

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

CONSTITUTION

of



THE GLASGOW INSTITUTE OF ARCHITECTS

A CHAPTER OF THE ROYAL INCORPORATION OF ARCHITECTS IN SCOTLAND

established on _____ 2021

Scottish Charity Number SC



CONTENTS

1. NAME AND PRINCIPAL OFFICE
2. DEFINITIONS
3. CHARITABLE PURPOSES AND POWERS
4. GENERAL STRUCTURE OF THE CHAPTER
5. MEMBERSHIP
6. GENERAL MEETINGS
7. THE COUNCIL
8. TRUSTEES
9. CHAPTER REPRESENTATIVES TO RIAS
10. THE PRESIDENT
11. VICE-PRESIDENTS
12. CONSTRAINTS ON PAYMENTS/BENEFITS TO MEMBERS
13. CONFLICTS OF INTEREST
14. COUNCIL MEETINGS
15. HONORARY SECRETARY AND HONORARY TREASURER
16. HONORARY PATRON(S)
17. FINANCES AND ACCOUNTS
18. NOTICES
19. INDEMNITY
20. ALTERATION OF THE CONSTITUTION
21. WINDING UP

ANNEXATION

- | | |
|------------|---------------|
| SCHEDULE 1 | DEFINITIONS |
| SCHEDULE 2 | POWERS |
| SCHEDULE 3 | FORM OF PROXY |



Aberdeen Art Gallery, Hoskins Architects
GIA Supreme Award Winner 2020

Photography © Dapple Photography

A Scottish Charitable Incorporated Organisation

CONSTITUTION OF THE GLASGOW INSTITUTE OF ARCHITECTS

1 NAME AND PRINCIPAL OFFICE

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

2 DEFINITIONS

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

3 CHARITABLE PURPOSES and POWERS

- 3.1 The Charitable Purposes of the Chapter (“the Charitable Purposes”) are:
 - 3.1.1 To advance within the Chapter’s Membership Area the pursuit of good architecture
 - 3.1.2 To support and unite members of the profession, and champion their rights in all respects, in order to encourage and promote the highest standard of architectural practice.
 - 3.1.3 To advance education, heritage, art and culture by delivering lectures, exhibitions and other events and by creating or supporting publications of any kind in any media.
 - 3.1.4 To advance community development by representing the architectural profession in relation to key architectural, planning or development matters, at a local, regional or national level.
 - 3.1.5 To promote environmental performance, protection and enhancement by encouraging high standards of architecture throughout the Membership Area.
 - 3.1.6 To uphold, advance and support the objects of the Royal Incorporation of Architects in Scotland.
- 3.2 The Chapter’s Membership Area shall comprise the Councils of Argyll and Bute, City of Glasgow, Dumfries and Galloway, East Ayrshire, East Dunbartonshire, East Renfrewshire, Inverclyde, North Ayrshire, North Lanarkshire, Renfrewshire, South Ayrshire, South Lanarkshire and West Dunbartonshire, or such other area as determined by RIAS from time to time.



Prince and Princess of Wales Hospice, Ryder Architecture
GIA Supreme Award Winner 2019

Photography © Keith Hunter

- 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 2 annexed to the Constitution.

4 GENERAL STRUCTURE OF THE CHAPTER

The structure of the Chapter comprises:

- 4.1 **Trustees** – known collectively as the Council, who hold regular meetings between each AGM, set the strategy and policy of the Chapter, generally provide oversight in respect of 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.
- 4.2 **Members** - comprising Voting Members and Non-Voting Members, who have the right to attend the AGM (and any General Meeting) and have important powers under this Constitution and the Charities Act, particularly in electing people to serve as Trustees and taking decisions in relation to any changes to this Constitution; and
- 4.3 **GIA Associates** – who support the Charitable Purposes and are not members of RIAS, who are admitted as GIA Associates in terms of Clause 5.8.

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 Glasgow Institute of Architects, Scottish Charity Number SC000915 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 Members and Student Members of RIAS for whom the Membership Area is identified as that individual's region by RIAS; and
- (b) Non-Voting Members: that is Honorary Fellows and Affiliate Members of RIAS for whom the Membership Area is identified as that individual's region by RIAS. Honorary Fellows are neither eligible to stand for election to Council nor to vote at any General Meeting.

5.2 Procedure for Membership

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



Broomlands Primary School, Stellan Brand
GIA Supreme Award Winner 2018

Photography © Andrew Lee

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

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

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

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

5.3 **Register of Members**

5.3.1 The Council shall keep a Register of Members, which may be kept and maintained by RIAS on its behalf, setting out the following details of each member, namely, name, 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 for at least six years after cessation of membership;

(a) name; and

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

5.4 **Membership Subscriptions**

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

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

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

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

5.5 **Cessation of Membership**

Any member may no longer serve as such in any one or more of the following events:

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

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

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

5.6 Membership is neither transferable nor assignable to any other individual or organisation.

5.7 The liability of members of the Chapter is limited and, upon the winding-up of the Chapter, the terms of Clause 21.4 apply.

5.8 **GIA Associates**

5.8.1 Individuals who have an interest in architecture wishing to support the Charitable Purposes of the Chapter who are not members of RIAS may become an associate of the Chapter ("GIA Associate").



Ruins Studio, Lily Jencks Studio working with Nathaniel Dorent and Savills
GIA Supreme Award Winner 2017

Photography © Sergio Pirrone

- 5.8.2 The GIA Associates of the Chapter shall consist of the existing Co-opted Members of the Unincorporated Association at the time of registration of this Chapter and such other persons who are admitted as GIA Associates in terms of this Clause.
- 5.8.3 A GIA Associate may attend and speak at any General Meeting but may not participate in such meetings for voting or quorum purposes, and may not stand for election to Council.
- 5.8.4 No individual may become a GIA Associate unless that individual has submitted a written application to become a GIA Associate in the form prescribed by the Council and the Council have approved the application.
- 5.8.5 The Council shall determine the entrance fees, if any, and any annual subscription payable by a GIA Associate.
- 5.8.6 A GIA Associate shall cease to be a GIA Associate if:
- (a) that GIA Associate sends a written notice of resignation to the Chapter;
 - (b) that GIA Associate becomes a member of the Chapter;
 - (c) a resolution that that GIA Associate be expelled from being an GIA Associate (where that GIA Associate's conduct, in their capacity as GIA Associate, has been detrimental to the effective functioning of the Chapter) is passed by special resolution at a General Meeting (notice of which shall state: (a) the full text of the resolution proposed; and (b) the grounds on which it is proposed) at which the GIA Associate is entitled to be heard);
- 5.8.7 If any subscription payable remains outstanding for more than three months after the date on which it fell due (and providing the GIA Associate in question has been given at least one written reminder).

6 GENERAL MEETINGS

6.1 Convening a General Meeting

- 6.1.1 The Council may convene a General Meeting, whenever it or they think fit.
- 6.1.2 The Council must convene a General Meeting within 28 days of a valid requisition by the Voting Members. To be valid, such requisition must:
- (a) be signed by not less than **5%** of the Voting Members;
 - (b) clearly state the objects of the meeting; and
 - (c) be deposited with the Chapter.
- Such requisition may consist of several documents in like form each signed by one or more requisitionists.
- 6.1.3 A General Meeting does not need to be held exclusively in one place, provided that, where two or more members are not in the same place as each other, they are all able to communicate together and vote thereat.
- 6.1.4 The Council may resolve to enable members and other persons entitled to attend a General Meeting to do so by simultaneous attendance and participation at an electronic platform by electronic means (such as by means of a conference telephone, video conferencing facility or similar communications equipment), such meeting being an **"electronic General Meeting"**, with no member necessarily in physical attendance at the electronic General Meeting. The Voting Members present shall be counted in the quorum for, and entitled to vote at, the electronic General Meeting in question, and the proceedings shall be valid if the person chairing the meeting is satisfied that adequate facilities are available throughout the electronic General Meeting to ensure members attending who are not together in the same place may, by electronic means, attend, hear, speak and vote at it, where entitled to do so.
- 6.1.5 If it appears to the person chairing the meeting that the electronic platform, facilities or security at the electronic General Meeting have become inadequate to allow members to attend, communicate together, hear, speak and vote at it then the person chairing the meeting may adjourn the General Meeting to such time and place (or electronic platform) as



Newhouse of Auchengree, Ann Nisbet
GIA Supreme Award Winner 2016

Photography © David Barbour

may be fixed by the person chairing the meeting. All business conducted at the General Meeting up to that time of the adjournment shall be valid.

- 6.1.6 If, after the sending of notice of a General Meeting, in terms of Clause 6.4, but before the meeting is held, or after the adjournment of a General Meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Council decides that it is impracticable or unreasonable, for a reason beyond its control, to hold the physical General Meeting at the declared place or the electronic General Meeting on the electronic platform specified in the notice, it may change the place or electronic platform and/or postpone the date and time at which the General Meeting is to be held. In which case notice of the change or postponement will be communicated to the members no less than 7 days' prior to the date of the original General Meeting.

6.2 **Convening an AGM**

The Council shall convene one General Meeting as an annual General Meeting (AGM) annually, at least thirty days prior to the Annual General Meeting of RIAS and at least once in every fifteen month period.

6.3 **AGM Agenda**

The business of each AGM shall include:

- 6.3.1 the report by the President on the activities of the Chapter;
- 6.3.2 the election of any Elected Trustees (where relevant);
- 6.3.3 the election of the President and Vice-President(s) (where relevant);
- 6.3.4 receiving the Annual Accounts of the Chapter;
- 6.3.5 the report of the independent financial examiner (or auditor where required); and
- 6.3.6 the appointment or re-appointment of the independent financial examiner (or auditor where required).

6.4 **Notice of General Meetings**

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

6.4.2 The notice shall specify:

- (a) whether the General Meeting shall be a physical or electronic General Meeting;
- (b) for a physical General Meeting, the place, the day and the hour of meeting;
- (c) for an electronic General Meeting the time, date and electronic platform for the meeting, which electronic platform may vary from time to time and from meeting to meeting, as the Council in its sole discretion sees fit; and
- (d) 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 18, to all members and to such persons as are under the Constitution entitled to receive such notices.

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

6.5 **Chair of General Meetings**

The President of the Chapter, whom failing a Vice-President of the Chapter, shall act as the person chairing each General 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 General Meeting in question was due to commence, the Trustees present shall elect from among themselves the Trustee who will act as the person chairing that meeting.

6.6 **Quorum at General Meetings**

6.6.1 The quorum for a General Meeting shall be 20 Voting Members, the majority of which require to be Chartered Architects, present in person or by proxy in terms of Clause 6.8. No business



Maggies Lanarkshire, Reich and Hall Architects
GIA Supreme Award Winner 2015

Photography © David Grandorge

shall be dealt with at any General Meeting, other than the appointment of the person chairing the meeting in terms of Clause 6.5, unless a quorum is present.

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

6.7 **Voting at General 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 All resolutions put to the vote at any General Meeting shall be decided verbally or on a show of hands, as appropriate, unless before, or upon the declaration of the result a ballot is decided (see Clause 6.11).
- 6.7.3 All resolutions put to the vote at an electronic General Meeting shall be decided by votes cast by such electronic means as the Council in its sole discretion deems appropriate for the purposes of the electronic General Meeting.
- 6.7.4 Each Voting Member of the Chapter is able to attend and speak at any General Meeting and shall have one vote, to be exercised in person or by proxy in terms of Clause 6.8.
- 6.7.5 In the event of an equal number of votes for and against any resolution, the person chairing the meeting shall be entitled to a casting vote as well as any deliberative vote.
- 6.7.6 Each Non-Voting Member and GIA Associate is able to attend and speak at any General Meeting but shall have no vote.
- 6.7.7 A Co-opted Trustee may attend and speak at any General Meeting, but may not vote thereat, if they are not also a Voting Member.
- 6.7.8 The person chairing the meeting may permit any other person or persons to attend a General Meeting who otherwise has no right to do so, as an observer or observers. In that event, it shall be at the discretion of the person chairing the meeting whether any such observer may be invited to speak thereat.

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

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

- 6.8.1 a proxy must also be a Voting Member of the Chapter;
- 6.8.2 a proxy appointed to attend and vote at any meeting instead of a Voting Member shall have the same right as the appointing Voting Member to speak at the meeting and to vote thereat;
- 6.8.3 the instrument appointing the Proxy, which may specify how the proxy is to vote (or to abstain from voting) on one or more resolutions, shall be in the general terms (to be varied as required to fit the circumstances) of the form shown in the Schedule 3 annexed to this Constitution, and may be provided by electronic means via an electronic platform as determined by the Council from time to time;
- 6.8.4 the instrument appointing a proxy shall be signed in such a manner as the Council may determine;
- 6.8.5 to be valid the instrument appointing the proxy shall be returned to the Chapter not less than 48 hours before the time of the start of the meeting or adjourned meeting at which the person named in the form proposes to vote;
- 6.8.6 no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, unless it expressly states to the contrary, in which event it shall be treated as valid until rescinded by the granter in writing to the Chapter;
- 6.8.7 a vote given in accordance with the terms of a form of proxy shall be valid notwithstanding the previous death or mental incapacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the



Seona Reid Building, Steven Holl Architects with jmachitects
GIA Supreme Award Winner 2014

Photography © Iwan Baan

death, mental incapacity or revocation as aforesaid shall have been received by the Chapter before the commencement of the meeting or adjourned meeting at which the proxy is used (not having been deliberately withheld);

6.8.8 appointment of a proxy may be revoked by the granter by written notice received by the Chapter not less than 24 hours before the time of the start of the General Meeting (or adjourned meeting) to which it relates; and

6.8.9 any reference in this Constitution to voting being "in person" shall include voting by proxy.

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

6.9.1 At any General Meeting an ordinary resolution put to the vote of the meeting shall be voted upon by a simple majority of the Voting Members who are present, have the right to vote and are voting thereon (taking account only of those votes cast in favour of the resolution as compared with those votes cast against the resolution).

6.9.2 An ordinary resolution to be proposed at a General Meeting may be amended if:

- (a) written notice of the proposed amendment is received by the Chapter from a member entitled to vote thereat not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting, and
- (b) the proposed amendment does not, in the reasonable opinion of the person chairing the meeting, materially alter the scope of the resolution.

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

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

6.10.1 At any General Meeting a Special Resolution put to the vote of the meeting shall require to be decided upon by not less than two-thirds of the Voting Members present, who have the right to vote and who are voting thereon (for the avoidance of doubt, the reference to a two-thirds majority only relates to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution and no account therefore being taken of members who abstain from voting or who are absent from the meeting without a proxy), namely:

- (a) to alter the name of the Chapter; or
- (b) to amend the Charitable Purposes; or
- (c) to amend this Constitution in terms of Clause 20; or
- (d) to wind up the Chapter in terms of Clause 21.

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

6.11 **Voting at General Meetings – Ballot**

A resolution put to the vote at any General Meeting shall be decided verbally or on a show of hands, as appropriate (with the exception of at an electronic General Meeting which is dealt with at 6.7.3), unless a ballot is demanded in the following terms:

6.11.1 such demand must be made either by the person chairing the meeting, or by not less than 10% of the Voting Members present (in person or by proxy) and having the right to vote on the resolution;

6.11.2 a demand for a ballot may be made at any time during the meeting, including immediately after the declaration of the result of a show of hands on that resolution;

6.11.3 a demand for a ballot may be withdrawn by some or all its proposers prior to the ballot taking place, if it means that there are then insufficient members in terms of Clause 6.11.1 to demand



SSE Hydro, Foster and Partners
GIA Supreme Award Winner 2013

Photography © Figueras

- the ballot, in which event the result of the show of hands shall stand (if already taken) or continue (if not already taken); and
- 6.11.4 the ballot shall be conducted during the same meeting only, in such a manner as the person chairing the meeting may direct.

7 THE COUNCIL

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

7.2 Limitation

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

7.3 Delegation

7.3.1 The Council may delegate any of its powers to any sub-committee or persons or person, by such means, to such an extent and on such terms and conditions as it thinks fit, and may at any time revoke such delegation, in whole or in part, or alter such terms and conditions. If the Council so specifies, any such delegation may authorise further delegation of the Council's powers by any sub-committee or persons or person to whom they are delegated.

7.3.2 Any sub-committee so formed or persons or person to whom delegation of powers is made in terms of Clause 7.3.1 shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Council.

7.3.3 In the case of delegation to any one or more sub-committees, each shall consist of not less than one Trustee and such other person or persons as the Council thinks fit or which it delegates to the committee to appoint. The meetings and proceedings of any such sub-committee shall be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Council so far as applicable (and, without prejudice to that generality including Clauses 14.4.5 and 14.6) and so far as the same shall not be amended or superseded by any specific regulations made by the Council for all or any sub-committees. A sub-committee may invite or allow any person to attend and speak, but not to vote, at any of its meetings. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Trustees.

7.3.4 Only members of the Chapter, GIA Associates and Trustees of the Chapter are eligible to be members of a sub-committee.

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

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

7.4 Number of Trustees

7.4.1 The number of Trustees shall not be fewer than three and, unless otherwise determined by special resolution at a General Meeting (but not retrospectively), not more than fifteen.

7.4.2 The Council may act notwithstanding any vacancy in it, but where the number of Trustees falls below the minimum number specified in this Clause, it may only do so for the purpose of appointing sufficient Trustees to match or exceed that minimum.



St Andrews Cathedral, Page \ Park Architects
GIA Award Winner 2011

Photography © Keith Hunter

8 TRUSTEES

8.1 Composition of Council

The Council shall comprise:

- 8.1.1 Up to twelve individual persons, who are Voting Members providing, that no more than two places may be filled by a Student member, Associate member or Affiliate member of RIAS at any one time, all 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;
- 8.1.3 the Past-President, who is the last President to have demitted office at the AGM, 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;
- 8.1.4 the Honorary Treasurer appointed in terms of Clause 15.2; and
- 8.1.5 upto two individuals co-opted by Council in terms of Clause 8.4, so long as the maximum number of Trustees as expressed at Clause 7.4.1 hereof is not exceeded.
- 8.1.6 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 Glasgow Institute of Architects, at the time of the registration of this Chapter shall comprise the initial Council of the Chapter.
- 8.2.2 until the first AGM the elected Council members, President, Vice-President(s), Past President and Honorary Treasurer of the Unincorporated Association shall become the Elected Trustees, President, Vice-President(s), Past-President and Honorary Treasurer 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 General Meeting of the Chapter counting as a term of office (where applicable).

8.3 Elected Trustees

- 8.3.1 At each AGM each Elected Trustee who has served three years as an Elected Trustee shall retire from office, subject to clause 8.3.2 hereof.
- 8.3.2 In exceptional circumstances, as determined by the Council, the Council may resolve by Special Resolution to extend an Elected Trustee’s term of office by one further year, to a maximum of four years.
- 8.3.3 A retiring Elected Trustee shall retain office until the close or adjournment of the AGM.
- 8.3.4 A retiring Elected Trustee shall not be eligible for re-election without at least one year out of office.
- 8.3.5 Nomination of any Elected Trustee shall be in writing by not less than any two Voting Members. The nominee, who must be a Voting Member, shall confirm their willingness to act as an Elected Trustee if elected and if required shall provide a statement to explain the nominee’s suitability. At any one time no more than two Elected Trustees may be a Student member, Associate member and/or Affiliate member of RIAS.
- 8.3.6 At least 60 clear days prior to each AGM Council shall invite nominations from the Voting Members.



Shettleston Housing Association's Offices, Elder and Cannon
GIA Award Winner 2010

Photography © Andrew Lee

- 8.3.7 All nominations to be valid must be delivered to the Chapter (or to such other address for the Chapter as specified in the nomination form) not less than 30 clear days prior to the date of the AGM in question.
- 8.3.8 The Council shall announce the details of those nominated (if any) at the same time as issuing notice of the AGM in terms of clause 6.4, which AGM notice shall be issued after the date for delivery of nominations has passed in terms of clause 8.3.7 hereof.
- 8.3.9 Where a vote is necessary, election of any Elected Trustee shall be by vote of the Voting Members at the AGM, in person or by proxy, each Voting Member having one vote for each vacancy in the Elected Trustees on the Council.

8.4 Co-opted Trustees

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

- 8.4.1 Subject to Clause 8.4.3, a Co-opted Trustee shall serve until the next AGM after their co-option.
- 8.4.2 A Co-opted Trustee can be re-co-opted by the Council immediately after such next AGM.
- 8.4.3 A Co-opted Trustee can be removed from office at any time by a simple majority of the Council.
- 8.4.4 For the avoidance of doubt, a Co-opted Trustee may participate fully in and vote at all Council meetings at which they attend.
- 8.4.5 A Co-opted Trustee need not be a member of the Chapter.

8.5 Casual Vacancies

The Council may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any Elected Trustee, from or after the date of such retiral or deemed retiral until the next AGM, such period in office will not count towards a term of office as an Elected Trustee.

8.6 Retiral and Deemed Retiral of Trustees

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

- 8.6.1 cease to be a member in terms of Clause 5.5, with the exception of Co-opted Trustees; or
- 8.6.2 are prohibited from being a charity trustee by virtue of section 69(2) of the Charities Act; or
- 8.6.3 become incapable for medical reasons of fulfilling the duties of their office and such incapacity, as certified if necessary by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification; or
- 8.6.4 are absent (without permission) from more than three consecutive meetings of the Council, and the Council resolves to remove them from office; or
- 8.6.5 are a Co-opted Trustee, and are removed from office by the Trustees in accordance with Clause 8.4; or
- 8.6.6 are the Honorary Treasurer and are removed from office by the Trustees in accordance with Clause 15.2.
- 8.6.7 are considered by the Council to have been in serious or persistent breach of: (i) any of the duties listed in sections 66(1) and 66(2) of the Charities Act; or (ii) any Code of Conduct or Policy of the Chapter; or (iii) Clause 8.7.5; such Trustee being entitled to be heard prior to the Council taking a decision in respect of the above (i) – (iii); or
- 8.6.8 resign as a Trustee by notice in writing to the Chapter; or
- 8.6.9 if, being an Elected Trustee they cease to be a Voting Member; or
- 8.6.10 die.

8.7 Conduct of Trustees

- 8.7.1 Each Trustee is obliged to act in accordance with the duties listed in section 66 of the Charities Act (see Clause 8.7.2) so as to take decisions in such a way as is considered, in good faith, most



Small Animal Hospital, Archial Architects
GIA Supreme Award Winner 2009

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likely to be in the interests of the Chapter, and to promote its success in achieving the Charitable Purposes.

- 8.7.2 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 the Council with regard to the matter in question; and
 - (e) to ensure that the Chapter complies with any direction, requirement, notice or duty imposed upon under or by virtue of the Charities Act.
- 8.7.3 The provisions of Clauses 12 and 13 are also pertinent to the provisions within this Clause, and each Trustee must comply with these.
- 8.7.4 Each Trustee must additionally comply with any Code of Conduct or Policy for Trustees as introduced and prescribed by the Council from time to time.
- 8.7.5 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.
- 8.7.6 Each Trustee must additionally comply with any RIAS Code of Conduct or any Chapter Policy introduced by RIAS, and intimated to the Chapter from time to time. In the event of any other Code of Conduct, Board Charter, or Board Policy for Trustees being introduced and prescribed by Council from time to time, the terms of any RIAS Code of Conduct or Chapter Policy will always take precedence in the event of any conflict or variance of terms.

8.8 **Register of Trustees**

- 8.8.1 The Council shall maintain a Register of Trustees, setting out the following details of each Trustee, namely, name, address, date of appointment and any offices held, all in accordance with the Charities Act.
- 8.8.2 The Register must provide the following details of each former Trustee for at least six years after cessation of trusteeship, namely name, any offices held and date of cessation of trusteeship.
- 8.8.3 The Register of Trustees is open to all members and Trustees of the Chapter, but Trustees' addresses (or any of them) can be kept confidential by the Chapter.
- 8.8.4 Changes to the Register must be made within twenty-eight days of the Chapter receiving notice of any change.
- 8.8.5 If an individual requests the Chapter to provide a copy of its Register of Trustees, that individual, 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 RIAS**

- 9.1 The Council shall meet as soon as practicable immediately after each AGM to appoint individuals from the Council to act as Chapter Representatives to RIAS, such individuals must



Beatson Institute, Reich and Hall Architects
GIA Supreme Award Winner 2008

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- also be Voting Members (but cannot be Student or Associate members of RIAS), who will represent the Chapter on RIAS Council.
- 9.2 The number appointed by the Council will be determined by the number of places available, as confirmed by RIAS from time to time.
 - 9.3 The number of Chapter Representatives may be amended by RIAS from time to time.
 - 9.4 A Chapter Representative shall serve on the Council of RIAS for such maximum period as may be determined by RIAS, from time to time.
 - 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 AGM elect the President of the Chapter.
- 10.2 Nomination of an individual to become the President shall be in writing by no less than two Voting Members. The nominee, shall confirm their willingness to act as the President if elected, and if required shall provide a statement to explain the nominee's suitability.
- 10.3 Only Chartered Architects are eligible to become the President of the Chapter.
- 10.4 At least 60 clear days prior to each AGM Council shall invite nominations for the President from the Voting Members.
- 10.5 All nominations to be valid must be delivered to the Chapter (or to such other address for the Chapter as specified in the nomination form) not less than 30 clear days prior to the date of the AGM in question.
- 10.6 The Council shall announce the details of those nominated (if any) at the same time as issuing notice of the AGM in terms of clause 6.4, which AGM notice shall be issued after the date for delivery of nominations has passed in terms of clause 10.5 hereof.
- 10.7 Where a vote is necessary, election of the President shall be by vote of the Voting Members at the AGM, each Voting Member having a single vote.
- 10.8 The President once elected shall serve until the next AGM and may be re-elected for one further year.
- 10.9 In exceptional circumstances, as determined and proposed by the Council and agreed by the Voting Members at the AGM, the President's term of office may be extended by one further year
- 10.10 In the event of the position of the President becoming vacant early by resignation or otherwise the Council shall appoint a Vice-President to fill the vacant position until the next AGM. In the event that none of the Vice-Presidents are eligible to be the President in term of Clause 10.3, or willing to act as the President, then the Council shall appoint a Trustee, eligible in terms of Clause 10.3, to fill the vacant position until the next AGM.
- 10.11 For so long as the Chapter is deemed to act as a Chapter of RIAS and for so long as RIAS By-laws provide, the President of the Chapter shall also by virtue of their office be a Vice-President of RIAS.

11 VICE-PRESIDENTS

- 11.1 Up to three Vice-Presidents shall be elected by the Voting Members at each AGM, from the Elected Trustees in situ at the close of the AGM.
- 11.2 At any one time at least one Vice-President shall be a Chartered Architect.
- 11.3 Should only one Vice-President be a Chartered Architect then that individual will automatically be classed as the senior Vice-President. Where more than one Vice-President is a Chartered Architect then it will be for the Vice-Presidents, together with the President to



Castlemilk Stables, Elder and Cannon
GIA Supreme Award Winner 2007

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agree the seniority of the Vice-Presidents. Where agreement cannot be reached the matter will be decided by a random method.

- 11.4 A Vice-President shall be able to be re-elected for a maximum of two continuous years, after which a Vice-President must have at least one year out of office before being eligible for re-election again.
- 11.5 A term of office as a Vice-President will not count towards a term of office as an Elected Trustee.
- 11.6 In the event that there is only one Vice-President that is a Chartered Architect and they vacate office early by resignation or otherwise, the Council shall appoint a Trustee eligible to act in terms of clause 11.2 to fill the vacant position until the next AGM.

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 Subject to Section 67 of the Charities Act, no benefit (whether in money or in kind) shall be given by the Chapter to any member or Trustee except the possibility of:
 - 12.3.1 repayment of out-of-pocket expenses to Trustees (subject to prior agreement by the Council); or
 - 12.3.2 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
 - 12.3.3 payment of interest at a rate not exceeding the commercial rate on money lent to the Chapter by any member or Trustee; or
 - 12.3.4 payment of rent at a rate not exceeding the open market rent for property let to the Chapter by any member or Trustee; or
 - 12.3.5 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
 - 12.3.6 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 the 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 their partner or close relative;
 - 13.2.3 those of any business associate;
 - 13.2.4 those of any firm of which they are a partner or employee;



The Bridge Arts Centre, Hoskins Architects
GIA Award Winner 2006

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- 13.2.5 those of any limited company of which they are a director, employee or shareholder of more than 5% of the equity;
 - 13.2.6 those of any charity of which they are a trustee or employee; and
 - 13.2.7 those of any person or organisation responsible for their appointment as a Trustee.
- 13.3.1 Whenever a Trustee finds that there is a personal interest, as defined in Clause 13.2, they have a duty to declare this to the Council meeting in question. In that event, in order to avoid a material conflict of interest arising, the Trustee in question cannot partake in discussions or decisions relating to such matter.
 - 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 13.3.1, where a Trustee leaves, or is required to leave, the meeting in question, they will no longer form part of the quorum thereat.
 - 13.3.3 The Council may at any time resolve to authorise any Trustee to continue acting where a real or potential conflict of interest exists in relation to a personal interest of that Trustee, but where it considers that the interests of the Chapter have not been nor are likely to be prejudiced as a result. The Trustee in question cannot be considered as part of the quorum for that part of any Council meeting giving consideration to this authorisation.
 - 13.3.4 The Council may resolve at any time to require all Trustees 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, the 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 the Council and members of the Chapter and, with the express prior written approval of the Trustee or employee concerned, by members of the public.

14 COUNCIL MEETINGS

14.1 Quorum

- 14.1.1 The quorum for Council meetings shall be not less than 60% of all the Trustees, the majority of which shall be Chartered Architects. 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, they are not entitled to vote.

14.2 Convening Council Meetings

- 14.2.1 Meetings of the Council may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Council.
- 14.2.2 All Council 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 the 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 the senior-most Vice-President, shall be entitled to preside as the person chairing all Council meetings at which they are present. If at any meeting neither the President nor the



Sentinel Building, gm+ad architects
GIA Award Winner 2005

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senior-most Vice-President is present and willing to act as the person chairing the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Trustees may appoint one of the Trustees to be the person chairing the Council meeting, which failing the meeting shall be adjourned until a time when the President or senior-most Vice-President will be available.

14.4 **Voting at Council Meetings**

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

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

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

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 the 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 General 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 the 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.



Easterhouse Community Health Centre, Davis Duncan Architects
GIA Award Winner 2004

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15 HONORARY SECRETARY and HONORARY TREASURER

15.1 Honorary Secretary

The Council may appoint an Honorary Secretary, for the purposes of Clause 14.6, to maintain the Register of Members and to undertake such other voluntary tasks as determined by the Council from time to time, for such term and upon such conditions as the Council may think fit. The Honorary Secretary may be removed by the Council at any time. The Council may award an honorarium to the Honorary Secretary at its discretion.

15.2 Honorary Treasurer

The Council may appoint an Honorary Treasurer for such term and upon such conditions, as it may think fit to maintain and oversee the accounts of the Chapter. The Treasurer may be removed by the Board at any time. Whilst in post, the Honorary Treasurer shall be co-opted as a Trustee, entitled to attend and vote at all Board meetings during that individual's tenure as Honorary Treasurer.

16 HONORARY PATRON(S)

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

17 FINANCES AND ACCOUNTS

17.1 Bank Accounts

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

17.2 Payments and Receipts

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

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

17.4 Accounting Records and Annual Accounts

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

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



Radisson SAS, gm+ad architects
GIA Award Winner 2003

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- 17.6 The Council shall ensure that Annual Accounts of the Chapter are prepared and independently examined and/or audited in accordance with all relevant statutory requirements. The independent financial examiner (or auditor where required) shall be appointed by the Council on the direction of members in a General Meeting.
- 17.7 At or before each AGM, or otherwise after the Annual Accounts have been approved by the Council, the Council shall provide or make available to the members a copy of the accounts for the period since the last preceding accounting reference date (or in the case of the first account since the incorporation of the Chapter). The accounts shall be accompanied by proper reports of the Council and the independent financial examiner, (or auditor where required). As an alternative, the Annual Accounts may be available for inspection on the website of the Chapter (with all members, Trustees and the independent financial examiner (or auditor where required), being made aware that they are so available for inspection there).
- 17.8 The Council shall submit Annual Accounts and a Report in respect to the activities of the Chapter on an annual basis, no less than 30 clear days before the Annual General Meeting of RIAS.

18 NOTICES

- 18.1. A notice may be served by the Chapter upon any member, either personally or by sending it by post, e-mail or other appropriate electronic means, addressed to such member at their address as appearing in the Register of Members.
- 18.2 Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise dispatched.
- 18.3 A member present at any meeting of the Chapter shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 18.4 The business of the Chapter and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by e-mail or other appropriate electronic means (except where a member specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Chapter where the Chapter has advised each member of this and has taken due steps to notify by other reasonable means all other members who state that they do not have access to the Internet.

19 INDEMNITY

Subject to the terms of the Charities Act and 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 they may respectively incur or sustain, in connection with or on behalf of the Chapter.



Scottish ENterprise Glasgow Offices, Building Design Partnership
GIA Award Winner 2002

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20 ALTERATION OF CONSTITUTION

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

- 20.1 with the consent of RIAS; and
- 20.2 by Special Resolution of the Voting Members at a General Meeting called specifically (but not necessarily exclusively) for the purpose.

21 WINDING UP

- 21.1 The winding-up of the Chapter may take place only:
 - 21.1.1 with the consent of RIAS;
 - 21.1.2 by Special Resolution of the Voting Members at a General Meeting called specifically (but not necessarily exclusively) for the purpose; and
 - 21.1.3 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.
- 21.2 If, on the winding-up of the Chapter, any property remains, after satisfaction of all its debts and liabilities, such property shall be given or transferred to any one or more charities having the same or a similar object to the Charitable Purposes.
- 21.3 The charity or charities to which the property is to be transferred in terms of Clause 20.2 shall be determined on the decision of not less than two-thirds of the Voting Members of the Chapter who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose or, failing that, by a decision of not less than two-thirds of the Council or, failing that, as determined by an arbiter to be chosen amicably by the Council or, failing such amicable choice, as determined by the Sheriff of Glasgow and Strathkelvin at Glasgow (or any successor thereto), whose decision shall be final and binding upon the Chapter.
- 21.4 The members of the Chapter are not liable to contribute to the assets of the Chapter upon its winding up.

Annexation

- Schedule 1** Definitions
- Schedule 2** Powers
- Schedule 3** Form of Proxy

SCHEDULE 1

Definitions

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

WORDS	MEANINGS
AGM	– the Annual General Meeting.
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.
Council	– the Council of Trustees.
Chartered Architect	– means a chartered architect that is a chartered member of RIAS
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.
electronic General Meeting	– means a General Meeting hosted at an electronic platform
electronic platform	– includes, but is not limited to, website addresses and conference call systems
General Meeting	– any General Meeting which is not an AGM.
GIA Associate	– as defined in Clause 5.8.
in person	– means present in person or by proxy at a physical general meeting or present by electronic means at an electronic platform at an electronic general meeting, as the case may be.

- in writing** – 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).
- Membership Area** – means the Councils of Argyll and Bute, City of Glasgow, Dumfries and Galloway, East Ayrshire, East Dunbartonshire, East Renfrewshire, Inverclyde, North Ayrshire, North Lanarkshire, Renfrewshire, South Ayrshire, South Lanarkshire and West Dunbartonshire, or such other area as determined by RIAS from time to time.
- 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 its Principal Office at 15 Rutland Square, Edinburgh EH1 2BE.
- Chapter** – The Glasgow Institute of Architects.
- signed** – where a document or information sent or supplied (a) in hard copy form is signed by bearing the signature of the person sending or supplying it, or (b) in electronic form is signed if the identity of the sender is confirmed in a manner specified by the Chapter or, where no such manner has been specified by the Chapter, if it is accompanied by a statement of the identity of the sender and the Chapter has not reason to doubt the truth of that statement.
- Trustee(s)** – the Charity Trustees for the time being of the Chapter.
- Unincorporated Association** – Institute Of Architects - Glasgow Chapter Of The Royal Incorporation Of Architects In Scotland, known as Glasgow Institute of Architects, Scottish Charity Number SC000915 having its Principal Office at 226 St Vincent Street, Glasgow.

SCHEDULE 2

Powers available to the Chapter

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

1 General

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

2 Property

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

3 Employment

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

4 Funding and Financial

- 4.1 to take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Chapter;
- 4.2 to accept or decline subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust;
- 4.3 to borrow or raise money for the Charitable Purposes and to give security in support of any such borrowings by the Chapter and/or in support of any obligations undertaken by the Chapter;
- 4.4 to set aside funds not immediately required as a reserve or for specific purposes;
- 4.5 to open, operate and manage bank and other accounts and to invest any funds which are not immediately required for the activities of the Chapter in such investments as may be considered appropriate and to dispose of, and vary, such investments;
- 4.6 to make grants or loans of money and to give guarantees;

- 4.7 to employ as a professional investment manager any person who is entitled to carry on investment business under the supervision of the Financial Conduct Authority (or its successors) and to delegate to any such manager the exercise of all or any of its powers of investment on such terms and at such reasonable remuneration as the Council of Trustees thinks fit, and to enable investments to be held for the Chapter in nominee names, but subject always to the provisions of the Charities Act;

5 Development

- 5.1 to establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the Charitable Purposes;
- 5.2 to establish, operate and administer and/or otherwise acquire any separate trading company or association, whether charitable or not;
- 5.3 to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Chapter and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charity;
- 5.4 to enter into contracts to provide services to or on behalf of others;

6 Insurance and Protection

- 6.1 to effect insurance of all kinds (which may include indemnity insurance in respect of Trustees and employees);
- 6.2 to oppose, or object to, any application or proceedings which may prejudice the interests of the Chapter;

7 Ancillary

- 7.1 to pay the costs of forming the Chapter and its subsequent development;
- 7.2 to carry out the Charitable Purposes in any part of the world as principal, agent, contractor, trustee or in any other capacity; and
- 7.3 to do anything which is calculated to further its Charitable Purposes or is conducive or incidental to doing so.

SCHEDULE 3

Form of Proxy

Further to Clause 6.8.3, the Form of Proxy shall be in the following general terms (to be varied as required to fit the circumstances):

The Glasgow Institute of Architects
("the Chapter")

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

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

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

Unless otherwise instructed, the Proxy will vote as they think fit
Signature of member appointing proxy.....

dated.....

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