

RULES AND REGULATIONS

OF THE

EDINBURGH ARCHITECTURAL ASSOCIATION

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

Constitution

1. The Association (hereinafter called "the Chapter") shall be governed by and conform to the Charters and Bye-Laws of the Royal Incorporation.

Name

2. The corporate name of the Chapter shall be the Edinburgh Architectural Association (Edinburgh Chapter of the Royal Incorporation of Architects in Scotland).

Territory

3. The Chapter territorial area shall comprise the County of the City of Edinburgh, the Counties of West Lothian, Mid Lothian, East Lothian, Berwick, Roxburgh, Selkirk, Peebles, Clackmannan and Fife (that part south and west of a line drawn on West Wemyss to Auchmore Bridge on the border of Kinross-shire) or such other area as may hereafter be assigned by the Royal Incorporation to the Chapter.

Objects

4. The objects of the Chapter shall be as follows:-
 - (a) To advance within the Chapter's sphere of influence the cause of good Architecture and by uniting all members of the Profession to provide for the community the highest standard of Architectural service.
 - (b) To uphold within the Chapter area the objects set out in the Charter of the Royal Incorporation of Architects in Scotland, which are held to be repeated herein *brevitas causa*.
 - (c) To exercise within the Chapter area the powers and duties of a branch of the Royal Institute of British Architects.

Property & Funds

5. In furtherance of its subjects the Chapter shall hold and administer under its sole control, the whole separate funds and property of whatsoever kind or description, presently

belonging to or in the control of the Chapter, and that either through the medium of not less than two Trustees to be appointed by the Council of the Chapter, or in such other manner as the Council may direct: and the Royal Incorporation shall not have any responsibility for or in connection with such separate funds and property, nor any right, title or interest therein. Unless otherwise directed by any Deed of Gift or Trust, the Capital Funds of the Chapter shall be invested:-

- (a) In or upon any investments authorised by Part I or II of the First Schedule to the Trustee Investments Act, 1961, as amended from time to time; or
- (b) In or upon the obligations of whatever kind of Public Bodies, Boards or Authorities or Societies or in the Stocks or Shares of any description (including Ordinary or Deferred Stocks or Shares) of Legally Incorporated Public Companies or Corporations whether within the British Commonwealth of Nations or elsewhere.

No member of the Chapter shall have any personal claim on any property thereof, or make any profit out of his membership, except in the case of and as a salaried official of the Chapter. Any member of the Chapter may, however, be reimbursed any expense actually incurred by him in the business or on behalf of the Chapter, if the Council so authorise.

Members

6. Members shall consist of Fellows, Associates, Students and Honorary Fellows of the Royal Incorporation of Architects in Scotland who practise principally or are employed within the Territory of the Chapter and the Chapter may also have in affiliation therewith a non-professional class of member, as hereinafter specified, as laid down in Bye-Law No 91 of the Royal Incorporation.

Application for Membership & Election

7. All applications for membership from candidates who are not corporate members of the Royal Institute of British Architects must be made to the Chapter Secretary from whom printed forms will be obtained. The conditions for nomination, approval and election are as described in Bye-Laws 15-26 of The Royal Incorporation.

Resignation & Cessation of and Re admission to Membership

8. Intimation of all resignations shall be made in writing to the Secretary of the Chapter, and all resignations from or cessation of membership in the Chapter shall be governed by Bye-Laws Nos. 32 to 35 inclusive of the Royal Incorporation.

Transfer of Chapter Members

9. If a member changes his address to the territory of another Chapter he may make application to the Secretary of the Royal Incorporation to be transferred to the other

Chapter.

Entrance Fees & Subscriptions

10. Entrance Fees and Annual Subscriptions may be levied in accordance with Bye-Laws Nos. 39-41 inclusive of the Royal Incorporation.

Council

11. The affairs of the Chapter shall be managed by a Council consisting of sixteen members and shall include a President, a Past-President, and two Vice-Presidents. Of the remaining twelve members, ten shall be Fellows or Associates of the Royal Incorporation and two shall be students nominated and elected by the Student membership of the Chapter. The Council shall be elected annually. The Council shall appoint such standing or special committees including thereon, if desired, members of the Chapter other than members of the Council thereof, as may be deemed necessary for the proper conduct of the business of the Chapter. Each standing committee shall have a convener who shall be a Council Member. The Chapter Council may likewise fix the quorum of such committees and may delegate any of their powers thereto and make rules for regulating the procedure thereof. The Council may further appoint, from time to time, any two or more of their number to act as Attorneys, either generally or specially and with such powers and for such periods as may be determined. The Chairman shall have both a deliberative and a casting vote.

President

12. The President, who must be a Fellow or Associate of the Royal Incorporation, shall be nominated by the Council at its last regular meeting before the Annual General Meeting and elected at the Annual General Meeting to serve for one year and he may be re-elected for one further year. His term of office shall commence during the Annual General Meeting. If present, the President shall ordinarily preside at all meetings of the Association and of the Council and shall be ex officio a member of all Standing Committees of the Chapter.

Past President

13. The Past President shall be the last President to have demitted office, if willing to serve, and failing such, any previous holder of the position who may be elected by the Council. He shall be elected after the election of the President.

Vice-President

14. Vice-Presidents, who must be Fellows or Associates of the Royal Incorporation, shall be elected annually from the membership of the New Council at the Annual General Meeting to serve for one year and may be re-elected for the following year; but after serving such second term no Vice-President shall be eligible for re-election to the office until three years have elapsed. The Council shall decide the order of precedence.

OR ALTERNATIVELY,

The Senior Vice-President may be nominated by the President-elect from the membership of the Council before the Annual General Meeting and elected at the Annual General Meeting.

Council Members

15. The Ordinary Members of the Council shall be elected for three years. No member shall be eligible for re-election until one year out of office, except to the office of Senior Vice-President or in exceptional circumstances. One-third of the Council Members shall retire each year in rotation..

Rotation of Council

16. The Council shall be empowered to make a scheme effecting the transition over a period of not more than 3 years from the constitution of the existing Council, to the constitution of the Council to be established by these Bye-Laws.

Student Members of Council

17. Student members of Council shall be Student members of the Royal Incorporation. They shall be nominated by the Student Membership to serve for one year. No student shall be eligible to serve as a member of Council for more than three successive years. After being one year out of office such member shall again be eligible for re-election.

If a student member of Council should during his term of office become eligible for and be elected to membership as an Associate, he may at the discretion of the Council continue to serve for the remainder of that year, or may be asked to resign. In the latter case the Council shall have power to co-opt another student to serve for the remaining period.

Election Procedure

18. Not later than 15th January in each year, the Secretary shall issue a notice to all Fellows and Associates inviting nominations for Membership of the Council. He shall at the same time issue a notice to all Student Members, inviting the nomination of students for membership of the Council. Nominations shall be lodged in writing with the Secretary not later than 1st February. They must be signed by five Members, Fellows or Associates, in the case of either Fellows or Associate Nominees, and Students in the case of Student nominees and must be accompanied by a written undertaking by the Nominee to serve if elected.

In the event of there being more candidates nominated than there are vacancies on the Council, the Secretary shall, not later than 15th February, issue a voting list to every Fellow and Associate or Student, as may be appropriate, containing the names and

addresses of those nominated. The voting list shall contain directions for its use by Members and any list which fails to comply with such directions may be rejected and the votes shall be lost.

Scrutineers, who shall be appointed by the Council, shall have the direction of the election. Their decision on any matter relating thereto being final and three of them shall be a quorum.

Voting lists shall be returned to the Secretary so as to be received by him not later than 1st March.

The Council shall have power to vary the above dates from time to time always provided that there are at least fourteen days between the date of the issuing of the notice and the latest date for the receipt of nominations, and at least fourteen days between the issuing of the voting lists and the latest dates for the return thereof.

The non-receipt by a member or members of a nomination paper or of a voting list or both shall not invalidate the election.

Council Meetings

19. The Council shall hold at least four meetings in the course of the year, the quorum whereof shall be six members. The President, or a quorum of the Council or any five members of Council, may, by letter to the Secretary, require a Special Meeting thereof to be called. At least four days notice of a meeting of the Council, or not less than twenty-four hours notice in a case of emergency, shall be given to each member of the Council at the address furnished by him to the Secretary for this purpose. The non-receipt of a notice by any member of the Council shall not invalidate the proceedings at any meeting.

Chapter Representatives to the Council of the Royal Incorporation.

20. The Council shall elect from their members each year Chapter Representatives to the Council of the Royal Incorporation in accordance with the provisions of Bye-Laws Nos. 42 and 43 of the Royal Incorporation.

Vacancies in Council

21. In the event of the office of President becoming vacant by resignation or otherwise, the Secretary shall forthwith forward to every member of Council notice thereof, and at a meeting of Council to be held not less than fourteen days after the date of such notice, the Council shall elect one of the Vice-Presidents to fill the vacant office until the next Annual General Meeting.

Vacancies from similar causes in a Vice-Presidentship and in the Chapter Representatives to the Council of the Royal Incorporation shall be filled by the Council appointing another member or members from the Chapter.

In the event of the President of the Chapter being elected to the Office of President of the

Royal Incorporation, the Chapter shall, as soon as convenient thereafter, appoint one of its Vice-Presidents to fill his position as a Vice-President of the Royal Incorporation.

A member of the Council may resign by sending his resignation in writing to the Secretary, and upon the expiration of thirty days from the date of sending in such resignation or upon the earlier acceptance by the Council he shall cease to be a member of the Council.

The office of a member of the Council will be vacated if:

- (a) he ceases to be a member of the Chapter or is suspended or excluded for any period from membership of the Royal Incorporation.
- (b) he is removed from office by resolution of the Chapter passed at a special General Meeting, or
- (c) while a member he becomes of unsound mind.

The powers and duties of the Council shall not be rendered invalid by reason only of any vacancy in the Council occurring between elections whereby the number of members of the Council might be reduced below the number prescribed in Regulation 11. Provided nevertheless that the Council shall have a discretion to fill such vacancy or vacancies by co-option or election as they see fit, of an appropriate member who shall remain a member of the Council until the next election held under Regulation 11.

Annual Report

22. The Council shall prepare an Annual Report as to the Chapter: the President and Secretary of the Chapter shall co-jointly be responsible for the submission of the Report to the Secretary of the Royal Incorporation not less than thirty days clear before the Annual Convention thereof.

Annual General Meeting

23. The Annual General Meeting of the Chapter shall be held not later than the Fifteenth Day of March in each year, or such later date as may from time to time be permitted by the Bye-Laws of the Royal Incorporation. At said Meeting the Council shall submit their Annual Report and Audited Accounts, and announce the results of the Ballot for membership of the Council.

General & Special Meetings

24. In addition to the Annual General Meeting, the Council may fix General Meetings to be held at such times and at such places as they may deem fit. All business to be brought before any meeting of the Chapter shall be specified in the Notice calling such meeting.

The President, on his own initiative, may or on the signed requisition of five members, of

Council or of twenty four Fellows and or Associates shall at any time, on at least fourteen days notice summon a Special Meeting of the Chapter.

Members shall be entitled to be present and take part in the discussions on any subject brought before General or Special Meetings of the Chapter and (save as aftermentioned) to vote thereat. Students may attend General Meetings but shall not be entitled to vote thereat.

The quorum of all General and Special Meetings shall be fifteen active members having a right to vote.

A Poll may be demanded at al General and Special Meetings by not less than eight members present. Members entitled to vote shall have only one, and all votes shall be given personally and not by proxy. No member shall be entitled to vote at any meeting unless:

- (a) all moneys due by him to the Chapter and to the Royal Incorporation have been paid, and
- (b) he has been a member for not less than three months prior to the date of such meeting.

The Chairman shall have both a deliberative and a casting vote.

Save as herein before provided, all business at such meetings, or adjournments thereof or voting thereat, or all other matters not herein referred to, shall be conducted and governed in conformity with Royal Incorporation Bye-Laws Nos 62 to 68 and 70 to 73 inclusive.

Affiliates

25. It shall be open to the Chapter to have in affiliation therewith a non-professional class of members known as "Affiliates".

Such members shall not however, be entitled to take part in the administration or management of the Chapter in connection with any professional matters save in an advisory capacity. A candidate for Affiliateship shall be nominated by two members, one of whom must be a Fellow. Election shall take place at any Council meeting, provided the name and address of the candidate is stated in the Billet calling the meeting. A candidate shall be held to have been elected if supported by three-fourths of the Council members present and voting.

Affiliates shall be entitled to the use of the Chapter Rooms and Library and to attend meetings, lectures and visits. They shall not be eligible as Office-Bearers, nor shall they have the right to vote.

The Council shall decide as to Entrance Fees, if any, and Annual Subscriptions payable by Affiliates. An Affiliate in arear of the Annual Subscription for more than one year from the due date shall be liable to have his or her name removed from the Roll of

Members, after four weeks notice from the Chapter Secretary.

Resignations must be in writing, and lodged with the Chapter Secretary. If no resignation is received before the end of December in any year, the Affiliate shall be liable for the Annual Subscription due for the ensuing year.

Register of Members

26. The Chapter Council shall through its Secretary prepare and keep posted up-to-date a complete List and Register of the names and addresses of all Members on the roll of the Chapter, including Affiliates, if any.

Secretary & Treasurer

27. The Council shall appoint a Secretary and Treasurer. He shall be responsible to the Council and subject thereto.

As Secretary, he shall keep the Minute Book and shall cause to be engrossed therein all Minutes of the Council Meetings and General Meetings; he shall likewise keep the List or Register of Members regularly posted up to date, and shall forthwith notify any changes affecting the same to the Secretary of the Royal Incorporation and of any other Chapter concerned; he shall also conduct all correspondence and other usual business which may be necessary.

As Treasurer, he shall keep regular Accounts and pay the funds as received by him into an account to be kept in the name of the Chapter with such bank as the Council may appoint. If required to do so, he shall find caution for his intermissions to such extent as the Council may fix, the cost of finding caution being borne by the Chapter.

The foregoing posts may, if so decided by the Council, be held by separate individuals.

Law Agent

28. The Council may, at its discretion, appoint a Law Agent of and to the Chapter on the usual terms of professional remuneration or on such other terms as may be mutually agreed.

Auditor

29. The Chapter shall annually elect an Auditor at the Annual General Meeting. Such Auditor, who shall be a qualified Chartered Accountant, shall have access at all reasonable times to the Books and Securities. He shall examine the Securities and the Annual Accounts before the latter are submitted in summarised form to the Annual General Meeting and shall report thereon to the Chapter. In the event of the decease or resignation of an Auditor, the Council shall elect another to hold office till the date of the next Annual General Meeting.

Amendment of Regulations

30. Subject to the limitations and conditions specified in Clause 31 hereof, the Chapter may alter or delete any of these Rules and Regulations as shall be deemed necessary according to local conditions, which changes shall be approved by the Council of the Royal Incorporation. Any proposed new Regulations or alteration to an existing Regulation must be submitted in writing to the Secretary of the Chapter by the Proposer and Secunder thereof not less than twenty-one days clear before the Meeting hereinafter specified, and shall be subject to the approval of a majority of the members of the Chapter present and voting at the Annual General Meeting or at a Special Meeting of the Chapter called for the purpose.

Royal Incorporation Bye-Laws

31. The Chapter shall use and be bound by the Bye-Laws of the Royal Incorporation. In the case of any variance arising, the Bye-Laws of the Royal Incorporation shall have precedence of any over-rule doubtful meaning in any such Rules and Regulations.

Dissolution

32. (a) The Chapter may be dissolved by a Resolution passed by no less than three-quarters of the members of the Chapter present and entitled to vote at the Annual General Meeting or at a Special Meeting of the Chapter called for that purpose.
- (b) If, upon dissolution of the Chapter, there remains after satisfaction of all its debts and liabilities any money or other property whatsoever, the same shall not be paid, applied or distributed among the members but shall be applied to another charity or charities with Objects similar to the Chapter, as decided by the members at an Annual General Meeting or Special General Meeting of the Chapter called for the purpose, which failing as determined by the Council, which failing as determined by the Sheriff of Lothian and Borders at Edinburgh (or any successor thereto) who decision shall be final and binding upon the Chapter.

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