

## By-laws of the Architectural Association (Incorporated)

(As adopted on 2017)

### Definitions

1. In these By-laws except where otherwise expressly stated a "Member" means a Member of the Architectural Association, Incorporated, as defined in Clause 1 of the Articles of Association, references to meetings, general or otherwise, refer to meetings of Members, and:
  - (a) terms defined in the Articles have the same meanings and the following additional terms shall apply unless in either case inconsistent with the subject or context:

**"Branches"** means a branch, class or section of the Association with its own rules and officers formed in accordance with these By-laws;

**"general meeting"** means a meeting of any description of the Members;

**"Register"** means a register of the names and addresses, membership classification and voting rights of Members including Affiliate Members;

**"School"** means the Architectural Association School of Architecture;

**"School Community"** means the advisory body of this name established under these By-laws; and

**"Session"** has the meaning set out in these By-laws;
  - (b) the interpretation provisions in the Articles shall apply; and
  - (c) references to any statute include any statutory re-enactment or modification of that statute.

### Arrangements for Carrying on the Work of the Association

2.
  - (a) In accordance with the Articles, all the business and affairs of the Association, including the overall responsibility for the School, shall be conducted and managed by the Council, who shall have full power to make, modify, and alter rules, including standing orders and other regulations, in respect of all such matters.
  - (b) Members desirous of associating for specific objects shall be allowed to form Branches, frame their own rules, and appoint their own officers, in all cases subject to the approval of the Council.
  - (c) The Council may create different classes of Members to those in these By-laws and shall (subject to the Articles and these By-laws) determine the rights of any such different class of member.

### Branch Reports

3. Any Branches shall present to the Council an Annual Report and Balance Sheet up to the end of May in each year. Such Annual Report and Balance Sheet to be presented during the month of June in each year.

## **Membership**

### **Qualification for Membership**

4. Every Member shall be either:
- (i) an individual who is or has been engaged professionally or otherwise in the study or practice of architecture or of associated arts or sciences;
  - (ii) an employee of the Association;
  - (iii) a current or former student at the School; or
  - (iv) an individual in such other category as the Council may from time to time specify.

A Member shall immediately give notice to the Council of any change either in status or otherwise that affects his/her eligibility as a Member.

### **Rights of Members**

5. Each Member shall have the following rights subject to the terms set out in these By-laws:
- (a) the right to one vote (subject to any exceptions set out in these By-laws);
  - (b) the right to attend and participate in all general meetings;
  - (c) the right to bring one visitor to an Ordinary General Meeting provided that:
    - (i) this shall not cause a Member or Affiliate Member to be deprived of accommodation; and
    - (ii) the chair of such general meeting may exclude visitors while affairs of the Association are discussed;
  - (d) such rights to use the premises and facilities of the Association as the Council may from time to time specify;
  - (e) such rights to receive any journal, periodical or other publication of the Association as the Council may from time to time specify;
  - (f) the right to stand or nominate anyone to stand for election as a member of Council by Members; and
  - (g) such other rights:
    - (i) as provided by these By-laws; and
    - (ii) as the Council may (subject to the Articles and these By-laws) from time to time determine.

### **Change of Occupation by Members**

6. In the event of any Member changing the profession or vocation under which s/he was elected to Membership, s/he shall immediately notify the Council of such change and the Council shall then decide whether his/her Membership shall be continued or not. If the Council shall decide his/her

Membership shall not be continued they shall not be bound to assign any reason for such determination but shall forthwith remove the Member's name from the Register and notify him/her accordingly in writing, and any subscription that may have been paid for the current Session shall be returned.

#### **Qualification for Affiliate Membership**

7. Every Affiliate Member shall be an individual in such category as the Council may from time to time specify under By-law 4(iv).

#### **Rights of Affiliate Members**

8. Every Affiliate Member shall have the same rights as a Member to the use of any premises owned or occupied by the Association and to the social facilities afforded by the Association and such other rights as the Council may from time to time specify save that an Affiliate Member shall not be entitled to vote on any occasion, nor to nominate anyone for election by Members as a member of the Council.

#### **Expiration of Affiliate Membership**

9. An Affiliate Member shall automatically cease to be such at the end of the Session in which s/he was elected. Provided always that the Council may at its own discretion renew for a further year the Affiliate Membership of any Affiliate Member.

#### **Proposal**

10. Applications for Membership or Affiliate Membership shall be dealt with in such manner as the Council may from time to time decide at a meeting of the Council. The Council shall have power to approve or reject any application without being bound to assign any reason for such approval or rejection.

#### **Election**

11. All elections to Membership shall be made by the Council in such manner as the Council may from time to time determine. The names of all applicants shall be published seven days before the meeting of the Council at which they will be considered and any Members objecting to the applicants shall submit such objections in writing to the Secretary before that meeting of the Council. Notwithstanding this, all students in the School shall be Members and all employees of the Association shall be Members or Affiliate Members.

#### **Privileges of Applicants**

12. On submitting the application and paying the entrance fee and first annual subscription, an applicant for Membership or Affiliate Membership shall have the same rights as an Affiliate Member until such time as the application is accepted or rejected. This privilege may be withdrawn from an applicant at any time by a duly appointed officer of the Association, without them being bound to assign any reason.

#### **Honorary Members**

13. The Council may elect as Honorary Members, illustrious or distinguished persons, as from time to time they may determine, without subscription. These shall have the same rights as Members, and shall be limited in number to one hundred.

### **Qualification of Allied Societies**

14. Any architectural or kindred societies whose rules have been approved by the Council, shall be eligible as Allied Societies.

### **Procedure for Alliance**

15. Architectural or kindred societies may be allied to the Association by resolution of the Council confirmed by a vote of the Association at a general meeting. If any alteration or modification shall be made in the rules of any such Society after its admission to the Association without the prior approval of the Council, such society shall immediately cease to be an Allied Society of the Architectural Association.

### **Rights and Privileges of Allied Societies**

16. Each Allied Society and its members shall have such rights and privileges and shall contribute such sums to the funds of the Association as shall be agreed between the Council and the Allied Society or its duly authorised Council or officers, but so that the agreement between the Association and any Allied Society shall be terminable at the close of any Session by either side on written notice delivered to the other side at least one month before the end of the Session, and such Allied Society shall immediately cease to be connected with the Association. Any representative of such Allied Society on the Council shall also cease to be a Member.

### **Entrance Fee and Subscription**

17. Members, Affiliate Members and applicants must pay subscriptions and any other applicable fees or charges. The amounts of entrance fees and Membership subscriptions and the classes of Members and Affiliate Members and their respective entrance fees and subscriptions shall be determined from time to time by resolution of the Council, provided that the Council shall give to the Members not less than three months' notice of its intention to alter or vary the subscriptions of Members and Affiliate Members and if not less than fifty Members shall dissent in writing from the Council's proposals within one month of the giving of such notice then the Council shall submit its proposals to a vote of all Members in the manner provided by these By-laws and no such variation of subscriptions shall be carried except by the votes of at least two-thirds of the Members voting.

### **Payment of Entrance Monies**

18. Each Member or Affiliate Member shall pay his/her entrance fee and first annual subscription within two months next after the day of his/her election, otherwise his/her election shall be void, and s/he shall be ineligible for re-election during the remainder of the current Session.

### **Payment of Subscriptions**

19. Annual subscriptions shall be paid in advance at the commencement of each financial year of the Association; but the subscription of any Member or Affiliate Member elected after the last day of May in any subscription year shall cover the ensuing subscription year. Any Member or Affiliate Member elected between 1 February and 31 May in any year shall pay one half only of the normal subscription for the remainder of the then current subscription year in addition to the entrance fee.

### **Liability for Subscriptions**

20. A Member or Affiliate Member shall be liable for the payment of the annual subscription until ceasing to be a Member or Affiliate Member under the next two By-laws, or has signified an

intention to resign by notice in writing to the Secretary at the registered office of the Association; but such resignation shall not absolve him/her from liability to pay all arrears then due. The Council shall have power to reinstate any former Member or Affiliate Member who has paid all subscriptions due at the time of resignation, and s/he shall not be required to pay another entrance fee.

### **Arrears of Subscriptions**

21. If any Member or Affiliate Member shall permit his/her annual subscription to remain in arrear for a period exceeding one Session the Council may remove his/her name from the Register. But the Council shall have power to reinstate such Member or Affiliate Member.

### **Expulsion of Members or Affiliate Members**

22. If the Council shall consider that any Member (including, for the avoidance of doubt, an Honorary Member) or Affiliate Member has been guilty of any unprofessional conduct, or of any conduct injurious to the Association or to the interests thereof, or to his/her own professional character, the Council shall have power, after due enquiry, to expel such Member or Affiliate Member; but no resolution of the Council for the expulsion of a Member or Affiliate Member shall be deemed to be passed unless it is carried by the votes of at least two-thirds of those present and voting at a meeting of the Council at which at least twelve members of the Council shall vote.
23. If any Member or Affiliate Member shall be expelled as aforesaid, the chair at the next General Meeting shall announce such expulsion, which shall thereupon be communicated to the expelled Member or Affiliate Member in writing. The name of the expelled Member or Affiliate Member shall also at this time be removed from the Register.

### **The Council**

24. Seven members of Council shall form a quorum. For the avoidance of doubt, the Council may invite others who are not members of the Council to attend and participate (but not vote) in meetings of Council.

### **Duties of President**

25. The President shall, when present, preside as chair at all general meetings and meetings of the Council.

### **Duties of Vice-President**

26. The Vice-President shall preside as chair at a general meeting or meeting of the Council in the absence of the President.
27. In the absence of the President or Vice-President at the time for the commencement of any meeting, the members of Council or as the case may be the Members present may elect a chair for that meeting by majority vote.

### **Annual Report of Council**

28. The Council shall present an annual report on its conduct of the business and affairs of the Association to the Members.

### **Duties of Secretary**

29. The Council shall appoint an officer who shall be the Secretary. It shall be the Secretary's duty to attend regularly at the premises of the Association, and all meetings of the Council, to take minutes of the proceedings, and to serve as returning officer for the election of members of Council by Members. The Secretary shall cause to be issued all notices to Members and Affiliate Members, and shall perform such other duties as the Council shall assign from time to time.

### **Director and Others**

30. The Council shall appoint a Director (on such terms as the Council thinks fit, subject to the Articles, and who shall have such duties and responsibilities as may be required by the Council and who may have such other title from time to time as the Council decides) and may employ and remunerate such other staff as are necessary to carry out the work of the Association.
31. Members of Council (who are directors for the purposes of the Companies Acts and charity trustees for the purposes of the Charities Act 2011) shall be disqualified and removed if they:
- (a) are disqualified from acting as trustee by virtue of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  - (b) were elected by Members under these By-laws and subsequently cease to be a Member;
  - (c) were elected or appointed subject to specified qualifying criteria, and such criteria cease to apply;
  - (d) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
  - (e) are absent from all meetings of the Council held within a period of six consecutive months without the permission of Council;
  - (f) are removed or disqualified under the Companies Act 2006; or
  - (g) behave in a manner which may bring the Association into disrepute and their removal is approved by at least two-thirds of the members of Council present at a meeting of the Council at which at least twelve members shall vote.

### **Tenure of Office of Members of Council**

32. Apart from:
- (a) the members of Council in office at the date of adoption of this By-law (who shall each retire on the third anniversary of their last election as a member of Council); and
  - (b) the Director (who shall remain a member of Council for so long as s/he holds that position if s/he is ex-officio a member of Council),

every member of Council must be elected or appointed for a term of three years. Such term may be made conditional on the individual continuing to meet qualifying criteria.

33. A retiring member of Council who has completed a term of three years shall be eligible for re-election or re-appointment as a member of Council provided that s/he has served on Council for not more than one previous such term whether immediately prior to retirement or not.

## **APPOINTMENT AND ELECTION OF MEMBERS OF COUNCIL**

34. As provided in the Articles, an individual may become a member of Council by appointment or election.

### **Appointment of members of Council by Council**

35. Members of Council shall have power at any time, and from time to time, to appoint any individual to be a member of Council (whether or not they are a Member). Such appointments shall be made in accordance with standing orders.

### **Election of members of Council by Members**

36. Council shall decide from time to time how many members of Council shall be elected by Members. When an election of a member of Council is required the Council shall bring forward a list of Members to serve as members of Council. Members shall only be brought forward and elections shall only take place in accordance with standing orders.

### **Academic Board**

37. There shall be an Academic Board. The Academic Board's role shall be to advise and assure the Council on effective academic governance within the School and, in particular, to assure the Council as to the academic standards of the School. As provided in the Articles, the Council may delegate responsibility to the Academic Board for matters concerning academic governance within the School. Rules governing the establishment and operation of the Academic Board (including the delegation of its powers and functions to sub-committees) shall be approved and published by Council. Such rules may be amended from time to time by Council **provided that**, once the Academic Board has been established, any amendment must be approved in advance by a decision of the members of the Academic Board.

### **School Community**

38. There shall be a School Community constituted as an advisory body to the Council and which shall include in its membership all members of Council but not the Director. The School Community may, in particular, report to the Council at any time on the degree of confidence it has in the Director. Rules governing the establishment and operation of the School Community shall be published by Council. Such rules may be amended from time to time by the Council **provided that** any amendment must be approved in advance by a decision of the members of the School Community.

### **Money to be Paid into Bank**

39. All monies belonging to the Association which is not required for investment shall be paid by a duly authorised officer or employee into an appointed bank account of the Association **provided that**:
- (a) electronic transfers of money or cheques not exceeding £10,000 or its equivalent in another currency shall be approved by two duly authorised employees of the Association; and
  - (b) electronic transfers of funds or cheques exceeding £10,000 or its equivalent in another currency shall be signed by the President, Vice-President or other duly authorised member of Council and countersigned by one duly authorised employee of the Association. The Council may at any time by formal resolution vary the cash limits contained in this By-law.

## **Financial Interest**

40. The Association shall have a policy setting out the limits on financial benefits and other conflicts of interest for members of the Council which shall be subject to the Articles and may be updated from time to time by the Council.

## **Session**

41. The Session of the Association shall begin on the first day of June in each year, and end on the 31st day of May in the following year.

## **Meetings**

### **Ordinary General Meetings**

42. Ordinary General Meetings shall be held on a minimum of four occasions in each calendar year. As far as possible they shall be held in the evening after normal working hours, and on a regular day of the week. Members and Affiliate Members shall be entitled to attend and participate in such meetings, and Members shall be entitled to personally introduce one visitor each, provided that Members and Affiliate Members are not deprived of accommodation by the introduction of such a visitor. However, at meetings where the affairs of the Association are being discussed the chair of the meeting may at his/her discretion exclude all except Members while such affairs are being discussed.

### **Business Thereof**

43. At Ordinary General Meetings papers shall be read, and discussions shall take place on the subjects of such papers, but no other business shall be transacted at any such Meeting except such as is specially provided for by the By-laws.

### **Annual General Meetings**

44. An Ordinary General Meeting shall be convened during each Session as the Annual General Meeting at which a statement of the accounts of the Association duly audited by a professional accountant shall be laid before the Members.

### **Special General Meetings**

45. A Special General Meeting of the Members shall be called by the Secretary when required by the Council, or at any time, not less than two weeks nor more than eight weeks, after the receipt of a requisition stating the purpose for which the Special General Meeting is required, and signed by at least twelve Members. A Special General Meeting may be called by giving notice, or by a general announcement in such manner as determined by the Council at least ten days prior to the Special General Meeting and in any case specifying the agenda for and time and place of the Special General Meeting, **provided that** notice of any amendment to the Agenda shall be sent to the Secretary at least three clear days prior to the meeting, and except with the consent of the chair of the meeting no further amendment shall be considered at such meeting. The presence of twenty-five Members shall be necessary to constitute a quorum at any Special General Meeting called under this By-law.

### **Alterations of Arrangements**

46. Notice shall be given of all General Meetings, which must specify the place, date and time of such meeting **provided that** the Council may give notice in such manner as it may determine of any alterations they think fit in the dates of meetings, or the other arrangements for the current

Session, and notice thereof sent to the Members and Affiliate Members or advertised as the Council may determine.

### **Votes**

47. Every Member shall have one vote.

### **Manner of Voting**

48. All votes by Members at general meetings shall be taken by show of hands and decided by the majority, except as herein provided to the contrary. In any case of equality the chair of the meeting shall have a casting vote, and the decision of such chair as to the result of the voting shall be final and conclusive.

### **Alterations of By-laws and New Standing Orders**

49. Subject to the Articles, any modification of the By-laws shall be proposed and discussed at a Special General Meeting at which Scrutineers shall be appointed, the final voting being taken in the manner provided below and in sending the voting papers to Members a report of such discussion shall also be sent, and Members shall be asked to vote for or against the proposed modification. And no such modification shall be carried except by the votes of at least two-thirds of the Members voting. In relation to any proposed new standing orders, Council shall make them available to Members for comment before they are made.

### **The Register**

50. A Register shall be kept.

### **Addresses of Members and Affiliate Members**

51. Every Member and Affiliate Member shall notify the Secretary of any change of address (including, for the avoidance of doubt, an electronic address), and all notices may be served by the Association upon any Member or Affiliate Member at the last address notified by him/her as aforesaid.

### **Voting Papers**

52. With the exception of any Member whose subscription is more than one Session in arrear, voting papers may be delivered to a Member personally or posted and may be sent electronically to each Member at the last address notified to the Association, as mentioned in the last preceding By-law.

### **By-laws to be Binding**

53. The By-laws as herein contained, and as hereafter amended or enlarged shall be binding on all Members and Affiliate Members, and their Membership or Affiliate Membership shall be taken as assent thereto.