CONSTITUTION
of the
COMMONWEALTH ASSOCIATION OF ARCHITECTS

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CONSTITUTION
of the
COMMONWEALTH ASSOCIATION OF ARCHITECTS


ARTICLE I
Title: -

The charity hereby constituted shall be called the “COMMONWEALTH ASSOCIATION OF ARCHITECTS”, hereinafter referred to as "the Association".

ARTICLE II
Objectives & Powers: -

The objectives of the Association are the advancement of Architecture in the Commonwealth and the promotion and acquisition of knowledge of the various arts and sciences connected therewith.

In furtherance of the foregoing objects, but not further or otherwise, the Association shall have the following powers: -

1. To promote co-operation between associations of architects with the object of ensuring the maximum contribution by architects to the well being of society.

2. To promote and encourage the activities of Member Institutes on a regional basis for the purpose of studying common issues.

3. To make awards of medals or certificates in recognition of significant contributions to Architecture or it’s associated sciences.

4. To receive, administer and apply donations, studentships or scholarships or for any other general or specific charitable object or purpose connected with the Association or, for any other charitable purpose connected with Architecture.

5. To take or hold any property, which may be subject to any Trusts but shall only deal with or invest the same in such manner as allowed by law, having regard to such Trusts.

6. To acquire, hold or lease or occupy, or dispose of property in furtherance of its charitable activities.

7. To invest monies not required for immediate working purposes in or upon such investments of other assets as the Council shall think fit.

8. To borrow money for the advancement of its objects on such security as the Council may think fit but subject nevertheless to such conditions and consents as required by law.

9. To do all such things as shall further the aforementioned objects or any of them.

ARTICLE III
Membership: -

1. The Members of the Association are the institutes, chambers, associations and societies, hereinafter referred to as Member Organisations, that may from time to time apply for, and be admitted to, membership. Such membership shall be open to any Organisation which in the opinion of the Council represents the body of Architects in a recognised Member of the Commonwealth provided that such Organisation subscribes to the purposes and objects of the Association and is constituted in a manner consistent with the policies thereof.

2. Notwithstanding the provisions of sub-article 1 hereof, membership is open only to Organizations that do not discriminate against their own members or potential members on the basis of race, color, sex, religion national origin or political persuasion.
3. Application for membership shall be made in writing to the Executive Director, who shall acknowledge its receipt and at the first opportunity put same on the agenda of the Council meeting for approval or otherwise. Admission to membership shall be by a majority decision of all Council Members present.

4. A Member Organisation which, in the opinion of Council, ceases to represent the body of architects in a country, or which in the opinion of Council, fails to uphold the objects of the Association, amends its constitution in a manner inconsistent with the policies of the Association or whose subscriptions remain unpaid for more than one year without special dispensation as provided for at sub-article IX (4) shall be suspended from membership. Such suspension that require a two-thirds majority of the votes cast at a Council meeting, shall come into effect three months after notice in writing by registered post has been given to the Member Organisation by the Executive Director specifying the default; provided always that if such Member Organisation shall rectify the default to the satisfaction of Council, the notice shall be withdrawn or the suspension revoked as the case may be.

5. A Member Organisation which has been suspended by Council may have its membership terminated by resolution of the Association in a General Assembly, provided that such resolution is carried by a two-thirds majority of the votes cast. A Member Organisation which has its membership so terminated may apply for re-admission in accordance with sub-article 9 hereof upon rectifying the default or defaults which were the cause of its original suspension.

6. A Member Organisation which has been refused admission, or whose membership has been suspended or terminated, shall be given the opportunity, either in writing or verbally, to file an appeal against such a decision and to make its representations and defend its position before the Council and the General Assembly.

7. A Member Organisation intending to resign from the Association shall give notice in writing by registered post to the Executive Director no less than three months prior to the commencement of the next subscription year and in default of doing so, the Member Organisation shall be liable to pay the full subscription for the following year, provided always that the resignation of any Member Organisation shall not affect any liability already incurred by the Member Organisation to the Association in respect of arrears of subscriptions or otherwise prior to the date of resignation. Membership will terminate at the end of the current subscription year.

8. When a Member Organisation is suspended or its membership is terminated it shall not be entitled to any rights and privileges with effect from the date of suspension or termination, as the case may be.

9. When a Member Organisation has its membership terminated it may re-apply to the Council for re-admission in accordance with the provisions of sub-article 3 hereof.

ARTICLE IV

General Assembly: -

1. The governing body of the Association shall be a General Assembly of delegates representing Member Organisations together with Members of the Council, which shall be responsible for the general policy of the Association.

2. The General Assembly shall meet at least once in every three years in a Country in which a Member Organisation is located with each Member Organisation being given the possibility of offering to host such a General Assembly. Such an offer shall be made in writing to the Executive Director, in accordance with guidelines as set out in the By-Laws, at least six months before the first next General Assembly is to be held. The date for the General Assembly shall be determined by the Council in consultation with the host Member Organisation.

3. If no offers for the holding of the General Assembly are received from Member Organisations then the Council shall itself determine the venue and date of the General Assembly after due consultation with the Member Organisation of the country involved.

4. The General Assembly shall be convened by giving not less than six months notice thereof to all Member Organisations.

5. Each Member Organisation, with the exception of any which have their membership suspended, is entitled to appoint one delegate to attend and have a single vote at a General Assembly; and to appoint one or more observers to attend but not to vote; a Member Organisation whose membership is suspended shall be entitled to appoint one or more observers to attend but not to vote.

6. Council Members, unless acting in a capacity as Delegate of their own Organisation shall not have a vote.
7. Voting, unless specified otherwise in this Constitution, shall be by a simple majority of those present and entitled to vote and shall be by show of hands unless the General Assembly shall otherwise decide. In the event of a tie, the President or Chair shall have a casting vote.

8. The business of a General Assembly shall include: receiving a Report from the Council of the affairs and finances of the Association since the last General Assembly, approving a three-year Strategic Business Plan including outlined programme and budget, electing a Senior-Vice President, an Honorary Secretary/Treasurer, and Committee Chairs; appointing regional Vice-Presidents to Council, and any other business of which one month's notice has been given to the Executive Director.

9. The quorum at a General Assembly shall be one quarter of the number of Member Organisations having the right to attend and vote.

ARTICLE V

The Council: -

1. The management of the affairs of the Association shall be vested in the Council as hereinafter detailed.

2. The Council of the Association shall consist of the President, a Senior Vice-President, the Immediate Past-President, Vice-Presidents representing each region, the Honorary Secretary/Treasurer and the Committee Chairs as appointed in accordance with Article X.

3. The Senior Vice-President, who may also be a Vice President representing a region, shall be elected by the General Assembly from candidates whose nominations have been received by the Executive Director not less than four months previously. Candidates shall be persons who have been nominated by their Member Organisation and seconded by another Member Organisation. To qualify for nomination they shall have previously served as an officer of a Member Organisation and for a minimum of two years as a Member of the Council of the Association. The President shall normally hold office for a period of three years from the time of election and will normally be succeeded by the Senior Vice-President at the Council meeting held immediately after the General Assembly, but in the event of the President’s death, resignation or inability to act, the Senior Vice-President shall assume Presidency for the remainder of the term. In this case the Senior Vice-President may continue in office as President after the next General Assembly.

4. In the event of the Senior Vice-President’s death, resignation or inability to act, the Council may appoint a Senior Vice-President on a temporary basis from among its members having the required requisites as set out in the previous sub-article and who shall hold office up to the next General Assembly. The General Assembly shall confirm the person appointed by Council as President or elect a President from candidates whose nominations have been received by the Executive Director not less than four months previously. In the event that such death, resignation or inability to act occurs within less than four months from a General Assembly such nominations shall be received immediately after such an event occurs. Such nominations for President shall follow the requisites as set out in the previous sub-article.

5. The Vice President of each region shall be elected and appointed by a majority of the Member Organisations of which each region is composed. A regional representative shall normally hold office as a Vice-President of the Association until the next General Assembly and may be re-appointed by the region for a second successive term, but in the event of his death, resignation or inability to act, or if the Vice-President assumes presidential office, the Member Organisations of which that region is composed shall elect a replacement for the remainder of the term. Each region is also entitled to appoint an alternate to attend and vote at any Council Meeting, which the regional Vice-President is unable to attend.

6. The election process for the selection of the respective Vice-Presidents shall be conducted by the Executive Director who shall ask for nominations from the respective Member Organisations four (4) months before the General Assembly and supervise the process as set out in the By-Laws.

7. The Honorary Secretary/Treasurer shall be elected by the General Assembly from among candidates whose nominations have been received by the Executive Director not less than four months previously.

8. Not more than two (2) members of the same Member Organisation can be members of Council at the same time. Moreover, a Council member cannot hold more than two (2) posts on the Council at any one time.

9. Any member on Council who has held any office for two consecutive terms as at the date of election shall not, unless otherwise provided for in this Constitution, be elected to that same office before the lapse of one other term.

10. The Council shall meet as and when required, but at least once every year.
11. Meetings of Council can be held at a venue and date that shall be determined by the President in consultation with the Honorary Secretary/Treasurer or through an ad hoc electronic tele-conference at a date and time that is similarly determined or through electronic correspondence.

12. The quorum at Council Meetings shall be four persons entitled to participate by attending or linking electronically and to vote provided that such quorum shall include the President or the Senior Vice-President.

13. The Council may resolve that a decision may be referred to all Member Organisations between General Assemblies; in such circumstances a referendum shall be conducted.

14. The Council may appoint members of Member Organisations, in consultation with the respective Member Organisation, as co-opted non-voting members to assist Council with the work of the Association. Such members shall, at the invitation of Council attend General Assembly and Council meetings and take part in such meetings, present their reports and take part in the discussions, but shall not have a vote.

ARTICLE VI

Officers: -

1. The Officers of the Association shall be the President and the Honorary Secretary/Treasurer.

2. The President shall take the Chair at all meetings of the General Assembly, and of the Council when he is present.

3. In the absence of the President the Senior Vice-President shall act as Chair for that meeting.

4. The Honorary Secretary/Treasurer shall be a member of the Board of Trustees, shall oversee the finances of the Association and shall report thereon at each meeting of the Board of Trustees, the Council and the General Assembly.

ARTICLE VII

The Executive Director:-

1. The Council shall have the authority to appoint an Executive Director.

2. The Executive Director shall administer the affairs of the Association in conformity with this Constitution, the general policies of the Association and the directives of the General Assembly, and the Council.

3. The Executive Director shall attend meetings of the General Assembly, and the Council as an ex-officio member but shall not have a vote.

ARTICLE VIII

The Secretariat and Notices: -

1. A Secretariat shall be established and maintained at such location as the Council shall decide. The Secretariat shall comprise the administrative headquarters for the Association, however, the Council shall have the option and authority to establish offices as required in other locations.

2. All formal Notices to the Association, unless provided for otherwise elsewhere in this Constitution, shall be addressed to the Executive Director and shall be deemed to have been delivered fourteen days after having been posted electronically and in the United Kingdom by first-class mail, and by airmail from countries elsewhere.

3. All formal Notices to Member Organisations, unless provided for otherwise elsewhere in this Constitution, shall be addressed to their Secretaries and shall be deemed to have been delivered fourteen days after having been posted electronically, in London by first-class mail to addresses in the United Kingdom and by airmail to addresses elsewhere.

ARTICLE IX

Charitable Status and Board of Trustees:-

1. The Association shall be a UK based Charity and therefore be compliant with the Charity Commission rules.
2. A Board of Trustees, comprising five Trustees (not less than three of whom shall be resident in England and Wales) and shall be appointed by the Council (for a term of office). The Board of Trustees shall be responsible for the depository of the records of the association at such location in England or Wales as the Council decide.

3. The Trustee Board has the responsibility for preparing and submitting all necessary records and accounts of the Association to the relevant statutory UK authority (UK Charity Commission, UK Tax Office).

ARTICLE X
Finances:
1. The funds of the Association shall consist of subscriptions payable by Member Organisations, grants, contributions, bequests and the proceeds from sales. Such funds shall be applied exclusively to the purpose of the Association as directed by the Council and authorized by the Board of Trustees in accordance with the provisions of this Constitution and the requirements of the Charity Commission.

2. In line with the three-year Strategic Business Plan as approved by the General Assembly, the Honorary Secretary/Treasurer shall prepare an Annual Budget and submit same to the Council for its approval by a simple majority of Council Members present and voting before the same may be implemented.

3. The basis of the annual subscription payable by each Member Organisation shall be reviewed and adjusted by Council after each General Assembly to provide the necessary funding for the approved programmes in accordance with the approved Budget. Subscriptions shall be due for payment each year by the 31st March. In exceptional circumstances Council is empowered to grant special dispensation to allow subscriptions to be paid at a later date or by installments.

4. The Bankers to the Association shall be determined by the Council to the best advantage to the Association provided that the bank account is held in England and Wales. The signatories to such accounts shall be the Honorary Secretary/Treasurer, the Executive Director and such other persons as Council may decide.

5. The Honorary Secretary /Treasurer shall cause books of accounts of income and expenditure to be prepared and audited or independently examined and presented to the Council for approval. The Council shall approve the appointment of such auditors or independent examiners.

6. The financial year of the Association shall be from the 1st day of January to the 31st day of December.

7. The Association shall indemnify Member Organisations, officers and employees of the Association in respect of any action taken or any liability incurred by such Member Organisations, officers or employees in all matters for which they have express or implied authority to act on behalf of the Association.

8. The responsibility for payment of travel and accommodation expenses incurred by Council shall be decided by Council.

ARTICLE XI
Committees:
1. The Council is empowered to establish and disband Committees, as it may deem necessary, to achieve the objectives and outputs of the three-year Strategic Business Plan for the works of the Association. Any such Committee shall be constituted and given such terms of reference as the Council may decide, provided that no Committee shall be entrusted with any property belonging to the Association. All acts and proceedings of such Committees shall be reported in due course to the Council.

2. Not less than three (3) months prior to a General Assembly the Council shall determine and inform Member Organisations of the designation and Terms of Reference of the Committees it wishes to establish for the period up to the next following General Assembly and issue a formal call for nominations for the chairmanship and membership of the committees. Such nominations shall be received by the Executive Director up to one (1) month prior to the General Assembly and such Chairpersons shall be elected by the General Assembly. In the event that no nominations to fill the positions are received the Council shall have the power to appoint the Chairpersons as it deems fit.

3. The Chairpersons thus elected or appointed shall be considered as full members of the Council with full voting rights.
4. With the approval of Council the Chairpersons shall appoint persons designated by the Member Organisations to sit on the respective Committees in order to help the same Chairpersons in the execution of the Terms of Reference of the Committees.

ARTICLE XI
By-Laws:-
1. The Association may adopt By-Laws the formulation of which and amendments thereto shall be made by Council subject to their approval by two-thirds majority of those present and entitled to vote.
2. The By-Laws and any amendments thereto shall be communicated to all Member Organisations not later than thirty (30) days from their approval by Council.
3. Any amendments to the By-Laws shall take effect immediately following the meeting of Council at which such amendments are adopted.
4. The Constitution takes precedence over the By-Laws.

ARTICLE XII
Amendment of Constitution: -
1. This Constitution with the exception of Article II, this Article and Article XIII thereof may be amended by way of omission or addition at a General Assembly provided that notice of an appropriate motion shall have been given to the Executive Director not less than two months prior to the date of the General Assembly and the resolution to amend shall have been carried by a majority of not less than two-thirds of the votes cast.
2. Upon receiving a notice of motion to amend the Constitution the Executive Director shall forthwith notify all Member Organisations and Members of the Council; the Council shall prepare a Report on such proposed amendments for presentation to the General Assembly.
3. Any amendment to the Constitution shall take effect immediately following the General Assembly meeting at which such amendment is adopted.

ARTICLE XIII
Dissolution: -
1. The dissolution of the Association shall be by a simple majority vote in a referendum following a resolution at a General Assembly at which the dissolution is properly included in the Agenda and voted upon or following a General Assembly of which proper notice was given but which failed to produce a quorum.
2. In the event of the dissolution of the Association the Council last in office shall be responsible for disposing of all funds and assets to another Charity having similar objects and for the winding up of all outstanding affairs and in default of another charity having similar objects then to some exclusively charitable purpose.