

Constitution as passed by Special Resolution at an EGM on 15 June
2016 and amended by Special Resolution on 8 September 2016
Effective 1 January 2017



CONSTITUTION
OF
THE ROYAL INSTITUTE OF THE ARCHITECTS OF IRELAND

MEMORANDUM OF ASSOCIATION
OF
THE ROYAL INSTITUTE OF THE ARCHITECTS OF IRELAND

1. The name of the company is “The Royal Institute of the Architects of Ireland” (hereinafter referred to as the “Institute”).
2. The Institute is a company limited by guarantee for the purposes of Part 18 of the Companies Act 2014.
3. The main object for which the Institute is established is to undertake and encourage the general advancement of architecture for the benefit of the community and to promote and facilitate the acquirement of the knowledge of the various arts, sciences and skills connected therewith. The Institute seeks to achieve this object by being a centre of excellence for the advancement of education, information, advice and support in all matters related to architecture.
4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only:
 - (a) To develop outreach programmes to achieve a wider social, cultural, political and public awareness and appreciation of architecture.
 - (b) To promote the need for research and development in architecture, conservation, construction, urban design, the built environment and associated arts and sciences.
 - (c) To provide professional education and training to architects and to support architects practising in Ireland.
 - (d) To foster and promote union, professional integrity, and honourable practice and relations in the architectural profession (the “Profession”) and discourage and bring an end to any dishonourable and unprofessional conduct or practices which may arise in the Profession.
 - (e) To promote good feeling and friendly intercourse among architects and afford means of adjusting professional differences (including differences with clients of members), and to decide all questions of usage or courtesy in connection with the Profession.
 - (f) To do all such things necessary to carry out and give full effect and purpose to the Institute’s role as “Registration Body” as defined in the Building Control Act 2007, the aims of which Act include the betterment of the quality of the built environment and for the protection of consumers generally, and as “Competent Authority” in Ireland as defined in the EU Mutual Recognition of Professional Qualifications Directive (2005/36/EC).
5. The following are the powers of the Institute:

- (i) To obtain and consider information respecting competitions and other matters affecting architecture and the architectural profession and, where practicable, to advise committees and others desiring professional aid.
- (ii) To confer with and advise kindred institutes, associations, and societies, public bodies and others, on all matters affecting architecture and the architectural profession.
- (iii) To establish, form, and maintain a museum, gallery, and library, or other collection of architectural works, and objects of art, and to acquire by purchase, donation, or otherwise, books, designs, pictures, prints, drawings, scientific and other instruments, and other articles of interest or of use in connection with the profession or the training thereof.
- (iv) To increase the confidence of the public, and advance and encourage professional study, either directly or through the medium of kindred institutes, associations or societies, by organising classes for study, competitions for prizes to be given by or with the approval of the Institute, and the delivery of lectures, and by examinations, accreditation or such other means as may be thought expedient.
- (v) To subsidise, assist, accept assistance from, undertake the functions and work of, co-operate, or enter into arrangements with any other institutes, associations, societies, or public bodies or departments, with the view of achieving or furthering any of the objects of the Institute, provided that no breach shall be committed of Clause 6 of this Memorandum.
- (vi) To collect, receive, earn and hold funds and property of any description, real, personal, or mixed, acquired by voluntary contribution, subscriptions, gifts, legacies, donations, endowments, or otherwise, for prizes, medals, exhibitions, studentship, scholarships, or for all or any of the objects of or connected with the Institute.
- (vii) After complying with all the requisites from time to time required by law in that behalf, to receive and hold any donations or endowments consisting of property of any description, real, personal, or mixed, which have been or may be given for any benevolent purposes, connected with Architecture.
- (viii) To acquire by purchase, lease, exchange, donation, or otherwise, any real or personal property, and to construct, alter, maintain, and furnish any buildings required for any of the purposes of the Institute, or for any library, gallery, or museum connected therewith, and to sell, let, or lease, mortgage or charge or otherwise deal with any part of the property real or personal, movable or immovable of the Institute in such manner as may from time to time be determined.
- (ix) To raise, borrow and secure money, and to issue debentures, deposit, pledge, mortgage, or charge all or any part of the property of the Institute, present or future, and to indemnify and give security to any person contracting on behalf of, or incurring, or about to incur, any responsibility or liability for the Institute, or guaranteeing loans, advances, or overdrafts made or about to be made to the Institute.
- (x) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Institute, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or company or the dividends or interest of any securities.

- (xi) To invest any entry fees, surplus income, funds, donations or endowments, in such securities as trustees are permitted by the High Court of Justice to invest in, or in such other securities as may be directed or authorized by any will, deed, or other document creating a trust in favour of the Institute, or under which the Institute derives any sum of money or other benefit.
- (xii) To carry on any other business which may seem to the Institute capable of being conveniently carried on in connection with the main object.
- (xiii) To accumulate capital for any purposes of the Institute, and to appropriate any of the Institute's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
- (xiv) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Institute's main object, and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- (xv) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Institute's main object by any person or company.
- (xvi) To do all such lawful things as are incidental or conducive to the attainment of the above objects, or any of them. Provided always that it shall not be lawful for the Institute to impose on its members, or to support with its funds, or otherwise, or attempt to procure the observance by its members or others or any regulation or restriction which, if an object of the Institute, would make it a trade union.

Provided also that in case the Institute shall take or hold any property subject to the jurisdiction of the Charities Regulatory Authority, the Institute shall, if required by the Revenue Commissioners, vest the property in special trustees thereof, and provided that as regards any such property the Institute shall not sell, mortgage, charge, lease, dispose of or otherwise deal with the property without such consent as may be required by law.

- 6. The income and property of the Institute, shall be applied solely towards the promotion of the main object(s) of the Institute as set forth in this Constitution. No portion of the Institute's income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the Institute. No Director shall be appointed to any office of the Institute paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Institute. Provided that nothing herein shall prevent the payment in good faith by the Institute of:
 - (a) reasonable and proper remuneration to any member or servant of the Institute (not being a Director) for any services rendered to the Institute;

- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by a Director or other members of the Institute to the Institute;
- (c) reasonable and proper rent for premises demised and let by any member of the Institute (including any Director) to the Institute;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Institute;
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;
- (f) payment by the Institute to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

7. The liability of members is limited.

8. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of the Institute being wound up during the time that he/she is a member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before the time at which he/she ceases to be a member, and of the costs, charges, and expenses of winding up the Institute, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding €1.

9. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the proceeds or property shall not be paid to or distributed among the members of the Institute, but if and so far as effect can be given to the next provision, shall be given or transferred to some other company or companies having main objects similar to the main objects of the Institute. The company or companies to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 6. The members of the Institute shall select the relevant company or companies at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer

10. True accounting records shall be kept of the sums of money received and expended by the Institute, and of the matter in respect of which such receipt and expenditure takes place, and of the property, credit, and liabilities of the Institute, and, subject to any reasonable restrictions as to the time and manner of inspecting the accounting records that may be imposed in accordance with the regulations of the Institute for the time being, shall be open to the inspection of the members. Once at least in every year the financial statements of the Institute shall be examined, and the correctness of the financial statements ascertained by the duly elected auditors. The annual financial

statements of the Institute shall be made available to the Revenue Commissioners on request.

11. The Institute must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator, and the amendment shall not take effect until such approval is received.

ARTICLES OF ASSOCIATION
OF
THE ROYAL INSTITUTE OF THE ARCHITECTS OF IRELAND

PRELIMINARY

1. The regulations contained herein constitute the entire regulations of the Institute and the “optional provisions” (as that term is defined in Section 1177 of the Companies Act 2014) do not apply to the Institute.
2. The Institute shall have power in general meeting to make and ordain, vary, suspend or rescind such and so many By-Laws, rules, orders or regulations as to it shall seem necessary, convenient and proper for the regulation and good government of the Institute and of the members and officers thereof, and generally for the proper management of the affairs of the Institute. Provided that no By-Law, rule, order or regulation of the Institute shall amount to such an alteration of or addition to this Constitution as could only legally be made by a special resolution of the Registered Members, but subject to this restriction, the Institute shall be at liberty from time to time to make new By-Laws, rules, orders or regulations or vary, suspend, or rescind any of its By-Laws, rules, orders or regulations in such manner as it shall deem expedient.
3. The Institute is established for the purpose expressed in the Memorandum of Association.

INTERPRETATION

4. In these Articles of Association:
 - (i) “Act” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;
 - (ii) “Articles” means the Articles of Association of the Institute;
 - (iii) “Auditors” means the auditors for the time being of the Institute;
 - (iv) “Board” means the board of directors of the Institute;
 - (v) “Building Control Act” includes the Building Control Act 2007 and every statutory modification and re-enactment thereof for the time being in force;
 - (vi) “By-Laws” means the by-laws of the Institute from time to time;

- (vii) “Committee” means any committee, board or taskforce established by the Council or the Board from time to time;
- (viii) “Council” means the council of the Institute;
- (ix) “Council Member” means a member of Council;
- (x) “Director(s)” means the directors for the time being of the Institute;
- (xi) “Officers” means the President, First Vice-President, Second Vice-President, Honorary Treasurer and Honorary Secretary and such other officers as may be prescribed by the Institute in general meeting from time to time and “Officer” means any one of them;
- (xii) “Panel(s)” means those subgroups of the Institute’s members categorised on the basis set out below, which Panels may be varied, removed or added to by Council from time to time subject to the prior approval of the Registered Members in general meeting:
 - (1) Registered Members based in the Northern Region comprising the counties of Antrim, Armagh, Cavan, Derry, Donegal, Down, Fermanagh, Monaghan and Tyrone;
 - (2) Registered Members based in the Southern Region comprising the counties of Cork, Kerry, Tipperary;
 - (3) Registered Members based in the Eastern Region, excluding the county of Dublin, comprising the counties of Carlow, Kildare, Kilkenny, Laois, Longford, Louth, Meath, Offaly, Waterford, Westmeath, Wexford and Wicklow;
 - (4) Registered Members based in the Western Region comprising the counties of Clare, Galway, Leitrim, Limerick, Mayo, Roscommon and Sligo;
 - (5) Architectural Technologist members of the Institute;
 - (6) Architectural Graduate members of the Institute;
 - (7) Registered Members of the Institute below the age of forty on the first day of January in the year in which the election to represent this Panel is held;
 - (8) Retired Members and Retired Fellows of the Institute;
 - (9) Registered Members who are employed in the public sector;
 - (10) Registered Members who are employees in the private sector; and
 - (11) Registered Members who are engaged in the teaching of architecture.

- (xiii) “Professional Conduct Committee” means the committee established under section 23 of the Building Control Act 2007;
- (xiv) “Registered Member” means a Member or Fellow of the Institute;
- (xv) a word or expression used in these Articles of Association which is not otherwise defined and which is also used in the Act shall have the same meaning here, as it has in the Act.

MEMBERSHIP

- 5. The number of members of the Institute is declared to be unlimited.
- 6. All persons admitted as members of the Institute at the date of adoption of these Articles together with such other persons as shall be elected as hereinafter provided shall be the members of the Institute. They shall be placed in classes corresponding with those to which they respectively belong or to which they shall be elected as hereinafter provided.

THE CLASSES OF MEMBERSHIP

- 7. The membership of the Institute shall consist of the following classes:
 - (i) Students;
 - (ii) Architectural Technologists;
 - (iii) Architectural Technology Graduates;
 - (iv) Architectural Graduates;
 - (v) Members;
 - (vi) Fellows;
 - (vii) Honorary Members;
 - (viii) Honorary Fellows;
 - (ix) Retired Members;
 - (x) Retired Fellows; and
 - (xi) Retired Architectural Technologists.
- 8. Students shall be (i) persons who are currently enrolled in an RIAI accredited five year programme of study leading to a qualification in architecture offered within the State or in a programme of study leading to a qualification in architecture recognised under the EU Mutual Recognition of Professional Qualifications Directive (2005/36/EC) and (ii) persons who are currently enrolled in an RIAI accredited programme of study leading to a qualification in architectural technology.
- 9. Architectural Technologists shall be persons who have passed through such course of study, scheme of architectural technology education or curriculum as may, from time to time, be accredited by the Institute and who shall have obtained such practical experience and passed such examinations or assessments as may from time to time be prescribed or approved by the Institute.
- 10. Architectural Technology Graduates shall be persons who have passed through such course of study, scheme of architectural technology education or curriculum as may,

from time to time, be approved by the Institute but who have yet to complete such practical experience, examinations and assessments as may from time to time be prescribed or approved by the Institute for admission as an Architectural Technologist member.

11. Architectural Graduates shall be persons who have passed or been exempted from such examinations as may from time to time be prescribed or approved by the Institute, or who have such other qualifications as may be prescribed by the Institute from time to time but who have yet to complete the necessary final examinations or assessments required for admission as a Member.
12. Members shall be persons of good repute who shall have passed through such course of study, scheme of architectural education or curriculum as may, from time to time, be approved by the Institute, and shall have passed such examinations as may from time to time be prescribed or approved by the Institute; provided always that the Institute shall be satisfied that such persons shall before they become eligible for election as Members have had such practical experience as shall from time to time be approved by the Institute.
13. Fellows shall be such persons as shall be elected by a general vote of Members and Fellows, provided that they shall be architects of good repute and are, in the opinion of the Council, worthy of that distinction.
14. Members and Fellows, whilst continuing to be a subscriber to the Institute, shall, subject to the provisions hereinafter contained and to the provisions of the By-Laws, be privileged to attend and vote at general meetings of the Institute. Members and Fellows only shall be entitled to exercise all the rights, powers and shall be subject to all the liabilities of members under the Act. The remaining classes of membership of the Institute shall have such powers, privileges and liabilities only as is herein expressly conferred or imposed on them.
15. Students, Architectural Technologists, Architectural Technology Graduate s, Architectural Graduates, Members, Fellows or members of any other class as the Institute may hereinafter determine, shall be entitled to obtain a certificate of that class of membership, subject to such conditions as the By-Laws may from time to time prescribe.
16. A Member, whilst continuing to be a subscriber to the Institute, may use the affix MRIAI except where use of the affix MRIAI (IRL) is required and a Fellow, whilst continuing to be a subscriber to the Institute, the affix FRIAI. An Architectural Technologist, whilst continuing to be a subscriber to the Institute, may use the affix RIAI (Arch.Tech.). A Student, Architectural Technology Graduate or Architectural Graduate shall not be entitled to use any affix indicating a connection with the Institute.
17. Persons not being in architectural practice in Ireland, who are eminent in or have rendered distinguished service to architecture or the allied arts and sciences, shall be eligible to be associated with the Institute as Honorary Members and Honorary Fellows without any contribution. Honorary Members and Honorary Fellows shall be entitled to use the affix Hon. MRIAI or Hon. FRIAI respectively.
18. Any Architectural Technologist, Member or Fellow who has retired from practice, may, if so desirous, subject to the approval of the Council, be transferred to the class of Retired Architectural Technologists, Retired Members or to the class of

Retired Fellows as the case may be. A Retired Architectural Technologist may continue to use the affix "RIAI (Arch Tech)". A Retired Member or Retired Fellow may continue to use the affix "MRIAI" or "FRIAI" respectively so long as such use does not give a reasonable impression that the Retired Member or Retired Fellow is a registered architect under the Building Control Act 2007.

19. Students, Architectural Technologists, Architectural Technology Graduates, Architectural Graduates, Honorary Members, Honorary Fellows, Retired Members, Retired Fellows and Retired Architectural Technologists shall not have any vote in the affairs of the Institute except that:
 - (i) Architectural Technologists, Architectural Graduates, Retired Members and Retired Fellows shall each have a right to vote in the election of one Council Member through the relevant Panel;
 - (ii) Students, Honorary Members, Honorary Fellows, Retired Members and Retired Fellows shall, subject to any restrictions contained in the By-Laws, have the privilege of being present at general meetings of the Institute but shall not have the right to join in any discussions other than those relating to the subject of Education, Art and Science. Honorary Members, Honorary Fellows, Retired Members and Retired Fellows shall have access to the rooms of the Institute;
 - (iii) Architectural Technologists, Architectural Technology Graduates and Architectural Graduates shall have the privilege of being present, and to join in any discussions, at general meetings of the Institute and shall have access to the rooms of the Institute.

ADMISSION, ELECTION OR EXPULSION OF MEMBERS

20. Subject to and without prejudice to the provisions of these Articles, the Institute may from time to time make By-Laws regulating the mode of admission and election or expulsion of members of the Institute. No By-Laws made shall be repugnant to the Constitution or amount to such an addition to or alteration of these Articles as could only legally be effected by special resolution of the Institute passed in accordance with the Act.
21. Any decision of the Professional Conduct Committee which affects the registration status of a Member or Fellow in respect of the register of architects under the Building Control Act shall automatically have an identical effect on the membership status of that person as a member of the Institute.
22. Any member of the Institute who is convicted of an indictable offence shall ipso facto cease to be a member of the Institute, unless the Board determines otherwise.
23. The Council, in its absolute discretion, may terminate the membership of any member whose conduct renders him or her unfit to be a member of the Institute provided that:
 - (a) at least 21 days' notice of the proposed resolution to terminate the membership and of the matters giving rise to the proposed resolution have been given to the member concerned;

- (b) the member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Council at which such resolution is to be proposed;
 - (c) not fewer than two-thirds of the total number of Council Members in office at the time of the vote, vote in favour of the resolution.
24. Any member so expelled shall lose all privileges of membership without prejudice to any claims that the Institute may have, but the Council may, by a simple majority vote, re-admit to membership any member so expelled at such time and on such terms as it may determine.
25. Any member wishing to retire from the Institute must give written notice to that effect to the registered office of the Institute at least one month before the date upon which his or her subscription for the following period shall next be due.

OFFICERS

26. The Officers of the Institute shall consist of:
- (i) the President;
 - (ii) the First Vice-President;
 - (iii) the Second Vice-President;
 - (iv) the Honorary Secretary; and
 - (v) the Honorary Treasurer,
- and such other officers as may be hereafter prescribed by the Institute in general meeting from time to time.

THE COUNCIL

27. Council shall be responsible for formulating the vision, strategy and high level policies necessary to achieve the objects of the Institute. Council shall take cognisance of any matter affecting architecture, both within the community and within the profession.
28. Council may bring to the attention of the Board any matters which it considers material to the objects or interests of the Institute.
29. The Council shall consist of:
- (a) the President, the First Vice-President, the Second Vice-President, the Immediate Past-President, the Honorary Secretary and the Honorary Treasurer provided that they be Fellows or Members of the Institute;
 - (b) ten members to be known as "Ordinary Members of Council", being either Fellows or Members of the Institute;
 - (c) one member to represent each Panel established by Council (together to be known as the "Panel Members of Council");

- (d) one member, elected by Council, being either a Fellow or Member of the Institute; and
 - (e) the chairpersons of the Board of Architectural Education, the Practice and Member Services Committee, the Architectural Technologist Committee, the International Affairs Committee and the Architecture and Public Affairs Committee. Where any such chairperson is already elected as a Council Member under any of the preceding categories of Council Members, the Committee in question may appoint an alternate from amongst the members of the relevant Committee to take up the seat on Council.
30. The Council may from time to time invite individuals to attend, and participate in, meetings of the Council (or part thereof) as observers (“**Observer Members**”). Such Observer Members shall not have a vote. The Architectural Association of Ireland, the Royal Society of Ulster Architects and Retired Architectural Technologists members shall each be entitled (but not obliged) to appoint an Observer Member to Council for a term of one year.
31. The President, the Honorary Secretary and the Honorary Treasurer, shall respectively continue to hold office for two years and shall not be eligible for re-election until the expiration of two years from the termination of their respective periods of office. The First Vice-President, the Second Vice-President and the Council Member elected directly by Council shall each hold office for a term of one year. The immediate Past President shall hold office for a term of one year only after retirement and his/her position on Council shall remain unfilled in the second year. The Ordinary Members of Council and the Panel Members of Council shall hold office for two years. To ease continuity of Council business, the term of office of half of the Ordinary Members of Council and half of the Panel Members of Council shall conclude annually. A transition period will operate for the first year that these Articles of Association come into effect to ensure this rotation system is achieved whereby half of the Ordinary Members of Council and half of the Panel Members of Council will be elected for a term of one year only. Where a Panel has yet to be established, Council may elect to Council a member who is within the cohort described by the Panel for a term of one year.

THE ELECTION OF OFFICERS AND COUNCIL MEMBERS

32. The election of the Officers and Council Members shall be held at such time or times and in such manner as may be prescribed by the By-Laws.
33. Should the position held by the Officers or Council Members become vacant at any time before the expiration of the full period of office, then a new election shall be held, as prescribed by the By-Laws, and the person or persons elected shall serve for the balance of the term of the former holder and shall be eligible for re-election for the ensuing term.

PROCEEDINGS OF COUNCIL

34. The Council may regulate its own proceedings as it may see fit, and any act or proceeding of the Council shall not be invalidated by any vacancy in the Council,

provided always that the number of Council Members is not reduced below one-half of the full number prescribed by these Articles.

REMOVAL OF OFFICERS AND COUNCIL MEMBERS

35. The office of an Officer and/or the office of a Council Member shall automatically be vacated if he or she ceases to be a member of the Institute.
36. The office of an Officer and/or the office of a Council Member shall be vacated if the Council acting in good faith shall, by a two thirds majority of the total number of Council Members in office at the time of the vote, resolve to remove him or her, provided always that the Council Member shall be given a reasonable notice of, and a reasonable opportunity to attend, the meeting of Council at which such resolution is to be proposed and to be heard in answer to the resolution.

BOARD OF DIRECTORS

37. The Board of Directors shall consist of:
 - (i) the President (who shall be the chairperson of the Board);
 - (ii) the First Vice-President;
 - (iii) the Second Vice-President;
 - (iv) the Honorary Treasurer;
 - (v) the Honorary Secretary;
 - (vi) three Registered Members (who may also be Council Members) elected by Council; and
 - (vii) one person, who is not a member of the Institute and is not eligible to seek membership of the Institute in any class, elected by Council; which person shall have such expertise as Council considers necessary to assist the Board in its role.
38. The person elected to take office as President for the subsequent term, once elected and prior to taking up office, shall be invited to attend meetings of the Board of Directors in an ex officio non-voting capacity.

VACATION OF OFFICE BY DIRECTORS

39. The office of Director shall be vacated if the Director:
 - (a) resigns his or her office by notice in writing to the Company;
 - (b) the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity;
 - (c) is adjudicated insolvent or bankrupt (in any jurisdiction) or becomes or is deemed to be subject to a disqualification order under the Act;
 - (d) a declaration of restriction is made in relation to the Director;

- (e) the Director is convicted of an indictable offence unless the Board otherwise determines;
- (f) the Director is for more than 6 months absent without the permission of the Directors, from meetings of the Directors held during that period;
- (g) resigns his or her office by spoken declaration at any Board meeting and such resignation is accepted by resolution of that meeting in which case such resignation shall take effect at the conclusion of such meeting unless otherwise resolved;
- (h) is directly or indirectly interested in any contract with the Institute and fails to declare the nature of his or her interest in the manner required by the Act;
- (i) also being an Officer of the Institute, ceases to hold that office;
- (j) ceases to be a Member or Fellow of the Institute;
- (k) being a Director appointed under paragraph (vi) or (vii) of Regulation 37, is requested in writing to resign by Council based on a majority vote of two thirds of the Council Members in office at the time of the vote.

THE DUTIES AND POWER OF THE BOARD OF DIRECTORS

- 40. The business of the Institute shall be managed by the Board who may exercise all such powers of the Institute as are not, by the Act or by this Constitution, required to be exercised by the Institute in general meeting, but subject to -
 - (a) any regulations contained in this Constitution;
 - (b) the provisions of the Act; and
 - (c) such directions, not being inconsistent with the foregoing regulations or provisions, as the Institute in general meeting may (by special resolution) give.
- 41. However, no direction given by the Institute in general meeting under Regulation 40 (c) shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
- 42. In managing the business of the Institute, the Board shall seek to implement the policies and strategic objectives of the Institute as formulated by Council.
- 43. The Board may regulate its own proceedings as it may see fit, and any act or proceeding of the Board shall not be invalidated by any vacancy in the Board, provided always that the number of Directors be not reduced below five.
- 44. The Board shall, subject to such limitations or restrictions as the By-Laws may from time to time prescribe, have the sole management of the income of the Institute and the exclusive right to nominate or engage such employees, contractors or other service providers as may be deemed necessary or useful to the Institute, and of

removing them if the Board shall think fit, and shall prescribe their respective duties, salaries or remuneration.

45. The Board shall undertake and perform the responsibilities and duties of the Institute under the Building Control Act 2007.
46. The Board may, subject to such limitations or restrictions as the By-Laws may from time to time prescribe, apply the funds of the Institute in furthering professional education and in conducting or accrediting all examinations which the Institute may hold or recognise under the authority of these Articles, or which the Institute now is, or may hereinafter be, empowered or required to hold, and such other examination, or examinations, as the Institute may from time to time think fit to establish or accredit, and in extending and improving (itself or through other organisations) the library, museum and collections of the Institute, and for other purposes connected with architecture and in otherwise promoting the objects of the Institute.
47. The Board may apply any donations or endowments which have been or may be given to the Institute for any benevolent purpose connected with the profession of architecture, but subject to any trusts, terms and conditions upon or subject to which the donations or endowments may have been given.
48. The Board shall draw up and lay before the annual general meeting a report on the state of the property and affairs of the Institute, and shall give an abstract of its proceedings during the year, and an account of the funds, including a balance sheet of the receipts and disbursements properly audited.
49. The Board shall prepare such codes of practice and governance as it shall deem prudent setting out the framework and principles of governance of the Institute and may amend such codes from time to time to reflect the changing organisational requirements of the Institute. No such codes shall be repugnant to the Constitution or amount to such addition or alteration of these Articles as could only legally be effected by a special resolution passed in accordance with the Act.

THE CONTRIBUTION OF MEMBERS

50. The Board shall from time to time propose, for approval in general meeting, the contribution and fees to be paid in respect of annual charges and membership fees by any or all classes of members (except Honorary Members and Honorary Fellows who shall not be required to pay any such fees). The Board shall seek the approval of the Minister for the Environment, Community and Local Government in determining the level of certain fees payable as required under the Building Control Act.

DUTIES OF THE OFFICERS

51. The duties of the President, Vice-Presidents, Honorary Secretary and Honorary Treasurer respectively, save where otherwise provided by these Articles, shall be those defined by the By-Laws.
52. The President shall take the chair at all general meetings, Council meetings and Board meetings and regulate and keep order in all such proceedings of the Institute,

state and put questions according to the sense and intention of the meetings and carry into effect the regulations of the Institute.

53. In the case of illness of the President, or of the President's inability to act, all Presidential duties shall devolve on and be exercised by the First Vice-President or in the case of the latter's illness or inability to act, the Second Vice-President.
54. In the absence of the President at a general meeting, Council meeting or Board meeting, the First Vice-President, or in the absence of the First-President, the Second Vice-President, or in the event of both Vice-Presidents being absent, a Council Member or Director (as the case may be), on being elected, shall take the chair; and if no Council Member or Director be present at a general meeting of the Institute, the meeting may elect any Registered Member present as chairperson.

AUDITORS

55. Auditors shall be appointed and their duties regulated in accordance with the Act.

COMPANY SECRETARY

56. A secretary (or joint secretaries) shall be appointed by the Board for such term and upon such conditions as it may think fit; and any secretary (or joint secretaries) so appointed may be removed by Board.

CHIEF EXECUTIVE OFFICER

57. A Chief Executive Officer may be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Chief Executive Officer so appointed may be removed by it. The Chief Executive Officer shall carry out such duties as are delegated to him or her from time to time by the Board.

REGISTRAR

58. A Registrar may be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Registrar so appointed may be removed by it. The Registrar shall carry out such duties as are delegated to him or her from time to time by the Board in connection with the performance of the duties and responsibilities of the Institute as "Registration Body" under the Building Control Act.

THE PROPERTY OF THE INSTITUTE

59. The property of the Institute shall be under the control and management of the Directors and no decision shall be taken regarding the property of the Institute except with the written authority of the Directors (to include, without limitation, any sale or disposal of, creation of a mortgage or other encumbrance over, the entry into or surrender of any lease, affecting the property of the Institute).

60. Every book, manuscript, paper, drawing or model which may be presented to the Institute shall, in consequence of such presentation, be considered the property of the Institute unless there shall have been any previous engagement with its author to the contrary; and the Board may publish the same in any manner and at any time that it may think proper, but should the Board refuse or neglect within twelve months from its reception to publish the book, manuscript, paper, drawing or model the author shall have a right to copy and publish it under the author's own directions. No other person shall publish any paper belonging to the Institute without the previous consent of the Board.

GENERAL MEETINGS

61. An annual general meeting of the Institute shall be held in each year at such date and at such place as the Board may appoint. No more than 15 months shall lapse between the date of one annual general meeting and the next. An extraordinary general meeting shall be held in each year to receive the result of the annual ballots for Council.
62. The Board or the President may at any time call an extraordinary general meeting of the Institute and in addition, and without prejudice to the provisions of section 1203 of the Act, an extraordinary general meeting shall also be convened on the written requisition of forty Registered Members. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Institute and may consist of several documents in the like form each signed by one or more requisitionists.
63. Subject to the Act, an annual general meeting and an extraordinary general meeting for the passing of a special resolution shall be called by 21 days' notice. In the case of any other extraordinary general meeting not less than seven days' notice shall be given. Forty Registered Members shall form a quorum.
64. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.
65. All business shall be deemed to be special business that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of:
- (i) the consideration of the Institute's financial statements, the report of the Directors and the report of the Auditors on the financial statements;
 - (ii) the review by the Registered Members of the Institute's affairs; and
 - (iii) the appointment or re-appointment of the Auditors and the authorisation of the Directors to approve the remuneration of the Auditors;
66. The chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.
67. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

68. When a meeting is adjourned for 30 days or more, notice of that adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
69. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded.
70. A demand for such a poll may be made by-
 - (a) the chairperson of the meeting;
 - (b) at least 3 Registered Members present in person or by proxy; or
 - (c) Registered Members present in person or by proxy and representing not less than 10% of the total voting right of all the Registered Members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceeding of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

71. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Except as provided for in Regulation 72, if a poll is duly demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
72. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
73. The instrument appointing a proxy to vote at a meeting of the Institute shall be deemed also to confer authority to demand or join in demanding a poll and a demand by a person as proxy for a Registered Member shall be the same as a demand by the Registered Member.

VOTES OF REGISTERED MEMBERS

74. Where a matter is being decided (whether on a show of hands or on a poll), every Registered Member present shall have one vote. No Registered Member shall be entitled to vote at any general meeting unless all fees and contributions immediately payable by him or her to the Institute have been paid.
75. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such

objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

76. Votes may be given either personally or by proxy. Only a Registered Member may be appointed as a proxy.
77. The instrument appointing a proxy (“instrument of proxy”) shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing.
78. The instrument of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Institute or at such other place within the State as is specified for that purpose in the notice convening the meeting and shall be so deposited not later than the following time:
 - (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, 48 hours before the time appointed for the taking of the poll.
79. The depositing of the instrument of proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Institute by electronic means, and this Regulation likewise applies to the depositing of anything else referred to in Regulation 78.
80. If Regulation 78 or Regulation 79 is not complied with, the instrument of proxy shall not be treated as valid.
81. Subject to Regulation 82, a vote given in accordance with the terms of any instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed.
82. Regulation 81 does not apply if notice in writing of such death, insanity or revocation is received by the Institute at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
83. The instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit.

The Royal Institute of the Architects of Ireland (“the RIAI”)

[name of member] (“the Member”) of [address of member] being a member of the RIAI hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the [annual or extraordinary, as the case may be] general meeting of the RIAI to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

| Voting Instructions to Proxy (choice to be marked with an 'x') | | | |
|--|-----------|---------|---------|
| Number or description of resolution: | In Favour | Abstain | Against |
| 1 | | | |
| 2 | | | |
| 3 | | | |
| Unless otherwise instructed the proxy will vote as he or she thinks fit. | | | |
| Signature of member | | | |
| Dated: [date] | | | |

NOTICES

84. A notice or document to be given, served or delivered to a member in pursuance of these Articles may be given to, served on or delivered to any member by the Institute:
- (a) by handing the notice or document to the member or his/her authorised agent;
 - (b) by leaving the notice or document at the member's registered address;
 - (c) by sending the notice or document by post or other delivery service in a pre-paid cover addressed to the member at his/her registered address or;
 - (d) by sending with the consent of the member, the notice or document by means of electronic mail or other means of electronic communication (as defined in the Electronic Commerce Act, 2000 including the making of information and or documents available on a website or by delivery, giving or sending the notice or document by electronic email) approved by the Board, to the address of the member notified to the Institute by the member for such purpose (or if not so notified, then to the address of the member last known to the Institute). Address in relation to electronic communications includes any number or address used for the purposes of such communications.
85. Where a notice or document is given, served or delivered pursuant to Regulation 84(a) or 84(b), the giving, service or delivery thereof shall be deemed to have been effected at the time the notice or document was handed to the member or his/her authorised agent, or left at his/her registered address (as the case may be).
86. Where a notice or document is given, served or delivered pursuant to Regulation 84(c), the giving, service or delivery thereof shall be deemed to have been effected at the expiration of 24 hours after the cover containing it was posted. In proving such service or delivery, it shall be sufficient to prove that such cover was properly addressed, pre-paid and posted.

87. Where a notice or document is given, served or delivered pursuant to Regulation 84(d), the giving, service or delivery thereof shall be deemed to have been effected at the expiration of 12 hours after despatch.
88. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member;
 - (b) the Directors and company secretary of the Institute; and
 - (c) the Auditors for the time being of the Institute.

No other person shall be entitled to receive notices of general meetings.

89. Any requirement in these Articles for the consent of the member in regard to the receipt by such member of electronic mail or other means of electronic communications approved by the Board, including the receipt of the Institute's audited accounts and the Directors' and the Auditors' reports thereon, shall be deemed to have been satisfied where the Board has written to the member informing him/her of its intention to use electronic communications for such purposes and the member has not, within 4 weeks of the issue of such notice, served an objection in writing on the Institute to such proposal. Where a member has given, or is deemed to have given, his/her consent to the receipt by such member of electronic mail or other means of electronic communications approved by the Board, he/she may revoke such consent at any time by requesting the Institute to communicate with him/her in hard copy paper form PROVIDED HOWEVER that such revocation shall not take effect until 5 days after written notice of the revocation is received by the Institute.
90. A member present at any meeting of the Institute shall be deemed to have received notice of the meeting, and where requisite, of the purposes for which it was called.

COMMITTEES

91. The Council and the Board shall each have the power to delegate their respective powers to such Committees as they may think fit, and to define the constitution and duties of such Committees. The reports of such Committees shall be submitted in writing to the Council and/or the Board as required. The Council and the Board shall liaise with each other when considering the establishment of any new Committee to avoid repetition of tasks or conflicting work programmes.

THE SEAL

92. The Institute's seal shall be used only by the authority of the Directors or of a committee of its Directors authorised by the Directors in that behalf. Any instrument to which the Institute's seal shall be affixed shall be:
- (i) signed by a Director or by some other person appointed for the purpose by the Directors or by a foregoing committee of them; and

- (ii) be countersigned by the secretary (or where joint secretaries are appointed, by any one of them) or by a second Director or by some other person appointed for the purpose by the Directors or by a foregoing committee of them.

ACCOUNTING RECORDS AND FINANCIAL STATEMENTS

93. The Board shall cause proper accounting records to be kept relating to;
- (a) all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Institute; and
 - (c) the assets and liabilities of the Institute.

Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.

94. The financial statements and accounting records of the Institute shall be kept at the registered office and subject to any reasonable restrictions as to the time and manner of inspection that may be imposed by the Institute in general meeting, they shall be open to the inspection of the Registered Members at all times during usual business hours.
95. The Board shall from time to time in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Institute such financial statements and reports as are required by the Act to be prepared and laid before the annual general meeting of the Institute.
96. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Institute together with a copy of the Directors' report and Auditors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

WINDING UP

97. The provision of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same provision were repeated in full in these Articles.

INDEMNITY

98. Subject to the provisions of and so far as may be permitted by section 235(3) of the Act every Director, secretary and other officer (excluding the Auditors):
- (a) shall be entitled to be indemnified out of the assets of the Institute against all losses or liabilities which he or she may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in his or her

favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under ss. 233 or 234 of the Act in which relief is granted to him or her by the court.

- (b) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto.

ENDS/