

2023

EAA Handbook

BACKGROUND, PRACTICES AND PROCEDURES OF THE EAA

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MCPHERSON

1. General

1.1. Who we are / History

The Edinburgh Architectural Association (EAA) is a charitable organisation which has been in existence since 1858. It is now the oldest Association of the profession in the UK other than the RIBA and the Architectural Association in London. The EAA was founded by a group of young architectural students and pupils of the practice who had an interest in Art.

The Association grew from the Architectural Institute of Scotland founded in 1850. The Institute's membership embraced architects in Edinburgh, Glasgow, Dundee and Aberdeen - noblemen, landed proprietors, clergymen and lawyers. Its printed transactions cover the years 1850 to 1860.

As pupils were ineligible to join the Architectural Institute, they decided to form a society of their own. The first official meeting of the Edinburgh Architectural Association was held in Darlings Hotel with G S Aitken being appointed President.

By 1873 The Architectural Institute of Scotland was thought to be superfluous: its functions were closed, and its assets and drawings transferred to the Edinburgh Architectural Association for safekeeping.

Since then the membership has grown to 1,150 with the Chapter area comprising 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).

2. Membership

MEMBERS

All members of the RIAS who work within the Chapter Area are automatically members of the EAA, as their local RIAS Chapter. Members of the EAA are either:

1. **Voting Members:** Fellows, Members, Associates and Student Members of the RIAS who reside within the EAA Chapter Area.
2. **Non-Voting Members:** Honorary Fellows & Affiliates of the RIAS, who reside within the EAA Chapter Area.

Voting members have the right to attend the AMM, or any other Members' Meeting, are responsible for electing **Trustees**, and vote on any decisions in relation to changing the Constitution of the EAA.

TRUSTEES & EAA COUNCIL

Trustees are members of the EAA who are elected to the EAA Council at an AMM, and who hold regular meetings between each AMM. In these meetings, the Trustees set the strategy and policy of the Chapter, lead on the activities of the Chapter, and are responsible for monitoring its financial position.

The Trustees elected at an AMM form the EAA Council, which manages the day to day running of the EAA. This Council has up to 16 members, and has the following composition:

- 1) 1x President
- 2) 1x Past President
- 3) 2x Vice Presidents
- 4) 12x Council Members (including a maximum of 2x Student Members)

President

The President's role is the most senior within the EAA organisation and is responsible for providing strategic leadership of the EAA Council and the establishment of the organisation's goals and plans.

The President has oversight of all the activities of the EAA and has particular responsibility for the assisting with the administration and financial policy of the Chapter. They typically chair Council meetings, and act as an ex-officio member of all Working Groups. The President automatically takes a seat on the RIAS Council and attends meetings with the Presidents of other RIAS Chapters.

The President of the EAA is elected by EAA council members on an annual basis, for a maximum of two consecutive year-long terms. The President must be a serving member of the Council, member of the RIAS and an Architect registered with the ARB. They are nominated in writing by a minimum of two other Trustees and elected by members of the Chapter at the AMM.

The President roles and responsibilities to:

- Represent the EAA's interests to the public and external bodies to maintain and enhance the influence of the organisation
- Attend official functions and actively network to maintain and enhance the reputation of the organisation and profession
- Actively contribute to, and liaise with, the RIAS, including the provision of a quarterly update on the organisations business
- Establish the long-term goals of the organisation and relay these to the EAA Council

- Work closely with the EAA Committee Convenors to ensure the approach, activities and budgets are closely aligned
- Preside at all meetings and events of the chapter and provide leadership to the EAA Council and Committees

Term of Service: 1 year (can be elected for a maximum two consecutive terms)

Past President

The Past-President of the EAA is the previous individual to have held the role of President. The role is awarded by virtue of inheritance following the end of the sitting President's term

In the event that the outgoing President is unable to or does not wish to serve as Past President, this position can be filled by another previous President of the EAA elected by the membership.

The roles and responsibilities of the Past-President include:

The roles and responsibilities of the Past-President include:

- Preparing the President-elect for the duties of office
- Providing guidance and insight to the sitting President
- Assisting the President with historical matters
- If required, representing the organisation at public and external engagements, should the President be unable to do so

Term of Service: 1 year (can be elected for two consecutive terms). Dependant on service of successor President.

Vice President

The role of the Vice-President(s) is to support the President by sharing their roles and responsibilities and can deputise for the President in their absence.

The EAA can have up to two Vice-Presidents during any term. The Vice-President(s) is elected from members of the Council by voting members at an AMM on an annual basis. There is no stipulation on the number of consecutive terms which can be served.

Vice Presidents typically take a seat on the RIAS Council but are not formally obliged to do so.

The roles and responsibilities of the Vice-President include:

- Supporting the President in setting and executing the goals of the organisation
- Representing the EAA at engagements, both alongside the President, and in the Presidents absence
- Preside at meetings and events in the Presidents absence
- Attend official functions and actively network to maintain and enhance the reputation of the organisation and profession
- Work closely with the EAA Committee Convenors to ensure the approach, activities and budgets are closely aligned

- Provide administrative support to the President in the organisation of meetings, sponsorship etc for the organisation

Term of Service: 1 year (can be elected for up to four consecutive terms, under a maximum of two Presidents).

2.1. Honorary Treasurer

The role of the EAA Treasurer is to provide financial support to the organisation. The role is not currently paid on a per annum basis, to be agreed at the time of any appointment.

The roles and responsibilities of the Treasurer include:

- Overseeing the financial affairs of the organisation and ensuring these are legal, constitutional and within accepted practice
 - Keeping regular accounts and submitting these to the charities regulator as required
 - Monitoring the financial health of the organisation and reporting on this to the EAA Council as required
 - Arranging for payments into and from the organisation's accounts
 - Preparing budgets and monitoring income and expenditure by the various EAA Committees
- Advising the EAA Council on how to carry out its financial responsibilities.

2.2. Honorary Librarian

The roles and responsibilities of the Librarian include:

- General overview knowledge of the archived materials belonging to the EAA
- Responding to ad-hoc queries from members and the general public on archive materials
- Performing requested searches of the archived materials.

2.3. Secretary/Administration Coordinator

The role of the EAA Secretary is to provide administrative support to the organisation. The role is paid on an a per annum basis, to be agreed at the time of appointment. The role may be combined with the EAA Treasurer position.

The Roles and Responsibilities of the Secretary include:

- Attendance at EAA Council Meetings
- Taking and preparing the EAA Council Meeting Minutes, to be issued within 14 days of the last EAA Council Meeting
- Collate EAA Committee reports from Committee Convenors, to be issued to the EAA Council on the Monday before the EAA Council Meeting.
- Managing the EAA Diary
- Maintaining the EAA online filing system
- Managing membership data in accordance with the General Data Protection Regulations (GDPR)

2.4. Working Group Convenors

Each Working Group of the EAA is led by a Convenor. The role of the Convenor is to set the agenda for each Working Group, delegate tasks to the Working Group members and feedback to the EAA Council the progress made on tasks. The Convenor is also responsible for the carrying-out of any pre-determined commitments assigned to the Working Group.

The roles and responsibilities of Convenors include:

- Setting goals and tasks for the Working Group and delegating these to relevant Working Group members
- Providing a report on the activities of their Working Group at each EAA Council Meeting
- Inputting into the EAA newsletter and website

Council Members

Ordinary Council Members attend monthly Council meetings, support the activities of the Chapter and contribute to the operation of the EAA's Working Groups. They help set the strategy of the Chapter, assist with financial decisions and vote on matters at Council meetings.

Council Members are elected by voting members at the AMM. Members must be Voting Members of the EAA to stand for election.

Term of Service: Until required to retire (see below) or they choose to stand down.

Student Council Members

Student Council Members perform the same functions as Council Members. A maximum of 2 Student Council Members can serve at any one time. Student Council Members are elected by voting members at the AMM. They must be Voting Student Members of the EAA to stand for election.

Term of Service: Until required to retire (see below) or they choose to stand down.

Co-opted Council Members

At any time between AMMs, members of the Council may choose to fill any vacancies on the Council by 'co-opting' an individual to fill the role. Any co-opted members must meet all the same eligibility criteria as full Council Members. They can attend and contribute to Council Meetings and support the operations of the EAA, but do not have voting rights. A co-opted Council Member can stand for full election at the next AMM in the normal way.

Election and Retiral

Elections

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Members are elected to serve on EAA Council at the Annual Member's Meeting (AMM), amongst other agenda items for this event. Prior to the AMM, the EAA will invite Chapter Members to nominate themselves to stand for Council. Each nomination has to be supported by the signatures of five other EAA members. Nominations must be received by a fixed date ahead of the AMM.

If more Chapter Members are standing for election than spaces are available on the Council, then a ballot will be issued to all Chapter Members with details of all Members standing for election. Ballot papers are returned ahead of the AMM allowing the new Trustees to be formally elected as part of proceedings at the AMM.

Retiral

At each AMM, a third of Trustees on the Council are required to stand down (up to a maximum of four). If four people have not already decided to retire from Council, then these four will be the longest serving members who are not currently acting as a Vice-President or President. If there are not new members to take place of retiring members it is possible for existing members to remain in their role.

It is often the case that Council Members join the Council with the intention for serving for a certain number of years, but they are not tied to serving for this length of time and may retire at a time of their choosing or continue to serve after this if permitted.

3. Working Groups

In addition to monthly meetings of the Council, the EAA operates through a series of working groups which deal with specific aspects of the Chapter's aims and activities.

These working groups are led by a Convener, who is a member of the EAA Council, and usually comprise a combination of Council members & ordinary members. Working Group members are not required to be members of the RIAS or EAA.

In addition to organising many of the practical aspects of EAA events and activities, the EAA's Working Groups can also help with connecting the Chapter activities of the EAA to the Committees and Working Groups of the RIAS.

Currently, the EAA has the following Working Groups:

- Education
- Events
- Sustainability
- Conservation
- Communications
- Awards
- Competitions
- Planning

3.1. Education

The Education Working Group connects the EAA with the academic community and wider architectural learning. This includes liaising with ESALA, organising events for university & Part 3 students, promoting teaching & learning about architecture amongst the wider public, and supporting mentoring and continuous learning. The Education Working Group also contributes to the RIAS Education Committee through EAA Representatives.

Co-Conveners: James Haynes, Seva Yurchenko

Members: John Lancaster, Ruth Mclennan, Hannah Dalton, Jeanita Gambier, Johanna Hedenskog, Karina Velikova, Michael Mullen, Michael Kan, Patrick Chiara, Sophie McLaren, Yixuan Wu, Inka Eismar

3.2. Events

The Events Working Group organise the EAA's regular programme of events, including invited talks from architects, CPD, and other events which aim to help provide architects and built environment practitioners with access to new sources of information and social opportunities. They are supported by the Communications Working Group with promoting these events.

3.3. Communications

The Communications Working Group is responsible for managing the EAA's website & social media accounts. This includes preparing content, scheduling posting and liaising with other Working Groups to promote the wide range of activities that the EAA undertakes.

3.4. Sustainability

The Sustainability Working Group works to promote and support sustainable architectural practice and discussion around key environmental issues. They organise campaigns and events, improve understanding about architecture's role in the climate crisis amongst architects and the general public, and liaise with other environmental advocacy groups. The Sustainability Working Group also contributes to the RIAS Sustainability Working Group through EAA Representatives.

3.5. Conservation

The Conservation Working Group is active in relation to key issues around architectural conservation. In conjunction with the Events Working Group, they organise CPD and informative events teaching good conservation practice, and campaign around important concerns or opportunities. The Conservation Working Group also contributes to the RIAS Sustainability Working Group through EAA Representatives.

3.6. Competitions

The Competitions Working Group organises architectural, photographic and ideas competitions with the aim of promoting and fostering positive conversation around issues and opportunities within the built environment.

3.7. Awards

The Awards Working Group handles the organisation of the annual EAA Awards. This includes reviewing award categories and criteria, publicising the award entry period and managing entries, overseeing the judging process, and organising and publicising the awards ceremony event. This is achieved with the help of the Communications & Events Working Groups.

3.8. Planning/Heritage (Content required)

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4. RIAS Council

4.1. EAA Representation

4.2. RIAS Strategy

4.3. RIAS Strategy Committees

5. Events / Commitments

5.1. CPD Events

5.2. JR McKay Student Award

The J R McKay Medal is awarded by the Edinburgh Architecture Association to the best graduating student in MA/BA Architecture at the Edinburgh School of Architecture and Landscape Architecture. The award recognises thorough analysis of the brief, evolution of a strong concept and the development of a well-considered architectural response.

John Ross McKay was born on 11 June 1884, studying at Edinburgh School of Applied Art and Heriot-Watt College. He joined Robert Stodart Lorimer as an assistant in 1906 then serving in France in the First World War from 1917 to 1919 returning to Lorimer's office as chief assistant in the latter year. In the spring of 1920, he went into partnership with James Smith Richardson.

McKay carried out most of the practice's work and was Vice-President of the Edinburgh Architectural Association c.1930, and was elected FRIBA on 5 December 1938. In 1942 Richardson left the partnership and McKay merged his practice with that of Walker Todd becoming the leading partner.

5.3. Edinburgh Urban Design Panel

EDINBURGH URBAN DESIGN PANEL (EUDP)

The Edinburgh Urban Design Panel is coordinated and chaired by The City of Edinburgh Council. It seeks to give design advice and raise the quality of the built environment in Edinburgh prioritising sustainable development helping designers, developers and clients develop proposals at the pre-application stage. EUDP is an important component in the pre-application process for major development proposals. Views of the panel are advisory and for guidance only but can be referred to at Planning Committee.

The panel meet monthly and review between one and three schemes per meeting, dependant on scale and complexity of proposals being presented. In addition to new developments Council Policy and guidance is also reviewed. The panel members are drawn from a range of organisations which seek to provide special expertise to the Design Review process.

Format of Panel:

The panel is chaired by a senior planning manager from The City of Edinburgh Council who decides which pre-application projects would benefit from being presented at panel. The chair's role will be to facilitate and focus Panel discussion on providing advice on proposals under review.

The meetings take place either at the City Chambers or virtually via MS Teams.

In advance of the Panel proposals are circulated to all relevant parties for review. The selected developments are then presented by the Client / Project Team. Each panel member then has the opportunity to raise queries on the proposals and identify key issues for comment. A panel report is then prepared by COE and circulated for validation prior to formal issue.

All developments, supporting material and discussions are completely confidential and cannot be discussed with anyone outwith the panel including other members of the EAA who are not in attendance.

Once a formal planning application has been made the EUDP report will be made public and uploaded onto the planning portal.

Remit

The Edinburgh Urban Design Panel aims to promote sustainable development and raise the quality of the built environment within the City of Edinburgh Council area. In achieving this aim, the Panel will:

- provide constructive and timely advice which can be used by design teams, planners and, or developers to develop their proposals in a positive way which is focused on promoting sustainable development and raising the quality of the built environment;
- provide advice which is well reasoned and aims to be objective;
- provide design advice on development proposals of a significant or complex nature and council policy and guidance with design significance;
- provide design advice on projects which would set new standards;
- provide design advice on building types which, if repeated, would have a cumulative impact;

Roles

The Edinburgh Urban Design Panel members will:

- provide advice which draws on their professional knowledge and / or experience;
- advise their respective organisations of the Panel's views;
- adhere to the principles of conduct for the Edinburgh Urban Design Panel;
- expect honesty and openness from all presenters to the Panel;
- expect an undertaking from presenters to consider, reflect and take into account the advice provided in the development of the design;
- on a yearly basis, take part in a review of the effectiveness of the Panel and make any changes as necessary in light of this;
- provide representation to the yearly A+DS Local Authority Design Review Panel meetings.

The Edinburgh Architectural Association will:

- establish a small pool of members from which panel members can be drawn and ensure that 3 of their members can attend each Panel meeting;
- refresh approximately a third of this pool on a yearly basis to ensure that there is a degree of continuity which is balanced by new voices being brought to the panel;
- ensure that panel members are well respected within their profession, have a track record in achieving high quality design and are able to communicate effectively and objectively their view on design matters.

Selection:

Council members note their availability to the EAA Secretary who will liaise with the EUDP organiser. Each meeting requires:

- 3 EAA members in attendance
- 1 reserve

EVENTS SERIES

A paragraph here to say that these are just some of the EAA events series, and are always being adapted and developed by different Working Groups.

5.4. EAA Invites

EAA Invites is a lecture series hosted by the EAA Events Working Group where guest speakers are invited to discuss their projects, inspiration and other relevant topics of interest.

When run as an online event the EAA has an opportunity to invite speakers who are based outwith the EAA Chapter Area, even outwith the UK. Speakers do not require to be Architects, they can be artists, landscape architects, interior designers or anyone from a design related background.

The brief is kept purposefully loose to allow the speakers to decide on the format and topics for their presentation.

A Q+A session with the speaker follows on from each talk, attendees are encouraged to submit questions in advance of the event but can ask at the event via the chat box.

The EAA Events Working formulate a list of proposed speakers, coordinating and chairing each event. Speakers are not currently paid for their time however specific expenses incurred will be considered on a case by case basis.

This is a paid for event run via Eventbrite. The EAA's standard Zoom licence allows for up to 100 attendees but can be temporarily increased if ticket sales exceed this amount.

5.5. Coffee with an Architect

EAA's Coffee with an Architect series seeks to give students the opportunity to gain an understanding of what to expect working within an Architectural Practice covering topics such as the running of projects, being part of a design team and the everyday life of a practicing architect.

These sessions are either in person or online sessions. by two members of the Edinburgh Architectural Association who are joined by an Architect based in the EAA Chapter.

Discussions aim to delve into the details of the project process; planning and building warrant stages; construction drawings, design considerations and problem solving.

Participants are welcomed to engage and guide the discussion. These events don't require any attendee participation, but attendees are encouraged to turn their cameras on

throughout the event and actively engage in the discussions. Opportunities will be given for students to unmute and ask questions at different points throughout the event, alternatively questions can be asked via the chat box.

This event series is run exclusively for ESALA aimed at undergraduate students currently on placement, looking for a placement or just generally interested in learning more about being a practicing architect.

These free events are organised by the Education Committee and are run via Eventbrite.

5.6. Part 3 Social

The Part 3 Social is an informal event organised by the EAA on the lead up to the APEAS Part 3 professional practice exam to help offer support to students. This event is either held online via Zoom or in person.

The event invites candidates to meet qualified Architects for informal discussion and moral support.

Qualified Architects share their own experiences of the Part 3 Exam experience (both Written and Oral) offer their advice for before, during and after the exam.

This event does not require any attendee participation, there will be the opportunity to ask questions at the end.

Part 3 students from all schools are welcome, there is no need to be an EAA member. Primarily these events are aimed at current Part 3 students intending to sit the Oral Examination in 2021, potential future candidates considering sitting Part 3 in the near future are also welcome.

These events are not intended as an opportunity to ask technical exam or submission-based questions. The event's aim is that students leave the event feeling less stressed, more supported and ready for the exam.

These free events are organised by the Education Committee and are run via Eventbrite.

5.7. Chapter Socials

The Edinburgh Architectural Association's formal mission is to create an approachable nucleus of architects and student architects to meet and hold events to stimulate thought and discussion and to share common aspirations. The EAA aim to form links with other construction and arts-related bodies and promote skills and expertise to the public.

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Chapter Socials are a series of events providing the opportunity to chat to EAA Council members about the activities of the EAA and the opportunities available for contributing and influencing what we do in the future.

The EAA has an important role in connecting architects to contribute a collective voice on sustainability and climate change, on architectural education, planning, conservation, and promoting the value of architects and good design practice.

5.8. Scottish Borders Design Awards

The Scottish Borders Design Awards are organised on a bi-annual basis by Scottish Borders Council to recognise and celebrate examples of high quality architecture and design in the region.

The judging panel consists of three judges: a previous award winner, a member of the Royal Town Planning Institute Scotland and finally a representative of the RIAS. As the Scottish Borders lies within the EAA Chapter area the RIAS representative is selected from within the EAA.

The three judges agree a shortlist further to a review of all entry submissions. The shortlisted entries are then visited over a series of days with deliberations taking place at the end of the final day to agree winners and commendations. The award ceremony then is normally hosted by a previous winner.

5.9. RIAS (content required)

6. Branding Guidelines

Visual Language: Logo

The logo of the EAA holds importance in conveying a professional and clear image. Only two logo versions should be used on EAA publications, advertising, event literature and marketing material etc. To ensure the logo is not the victim of aesthetic vandalism, the logo should not be altered or amended in anyway, unless otherwise approved by the EAA Council. As such, the following guidelines must be observed:

- The font of the text contained within the logo should not be altered in any way, no matter how close it may appear to the EAA type font.
- The colours should not be altered in any way, even if they look similar. Official colour specifications noted below.
- The logo should not be altered in any way to suit a different colour scheme for an event. Only approved logos shown on the opposite page permitted.
- Resizing or altering the position of the 'EAA' text within the logo is not permitted.
- Disproportionally resizing or cropping the logo to fit it into a space. If resizing logo correct proportions must be maintained.

The two version of the Logo are designed for differing uses:

- EAA Logo 2020 (Intended use: main branding, letterhead, email footer, social media posts, website)
- EAA Circle Logo 2020 (Intended use: main branding, social media logo, secondary logo)



EAA Circle Logo 2020

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EAA Logo 2020

Appropriate versions of the logo:

(The same logic and rational applies for the EAA Logo 2020).



Full Colour Logo: the primary-coloured version should be used whenever possible.



Greyscale Logo: this version is for use in instance in which full colour printing isn't available.



Black & White Logo: used when only black & white printing is possible.

EAA have five main brand font/ sizes.

- Gills Sans Regular acts as the logo font.
- Monserrat medium (40px) is reserved for main headings (Heading type 1).
- Monserrat regular (32px) is to be used for secondary headings (Heading type 2).
- Monserrat regular (15px) is the default font to be used in all presentations, communication, general text, and internal / external documentation.
- Work sans (13px) is to be used exclusively used for website headings.
-

Graphic information/ visualisation found under Appendix 1.

Visual Language: Colour

A simple colour palette for all EAA material has been utilised. This seeks to create rapid recognition of the brand to produce a professional aesthetic / feel.

Blue: RGB (0,59,88), HEX (#003B58), CYMK (100%, 75%, 42%, 33%)

White: RGB (255,255,255), HEX (#FFFFFF), CYMK (0%, 0%, 0%, 0%)



'Blue'

White

Email Footer

The EAA email footer is for use within all communication via an EAA email address. At the time of writing this is limited to mail@eaa.org.uk, president@eaa.org.uk, however, there scope to increase the range of addresses to cover roles and various working groups. The official strapline and privacy notice should be included at the bottom of the footer.

EDINBURGH ARCHITECTURAL ASSOCIATION

Email footer:

[Position / Group]

Edinburgh Architectural Association

15 Rutland Square

Edinburgh

EH1 2BE

Web: <http://eaa.org.uk>

Edinburgh Architectural Association SCIO (known as EAA) is a Scottish Charity, SC0050008, regulated by the Scottish Charity Regulator (OSCR).

This email and any attachments transmitted with it are confidential and intended solely for the person or organisation to whom it is addressed. If you have received this in error, please notify the sender and delete it from your system. It is the responsibility of the recipient to check this message and any attached files for viral contamination. The EAA will not be responsible for any damages or consequential loss suffered by the recipient as a result of opening the message or attached files.

Website (www.eaa.org.uk)

A fundamental component of the EAA's visual language and image is the website. The website is broken down into the following headings:

- Home
- About
- Events
- Journal
- Awards
- Competitions

The visual language of the website should match that set out in this document. Notably the colour scheme and use of font. The responsibility for ensuring this along with maintaining the website sits with the Communications Team.

Collaboration with working groups may be required in the production of content. This is particularly important for events, awards, and competitions. The content produced for these must be in line with the brand guidelines (specifically with regards to font, colour and logo) regardless of whether the graphic imagery of the specific item varies.

Social Media (Instagram, Twitter, Facebook, LinkedIn)

All social media posts must comply with the set-out brand guidelines. The graphics for posts can be completed by individuals/ specific working groups, however, the positioning of the logo must remain constant.

Sample posts/ templates can be found under Appendix item 3.

The EAA uses Instagram, Twitter, Facebook and LinkedIn as its primary social media channels. The posts across all channels are consistent and convey a clear set of values/ visual imagery. The details for each account are as follows:

- Instagram (Username: / Password:)
Link: <https://www.instagram.com/eaa.edinburgh/>
- Twitter (Username: / Password:)

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Link: https://twitter.com/ea_a_edinburgh

- Facebook (Username: / Password:)

Link: www.facebook.com/EdinburghArchitecturalAssociation/

- LinkedIn (Username: / Password:)

Link: <https://www.linkedin.com/company/edinburgh-architectural-association/>

[Content for the EAA's social media is scheduled via Buffer. \(Username: / Password:\) Buffer is currently connected to the Instagram, Twitter & LinkedIn.](#)

Appendix

Item 1: EAA Graphic Information

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MAIN LOGO: Gills Sans Regular

COLOUR:
RGB 0,59,88
HEX# 003b58
CYMK 100%, 75%, 42%, 33%



HEADING 1

monserrat medium (40px)

Heading 2

monserrat regular (32px)

General text on the website

monserrat regular (15px)

Lorem ipsum dolor sit amet, consectetur adipiscing elit, sed do eiusmod tempor incididunt ut labore et dolore magna aliqua. Ut enim ad minim veniam, quis nostrud exercitation ullamco laboris nisi ut aliquip ex ea commodo consequat. Duis aute irure dolor in reprehenderit in voluptate velit esse cillum dolore eu fugiat nulla

WEBSITE MENU (HOMEPAGE)

work sans (13px)

Item 3: Social Media Posts/ Templates



7. Diagrams

7.1. RIAS Maps



Figure 1 Glasgow (GIA)



Figure 2 Highlands & Islands (HIA)



Figure 3 Stirling (SSA)



Figure 4 Dundee (DIA)



Figure 5 Aberdeen (ASA)

7.2. EAA Chapter Map



8. Administration

8.1. IT Infrastructure and Subscriptions

8.1.1. Microsoft 365 – eMail and File Storage

All of the EAA files (with exception of Dropbox, below) are stored in Microsoft Sharepoint and Onedrive. Access to these files can be arranged via the EAA Secretary. **Certain files are not shareable as they contain member details.**

There is a Microsoft account for the EAA Secretary, EAA President and one for each working group. Each of these accounts has an associated eMail address. Access to these accounts is arranged via the EAA Secretary.

All of the emails and files are backed up automatically. Any files requiring to be restored after corruption or accidental deletion, can be arranged via the EAA Secretary.

8.1.2. Dropbox

Dropbox is used for file sharing, primarily among the Comms and Awards Working Groups. Access to the shared files can be arranged either via the convenor of the Comms Working Group or the EAA Secretary.

8.1.3. Zoom

Zoom is used for online video meetings by the EAA Council and by Working Groups. Access to the Zoom account can be arranged via the EAA Secretary. **As there is only one EAA licence for Zoom, all bookings should be confirmed with the EAA Secretary to prevent double-bookings.**

8.1.4. Airtable

Airtable is used for data gathering and storage, primarily for the submission of entries to the EAA Awards. **As this application contains contact detail data, access is only permitted to the Awards Working Group and the EAA Secretary.**

8.1.5. EAA Website – Squarespace

The EAA Website, <https://eaa.org.uk>, is designed, hosted and maintained on the public platform Squarespace.

Access to the account can be arranged via the EAA Secretary and the Comms Working Group, access limited to maintain consistency and editorial control.

Link to Squarespace website design resources:

Link: <https://support.squarespace.com/hc/en-us/articles/206756327>

8.1.6. Eventbrite

Eventbrite is used to arrange, publicise and sell tickets to EAA public events. Access to the Eventbrite account is held by the EAA Secretary.

8.1.7. Constant Contact

Constant Contact is an online CRM platform which the EAA subscribes to, in order to store and maintain our members' contact lists, and to design eMail bulletins and campaigns. Access to

the Constant Contact account is held by the EAA Secretary. As the site contains members' contact details, access is not widely available.

8.1.8. OSCR

The Office of the Scottish Charity Regulator (OSCR) is the regulatory body overseeing the registration and management of the EAA SCIO.

The OSCR has an online platform where the EAA's public information can be viewed. The EAA also has an online login to the OSCR platform to communicate with OSCR, but primarily to update our registered information and to submit the required annual submission to the OSCR including our financial accounts.

Access to the OSCR login is held by the EAA Secretary.

8.2. EAA Awards Timetable and Checklist

The Annual EAA Awards for Architecture are designed to create a showcase for the Architectural profession to demonstrate its skills and its contribution to the environment and the economy. The EAA Awards highlight the excellent work undertaken within the Chapter Area and by Architects in general.

The timetable for the awards is at the discretion of the EAA Council, but a typical annual timetable for the Awards process would be:

Dates	Activity
Feb – Apr	EAA President and Council seek sponsors, and a theme, for the year's awards
May	EAA President and Council decide Categories and select Judges
Jun - Jul	Submissions are open for entries
Aug – Sept	Initial judging takes place, including shortlisting
Oct	Final judging and Awards Ceremony

The following is a checklist of items to be carried out for the awards process:

Process	Tasks
Awards Working Group	EAA President and Secretary to ask for volunteers from EAA Council to form a small working group to manage the awards process for this year.
Sponsorship	EAA Council propose potential sponsors
	Confirm any central sponsors from RIAS (eg Wood for Good, Scottish Forestry)
	Agree amounts to be sought from sponsors. In the past, sponsorship of Building of the Year award has cost more than the others, due to increased publicity around the winner.
	Decide on categories of awards and sponsors for each

Process	Tasks		
	Confirm agreement with sponsors, including sponsor benefits (logo on publicity, table /stall at awards ceremony etc).		
Judges	EAA Council propose judging candidates		
	Reach out to potential judges		
	Obtain photos and bios of judges for publicity		
	Agree timetable for judging, and arrange specific sessions to: - finalise decision on shortlists - attend site visits OR review video interviews - agree winners of each category		
Submission of Entries	Decide on award categories, and entry fees		
	Publicise awards categories and invite submissions		
	Prepare data entry area on Airtable to accept submissions and accompanying photographs		
	Confirm receipt of entries and entry fees		
Shortlisting	Judges to review all entries and produce a shortlist for each category		
	Publicise date on which shortlist will be announced		
	Inform shortlisted practices a day or two before announcement		
	Announce shortlists on website, social media and press release		
Site Visits / Videographer	Decide if there will be in-person site visits or, as during Covid, video interviews with entrants (usually all shortlisted entries)		
	<table border="1"> <tr> <td> <p>If Videos:</p> <ul style="list-style-type: none"> - confirm provider and costs - pre-meet with videographer to agree timeline, themes and priorities - provide videographer with list of questions - arrange interview dates with entrants (Try to keep all appointments within same week) </td> <td> <p>If Site Visits:</p> <ul style="list-style-type: none"> - confirm judges' availability - confirm itinerary and transport arrangements - arrange visit details with entrants </td> </tr> </table>	<p>If Videos:</p> <ul style="list-style-type: none"> - confirm provider and costs - pre-meet with videographer to agree timeline, themes and priorities - provide videographer with list of questions - arrange interview dates with entrants (Try to keep all appointments within same week) 	<p>If Site Visits:</p> <ul style="list-style-type: none"> - confirm judges' availability - confirm itinerary and transport arrangements - arrange visit details with entrants
<p>If Videos:</p> <ul style="list-style-type: none"> - confirm provider and costs - pre-meet with videographer to agree timeline, themes and priorities - provide videographer with list of questions - arrange interview dates with entrants (Try to keep all appointments within same week) 	<p>If Site Visits:</p> <ul style="list-style-type: none"> - confirm judges' availability - confirm itinerary and transport arrangements - arrange visit details with entrants 		
Medals and Certificates	Medals are awarded for the Student Award (J R McKay Medal) and Building of the Year.		
	Obtain quote from proposed medal maker		
	Confirm quote with EAA Treasurer and President		
	Order medals, with clear timeline – ALLOW AT LEAST A MONTH BEFORE CEREMONY, engraving can be confirmed nearer the time		

Process	Tasks
	<p>Arrange engraving once winners are confirmed – ALLOW A WEEK BEFORE CEREMONY</p> <p>Collect medals from Alex Kirkwood studio in Leith</p>
Awards Ceremony	<p>EAA Council to agree date and times (ensuring judges' availability)</p> <p>EAA Council to agree if ceremony will be an in-person event or, as during Covid, online. A hybrid of the two may also be an option</p> <p>Seek potential venues and obtain costs</p> <p>EAA Council to agree proposed catering format</p> <p>Seek potential catering suppliers and obtain costs</p> <p>Awards working group to visit preferred venue to assess format of event and available technology</p> <p>Confirm quotes with EAA Treasurer and President for venue and catering</p> <p>Book venue and caterer</p> <p>Confirm if any display/exhibition of shortlisted entries is desirable. This has been carried out in past, though not recently.</p> <p>Confirm IT arrangements with Venue – either in-house screen and projector, or ability to enable online streaming, or both!</p> <p>Seek a photographer to capture the key moments of the awards ceremony to be used in post-ceremony publicity. This has been a paid appointment.</p> <p>EAA Awards Working Group to decide on format and content of Presentations at the ceremony</p> <p>Issue invites to EAA Council, RIAS President and CEO, Judges, Sponsors (agree how many tickets each) and Shortlisted Practices (agree how many tickets each). ESALA tutors and shortlisted students also invited</p> <p>Prepare Awards Slide Presentation for display during event containing the following content:</p> <ul style="list-style-type: none"> - All shortlisted projects for all Categories - All Category Winners - J R McKay Shortlist - J R McKay Winner - All Award Sponsors name and logos - Building of the Year Award Winner

Process	Tasks
Publicity	<p>Issue publicity on website, social media and members' email list for:</p> <ul style="list-style-type: none"> - confirmation of categories and judges bios - opening of submission of entries - reminders of closing of submission of entries - confirmation of shortlisted entries - spotlighting each shortlist - confirmation of sponsors - ceremony date and venue - live-tweeting of winners during ceremony - post-ceremony confirmation of winners - post-ceremony press release
Costs	<p>Track all Awards Income (sponsorship and entry fees) and Expenditure (venue, catering, medals, certificates, videos etc), it is the aim of the awards to at least break even each year</p>

8.3. EAA Annual Members Meeting (AMM) Timetable and Checklist

The EAA Constitution requires that an Annual Members Meeting is convened each year, at least thirty days prior to the RIAS AGM.

The main business of the AMM is typically as follows:

- President's Report of the past year
- Presentation of Annual Accounts
- Confirmation of Retiral of Existing Trustees
- Confirmation of Election of New Trustees
- Confirmation of any co-opted Council Members
- Confirmation of EAA Representees at RIAS

The timetable and process for the nomination and election of new trustees to the EAA Council is:

- At least 60 days before the AMM, nominations are invited from Voting Members for the election of the vacant positions on the EAA Council
- Nominations must be accompanied by signatures of five Voting Members, and must be received by the Secretary no later than 40 days before the AMM
- If an election is required – ie there are more nominations than vacancies – a ballot paper is issued to all Voting Members not less than 20 days before the AMM
- All votes must be received not less than 5 days before the AMM
- The result of the ballot, or of the uncontested nominations, shall be announced at the AMM.

8.4. EAA and RIAS Bulletin Distribution

Appendix 1: EAA Strategy Document 2020-2025

EAA Strategy 2020-2025

The following document sets out the framework for the 5 year strategy for the Edinburgh Architectural Association.

The aim if this Strategy is to establish a framework for the Edinburgh Architectural Association to fulfil the objectives of its charter.

The Primary actions are based on the Objects of the organisation as defined in the Constitution.

- To advance good architecture
- To advance art, architecture, culture, education and heritage
- To promote environmental protection
- To promote public interest.
- Support objects of RIAS
- To be outward facing and engage with the whole profession as a whole
- To increase membership and promote the value of working together

Priorities are ranked as Low, Medium or High.

Object	Aims	Action	Priority	
To advance good architecture	Advance Good Architecture	Awards		
		Lectures & Seminars		
		Events (Social)		
		Competitions		
		Networking		
	To increase reach of the EAA to promote good architecture within the Chapter and beyond to promote good architecture	New Website		
		Increase Social media output and interaction (Instagram & Facebook) (develop structure)		
	Collaboration with other similar and like-minded organisations	Develop links with Archifringe		
		Develop links with Royal Scottish Academy		
	To advance good architecture beyond the profession	Engagement with schools (e.g. careers events)		
		<i>Mentoring</i>		
Promotion of Good Architecture to the local and national government	Join Parliament cross party groups (parliament within Chapter)			
	Engagement with Local Authorities			

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	Improve Specialist design Standards within the profession	Promote RIAS Accreditation Schemes (sustainability & Conservation)	
To advance art, architecture, culture, education, heritage	Collaboration with like-minded Cultural organisations	Historic Environment Scotland	
		Cockburn Association	
		Word Heritage Trust	
		RSA	
		AHSS	
	Develop relationships with local Higher Education institutions	ESALA	
		Napier	
		Heriot Watt	
USAS			
	Collaboration with other similar and like minded organisations	Develop links with Archifringe	
		Develop links with Royal Scottish Academy	
	<i>Promote</i>	<i>Award/ host events showcasing research from ESALA/ Napier</i>	
To promote environmental protection	Promote value of sustainable design skills	Promote RIAS Sustainable Design Accreditation	
		Education / CPD	
		Demonstration of good practice	
		Research (Lecturers papers)	
		Promote new materials (SEDA Materials library)	
	Promote value of environment within Statutory approvals process	Lobbying of local authorities (Planning & Building Standards)	
		Lobbying Scottish Govt.	
	Collaboration with sustainable organisations	Forge links with SEDA	
		Forge Links with ChangeWorks & Recycling & material re-use organisations	
		Forge links with the BRE? (outwith Chapter)	
	Collaboration with Academia	ESALA	
		Napier	
		Heriot Watt	
		USAS	
		Awards (thesis)	

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	Promote sustainable ideas	Competitions	
To promote public Interests	Promote benefits of architects in the procurement process	Work with RIAS to promote the value of architects in delivering value	
		Membership of Parliament cross party groups	
	Participation in Design panels	EUDP	
		Community Engagement	
		Public Consultations	
	Assist with improvements to Technical Standards	Liaising with Building Standards	
	Participate in the Planning Process	Comment on Local Plans	
		Work with local Planning Dept	
Supporting Objects of RIAS	Encourage support positive change at RIAS		
	I – 4 as noted above support objects of RIAS		

*A Scottish Charitable Incorporated Organisation
in terms of the*

Charities and Trustee Investment (Scotland) Act 2005

CONSTITUTION

of

*Edinburgh Architectural
Association SCIO*

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

established on 4th March 2020

Scottish Charity Number SC050008

J. & H. Mitchell, W.S.

Pitlochry and Aberfeldy

A Scottish Charitable Incorporated Organisation

Constitution

of

Edinburgh Architectural Association SCIO

1 NAME AND PRINCIPAL OFFICE

1.1 The name of the Scottish Charitable Incorporated Organisation is “Edinburgh Architectural Association SCIO” (“the Chapter”).

1.2 The Principal Office of the Chapter is situated in Scotland.

2 DEFINITIONS

2.1 The definitions and meanings specified in this Clause shall apply throughout this Constitution and any Schedule hereto, as follows:

WORDS

MEANINGS

AMM

– the Annual Members’ 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.

Board	- the Board of Trustees.
Chapter	Edinburgh Architectural Association SCIO.
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.
Council	- the Board of Trustees
EMM	- an Extraordinary Members' Meeting, and any Members' Meeting which is not an AMM.
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).
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 their Principal Office at 15 Rutland Square, Edinburgh EH1 2BE.
SCIO	– Edinburgh Architectural Association SCIO.
Territory	- the City of Edinburgh and West Lothian, Mid Lothian, East Lothian, Berwickshire, Roxburghshire, Selkirkshire, Peeblesshire and Southern Fife (that part to the border of Clackmannanshire and Kinross-shire, and to the west of a line drawn from West Wemyss to Auchmuirbridge Bridge), or such other area as determined by RIAS from time to time.
Trustee(s)	– the Charity Trustees for the time being of the Chapter.

Unincorporated Association - The Unincorporated Association known as Edinburgh Architectural Association, Scottish Charity number SC001369, having its principal office at 15 Rutland Square, Edinburgh EH1 2BE.

- 2.2 Words importing the singular number only shall include the plural number, and *vice versa*.
- 2.3 Words importing the masculine gender only shall include the feminine gender.
- 2.4 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.
- 2.5 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 the cause of good Architecture by uniting members of the profession in order to provide and promote the highest standard of Architectural service;
 - 3.1.2 to advance art, architecture, culture, education and heritage by delivering lectures, exhibitions, awards and other events and by creating or supporting publications of any kind in any media;
 - 3.1.3 to promote environmental protection and enhancement by encouraging high standards of Architecture throughout the Territory;
 - 3.1.4 to promote public interest by representing the Architectural profession in relation to key architectural, planning or development matters, which directly or indirectly affect the society, at a local, regional, national or international level; and
 - 3.1.5 to uphold, advance and support the objects of the Royal Incorporation of Architects in Scotland.
- 3.2 The Chapter's territorial area shall comprise the City of Edinburgh and West Lothian, Mid Lothian, East Lothian, Berwickshire, Roxburghshire, Selkirkshire, Peebles-shire and Southern Fife (that part to the border of Clackmannanshire and Kinross-shire, and to the west of a line

drawn from West Wemyss to Auchmuirbridge Bridge), or such other area as determined by RIAS from time to time (“the Territory”).

- 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 annexed to the Constitution.

4 GENERAL STRUCTURE OF THE CHAPTER

The structure of the Chapter comprises:

- 4.1 **Members** - who have the right to attend the AMM (and any Members’ 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 (references to Voting Members and Non-Voting Members having the specific meanings ascribed respectively to them in Clause 5); and
- 4.2 **Trustees** - who hold regular meetings between each AMM, set the strategy and policy of the Chapter, generally control and supervise 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.

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 Edinburgh Architectural Association, Scottish Charity Number SC001369 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 and Student members of the RIAS for whom the Territory is identified as that individual’s region by the RIAS; and

- (b) **Non-Voting Members:** that is Honorary Fellows and Affiliates of the RIAS for whom the Territory is identified as that individual's region by the RIAS. Honorary Fellows and Affiliates are neither eligible to stand for election to Council nor to vote at any Members' Meeting.

5.3 Register of Members

- 5.3.1 The Council shall maintain a Register of Members, setting out the following details of each Member and Chapter Affiliate (see Clause 18), 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 and Chapter Affiliate for at least six years after cessation of membership, namely name and 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 he or she is, if the request is reasonable, 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 Procedure for Membership

- 5.4.1 The members of the Chapter shall be those individuals admitted to RIAS membership, for whom the Territory is identified as that individual's region by the RIAS, such members being intimated by RIAS to the Chapter from time to time.
- 5.4.2 In the case of applicants who apply to become a Member or Academic Member of the RIAS the Council shall have the opportunity to comment on each of the RIAS membership applicants who fall within the Territory and the Council shall inform the RIAS that either; (i) it knows 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.
- 5.4.3 The Council shall not seek to refuse to admit any candidate to RIAS membership for reasons of gender, sexuality, race, religion or politics.
- 5.4.4 The RIAS shall inform the Chapter of successful applicants for RIAS membership who fall within in the Territory.
- 5.4.5 For so long as the Chapter is deemed to act as a Chapter of the 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 the RIAS.

5.5 Membership Subscriptions

- 5.5.1 Members shall be required to pay the appropriate annual membership subscription, if any.
- 5.5.2 The Voting Members may at each or any AMM, subject always to Clause 5.5.3, fix any annual subscriptions (and, if relevant, different rates thereof for different categories), which shall not be more than half the annual subscription payable by that individual to the RIAS.
- 5.5.3 The fixing of any subscriptions shall be subject to the approval by the RIAS.
- 5.5.4 Only those Voting Members who have paid their current subscription (where these are fixed) are entitled to take part in and vote at any Members' Meeting.
- 5.5.5 The name of a member whose subscription remains outstanding for more than three calendar months shall be intimated by the Chapter to the RIAS.
- 5.5.6 An individual who ceases (for whatever reason) to be a member shall not be entitled to any refund of membership subscription.

5.6 Cessation of Membership

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

- 5.6.1 if by no less than 7 days' prior notice in writing to the Chapter he or she resigns his or her membership;
- 5.6.2 by resignation from or cessation of RIAS membership upon such notification to the Chapter by RIAS; or
- 5.6.3 where the region from which that member belongs changes to out with the Territory, upon such notification to the Chapter by the RIAS.

5.7 Membership of the Chapter is neither transferable nor assignable to any other individual.

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

6 MEMBERS' MEETINGS

6.1 Convening an AMM

6.1.1 The Council shall convene an AMM annually at least thirty days prior to the Annual General Meeting held by the RIAS.

6.1.2 In exceptional circumstances, the AMM 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.

6.2 AMM Agenda

The business of each AMM may include:

6.2.1 the report by the President on the activities of the Chapter;

6.2.2 the result of the election of any Elected Trustees (where relevant);

6.2.3 the election of President and Vice-President(s) (where relevant);

6.2.3 the fixing of annual subscriptions, subject to Clause 5.5 hereof;

6.2.4 the report of the independent financial examiner;

6.2.5 reviewing the annual accounts of the Chapter; and

6.2.6 the appointment of the independent financial examiner.

6.3 Convening an EMM

6.3.1 The Board may convene an EMM whenever it thinks fit.

6.3.2 Any three or more Trustees ("the requisitionists") may convene an EMM whenever they think fit.

6.3.3 Council must convene an EMM within 28 days of a valid requisition. To be valid, such requisition must:

(a) be signed by not less than 20 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.

6.3.3 Any such meeting convened in terms of this Clause shall not be an AMM.

6.4 Notice of Members' Meetings

6.4.1 At least 14 clear days' notice shall be given of every AMM and EMM.

- 6.4.2 The notice shall specify the place, the day and the hour of meeting and, 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 19, to all members and to such persons or organisations as are under this Constitution entitled to receive such notices.
- 6.4.4 The accidental omission to give notice of a Members' 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 AMM or EMM.

6.5 Chair of Members' Meetings

The President of the Chapter, whom failing a Vice-President of the Chapter, shall act as the person chairing each Members' 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 Members' 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 Members' Meetings

- 6.6.1 The quorum for a Members' Meeting shall be no less than fifteen of the Voting Members, present in person. No business shall be dealt with at any Members' 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 Members' Meeting was due to commence - or if, during a Members' Meeting, a quorum ceases to be present - the Members' Meeting shall stand adjourned to such time and place as may be fixed by the person chairing the meeting.

6.7 Voting at Members' 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 Each Voting Member of the Chapter is able to attend and speak at any Members' Meeting and shall have one vote, to be exercised only in person.
- 6.7.3 In the event of an equal number of votes for and against any resolution, the person chairing the meeting shall have a casting vote as well as any deliberative vote.

- 6.7.4 Each Non-Voting Member is able to attend and speak at any Members' Meeting but shall have no vote.
- 6.7.5 The person chairing the meeting may permit any other person or persons to attend a Members' 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.
- 6.7.6 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 tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the person chairing the meeting whose decision shall be final and conclusive.

6.8 Voting at General Meetings – Special Resolutions

- 6.8.1 At any General Meeting a resolution put to the vote of the meeting shall be voted upon by a simple majority of the Voting Members who are present and voting thereon, except for decisions relating to any of the following Special Resolutions, which shall require to be decided upon by not less than 75% of the Voting Members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting), namely:
- (a) to alter the name of the Chapter; or
 - (b) to amend the Charitable Purposes; or
 - (c) to amend these Articles; or
 - (d) to wind up the Chapter in terms of Article 22; or
 - (e) to amend the maximum number of Trustees in terms of Article 7.4; or
 - (f) to purchase or sell any heritable property owned by the Chapter or any of its subsidiaries and to purchase any heritable property wherever situated; or
 - (g) to form, acquire or dispose of any subsidiary; or
 - (h) to acquire or dispose, whether by the Chapter or by any of its subsidiaries, of any shares of any other company or the participation or cessation of participation by the Chapter or by any of its subsidiaries in any formal trust or joint venture; or
 - (i) to create or issue or allow to come into being any mortgage, security, charge or other encumbrance upon any part or parts of the property or assets of the Chapter or to obtain any advance or credit in any form other than normal trade credit, or to create or issue by any subsidiary of any debenture or loan stock; or

- (j) to grant any guarantee or indemnity to any party, other than any wholly-owned subsidiary of the Chapter; or
 - (k) all other Special Resolutions.
- 6.8.2 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.
- 6.8.3 A Special Resolution to be proposed at a General Meeting may be amended if:
- (a) the person chairing the meeting proposes the amendment at the General Meeting at which the Special Resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical, interpretative or other non-substantive error in the Special Resolution.
- 6.8.4 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.

7 THE COUNCIL

7.1 The strategy and affairs of the Chapter shall be directed and managed by a Board of Trustees elected in terms of Clause 8 known as the Council. 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 Members' 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 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 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. Such sub-committee members, persons or person do not require to be members of the Chapter. If Council so specifies, any such delegation may authorise further delegation of 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 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 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 Council so far as applicable and so far as the same shall not be amended or superseded by any specific regulations made by 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 The President shall be an ex officio member of each sub-committee of the Chapter.
- 7.3.5 Unless expressly part of such delegation, no decision of any such sub-committee or persons or person shall bind Council.

7.4 Number of Trustees

- 7.4.1 The number of Trustees shall not be fewer than six and, unless otherwise determined by special resolution at a Members' Meeting (but not retrospectively), not more than sixteen.
- 7.4.2 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.

8 TRUSTEES

8.1 Composition of the Council

The Council shall comprise:

- 8.1.1 up to fourteen individual persons, who are Voting Members, up to two of which can be student members of the RIAS, 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; and
- 8.2.3 the Past-President, who is the last President to have demitted office at the AMM, 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.

- 8.2.4 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 Edinburgh Architectural Association, at the time of the registration of this SCIO shall comprise the initial Council of the Chapter.
- 8.2.2 until the first AMM the elected Council members, President, Vice-President(s) and Past President of the Unincorporated Association shall become the Elected Trustees, President, Vice-President(s) and Past-President 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 Members’ Meeting counting as a term of office.

8.3 Elected Trustees

- 8.3.1 At the first and each subsequent AMM, one-third of the Elected Trustees (or nearest number downwards) shall retire from office, subject to a maximum number of four. A retiring Elected Trustee shall retain office until the close or adjournment of the meeting. A retiring Elected Trustee shall not be eligible for re-election after one term of office without at least one year out of office.
- 8.3.2 If no other Trustee has or Trustees have decided or agreed to retire, the Elected Trustees to retire at each AMM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Trustees on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 8.3.3 Election of any Elected Trustee shall be by postal ballot (which can be conducted also by e-mail or other electronic means approved by the Council).
- 8.3.4 At least 60 clear days prior to each AMM Council shall invite nominations from the Voting Members for the election of vacant positions within the Elected Trustees.
- 8.3.5 Only Voting Members are eligible to be Elected Trustees, a maximum of two of whom can be Student Members of the RIAS at any one time.
- 8.3.6 Nomination of any Elected Trustee shall be in writing by no less than five Voting Members. The nominee, who must also be a Voting Member, shall confirm his or her willingness to act as an Elected Trustee if elected and if required shall provide a statement to explain the nominee’s suitability. 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) no less than 40 clear days prior to the date of the AMM in question, which will be the closing date for nominations.

- 8.3.7 The Council shall, no later than 20 clear days prior to the date of the AMM in question issue a ballot paper to every Voting Member, containing those nominated together with directions for its use.
- 8.3.8 To be valid, the ballot paper must be completed by the Voting Member as directed on the ballot paper itself, and returned to the Principal Office (or to such other address for the Chapter as specified in the nomination form) no later than 5 clear days before the date of the AMM in question, which will be the closing date for voting.
- 8.3.9 Where a vote is necessary, election of any Elected Trustee shall be by vote of the Voting Members, each Voting Member having a single vote using the Single Transferable Vote.
- 8.3. The result of the ballot, or of the uncontested nomination, of Elected Trustees shall be intimated to all members at the AMM itself.

8.4 Casual Vacancies

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 and Vice-President from or after the date of such retiral or deemed retiral until the next AMM.

8.5 Retiral and Deemed Retiral of Trustees

Any Trustee must cease to be a Trustee in any one or more of the following events:

- 8.5.1 if he or she ceases being a member in terms of Clause 5.6; or
- 8.5.2 if he or she is prohibited from being a charity trustee by virtue of section 69(2) of the Charities Act; or
- 8.5.3 if, in terms of section 66(5) of the Charities Act, he or she is considered by Council to have been in serious or persistent breach of any of the duties listed in sections 66(1) and 66(2) of the Charities Act, such Trustee being entitled to be heard prior to Council taking a decision; or
- 8.5.4 if he or she has a significant conflict of interest which Council considers has and is likely to continue to undermine his or her ability to act impartially as a Trustee; or
- 8.5.5 if he or she becomes incapable for medical reasons of fulfilling the duties of his or her 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

- 8.5.6 if he or she is absent (without permission) from more than three consecutive meetings of Council, and Council resolves to remove him or her from office; or
- 8.5.7 if, being an Elected Trustee, he or she ceases to be a Voting Member; or
- 8.5.8 if by notice in writing to the Principal Office he or she resigns his or her office as a Trustee

8.6 Conduct of Trustees

- 8.6.1 Each Trustee is obliged to act in accordance with the duties listed in section 66 of the Charities Act (see Clause 8.6.2) so as to take decisions in such a way as is considered, in good faith, most likely to be in the interests of the Chapter, and to promote its success in achieving the Charitable Purposes.
- 8.6.2 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 Council with regard to the matter in question; and
 - (e) to ensure that the Trust complies with any direction, requirement, notice or duty imposed upon under or by virtue of the Charities Act.
- 8.6.3 The provisions of Clauses 12 and 13 are also pertinent to the provisions within this Clause, and each Trustee must comply with these.
- 8.6.4 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.

- 8.6.5 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.
- 8.6.6 If the President considers that any Trustee (“the affected Trustee”), has committed a material breach of any of Clauses 8, 12 or 13, he or she, acting in conjunction with the Vice President, may impose a warning upon the affected Trustee requiring that there be no repetition of any breach within a suitable period (usually being of twelve months after the original breach), failing which Council may invoke the terms of Clause 8.5.3 (on the basis of the breach being serious or persistent); however, if they consider the breach to be serious or persistent, they may request Council to invoke the terms of Clause 8.5.3 straight away.
- 8.6.7 If the affected Trustee considers that any warning imposed against him or her under Clause 8.7.6 is unreasonable, he or she may request that the matter be considered by Council at a meeting when he or she is entitled to be heard.

8.7 Register of Trustees

- 8.7.1 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.
- 8.7.2 Where a Trustee is not a natural person, the following details shall be included on the Register, namely, name, any other name by which it is known, any offices held, its principal contact, its principal address, its charity number (if applicable) and its company number (if applicable).
- 8.7.3 Where a Trustee is appointed by OSCR, in terms of section 70A of the Charities Act, this fact must be stated on the Register.
- 8.7.4 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.
- 8.7.5 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.
- 8.7.6 Changes to the Register must be made within twenty-eight days of the Chapter receiving notice of any change.
- 8.7.7 If an individual request the Chapter to provide a copy of its Register of Trustees, he or she is, 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 THE RIAS

- 9.1 The Council shall meet as soon as practicable immediately after each AMM to appoint individuals from the Council to act as Chapter Representatives to the RIAS, such individuals must also be Voting Members (but cannot be Student or Associate Members of the RIAS), who will represent the Chapter on the RIAS Council..
- 9.2 The number appointed by the Council will be determined by the number of places available, as confirmed by the RIAS from time to time.
- 9.3 The number of Chapter Representatives may be amended by the RIAS from time to time.
- 9.4 A Chapter Representative may serve on the Council of the RIAS for no more than three consecutive years.
- 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 AMM elect a President of the Chapter
- 10.2 Nomination of an individual to become President shall be in writing by no less than two Trustees. The nominee, who shall be an existing Trustee, shall confirm his or her willingness to act as President if elected, and if required shall provide a statement to explain the nominee's suitability.
- 10.3 Only Voting Members registered with the Architects Registration Board in the United Kingdom are eligible to be President
- 10.4 All nominations to be valid must be submitted at the last Board Meeting prior to the AMM.
- 10.5 Where a vote is necessary, election of the President shall be by vote of the Voting Members at the AMM, each Voting Member having a single vote.
- 10.6 The President shall serve until the next AMM and may be re-elected for one further year.
- 10.7 In the event of the position of President becoming vacant early by resignation or otherwise the Council shall appoint a Vice-President to fill the vacant position until the next AMM. In the event that neither of the Vice-Presidents are eligible to be President in term of Clause 10.3, or willing to act as President, then the Council shall appoint a Trustee, eligible in terms of Clause 10.3, to fill the vacant position until the next AMM.

11 VICE-PRESIDENTS

- 11.1 Up to two Vice-Presidents shall be elected by the Voting Members at each AMM, from the Elected Trustees in situ at the close of the AMM.
- 11.2 A Vice-President shall be able to be re-elected for a maximum of four continuous years under no more than two Presidents, after which a Vice-President must have at least one year out of office before be eligible for re-election again.
- 11.3 A term of office as a Vice-President will not count towards a term of office as an Elected Trustee.

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 No Trustee shall be appointed as a paid employee of the Chapter.
- 12.4 No benefit (whether in money or in kind) shall be given by the Chapter to any member or Trustee except the possibility of:
 - 12.4.1 repayment of out-of-pocket expenses to Trustees (subject to prior agreement by Council); or
 - 12.4.2 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
 - 12.4.3 payment of interest at a rate not exceeding the commercial rate on money lent to the Chapter by any member or Trustee; or
 - 12.4.4 payment of rent at a rate not exceeding the open market rent for property let to the Chapter by any member or Trustee; or
 - 12.4.5 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
 - 12.4.6 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 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 his or her partner or close relative;
 - 13.2.3 those of any business associate;
 - 13.2.4 those of any firm of which he or she is a partner or employee;
 - 13.2.5 those of any limited company of which he or she is a director, employee or shareholder of more than 5% of the equity;
 - 13.2.6 those of any charity of which he or she is a trustee or employee; and
 - 13.2.7 those of any person or organisation responsible for his or her appointment as a Trustee.
- 13.3.1 Whenever a Trustee finds that there is a personal interest, as defined in Clause 13.2, he or she has a duty to declare this to 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 13.1, where a Trustee leaves, or is required to leave, the meeting in question, he or she no longer forms part of the quorum thereat.
- 13.3.3 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 Board meeting giving consideration to this authorisation.

- 13.3.4 Council may resolve at any time to require all Trustees and employees 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, 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 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 six Trustees. 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, he or she is not entitled to vote.

14.2 Convening Council Meetings

- 14.2.1 Meetings of 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 Council.
- 14.2.2 Not less than 14 clear days' notice in writing shall be given of any meeting of Council at which a decision is to be made in relation to any matter requiring to be decided by Special Resolution (as listed in Clause 6.8.1), which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other Board 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 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 a Vice-President, shall be entitled to preside as the person chairing all Board meetings at which he or she shall be present. If at any meeting neither the President nor the 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 Council meeting, which failing the meeting shall be adjourned until a time when the President or Vice-President will be available.

14.4 Voting at Council Meetings

14.4.1 The person chairing 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 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 6.8.1) cannot be taken by the Trustees alone, but must be taken also by the Voting Members in Members' Meeting in terms of Clause 6.8.1 and only thereafter acted upon by 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 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 Members' 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 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.

15 **MINUTE SECRETARY, TREASURER & PRINCIPAL OFFICER**

15.1 **Minute Secretary**

The Council may appoint a Minute Secretary, for the purposes of Clause 14.6, for such term and upon such conditions as it may think fit. The Minute Secretary may be removed by Council at any time, subject to the terms of any prevailing contract. Council may award an annual salary, honorarium or other appropriate fee to the Minute Secretary at its discretion, but can only do so if the Minute Secretary is not a Trustee.

15.2 **Treasurer**

- (a) Council may appoint a Treasurer for such term and upon such conditions as it may think fit.
- (b) If the Treasurer is unpaid, he or she may also be a Trustee, and if so he or she would have a vote as a Trustee at any Council meeting which he or she attends.

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- (c) If the Treasurer is to be paid an annual salary, honorarium or other appropriate fee at Council's discretion, he or she cannot also be a Trustee.
- (d) If the Treasurer is not a Trustee, he or she may be required by Council to attend (but shall have no vote at) Council meetings during his or her tenure as Treasurer, except any part or parts thereof dealing with his or her employment or remuneration, or any other matter which Council wish to keep confidential to itself.
- (e) The Treasurer may be removed by Council at any time, subject to the terms of any prevailing contract.

15.3 **Principal Officer**

The Council may appoint a Principal Officer of the Chapter on such terms (including a decision on the most appropriate job title) and conditions as it may think fit, who shall attend Council and Sub-Committee meetings as appropriate or required, but who shall not be a Trustee and, for the avoidance of doubt, will have no vote thereat.

16 **HONORARY PATRON(S)**

The Voting Members in a Members' Meeting may, on a proposal from 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 Voting 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 Members' 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 Council shall from time to time determine.

17.2 **Cheques etc.**

All cheques and other negotiable instruments, 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 Council shall from time to time by resolution determine.

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

17.4. Accounting Records

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

17.5 The accounting records shall be maintained by the Treasurer (if there is one) and overseen by the Principal Officer (if there is one), or otherwise by, or as determined by, Council. Such records shall be kept at such place or places as Council shall think fit and shall always be open to the inspection of the Trustees. 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.

17.6 Independent Financial Examiner

For every financial period, the accounts of the Chapter shall be examined by an independent financial examiner, who shall be appointed by Council on the direction of members in Members' Meeting.

17.7 Accounts

17.7.1 At or before each AMM, or otherwise after the Accounts have been approved by Council, Council shall provide the members with a copy of the accounts for the period since the last preceding accounting reference date. The accounts shall be accompanied by proper reports of Council and the independent financial examiner. As an alternative, the Accounts may be available for inspection on the website of the Chapter (with all members, Trustees and the independent financial examiner being made aware that they are so available for inspection there).

17.7.2 The Council shall submit Annual Accounts and a Report in respect to the activities of the Chapter to the RIAS on an annual basis, no less than 30 clear days before the Annual General Meeting of the RIAS.

18 CHAPTER AFFILIATES

- 18.1 The Chapter may have affiliation with individuals who are not eligible to be Members but have an interest in Architecture and support the Charitable Purposes of the Chapter.
- 18.2 Chapter Affiliates shall not be entitled to take part in the administration or management of the Chapter in connection with any professional matters save in an advisory capacity.
- 18.3 Chapter Affiliates are neither eligible to stand for election to Council nor to vote at any Members' Meeting.
- 18.4 A candidate for Chapter Affiliateship shall be nominated by two Voting Members.
- 18.5 Election shall take place at any Council meeting, provided the name and address of the candidate is stated in the notice calling the meeting.
- 18.6 A candidate shall be held to have been elected if supported by two-thirds of the Council present and voting.
- 18.7 Chapter Affiliates shall be entitled to attend events, lecture and visits at the same cost as that paid by a member.
- 18.8 The Council shall determine the entrance fees, if any, and Annual Subscription payable by a Chapter Affiliate.
- 18.8 A Chapter Affiliate in arrears of the Annual Subscription for more than one year from the due date shall have his or her name removed from the Register of Members, after four weeks' notice from the Chapter Secretary.
- 18.9 Chapter Affiliateship may be terminated by notice in writing to the Principal Office. 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.

19 NOTICES

- 19.1. A notice may be served by the Chapter upon any member, either personally or by sending it by post, fax, e-mail or other appropriate electronic means, addressed to such member at his or her or its address as appearing in the Register of Members.
- 19.2 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.
- 19.3 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.
- 19.4 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 fax or 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.

20 INDEMNITY

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 he, she or they may respectively incur or sustain, in connection with or on behalf of the Chapter and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.

21 ALTERATION OF CONSTITUTION

Subject to the terms of Clause 6.8.1, no alteration in this Constitution may at any time be made unless:

21.1.1 with the consent of the RIAS; and

21.1.2 by the decision of not less than two-thirds of the Voting Members present and voting at a Members' Meeting called specifically (but not necessarily exclusively) for that purpose.

22 WINDING UP

22.1 The winding-up of the Chapter may take place only:

22.1.1 with the consent of the RIAS;

22.1.2 on the decision of not less than two-thirds of the Voting Members who are present and voting at a Members' Meeting called specifically (but not necessarily exclusively) for the purpose; and

22.1.3 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).

22.2 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.

22.3 The charity or charities to which the property is to be transferred in terms of Clause 22.2 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 Members' Meeting called specifically (but not necessarily exclusively) for the purpose or, failing that, by a decision of not less than two-thirds of Council or, failing that, as determined by an arbiter to be chosen amicably by Council or, failing such amicable choice, as determined by Sheriff of Lothian and Borders at Edinburgh (or any successor thereto), whose decision shall be final and binding upon the Chapter.

22.4 The members of the Chapter are not liable to contribute to the assets of the Chapter upon its winding up.

Annexation

Schedule Powers

Schedule

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;

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 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 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.