



AIA
United Kingdom

Minutes of AIA United Kingdom Chapter AGM

Held: 6:30pm, 18 Jan 2017 at Herman Miller Showrooms, London

Attendees: President; Frederick Grier, AIA (by phone and computer link)
Vice President; Fatos Peja, International Associate AIA, RIBA
Secretary; Lorraine King, AIA
Treasurer; Anna Foden, Associate AIA
A quorum of members were in attendance

- 1) The Minutes of the 2016 AGM were reviewed and approved by the membership.
- 2) The President presented a summary of the past year's activities and achievements.
- 3) The Financial Accounts for the year were presented by the Treasurer and approved. **Post Meeting Note – as indicated at the meeting, several sponsorship payments for 2016 were inadvertently delayed and were not included in the presented and approved Accounts. As one significant payment was received on 19 Jan 2017, the Board of Directors agreed to amend the 2016 Accounts to show a revised profit of £5,158.06. Please refer to the attached amended Financial Accounts.**
- 4) The revised Chapter Bylaws, having been presented to the membership by email in December 2016, were approved, including an additional revision on procedures for Minutes of Meeting read out at the meeting. Please refer to the attached Summary of Revisions.
- 5) A report on membership was made by the Membership Committee. Please refer to the attached Membership Report.
- 6) The proposed slate of new Board Directors and Officers was presented and unanimously approved by the membership. Please refer to the attached AIA UK Board Slate.
- 7) The new President was introduced and led a discussion on the state of the Chapter, projected future events and membership participation. Three open positions on the board were identified and the membership was encouraged to apply. Please refer to the attached Open Positions.
- 8) Thanks were given to our corporate sponsors, with particular credit to Herman Miller for again hosting our Annual General Meeting. Please refer to the attached Sponsor List.

2017 AIA UK Board Slate

President: Fatos Peja, Int'l Assoc. AIA, RIBA
Vice President: Alex Miller, AIA
Secretary: Lorraine King, AIA
Treasurer: Anna Foden, Assoc. AIA

Board:

Etain Fitzpatrick, AIA (IR Representative)	Michael Lischer, FAIA
Lutz Barndt, AIA	Chris Musangi, AIA
Deborah Bartlett, Int'l Assoc. AIA	Amrita Raja, AIA
Yevgeniy Beylkin, Int'l Assoc. AIA, RIBA	Robert Rhodes, AIA
Ecehan Esra Top, Int'l Assoc. AIA	Bea Sennewald, AIA, RIBA
Lester Korzilius, FAIA, RIBA	Fariba Shirdel, AIA
Ben Lee, AIA	Katharine Storr, AIA

Board Correspondents:

Lulu Yang, Assoc. AIA
Frederick Grier, AIA
Nicolas Kehagias, AIA

Chapter Executive: Fiona McKay (no vote necessary...you got the job!)

2017 Financial Accounts – Profit & Loss (amended)

AIA London/UK Chapter

23/01/2017

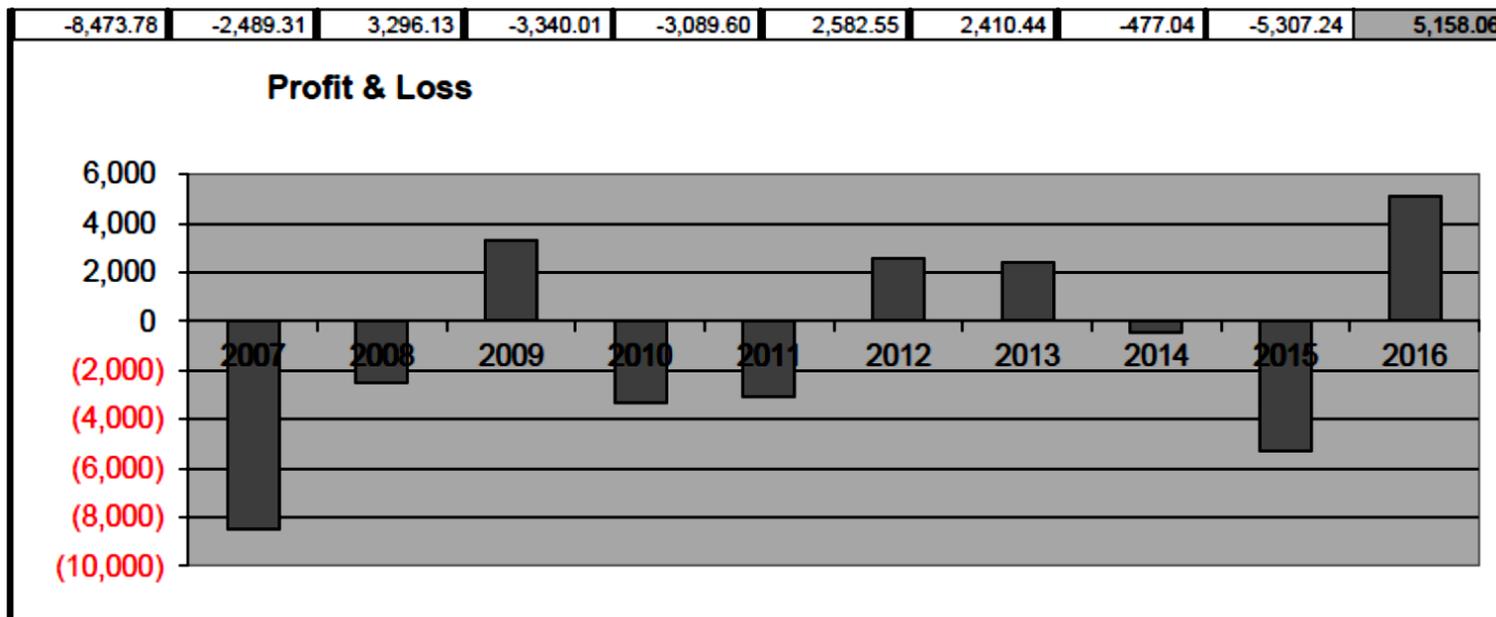
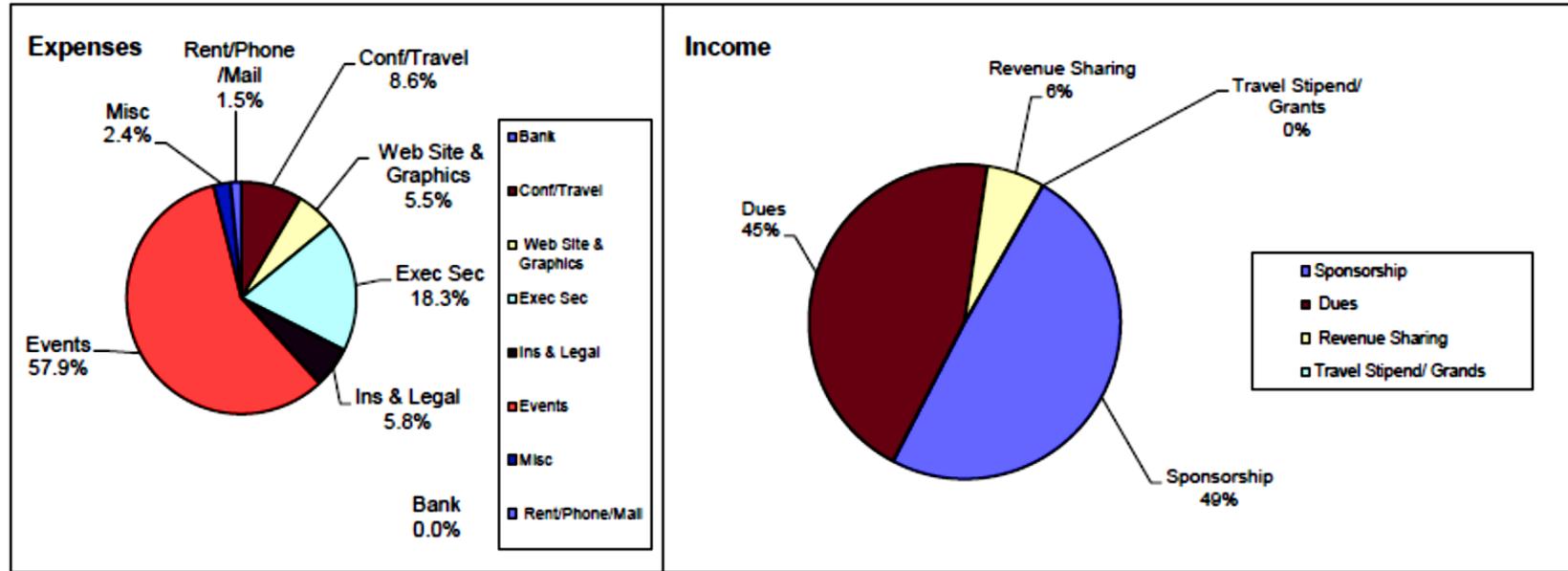
2016 AIA London / UK Accounts



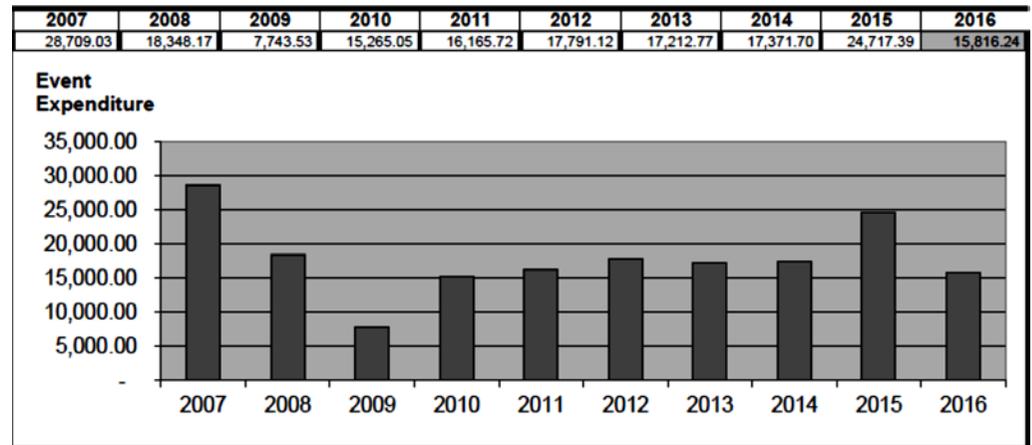
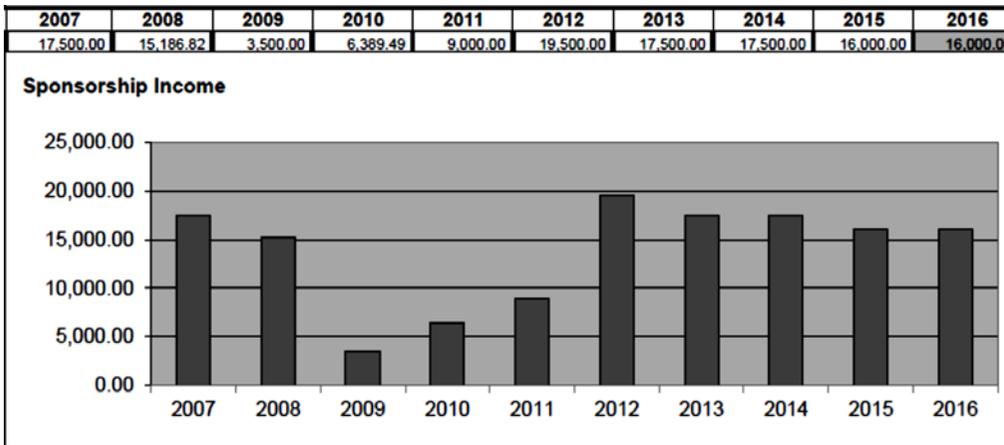
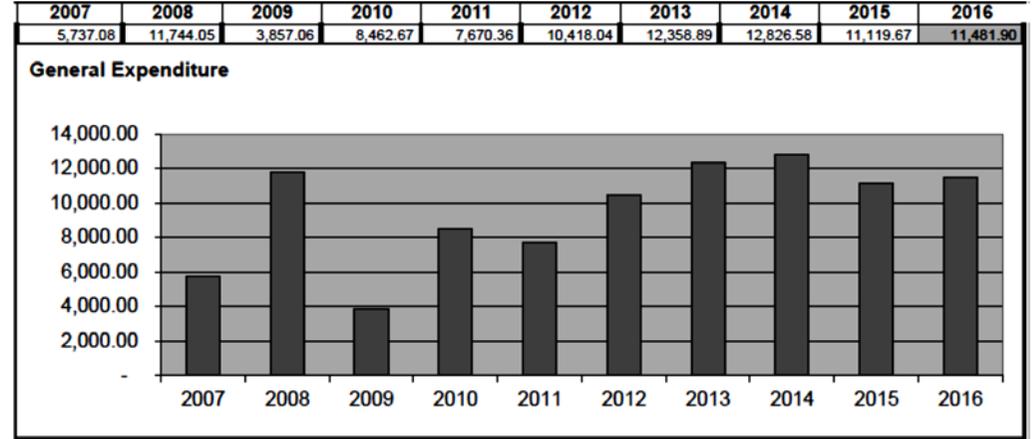
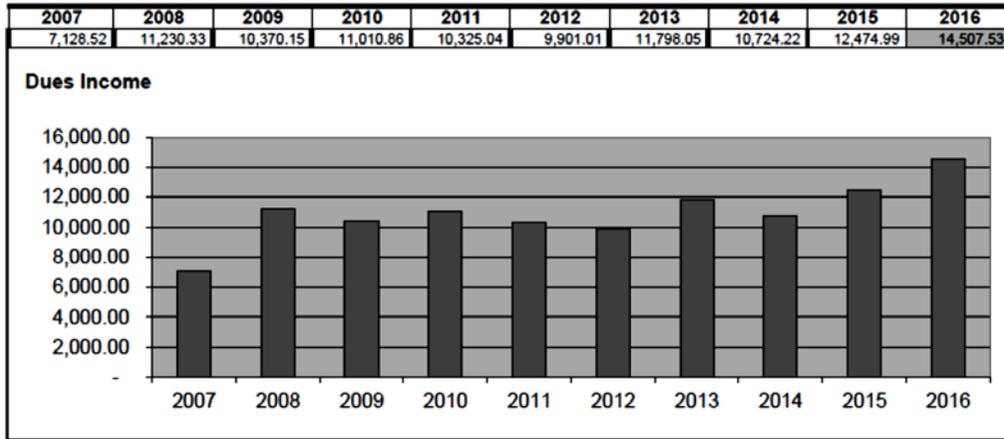
PROFIT & LOSS

Budget	2016 Figures		16 2012	17 2013	18 2014	19 2015	2015-2016 Difference	20 Year Average
Income								
16,500.00	16,000.00	Corporate Sponsorship	19,500.00	17,500.00	17,500.00	16,000.00	0.00	13,143.82
12,500.00	14,507.53	Dues	9,901.01	11,798.05	10,724.22	12,474.99	2,032.54	9,118.17
1,600.00	1,948.67	Revenue Sharing 11 years	1,390.70	1,483.55	1,497.02	1,596.54	352.13	1,699.43
0.00	-	Interest	0.00	0.00	0.00	0.00	0.00	97.45
0.00	-	Travel Stipend/ Grants 2 years	0.00	1,200.50	0.00	458.29	-458.29	829.40
30,600.00	32,456.20		30,791.71	31,982.10	29,721.24	30,529.82	1,926.38	24,888.26
Expenses								
0.00	-	Bank Charges	-10.00	0.00	0.00	0.00	0.00	-37.15
0.00	-	Newsletter	-484.08	-699.31	-802.83	0.00	0.00	-216.00
-3,000.00	-2,343.20	Conferences	-3,168.19	-5,007.80	-4,598.00	-3,634.35	1,291.15	-1,731.36
-250.00	-1,498.41	Web Site & Graphics	-382.11	-150.27	-209.43	-164.83	-1,333.58	-863.16
-4,999.92	-4,999.92	Exec Secretary	-3,999.96	-3,999.96	-3,999.96	-4,916.59	-83.33	-4,621.01
-1,600.00	-1,573.00	Insurance & Legal	-1,545.80	-1,565.80	-1,565.80	-1,615.85	42.85	-2,057.17
-550.00	-418.66	Rent/Phone/Mail	-667.30	-368.77	-555.37	-353.89	-64.77	-526.69
0.00	-	Petty Cash	0.00	0.00	0.00	0.00	0.00	-569.48
-1,000.00	-648.71	Miscellaneous	-160.60	-566.98	-1,095.19	-434.16	-214.55	-432.21
-11,399.92	-11,481.90		-10,418.04	-12,358.89	-12,826.58	-11,119.67	-362.23	-11,054.23
Events (entry fees + sponsorship - expenses)								
-9,000.00	-9,006.46	Design Awards	-7,627.70	-5,634.18	-9,124.55	-15,020.19	6,013.73	-4,487.56
-4,500.00	-3,874.33	Summer Event	-8,002.34	-8,614.54	-5,099.67	-2,543.34	-1,330.99	-4,593.71
500.00	-662.97	Student Charrette	870.00	1,000.00	800.00	-228.75	-434.22	-965.67
-4,000.00	101.30	Keynote Lecture 9 years only	0.00	0.00	0.00	-4,317.53	4,418.83	-1,915.62
0.00	-	One Off Events 3 years only			0.00	0.00	0.00	-1,688.52
0.00	-	Sustain/Founding Lecture 4 years only	-335.11	0.00	0.00	0.00	0.00	-1,085.60
0.00	28.50	City Excursion 8 years only	-301.21	-2,206.23	-2,484.98	-150.00	178.50	-365.99
-2,000.00	-2,402.28	Miscellaneous/Film Nights	-2,394.76	-1,757.82	-1,462.50	-2,457.58	55.30	-1,248.09
-19,000.00	-15,816.24		-17,791.12	-17,212.77	-17,371.70	-24,717.39	8,901.15	-16,350.74
200.08	Profit / Loss 5,158.06		2,582.55	2,410.44	-477.04	-5,307.24	10,465.30	-2,516.71

2017 Financial Accounts – Breakdown and P&L Comparison



2017 Financial Accounts – Comparison Charts



Approval of Bylaws – Summary of Revisions

NOTICE OF MEETING TO VOTE ON PROPOSED AMENDMENTS TO THE UK CHAPTER BYLAWS

In 2015, AIA National initiated a programme to insure that component AIA Chapters complied with the Institute's minimum core requirements in respect of "education, advocacy, governance and finances & general operations". The AIA UK Chapter passed AIA National's inspection and received the highest accreditation. However, to maintain this status, we must insure that our governance procedures remain valid and up to date. Therefore, the Board of Directors has reviewed the current Bylaws and is proposing amendments to them.

The proposed amendments to the Bylaws have been tracked onto the current Bylaws and can be reviewed [HERE](#). Please direct any queries to the current Secretary of the Board. **Acceptance of the updated Bylaws will be subject to a vote of the membership at the next Annual General Meeting to be held on 18 Jan 2017.**

For ease of reference a SUMMARY of the changes is included below.

SUMMARY OF PROPOSED BYLAW AMENDMENTS

PROPOSED ADDITIONAL CHANGE

Clause 5.13 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters considered at the meeting and the actions taken and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records. **Alternatively, minutes of annual, general or special meetings shall be submitted to the membership by email and automatically approved if no additions, comments or modifications are received by the Secretary within one month of publication.**

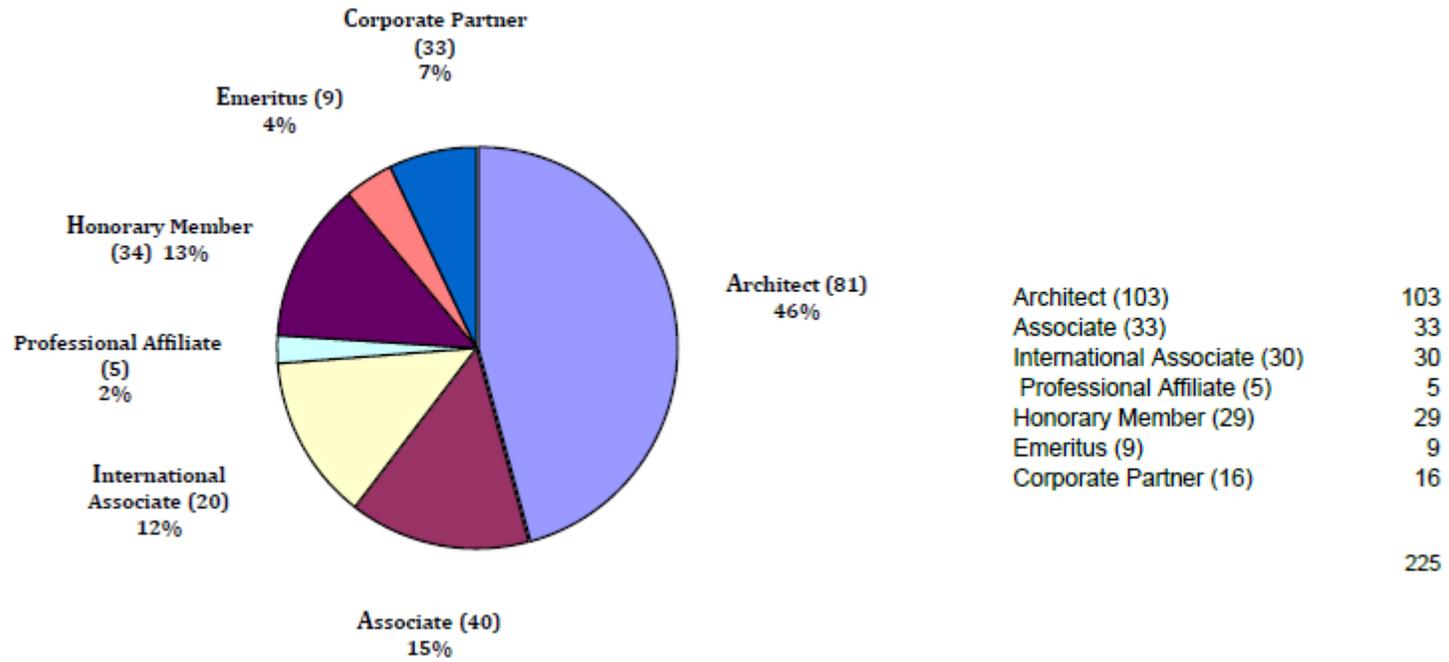
- **VOTING REQUIREMENTS** - In several instances the votes required to pass a motion have been altered:
 - Election to Honorary Membership now to require majority vote of the Board of Directors (2.41).
 - Change in Annual Dues now to require "not less than two thirds majority of the Board of Directors" rather than "all but one of its entire membership" (3.02).
 - Waiver of Annual Dues now to require "not less than two thirds majority of the Board of Directors" rather than "the total number of assigned members present at a meeting" (3.04).
 - An assessment of additional payments by Architect, Associate and International Associate members now to be levied only in "exceptional circumstances" at a "Special Meeting" of assigned members, but not on allied or affiliate members. (3.11).
 - A Special Meeting now to be called by a "two thirds majority of the Board of Directors" as well as by the President and by 10% of all members (5.02)
 - Removal of an officer or director now to require "two thirds majority" rather than a simple majority (6.24).
 - A quorum is now clarified as a majority of the Board of Directors eligible to vote. To transact business, a majority of the Board of Directors present is required (6.42)
 - Authorising expenditures in excess of the estimated income of the Chapter is now to require "a majority vote" at a "Special" Meeting", instead of a two thirds majority at a regular meeting (7.022)

- **MISC REVISIONS TO REFLECT CURRENT PROCEDURES** - Procedures have been updated to reflect current practice. For example:
 - Non-payment of dues is now sufficient notification of resignation from the Chapter (2.06),
 - Graduated fees for those admitted to membership after the start of the year have been updated (3.03),
 - Emeritus and Honorary members are no longer required to pay to receive Chapter mailings.
 - Notification of members in default of payments to this Chapter are now handled by AIA National (3.31)

- **MISC REVISIONS TO REFLECT CURRENT TERMS** - The UK Chapter Bylaws were originally based on Model Bylaws supplied by AIA National. The "current usage" revisions have been made to reflect terminology as used by the UK Chapter. For example:
 - "Executive Committee" has been changed to "Board of Directors". Note - the change to Board of Directors is the only change NOT full tracked in the attachment.
 - "Admission Fees" has been changed to "Annual Dues" (2.06).
 - "Executive Director" has been changed to "Chapter Executive" (8.0).
- **MISC MINOR CORRECTIONS, CLARIFICATIONS AND UPDATES** - Note – all minor corrections, clarifications, etc., have been tracked, but may not be individually listed in this summary.
 - Several minor corrections have been made, including typos, internal inconsistencies, date corrections, re paragraphing, etc.
 - In several instances (Js) that were included in the Model Bylaws to indicate optional wording

- **MEMBERSHIP**
 - The eligibility, rights and privileges of Architects, Associates and International Associates have been revised to reflect changes in the Institute Bylaws (2.02, Annex A).
 - The term "Associate" is now generally revised to "Associate (including International Associate)" by way of clarification (multiple locations).
 - The member terms "assigned", "unassigned", "allied", "affiliated" have been clarified (2.0 to 2.3), and the term "non-resident status" deleted as not required (2.04, 3.04)
 - The term "Honorary Affiliates" has been deleted and replaced by "Honorary Membership" with different rights and privileges to reflect current practice (2.4).
- **RELATIONSHIP WITH OTHER INSTITUTE ORGANIZATIONS**
 - The relationship with the International Region is now confirmed (4.1, Annex B, 6.341).
- **BOARD OF DIRECTORS**
 - The category of "Board Correspondent" has been added to include unassigned, allied, affiliate and honorary members (or other Architect and Associates (including International Associates)) who can attend meetings but not vote (6.03, 6.37).
 - There is now no limit to the number of years an officer or director can serve (6.21).
 - To reflect current practice, the President is now allowed to delegate authority to another Board Director to sign contracts and agreements. The Treasurer is now allowed to authorise others to sign agreements, cheques, etc., with the agreement of "two thirds majority of the Board of Directors". The Secretary is also now allowed to delegate some authority to another director, or committee chair. (6.32, 6.342, 6.352)
- **MEETINGS**
 - The Chapter is now required to hold Annual, General and Special Meetings of all of its members, but not Regular (monthly) Meetings (5.0). Only the Annual Meeting is mandatory.
 - Issues discussed at a General or Special Meeting can be voted on by direct mail or email. (5.25)
 - Board Meetings are now to be held "at the discretion of the President, but generally during the first week of every month" (6.411).
 - In special circumstances (and reflecting practicality), Board decisions can now be made outside regular meetings or by written communication, but need to be formally concluded in an actual meeting (6.41).

Membership Report



2017 Open Board Positions

Events Coordinator

Responsible for helping to organise events with the Events Chair.

Publicity / Outreach Coordinator

Responsible for raising the profile of the AIA UK Chapter in London and nationally in the UK

Newsletter Coordinator

Responsible for coordinating the quarterly newsletters (digital journal), incorporating highlights from the Chapter's events and membership news.

Sponsor List

 **Herman Miller**

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