



AIA United Kingdom Bylaws

Revised January 2024

ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is AIA United Kingdom, a Chapter of the American Institute of Architects. In these Bylaws, AIA United Kingdom is referred to as ‘this Chapter’:

1.011 Practice. The organization is often referred to as ‘AIA UK’, and this convention may also be used for routine business transactions.

1.012 The Governing Body. The governing body of this Chapter is referred to as the ‘Board of Directors’.

1.013 Related AIA Organizations. The American Institute of Architects is referred to as the ‘AIA’, and the Board of Directors of the AIA as the ‘AIA Board’.

1.02 Organization. This Chapter is a non-profit, unincorporated association established in London in 1992 and chartered by the AIA as AIA London/UK on 17 June 1993. In 2007, the AIA Board issued a new Charter that changed the organization’s name to AIA United Kingdom.

1.03 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects as defined in the Chapter’s Mission Statement.

1.04 Domain. The domain of this Chapter shall be the assigned territory referenced in its 2007 Charter as ‘the United Kingdom’, comprising the United Kingdom of Great Britain and Northern Ireland, including the Crown Dependencies of the Channel Islands and the Isle of Man.

1.05 Authority. This Chapter shall represent and act for the AIA Membership within the territory assigned to it under the 2007 Charter. The AIA and this Chapter may act as agents, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, and acting as custodian of funds.

1.06 Conformity with AIA Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the AIA. This Chapter shall cooperate with the AIA and with its regional component to further the interests of the membership and by agreement with the AIA may represent and act for them within the territory of this Chapter.

1.1 ENDORSEMENTS

Neither this Chapter, nor the Board of Directors, nor any Chapter Committee, nor any of its Officers, Directors, Committee Members or Employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

ARTICLE 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

2.01 Membership Definitions. In these Bylaws:

Membership of this Chapter – Paragraph 2.02

Architect, Associate and International Associate Members – Paragraph 2.02 a)
Emeritus Member – Paragraph 2.16
Fellow Member – Paragraph 2.17

Courtesy Member – Paragraph 2.02 b)
Honorary Fellows, Honorary AIA, Allied Members – Paragraph 2.3

Assigned Member – Paragraph 2.1
Unassigned Member – Paragraph 2.2

Affiliate Qualified Membership of this Chapter – Paragraph 2.03 and 2.4
Professional Allied Affiliate – Paragraph 2.42
Student Affiliate – Paragraph 2.43
Honorary Affiliate – Paragraph 2.47

Other Affiliations – Paragraph 2.5

2.02 Categories of Membership. The Membership of this Chapter shall consist of two categories:

- a) Architect, Associate (including International Associates), Fellow and Emeritus Members who are members of the AIA and have been assigned to this Chapter, or who have been admitted to Unassigned Membership in this Chapter with restricted voting rights and privileges, are the primary Members of this Chapter, with full voting rights and privileges.
- b) Honorary Fellows, Honorary AIA and Allied Members who are Members of AIA assigned to this Chapter are considered Courtesy Members of this Chapter, without voting rights.

2.03 Affiliate Qualified Membership: Affiliates who are not members of AIA, may be admitted to this Chapter as Affiliate Qualified Members, with limited voting rights as per Paragraph 2.4.

2.04 Qualifications. This Chapter shall not establish qualifications for Membership in addition to, or which vary from, the AIA's policies for Membership.

2.05 Enrollment of Members. Every Member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter and shall be enrolled by the Secretary (or by the Membership Committee chair as delegated by the Secretary) as a Member of this Chapter. New Memberships will be announced at the next regular meeting of this Chapter and in the next issue of this Chapter's official publication.

2.06 Annual Dues and Assessments. Every Member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 3.

2.07 Resignations. Any Member may resign from this Chapter by either presenting a written resignation to the Secretary or by nonpayment of dues. The resignation of an Assigned Member, if the Secretary finds the member eligible to resign, shall be forwarded to the AIA and

will be effective upon its receipt by the AIA. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

2.07 Good Standing Defined. A Member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter or the AIA.

2.08 Loss or Suspension of Interests, Rights and Privileges. A Member who resigns or is suspended or terminated by the AIA loses all rights in this Chapter and the AIA, including any right to use this Chapter's or AIA's name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of Membership does not relieve the individual of the obligation to pay any indebtedness owed to this Chapter.

2.1 ASSIGNED MEMBERS

2.11 Assigned Members. The term "Assigned Members" shall refer to Architect and Associate (including International Associate, Emeritus or Fellow) Members who have been assigned to this Chapter by the AIA.

2.12 General. The qualifications, rights and privileges of Assigned Architects and Associate Members shall be as provided in the AIA Bylaws.

2.13 Action on Applications. Applications for Membership in the AIA shall be handled in accordance with guidelines established by the AIA. This Chapter shall assist the AIA on request in establishing an applicant's eligibility under the AIA Bylaws.

2.14 Admission Fees Prohibited. An Assigned Member shall not pay any admission or initiation fee for membership in this Chapter.

2.15 Termination. Assigned Membership in this Chapter is terminated by the death of the Member, resignation or termination of Membership in the AIA, or reassignment of the Member to another chapter.

2.16 Emeritus Members. An Architect or an Associate (including International Associate) Member who is granted Emeritus status in accordance with the AIA Bylaws shall automatically become an Emeritus Member of this Chapter. All rights, interest, privileges, titles, liabilities and obligations of such Members, other than the payment of regular and supplemental dues, shall remain unchanged.

2.17 Fellow Members. Architects who have achieved Fellowship Status with AIA National continue as Architect Members of this Chapter.

2.2 UNASSIGNED MEMBERS

2.21 Unassigned Member. The term "Unassigned Member" shall refer to Members assigned to other chapters who have also been admitted to secondary Membership in this Chapter with rights and privileges pursuant to Paragraph 2.23 of these Bylaws.

2.22 Admission. This Chapter, without action by the AIA, shall admit to Unassigned Membership any Architect or Associate Member assigned to another chapter who applies for such membership in writing in the manner prescribed by the Board of Directors.

2.23 Rights and Privileges. An Unassigned Member shall be subject to all regulations and shall have all rights in this Chapter of an Assigned Member, except that an Unassigned Member

shall not vote on matters described in Paragraph 5.24 of these Bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the AIA.

2.24 Termination. Unassigned Membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in the AIA. The Board of Directors may terminate Unassigned Membership for indebtedness to this Chapter as provided in Paragraph 3.32.

2.3 COURTESY MEMBERS OF THIS CHAPTER

2.31 Honorary Fellows, Honorary Members and Allied Members. Honorary Fellows, Honorary Members and Allied Members who have achieved recognition through AIA and are assigned to this Chapter are considered Courtesy Members of the Chapter, without voting rights, and shall not pay any admission fee or annual dues nor be subject to any dues assessment.

2.4 AFFILIATE QUALIFIED MEMBERS OF THIS CHAPTER

2.41 Admission. Individuals not otherwise eligible for Membership in the AIA or this Chapter may apply for Affiliate Qualified Membership of this Chapter. The procedures for admitting the three categories of Affiliate Qualified Membership are within the Chapter's discretion.

- a) Professional Allied Affiliates (2.42).
- b) Student Affiliates (2.43).
- c) Honorary Affiliates (2.47).

2.42 Professional Allied Affiliate Members - QUALIFICATIONS. Professional Allied Affiliate Members shall have established professional reputations and are registered to practice their professions where such requirements exist or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Professional Allied Affiliate Members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who this Chapter believes will provide a meaningful contribution by reason of their employment or occupation. The use of the term 'Allied' in reference to Professional Affiliates of this Chapter is to align with the AIA category of similar description.

2.43 Student Affiliate Members - QUALIFICATIONS. Student Affiliates shall be undergraduate or postgraduate students of architecture schools, or secondary school students, within the domain of this Chapter.

2.44 Annual Dues. Every applicant for Affiliate Membership, except Honorary Affiliate (Paragraph 2.48) shall pay annual Chapter dues in an amount determined by the Board of Directors as provided in Paragraph 3.02 of these Bylaws.

2.45 Termination. Affiliate Qualified Membership is terminated by the death or resignation of the member and by the admission or eligibility to be admitted by the same rules as apply to an assigned or unassigned member. The Board of Directors may terminate the Membership of an Affiliate Qualified Member for indebtedness as provided in Paragraph 3.32 or, by two-thirds vote, for conduct detrimental to the interests of this Chapter.

2.46 Rights and Privileges of Affiliate Qualified Members. Affiliate Qualified Members in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors.
- 2) May chair any committee with the approval of the Board of Directors.
- 3) May attend and speak but may not make motions or vote at any meeting of this Chapter.
- 4) Shall not be eligible to serve as an Officer or Director of this Chapter.
- 5) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the AIA.

2.47 Honorary Affiliates - QUALIFICATIONS. A person of esteemed character who is otherwise ineligible for Membership in the AIA or this Chapter but who has rendered distinguished service to the profession of architecture, or to the arts and sciences, may be admitted to Honorary Affiliate Membership of this Chapter by a majority vote of the Board of Directors.

2.471 Other Qualifications. Honorary Affiliate Membership may also be offered to individuals a) with preliminary Architectural degrees who are not progressing towards architectural registration, or b) Architects registered in this Chapter's domain who have rendered distinguished service to this Chapter or won recognition through this Chapter's design awards but hold membership in another professional organization.

2.48 Nomination and Admission. A person eligible for Honorary Affiliate Membership may be nominated by any Member of this Chapter. The nomination must be in writing to the Board of Directors over the signature of the nominator and include the name of the nominee, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any regular meeting, may admit a nominee as an Honorary Affiliate Member by majority vote.

2.49 Rights and Privileges. In addition to the rights and privileges set forth in Paragraph 2.47, Honorary Affiliates Members of this Chapter may use the title "Honorary Affiliate of the AIA UK Chapter" and shall not pay any admission fee or annual dues nor be subject to any dues assessment. Honorary Affiliate members of this Chapter are not to be confused with Honorary Members of the AIA whose status is determined by the AIA as per Paragraph 2.3.

2.5 OTHER AFFILIATIONS

2.51 Purpose of Affiliations. This Chapter may affiliate primarily for the purpose of event or Chapter sponsorship with any local organization of the construction industry operating within the territory of this Chapter with an understanding that the affiliation is not used or maintained for financial gain, price fixing, endorsement (per Paragraph 1.1) or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.

2.52 Agreements of Affiliation. Every Affiliation must be authorized by majority vote of the Board of Directors and the terms of agreement confirmed in writing.

2.521 Statement of Purpose. Every agreement shall state the purposes of the affiliation, and the terms and conditions under which it is entered into, such as the duration and other operational considerations.

2.522 Limitations. No Affiliation shall have any voice in the affairs of this Chapter and shall not bind or obligate this Chapter to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

2.523 Termination. Any Affiliation may be terminated by majority vote of the Board of Directors upon such email Notice to the affiliated organization as may be required in the agreement of affiliation.

2.53 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter and may speak at the invitation of the presiding officer but are without voting rights.

ARTICLE 3 DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues. All Assigned Members (except Emeritus Members) shall pay annual dues to the AIA of each year on or before the deadline established by AIA guidelines.

3.02 Amount of Local Annual Dues. The Board of Directors by the concurring vote of not less than two thirds majority shall fix, before the end of any fiscal year for the immediately succeeding fiscal year, local Chapter dues for Members to be paid to AIA and local Chapter dues for Affiliate Qualified Members (except Honorary Affiliates) to be paid direct to this Chapter.

3.03 Dues Upon Admission. A newly admitted Member or Affiliate fee paying Member shall pay full annual dues, except that those admitted after the start of the year shall pay reduced fees graduated at three month increments in the year they are admitted.

3.04 General Waiver of Annual Dues. The Board of Directors may waive for any fiscal year any part or all of the annual dues required to be paid to this Chapter by Affiliate Qualified Members.

3.05 Hardship Dues Reduction. The Board of Directors may, in exceptional circumstances, waive all or any part of the annual dues of any Member. After consultation with the AIA Secretary and other affected components, the Board of Directors may, in exceptional circumstances, waive all or any part of the dues or fees owed by a Member to the AIA and the International Component, provided that such waiver is in equal proportions across all levels of Membership.

3.1 DUES ASSESSMENTS

3.11 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of Architect Members present at a Special Meeting, may in exceptional circumstances, levy a dues assessment on its Architect Members. This Chapter by the concurring vote of its Assigned Members, may levy an assessment on its Associate and International Associate members and/or dues paying Affiliate Qualified Members.

3.12 Notice of Assessment. Email Notice of the intention to levy an assessment stating the amount, the reasons for the assessment and when it shall be payable, shall be mailed to every member not less than 30 days prior to the Special Meeting of this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.21 Annual Dues. Every Member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

3.22 Assessments. Every Member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

3.23 Notice of Default to Member. Every Member who is in default to this Chapter shall be given 30 days' email Notice in writing of impending termination because of said default.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. At appropriate intervals, the AIA Secretary shall send a list of all Assigned Members in default to this Chapter with the amount of such default and request termination of those Memberships.

3.32 Unassigned Members and Affiliate Qualified Members. If an Unassigned Member or Affiliate Qualified Member is in default to this Chapter for nonpayment of dues and assessments, such Membership shall be suspended or terminated, provided that in all cases such Members shall have been given a written email Notice of impending suspension or termination at least 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured. Student Affiliates will be automatically dropped without notification after two years unless they become active participants in this Chapter.

ARTICLE 4 CHAPTER RELATIONSHIP TO OTHER AIA ORGANIZATIONS

4.0 THE AMERICAN INSTITUTE OF ARCHITECTS

4.01 Delegates to AIA Meetings. This Chapter shall select the delegates to represent the Assigned Membership at meetings of the AIA from among the Assigned Members of this Chapter in the number prescribed in the AIA Bylaws as follows:

4.011 Delegate Selection Procedure. Member delegates shall be appointed from among the Assigned Members of this Chapter by the Board of Directors, except that no more than two seats or one third, whichever number is greater, of this Chapter's total delegation shall be Associates or International Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the AIA's Bylaws.

4.1 INTERNATIONAL COMPONENT

4.11 Participation in the International Component. This Chapter shall participate in the International Component in the manner provided in the Bylaws of that organization.

4.111 Chapter Representation. The President or another Member elected by the Board of Directors by majority vote shall represent this Chapter at meetings of the International Component.

4.112 Candidates for International Component Directors or Officers. Candidates for International Component Directors or Officers shall be selected according to the Bylaws of that organization from among volunteers from this Chapter's Members, subject to approval of the Board of Directors.

4.12 Delegates to International Component Convention. This Chapter shall be represented at conventions of the International Component by delegates selected from among the Assigned Members of this Chapter in the number prescribed in the Bylaws of the International Component by the Board of Directors.

4.2 SECTIONS

4.21 Establishment of Sections. This Chapter may establish Sections with the approval of the AIA Secretary.

4.211 Procedure. Members in a geographic area within the domain of this Chapter may petition the Board of Directors to form a Section.

4.22 Section Membership Voluntary. Membership in any Section shall be voluntary and not required as a condition of Membership in this Chapter or the AIA.

4.23 Section Dues and Assessments. Sections may levy dues and assessments on members of the Section.

ARTICLE 5 CHAPTER MEETINGS

5.0 ANNUAL AND SPECIAL MEETINGS

5.01 Annual General Meeting. This Chapter shall hold an Annual General Meeting for its Members during the month of January, for the purpose of electing Officers and Directors, to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Special Meetings. A Special Meeting of this Chapter may be called by the President or by two thirds majority of the Board of Directors, or by the President at the written request of not less than ten (10) percent of the total number of this Chapter's Members in good standing. No other business than that specified in the email Announcement of the Special Meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an Annual General Meeting.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Announcement of Chapter Meetings. An Announcement of each meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be distributed by mail or email to each Member entitled to vote at the meeting. The Announcement shall be given not less than ten days before the date fixed for the meeting.

5.12 Quorum at Meetings. At any meeting of this Chapter, ten (10) percent of the Members entitled to vote shall constitute a quorum for the transaction of any business. The Members present may adjourn the meeting despite the absence of a quorum. In special circumstances only and by prior approval of the Secretary, any one or more Members of this Chapter may participate by conference virtually by telephone or similar equipment that allows all persons participating in the meeting to hear one another. Participation by such means shall constitute presence in person at such a meeting.

5.13 Minutes of Meetings. Written minutes of every Annual General or Special Meetings of this Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. Minutes of Annual General or Special Meetings shall be submitted to the Membership by mail or email and automatically approved if no relevant additions, comments or modifications are received by the Secretary within one month of publication. Alternatively, minutes of Chapter meetings shall be signed by the Secretary after they are approved at a subsequent Chapter meeting. Minutes are thereafter filed in this Chapter's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. Every decision at a Chapter Meeting shall be by a majority vote of those Members in good standing who are present and voting (in person or virtually), unless otherwise required by law or these Bylaws.

5.22 Roll Call Vote. A roll call vote shall be taken at the call of the presiding officer or whenever one-third of the voting members present (in person or virtually) so request.

5.23 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a Chapter Meeting.

5.24 Limitations on Voting Eligibility. Only Assigned Members in good standing may vote on the following matters:

- 1) Matters so designated elsewhere in these Bylaws.
- 2) Elections of AIA Directors and Officers and delegates to meetings of the AIA and the International Region, if any.
- 3) Instructions to delegates.
- 4) Any matters relating to Membership.
- 5) Voting on dues and assessments for Architect Members shall be limited to Architect Members.
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the AIA.

5.25 Mail Ballot. Any vote that may be taken at a Chapter Meeting may also be taken by direct mail ballot or email of the Members of this Chapter, provided that the matters voted on have been introduced and discussed at an Annual General or Special Meeting of this Chapter.

ARTICLE 6 THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the Officers and Directors of this Chapter and shall exercise all authority, rights and powers granted to it by these Bylaws and, where applicable, the laws and regulations of England & Wales.

6.011 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these Bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.

6.02 Delegation of Authority. Neither the Board of Directors nor any Officer or Director of this Chapter shall delegate any of the authority, rights or power conferred by law or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to law or regulations.

6.03 Freedom from Commitments. No Committee, Officer, Director, Member, Board Correspondent, Employee or Agent of this Chapter shall initiate or carry on any activity that may commit this Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

6.1 ELECTION OF OFFICERS AND DIRECTORS

6.11 Nominations. Nominations for Officers or Directors shall be open to the Assigned Members in good standing.

6.111 Call for Nominations. The Membership of this Chapter shall be notified by email Announcement six to eight weeks prior to the Annual General Meeting that nominations for each Office and Director of this Chapter are now open.

6.112 Candidate Slate. At a meeting of the Board of Directors held at least two months prior to the annual meeting, the Board of Directors shall select a Nominating Committee of Assigned Members to prepare and present to the members a proposed slate of candidates for election as Officers and Directors. Nominations may be made at the Annual General Meeting from the floor for future consideration pursuant to Paragraph 6.2.

6.113 Numerical Limitations on Associates. Associates and International Associates together may not hold more than two seats or one-third of the total positions, whichever number is greater, on the Board of Directors and for the Officers.

6.12 Elections. The nominee for an Officer or Director who receives a majority of the votes cast at the Annual General Meeting shall be elected thereto. If there is only one nominee for any Officer or Director, the Secretary may direct the meeting to vote for the full proposed slate of candidates, whereupon the President shall declare the nominee(s) to be elected by acclamation. Otherwise, where there is more than one nominee for any Officer or Director, or where a majority is not reached by acclamation, the slate including the name of the nominee(s) for each Officer and each Director shall be placed by the Secretary on written ballots.

6.13 Tellers. Where ballots are required, the President may appoint up to three tellers, who shall be Members qualified to vote at the meeting, and who shall tally the ballots for each nominee, tabulate the results and immediately notify the Secretary thereof.

6.14 Tie Votes. In the event of a tie vote, the list of nominees for each Officer and each Director in question shall be restricted to those involved in the tie, and the nominee(s) receiving a majority in the runoff election shall be elected to the office.

6.15 Results. The President shall announce to the meeting the results of all voting or balloting and shall declare all elections.

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.21 Term. Each Officer and Director shall serve a term of one year or until a successor has been identified. There is no limit on the number of years an Officer or Director can serve.

6.22 Vacancies. If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office, the Board of Directors may fill the vacancy for the unexpired term of office.

6.23 Resignation. Any Officer or Director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an Officer or Director.

6.24 Removal of Officer or Director. Any or all of the Officers and Directors may be removed for or without cause by a vote of the members, or for cause by a vote of the Board of Directors when there is a quorum of not less than a two-thirds majority at the meeting at which the vote is taken.

6.3 OFFICERS

6.31 Officers. The Officers of this Chapter shall be the President, Vice President/President-Elect, Secretary and Treasurer.

6.32 The President. The President shall perform all the duties incident to the office, those required to be performed by UK regulations and the Bylaws, and those properly delegated to the office by the Board of Directors. The President shall design the agenda for each Board meeting, and ensure Board deliberations are timely, fair, and thorough, but also efficient, focused, and limited in time.

6.321 Authority. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and Committees unless otherwise delegated by the Board of Directors. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board of Directors.

6.33 The Vice President/President-Elect. The Vice President/President-Elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Board of Directors or the President.

6.331 Succession. The Vice President/President-Elect shall succeed to the office of President upon expiration of the President's term of office. If the Vice President/President-

Elect is unavailable, the Nominating Committee will put forward an alternative to be agreed with the Board of Directors by majority vote in conjunction with Paragraph 6.36.

6.34 The Secretary. The Secretary shall act as the recording and corresponding secretary of this Chapter and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all email Notices and Announcements of this Chapter; keep its Membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these Bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter, and shall perform all other duties usual and incidental to the office.

6.341 Reports. The Secretary shall furnish the AIA and the International Component with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers and directors of this Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.342 Delegation of Authority. The Secretary may delegate to another Director, a committee chair or other assistant employed by this Chapter the actual performance of any or all duties as recording or corresponding secretary but shall not delegate responsibility for the property of this Chapter, or the making of any attestation or certification required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary.

6.35 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and accounts of this Chapter; prepare the budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.

6.351 Reports. The Treasurer shall make a written report to each Annual General Meeting of this Chapter and to each Meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.352 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Treasurer, unless such delegation is expressly permitted in these Bylaws or at the discretion of a two thirds majority of the Board of Directors. The Treasurer may delegate to another Director, a Committee Chair or other assistant employed by this Chapter the actual performance of any or all duties as Treasurer but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer.

6.353 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

6.36 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a Vice President pro tem, a Secretary pro tem or a Treasurer pro tem, as necessary, who shall serve until the regularly elected Officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

6.4 MEETINGS OF THE BOARD OF DIRECTORS

6.41 Meetings Required. The Board of Directors must meet in a Regular or Special Meeting to transact business. Under special circumstances, decisions can be made by written communication, conference telephone or similar equipment but must be formally concluded at an actual meeting.

6.411 Regular Board Meetings. The Board of Directors shall hold Regular Board Meetings at the discretion of the President, but generally during the first week of every month.

6.412 Special Meetings. A Special Meeting of the Board of Directors shall be held if requested in writing by one-third of the members of the Board of Directors, or by an email Announcement or telephone call of the President. The Secretary shall issue an email Announcement or telephone call for each Special Meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the email Notice or call shall be transacted at the Special Meeting.

6.413 Waiver of Announcement. Either the email Announcement or telephone call for a Special Meeting or any limitations as to the business to be transacted at a meeting, or both, may be waived by the written consent of every member of the Board of Directors. Any irregularity in or failure of email Announcement of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.414 Meeting Requirements. Any one or more members of the Board of Directors may participate in a meeting of the Board of Directors virtually by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another. Participation by such means shall constitute presence in person at such a meeting. The Board of Directors may act without meeting if all members of the Board consent in writing to the adoption of a resolution authorising the action.

6.42 Quorum and Vote. A majority of the Board of Directors eligible to vote shall constitute a quorum at any meeting. If a quorum is present, a majority of the Board of Directors present at the time of the vote is required to transact business, except as otherwise provided by these Bylaws. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

6.43 Minutes. The Secretary shall keep written minutes of each meeting of the Board of Directors, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Board of Directors for approval prior to the next meeting. If there is no response to the distributed Minutes, they are assumed accepted. If there are comments raised, they will be addressed at the subsequent meeting. Accepted Minutes are to be filed with this Chapter's records.

6.44 Board Correspondent. Unassigned Members; Affiliate Qualified Members; Courtesy Members and other professionals and volunteers with an interest in this Chapter may be invited to attend and speak at meetings of the Board of Directors as Board Correspondents but cannot make motions or vote pursuant to restrictions per Article 2. Architects, Associates or International Associates who are stepping down from full time Board participation or are not yet elected to the Board of Directors may also qualify as Board Correspondents on a temporary or

semi-permanent basis. Board Correspondents who are not AIA Members are not entitled to use the initials AIA or American Institute of Architects as a title.

6.45 Visitors. Members of this Chapter and other public visitors may be invited to the meetings of the Board of Directors by advanced permission of the presiding officer.

6.5 REPORTS OF THE BOARD OF DIRECTORS

6.51 Reports to Members. The Board of Directors shall render a full report in writing to each Annual General Meeting of this Chapter of the condition, interests, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

6.52 Report to AIA. The Board of Directors or the Secretary shall make a written report to the AIA at such times as the AIA requests of the matters and in the form required by it.

6.6 COMMITTEES

6.61 Formation and Composition. The Board of Directors may form Committees to carry out the work of this Chapter. The charge and duration of each Committee shall be determined by the Board of Directors. A Committee Chair shall be appointed by the President with the approval of the Board of Directors. The Chair and/or the President will appoint other Committee members from this Chapter's Membership. Committee members can be appointed from other sources at the special request of the Board of Directors.

6.62 Standing Committees. The Board of Directors shall establish Standing Committees that are charged with carrying out enabling, governance and/or advocacy functions of this Chapter.

6.622 Term. The term of office of a Standing Committee and its Chair shall be run concurrently with the Board of Director's term, but can be automatically renewed with agreement of the subsequent Board.

6.63 Special Committees. The Board of Directors may establish a Special Committee for a specific purpose and duration as stipulated at the time of formation. Special Committees can be defined as Task Forces, Discussion Groups, or Advisory Groups.

6.632 Term. The term of office of a Special Committee and its Chair shall expire with the Committee.

6.633 Sunset Policy. The Board of Directors shall review progress of Special Committees periodically and determine if they are to continue.

ARTICLE 7 FINANCES

7.0 FINANCES

7.01 Budgets and Appropriations. The Board of Directors is responsible for financial management. At the beginning of every fiscal year, the Board of Directors shall adopt an Annual Budget showing in detail this Chapter's anticipated yearly income and expenditures.

7.02 Expenditure Limitations.

7.021 General. No Member, Officer, Director, Committee Member, Employee or Agent of this Chapter shall have any right, authority or power to expend any money of this Chapter, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind this Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board of Directors or has been authorized by a specific resolution at a meeting of this Chapter.

7.022 Expenditure Limitations. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of this Chapter unless specifically authorized to do so by a two-thirds majority vote at a duly called Special Meeting of this Chapter's Membership, provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of this Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

7.03 Review of Financial Records. As the AIA UK Chapter is an unincorporated association it is not required by UK law to have a Certified Public Accountant prepare a compilation of the financial records as the basis for a financial report to the Members, the Board of Directors shall appoint a volunteer Financial Review Task Force from amongst this Chapter's Membership to examine the Financial Accounts at appropriate intervals and report its findings.

7.04 Fiscal Year. The fiscal year of this Chapter shall be January 1 to December 31.

7.1 REAL AND PERSONAL PROPERTY

7.11 Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire and dispose of real and personal property for its own use.

7.12 Gifts. Only the Board of Directors shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of this Chapter, or that will place an undue financial or other burden on this Chapter.

7.2 DIVIDENDS PROHIBITED

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the Members of this Chapter.

7.3 AIA PROPERTY INTERESTS

This Chapter shall not have any title to or interest in any property of the AIA nor be liable for any debt or other pecuniary obligation of the AIA. The AIA shall not have any title to or interest in the property of this Chapter, and the AIA shall not be liable for any debt or other obligation of this Chapter.

ARTICLE 8 SUPPLEMENTAL PROVISIONS

8.0 CHAPTER EXECUTIVE

The administrative and executive offices of this Chapter shall be in the charge of the Chapter Executive, who shall be employed by and report to the Board of Directors. The Chapter Executive shall be responsible for the administration of the affairs of this Chapter and such other duties as the Board of Directors may assign. Specifically, this Chapter Executive shall:

- 1) Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate.
- 2) Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors.
- 3) Attend all meetings of the Board of Directors as a member ex officio without vote.
- 4) Make reports to the Board of Directors on the affairs of this Chapter when requested by the Board of Directors.

8.1 RECORDS OPEN TO MEMBERS

The correspondence and minutes, the Treasurer's Accounts and the Secretary's records of this Chapter, except confidential matters relating to Membership applications and disciplinary actions and to the bestowal of Honorary Affiliate Memberships, shall be open to inspection upon application to the Board of Directors by any Member of this Chapter in good standing or by the AIA.

8.2 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, and this Chapter Committees in all cases in which such rules are applicable and are not inconsistent or in conflict with local regulations, these Bylaws or the rules, regulations and Policies adopted by this Chapter or by the Board of Directors.

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

8.31 Liability. In the absence of misconduct, fraud or bad faith, the present and former Officers, Directors, Committee Members and Employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.

8.32 Indemnification. If a Director or Officer of this Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the Director or Officer of his or her duties on behalf of this Chapter, then, to the full extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such Director or Officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

8.33 Insurance. The Board of Directors may authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former Officers, Directors, Employees and persons acting in any other capacity at the request of this Chapter as may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law.

ARTICLE 9 AMENDMENTS, ADDENDA AND SUPPLEMENTS

9.0 AMENDMENTS AT CHAPTER MEETINGS

9.01 Notice of Proposed Amendments. These Bylaws may be amended at any Annual General or Special Meeting of this Chapter by two-thirds vote of the Membership, provided that email Notice of the proposed amendments and the meeting date at which it will be voted on is given to the Membership not less than 30 days prior to the date of the meeting.

9.02 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds of the Assigned Members of this Chapter who are present at the meeting to amend a Bylaw relating to such Assigned Members.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Conformity with AIA Bylaws. The Board of Directors, without action by a meeting of this Chapter, may amend any of these Bylaws as may be necessary for conformity with AIA Bylaws. These Bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the AIA for review for conformity with AIA Bylaws.

9.12 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these Bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter eligible to vote thereon at an Annual or Special Meeting.

9.3 AIA ADDENDUM

9.31 Adoption of AIA Addendum. The AIA has provided an Addendum that supplements this Chapter's Bylaw Articles on Organization, Membership and Dues. In the event of a conflict between the Addendum and these Bylaws, the terms of the Addendum shall govern.

9.4 SUPPLEMENTS TO THE BYLAWS

9.41 Supplement A / Extracts from Membership Sections of AIA Bylaws. This extract from the AIA Bylaws has been included for ease of reference on AIA Membership issues. It is subject to automatic revision by AIA as required at future dates.

9.42 Supplement B / International Component Bylaws. The International Component Bylaws have been included for ease of reference. They are subject to automatic revision by the International Component as required at future dates.

These revised Bylaws were approved by the Chapter Membership at the 18 January 2024 Annual General Meeting.

ADDENDUM TO THE BYLAWS AIA United Kingdom

PREAMBLE

As a requirement of charter granted by The American Institute of Architects ("AIA") to the AIA United Kingdom ("Component"), this Addendum has been adopted by the Component pursuant to the Component's Bylaws provisions for amendment, and is understood to be a part hereof as though included in the Component's Bylaws. In the event of a conflict between this Addendum's provisions and the Bylaws preceding, the terms of this Addendum shall govern.

MEMBERSHIP: GENERAL PROVISIONS

Architect Members. Individuals admitted to membership with full voting status and privileges are called Architects. Architect members may also hold the titles Fellow and/or Emeritus.

Architect members have full rights and privileges, including but not limited to the following:

To serve as voting members on section, chapter, and state boards.

To serve as a component officer.

Associate Members. Individuals admitted with limited voting status and privileges are called Associates. Unless otherwise provided, the term "Associate member(s)" in these Bylaws shall be understood to include International Associate members.

Associates and International Associates together may not hold more than two seats or one-third of the total seats, whichever number is greater, on component boards.

Notwithstanding any other provisions of these Bylaws, each component shall have the discretion, but not the obligation, to include Associate and International Associate members as officers of that component. Such component officers shall be included in the numerical limitations contained above with respect to Associates and International Associates holding seats on component boards of directors.

Honorary Fellows, Honorary Members, and Allied Members. There are three categories of non-voting membership: Honorary Fellows, Honorary Members, and Allied Members.

Definition of Member and Assigned Member. Unless the context indicates otherwise, the term "member" in these Bylaws means any individual in any category of membership, and the term "assigned member" means any Architect (including those with Emeritus or Fellows status), or Associate.

Good Standing. To be in good standing in AIA, members must have paid all dues and other obligations due to AIA and all of its AIA organizations to which they are assigned. An individual under suspension for violation of the Code of Ethics and Professional Conduct is not in good standing.

Literature. Architect and Associate members in good standing shall have their names published shall receive the documents, periodicals, and literature from the Component(s) to which they belong, under terms which the Component board shall fix.

Assignment by AIA. All AIA members assigned to this Component shall maintain membership in this Component.

Termination of Membership. Membership shall be terminated: (1) by resignation from AIA; (2) by default in payment of obligations to AIA or its this Components under the conditions prescribed in these Bylaws; (3) for violation of the Code of Ethics and Professional Conduct pursuant to the AIA bylaws; or (4) by the death of the individual in the membership.

Termination for default of this Component's dues will be initiated only on request of the Board.

DUES

Component Dues. Every assigned member shall, as a condition of membership in AIA, pay the fixed annual dues of this Component.

Hardship Dues Reduction by the Component. The component, in exceptional circumstances and after consultation with AIA Secretary and other assigned components, may waive all or any part of the dues or fees in equal proportions across all components owed by a member at any level of membership in the AIA.

Component Dues Default. An assigned member failing to pay the dues owed to an assigned component shall be in default.

ORGANIZATION

Name. This Component shall adopt a name which shall include the phrase The American Institute of Architects either as a prefix or suffix. The name shall be subject to approval of AIA.

Representation of Component Members. This Component shall represent and act for its assigned membership under a charter issued to it by AIA.

Non-Conformity with AIA Policy. No act of this Component shall directly or indirectly nullify or contravene any act or policy of AIA.

Establishing Membership Qualifications. This Component shall not establish qualifications for membership that vary from AIA's.

Establishing Categories of Membership. This Component shall not establish or maintain categories of membership other than as set forth in the AIA bylaws.

Limiting Membership Rights. The Component may not limit the rights or privileges of any category of membership as set forth in the AIA Bylaws. The Component shall permit assigned members to participate in the affairs of the Component to the fullest extent permitted in the AIA bylaws.

Consistency with AIA Bylaws. The Component shall adopt bylaws consistent with AIA's bylaws.

Component Reorganization. Should the executive committee of any component fail to hold an annual election of officers, or otherwise grossly neglect its prescribed functions, the Secretary of AIA may, after calling the attention of the executive committee to the delinquency, notify each member of this Component and invite a reorganization of this Component.

Dissolution of Components. AIA may withdraw or suspend this Component's charter, whereupon the organization shall cease to be a component of AIA, but such withdrawal shall not be made until and unless this Component has been offered an opportunity to be heard in the matter.

Property Interests of Components. The Component shall not have any title to, nor interest in, any property of AIA nor be liable for any debt or other pecuniary obligation of AIA. AIA shall not have any title to, nor interest in, the property of any component unless the AIA board and this Component agree otherwise in writing, and AIA shall not be liable for any debt or other obligation of any component. AIA and a component are not agents for each other unless they so agree in writing.

Centralized Membership Database and Dues Collection. The Component shall participate with AIA in a centralized membership database and dues collection system that shall provide for 1) collection of all component and national dues, and 2) unified membership record keeping.

Residency Requirements for Component Officers. The Component may provide in these Bylaws that a component officer to reside or maintain a principal place of business within the geographic territory assigned to this Component by AIA during the period the officer serves as a component officer.

MEETINGS OF THE AIA

State Delegates. Each state organization chartered by AIA, including state-wide chapters functioning as state organizations, may be represented at a meeting of AIA by one state delegate, who shall be an Architect member.

Member Delegates. This Component may be represented by member delegates at a meeting of AIA on the following basis:

Each local chapter shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

Each state-wide chapter functioning as a state organization shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

In certain states, there may be both a state organization and local chapters. Where the state organization in such a state has formed one or more sections, the state organization shall be entitled to member delegates based upon the number of members in good standing within the territory of the section(s) who are assigned to the state organization. (Members of sections formed by local chapters in that state shall be apportioned to the local chapters, and shall not be included in determining the number of member delegates to which the state organization is entitled.)

This Component shall select this Component's representatives to serve as member delegates in the manner prescribed in this Component's bylaws.

Accreditation of Delegates. The President or Secretary shall certify the selection and identity of the member delegates from this Component and present to each one a credential card furnished by AIA.