



Australian
Institute of
Architects

Notice of the Annual General Meeting and Explanatory Notes

**The Royal Australian Institute of Architects Limited
ACN 000 023 012**

Date: Tuesday 14 May 2019

Time: 2.00pm AEST

Place: NSW Chapter, Tusculum
3 Manning Street, Potts Point, NSW



The 90th Annual General Meeting of Members of
The Royal Australian Institute of Architects Limited (ACN 000 023 012)
will be held at the NSW Chapter, Tusculum, 3 Manning Street, Potts Point, Sydney at 2.00pm
AEST on Tuesday 14 May 2019.

Business

1. Welcome and Apologies

2. Minutes

MOTION 1:

That the minutes of the 89th Annual General Meeting of The Royal Australian Institute of Architects Limited held in Melbourne on 15 May 2018, as set out in Attachment A, be adopted.

3. 2018 Financial Statements, Directors' Report and Directors' Declaration

To receive and consider the Institute's Financial Statements, Directors' Report and Directors' Declaration for the year ended 31 December 2018.

4. Auditor's Report

To receive and consider the Independent Auditor's Report on the Institute's Financial Statements for the year ended 31 December 2018.

5. Other Business

To announce the appointment of the new officeholders and Directors of the Institute who take office from the conclusion of the 2019 AGM, as elected or appointed by the Institute's National Council.

By order of the Board

Date 16 April 2019

Signed 

Name Barry Whitmore
Company Secretary

Ways to vote

Members will be able to cast their vote on motions either:

- *In person* at the meeting; or
- Via an appointed *proxy*, by submitting a *proxy form*.

As indicated in the matters listed as Business of the meeting, Members are being asked to consider and vote on one motion at this AGM.

Voting by Proxy

A Member who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf.

Members entitled to vote: **LFRAIA, FRAIA, Member Level 1 and Affiliate Level 1.**

Instructions on How to Vote by Proxy

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

For the appointment of your proxy to be effective:

- Your nominated proxy must be a current member of the Institute who is entitled to vote;
- Your nominated proxy must sign the form; and
- You must send the signed proxy form to the Company Secretary of the Institute **by no later than 2pm AEST on 13 May 2019.**

Proxies must be sent to the Company Secretary by one the following methods:

By mail: The Company Secretary
The Royal Australian Institute of Architects Limited
Level 1, 41 Exhibition Street, Melbourne Vic 3000

By fax: (03) 8620 3864, attention to the Company Secretary

By email: to the Company Secretary, at agm@architecture.com.au

Directing your Proxy How to Vote

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. You can direct your proxy how to vote on an item of business. If you direct your proxy how to vote, the proxy must vote on that item only in accordance with your direction. If you do not direct your proxy how to vote on an item of business, the proxy may vote as they think fit.

Proxies Held by Chairperson

If a Member appoints the chairperson of the meeting as the Member's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that Member, in favour of that item on a poll.

Further Information

For questions or further information, please contact us at agm@architecture.com.au.



Note: These Explanatory Notes should be read together with the attached Notice of Meeting, Proxy form and all attached schedules.

1. Financial Statements, Directors' Report, Directors' Declaration and Auditor's Report

- 1.1 The *Corporations Act 2001* requires Institute directors to put before the Members for consideration at the AGM, the financial statements and the directors' and auditor's reports for the last financial year.
- 1.2 There is no requirement for Members to approve the financial statements and these reports.
- 1.3 At the AGM, Members will be given a reasonable opportunity to ask questions and make comments on the financial statements and the reports.

2. Remuneration of Directors

- 2.1 Under the Institute's Constitution, National Council has the authority to decide whether the Directors of the Institute will be remunerated and if so, whether all Directors or only Independent Directors will be paid fees.
 - 2.2 National Council has previously resolved that only the Independent Directors will be paid fees for their time and contributions as Directors.
 - 2.3 The Constitution stipulates that the total amount of fees paid to Directors must not be more than the amount last determined. The Members have the authority to approve the maximum amount available for Directors' fees, or if members have not made a determination, National Council may make a determination.
 - 2.4 At the 2018 AGM, the Members approved a maximum amount of \$80,000 per annum for the remuneration of Directors.
 - 2.5 There is no recommendation to alter the amount previously approved by the Members and hence no motion to approve amounts available for Directors' fees is required or included on the agenda for the 2019 AGM. Accordingly, the maximum amount available for remuneration of Directors for 2020 will be \$80,000.
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MINUTES OF MEETING

Minutes of the 89th Annual General Meeting of Members of

The Royal Australian Institute of Architects Limited

Held at 41 Exhibition Street, Melbourne
at 12.30pm on Tuesday 15 May 2018

1. Quorum

Quorum of 10 Voting Members present achieved through valid proxies received as at 5pm on 11 May 2018.

2. Voting members present

Members personally present	Members present by Proxy
Robert Goodliffe	Robert Nation
Vanessa Bird	Grant Furio Marani
Peter Slifirski	Justin Hill
Peter Hirst	Janine Campbell
Ian Forrest	Annelise Marie Tiller
Allan Rodger	Paul Logsdon
Michael Smith	James Colman
Richard Kirk	Brigitta Johnson
Ken Maher	Fiona Emily Nixon
Clare Cousins	Errol Stephanie Day
Gilad Ritz	Siong Vui Choong
Helen Lochhead	Hendrik Koning
Andrew Broffman	
Peter Tsitas	
Sue Al-Azzawi	
Belinda Strickland	

3. Formal Apologies received None

4. Proxies

In total, 12 valid proxy voting forms were received in time: 12 proxy forms nominated the Chairperson to exercise the vote. Of those proxy forms, all of them either directed a preferred vote or an abstention.





5. Item of business No. 1: Confirmation of Minutes

That the minutes of the Institute's Annual General Meeting held on 16 May 2017 be received.

No questions raised or discussion had.

Chairperson announced the 12 proxy votes FOR and none AGAINST.

The motion was put.

All present voted in favour.

MOTION CARRIED (UNANIMOUS)

6. Item of business No. 2: Receiving the Financial Statements and Reports

To receive the Institute's Financial Statements and Reports for the year ended 31 December 2017.

No questions or discussion.

Meeting received and noted the Financial Statements and Reports.

7. Item of business No. 3: Receiving the Auditors' Report

To receive the Auditors' report on the Institute's financial transactions and accounts for the year ended 31 December 2017.

No questions or discussion.

Meeting received and noted the Auditors' report.

8. Item of business No. 4: Receiving the Board's Report

To receive the report of the Board on the Institute's transactions and accounts for 2017.

Chairperson received 1 question from a member regarding the Member Satisfaction Survey results in the Annual Reports of past years and was addressed to the member's satisfaction.

Meeting received and noted the Board report.

9. Item of business No. 5: Remuneration of Directors

Resolution:

That, for the purposes of provision 7.5 of the Constitution and for the financial year to 31 December 2019, the Members approve the amount of \$80,000 inclusive of superannuation (if applicable) as the maximum total sum available to pay fees to Independent Directors in that capacity.

Chairperson received 2 questions from a member about the appropriateness and adequacy of payments to the Independent Directors relative to best practice and was addressed to the member's satisfaction.

Chairperson announced the 11 proxy votes FOR and 0 proxy votes AGAINST.

The motion was put.

All present voted in favour.

MOTION CARRIED (UNANIMOUS)





10. **Item of business No. 6: Special Resolution to Amend the Constitution**

Resolution:

That, under section 136(2) of the Corporations Act 2001, the Constitution of the Institute is amended as set out in Attachment A to the Notice of Meeting.

Chairperson received 1 question from a member about provision 3.9.3 of the Constitution and was addressed to the member's satisfaction.

Chairperson announced the 11 proxy votes FOR and 0 proxy votes AGAINST.

The motion was put.

All present voted in favour.

MOTION CARRIED (UNANIMOUS)

11. **Announcement of the Office Bearers of the Institute**

Chairperson announced the new office bearers of the Institute for the 2018-2019 year, elected by National Council at its meetings on 23 March 2018 and 7 May 2018.

These elected officers will be appointed as directors on the Board of the Institute. As from this meeting, the President for 2018-2019, is Ms Clare Cousins FRAIA, elected by National Council at its meeting in May 2017.

Ms Helen Lochhead FRAIA was elected as President-Elect.

Elected as National-Councillor Directors were Vanessa Bird FRAIA and Justin Hill FRAIA (International).

Elected as an interim Independent Director was Mr Andrew Broffman RAIA.

Mr Richard Kirk LFRAIA becomes the Immediate-Past President.

Mr Ken Maher LFRAIA steps down as Immediate-Past President.

12. **Other Business**

No notice of any other item of business had been given or received.

No other questions or discussion.

Chairperson declared the meeting closed at approximately 1.05pm.

Signed by the Chairperson of the Meeting as a true record of the meeting,

Richard Kirk LFRAIA - President

Date: 6 / 6 / 2018





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Appointment of Proxy for Annual General Meeting

(Notes to this Proxy form are included on the following page)

SECTION A

I _____ (full name)
of _____ (business address)

being a financial Voting Member of **The Royal Australian Institute of Architects Limited (ACN 000 023 012)**, with the Institute membership number _____

appoint:

_____ (full name of proxy)

of _____ (address)

and the membership number: _____

or, if that person cannot or does not attend or vote, then the chairperson of the Meeting to act as my proxy at the Annual General Meeting of the Institute to be held at 2.00pm on 14 May 2019 and at any adjournment of that meeting.

[Note: this proxy must be received by the Institute no later than 24 hours prior to the AGM time.]

Signature of Member _____

Date: _____ 2019

SECTION B

I direct my proxy to vote as follows (** if applicable*):

Motion No.	Particulars	For	Against	Abstain
1.	To adopt the minutes of the 89th Annual General Meeting of the Institute held in Melbourne on 15 May 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*You may direct your proxy on how to vote by putting an "X" in the appropriate box.



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2. An appointed proxy must be a member of the Institute who is entitled to vote.
3. To vote by proxy, please complete and sign the attached proxy form and return it to the Institute as soon as possible.

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4. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote or abstain from voting, in their capacity as proxy.
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