



# THE ASSOCIATION OF ARCHITECTURE SCHOOLS OF AUSTRALASIA INCORPORATED ARTICLES OF ASSOCIATION

Amended 2019

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## 1 NAME

- 1.1 The name of the Association shall be the *Association of Architecture Schools of Australasia Incorporated*, referred to hereafter in this document as the *Association* or *AASA*.

## 2 DICTIONARY

- 2.1 In these *Articles of Association*, the following words have these meanings when these appear with a capital letter in the text:
- 2.1.1 “*Articles*” means these *Articles of Association*, as presented and as may be amended from time to time;
- 2.1.2 “*Association*” or “*AASA*” means the Association of Architecture Schools of Australasia;
- 2.1.3 “*Accreditation*” means a program of studies leading to a degree recognized by the relevant Board of Architects;
- 2.1.4 “*Institutional Member*” or “*Member*” means a faculty, school, department or other academic unit offering an accredited degree in architecture in Australasia who have satisfied the conditions of membership in these *Articles*;
- 2.1.5 “*Affiliate Member*” means other institutions who share the object of the Association and have satisfied the conditions of affiliate membership in these *Articles*;
- 2.1.6 “*Participant*” means any and all staff members at Member or Affiliate Member institutions who share the objects of the Association;
- 2.1.7 “*Council*” means the Council established under these *Articles*;
- 2.1.8 “*Councilors*” means the representative to the Council from the Member institutions per these *Articles*;
- 2.1.9 “*Executive*” means the officers of the Council elected under these *Articles*; and
- 2.1.10 “*Year*” as used in the term of persons elected to the Executive shall be the calendar year starting immediately after election.

## 3 OBJECTS OF THE ASSOCIATION

- 3.1 The objects of the Association shall be to operate on a non-profit basis to provide leadership and advocacy for the architectural discipline in Australasia and in particular Australasian universities and institutes of technology, and in particular:
- 3.1.1 To identify, develop and support quality professional undergraduate and graduate education of architects and related professions;
- 3.1.2 To identify, develop and support research, scholarship and creative work in relation to architecture and the designed environment in the context of the architectural discipline;
- 3.1.3 To identify, develop and support community and professional service in relation to the architectural discipline.
- 3.1.4 To organise and support events organised by subcommittees of the Association such as, but not limited to, scholarly conferences, symposia, meetings of ‘heads of schools’ and other representatives of architectural education, other special meetings, publications, student competitions and any other events and representations that may further the architectural discipline and the objects of the Association as may be deemed appropriate by the Association from time to time; and
- 3.1.5 To identify, develop and support policy and advocate on behalf of the architectural discipline, teaching and learning, research, scholarship, creative work and community and professional service in relation to the architectural discipline to any organisation, department or government either federal, state or municipal or any other group or the public.

## 4 INCOME AND PROPERTY OF THE ASSOCIATION

- 4.1 The income and property of the Association, however derived, shall be applied toward the promotion of the objects of the Association, and no portion thereof shall be paid or transferred, directly or indirectly by any means to any member of the Association.

- 4.2 This does not prevent the payment in good faith to an Institutional Member or employee of an Institutional Member or employee of the Association of:
- 4.2.1 Remuneration in return for services actually rendered to the Association by the Member or employee for goods or services supplied to the Association by the Member or employee in the ordinary course of business as approved by the Council; and
- 4.2.2 A reasonable and proper sum by way of rent for premises or services let to the Association by the Member or employee as approved by the Council; and
- 4.2.3 A reasonable and proper sum by way of sponsoring activities that are promoting causes relating to Architectural Profession and Education such as, but not limited to, gender equity and student activities as approved by the Council.

## **5 MEMBERSHIP IN THE ASSOCIATION**

- 5.1 Institutional Membership, also simply called *Membership* in the Association is open to any faculty, school, department or other academic unit offering an accredited degree in architecture in Australasia (and others who may be invited by the Council from time to time) which shares the objects of the Association and which has paid the prescribed Membership subscription levy as set by the Association from time to time.
- 5.2 Non-voting Affiliate Membership is open to other institutions who share the objects of the Association, have been nominated by an Institutional Member, are approved by the Council and have paid the prescribed Affiliate Membership subscription levy.
- 5.2.1 Non-accredited programs can request Affiliate Membership until the time they become fully accredited.
- 5.2.2 The Affiliate Membership will incur the prescribed annual Affiliate Membership subscription levy as set by the Association from time to time. Affiliate members will be invited as observers to the Association's AGM and will have limited rights until they qualify for and achieve full membership status.
- 5.3 Membership and affiliate membership shall be by application to the Council of the Association.
- 5.4 The Council of the Association may, by resolution at a regular or an extraordinary Council Meeting, consider and determine from time to time classes or levels of membership of the Association, including subscription or membership levies or contributory levels.
- 5.5 Individual staff of Institutional Members and Affiliate Members are deemed to be Participants of the Association and are invited and welcome to participate in all appropriate activities and affairs of the Association including applying for grants set up by the Association.
- 5.6 An institute ceases to be a Member or Affiliate Member if that institution:
- 5.6.1 Ceases to exist;
- 5.6.2 Ceases to meet the criteria for Member or affiliate membership;
- 5.6.3 Resigns in writing; or
- 5.6.4 Fails to comply with any condition of membership or affiliate membership imposed by the Association within 30 days of being notified to do so.
- 5.7 The Secretary of the Council shall establish and maintain a register of all Members and Affiliate Members specifying the name and address of that Member or Affiliate Member (as notified by that Member or Affiliate Member from time to time) and the date on which the institution became a Member or Affiliate Member.
- 5.8 The Secretary of the Council shall also establish and keep a register of all committee members.

## **6 COUNCIL AND EXECUTIVE OF THE ASSOCIATION**

- 6.1 The management and conduct of the business and other affairs of the Association is

vested in the Council of the Association.

6.2 On behalf of the Association, the Council may do anything conducive to promoting the objects of the Association, including but not limited to the organising of annual conferences, the organisation of the publication or periodic publication and the convening of special meetings, symposia, etc.

6.3 The Council shall consist of one Councillor representative from each Member institution being the head of school, faculty, department or other academic unit offering an accredited degree in architecture in Australasia or their nominee.

6.4 The Council shall elect from the Councillors an Executive consisting of the following four officers:

6.4.1 President, who shall serve for two calendar years;

6.4.2 Vice-President who shall serve for two calendar years;

6.4.3 Honorary Secretary, who shall serve for two calendar years; and

6.4.4 Honorary Treasurer, who shall serve for two calendar years.

6.4.5 The Council may at its discretion permit sharing of these positions between more than one Councillor

6.4.6 The Council may at its discretion permit the election of an officer who is not a member of the Council, but an alternate nominee from a Member institution (subject to the approval of the head of school, faculty, department or other academic unit).

6.4.7 The Council may at its discretion appoint other members to the Executive, who shall serve for up to two calendar years.

6.4.8 Each Member of the Executive shall retire at the end of their term of office but shall be eligible for re-election

## **7 ELECTION OF AND RETIREMENT FROM THE COUNCIL**

7.1 In the first year of incorporation of the Association the election of persons to the Executive shall take place at the Annual General Meeting of the Association.

7.2 In subsequent years, the Secretary of the Council shall conduct elections at each Annual General Meeting for those places on the Council which will fall vacant.

7.3 The Secretary shall conduct the elections in the following manner;

7.3.1 The Secretary shall circulate a nomination form to all Members preferably no less than seven (7) days before but no later than the commencement of the Annual General Meeting;

7.3.2 Candidates shall state in the nomination form that they are willing to stand for election for the position(s) nominated;

7.3.3 The names of the nominees shall be stated to the members at the appropriate point in the Annual General Meeting;

7.3.4 Additional nominations may be taken from the floor;

7.3.5 If insufficient nominations are received to fill all vacancies on the Council, the candidates already nominated shall be deemed to be elected and further nominations shall be called for from the floor;

7.3.6 If the number of nominations received for each position is equal to the vacancies to be filled, the nominees shall be taken to be elected;

7.3.7 If insufficient further nominations are received, the Executive may nominate and select any Councillor who is not already a member of Executive to serve on the Executive; any person so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for formal election;

7.3.8 If the number of nominations received exceeds the number of vacancies to be filled for a given position, a ballot shall be held; and

7.3.9 The ballot for the election of member of the Executive shall be conducted at the Annual General Meeting in such a manner as the Secretary shall direct.

- 7.4 Each member of the Executive shall retire as of the end of calendar year of the Council member's term, but is eligible for re-election.
- 7.5 The office of a member of the Executive shall be vacated if the member:
- 7.5.1 Dies;
- 7.5.2 Resigns by notifying the Council in writing;
- 7.5.3 Ceases to be a representative from an Institutional Member of the Association (e.g., ceases to be head of school or other delegated representative of the Member, or (in the case of 6.4.6) ceases to be employed by an Institutional Member of the Association);
- 7.5.4 Is absent without the permission of the Council from two consecutive meetings of the Council; or
- 7.5.5 Is removed by a resolution of a General Meeting of the Association.
- 7.5.6 In the case of 7.5.3 above, the Council may at its discretion permit the continuation of the position until the end of the term of the appointment.

## **8 POWERS AND DUTIES OF THE COUNCIL AND OF THE EXECUTIVE**

- 8.1 The business of the Association shall be vested in and managed by the Council on behalf of the Association which may exercise all powers of the Association.
- 8.2 The Council has these powers to promote the objects of the Association:
- 8.2.1 To promote and admit membership in the Association;
- 8.2.2 To set membership levies for institutional and other possible membership categories and to adjust those levies as deemed necessary from time to time;
- 8.2.3 To encourage and accept donations, gifts and bequests to the Association, and to engage in fundraising activities;
- 8.2.4 To allocate the funds of the Association in accordance with the Association's budget approved in accordance with these *Articles*; and
- 8.2.5 To do anything conducive to promoting the objects of the Association, including but not limited to the convening of annual conferences, the publication of periodic publications, the convening of special meetings, symposia, etc.
- 8.3 The Council may delegate any of its powers except the power to make by-laws to committees of working parties consisting of at least one Council member and other such persons as it may determine upon such considerations as the Council may see fit and may fix a quorum for any such committee.
- 8.4 When submissions or representations are to be made to external authorities or bodies by AASA, the President or Executive may nominate such panels to represent it, which panels may be drawn from the Councillors of the Council, the membership of the Association and/or selected others as appropriate.
- 8.5 The Executive may propose and the Council shall approve the time and venue of ordinary Annual General Meetings and other formal meetings.
- 8.6 The Executive may recommend and the Council may approve the appointment of an Executive Officer (who shall be accountable to the President on behalf of the Association) on these conditions:
- 8.6.1 The Executive Officer need not be but may be an employee of a Member of the Association; and
- 8.6.2 The terms and conditions of the appointment of an Executive Officer must be approved by the Council.
- 8.7 The Executive may recommend and the Council may approve a Secretariat for the Association (which shall be accountable to the President on behalf of the Association):
- 8.7.1 The principal place of business will be deemed to be the location of the Secretariat;
- 8.7.2 In the absence of a formally appointed or commissioned Secretariat, the Secretariat shall be the home faculty, school, department or other unit of the President of the Association;

- 8.7.3 The terms and conditions of the appointment or commission of a formal Secretariat must be approved by the Council.
- 8.8 The Executive may engage all other officers and participants as it may consider necessary and shall regulate their duties and fix their salaries if any.
- 8.9 The duties of the President include:
- 8.9.1 Presiding over Executive, Council and Annual General Meetings of the Association;
- 8.9.2 Liaising with the Executive in preparation of the agenda for Council and Annual General Meetings; and
- 8.9.3 Overseeing the business of the Council and Association
- 8.10 The duties of the Vice-President include:
- 8.10.1 Assisting the President to oversee the business of the Council and Association; and
- 8.10.2 Acting for the President in the President's absence.
- 8.11 The duties of the Secretary include:
- 8.11.1 Causing minutes to be made and kept of all proceedings, resolutions and action items of the Council and Annual General Meetings;
- 8.11.2 Causing records to be made of all staff engaged by the Council; and
- 8.11.3 Other matters as may be required by the statute of these *Articles*.
- 8.12 The duties of the Treasurer include:
- 8.12.1 Collecting and receiving all monies due to the Association and making all payments authorized by the Executive or Council;
- 8.12.2 Causing correct books and accounts to be made and kept showing the financial affairs of the Council and Association;
- 8.12.3 Causing an annual audit to take place as set out in these *Articles* and providing the auditor with all information that may be needed to carry out the audit;
- 8.12.4 Preparing accounts suitable for presentation at the Annual General Meeting;
- 8.12.5 Being responsible for the proper running of the financial affairs of the Association; and
- 8.12.6 Other matters as required by statute or these *Articles*.
- 8.13 The Council may appoint an appropriate person on a casual basis to be an alternate or substitute member of the Executive during such a period as a regular member may not be available or able to perform duties; such a person while they hold office as an alternate or substitute member of the Executive shall be entitled to notices of the meetings of the Executive and to attend and exercise all the powers of the person for whom they take the place.
- 8.14 Where a member of the Executive or Council or a representative of an Institutional Member or the Member institution has any direct or indirect pecuniary interest in a contract or proposed contract to which the Council is or may be a party, the member shall as soon as the interest become apparent to him or her, disclose the nature and extent of that interest to the Council, shall not take any part in making the decision with respect to the contract or proposed contract, and at the request of any member of the Council the representative(s) shall leave the meeting during the discussion of the contract or proposed contract.

## **9 ANNUAL AND EXTRAORDINARY GENERAL MEETINGS OF THE ASSOCIATION AND OF THE COUNCIL**

- 9.1 The Association may convene either an ordinary or extraordinary General Meeting as often and at such times and places as it determines as notified by the Secretary on the instructions of the President, but no less than once a calendar year within six (6) months of the end of the Association's financial year.
- 9.2 In addition to the Annual General Meeting, the Council may meet as often and at such time and places as it determines as notified by the Secretary on the instructions of the President,

but no less than one time a year, and shall determine its own procedures.

- 9.3 For the purpose of securing the widest participation of activities of the Association and carrying out its objectives, the Council or the President may from time to time invite representations of any Association, organisation, department of government either federal, state or municipal or any other group (e.g. but not limited to RAIA, NZIA, PNGIA, AACA, National and State Registration Boards, SONA, etc.) to attend a General or Council Meeting, and any such visiting representatives may engage in all discussions and other events but shall not be entitled to vote.
- 9.4 No less than twenty-eight (28) days notice shall be given to every member of the Association of any meeting of the Council or the Association, the notice shall specify the date, time, venue and general nature of the business of such meetings.
- 9.5 Where the President considers that an emergency exists, he or she may take such steps as he or she considers necessary to notify members of the Council of a proposed extraordinary meeting notwithstanding that twenty-eight days notice may not have been given.
- 9.6 All General Meetings and Council Meetings must be chaired by the President or, in the absence of the President, the Vice-President or, in the absence of both, a Council member nominated by the President.
- 9.7 A quorum for all meetings shall be no less than 50% of Council members, at least one of whom must be the President, Vice-President or their nominee.
- 9.8 In addition to any other business which may be transacted at the Annual General Meeting, the business shall be:
- 9.8.1 To confirm the minutes of the previous Annual General Meeting or any intervening extraordinary Meeting or Council Meeting and to consider matters arising not covered elsewhere in the agenda;
- 9.8.2 To receive reports on the activities of the Association including any reports from committees, subcommittees or working parties;
- 9.8.3 To convene other committees, subcommittees or working parties as may be needed to conduct the business of the Association, determine their membership in accord with these *Articles* and set their agendas and time frames;
- 9.8.4 To receive the annual report and financial statement for the financial year of the Association immediately preceding that Annual General Meeting; and
- 9.8.5 To elect incoming members of the Executive.
- 9.9 In addition to any other business which may be transacted at a Council Meeting, the business shall be;
- 9.9.1 To confirm the minutes of the previous Council Meeting unless they were confirmed at an intervening Annual General Meeting and to consider matters arising not covered elsewhere in the agenda;
- 9.9.2 To receive reports on the activities of the Council including any reports from committees, subcommittees or working parties, and to convene other committees, subcommittees or working parties as may be needed to conduct the business of the Council, determine their membership and set their agendas and time frames;
- 9.10 The proceedings at General and Council Meetings shall be conducted in accordance with the following;
- 9.10.1 No business may be transacted at a General Meeting of the Association or at a Council Meeting unless a quorum of Members is present at the time nominated in a notice of the meeting;
- 9.10.2 If a quorum is not present in a meeting within 30 minutes of the time nominated in a notice of the meeting, that meeting must be dissolved, and may be re-convened;
- 9.10.3 An ordinary resolution must be proposed and seconded, and may be carried by simple majority of those present and entitled to vote; and

- 9.10.4 The secretary of other officer appointed for the purpose must record the results of a resolution in the Association's or the Council's minutes of meeting.
- 9.11 Voting at General Meetings of the Association and at Council Meetings may be conducted by:
- 9.11.1 A show of hands; or
- 9.11.2 Secret or closed ballot, if directed by the person chairing that meeting, or if moved and passed by a majority of those present and having a right to vote at that meeting; such ballots shall be opened and counted by the Secretary;
- 9.11.3 Each person entitled to vote at a meeting has done one deliberative vote;
- 9.11.4 If an equality of votes occurs, the Chair shall in addition be entitled to a casting vote;
- 9.11.5 An institutional Member for whom a representative Councillor is not present may appoint a proxy, who shall be another Councillor, in writing in the common or usual proxy form and the document appointing the proxy must be signed by the appointer;
- 9.11.6 The document appointing a proxy may specify the manner in which the proxy is to vote in connection with a resolution to be decided at the meeting; if this occurs, the proxy must vote as specified in the document;
- 9.11.7 No proxy document will be treated as valid unless that document is delivered no later than the commencement of the meeting specified in the proxy notice; and
- 9.11.8 A vote given by a proxy under an instrument is valid notwithstanding revocation of the document appointing the proxy provided no written notification of that fact was received by the Association before the commencement of the meeting or the adjourned meeting (as the case may be) at which the document appointing the proxy was to be used.
- 9.12 A resolution in writing signed by a majority of the members of the Council shall be as valid and effectual as if it had been passed at a General or Council Meeting.
- 9.13 The Secretary shall cause minutes of the Association and Council to be made which shall be signed by the President or Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.
- 9.14 A meeting of the Association or Council may be held by telephone, video, web or other conferencing means.
- 9.15 No Council member is entitled to receive any remuneration for acting in that capacity, but may be reimbursed for any reasonable expenses he or she incurs in that capacity, subject to the determination of the Council.
- 9.16 A Council member must disclose to the Association and the Council, and must not vote in connection with, any transaction in which that person might receive personal pecuniary gain directly or indirectly from that transaction.

## **10 FINANCIAL MANAGEMENT AND REPORTING OBLIGATIONS**

- 10.1 As far as the law will permit and subject to these *Articles*, the funds of the Association shall be derived from subscriptions or membership levy, donations, grants and such sources as the Council may determine and approve.
- 10.2 The funds and banking arrangements of the Association shall remain in New Zealand or Australia; appropriate protocols for operating cheque books and other financial matters will be arranged in the case where the Presidency or Treasurer of the Association happen not to be in New Zealand or Australia.
- 10.3 Subject to any resolution passed by the Council, the funds of the Association will be used in pursuance of the objects of the Association.
- 10.4 The Council may lend with or without interest or invest monies and funds of the Association as may not be immediately needed in such securities or investments and upon such terms and conditions that the Council may determine and approve.



- 10.5 Annual subscription or membership levy payable by Institutional Members and Affiliate Members shall be fixed from time to time by resolution at the Annual General Meeting; a resolution to alter the subscription shall be an ordinary resolution by standard notice.
- 10.6 The financial year of the Association shall end on 30 June of each year.
- 10.7 Proper books of accounts shall be kept by the Treasurer with respect to:
- 10.7.1 All sums of money received and expended by the Association and the manner in respect of which the receipt and expenditure takes place;
- 10.7.2 All sales and purchases of real and personal property by the Association;
- 10.7.3 The assets and liabilities of the Association; and
- 10.7.4 Will be kept in Australian dollars.
- 10.8 Financial accounts of the Association shall be presented to the members at each Annual General Meeting. Once the Association has adopted the accounts, they shall be submitted to the Australian Registrar along with a certificate signed by some officer of the Association to the effect that the statement has been submitted to and approved by the members of the Association at a general meeting. The submitted accounts must include the income and expenditure, assets and liabilities and all mortgages, charges and securities of the Association during the Association's last financial year. The submission of these accounts will maintain the Association's continued incorporation.
- 10.9 Books of accounts will be available for inspection by any member of the Association subject to any reasonable restrictions of time and manner of inspection.
- 10.10 The Council must:
- 10.10.1 Establish and maintain proper accounting records and systems of control;
- 10.10.2 Cause the accounts of the Association to be prepared and made out as at the end of the financial year preceding the next Annual General Meeting of the Association; and
- 10.10.3 If requested by a member of the Council to do so, cause those accounts to be audited by a person appointed under Section 35 of the *Public finance and Audit Act 1984 (NSW)*.
- 10.11 The Treasurer on behalf of the Executive must prepare and submit to the Annual General Meeting of the Association a budget for the next financial year of the Association; such budget shall show the fundraising intentions of the Association for that financial year and the resources proposed to be used in the objects of the Association for that financial year.
- 10.12 The accounts of the Association must be furnished in writing to all Members as part of the papers for the Annual General Meeting at which those accounts are due to be approved.
- 10.13 Subject to any trust, all funds and assets acquired by the Association must be applied exclusively to promote the objects of the Association, and no portion of these may be transferred, either directly or indirectly, by any means, to another person or by way of profit to members.
- 10.14 All subscriptions and other monies given or raised by the Association must be passed directly to the Treasurer of the Association, to be applied in accordance with the terms of Council to promote the objects of the Association.
- 10.15 The Auditor of the Association shall be a registered auditor appointed by the President on advice of the Treasurer; the Auditor will not be a member of the Council or a partner, employer or employee of an officer of the Council or employee of an officer of the Council.

- 10.16 If a member does not request a financial audit within 24 months of the previous audit, the treasurer should ensure that an audit take place in the interest of maintaining regular financial audits.
- 10.17 The Auditor will certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the Annual General Meeting; in their report and certifying the accounts, the Auditor shall state:
- 10.17.1 Whether the accounts are properly drawn up as to exhibit a correct view of the financial position of the Association;
- 10.17.2 Whether he or she has obtained information required to properly conduct the audit; and
- 10.17.3 Whether the rules relating to the funds of the Association have been observed.
- 10.18 The Auditor:
- 10.18.1 Has the right of access to accounts, books, record vouchers and other documents of the Association;
- 10.18.2 May require from participants and members of the Association information as may be necessary for performing duties of Auditor; and
- 10.18.3 May employ persons to assist the drawing up of accounts.

## 11 PRIVILEGES

- 11.1 The Council, its officers and the Association are entitled to use the name of the Association on these terms and conditions:
- 11.1.1 The Council, its officers and the Association observes at all times its obligations under these *Articles of Association*; and
- 11.1.2 The Council, its officers and the Association does not use the name of the Association for any purpose other than the promotion of its objects.

## 12 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- 12.1 These *Articles of Association* may be amended by a special resolution of an extraordinary or Annual General Meeting of the Association provided the proposed amendments are included in the notice calling the Meeting and are carried by at least 67% of those present at the meeting who are entitled to vote.
- 12.2 Minor emendations or corrections that do not alter the spirit of the *Articles* may be made at an extraordinary or Annual General Meeting of the Association provided the proposed amendments are considered to be minor emendations by at least 67% of those present entitled to vote and provided the emendations are carried by at least 67% of those present at the meeting who are entitled to vote.
- 12.3 Amendments and emendations shall take effect immediately upon the vote, unless some later date is specified in the special resolution adopting the alterations.

## 13 NOTICES

- 13.1 A notice by or to the Association or an officer under or about these *Articles of Association* must be in writing and delivered personally or sent by ordinary prepaid post to the usual business address of the Association from time to time.
- 13.2 Unless a later time is specified in it, a notice takes effect from the time it is received.
- 13.3 A notice given under this clause is taken to be received (as the case may be) on the date of delivery or three (3) days after posting.

**14 COMMON SEAL**

- 14.1 The Common Seal of the Society shall be a design approved by the Committee. It shall be kept by the Secretary who shall affix it to any deed or document only upon a resolution of the Committee on that behalf. The affixing of the Seal shall be countersigned by the Secretary and the President or, in the unavoidable absence of the President, the Secretary and the Treasurer.

**15 DISSOLUTION**

- 15.1 The Association may be dissolved by a special resolution of an extraordinary or an Annual General Meeting of the Association approved by at least 66% of those present at the meeting and who are entitled to vote.
- 15.2 If the Association is dissolved, any surplus assets or funds of the Association after satisfaction of all liabilities shall be distributed, in accordance with a resolution of the Association, to incorporated member organisations which:
- 15.2.1 Are Australasian universities conducting accredited architecture educational programs;
  - 15.2.2 Have rules prohibiting the distribution of their assets among individual staff members; and
  - 15.2.3 Are eligible for tax deductibility of donations under Subsections 78(4) or (5) of the *Income Tax Assessment Act 1936* or comparable Income Tax Acts of other Australasian countries.