

# **THE GLASGOW INSTITUTE OF ARCHITECTS**

A Chapter of the Royal Incorporation of  
Architects in Scotland

Territory: Councils of Argyll and Bute, City of Glasgow,  
Dumbarton and Clydebank, Dumfries and Galloway, East  
Ayrshire, East Dunbartonshire, East Renfrewshire,  
Inverclyde, North Ayrshire, North Lanarkshire,  
Renfrewshire, South Ayrshire, South Lanarkshire.

**BYE-LAWS 2003/2004 updated on 10<sup>th</sup> December 2020**

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*Honorary Secretary:*

Alissar Riachi, M.Arch

## **Constitution**

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

## **Name**

2. The corporate name of the Chapter shall be the Glasgow Institute of Architects (Glasgow Chapter of the Royal Incorporation of Architects in Scotland).

## **Territory**

3. The Chapter territorial area shall include the Councils of Argyll and Bute, City of Glasgow, Dumbarton and Clydebank, Dumfries and Galloway, East Ayrshire, East Dunbartonshire, East Renfrewshire, Inverclyde, North Ayrshire, North Lanarkshire, Renfrewshire, South Ayrshire, South Lanarkshire.

## **Objects**

4. The Objects of the Chapter shall be to organise and unite in fellowship all Architects within the Chapter area, and to combine their efforts for the general advancement of Architecture, and for the promotion of the aesthetics, scientific and practical efficiency of the profession of Architecture.

Further, the Objects of the Chapter shall be the objects of the Royal Incorporation as specified in its Charter, so far as competent and applicable to the Chapter and/or Chapter territory, including without prejudice to the said generality power to purchase, lease, rent or occupy and dispose of any heritable property for the advancement of the above Objects.

## **Property and Funds**

5. In furtherance of its Objects, the Chapter shall hold and administer under its sole control the whole separate funds and property of whatsoever kind of description, presently belonging to or in the control of the Chapter or which shall belong to or become under the control of the Chapter, and that in the name of the President and Honorary Secretary, for the time being, or in such manner and way .the Chapter shall think fit; and the Royal Incorporation shall not have any responsibility for or in connection with such separate funds and property, nor any right, title or interest therein. The Capital Funds of the Chapter shall be invested in or upon investments authorised by Part I or II of the first Schedule to the Trustee Investments Act 1961 as amended from time to time, or in or upon the obligations of whatever kind of Public Bodies, Boards or Authorities or Societies or in the Stocks and Shares of any description (including Ordinary or Deferred Stocks or Shares) of Legally incorporated Public Companies or Corporations whether within the British Commonwealth of Nations or elsewhere.

No Member of the Chapter shall have any personal claim on any property thereof, or make any profit out of his/her membership, except in the case of any professional or clerical assistant. Any member of the Chapter may, however, be reimbursed any expense actually incurred by him/her on the business or on behalf of the Chapter, if the Council so authorise.

### **Membership**

6. The members of the Chapter shall consist of those members of the Royal Incorporation in their respective classes who principally practise or are employed or reside within the territory of the Chapter or shall otherwise comply with the qualifications laid down in the Royal Incorporation Bye-Laws.

### **Discipline**

7. Members of the Chapter shall be subject to the procedures laid down in the Royal Incorporation Bye-Law Sixteen.

### **Entrance Fees and Subscriptions**

8. The amount of entrance fees and annual subscriptions shall be determined from time to time by the Royal Incorporation.

### **Council**

9. The affairs of the Chapter shall be managed by a Council of not more than twenty-four Fellows and/or Associates. The Council shall include a President, a Past President, and not more than three Vice-Presidents. Prior to the Annual General Meeting the Council for the ensuing session shall be elected by postal vote of the general body of Fellows and Associates of the Chapter, when the number of candidates exceeds the number of vacancies, or by adoption when the number of candidates equals, or is less than the number of vacancies. The Council shall appoint such Standing or Special Committees (including thereon, if desired, members of the Chapter other than Members of the Council thereof) as may be deemed necessary for the proper conduct of the business of the Chapter or as may be instructed by the Council of the Royal Incorporation. The Chapter Council may likewise fix the quorum of such Committees and may delegate any of their powers thereto and make rules for regulating the proceedings thereof. The Council further may appoint from time to time any two or more of their number to act as Attorneys either generally or specially and with such powers and for such periods as may be determined.

### **Council Members**

10. The ordinary members of the Council shall be elected for three years. No member shall be eligible for re-election until one year out of office except in exceptional circumstances. One third of the Council members shall retire each year in rotation.

## **Council Meetings**

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

## **President**

12. The President, who must be a Fellow or Associate of the Royal Incorporation, shall be elected annually at the Annual General Meeting to serve for one year, and may be re-elected. If present, the President shall preside at all meetings of the Chapter and of the Council and shall be ex officio a member of all Standing Committees of the Chapter. In the absence of the President, the senior Vice- President present, whom failing, the Chairman appointed by the Members of the Council present, shall preside. The President or other Chairman shall have a deliberative vote in all questions and a second or casting vote in cases of equality. The President of the Chapter shall in virtue of his office be one of the Vice-Presidents of the Royal Incorporation.

## **Past President**

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

## **Vice-Presidents**

14. The Vice-Presidents, who must be Fellows or Associates of the Royal Incorporation, shall be elected annually from the membership of the Council at the Annual General Meeting to serve for one year, and may be re-elected. The Council shall, at the first meeting of each session, decide the order of precedence, either by ballot or otherwise.

## **Secretary and Treasurer**

15. An Honorary Secretary and Treasurer shall be nominated by the Council and elected annually at the Annual General Meeting, to serve for one year, and may be re- elected.

The Council may provide such professional or clerical assistance as may be appropriate.

Offices of Honorary Secretary and Honorary Treasurer may, if so desired by the Council, be held by separate individuals. The Honorary Secretary shall keep the Minutes of all Council and General Meetings, shall keep an up-to-date register of Members and shall notify

changes to the Secretary of the Royal Incorporation and of any other Chapter concerned; and he/she shall conduct such correspondence and Chapter business as may be necessary.

The Honorary Treasurer shall keep regular Accounts and pay the funds as received by him/her into an Account to be kept in the name of the Chapter with such Bank as the Council may appoint, to be operated upon by him/her and any one member of the Council. He/she shall find caution for his/her intrusions if required to such extent as the Council may fix, the cost of so doing being borne by the Chapter.

### **Chapter Representatives to Incorporation Council**

16. The Council shall elect from their members each year such number of Chapter Representatives to the Council of the Royal Incorporation as shall be determined by the Royal Incorporation Council in accordance with the provision of the Royal Incorporation Bye-Laws.

### **Vacancies in Council**

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

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

Vacancies in the Chapter Council shall be filled by the Council as soon as convenient after the vacancy occurs. In order to maintain the regular rotation of members on the Council any member appointed under this Regulation shall be entitled to hold office only for the remainder of the period during which the previous holder would in ordinary circumstances have held office. In cases where such period is less than a complete year, the period prescribed for retiring members remaining out of office shall be waived, and the member shall again be eligible for election on the completion of his/her temporary term of office. If again elected, the member shall be regarded as a new member, and his/her order of seniority on the Council shall be determined on that basis.

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

The office of a member of the Council will be vacated if he/she ceases to be a member of the Chapter or is suspended or excluded for any period from membership of the Royal Incorporation.

### **Annual Report**

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

### **Annual General Meeting**

19. The Annual General Meeting of the Chapter shall be held not later than the date required by the RIAS Bye-Laws. At said meeting the Council shall submit their Annual Report and audited Accounts, and elect their Office-Bearers for the ensuing session; the result of such elections shall forthwith be reported to the Secretary of the Royal Incorporation.

### **General and Special Meetings**

20. The Council may, in such manner and at such times as they think fit, summon General Meetings of the Chapter. All business to be brought before any meetings of the Chapter or Council shall be specified in the Notice calling such meeting.

Students may attend General Meetings and may at the discretion of the Chairman take part in the discussions, but they shall not be entitled to vote. The quorum at all General Meetings shall be twelve Fellows and/or Associates.

The Council may on giving at least fourteen days' notice to every member entitled to be present call a Special General Meeting for a specific purpose and shall be bound to do so on the written request of twelve Fellows and/or Associates. The quorum at all Special General Meetings shall be twenty Fellows and/or Associates.

Except as herein before provided all matters concerning the conduct of and voting at such meetings shall conform to the Royal Incorporation Bye-Laws.

### **Auditor**

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

### **Further Regulations**

22. The Chapter may make such further Bye-Laws as shall be deemed necessary according to local conditions, which Bye-Laws shall be approved by the Council of the Royal Incorporation. Any proposed new Bye-Laws or alteration to an existing Bye-Law must be

submitted in writing to the Honorary Secretary of the Chapter by the Proposer and Seconded thereof not less than twenty-eight days clear before the Meeting hereinafter specified, and shall be subject to the approval of a majority of the members of the Chapter present, and entitled to vote at the Annual General Meeting or at a Special Meeting of the Chapter called for the purpose.

### **Royal Incorporation Bye-Laws**

23. In the event of any of the foregoing Bye-Laws being at variance with or derogatory to the Bye-Laws of the Royal Incorporation, the Bye-Laws of the Royal Incorporation shall have precedence of and overrule any question in doubt.

### **Dissolution**

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