

UIA Extraordinary General Assembly

Venue: Madrid, Spain

Date: 15th and 16th May 2022

Proposed Amendment to UIA Articles and Bylaws

INTERNATIONAL UNION OF ARCHITECTS

Proposed Manner of Voting Amendments to the UIA Articles and Bylaws

Amendments to the Article (17)

- Vote No. A1: Amendments relating to corrections and/or contradictions (5)
 2.3, 10.1, 18 (title), 18.4, Cover

 Vote No. A2: Amendments relating to mandate from the last General Assembly 2021 (1)
 4.1
- Vote No. A3: Amendments relating to correction of terms between Council Members and members of Council (6) 7.2.8, 8.2, 8.6, 14 (title), 14.1, 14.3
- Vote No. A4: Amendments relating to making provision for virtual and/or hybrid meeting (2) 8.3, 9.3
- Vote No. A5: Amendments relating to making provision for shorter notices (1) 18.1
- Vote No. A6: Amendments relating to making provision for online voting and electronic communication etc. (2) 17.1, 17.2

Proposed Manner of Voting Amendments to the UIA Articles and Bylaws

Amendments to the Bylaws (36)

Vote No. B1: Amendments relating to making provision for shorter notices (17)

XI.2, XI.11, XIII.4, XIV.9

XV.2, XV.5, XV.7, XV.8, XV.9

XVI.4, XVIV.8, XXV.3

XXVI.3, XXVI.4, XXVI.5, XXVI.6, XXVI.8

Vote No. B2: Amendments relating to making provision for virtual and/or hybrid meeting (5)

XIII.3

XIV.3.15, XIV.4, XIV.6

XVI.1

Vote No. B3: Amendments relating to making provision for online voting and electronic communication etc. (4)

XIII.5, XIV.7

XXIV.2, XXIV.3

Vote No. B4: Amendments relating to correction of terms between Council Members and members of Council (10)

XIV.2, XIV.5

XV.3, XV.10, XV.11

XVI.3

XVIII.2, XVIII.3, XVIII.4

XXV.2

Part A: Amendments to the Articles

All amendments to the **Articles** presented in accordance with Article 18.1 must be adopted by the Assembly by a **2/3** majority of those voting.

Amendments to the Articles

Vote No. A1:

Amendments relating to corrections and/or contradictions

Corrections of Errors

2. MEMBERSHIP

Only one UIA Member Section may represent the architects of a country, group of countries, or territory (cf. Bylaw II).

'Section' must be added. UIA Member under Bylaw I.2 refers to: Member Section, Allied Member Sections, or Honorary Members Wrong referencing as Bylaw III refers to Allied Member Sections

Corrections of Contradiction

10. THE PRESIDENT

10.1 The President of the Union is elected for a term of office as provided for in Article 16.1 and is not eligible for immediate re-election.

To correct contradiction with Article 16.6. The original Article 10.1 suggests that the President can still run for election after skipping one term. Article 16.6 states clearly that 'Persons who have previously served as President of the UIA cannot run for any elected post except for the position of Honorary President'.

Corrections for Consistency

- 18. CHANGES IN THE ARTICLES, AND BYLAWS AND REGULATIONS
- The Council shall have the authority to vote amendments to the Regulations in the form of Appendices or supplement of these Articles and Bylaws.

To be consistent with other parts of the Article & Bylaws
Article 18.4 Refer to Appendices but other parts of Article & Bylaw refer to regulations in the form of appendix.
Changing 18.4 to include' regulations in the form of Appendices is appropriate and consistent.

Corrections for Consistency

The title 'APPENDICES' of font page of the UIA Statute will be amended to 'REGULATIONS'

REGULATIONS

APPENDICES

ARTICLES

AND

BYLAWS

PREAMBLE

ARTICLES

BYLAWS

REGULATIONS APPENDICES

Amendments to the Articles

Vote No. A2:

Amendments relating to mandate from the last General Assembly 2021

Mandate from 2021 General Assembly

4. LANGUAGES

4.1 The Official Languages Of of The Union Are English, French, Russian, And Spanish, Arabic, And Mandarin and Portuguese.

Mandate from 2021 General Assembly to add Portuguese language

Amendments to the Articles

Vote No. A3:

Amendments relating to correction of terms between Council Members and members of Council

7. THE ASSEMBLY

7.2 The Assembly shall hold an Ordinary Meeting to:

7.2.8 Elect the President, Secretary General, Treasurer, Vice-Presidents, and Council Members Members of Council.

Note:

Members of Council: Per Article 7.1 - Include President, Immediate Past President, Secretary General, Treasurer, Vice Presidents for 5 Regions and 4 Council Members for each of the 5 Regions

Council Members: Per Article 8.1 - refer to the 4 members per each Region

7.2.8 Should be Council Members as per Article 8.1.

8. THE COUNCIL

- 8.2 Any one Member Section may only be represented on Council by one Vice-President or Council Member of Council at a time.
- 8.6 The All members of Council members, except the Immediate Past President are elected in accordance with the Articles and Bylaws.
- 8.2: Should be Council Members as per Article 8.1. Member of Council includes President, Immediate Past President, Secretary General, Treasurer, Vice Presidents, Council Members.
- 8.6: Should be members of Council as election applies to all positions and not just Council Members. Immediate Past President is not elected

14. MEMBERS OF COUNCIL MEMBERS

- 14.1 The Members of Council Members are elected for a term of office as defined in Article 16.1 and are eligible for immediate re-election only twice.
- 14.3 Members of The Council Members represent their Region and not their Member Section.

Should be Council Members as members of Council include President, Immediate Past President, Secretary General, Treasurer, Vice Presidents and Council Members.

Election of President, Vice-Presidents, The Secretary General and the Treasurer are covered under Article 10, 11, 12 and 13.

Amendments to the Articles

Vote No. A4:

Amendments relating to making provision for virtual and/or hybrid meeting

8. THE COUNCIL

8.3 Between meetings of the Assembly, the Council is responsible for managing and directing the affairs of the Union; it shall exercise all powers of the Union except those required by these Articles and Bylaws to be exercised by the Assembly. The meetings can be convened in person or via virtual platform or a hybrid of both.

Provision for virtual and/or hybrid meeting

9. THE BUREAU

9.3 In the interval between two Council meetings, the executive functions of the Council shall be performed by the Bureau. The meetings can be convened in person or via virtual platform or a hybrid of both.

Self-explanatory

Amendments to the Articles

Vote No. A5:

Amendments relating to making provision for shorter notices

18. CHANGES IN THE ARTICLES AND BYLAWS AND REGULATIONS

18.1 Proposals for amending the present Articles and Bylaws may be submitted by one or more Member Sections or by the Council. They must be filed with the General Secretariat at least 90 150 days before the meeting of the assembly convened to discuss them. The proposed changes and any relevant comments and information must be dispatched to all Member Sections by the General Secretariat at least 45 90 days before the meeting of the Assembly and placed on the agenda of the latter.

With electronic communication, 90 days is adequate. This will allow more issues to be raised closer to the Assembly and allow General Secretariat 45 days to compile and send to the Member Sections 45 days before the meeting of the Assembly.

Amendments to the Articles

Vote No. A6:

Amendments relating to making provision for online voting and electronic communication etc.

17. **VOTING**

- 17.1 For decisions of the Assembly, the Council, and the Bureau to be valid, they must obtain the approval of a simple majority of those voting. The voting shall be carried out in the manner as laid out in the Regulation (cf. Appendix I) except where other specifications are laid out in these Articles and Bylaws (cf. Appendix I).
- 17.2 In exceptional cases, the Bureau and Council may make decision via circular resolutions and vote by electronic communication postal—or other appropriate method ballot as provided for in the Bylaws.
- 17.1: Self-explanatory. For Council to make Regulation to allow different types of voting including online voting
- 17.2: To allow Bureau and Council to make decisions and vote via electronic communication instead of postal.

Part B: Amendments to the Bylaws

All amendments to the **Bylaws** presented in accordance with Article 18.1 must be adopted by the Assembly by a **simple majority of those voting**.

Amendments to the Bylaws

Vote No. B1:

Amendments relating to making provision for shorter notices

XI. FINANCES

- XI.2 The draft triennial budget, approved by the Council, must be presented by the Treasurer to the Member Sections at least forty-five (45) ninety (90) days before the Assembly meets.
- XI.11 Any Member Section whose membership fees for the year in which the Assembly takes place, has not been deposited in the Union bank account, and cleared forty-five (45) ninety (90) days before the Assembly loses the right to have one of its members run for election to any post.

Provision for shorter notice

XIII. THE ASSEMBLY

XIII.4 The Secretary General shall circulate the agenda and, as far as possible, the principle principal documents to all Member Sections at least forty-five (45) ninety (90) days before the date fixed for the meeting of the Assembly.

Consequential changes to be consistent with changes made to Article 18.1

Provision for shorter notice

XIV. THE COUNCIL

XIV.9 Notice of a meeting shall be given at least thirty (30) sixty (60) days before the appointed date. The principal documents which include information, reports and proposed resolutions must reach the Secretary General at least twenty (20) forty-five (45) days before the date of the meeting. They shall be sent to all members of the Council at least ten (10) thirty (30) days before the date of the meeting. The Council may decide on a shorter notice.

With more Council Meetings being held per year, the notices etc. need to be shorten considerably. The proposal allows the Secretariat 10 days to compile and translate the documents into French and English to be provided to the members of Council 10 days before the meeting.

To allow the Council to decide on shorter notice of meeting to deal with urgent issues as and when required

XV. ELECTION OF THE COUNCIL

XV.2 One-hundred and eighty (180) Two-hundred and seventy (270) days before an ordinary meeting of the Assembly, the General Secretariat shall invite Member Sections to propose nominations of persons willing and able to act for all posts that will become vacant at that meeting of the Assembly. Nominations must reach the General Secretariat Ninety (90) one hundred and twenty (120) days before the Assembly meets.

After having examined their eligibility (cf. Bylaw XI.11), the Secretary General shall advise all the persons nominated, as well as their Member Sections, of their nomination, eighty (80) one hundred and ten (110) days before the Assembly

XV.2: Shortening from 270 days to 180 days taking into consideration of the electronic communication. This allows the Member sections sufficient time (90 days) to get the necessary approval from their own Council to nominate the candidates XV.5: Consequential changes from XV.2 and keeping the 10 days gaps between XV.2 and XV.5

XV. ELECTION OF THE COUNCIL

XV.7 The declaration required by Bylaw XV.6.1 must be in the hands of the Secretary General sixty (60) eighty (80) days before the Assembly. In the absence of this declaration, the candidate's name will be struck from the ballot.

Candidates wishing to accept a nomination shall submit the declaration required by Bylaw XV.6.2 not less than sixty (60) eighty (80) days before the Assembly. In the absence of this declaration, a candidate shall be deemed to have refused the nomination.

Shortening from 80 days to 60 days taking into consideration of electronic communication and online submission, and providing 15 days for the Secretariat General to send all the information out to the Member Sections 45 days before the Assembly

XV. ELECTION OF THE COUNCIL

XV.8 If, on the 90-day 120-day deadline (cf. Bylaw XV.2), no nominations have had been received for a Council post, the responsibility for finding valid candidatures for such posts will fall to the Bureau. Only the Bureau may make nominations after this deadline; no spontaneous candidatures to the Assembly floor will be accepted.

If the Bureau is unable to find a valid candidate for a post after the 90-days sixty-day deadline (cf. XV.8) and sixty-days (60) before the Assembly that post shall be declared vacant at the Assembly. The Council, in its meeting immediately following the Assembly, shall either proceed to a vote to fill these posts or engage the procedure described in Bylaw XIV.10 above.

XV.9 The Secretary General shall advise all Member Sections of the valid nomination made by Member Sections and the Bureau forty (45) sixty (60) days before the Assembly.

XV.8: Consequential changes due to changes in XV.2 and to provide clarity

XV.9: Consequential changes to be consistent with changes made to Article 18.1

Provision for shorter notice

XVI. THE BUREAU

XVI.4 The regulations for Council concerning the announcement of meetings and consultations by correspondence are applicable to meetings and consultations of the Bureau. Notice of a meeting shall be given at least fifteen (15) days before the appointed date. Any proposed resolutions by any of the member of the Bureau must be circulated to all the members of the Bureau at least seven (7) days before the date of the meeting. The Bureau may decide on a shorter notice.

With more Bureau Meetings, the notices etc. need to be shorter than the Council Meetings.

The proposals are consistent with what are being practiced in 2021-2023 Council.

To also allow the Bureau to decide on shorter notice of meeting to deal with urgent issues as and when required)

XXIV. RULES OF PROCEDURE AT ASSEMBLIES

XXIV.8 Drafts of proposals and resolutions other than those dealing with order and procedure must be presented in writing to the Secretary General, in one of the working languages of the Union, ninety (90) one-hundred and fifty (150) days before the Assembly, for distribution to the Member Sections forty-five (45) ninety (90) days prior to the meeting.

Consequential changes to be consistent with changes made to Article 18.1.

Provision for shorter notice

XXV. RULES OF PROCEDURE AT MEETINGS OF COUNCIL

XXV.3 Notice of motion to rescind any resolution or minute shall be given to the Secretary General not less than thirty (30) sixty (60) days before the date of an ordinary meeting of Council.

Consequential change due to earlier changes made on the shortening of notice under XIV.9.

Provision for shorter notice

XXVI.	CONGRESS
XXVI.3	Fifteen-months Eighteen months before an ordinary meeting of the Assembly, the General Secretariat shall invite Member Sections to propose their candidature to host a UIA Congress (approximately six years in advance of the proposed date).
XXVI.4	Member Sections must file a letter of intent, as well as the basic administrative documents and preliminary financial proposal for the congress with the General Secretariat at least two hundred and seventy (270) three hundred (300) days before the Assembly in order to present their candidature to host a UIA Congress.
XXVI.5	Two hundred and ten (210) Two hundred forty (240) days before an ordinary meeting of the Assembly, the General Secretariat will examine the candidatures and, if necessary, ask for any clarifications within the following 30 days. The candidatures will be submitted to the Council meeting.

XXIV.3 & XXIV.4: Shortening the periods taking into consideration of electronic communication.

This will allow the Member sections sufficient time (6 months) to get the necessary approvals from their own Council and support from their local government and agencies before they are able to submit the application based on the bid document.

Bidding for the Congress which is coupled with the World Capital of Architecture involves huge financial responsibility and

resources and requires a lot more preparation

XXVI.5: Consequential changes due to changes made in XXVI.4

XXVI. CONGRESS

- XXVI.6 The Council, at its meeting approximately 4 6 months before the General Assembly will evaluate the offers to host a congress and shall make recommendations to the Assembly who, under normal circumstances, shall decide on the possible venues about six years in advance.
- Any Member Section whose membership fees, including arrears and the membership fee for the year in which the Assembly takes place, have not been deposited in the Union bank account, and cleared, forty-five (45) ninety (90) days before the Assembly loses the right to present its candidature to host a UIA Congress.

Amendments to the Bylaws

Vote No. B2:

Amendments relating to making provision for virtual and/or hybrid meeting

Provision for virtual and/or hybrid meeting

XIII. THE ASSEMBLY

XIII.3 Subject to Article 7.4, the Assembly shall normally establish the place of its meetings six years in advance. These meetings shall be held in conjunction with a Congress of the Union. In general, the Congress shall precede the Assembly. Both the Assembly and Congress can also be held in person or via virtual platform or a hybrid of both.

Self-explanatory

Provision for virtual and/or hybrid meeting

XIV. THE COUNCIL

- XIV.3 The Council is responsible for discharging the duties and responsibilities set out in these Articles and Bylaws, including the following:
 - XIV.3.15 Decide on the date, and manner and place of its meetings (for meeting in person)
- XIV.4 If, for some reason, the Council cannot meet in the manner and at the place (for meeting in person) and on the date arranged, the President shall decide on another date, and manner and place of its meeting place.
- XIV.6 All extraordinary meetings of the Council shall be held in the headquarters of the Union unless manner and place (for meeting in person) to be decided by the President, in consultation with the Bureau., decides on another venue

XIV.3.15: To allow meetings to be conducted in other manner such as virtual in addition to meeting in person

XIV.4: Consequential changes to be consistent with changes made to XIV.3.15

XIV.6: To allow meetings to be conducted in other manner such as virtual in addition to meeting in person and also to allow meeting in person to be conducted outside the headquarter to allow flexibility

Provision for virtual and/or hybrid meeting

XVI. THE BUREAU

XVI.1 The Bureau determines the date, and manner and place of its meetings (for meeting in person) place of its meetings

To allow meetings to be conducted in other manner such as virtual in addition to meeting in person

Amendments to the Bylaws

Vote No. B3:

Amendments relating to making provision for online voting and electronic communication etc.

Provision for online voting and electronic communication and mistake

XIII. THE ASSEMBLY

XIII.5 Extraordinary sessions of the Assembly are convened by the President, through the Secretary General, at the request of the Council or at least one third of all Member Sections. Notice of such sessions must be communicated electronically given by registered letter at least sixty (60) days before the appointed date. This electronic communication letter shall indicate the agenda and, as far as possible, shall include the principle principal documents.

To allow electronic communication such as email etc., and to correct mistake in the term 'principle'

Provision for online voting and electronic communication

XIV. THE COUNCIL

XIV.7 In an emergency, all matters within the competence of the Council can, at the request of the President or on the initiative of the Secretary General, be submitted to the members of Council via electronic communication by correspondence. Voting in such cases is closed not more than fifteen (15) sixty (60) days after the electronic communication has been sent to the members of Council.

For matter of emergency that requires urgent/quick decision and with the advancement of electronic communication where all members of Council are now well connected, 60 days is too long and to be shorten to not more than 15 days.

XXIV. RULES OF PROCEDURE AT ASSEMBLIES

XXIV.2 Secret ballot voting (either electronic or by paper ballot or by online platform is compulsory for elections and the choice of future Congress and World Capital of Architecture's venues and shall be used for other votes when requested by a majority of the delegates present for Assembly held in person or delegates registered to vote for Assembly held via virtual platform

Votes that do not require secret ballots may be conducted by displaying the voting cards distributed by the General Secretariat to the Member Sections for Assemblies held in person or online voting for Assemblies held via virtual platform.

Amendments to the Bylaws

Vote No. B4:

Amendments relating to correction of terms between Council Members and members of Council

XIV. THE COUNCIL

XIV.2 In order to ensure a fair representation of the various parts of the world, the Council shall comprise a balanced distribution between the Member Sections belonging to the different Regions as defined in Bylaw XII.3

Each Region shall be represented on the Council by a Vice-President, who is responsible for the co-ordination of UIA activities in the Region, and four Members of Council Members who shall assist the Vice-President.

XIV.5 In case of emergency, and for serious and exceptional reasons, the President may convene an extraordinary meeting of the Council upon his/her own authority. The President must convene an extraordinary meeting if it is requested by at least 2/3 of the Members of Council members Such a meeting must be held within thirty (30) sixty (60) days of being requested.

XIV.2: Should be Council Members as Members of Council include President, Immediate Past President, Secretary General, Treasurer, Vice Presidents and Council Members

XIV.5 Should be members of Council. With electronic communication and introduction of virtual or hybrid meeting, the notice should be shortened to within 30 days as 60 days 'notice is too long to address serious issues

Correction of Terms 'Council Member' and 'members of Council'

XV. ELECTION OF THE COUNCIL

XV.3 Only candidates from Member Sections that have been Members since the previous ordinary Assembly may be nominated for election to the Council. (Bylaw V.1.3)

Nominations for the posts of President, Secretary General, and Treasurer may be made by any Member Section, but nominations for the post of Vice-President or Member of Council Members may only be made by Member Sections from the Region they will represent.

XV.10 Council Members of Council should have an Alternate nominated by his/her Member Section, who shall have the responsibility of attending Council meetings when the Council of Council cannot.

In the event that a Council Member of Council or that member's Alternate is unable to act, the Member Section they represent shall nominate a second Alternate and shall, at all times, be responsible for ensuring that the seat is filled.

XV.3: Should be Council Members as members of Council include President, Immediate Past President, Secretary General, Treasurer, Vice Presidents and Council members

XV.10: Should be Council Members as alternate only applies to Council Member's position and not all Members of Council

XV. ELECTION OF THE COUNCIL

XV.11 If a Council Member of Council has not participated or has not been represented by the designated Alternate in two consecutive ordinary meetings of the Council, that member shall be considered to have resigned and the seat will be declared vacant unless he/she overcomes his/her absence by participating in a conference call during the meeting in session. In extraordinary circumstances, the Council may waive this Bylaw by a 2/3 majority vote. An official letter from Member Section/Council member Member specifying the circumstances of absence must arrive to the Secretariat before the opening of the Council, otherwise the absence will be treated as unexcused.

Correction of Terms 'Council Member' and 'members of Council'

XVI. THE BUREAU

XVI.3 Members of Council Members shall be kept informed of all activities of the Bureau and copies of the minutes of Bureau meetings shall be forwarded to all Members of Council Members

Should be Council Members as Members of Council include President, Immediate Past President, Secretary General, Treasurer, Vice Presidents and Council Members

Bureau members include President, Immediate Past President, Secretary General, Treasurer and Vice Presidents

Correction of Terms 'Council Member' and 'members of Council'

XVIII. THE VICE-PRESIDENTS

- XVIII.2 Each Vice-President, together with the Members of Council Members from the Region, has special responsibility for coordinating and stimulating activities within the geographical Region represented. The Vice-President is the permanent ex-officio representative of the Union in the Region.
- XVIII.3 Should a Vice-President, before the end of a term of office, either resign, fall ill, or become unable or incapable of completing the term of office, the Members of Council Members from the relevant Region shall propose candidatures, from among themselves, to assume this post. The entire Council will vote among the candidates to appoint the new Vice-President. This appointment shall be valid either on a temporary basis until the Vice-President is able to resume office or on a permanent basis until the next Assembly. If necessary, Council shall appoint a new first and/or second Vice- President.
- XVIII.4 Without contravening the provisions of Bylaw XV.12, if at any time a Vice-President is unable to attend a Bureau meeting, the Vice-President must, in consultation with the Members of Council Members of the Region, designate one of the Members of Council Members to attend the meeting.

XXV. RULES OF PROCEDURE AT MEETINGS OF COUNCIL

XXV.2 If, on the date a meeting of Council convenes, a Member Section is not up to date in its membership fees, any members of Council members from that Member Section lose their right to vote during that Council session.

If a Council session takes place before April 1 of a given year, members of Council members will retain the right to vote if their home Member Section was up to date in its membership fees on December 31 of the previous year.

Should be members of Council as members of Council include President, Immediate Past President, Secretary General, Treasurer, Vice Presidents and Council members)