively in one place, provided that, where two or more members are not in the same place as each other, they are all able to communicate together and vote thereat.
- 6.1.4 The Council may resolve to enable members and other persons entitled to attend a General Meeting to do so by simultaneous attendance and participation at an electronic platform by electronic means (such as by means of a conference telephone, video conferencing facility or similar communications equipment), such meeting being an “**electronic General Meeting**”. Such attendance shall be deemed to be attendance in person. The Voting Members attending, or their proxy or proxies, shall be counted in the quorum for, and entitled to speak and vote at, the electronic General Meeting in question, and the proceedings shall be valid if the person chairing the meeting is satisfied that adequate facilities are available throughout the electronic General Meeting to ensure members attending who are not together in the same place may, by electronic means, attend, hear, speak and vote at it (where entitled to do so).
- 6.1.5 If it appears to the person chairing the meeting that the electronic platform, facilities or security at the electronic General Meeting have become inadequate to allow members to attend, communicate together, hear, speak and vote at it then the person chairing the meeting may adjourn the General Meeting to such time and place (or electronic platform) as may be fixed by the person chairing the meeting. All business conducted at the General Meeting up to that time of the adjournment shall be valid.
- 6.1.6 If, after the sending of notice of a General Meeting, in terms of Clause 6.4, but before the meeting is held, or after the adjournment of a General Meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Council decides that it is impracticable or unreasonable, for a reason beyond its control, to hold the physical General Meeting at the declared place or the electronic General Meeting on the electronic platform specified in the notice, it may change the place or electronic platform and/or postpone the date and time at which the General Meeting is to be held, in which case notice of the change or postponement will be communicated to

the members no less than 7 days' prior to the date of the original General Meeting.

## 6.2 **Convening an AGM (Annual General Meeting)**

The Council shall convene one General Meeting as an AGM in each year, at least once in every fifteen month period, which will be held at least thirty days prior to the Annual General Meeting of RIAS.

## 6.3 **AGM Agenda**

The business of each AGM shall include:

- (a) the report by the President on the activities of the Chapter;
- (b) the election of Elected Trustees;
- (c) the election of the President and Vice Presidents;
- (d) receiving the annual accounts of the Chapter;
- (e) the report of the independent financial examiner (or auditor where required); and
- (f) the appointment or re-appointment of the independent financial examiner (or auditor where required).

## 6.4 **Notice of General Meeting**

6.4.1 At least 14 clear days' notice shall be given of every General Meeting.

6.4.2 The notice shall specify:

- (a) whether electronic attendance at the meeting shall be permitted in accordance with Clause 6.1.4, and whether it shall take place exclusively by such means;
- (b) where the meeting is not to take place exclusively by electronic attendance, the place, the day and the hour of meeting and, if appropriate, the means by which a person may attend electronically which means may vary from time to time and from meeting to meeting, as the Council in its sole discretion sees fit;
- (c) for a General Meeting which is to take place exclusively by electronic attendance, the time, the date and the deemed location of the meeting (which shall be the Principal Office of the Chapter, unless otherwise determined by the Council from time to time), and the platform or other facility on which it is to be held, which means may vary from time to time and from meeting to meeting, as the Council in its sole discretion sees fit;
- (d) the general nature of the business to be dealt with at the meeting;
- (e) in the case of special business, the specific nature of that business and the wording of any proposed Special Resolutions; and
- (f) a statement informing the members of their right to appoint a proxy.

6.4.3 The notice shall be sent, in the manner specified in Clause 18, to all members and to such persons or organisations as are under this Constitution entitled to receive such notices.

6.4.4 The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any members, persons or organisations entitled to receive notice thereof shall not invalidate any resolution passed at or proceedings of any General Meeting.

**6.5 Chair of General Meetings**

The President of the Chapter, whom failing the Senior Vice-President of the Chapter, shall act as the person chairing each General Meeting. If neither the President nor the Senior Vice-President is present and willing to act as the person chairing the meeting within 15 minutes after the time at which the General Meeting in question was due to commence, the Trustees present shall elect from among themselves the Trustee who will act as the person chairing that meeting.

**6.6 Quorum at General Meetings**

6.6.1 The quorum for a General Meeting shall be 20 Voting Members, present in person or by proxy in terms of Clause 6.8. No business shall be dealt with at any General Meeting, other than the appointment of the person chairing the meeting in terms of Clause 6.5, unless a quorum is present.

6.6.2 If a quorum is not present within 15 minutes after the time at which the General Meeting was due to commence - or if, during a General Meeting, a quorum ceases to be present - the General Meeting shall stand adjourned to such time and place (or electronic platform) as may be fixed by the person chairing the meeting.

**6.7 Voting at General Meetings – General Provisions**

- (a) The person chairing the meeting (see Clause 6.5) shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.
- (b) All resolutions put to the vote at any General Meeting shall be decided verbally or on a show of hands, as appropriate, unless before, or upon the declaration of the result a Secret Ballot is demanded (see Clause 6.11).
- (c) Where members are participating in an electronic General Meeting, voting members may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, as the Council in its sole discretion deems appropriate for the purposes of the electronic General Meeting, and providing the Council have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
- (d) Each Voting Member of the Chapter is able to attend and speak at any General Meeting and shall have one vote, to be exercised in person or by proxy in terms of Clause 6.8.
- (e) In the event of an equal number of votes for and against any resolution, the person chairing the meeting shall not be entitled to a casting vote as well as any deliberative vote.
- (f) Each Non-Voting Member may attend and speak at any General Meeting, but shall have no vote.
- (g) Where a Trustee does not have to be, or cannot be, a Voting Member of the Chapter, they may attend and speak at any General Meeting, but in those circumstances may not vote thereat.
- (h) The person chairing the meeting may permit any other person or persons to attend a General Meeting who otherwise has no right to do so, as an observer

or observers. In that event, it shall be at the discretion of the person chairing the meeting whether any such observer may be invited to speak thereat.

- (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the person chairing the meeting whose decision shall be final and conclusive.

## 6.8 **Voting at General Meetings – Proxy Voting**

Whilst personal attendance at a General Meeting is encouraged, a Voting Member shall be entitled to complete an instrument of proxy in order to appoint a proxy to attend a General Meeting on their behalf, in respect of which the following apply:

- 6.8.1 a proxy must also be a Voting Member of the Chapter;
- 6.8.2 a proxy appointed to attend and vote at any meeting instead of a Voting Member shall have the same right as the appointing Voting Member to speak at the meeting and to vote thereat;
- 6.8.3 the instrument appointing the proxy, which may specify how the proxy is to vote (or to abstain from voting) on one or more resolutions, shall be in the general terms (to be varied as required to fit the circumstances) of the form shown in the Schedule 3 annexed to this Constitution, and may be provided by electronic means via an electronic platform as determined by the Council from time to time;
- 6.8.4 the instrument appointing a proxy shall be authenticated in such a manner as the Council may determine;
- 6.8.5 the form appointing a proxy and the power of attorney or other authority (if any) under which it is authenticated, or a certified copy thereof, shall be lodged with the Chapter not less than 48 hours before the time of the start of the meeting or adjourned meeting at which the person named in the form proposes to vote, and in default the instrument of proxy shall not be treated as valid;
- 6.8.6 no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, unless it expressly states to the contrary, in which event it shall be treated as valid until rescinded by the granter in writing to the Chapter;
- 6.8.7 a vote given in accordance with the terms of a form of proxy shall be valid notwithstanding the previous death or mental incapacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, mental incapacity or revocation as aforesaid shall have been received by the Chapter before the commencement of the meeting or adjourned meeting at which the proxy is used (not having been deliberately withheld);
- 6.8.8 appointment of a proxy may be revoked by the granter by written notice received by the Chapter not less than 24 hours before the time of the start of the General Meeting (or adjourned meeting) to which it relates; and
- 6.8.9 any reference in this Constitution to voting being “in person” shall include voting by proxy.



## 6.9 **Voting at General Meetings – Ordinary Resolutions**

- 6.9.1 At any General Meeting an Ordinary Resolution put to the vote of the meeting shall be carried if approved by a simple majority of the Voting Members who are present, have the right to vote and are voting thereon (taking account only of those votes cast in favour of the resolution as compared with those votes cast against the resolution).
- 6.9.2 An Ordinary Resolution to be proposed at a General Meeting may be amended if:
- (a) written notice of the proposed amendment is received by the Chapter from a member entitled to vote thereat not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting, and
  - (b) the proposed amendment does not, in the reasonable opinion of the person chairing the meeting, materially alter the scope of the resolution.

If the person chairing the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

## 6.10 **Voting at General Meetings – Special Resolutions**

- 6.10.1 At any General Meeting a Special Resolution put to the vote of the meeting shall be carried if approved by not less than two-thirds of the Voting Members present in person, who have the right to vote and who are voting thereon (for the avoidance of doubt, the reference to a two-thirds majority only relates to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution and no account therefore being taken of members who abstain from voting or who are absent from the meeting without a proxy). The following matters may only be resolved by Special Resolution of the members:
- (a) to alter the name of the Chapter; or
  - (b) to amend the Charitable Purposes; or
  - (c) to amend this Constitution in terms of Clause 20; or
  - (d) to wind up the Chapter in terms of Clause 21; or
  - (e) all other Special Resolutions.

- 6.10.2 A Special Resolution to be proposed at a General Meeting may be amended if the chair of the meeting proposes an amendment which is used only to correct a grammatical or other non-substantive error in the resolution. If the person chairing the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

## 6.11 **Voting at General Meetings – Secret Ballot**

A resolution put to the vote at any General Meeting shall be decided verbally or on a show of hands, as appropriate (with the exception of at an electronic General Meeting which is dealt with at Clause 6.7 (c)), unless a Secret Ballot is demanded in the following terms:

- 6.11.1 such demand must be made either by the person chairing the meeting, or by not less than five of the Voting Members present (in person or by proxy) and having the right to vote on the resolution;
- 6.11.2 a demand for a Secret Ballot may be made at any time during the meeting, including immediately after the declaration of the result of a show of hands on that resolution;
- 6.11.3 a demand for a Secret Ballot may be withdrawn by some or all its proposers prior to the Secret Ballot taking place, if it means that there are then insufficient members in terms of Clause 6.11.1 to demand the Secret Ballot, in which event the result of the show of hands shall stand (if already taken) or continue (if not already taken); and
- 6.11.4 the Secret Ballot shall be conducted during the same meeting only, in such a manner as the person chairing the meeting may direct, and the person chairing the meeting shall appoint and instruct tellers, who may cast their own personal votes if members (or Authorised Representatives, Deputes or proxies therefor) and the result shall be declared by the person chairing the meeting at the same meeting at which the Secret Ballot is taken.

**6.12 Voting – Written Resolutions**

- 6.12.1 Ordinary and Special Resolutions may be passed in writing, rather than at a General Meeting, provided that the terms of this Clause are followed.
- 6.12.2 An Ordinary Resolution in writing signed by or on behalf of a simple majority of all the Voting Members shall be as valid and effective as if the same had been passed at a General Meeting of the Chapter duly convened and held.
- 6.12.3 A Special Resolution in writing signed by or on behalf of not less than two-thirds of all of the Voting Members shall be as valid and effective as if the same had been passed at a General Meeting of the Chapter duly convened and held, unless it is a Special Resolution in writing to amend this Constitution, under Section 63 of the Charities Act, or a Special Resolution to amalgamate the Chapter, under Section 59 of the Charities Act, which must be signed by all of the Voting Members to be valid and effective as if the same has been held passed at a General Meeting of the Chapter duly convened and held.
- 6.12.4 Written resolutions may not be used either for the removal of a Trustee prior to the expiration of their term of office, or for the removal of an independent financial examiner or auditor prior to the expiration of their term of office.
- 6.12.5 Any written resolution must be issued in hard copy (by hand or by post) or in electronic form (by e-mail or other electronic means), or by means of a website at the same time, to all Voting Members on the Circulation Date (that is, the date on which copies of the written resolution are sent to the Voting Members).
- 6.12.6 Where such a written resolution is proposed by the Council, it must include the following express statements:
  - (a) an explanation to the eligible members of how to signify their agreement to the resolution;
  - (b) how it can be sent back by them, and whether in hard copy (by hand or by post) and/or in electronic form (such as by e-mail);
  - (c) the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days beginning with the Circulation Date); and

- (d) clarification that a failure to reply will be deemed to be a vote against the resolution in question.
- 6.12.7 Where such a written resolution is proposed by members, the following shall apply:
- (a) the resolution must be requested by not less than 5% of the Voting Members (“the members’ request”);
  - (b) the members’ request may be made in hard copy (by hand or by post) or in electronic form (by e-mail or other electronic means);
  - (c) the members’ request must identify the resolution to be put to members. The Council can reject the proposed written resolution if it is, in its opinion, either frivolous, vexatious, defamatory of any person or would, if passed, be ineffective (whether by reason of inconsistency with any enactment or this Constitution or otherwise) but must provide reasons for doing so to the members requesting the resolution;
  - (d) the members’ request can include an accompanying statement (not exceeding 1,000 words) which they can require the Chapter to issue with the written resolution to all Voting Members;
  - (e) within 21 days, the Chapter must circulate the resolution and any accompanying statement with the express statements referred to in Clause 6.12.6 hereof; and
  - (f) the expenses of the Chapter in complying with the members’ request must be paid by the members who requested the circulation of the resolution unless the Chapter resolves otherwise.
- 6.12.8 Any such written resolution may consist of several documents in the same form, each signed by or on behalf of one or more Voting Members.
- 6.12.9 A Voting Member signifies their agreement to a proposed written resolution when the Chapter receives from them a signed document identifying the resolution to which it relates and indicating the Voting Member’s agreement to the resolution. A Voting Member’s agreement to a proposed written resolution, once signified, cannot be revoked.

## **7 THE COUNCIL OF TRUSTEES**

7.1 The strategy, affairs, property and funds of the Chapter shall be directed and managed by a Board of Trustees elected in terms of Clause 8, known as the Council. The Council may exercise all such powers of the Chapter, and do on behalf of the Chapter all acts as may be exercised and done by the Chapter, other than those required to be exercised or done by the members in General Meeting, and subject always to this Constitution.

### **7.2 Limitation**

The Voting Members may, by Special Resolution, direct the Council to take, or to refrain from taking, specified action, but no such Special Resolution shall invalidate anything which the Council may have done prior to the passing of such Special Resolution, nor shall it require them to act or refrain from acting in a manner which would be incompatible with their duties under the Charities Act.

### 7.3 **Delegation**

- 7.3.1 The Council may delegate any of its powers to any sub-committee or persons or person, by such means, to such an extent and on such terms and conditions as it thinks fit, and may at any time revoke such delegation, in whole or in part, or alter such terms and conditions. If the Council so specifies, any such delegation may authorise further delegation of the Council's powers by any sub-committee or persons or person to whom they are delegated.
- 7.3.2 Any sub-committee so formed or persons or person to whom delegation of powers is made in terms of Clause 7.3.1 shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Council.
- 7.3.3 In the case of delegation to any one or more sub-committees, each shall consist of not less than one Trustee and such other person or persons as the Council thinks fit or which it delegates to the committee to appoint. The meetings and proceedings of any such sub-committee shall be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Council so far as applicable (and, without prejudice to that generality including Clauses 14.4.5 and 14.7) and so far as the same shall not be amended or superseded by any specific regulations made by the Council for all or any sub-committees. A sub-committee may invite or allow any person to attend and speak, but not to vote, at any of its meetings. Such sub-committee to ensure the regular and prompt circulation of the minutes of its meetings to all Trustees.
- 7.3.4 Only members and Trustees of the Chapter are eligible to be members of a sub-committee.
- 7.3.5 Unless expressly part of such delegation, no decision of any such sub-committee, persons or person shall bind the Council.

### 7.4 **Number of Trustees**

- 7.4.1 The number of Trustees shall not be fewer than five and, unless otherwise determined by Special Resolution at a General Meeting (but not retrospectively), not more than sixteen.
- 7.4.2 The Council may act notwithstanding any vacancy in it, but where the number of Trustees falls below the minimum number specified in Clause 7.4.1, it may only do so for the purpose of appointing sufficient Trustees to match or exceed that minimum.

## 8 **TRUSTEES**

### 8.1 **Composition of the Council**

The Council shall comprise:

- 8.1.1 up to fourteen individual persons, who must be Voting Members, all elected as Trustees by the Voting Members in terms of Clause 8.3 ("the Elected Trustees");
- 8.1.2 the individual person or persons appointed as President in terms of Clause 8.4;
- 8.1.3 the past President (being the last President to have demitted office most recently, if willing to serve, failing which, any previous holder of the position elected by the Council who shall be elected after the election of the President); and

8.1.4 up to two individuals co-opted by the Council in terms of Clause 8.5 (“the Co-opted Trustees”) provided that the maximum number of Trustees stated in Clause 7.3.1 is not exceeded,  
all of whom are Trustees of the Chapter.

## 8.2 **Interim Council**

8.2.1 The Applicants, who are the individuals who comprise the Council of the Unincorporated Association at the time of the incorporation of the Chapter, shall comprise the interim Council of the Chapter and shall (with the exception of the President and past President) be designated as Elected Trustees.

8.2.2 The interim Council shall remain in office until the first AGM, at which time each Elected Trustee on the Interim Council shall retire, but may remain eligible for election thereat (without the previous period of office in the Unincorporated Association or the period of office between the date of incorporation of the Chapter and the first General Meeting counting as a term of office).

## 8.3 **Elected Trustees**

8.3.1 Each Elected Trustee shall be appointed for a term of three years.

8.3.2 In exceptional circumstances, as determined by the Council, the Council may resolve to extend an Elected Trustee’s term of office by one further year, to a maximum of four years.

8.3.3 An Elected Trustee who has served their three-year term (or four-year term if the Council has resolved to extend their term in accordance with Clause 8.3.2) must retire at the AGM that occurs nearest to the expiry of their term in office.

8.3.4 A retiring Elected Trustee shall retain office until the close or adjournment of the meeting.

8.3.5 A retiring Elected Trustee shall be eligible to present themselves for re-election after each term of office.

8.3.6 Nomination of any Elected Trustee shall be in writing by not less than any two Voting Members. The nominee, who must be a Voting Member, shall confirm their willingness to act as an Elected Trustee if elected and if required shall provide a statement to explain the nominee’s suitability. Except for any General Meeting held in terms of Clause 8.2.2, at which nominations can be served validly until immediately before the start of the meeting itself, all nominations to be valid must be delivered to the Chapter (or to such other address for the Chapter as specified in the nomination form) not less than seven days prior to the date of the AGM in question.

8.3.7 At least 60 clear days prior to each AGM, the Council shall invite nominations from the Voting Members.

8.3.8 To be valid, all nominations must be delivered to the Chapter (or to such other address for the Chapter as specified in the nomination form) not less than 30 clear days prior to the date of the relevant AGM.

8.3.9 The Council shall announce the details of those nominated (if any) at the same time as issuing the notice of the AGM in terms of Clause 6.4, which AGM notice shall be issued after the date for delivery of nominations has passed in terms of Clause 8.3.8.

8.3.10 Where a vote is necessary, election of any Elected Trustee shall be by vote of the Voting Members at the AGM, in person or by proxy, each Voting Member having one vote for each vacancy in the Elected Trustees on the Council.

#### 8.4 **Ex-officio Trustee**

8.4.1 The person or persons appointed as President of the Chapter in terms of Clause 9 shall be an Ex-officio Trustee or Trustees.

8.4.2 The persons appointed as President of the Chapter, from time to time, shall automatically be appointed as Ex-officio Trustees, from the time they take office as the President, and their appointments as Ex-officio Trustees shall automatically terminate when they cease to be the President.

#### 8.5 **Co-opted Trustees**

Up to two individuals may be co-opted from time to time by the Council of Trustees itself, so long as the maximum number of Trustees is not exceeded, as follows:

8.5.1 Subject to Clause 8.5.3, a Co-opted Trustee shall serve until the next AGM after their co-option.

8.5.2 A Co-opted Trustee can be re-co-opted by the Council immediately after such next AGM.

8.5.3 A Co-opted Trustee can be removed from office at any time by a simple majority of the Council.

8.5.4 For the avoidance of doubt, a Co-opted Trustee may participate fully in and vote at all Council meetings at which they attend.

8.5.5 A Co-opted Trustee need not be a member of the Chapter.

#### 8.6 **Casual Vacancies**

The Council may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any Elected Trustee, from or after the date of such retiral or deemed retiral until the next AGM.

#### 8.7 **Retiral and Deemed Retiral of Trustees**

Any Trustee shall cease to be a Trustee if, with respect to any of these events, they:

- (a) are an Elected Trustee and cease to be a Voting Member in terms of Clause 5.5; or
- (b) are prohibited from being a charity trustee by virtue of section 69(2) of the Charities Act; or
- (c) hold any office of profit at the Chapter or are employed by the Chapter (except where the provisions of Clause 12.3 shall apply); or
- (d) become incapable for medical reasons of fulfilling the duties of their office and such incapacity, as certified if necessary by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification; or
- (e) are absent (without permission) from more than three consecutive meetings of the Council, and the Council resolves to remove them from office; or
- (f) being an Ex-officio Trustee, are removed from office by a simple majority of the Council or resign from the office of President; or
- (g) being appointed by virtue of being a past President, are removed from office by a simple majority of the Council; or

- (h) being a Co-opted Trustee, are removed from office by the Trustees in accordance with Clause 8.5; or
- (i) are considered by the Council to have been in serious or persistent breach of: (i) any of the duties listed in sections 66(1) and 66(2) of the Charities Act; or (ii) any Code of Conduct, Council Charter, or Council Policy of the Chapter; or (iii) Clause 8.8.5; such Trustee being entitled to be heard prior to the Council taking a decision in respect of the above (i) – (iii); or
- (j) resign as a Trustee by notice in writing to the Chapter; or
- (k) they die.

## 8.8 **Conduct of Trustees**

- 8.8.1 Each Trustee is obliged to act in accordance with the duties listed in section 66 of the Charities Act (see Clause 8.8.2) so as to take decisions in such a way as is considered, in good faith, most likely to be in the interests of the Chapter, and to promote its success in achieving the Charitable Purposes.
- 8.8.2 The duties listed in section 66 of the Charities Act to which each Trustee must adhere are:
- (a) to act in the interests of the Chapter;
  - (b) to seek, in good faith, to ensure that the Chapter acts in a manner which is consistent with its Charitable Purposes;
  - (c) to act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person; and
  - (d) in circumstances giving rise to the possibility of a conflict of interest between the Chapter and any party responsible for the appointment of that Trustee:
    - (i) to put the interests of the Chapter before those of the other party; and
    - (ii) where any other duty prevents the Trustee from doing so, to disclose the conflicting interest to the Chapter and to refrain from participating in any deliberation or decision of the Council with regard to the matter in question; and
  - (e) to ensure that the Chapter complies with any direction, requirement, notice or duty imposed upon under or by virtue of the Charities Act.
- 8.8.4 The provisions of Clauses 12 and 13 are also pertinent to the provisions within this Clause, and each Trustee must comply with these.
- 8.8.5 Each Trustee must additionally comply with any Code of Conduct, Council Charter, or Council Policy for Trustees as introduced and prescribed by the Council from time to time.
- 8.8.6 Each Trustee must be mindful of the requirement to preserve confidentiality where appropriate or requested in relation to the Chapter or its business and in order to act always in the interest of the Chapter.
- 8.8.7 Each Trustee must additionally comply with any RIAS Code of Conduct or any Chapter Policy introduced by RIAS, and intimated to the Chapter from time to time. In the event of any other Code of Conduct, Council Charter, or Council Policy for Trustees being introduced and prescribed by Council from time to time, the terms of any RIAS Code of Conduct or Chapter Policy will always take precedence in the event of any conflict or variance of terms.

**8.9 Register of Trustees**

- 8.9.1 The Council shall maintain a Register of Trustees, setting out the following details of each Trustee, namely, name, address, date of appointment and any offices held, all in accordance with the Charities Act.
- 8.9.2 The Register must provide the following details of each former Trustee for at least six years after cessation of trusteeship, namely name, any offices held and date of cessation of trusteeship.
- 8.9.3 The Register of Trustees is open to all members and Trustees of the Chapter, but Trustees' addresses (or any of them) can be kept confidential by the Chapter.
- 8.9.4 Changes to the Register must be made within twenty-eight days of the Chapter receiving notice of any change.
- 8.9.5 If an individual requests the Chapter to provide a copy of its Register of Trustees, that individual, if the request is reasonable, is entitled to be given a copy within twenty-eight days. The Chapter may not charge for doing so. The Chapter can omit all or any of its Trustees' addresses in its response to a request.

**9 THE PRESIDENT**

- 9.1 The Voting Members shall, at every AGM, elect up to three individual persons to be the President of the Chapter.
- 9.2 Nomination of an individual to become the President shall be in writing by no less than two Voting Members. The nominee shall confirm their willingness to act as the President if elected and, if required, shall provide a statement to explain the nominee's suitability.
- 9.3 Only Chartered Architects are eligible to become the President of the Chapter.
- 9.4 At least 60 clear days prior to each AGM the Council shall invite nominations for the President from the Voting Members.
- 9.5 All nominations, to be valid, must be delivered to the Chapter (or to such other address for the Chapter as specified in the nomination form) not less than 30 clear days prior to the date of the AGM in question.
- 9.6 The Council shall announce the details of those nominated (if any) at the same time as issuing notice of the AGM in terms of Clause 6.4, which AGM notice shall be issued after the date for delivery of nominations has passed in terms of Clause 9.5 hereof.
- 9.7 Where a vote is necessary, election of the President shall be by vote of the Voting Members at the AGM, each Voting Member having a single vote.
- 9.8 Where there are more than three nominees, the three nominees who receive the most votes shall be the nominees elected as President.
- 9.9 The person or persons elected as President, once elected, shall serve until the next AGM and may be re-elected for one further year.



- 9.10 In exceptional circumstances, as determined and proposed by the Council and agreed by the Voting Members at the AGM, the President's term of office may be extended by one further year.
- 9.11 In the event of the position of the President becoming vacant early by resignation or otherwise the Council shall appoint a Vice-President to fill the vacant position until the next AGM. In the event that none of the Vice-Presidents are eligible to be the President in term of Clause 9.3, or willing to act as the President, then the Council shall appoint a Trustee, eligible in terms of Clause 10.3, to fill the vacant position until the next AGM.
- 9.12 For so long as the Chapter is deemed to act as a Chapter of RIAS and for so long as RIAS Bye-laws provide, the President of the Chapter shall also by virtue of their office be a Vice-President of RIAS.
- 9.13 Where more than one individual is elected President:
- 9.13.1 the Council shall determine which of those persons shall be the Chapter's representative for RIAS and be appointed to any required role within RIAS in terms of Clause 9.12 or as otherwise required by RIAS and this individual shall also have ultimate authority as among the Presidents; and
- 9.13.2 except as for provided for in Clause 9.13.1, the persons so elected shall decide among themselves how they will share the other roles and duties of President and, for each occasion the President is required to act, which of them will act.

## **10 VICE-PRESIDENTS**

- 10.1 Up to three Vice-Presidents shall be elected by the Voting Members at each AGM, from the Elected Trustees in situ at the close of the AGM.
- 10.2 At any one time at least one Vice-President shall be a Chartered Architect.
- 10.3 Should only one Vice-President be a Chartered Architect then that individual will automatically be classed as the Senior Vice-President. Where more than one Vice-President is a Chartered Architect then it will be for the Vice-Presidents, together with the President to agree the seniority of the Vice-Presidents. Where agreement cannot be reached the matter will be decided by a random method.
- 10.4 A Vice-President shall be able to be re-elected for a maximum of two continuous years, after which a Vice-President must have at least one year out of office before being eligible for re-election again.
- 10.5 A term of office as a Vice-President will not count towards a term of office as an Elected Trustee.
- 10.6 In the event that there is only one Vice-President who is a Chartered Architect and they vacate office early by resignation or otherwise, the Council shall appoint a Trustee eligible to act in terms of Clause 10.2 to fill the vacant position until the next AGM.

## **11 CONSTRAINTS ON PAYMENTS/BENEFITS TO MEMBERS AND TRUSTEES**

- 11.1 The income and property of the Chapter shall be applied solely towards promoting the Charitable Purposes.
- 11.2 No part of the income or property of the Chapter shall be paid or transferred (directly or indirectly) to the members or Trustees of the Chapter, whether by way of dividend, bonus or otherwise, except where such members or Trustees are in receipt of income or property of the Chapter as a beneficiary of the Chapter in terms of the Charitable Purposes.
- 11.3 No benefit (whether in money or in kind) shall be given by the Chapter to any Trustee except the possibility of the following, which may only be given in accordance with Section 67 of the Charities Act, where applicable:
- 11.3.1 repayment of out-of-pocket expenses to Trustees (subject to prior agreement by the Council); or
  - 11.3.2 reasonable remuneration to any Trustees in return for specific services actually rendered to the Chapter; or
  - 11.3.3 payment of interest at a rate not exceeding the commercial rate on money lent to the Chapter by any Trustee; or
  - 11.3.4 payment of rent at a rate not exceeding the open market rent for property let to the Chapter by any Trustee; or
  - 11.3.5 the purchase of property from any Trustee provided that such purchase is at or below market value or the sale of property to any Trustee provided that such sale is at or above market value; or
  - 11.3.6 payment to one or more Trustees by way of any indemnity where appropriate.
- 11.4 No Trustee shall be appointed as a paid employee of the Chapter.

## **12 CONFLICTS OF INTERESTS**

- 12.1 Any Trustee who has a personal interest (as defined in Clause 12.2) in any prospective or actual contract or other arrangement with the Chapter must declare that interest either generally to the Council or specifically at any relevant meeting of the Chapter. Where such an interest arises, the provisions within Clause 12.3 shall apply.
- 12.2 A personal interest includes the following interests:
- (a) those of the Trustee or employee in question;
  - (b) those of their partner or close relative;
  - (c) those of any business associate;
  - (d) those of any firm of which they are a partner or employee;
  - (e) those of any limited company of which they are a director, employee or shareholder of more than 5% of the equity; an
  - (f) those of any person or organisation responsible for their appointment as a Trustee.
- 12.3 Whenever a Trustee finds that there is a personal interest, as defined in Clause 12.2, they have a duty to declare this to the Council meeting in question. In that event, in

order to avoid a material conflict of interest arising, the Trustee in question cannot partake in discussions or decisions relating to such matter.

- 12.3.1 It shall be for the person chairing the meeting in question (or if it be the person chairing the meeting who is potentially or actually conflicted, it shall be for the other Trustees present) to determine whether the Trustee in question should at the least be required to be absent during that particular element of the meeting. Where a Trustee leaves, or is required to leave, the meeting in question, they no longer form part of the quorum thereat.
- 12.3.2 The Council may at any time resolve to authorise any Trustee to continue acting where a real or potential conflict of interest exists in relation to a personal interest of that Trustee, but where it considers that the interests of the Chapter have not been nor are likely to be prejudiced as a result. The Trustee in question cannot be considered as part of the quorum for that part of any Council meeting giving consideration to this authorisation.
- 12.3.3 The Council may resolve at any time to require all Trustees deliver a Notice of Relevant Interests to the Principal Office (or elsewhere as it may determine), as they arise and at least annually. In that event, the Council shall determine from time to time what additional interests to those listed in Clause 12.2, if any, shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained.
- 12.3.4 If existing, the Register of Interests shall be open for inspection by both the Council and members of the Chapter and, with the express prior written approval of the Trustee or employee concerned, by members of the public.

## **13 COUNCIL MEETINGS**

### **13.1 Quorum**

- 13.1.1 The quorum for Council meetings shall be not less than five Trustees. No business shall be dealt with at a Council meeting unless a quorum is present.
- 13.1.2 A Trustee shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, they are not entitled to vote.

### **13.2 Convening Council Meetings**

- 13.2.1 Meetings of the Council may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Council.
- 13.2.2 All Council meetings shall require not less than 7 days' prior notice, unless all Trustees agree unanimously in writing to dispense with such notice on any specific occasion.
- 13.2.3 A Trustee may at any time, summon a meeting of the Council by notice served upon all Trustees, to take place at a reasonably convenient time and date.

### 13.3 **Chair of Council Meetings**

The President, whom failing the senior-most Vice-President in attendance, shall be entitled to preside as the person chairing all Council meetings at which they shall be present. If at any meeting neither the President nor a Vice-President is present and willing to act as the person chairing the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Trustees may appoint one of the Trustees to be the person chairing the Council meeting, which failing the meeting shall be adjourned until a time when the President or a Vice-President will be available.

### 13.4 **Voting at Council Meetings**

13.4.1 The person chairing the Council meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote, on a show of hands only, each Trustee present having one vote.

13.4.2 All decisions of the Council shall be by a simple majority at any meeting which is quorate at the time the decision is taken.

13.4.3 The decisions requiring a Special Resolution (listed in Clause 6.10.1) cannot be taken by the Trustees alone, but must be taken also by the Voting Members in General Meeting in terms of Clause 6.10.1 and only thereafter acted upon by the Council as directed by the Voting Members.

13.4.4 In the event of an equal number of votes for and against any resolution at a Council meeting, the person chairing the meeting shall have a casting vote as well as a deliberative vote.

13.4.5 A resolution in writing (whether one single document signed by all or a sufficient majority of the Trustees or all or a sufficient majority of the members of any sub-committee), whether in one or several documents in the same form each signed by one or more Trustees or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Council or of such sub-committee duly convened and constituted.

### 13.5 **Student Representative**

One Student Member of the Chapter may be appointed as the Student Representative by the Association of Dundee Architecture Students (“ADAS”). The Student Representative shall be entitled to attend and speak, but not to vote, at any meeting of the Council, in respect of which the following shall apply:

(a) ADAS (or its successors) may appoint or remove a Student Representative at any time, by written notice to that effect delivered to the Chapter not less than forty-eight hours before the Council meeting at which the change is to take effect. Any notice intimated within forty-eight hours of a meeting of the Council shall not take effect until the following Council meeting.

(b) The Student Representative must be a Student Non-Voting member of the Chapter.

### 13.6 **Observers**

The Council may invite or allow any person to attend and speak, but not to vote, at any meeting of the Council.

**13.7 Minutes**

The Council shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all General Meetings and of all Council meetings and of sub-committees, including the names of those present, without distinction between those who attended in person and those who attended electronically, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the person chairing such meeting, or by the person chairing the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. The minutes shall be retained for at least 10 years.

**13.8 Validation**

13.8.1 All acts *bona fide* done by any Council meeting, or of any sub-committee, or by any person acting as a Trustee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.

13.8.2 No alteration of this Constitution and no direction given by Special Resolution shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given.

**13.9 Ancillary Regulations**

The Council may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to this Constitution, as it deems necessary and appropriate to provide additional explanation, guidance and governance to themselves, members, employees, stakeholders and/or others.

**14 CHAPTER REPRESENTATIVES TO RIAS**

14.1 The Council shall meet as soon as practicable immediately after each AGM to appoint individuals from the Council to act as the Chapter's Representatives to RIAs as are required by RIAs from time to time (for example, representatives on boards, forums or committees). Such individuals must also be Voting Members.

14.4 A Chapter Representative shall continue in the office of representative for such maximum period as may be determined by RIAs, from time to time.

14.5 A Chapter Representative can be removed at any time by a simple majority of the Council.

**15 HONORARY SECRETARY and TREASURER**

**15.1 Honorary Secretary**

15.1.1 The Council may appoint an Honorary Secretary, for the purposes of Clause 13.7, to maintain the Register of Members and to undertake such other voluntary tasks as determined by the Council from time to time, for such term and upon such conditions as the Council may think fit.

- 15.1.2 The Council may remunerate the Honorary Secretary or award an honorarium to the Honorary Secretary at its discretion.
- 15.1.3 If the Honorary Secretary is unpaid, they may also be or become a Trustee and, if so, they would have a vote as a Trustee at any Council meeting which they attend.
- 15.1.4 If the Honorary Secretary is to be paid an annual salary, honorarium or other appropriate fee at the Council's discretion, they cannot also be a Trustee.
- 15.1.5 The Honorary Secretary may be removed by the Council at any time.
- 15.1.6 For the avoidance of doubt, whilst in post, the Honorary Secretary may become a Co-Opted Trustee (if not already a Trustee).

## 15.2 **Treasurer**

- 15.2.1 The Council may appoint a Treasurer, for such term and upon such conditions as it may think fit, to maintain and oversee the accounts of the Chapter.
- 15.2.2 The Council may remunerate the Treasurer or award an honorarium to the Treasurer at its discretion.
- 15.2.3 If the Treasurer is unpaid, they may also be or become a Trustee and, if so, they would have a vote as a Trustee at any Council meeting which they attend.
- 15.2.4 If the Treasurer is to be paid an annual salary, honorarium or other appropriate fee at the Council's discretion, they cannot also be a Trustee.
- 15.2.5 The Treasurer may be removed by the Council at any time.
- 15.2.6 For the avoidance of doubt, whilst in post, the Treasurer may become a Co-Opted Trustee (if not already a Trustee).

## 16 **HONORARY PATRON(S)**

The Voting Members at a General Meeting may, on a proposal from the Council, agree to the appointment of one or more Honorary Patrons of the Chapter, to be appointed either for such fixed period (usually of five years) as those Members determine or for an unspecified period until such appointment be terminated by them. The Honorary Patron or Patrons would be entitled to notice of all General Meetings and to attend and contribute to discussion but not vote thereat.

## 17 **FINANCES AND ACCOUNTS**

### 17.1 **Bank Accounts**

The banking account or accounts of the Chapter shall be kept in such bank or building society and/or banks or building societies as the Council shall from time to time determine.

### 17.2 **Payments and Receipts**

All payments (including cheques and other negotiable instruments) and all financial and banking instructions, and all receipts for monies paid to the Chapter, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time determine.

- 17.3 The Council shall ensure that all funds and assets of the Chapter are applied towards achieving the Charitable Purposes.

**17.4. Accounting Records and Annual Accounts**

The Council shall cause accounting records to be kept in accordance with the requirements of the Charities Act and other relevant regulations.

17.5 The accounting records shall be maintained by the Treasurer (if there is one) or otherwise by, or as determined by, the Council. Such records shall be kept at such place or places as the Council shall think fit and shall always be open to the inspection of the Trustees. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Chapter or any of them shall be open to the inspection of the members of the Chapter.

17.6 The Council shall ensure that the accounts of the Chapter are prepared and independently examined and/or audited in accordance with all relevant statutory requirements. The independent financial examiner (or auditor where required) shall be appointed by the Council on the direction of members in General Meeting.

17.7 At or before each AGM, or otherwise after the Accounts have been approved by the Council, the Council shall provide or make available to the members a copy of the accounts for the period since the last preceding accounting reference date (or in the case of the first account since the incorporation of the Chapter). The accounts shall be accompanied by proper reports of the Council and the independent financial examiner, (or auditor where required). As an alternative, the Accounts may be available for inspection on the website of the Chapter (with all members, Trustees and the independent financial examiner (or auditor where required), being made aware that they are so available for inspection there).

**18 NOTICES**

18.1. A notice may be served by the Chapter upon any member, either personally or by sending it by post, e-mail or other appropriate electronic means, addressed to such member at their address as appearing in the Register of Members.

18.2 Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise dispatched.

18.3 A member present at any meeting of the Chapter shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

18.4 The business of the Chapter and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by e-mail or other appropriate electronic means (except where a member specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Chapter where the Chapter has advised each member of this and has taken due steps to notify by other reasonable means all other members who state that they do not have access to the Internet.

**19 INDEMNITY**

Without prejudice to any other indemnity, subject to the provisions of this Constitution and save as otherwise excluded by law, a Trustee, Auditor or other officer of the Chapter shall be entitled to be indemnified by the Chapter against all costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties or on relation to the Chapter, unless such cost, charge, loss, expense or liability incurred is one within the terms of section 68A(2)(a) to (c) of the Charities Act.

**20 ALTERATION OF CONSTITUTION**

Subject to the terms of Clause 6.10, and any prior consent required in terms of section 16 of the Charities Act, no alteration in this Constitution may at any time be made unless:

20.1 with the consent of RIAS; and

20.2 by Special Resolution of the Voting Members at a General Meeting called specifically (but not necessarily exclusively) for the purpose.

**21 WINDING UP**

21.1 The winding-up of the Chapter may take place only:

21.1.1 on the decision of not less than two-thirds of its Voting Members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for that purpose or alternatively under the written resolution procedure at Clause 6.9; and

21.1.2 in accordance with the procedures set out in the Charities Act and relative Regulations (currently the Scottish Charitable Incorporated Organisation (Removal from Register and Dissolution) Regulations 2011).

21.2 If, on the winding-up of the Chapter, any property remains, after satisfaction of all its debts and liabilities, such property shall be given or transferred to any one or more charities having the same or a similar objects to the Charitable Purposes.

21.3 The charity or charities to which the property is to be transferred in terms of Clause 21.2 shall be determined on the decision of not less than two-thirds of the Voting Members of the Chapter who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for that purpose or, failing that, by a decision of not less than two-thirds of the Council or, failing that, as determined by an arbiter to be chosen amicably by the Council or, failing such amicable choice, as determined by the Sheriff of Tayside, Central and Fife (or any successor thereto), whose decision shall be final and binding upon the Chapter.

21.4 The members of the Chapter are not liable to contribute to the assets of the Chapter upon its winding up.



*Annexation*

<b>Schedule 1</b>	Definitions
<b>Schedule 2</b>	Powers
<b>Schedule 3</b>	Form of Proxy

## Schedule 1

### Definitions

Further to Clause 2.1 the definitions and meanings to apply throughout this Constitution and the Schedules hereto, are as follows:

WORDS	MEANINGS
AGM	– the Annual General Meeting of the members.
Applicants	– those first members of the Chapter who are the individuals who make the Application to OSCR under section 54(1) of the Charities Act.
Chapter	– The Dundee Institute of Architects.
Charitable Purposes	– as described in Clause 3 on the basis that these fall within section 7 of the Charities Act and are also regarded as charitable in relation to the application of the Taxes Acts.
Charities Act	– the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification and re-enactment thereof for the time being in force.
charity or charities	– means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes.
Circulation Date	– in relation to a resolution means the date on which copies of it are first sent or submitted to members for their agreement.
Clause(s)	– Clause(s) of this Constitution.
Constitution	– this Constitution, as originally framed or as amended from time to time in accordance with these presents.
Council	– the Council of Trustees (which is the same as the Board of Trustees).
electronic form	– means a document or information sent or supplied by electronic means (including by e-mail) or by any other means while in an electronic form, provided that the sender reasonably considers that it has been supplied in a form which will enable a recipient to read it and to retain a copy of it.

electronic General Meeting	– means a general meeting hosted at an electronic platform.
electronic platform	– includes, but is not limited to, website addresses and conference call systems.
General Meeting	– Any general meeting of the Chapter.
in person	– means present in person or by proxy at a physical general meeting or present by electronic means at an electronic platform at an electronic general meeting, as the case may be.
in writing	– means written in hard copy form or produced by any substitute for writing in an electronic form, or partly one and partly another.
members	– all members of the Chapter.
Membership Area	– the Chapter’s territorial area comprising the Districts of Angus, Dundee, Perth and Kinross and Fife (that part North and East of a line drawn from West Wemyss to Auchmore Bridge on the border of the area previously known as Kinross-shire) or such other area or areas as shall be defined as being within the Membership Area by the members by Special Resolution.
month	– calendar month.
organisation	– any body corporate, unincorporated association, society, federation, authority, agency, union, co-operative, trust, partnership or other organisation (not being an individual person).
OSCR	– The Scottish Charity Regulator.
property	– any property, assets or rights, heritable or moveable, wherever situated in the world.
RIAS	– The Royal Incorporation of Architects in Scotland, Scottish Charity Number SC002753 having its principal office at 15 Rutland Square, Edinburgh EH1 2BE.

- signed – where a document or information sent or supplied (a) in hard copy form is signed by bearing the signature of the person sending or supplying it, or (b) in electronic form is signed if the identity of the sender is confirmed in a manner specified by the Chapter or, where no such manner has been specified by the Chapter, if it is accompanied by a statement of the identity of the sender and the Chapter has not reason to doubt the truth of that statement.
- Trustee(s) – the Charity Trustees for the time being of the Chapter.
- Unincorporated Association – the unincorporated association known as The Dundee Institute of Architects.

## Schedule 2

### **Powers available to the Chapter**

Further to Clause 3.3, notwithstanding the terms of section 50(5) of the Charities Act (which states that the Chapter shall have power to do anything which is calculated to further the Charitable Purposes or is conducive or incidental to doing so) and without prejudice to the foregoing generality, the Chapter shall also have the following powers (but only in furtherance of the Charitable Purposes) and declaring that the order in which these Powers are listed or the terms of the sub-headings above are of no significance in terms of their respective priority which shall be deemed to be equal, namely:

#### **1 General**

- 1.1 to encourage and develop a spirit of voluntary or other commitment by individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Chapter to achieve the Charitable Purposes;
- 1.2 to provide advice, consultancy, training, tuition, expertise and assistance;
- 1.3 to promote and carry out research, surveys and investigations and develop initiatives, projects and programmes;
- 1.4 to prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium;

#### **2 Property**

- 2.1 to purchase, take on lease, hire, or otherwise acquire any property suitable for the Chapter and to construct, convert, improve, develop, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional or other appropriate management and operation of the Chapter's property;
- 2.2 to sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the Chapter;
- 2.3 to establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds;

#### **3 Employment**

- 3.1 to employ, contract with, train and pay such staff (whether employed or self-employed or external contractors) as are considered appropriate for the proper conduct of the activities of the Chapter, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;

#### **4 Funding and Financial**

- 4.1 to take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Chapter;
- 4.2 to accept or decline subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust;

- 4.3 to borrow or raise money for the Charitable Purposes and to give security in support of any such borrowings by the Chapter and/or in support of any obligations undertaken by the Chapter;
  - 4.4 to set aside funds not immediately required as a reserve or for specific purposes;
  - 4.5 to open, operate and manage bank and other accounts and to invest any funds which are not immediately required for the activities of the Chapter in such investments as may be considered appropriate and to dispose of, and vary, such investments;
  - 4.6 to make grants or loans of money and to give guarantees;
  - 4.7 to employ as a professional investment manager any person who is entitled to carry on investment business under the supervision of the Financial Conduct Authority (or its successors) and to delegate to any such manager the exercise of all or any of its powers of investment on such terms and at such reasonable remuneration as the Council of Trustees thinks fit, and to enable investments to be held for the Chapter in nominee names, but subject always to the provisions of the Charities Act;
- 5 Development**
- 5.1 to establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the Charitable Purposes;
  - 5.2 to establish, operate and administer and/or otherwise acquire any separate trading company or association, whether charitable or not;
  - 5.3 to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Chapter and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charity;
  - 5.4 to enter into contracts to provide services to or on behalf of others;
- 6 Insurance and Protection**
- 6.1 to effect insurance of all kinds (which may include indemnity insurance in respect of Trustees and employees);
  - 6.2 to oppose, or object to, any application or proceedings which may prejudice the interests of the Chapter;
- 7 Ancillary**
- 7.1 to pay the costs of forming the Chapter and its subsequent development;
  - 7.2 to carry out the Charitable Purposes in any part of the world as principal, agent, contractor, trustee or in any other capacity; and
  - 7.3 to do anything which is calculated to further its Charitable Purposes or is conducive or incidental to doing so.

### Schedule 3

#### Form of Proxy

Further to Clause 6.8, the Form of Proxy shall be in the following general terms (to be varied as required to fit the circumstances):

**The Dundee Institute of Architects**  
**("the Chapter")**

I .....,  
of.....,  
being an Member of the Chapter hereby appoint the person chairing the  
General Meeting/or\*.....,  
of .....,  
as my proxy to vote for me on my behalf at the General Meeting of the  
Chapter to be held on..... and at any adjournment thereof.

[This form to be used in favour of/against the resolution(s)\*]  
[Insert wording of each resolution]

*\* to be deleted if not required, or amended if it is required*

Unless otherwise instructed, the Proxy will vote as they think fit

*Signature of member appointing proxy.....*

*dated.....*

To be valid, this Form of Proxy, once signed and dated, must be lodged at  
least 48 hours before the start of the General Meeting referred to above.