

DRAFT

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

CONSTITUTION

of

Edinburgh Architectural Association SCIO

(Edinburgh Chapter of the Royal
Incorporation of Architects in Scotland)

established on _____ 20

Scottish Charity Number SC

J. & H. Mitchell, W.S.
Pitlochry and Aberfeldy

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Constitution

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Edinburgh Architectural Association SCIO

1 NAME AND PRINCIPAL OFFICE

- 1.1 The name of the Scottish Charitable Incorporated Organisation is “Edinburgh Architectural Association SCIO” (“the Chapter”).
- 1.2 The Principal Office of the Chapter is situated in Scotland.

2 DEFINITIONS

- 2.1 The definitions and meanings specified in this Clause shall apply throughout this Constitution and any Schedule hereto, as follows:

WORDS	MEANINGS
AMM	– the Annual Members’ Meeting.
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.
Board	- the Board of Trustees.
Chapter	Edinburgh Architectural Association SCIO.
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	– a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.
Clause(s)	– Clause(s) of this Constitution
Constitution	– this Constitution, and any ancillary regulations thereunder, in force from time to time.
Council	- the Board of Trustees
EMM	– an Extraordinary Members’ Meeting, and any Members’ Meeting which is not an AMM.

in writing	– written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible and non-transitory (albeit electronically-based) form.
Members	– all members of the Chapter (references to Voting Members and Non-Voting Members having the specific meanings ascribed respectively to them in Clause 5).
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 Office of 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 their Principal Office at 15 Rutland Square, Edinburgh EH1 2BE.
SCIO	– Edinburgh Architectural Association SCIO.
Territory	- the City of Edinburgh and West Lothian, Mid Lothian, East Lothian, Berwickshire, Roxburghshire, Selkirkshire, Peeblesshire and Southern Fife (that part to the border of Clackmannanshire and Kinross-shire, and to the west of a line drawn from West Wemyss to Auchmuirbridge Bridge), or such other area as determined by RIAS from time to time.
Trustee(s)	– the Charity Trustees for the time being of the Chapter.
Unincorporated Association	- The Unincorporated Association known as Edinburgh Architectural Association, Scottish Charity number SC001369, having its principal office at 15 Rutland Square, Edinburgh EH1 2BE.

2.2 Words importing the singular number only shall include the plural number, and *vice versa*.

2.3 Words importing the masculine gender only shall include the feminine gender.

2.4 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.

2.5 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 by uniting members of the profession in order to provide and promote the highest standard of Architectural service;

- 3.1.2 to advance art, architecture, culture, education and heritage by delivering lectures, exhibitions, awards and other events and by creating or supporting publications of any kind in any media;
 - 3.1.3 to promote environmental protection and enhancement by encouraging high standards of Architecture throughout the Territory;
 - 3.1.4 to promote public interest by representing the Architectural profession in relation to key architectural, planning or development matters, which directly or indirectly affect the society, at a local, regional, national or international level; and
 - 3.1.5 to uphold, advance and support the objects of the Royal Incorporation of Architects in Scotland.
- 3.2 The Chapter's territorial area shall comprise the City of Edinburgh and West Lothian, Mid Lothian, East Lothian, Berwickshire, Roxburghshire, Selkirkshire, Peebles-shire and Southern Fife (that part to the border of Clackmannanshire and Kinross-shire, and to the west of a line drawn from West Wemyss to Auchmuirbridge Bridge), or such other area as determined by RIAS from time to time ("the Territory").
- 3.3 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 **Members** - who have the right to attend the AMM (and any Members' 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 (references to Voting Members and Non-Voting Members having the specific meanings ascribed respectively to them in Clause 5); and
- 4.2 **Trustees** - who hold regular meetings between each AMM, 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.

5 MEMBERSHIP

5.1 Members

- 5.1.1 The members of the Chapter shall consist the Applicants together with the existing members of the unincorporated association known as Edinburgh Architectural Association, Scottish Charity Number SC001369 and such other persons who are admitted to membership in terms of this Clause.
- 5.1.2 Membership of the Chapter shall comprise:
 - (a) **Voting Members:** that is Fellows, Academic Fellows, Retired Fellows, Members, Academic Members, Retired Members, Associate and Student members of the RIAS for whom the Territory is identified as that individual's region by the RIAS; and
 - (b) **Non-Voting Members:** that is Honorary Fellows and Affiliates of the RIAS for whom the Territory is identified as that individual's region by the RIAS. Honorary Fellows and Affiliates are neither eligible to stand for election to Council nor to vote at any Members' Meeting.

5.3 Register of Members

- 5.3.1 The Council shall maintain a Register of Members, setting out the following details of each Member and Chapter Affiliate (see Clause 18), namely, name, address and 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 and Chapter Affiliate for at least six years after cessation of membership, namely name and date of cessation of membership.
- 5.3.3 If a Member or Trustee requests the Chapter to provide a copy of its Register of Members he or she is, if the request is reasonable, 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 Procedure for Membership

- 5.4.1 The members of the Chapter shall be those individuals admitted to RIAS membership, for whom the Territory is identified as that individual's region by the RIAS, such members being intimated by RIAS to the Chapter from time to time.
- 5.4.2 In the case of applicants who apply to become a Member or Academic Member of the RIAS the Council shall have the opportunity to comment on each of the RIAS membership applicants who fall within the Territory and the Council shall inform the 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.
- 5.4.3 The Council shall not seek to refuse to admit any candidate to RIAS membership for reasons of gender, sexuality, race, religion or politics.
- 5.4.4 The RIAS shall inform the Chapter of successful applicants for RIAS membership who fall within in the Territory.
- 5.4.5 For so long as the Chapter is deemed to act as a Chapter of the 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 the RIAS.

5.5 Membership Subscriptions

- 5.5.1 Members shall be required to pay the appropriate annual membership subscription, if any.
- 5.5.2 The Voting Members may at each or any AMM, subject always to Clause 5.5.3, fix any annual subscriptions (and, if relevant, different rates thereof for different categories), which shall not be more than half the annual subscription payable by that individual to the RIAS.
- 5.5.3 The fixing of any subscriptions shall be subject to the approval by the RIAS.
- 5.5.4 Only those Voting Members who have paid their current subscription (where these are fixed) are entitled to take part in and vote at any Members' Meeting.
- 5.5.5 The name of a member whose subscription remains outstanding for more than three calendar months shall be intimated by the Chapter to the RIAS.
- 5.5.6 An individual who ceases (for whatever reason) to be a member shall not be entitled to any refund of membership subscription.

5.6 Cessation of Membership

- Any member may no longer serve as such in any one or more of the following events:
- 5.6.1 if by no less than 7 days' prior notice in writing to the Chapter he or she resigns his or her membership;
 - 5.6.2 by resignation from or cessation of RIAS membership upon such notification to the Chapter by RIAS; or
 - 5.6.3 where the region from which that member belongs changes to out with the Territory, upon such notification to the Chapter by the RIAS.

- 5.7 Membership of the Chapter is neither transferable nor assignable to any other individual.
- 5.8 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 MEMBERS' MEETINGS

6.1 Convening an AMM

- 6.1.1 The Council shall convene an AMM annually at least thirty days prior to the Annual General Meeting held by the RIAS.
- 6.1.2 In exceptional circumstances, the AMM 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.

6.2 AMM Agenda

The business of each AMM may include:

- 6.2.1 the report by the President on the activities of the Chapter;
- 6.2.2 the result of the election of any Elected Trustees (where relevant);
- 6.2.3 the election of President and Vice-President(s) (where relevant);
- 6.2.3 the fixing of annual subscriptions, subject to Clause 5.5 hereof;
- 6.2.4 the report of the independent financial examiner;
- 6.2.5 reviewing the annual accounts of the Chapter; and
- 6.2.6 the appointment of the independent financial examiner.

6.3 Convening an EMM

- 6.3.1 The Board may convene an EMM whenever it thinks fit.
- 6.3.2 Any three or more Trustees ("the requisitionists") may convene an EMM whenever they think fit.
- 6.3.3 Council must convene an EMM within 28 days of a valid requisition. To be valid, such requisition must:
 - (a) be signed by not less than 20 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.
- 6.3.3 Any such meeting convened in terms of this Clause shall not be an AMM.

6.4 Notice of Members' Meetings

- 6.4.1 At least 14 clear days' notice shall be given of every AMM and EMM.
- 6.4.2 The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the specific nature of that business.
- 6.4.3 The notice shall be sent, in the manner specified in Clause 19, 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 Members' 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 AMM or EMM.

6.5 Chair of Members' Meetings

The President of the Chapter, whom failing a Vice-President of the Chapter, shall act as the person chairing each Members' Meeting. If 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 at which the Members' 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 Members' Meetings

6.6.1 The quorum for a Members' Meeting shall be no less than fifteen of the Voting Members, present in person. No business shall be dealt with at any Members' 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 Members' Meeting was due to commence - or if, during a Members' Meeting, a quorum ceases to be present - the Members' Meeting shall stand adjourned to such time and place as may be fixed by the person chairing the meeting.

6.7 Voting at Members' Meetings – General Provisions

6.7.1 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.

6.7.2 Each Voting Member of the Chapter is able to attend and speak at any Members' Meeting and shall have one vote, to be exercised only in person.

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

6.7.4 Each Non-Voting Member is able to attend and speak at any Members' Meeting but shall have no vote.

6.7.5 The person chairing the meeting may permit any other person or persons to attend a Members' 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.

6.7.6 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 – Special Resolutions

6.8.1 At any General Meeting a resolution put to the vote of the meeting shall be voted upon by a simple majority of the Voting Members who are present and voting thereon, except for decisions relating to any of the following Special Resolutions, which shall require to be decided upon by not less than 75% of the Voting Members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting), namely:

- (a) to alter the name of the Chapter; or
- (b) to amend the Charitable Purposes; or
- (c) to amend these Articles; or
- (d) to wind up the Chapter in terms of Article 22; or
- (e) to amend the maximum number of Trustees in terms of Article 7.4; or
- (f) to purchase or sell any heritable property owned by the Chapter or any of its subsidiaries and to purchase any heritable property wherever situated; or
- (g) to form, acquire or dispose of any subsidiary; or
- (h) to acquire or dispose, whether by the Chapter or by any of its subsidiaries, of any shares of any other company or the participation or cessation of participation by the Chapter or by any of its subsidiaries in any formal trust or joint venture; or
- (i) to create or issue or allow to come into being any mortgage, security, charge or other encumbrance upon any part or parts of the property or

- assets of the Chapter or to obtain any advance or credit in any form other than normal trade credit, or to create or issue by any subsidiary of any debenture or loan stock; or
- (j) to grant any guarantee or indemnity to any party, other than any wholly-owned subsidiary of the Chapter; or
 - (k) all other Special Resolutions.
- 6.8.2 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.
- 6.8.3 A Special Resolution to be proposed at a General Meeting may be amended if:
- (a) the person chairing the meeting proposes the amendment at the General Meeting at which the Special Resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical, interpretative or other non-substantive error in the Special Resolution.
- 6.8.4 If the person chairing the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

7 THE COUNCIL

7.1 The strategy and affairs 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 Members' 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 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 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. Such sub-committee members, persons or person do not require to be members of the Chapter. If Council so specifies, any such delegation may authorise further delegation of 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 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 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 Council so far as applicable and so far as the same shall not be amended or superseded by any specific regulations made by 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 shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Trustees.

7.3.4 The President shall be an ex officio member of each sub-committee of the Chapter.

7.3.5 Unless expressly part of such delegation, no decision of any such sub-committee or persons or person shall bind Council.

7.4 **Number of Trustees**

7.4.1 The number of Trustees shall not be fewer than six and, unless otherwise determined by special resolution at a Members' Meeting (but not retrospectively), not more than sixteen.

7.4.2 Council may act notwithstanding any vacancy in it, but where the number of Trustees falls below the minimum number specified in this Clause, 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 are Voting Members, up to two of which can be student members of the RIAS, elected as Trustees by the Voting Members in terms of Clause 8.3 ("the Elected Trustees");

8.1.2 the President elected in terms of Clause 10; and

8.2.3 the Past-President, who is the last President to have demitted office at the AMM, 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.

8.2.4 All of whom are Trustees of the Chapter

8.2 **Initial Council**

8.2.1 The Applicants, who are the Trustees of the Unincorporated Association, known as Edinburgh Architectural Association, at the time of the registration of this SCIO shall comprise the initial Council of the Chapter.

8.2.2 until the first AMM the elected Council members, President, Vice-President(s) and Past President of the Unincorporated Association shall become the Elected Trustees, President, Vice-President(s) and Past-President respectively of the Chapter in terms of Clause 8.1, with periods of office between the date of last election to the Unincorporated Association and the first Members' Meeting counting as a term of office.

8.3 **Elected Trustees**

8.3.1 At the first and each subsequent AMM, one-third of the Elected Trustees (or nearest number downwards) shall retire from office, subject to a maximum number of four. A retiring Elected Trustee shall retain office until the close or adjournment of the meeting. A retiring Elected Trustee shall not be eligible for re-election after one term of office without at least one year out of office.

8.3.2 If no other Trustee has or Trustees have decided or agreed to retire, the Elected Trustees to retire at each AMM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Trustees on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

8.3.3 Election of any Elected Trustee shall be by postal ballot (which can be conducted also by e-mail or other electronic means approved by the Council).

- 8.3.4 At least 60 clear days prior to each AMM Council shall invite nominations from the Voting Members for the election of vacant positions within the Elected Trustees.
- 8.3.5 Only Voting Members are eligible to be Elected Trustees, a maximum of two of whom can be Student Members of the RIAS at any one time.
- 8.3.6 Nomination of any Elected Trustee shall be in writing by no less than five Voting Members. The nominee, who must also be a Voting Member, shall confirm his or her willingness to act as an Elected Trustee if elected and if required shall provide a statement to explain the nominee's suitability. 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) no less than 40 clear days prior to the date of the AMM in question, which will be the closing date for nominations.
- 8.3.7 The Council shall, no later than 20 clear days prior to the date of the AMM in question issue a ballot paper to every Voting Member, containing those nominated together with directions for its use.
- 8.3.8 To be valid, the ballot paper must be completed by the Voting Member as directed on the ballot paper itself, and returned to the Principal Office (or to such other address for the Chapter as specified in the nomination form) no later than 5 clear days before the date of the AMM in question, which will be the closing date for voting.
- 8.3.9 Where a vote is necessary, election of any Elected Trustee shall be by vote of the Voting Members, each Voting Member having a single vote using the Single Transferable Vote.
- 8.3. The result of the ballot, or of the uncontested nomination, of Elected Trustees shall be intimated to all members at the AMM itself.

8.4 **Casual Vacancies**

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 and Vice-President from or after the date of such retiral or deemed retiral until the next AMM.

8.5 **Retiral and Deemed Retiral of Trustees**

Any Trustee must cease to be a Trustee in any one or more of the following events:

- 8.5.1 if he or she ceases being a member in terms of Clause 5.6; or
- 8.5.2 if he or she is prohibited from being a charity trustee by virtue of section 69(2) of the Charities Act; or
- 8.5.3 if, in terms of section 66(5) of the Charities Act, he or she is considered by Council to have been in serious or persistent breach of any of the duties listed in sections 66(1) and 66(2) of the Charities Act, such Trustee being entitled to be heard prior to Council taking a decision; or
- 8.5.4 if he or she has a significant conflict of interest which Council considers has and is likely to continue to undermine his or her ability to act impartially as a Trustee; or
- 8.5.5 if he or she becomes incapable for medical reasons of fulfilling the duties of his or her 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
- 8.5.6 if he or she is absent (without permission) from more than three consecutive meetings of Council, and Council resolves to remove him or her from office; or
- 8.5.7 if, being an Elected Trustee, he or she ceases to be a Voting Member; or
- 8.5.8 if by notice in writing to the Principal Office he or she resigns his or her office as a Trustee

8.6 **Conduct of Trustees**

- 8.6.1 Each Trustee is obliged to act in accordance with the duties listed in section 66 of the Charities Act (see Clause 8.6.2) 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.

8.6.2 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 prevent the Trustee from doing so, to disclose the conflicting interest to the Chapter and to refrain from participating in any deliberation or decision of Council with regard to the matter in question; and
- (e) to ensure that the Trust complies with any direction, requirement, notice or duty imposed upon under or by virtue of the Charities Act.

8.6.3 The provisions of Clauses 12 and 13 are also pertinent to the provisions within this Clause, and each Trustee must comply with these.

8.6.4 Each Trustee must additionally comply with any Code of Conduct, Board Charter, or Board Policy for Trustees as introduced and prescribed by Council from time to time.

8.6.5 Additionally, 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.

8.6.6 If the President considers that any Trustee ("the affected Trustee"), has committed a material breach of any of Clauses 8, 12 or 13, he or she, acting in conjunction with the Vice President, may impose a warning upon the affected Trustee requiring that there be no repetition of any breach within a suitable period (usually being of twelve months after the original breach), failing which Council may invoke the terms of Clause 8.5.3 (on the basis of the breach being serious or persistent); however, if they consider the breach to be serious or persistent, they may request Council to invoke the terms of Clause 8.5.3 straight away.

8.6.7 If the affected Trustee considers that any warning imposed against him or her under Clause 8.7.6 is unreasonable, he or she may request that the matter be considered by Council at a meeting when he or she is entitled to be heard.

8.7 Register of Trustees

8.7.1 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.

8.7.2 Where a Trustee is not a natural person, the following details shall be included on the Register, namely, name, any other name by which it is known, any offices held, its principal contact, its principal address, its charity number (if applicable) and its company number (if applicable).

8.7.3 Where a Trustee is appointed by OSCR, in terms of section 70A of the Charities Act, this fact must be stated on the Register.

8.7.4 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.

8.7.5 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.

- 8.7.6 Changes to the Register must be made within twenty-eight days of the Chapter receiving notice of any change.
- 8.7.7 If an individual request the Chapter to provide a copy of its Register of Trustees, he or she is, if the request is reasonable, 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 CHAPTER REPRESENTATIVES TO THE RIAS

- 9.1 The Council shall meet as soon as practicable immediately after each AMM to appoint individuals from the Council to act as Chapter Representatives to the RIAS, such individuals must also be Voting Members (but cannot be Student or Associate Members of the RIAS), who will represent the Chapter on the RIAS Council..
- 9.2 The number appointed by the Council will be determined by the number of places available, as confirmed by the RIAS from time to time.
- 9.3 The number of Chapter Representatives may be amended by the RIAS from time to time.
- 9.4 A Chapter Representative may serve on the Council of the RIAS for no more than three consecutive years.
- 9.5 A Chapter Representative can be removed at any time by a simple majority of the Council.

10 THE PRESIDENT

- 10.1 The Voting Members shall at every AMM elect a President of the Chapter
- 10.2 Nomination of an individual to become President shall be in writing by no less than two Trustees. The nominee, who shall be an existing Trustee, shall confirm his or her willingness to act as President if elected, and if required shall provide a statement to explain the nominee's suitability.
- 10.3 Only Voting Members registered with the Architects Registration Board in the United Kingdom are eligible to be President
- 10.4 All nominations to be valid must be submitted at the last Board Meeting prior to the AMM.
- 10.5 Where a vote is necessary, election of the President shall be by vote of the Voting Members at the AMM, each Voting Member having a single vote.
- 10.6 The President shall serve until the next AMM and may be re-elected for one further year.
- 10.7 In the event of the position of President becoming vacant early by resignation or otherwise the Council shall appoint a Vice-President to fill the vacant position until the next AMM. In the event that neither of the Vice-Presidents are eligible to be President in term of Clause 10.3, or willing to act as President, then the Council shall appoint a Trustee, eligible in terms of Clause 10.3, to fill the vacant position until the next AMM.

11 VICE-PRESIDENTS

- 11.1 Up to two Vice-Presidents shall be elected by the Voting Members at each AMM, from the Elected Trustees in situ at the close of the AMM.
- 11.2 A Vice-President shall be able to be re-elected for a maximum of four continuous years under no more than two Presidents, after which a Vice-President must have at least one year out of office before be eligible for re-election again.
- 11.3 A term of office as a Vice-President will not count towards a term of office as an Elected Trustee.

12 CONSTRAINTS ON PAYMENTS/BENEFITS TO MEMBERS AND TRUSTEES

- 12.1 The income and property of the Chapter shall be applied solely towards promoting the Charitable Purposes.
- 12.2 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.
- 12.3 No Trustee shall be appointed as a paid employee of the Chapter.
- 12.4 No benefit (whether in money or in kind) shall be given by the Chapter to any member or Trustee except the possibility of:
 - 12.4.1 repayment of out-of-pocket expenses to Trustees (subject to prior agreement by Council); or
 - 12.4.2 reasonable remuneration to a member or any Trustees in return for specific services actually rendered to the Chapter (not being of a management nature normally carried out by a director of a company); or
 - 12.4.3 payment of interest at a rate not exceeding the commercial rate on money lent to the Chapter by any member or Trustee; or
 - 12.4.4 payment of rent at a rate not exceeding the open market rent for property let to the Chapter by any member or Trustee; or
 - 12.4.5 the purchase of property from any member or Trustee provided that such purchase is at or below market value or the sale of property to any member or Trustee provided that such sale is at or above market value; or
 - 12.4.6 payment to one or more Trustees by way of any indemnity where appropriate.

13 CONFLICTS OF INTERESTS

- 13.1 Any Trustee and/or employee who has a personal interest (as defined in Clause 13.2) in any prospective or actual contract or other arrangement with the Chapter must declare that interest either generally to Council or specifically at any relevant meeting of the Chapter. Where such an interest arises, the provisions within Clause 13.3 shall apply.
- 13.2 A personal interest includes the following interests:
 - 13.2.1 those of the Trustee or employee in question;
 - 13.2.2 those of his or her partner or close relative;
 - 13.2.3 those of any business associate;
 - 13.2.4 those of any firm of which he or she is a partner or employee;
 - 13.2.5 those of any limited company of which he or she is a director, employee or shareholder of more than 5% of the equity;
 - 13.2.6 those of any charity of which he or she is a trustee or employee; and
 - 13.2.7 those of any person or organisation responsible for his or her appointment as a Trustee.
- 13.3.1 Whenever a Trustee finds that there is a personal interest, as defined in Clause 13.2, he or she has a duty to declare this to 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.
- 13.3.2 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. In terms of Clause 13.1, where a Trustee leaves, or is required to leave, the meeting in question, he or she no longer forms part of the quorum thereat.

- 13.3.3 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 Board meeting giving consideration to this authorisation.
- 13.3.4 Council may resolve at any time to require all Trustees and employees to 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, Council shall determine from time to time what additional interests to those listed in Clause 13.2, if any, shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained.
- 13.3.5 If existing, the Register of Interests shall be open for inspection by both Council and members of the Chapter and, with the express prior written approval of the Trustee or employee concerned, by members of the public.

14 COUNCIL MEETINGS

14.1 Quorum

- 14.1.1 The quorum for Council meetings shall be not less than six Trustees. No business shall be dealt with at a Council meeting unless a quorum is present.
- 14.1.2 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, he or she is not entitled to vote.

14.2 Convening Council Meetings

- 14.2.1 Meetings of 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 Council.
- 14.2.2 Not less than 14 clear days' notice in writing shall be given of any meeting of Council at which a decision is to be made in relation to any matter requiring to be decided by Special Resolution (as listed in Clause 6.8.1), which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other Board meetings shall require not less than 4 days' prior notice, unless all Trustees agree unanimously in writing to dispense with such notice on any specific occasion.
- 14.2.3 A Trustee may at any time, summon a meeting of Council by notice served upon all Trustees, to take place at a reasonably convenient time and date.

14.3 Chair of Council Meeting

The President, whom failing a Vice-President, shall be entitled to preside as the person chairing all Board meetings at which he or she shall be present. If at any meeting neither the President nor the 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 Council meeting, which failing the meeting shall be adjourned until a time when the President or Vice-President will be available.

14.4 Voting at Council Meetings

- 14.4.1 The person chairing 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.
- 14.4.2 All decisions of Council shall be by a simple majority at any meeting which is quorate at the time the decision is taken.
- 14.4.3 The decisions requiring a Special Resolution (listed in Clause 6.8.1) cannot be taken by the Trustees alone, but must be taken also by the Voting Members in Members' Meeting in terms of Clause 6.8.1 and only thereafter acted upon by Council as directed by the Voting Members.

14.4.4 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.

14.4.5 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 Council or of such sub-committee duly convened and constituted.

14.5 **Observers**

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

14.6 **Minutes**

The Council shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all Members' Meetings and of all Council meetings and of sub-committees, including the names of those present, 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.

14.7 **Validation**

14.7.1 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.

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

14.8 **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.

15 **MINUTE SECRETARY, TREASURER & PRINCIPAL OFFICER**

15.1 **Minute Secretary**

The Council may appoint a Minute Secretary, for the purposes of Clause 14.6, for such term and upon such conditions as it may think fit. The Minute Secretary may be removed by Council at any time, subject to the terms of any prevailing contract. Council may award an annual salary, honorarium or other appropriate fee to the Minute Secretary at its discretion, but can only do so if the Minute Secretary is not a Trustee.

15.2 **Treasurer**

(a) Council may appoint a Treasurer for such term and upon such conditions as it may think fit.

(b) If the Treasurer is unpaid, he or she may also be a Trustee, and if so he or she would have a vote as a Trustee at any Council meeting which he or she attends.

- (c) If the Treasurer is to be paid an annual salary, honorarium or other appropriate fee at Council's discretion, he or she cannot also be a Trustee.
- (d) If the Treasurer is not a Trustee, he or she may be required by Council to attend (but shall have no vote at) Council meetings during his or her tenure as Treasurer, except any part or parts thereof dealing with his or her employment or remuneration, or any other matter which Council wish to keep confidential to itself.
- (e) The Treasurer may be removed by Council at any time, subject to the terms of any prevailing contract.

15.3 Principal Officer

The Council may appoint a Principal Officer of the Chapter on such terms (including a decision on the most appropriate job title) and conditions as it may think fit, who shall attend Council and Sub-Committee meetings as appropriate or required, but who shall not be a Trustee and, for the avoidance of doubt, will have no vote thereat.

16 HONORARY PATRON(S)

The Voting Members in a Members' Meeting may, on a proposal from 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 Voting 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 Members' 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 Council shall from time to time determine.

17.2 Cheques etc.

All cheques and other negotiable instruments, 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 Council shall from time to time by resolution determine.

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

17.4 Accounting Records

Council shall cause accounting records to be kept in accordance with the requirements of the relevant regulations.

17.5 The accounting records shall be maintained by the Treasurer (if there is one) and overseen by the Principal Officer (if there is one), or otherwise by, or as determined by, Council. Such records shall be kept at such place or places as Council shall think fit and shall always be open to the inspection of the Trustees. 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 Independent Financial Examiner

For every financial period, the accounts of the Chapter shall be examined by an independent financial examiner, who shall be appointed by Council on the direction of members in Members' Meeting.

17.7 Accounts

17.7.1 At or before each AMM, or otherwise after the Accounts have been approved by Council, Council shall provide the members with a copy of the accounts for the period since the last preceding accounting reference date. The accounts shall be accompanied by proper reports of Council and the independent financial examiner. 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 being made aware that they are so available for inspection there).

17.7.2 The Council shall submit Annual Accounts and a Report in respect to the activities of the Chapter to the RIAS on an annual basis, no less than 30 clear days before the Annual General Meeting of the RIAS.

18 CHAPTER AFFILIATES

18.1 The Chapter may have affiliation with individuals who are not eligible to be Members but have an interest in Architecture and support the Charitable Purposes of the Chapter.

18.2 Chapter Affiliates shall not be entitled to take part in the administration or management of the Chapter in connection with any professional matters save in an advisory capacity.

18.3 Chapter Affiliates are neither eligible to stand for election to Council nor to vote at any Members' Meeting.

18.4 A candidate for Chapter Affiliateship shall be nominated by two Voting Members.

18.5 Election shall take place at any Council meeting, provided the name and address of the candidate is stated in the notice calling the meeting.

18.6 A candidate shall be held to have been elected if supported by two-thirds of the Council present and voting.

18.7 Chapter Affiliates shall be entitled to attend events, lecture and visits at the same cost as that paid by a member.

18.8 The Council shall determine the entrance fees, if any, and Annual Subscription payable by a Chapter Affiliate.

18.8 A Chapter Affiliate in arrears of the Annual Subscription for more than one year from the due date shall have his or her name removed from the Register of Members, after four weeks' notice from the Chapter Secretary.

18.9 Chapter Affiliateship may be terminated by notice in writing to the Principal Office. If no resignation is received before the end of December in any year, the Affiliate shall be liable for the Annual Subscription due for the ensuing year.

19 NOTICES

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

19.2 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.

- 19.3 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.
- 19.4 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 fax or 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.

20 INDEMNITY

Without prejudice to any other indemnity, the Trustees, or member of any sub-committee, the Treasurer and all employees of the Chapter shall be indemnified out of the funds of the Chapter against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the Chapter and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.

21 ALTERATION OF CONSTITUTION

Subject to the terms of Clause 6.8.1, no alteration in this Constitution may at any time be made unless:

21.1.1 with the consent of the RIAS; and

21.1.2 by the decision of not less than two-thirds of the Voting Members present and voting at a Members' Meeting called specifically (but not necessarily exclusively) for that purpose.

22 WINDING UP

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

22.1.1 with the consent of the RIAS;

22.1.2 on the decision of not less than two-thirds of the Voting Members who are present and voting at a Members' Meeting called specifically (but not necessarily exclusively) for the purpose; and

22.1.3 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).

22.2 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 object to the Charitable Purposes.

22.3 The charity or charities to which the property is to be transferred in terms of Clause 22.2 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 Members' Meeting called specifically (but not necessarily exclusively) for the purpose or, failing that, by a decision of not less than two-thirds of Council or, failing that, as determined by an arbiter to be chosen amicably by Council or, failing such amicable choice, as determined by Sheriff of Lothian and Borders at Edinburgh (or any successor thereto), whose decision shall be final and binding upon the Chapter.

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

Annexation

Schedule Powers

Schedule

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;

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 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 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.