



# **ARTICLES**

# **AND**

# **BYLAWS**



# **PREAMBLE**

# **ARTICLES**

# **BYLAWS**

# **REGULATIONS**

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#### PREAMBLE ADOPTED IN LAUSANNE, 1948

On June 28, 1948, in Lausanne, the International Union of Architects was founded by architect delegates from 27 countries. A preliminary declaration was unanimously adopted and stated the desire of architects to unite across political, economic and aesthetic frontiers in a federation of their national organisations.

#### THE INTERNATIONAL UNION OF ARCHITECTS,

by facilitating and furthering free contact between architects, irrespective of nationality, race, religion, professional training and architectural doctrines, has as its purpose and intent the creation among them of relations of friendship, understanding and mutual esteem, to enable them to compare their ideas and concepts, profit by their mutual experiences, broaden their knowledge and enrich each other through differences existing between them.

They shall thereby be in a position to participate more effectively in the improvement of man's living conditions by the reconstruction of devastated cities and villages, the elimination of slums, the advancement of less developed regions, and the raising of housing standards by making their contribution to a better understanding between men and peoples by continually striving for the fulfilment of their aspirations for material and spiritual well-being; in collaboration with the other professional and cultural international organisations, they have resolved to contribute to the progress of human society and to the strengthening of peace.

#### ADDENDUM TO THE PREAMBLE, ADOPTED IN CAIRO, 1985

The Preamble can have meaning only in a world with peace among nations. The greatest obligation of governments in relation to humanity is the preservation of peace as the basis for realising the needs and ambitions of people throughout the world. Governments should stop production for war and use their resources for improvement of conditions for all humanity.

#### ADDENDUM TO THE PREAMBLE, ADOPTED IN MADRID, 2022

Within its responsibilities and scope of action (*as an UN-recognized NGO*), the UIA shall advocate for human dignity and the eradication of all forms of violence, discrimination, and inequity, and promote environmental and climate conditions that allow life in ecosystem balance and the well-being of humanity.



## **ARTICLES**

### **ARTICLE 1**

#### **1 MISSION AND AIMS OF THE UNION**

##### **1.1 THE INTERNATIONAL UNION OF ARCHITECTS MISSION:**

As a federation of national professional organizations of architects from all over the world and as a recognized NGO, the UIA is a global representative of the profession with the mission to:

- 1.1.1 Unify architects with common professional goals and ethical values;
- 1.1.2 Influence public policies and ensure dialogue with global decision-making actors;
- 1.1.3 Advance architecture in the service of the needs of society;
- 1.1.4 Partner and collaborate with International Organizations active in domains relevant to architecture;
- 1.1.5 Facilitate contacts and cooperation between architects and professionals of related disciplines;
- 1.1.6 Follow the evolution of the profession of the architect, recommend appropriate education and practice conditions enabling architects to perform their role;
- 1.1.7 Implement an holistic approach, encourage innovation, discuss and disseminate knowledge in the field of architecture and environmental disciplines;
- 1.1.8 Highlight the cultural dimension of architecture and the importance of quality in the built environment for the well-being of people, keeping the human dimension at the heart of any approach;
- 1.1.9 Promote environmental conditions that allow life in a balanced ecosystem for the wellbeing of humanity;
- 1.1.10 Cooperate for a solidary, equitable, inclusive, sustainable, peaceful world, advocate for human dignity and the eradication of all forms of violence, discrimination and inequity.

##### **1.2 THE INTERNATIONAL UNION OF ARCHITECTS AIMS:**

- 1.2.1 To unite, on a democratic basis, the architects of the entire world and to strengthen the bonds of friendship as well as the intellectual, artistic, scientific, and professional ties between the architects of all countries;
- 1.2.2 To maintain unrestricted contact between the architects of all countries irrespective of national and political frontiers and constantly work to improve the communication of information on UIA activities and studies to the UIA headquarters, and between UIA headquarters and Member Sections, in order to assist architects around the world directly in their work;
- 1.2.3 To represent the profession at an international level, and, where appropriate, to formulate official statements for consideration by international organisations and governments; to assist international organisations in their activities in so far as these involve the function of the architect;
- 1.2.4 To maintain public confidence in the integrity and the ability of architects by demanding that Member Sections of the Union ask their architects to act with the highest moral and professional standards;
- 1.2.5 To develop innovative ideas in the fields of architecture, town planning, and the built environment, as well as their practical application for the welfare of the community.
- 1.2.6 To define and re-define, whenever necessary, the role of the architect in a changing world;
- 1.2.7 To encourage the association of architects with other disciplines, professions, and interests involved in building and planning in highly technical fields, and to stress the value of the work of the architect;
- 1.2.8 To encourage all actions aimed at raising awareness of space and three-dimensional form at all stages of general education and to promote all means to this end;
- 1.2.9 To highlight the role and identity of the architect in the contexts of quality, sustainability, and cultural and community values, in relation to the public, and to public and semi-public authorities, emphasising the holistic nature of architecture and urban design;

- 1.2.10 To give all possible support to architectural organisations in all countries, particularly with regard to defining the conditions under which architects can properly carry out their role in its many forms, and in establishing codes of professional practice and architectural education;
- 1.2.11 To work towards the establishment of internationally accepted and recognised standards of competence to practice and mutual recognition of qualifications, and to encourage in each country the protection of the rights and status of the architect and the recognition of the architect's role in society;
- 1.2.12 To promote and encourage the development of architectural education in all its aspects and facilitate international exchange and cooperation amongst architects, researchers, teachers, young architects, students, and other related professions;
- 1.2.13 To be attentive to the needs and interests of students of architecture and young architects and encourage suitable conditions enabling young architects to develop their professional careers;
- 1.2.14 To encourage Member Sections to allow the participation of young architects in the governance of their organizations and collaborate with young architects in conducting the UIA missions.

## ARTICLE 2

### 2 MEMBERSHIP

- 2.1 The Union is composed of professional bodies and individual members, hereafter referred to as UIA Members, as defined in the Bylaws.
- 2.2 UIA Members shall be representative of the interests of the majority of professionally qualified architects residing and practicing in the country, group of countries (as defined in Bylaw II.3), or the territory that they represent. When architects are represented by a body that groups together representatives of several professions, architects shall have within this body, as far as relations with the UIA are concerned, freedom of decision in matters pertaining to architecture and the UIA.
- 2.3 Only one UIA Member Section may represent the architects of a country, group of countries, or territory (cf. Bylaw II).
- 2.4 All UIA Members shall have complete freedom regarding their own internal organisation and administration.
- 2.5 All architects represented by a UIA Member are entitled to the services of the Union and may participate in its organised activities, as described in the Bylaws, according to the membership status of their country within the UIA.
- 2.6 All applications for admission to the Union shall be dealt with as provided for in the Bylaws.
- 2.7 All UIA Members shall have the rights and duties described in these Articles and Bylaws.
- 2.8 Other types of organisations and/or individuals may participate in the Union under the category of Affiliated Groups, according to Bylaw VIII.

## ARTICLE 3

### 3 HEADQUARTERS

- 3.1 The statutory headquarters of the Union are in Paris.

## ARTICLE 4

### 4 LANGUAGES

- 4.1 The Official Languages of The Union Are English, French, Russian, Spanish, Arabic, Mandarin and Portuguese.
- 4.2 The working languages of the Union are English and French.
- 4.3 Other languages may be used as provided for in the Bylaws.
- 4.4 In all documents produced by the Union, the language of origin shall take precedence.



## ARTICLE 5

### 5 FINANCES

- 5.1 The funds of the Union shall consist of the membership fees paid by Members; donations, legacies, sponsorships, and subsidies accepted by the Council; and revenue derived from Union activities.

## ARTICLE 6

### 6 GOVERNING BODIES

- 6.1 The governing bodies of the Union are, in order of precedence:
- a) the Assembly
  - b) the Council

## ARTICLE 7

### 7 THE ASSEMBLY

- 7.1 The Assembly is the supreme body of the UIA and is composed of delegates from the UIA Member Sections together with the members of Council. The observers from Allied Members may participate in meetings of the Assembly, but their rights shall be limited to those defined in the Bylaws.
- Members of Council other than the President, the Immediate Past President, the Secretary General, and the Treasurer may be delegates of their Member Sections. If they are not delegates, they may speak but not vote.
- 7.2 The Assembly shall hold an Ordinary Meeting to:
- 7.2.1 Receive a report or reports on the activities of the Union since the previous Assembly.
  - 7.2.2 Approve or reject, in accordance with these Articles and Bylaws, decisions or resolutions proposed to the Assembly by the Council or other subordinate bodies of the Union.
  - 7.2.3 Determine the general policy of the Union until the next Assembly.
  - 7.2.4 Approve or reject the admission, re-admission, or expulsion of Members, as provided for in these Articles and Bylaws.
  - 7.2.5 Determine the basis of calculation for the membership fees to be paid by Member Sections.
  - 7.2.6 Determine the overall budget of the Union until the next Assembly.
  - 7.2.7 Determine the venues of Assemblies and Congresses as well as the World Capital of Architecture, as provided for in these Articles and Bylaws.
  - 7.2.8 Elect the President, Secretary General, Treasurer, Vice-Presidents, and Council Members.
  - 7.2.9 Decide on any other matters included in the agenda or accepted by the Assembly for urgent consideration according to Bylaw XIII.8.
- 7.3 Extraordinary meetings of the Assembly may be held as provided for in the Bylaws.
- 7.4 When, for any reason, the Assembly cannot meet at the place and/or on the date fixed by a previous Assembly, then it shall meet with a minimum delay, at such place and on such date as the Council may decide.
- 7.5 If the Assembly is postponed for any reason, the Council most recently elected shall remain in office until the Assembly next meets, and the postponement of the Assembly shall not invalidate any decisions or actions taken by the Council in accordance with these Articles and Bylaws.





## ARTICLE 8

### 8 THE COUNCIL

- 8.1 The Council is composed of the President, the Immediate Past President, the Secretary General, the Treasurer, a Vice-President from each Region, and four Council Members from each Region.
- 8.2 Any one Member Section may only be represented on Council by one Vice-President or Council Member at a time.
- 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.
- 8.4 The Council may regulate its own proceedings by standing order or otherwise as it sees fit and any act or proceeding of the Council shall not be invalidated by any vacancy in the Council, provided always that the number of Council members present is not less than one half of the full number prescribed by these Articles and Bylaws.
- 8.5 The Council shall meet at least once every twelve months to carry out its functions under these Articles and Bylaws.
- 8.6 All members of Council except the Immediate Past President are elected in accordance with the Articles and Bylaws.
- 8.7 The Immediate Past President shall be an ex-officio member of the Council.
- 8.8 Past Presidents, when they have completed their term of office as Immediate Past President, shall be invited to Council meetings and UIA Congresses and Assemblies. They may speak but not vote.

## ARTICLE 9

### 9 THE PRESIDENT

- 9.1 The President of the Union is elected for a term of office as provided for in Article 15.1 and is not eligible for re-election.
- 9.2 The President represents and leads the Union respecting the principle of collegial governance and focusing in particular on policy matters of the Union. The Articles and Bylaws define the functions of the President.

## ARTICLE 10

### 10 THE VICE-PRESIDENTS

- 10.1 The Vice-Presidents are elected for a term of office as defined in Article 15.1 They are eligible for immediate re-election only once.
- 10.2 The Articles and Bylaws define the functions of the Vice-Presidents.

## ARTICLE 11

### 11 THE SECRETARY GENERAL

- 11.1 The Secretary General is elected for a term of office as defined in Article 15.1 and is eligible for immediate re-election only once.
- 11.2 The Secretary General assumes his/her role with respect to the principle of collegial governance. The Secretary General focuses on the coordination of UIA Working Bodies and Events with particular attention on their content.
- 11.3 The Articles and Bylaws define the functions of the Secretary General.

## ARTICLE 12

### 12 THE TREASURER

- 12.1 The Treasurer is elected for a term of office as defined in Article 15.1 and is eligible for immediate re-election only once.
- 12.2 The Treasurer assumes his/her role with respect to the principle of collegial governance.



The Articles and Bylaws define the functions of the Treasurer.

### **ARTICLE 13**

#### **13 COUNCIL MEMBERS**

- 13.1 The Council Members are elected for a term of office as defined in Article 15.1 and are eligible for immediate re-election only twice.
- 13.2 Their functions are defined by the Articles and Bylaws.
- 13.3 The Council Members represent their Region and not their Member Section.

### **ARTICLE 14**

#### **14 THE HONORARY PRESIDENT**

- 14.1 A person may be elected Honorary President of the Union for life, in recognition of outstanding and exceptional services to the Union. There shall be only one Honorary President at a time.
- 14.2 Candidates for the post of Honorary President shall be nominated by the Council. To be elected Honorary President, a candidate must obtain a 2/3 majority of the votes cast by Member Sections at an Assembly.
- 14.3 The Honorary President shall receive the documents circulated to the Assembly and the Council and shall be entitled to attend and to speak at meetings of the Assembly and Council.
- 14.4 The Honorary President shall have no vote either at meetings of the Assembly or the Council

### **ARTICLE 15**

#### **15 TERMS OF OFFICE**

- 15.1 The mandates of the members of Council shall commence at the end of the Assembly at which they are elected and shall continue until the end of the next Assembly.
- 15.2 When an Assembly is held immediately prior to a Congress, the outgoing Council shall remain in office until the Congress ends.
- 15.3 The number of continuous terms of service on the Council for any one person, with the exception of alternates, shall not exceed three (3) terms or nine (9) years, regardless of the number of different posts held. This provision does not apply to the Immediate Past President and Honorary President.
- 15.4 Persons who have previously served on the UIA Council for the maximum period of three (3) terms or nine (9) years continuously, shall again be eligible to run for election to Council after at least one three-year term of absence from the Council.
- 15.5 Candidates are allowed to submit their candidacy for a maximum of two (2) offices for each election.
- 15.6 Persons who have previously served as President of the UIA cannot run for any elected post except for the position of Honorary President.

### **ARTICLE 16**

#### **16 COLLEGIAL GOVERNANCE**

- 16.1 All Members of Council (International Officers, Vice-Presidents and Council Members) shall participate actively in the work of the Council sharing the tasks and taking part in the decision-making process. They shall act with collegiality, mutual respect and transparency and, in the sense of a horizontal structure, operate as part of a team aiming to achieve the priorities and projects of the term in the interest of the Union.
- 16.2 The President, the Secretary General and the Treasurer are the three international officers representing and directing the UIA in joint responsibility. They shall act under the guidance of the President.
- 16.3 The three International Officers shall share the tasks of international representation and daily governance affairs and operations.



- 16.4 The President, the Secretary General, the Treasurer and the Vice-Presidents shall be from a different Member Section.
- 16.5 The President, the Secretary General, and the Treasurer do not represent either a Region or a UIA Member Section. In carrying out their duties they shall conduct the affairs of the Union in a manner consistent with the international character of the offices they hold.
- 16.6 The President, the Secretary General, and the Treasurer may not accept instructions from any Member Section or authority outside the Union.
- 16.7 The International officers and the Vice-Presidents are ex-officio members of the Vision & Strategy (V&S) Committee, where strategic matters are discussed to facilitate Council's decision.
- 16.8 The President asks the opinion of the Vice-Presidents or Council Members on all important matters in order to take into consideration the sensibilities and positions of all Regions.
- 16.9 The President or the Secretary General may invite the Vice-Presidents to consultative meetings for the preparation of Council meetings and when needed.
- 16.10 The Vice-Presidents are always informed about invitations coming from member sections or organizations from their Region. They may be asked to represent the President.

## ARTICLE 17

### 17 VOTING

- 17.1 For decisions of the Assembly and the Council 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).
- 17.2 In exceptional cases, the Council may make decision via circular resolutions and vote by electronic communication or other appropriate method, as provided for in the Bylaws.

## ARTICLE 18

### 18 CHANGES IN THE ARTICLES, 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 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 days before the meeting of the Assembly and placed on the agenda of the latter.
- 18.2 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.
- 18.3 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.
- 18.4 The Council shall have the authority to vote amendments to the Regulations in the form of Appendices or supplement of these Articles and Bylaws.
- 18.5 While the Assembly has the right to amend certain provisions of these Articles and Bylaws under the conditions defined in the texts in force, it may not infringe on these provisions whilst they are in force.

## ARTICLE 19

### 19 RESIGNATIONS

- 19.1 Should a Member wish to resign from the Union, it must so inform the Secretary General, who shall immediately inform the Council. The Council shall accept the resignation except where the Member's fee payments are in arrears at the date of resignation. On acceptance of their resignation, the Member shall cease to be entitled to the services of the Union or to participate in its activities and shall no longer have the right to be represented on the Council or in the Assembly.



## **ARTICLE 20**

### **20 EXPULSION**

- 20.1 The non-payment of membership fees for three years shall entail ipso facto to the expulsion from the Union. This change in status shall be confirmed by the Council at its next meeting. The Member shall be informed immediately, and the Assembly shall be informed at its next meeting. The Council/General Assembly may waive this article in special circumstances by 2/3 of a majority of those voting.
- 20.2 Members who do not observe or comply with any provision of these Articles and Bylaws may be expelled from the Union by decision of the Assembly, taken by a 2/3 majority of those voting. This decision is without appeal.

## **ARTICLE 21**

### **21 RE-ADMISSION**

- 21.1 Members that have resigned under the provisions of Article 19.1, or been expelled under the provisions of Article 20.2, may be re-admitted to membership of the Union, according to the provisions laid out in the Bylaws.
- 21.2 The Council shall inform the Assembly at its next meeting of the Members that have been re-admitted under this Article.

## **ARTICLE 22**

### **22 DISSOLUTION**

- 22.1 The dissolution of the Union may be agreed by the Assembly, by a 2/3 majority of the votes of all the Member Sections.
- 22.2 All proposals for dissolution must be sent to the Secretary General at least 150 days before the Assembly meets.
- 22.3 If the Assembly fails to meet for six consecutive years, although it has been convened and world conditions permit such a meeting, the Union shall be declared dissolved and the President, or failing him/her, the Secretary General, shall be entrusted with its dissolution.

## **ARTICLE 23**

### **23 BYLAWS**

- 23.1 Detailed rules governing the organisation and activities of the Union which are not laid down in the present Articles shall be laid down in the Bylaws and shall be adopted, or may be amended, by the Assembly.

## **ARTICLE 24**

### **24 ACTIVITIES OF THE UNION**

- 24.1 The Union may undertake any activities that further its aims.
- 24.2 The UIA logo may only be used in conjunction with an activity, programme, or event, upon receipt of written approval from the Secretary General of the Union.
- 24.3 Council may from time to time publish regulations governing the organisation of such activities.

## **ARTICLE 25**

### **25 LEGAL STATUS OF THE UIA**

- 25.1 The UIA was created, and is governed, by the French law of 1901 concerning non-profit associations.
- 25.2 This version of the UIA Articles and Bylaws has been adopted at the EGA in Kuala Lumpur on 18th/19th November 2024. It shall enter into force on November 19th, 2024. On this date, it shall supersede all previous versions.



- 25.3 In the interests of good management, administration and organization of the UIA as a NGO, and in accordance with the Compendium of International Standards, the UIA Council shall mandate an independent chartered accountant (expert-comptable), an independent statutory auditor (commissaire aux comptes) and a legal advisor (avocat et / ou conseiller juridique). The UIA Council shall ensure that those three independent and external advisors are appointed at all times.

## **I. MEMBERS**

- I.1 The Members of the Union are the Member Sections that participated in the constituent Assembly of the UIA at Lausanne, June 26-28, 1948, and those Members that have subsequently been admitted to the Union.
- I.2 Members may be MEMBER SECTIONS, ALLIED MEMBER SECTIONS, or HONORARY MEMBERS.

## **II. MEMBER SECTIONS**

- II.1 Member Sections shall be an existing professional body that meets the requirements of Article 2.2, an ad hoc representative organisation deriving from that body, or an organisation that brings together, for the purpose of international relations, a number of professional bodies that together meet the requirements of Article 2.2. Member Sections shall include or represent not less than 50 architects.
- II.2 Member Sections representing a country shall comply with Bylaw II.1 and Article 2.2.
- II.3 Member Sections representing a group of countries shall comply with Bylaw II.1 and Article 2.2 and may be constituted as follows:
- II.3.1 By professional bodies from several countries that form a geographical unit, each of which has an insufficient number of architects to establish a Member Section.
- II.3.2 By professional bodies from several countries that form a geographical unit, some of which have an insufficient number of architects to establish a Member Section.
- II.3.3 By professional bodies from several countries that fulfil the requirements for application as individual Member Sections but prefer to join as a group of countries with common representation in the Union.
- II.4 Member Sections representing a territory shall comply with Bylaw II.1 and Article 2.2. A territory shall be a dependency, region, jurisdiction, or part of a confederation with an organised government, not necessarily admitted to membership of the United Nations. No territory shall be admitted to membership without the agreement of the Member that previously represented it in the Union and without obtaining a 2/3 majority of those voting in the Assembly.

## **III. ALLIED MEMBER SECTIONS**

In any country, group of countries, or territory where the total number of architects is less than fifty (50), or where no single professional body exists which meets the requirements of Article 2.2, or where such bodies as do exist are not prepared to come together as provided for in Bylaw II.1, then the body which appears to the UIA to be best equipped to ensure an effective relationship between architects, the architectural authority of the country in question, and the UIA may be admitted as an Allied Member until such time as conditions permitting the establishment of a Member Section are fulfilled.

## **IV. HONORARY MEMBERS**

Individuals that have made outstanding accomplishments of international significance to architecture or the profession may become Honorary Members.

## **V. RIGHTS AND DUTIES OF MEMBERS**

### **V.1 MEMBER SECTIONS**

- V.1.1 May participate in all activities of the Union as set out in these Articles and Bylaws.
- V.1.2 Only Member Sections shall have the right to appoint delegates to the Assembly. These delegates shall have the right to speak and to vote (cf. Bylaw XIII points 1 and 2).
- V.1.3 Member Sections may propose candidates for election to Council and may have candidates from their organisation elected to Council (cf. Bylaw VI.1.3).



- V.1.4 Member Sections may propose amendments to the Articles and Bylaws.
- V.1.5 Member Sections shall benefit fully from the UIA information service.
- V.1.6 Member Sections shall pay an annual membership fee to the Union (cf. Bylaw XI).

## V.2 ALLIED MEMBER SECTIONS

- V.2.1 Allied Members may participate in all the activities of the Union within the limits set out in these Articles and Bylaws.
- V.2.2 Each Allied Member may be represented at the Assembly by an observer who shall have the right to speak, but not to vote.
- V.2.3 Allied Members may not propose candidates for election to Council nor may they have a candidate from their organisation elected to Council.
- V.2.4 Allied Members may not propose amendments to the Articles and Bylaws.
- V.2.5 Allied Members shall benefit fully from the UIA information service.
- V.2.6 Allied Members may be required to pay an annual membership fee to the Union (cf. Bylaw XI).

## V.3 HONORARY MEMBERS

- V.3.1 Honorary Members may participate in all the activities of the Union within the limits set out in these Articles and Bylaws.
- V.3.2 Honorary Members may attend the Assembly and shall have the right to speak but not to vote.
- V.3.3 Honorary Members may not nominate candidates for election to Council nor be candidates for election to Council.
- V.3.4 Honorary Members may not propose amendments to the Articles and Bylaws.
- V.3.5 Honorary Members shall benefit fully from the UIA information service
- V.3.6 There is no mandatory membership fee for Honorary Members

## VI. ADMISSION OF NEW MEMBERS

### VI.1 MEMBER SECTIONS

- VI.1.1 Any professional organisation wishing to join the Union shall submit a written application to the Secretary General who shall ascertain if the applicant meets all the requirements of these Articles and Bylaws.
- VI.1.2 The Secretary General shall report to Council on matters set out in Bylaw VI.1.1. The eligibility of a new Member Section shall be approved by a 2/3 majority of those present and voting at a Council Meeting. In the case of the rejection of an application, an appeal against the decision may be made to the Assembly.
- VI.1.3 Where Council approves an application, the applicant shall be deemed to be provisionally admitted, pending ratification of Council's decision by the Assembly, and shall enjoy all the rights of a Member Section except the right to vote in the Assembly and as herein provided. As soon as their admission is ratified by the Assembly, new Member Sections shall have the right to vote at the Assembly and shall only be eligible for election to Council at the following Assembly
- VI.1.4 The Assembly shall ratify the admission of new Member Sections whose eligibility has been approved by the Council since the last meeting of the Assembly, unless a motion to ratify is defeated by a 2/3 majority of those voting. In the case of a Member Section representing a territory, the Assembly shall ratify Council's recommendation by a 2/3 majority of those voting.

## VI.2 ALLIED MEMBER SECTIONS

- VI.2.1 Any professional organisation wishing to join the Union as an Allied Member shall make a written application to the Secretary General who shall ascertain if the applicant meets all the requirements of these Articles and Bylaws.
- VI.2.2 The Secretary General shall report on the matters set out in Bylaw VI.2.1 to Council. The eligibility of a new Allied Member shall be approved by a 2/3 majority of those present and voting at a Council meeting. In the case of rejection of an application, an appeal against the decision may be made to the Assembly.
- VI.2.3 Where Council approves an application, the applicant shall be deemed to be provisionally admitted, pending ratification of Council's decision by the Assembly, and shall enjoy all the rights of an Allied Member, except as herein provided.
- VI.2.4 A motion to ratify the admission of a new Allied Member, whose eligibility has been approved by Council since the last meeting of the Assembly, shall require the approval of a 2/3 majority of those voting at the Assembly.

## VI.3 HONORARY MEMBERS

- VI.3.1 Honorary Members are nominated by the Member Sections or prevailing Council.
- VI.3.2 The Secretary General shall report on the matters set out in By-law VI.3.1 to Council. The eligibility of a new Honorary Member shall be approved by a 2/3 majority of those present and voting at a Council meeting. In the case of rejection of an application, an appeal against the decision may be made to the Assembly.
- VI.3.3 Where Council approves an application, the applicant shall be deemed to be provisionally admitted, pending ratification of Council's decision by the Assembly, and shall enjoy all the rights of an Honorary Member, except as herein provided.
- VI.3.4 A motion to ratify the admission of new Honorary Members, whose eligibility has been approved by Council since the last meeting of the Assembly, shall require the approval of a 2/3 majority of those voting at the Assembly.

## VII. CHANGES IN THE STATUS OF MEMBERS

- VII.1 All UIA Members shall keep the Secretary General informed of any changes within their organisation that may affect its membership status.
- VII.2 Should the organisation holding the title of UIA Member wish to transfer this authority to another organisation, or should a UIA Member split into several UIA Members:
  - VII.2.1 A written agreement between the outgoing and incoming organisations shall be submitted to the General Secretariat, together with the completed UIA application.  
  
This document shall specify the date on which UIA membership will be transferred, so that the country or countries represented shall retain continuous membership in the UIA. Any break in the payment of membership fees shall result in the incoming organisations' being considered as a new Member and Bylaw VI.1 shall be applied.
  - VII.2.2 The Secretary General shall ascertain if the incoming organisation meets the requirements of these Articles and Bylaws, and so inform the Council.
  - VII.2.3 The Council shall accept the transfer of responsibility except where the current Member has outstanding debts to the UIA. On acceptance of the transfer by the Council, all rights and duties of membership shall pass to the incoming Member. The Council shall inform the Assembly of any such transfers in representation at its next session.
  - VII.2.4 The incoming organisation shall enjoy the full rights of a UIA Member Section and shall not be required to pay an entry fee.





- VII.3 If a Member or an applicant Member is challenged by another applicant or applicants from the same country, group of countries, or territory wishing to participate in UIA activities as a Member.
- VII.3.1 The Secretary General shall write to each body and invite them to come together and form an ad hoc, representative body, as provided for in Bylaw II.1.
- VII.3.2 If one or more organisations refuse to join such an ad hoc body, the Council shall investigate all the bodies wishing to become a UIA Member and shall choose the body that, in the opinion of the Council, best complies with these Articles and Bylaws. The Council shall then invite each organisation to agree with its choice.
- VII.3.3 If one or more organisations disagree with Council's choice, then the matter shall be referred to the Assembly. The decision of the Assembly shall be final.
- VII.3.4 The incoming organisation shall enjoy the full rights of a UIA Member Section and shall not be required to pay an entry fee.

## **VIII. AFFILIATED AND ASSOCIATED ENTITIES**

- VIII.1 The UIA may establish working relationships with other international organisations as ASSOCIATED ENTITIES / MEMBERS where the collaboration promotes the Union's objectives.
- VIII.2 The UIA may establish working relationships with other corporate partners or create AFFILIATED ENTITIES / MEMBERS that have a related professional interest for the benefit of the Union.
- VIII.3 The affiliation or association of the external, existing bodies must be approved by the Council and ratified by simple majority of those voting at the General Assembly. Associated companies created by UIA must be approved by Council and ratified by a majority of those voting at the General Assembly.

## **IX. LANGUAGES FOR CORRESPONDENCE AND DOCUMENTATION**

- IX.1 The correspondence of the Secretariat shall be conducted in one of the working languages of the Union. At the discretion of the Secretary General, additional languages may be used.
- IX.2 For General Assemblies the basic documents shall be made available in the working languages of the Union. Other languages may also be used.
- IX.3 For General Assemblies and Council sessions, the minutes and reports shall be made available in the working languages of the Union.
- IX.4 For all other meetings, it may be appropriate to make documents available in one or more languages other than a working language, provided that the minutes are supplied in one of the working languages.
- IX.5 Documents may be translated into other languages, under the responsibility and at the expense of the requesting Member Sections.

## **X. LANGUAGES FOR MEETINGS**

- X.1 For all Congresses and meetings of the General Assembly, simultaneous translation shall be provided for the languages of English, French, Spanish and Russian by the organising body or Member section. Simultaneous translation may be provided for other languages if requested by a Member Section, under the responsibility and at the expense of the requesting Member Section.
- X.2 For meetings of the Council, simultaneous translation shall be provided for the working languages of the Union. Other languages may be used if requested by a Member Section, under the responsibility and at the expense of the requesting Member Section.
- X.3 For other meetings it may be appropriate to use one or more languages other than the working languages provided a working language is available, if required. Other languages may be used, under the responsibility and at the expense of a requesting Member Section.



## **XI. FINANCES**

- XI.1 The financial year of the Union is from January 1 to December 31. All Union membership fees are due on the reception of the invoice from the UIA.
- XI.2 The draft triennial budget, approved by the Council, shall be presented by the Treasurer to the Member Sections at least forty-five (45) days before the Assembly meets.
- XI.3 The draft triennial budget and the detailed draft budget shall be presented by the Treasurer to the members of Council at least thirty (30) days before the meeting at which the budget will be discussed and approved by the Council.
- XI.4 Each year the Treasurer shall present the audited accounts of the previous year to the Council for approval.
- XI.5 The basis of calculation of the membership fees to be paid by Member Sections is determined by the Assembly.
- XI.6 The membership fees to be paid by Allied Members are determined by the Treasurer and approved by the Council.
- XI.7 In the event of urgent need, Council may decide to levy a special fee not exceeding one fifth of the annual membership fees approved by the Assembly.
- XI.8 Member Sections re-entering the UIA shall pay the equivalent of one fourth (1/4) of the year's membership fee as an entrance fee. New Member Sections shall pay the equivalent of one half (1/2) of the year's membership fee as an entrance fee. This entrance fee must be paid at the time of application for membership. It will be returned if the application is rejected.
- XI.9 New Member Section's membership fees are due starting on the date their application is accepted by the Council.
- XI.10 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, one (1) day before the Assembly loses its right to vote, unless something different is negotiated and accepted by Council before that date.
- 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) days before the Assembly loses the right to have one of its members run for election to any post.
- XI.12 No debt may be simply cancelled unless a motion to this effect is proposed by Council and adopted by a 2/3 majority of those voting in the Assembly.
- XI.13 The Union's funds may only be used in accordance with the approved budget. Any expenditure that has not been anticipated and that exceeds the budget by 10% must be approved by the Council.
- XI.14 Since the duties of the Union are honorary, the travel and subsistence expenses of the President, the Secretary General, the Treasurer, and their assistants or representatives are, whenever possible, met by the Union if the journey is made at the request of or on behalf of the Union, provided provision has been made for such expenses in the budget.
- XI.15 Council may at its sole discretion relax the provisions of Bylaws XI.10 if it has proof that a Member Section has difficulty transferring funds into the Union account due to government regulations or extreme circumstances.
- XI.16 In special circumstances, the International Officers shall have the authority to open a bank account in any country on behalf of the Union, upon authorisation from the Council.
- XI.17 The Council, on advice from the Treasurer, may decide on the application of a percentage reduction/increase in membership fees for early/late payment.
- XI.18 As compensation to the UIA for the right to organise a Congress, the organising Section shall pay a specific fee fixed by the Council. This fee will be due starting in the year in which the venue is chosen and continue through the year of the Congress.



## **XII. THE REGIONS**

- XII.1 The Regions have been created to permit effective and practical cooperation among Members, bearing in mind geographical and cultural considerations.
- XII.2 The Regions may be re-defined in number or composition by the Assembly, on a proposal from the Council.
- XII.3 There are five Regions as follows:
- Region 1: Western Europe  
Region 2: Central and Eastern Europe and the Middle East  
Region 3: the Americas  
Region 4: Asia and Oceania  
Region 5: Africa
- XII.4 The Members in each Region are encouraged to work together in an informal manner, under the guidance of the Vice-President and Council Members from the Region.

## **XIII. THE ASSEMBLY**

- XIII.1 Each Member Section is represented at the Assembly by the requisite number of delegates. The number of delegates from each Member Section shall be determined on the basis of the most recent matrix adopted by the Assembly.
- XIII.2 Only delegates have the right to vote in the Assembly. Each delegate has one vote. An accredited delegate may vote on behalf of one or more absent delegates of his/her Member Section. In no case may a delegate from one Member Section represent another Member Section or vote on its behalf.
- 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.
- XIII.4 The Secretary General shall circulate the agenda and, as far as possible, the principal documents to all Member Sections at least forty-five (45) days before the date fixed for the meeting of 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 at least sixty (60) days before the appointed date. This electronic communication shall indicate the agenda and, as far as possible, shall include the principal documents.
- XIII.6 The Assembly is presided over by the President of the Union, assisted by the Vice-Presidents.
- XIII.7 The President, the Immediate Past President, the Secretary General, and the Treasurer may not represent their Member Sections as delegates. They may not take part in the voting except as provided herein.
- XIII.8 The only valid Assembly decisions are those made on points included in the agenda. However, if the reasons are justifiable, any delegate may submit a written request to the President asking the Assembly to add a new point to the agenda. The President shall, in consultation with the Secretary General, the first Vice-President and the legal adviser, examine the admissibility of the request and announce the action to be taken. There can be no appeal to this decision. If a request is rejected, the reasons for this decision must be included in the minutes of the Assembly.
- XIII.9 The Council shall publish from time to time regulations governing the organisation and procedures of Assemblies (cf. Appendix IV).

## **XIV. THE COUNCIL**

- XIV.1 Membership of the Council of the Union is honorary.
- 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 Council Members who shall assist the Vice-President.
- XIV.3 The Council is responsible for discharging the duties and responsibilities set out in these Articles

and Bylaws, including the following:

- XIV.3.1 Prepare proposals for the general policy of the Union to be submitted to the Assembly.
- XIV.3.2 Determine the annual programme of work based on recommendations by the Secretary General, within the framework of the general policy approved by the Assembly.
- XIV.3.3 Give directives concerning the programme of activities of the various Working Bodies of the Union.
- XIV.3.4 Define the duties and terms of office of Delegates of Council (cf. Appendix II).
- XIV.3.5 Publish from time to time regulations governing Delegates of Council and Working Bodies (cf. Appendix III).
- XIV.3.6 Publish from time to time other regulations governing the work of the Union as provided for in the Articles and Bylaws.
- XIV.3.7 Receive the Secretary General's report on the activities of the Union between meetings of the Assembly.
- XIV.3.8 Determine the annual budget, based on the recommendations of the Treasurer, within the framework of the triennial budget approved by the Assembly.
- XIV.3.9 Approve the Treasurer's report of audited accounts of the previous year.
- XIV.3.10 Appoint the Auditor in accordance with the Bylaws.
- XIV.3.11 Decide on the eligibility of applicant Members and advise the Assembly accordingly.
- XIV.3.12 Determine the Region to which a Member Section belongs. In the case of a dispute, the Assembly shall decide.
- XIV.3.13 Prepare recommendations for the Assembly on admissions, re-admissions, and expulsions of Members.
- XIV.3.14 Prepare a report or reports for the Assembly on the activities of the Union since the previous Assembly.
- XIV.3.15 Decide on the date, manner and place of its meetings (for meeting in person).
- XIV.3.16 Decide on all procedures concerning the Union that are not defined in these Articles and Bylaws. These decisions shall be approved by the following Assembly.
- XIV.4 If, for some reason, the Council cannot meet in the manner and at the place (for meeting in person) on the date arranged, the President shall decide on another date, manner and place of its meeting.
- 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. Such a meeting must be held within thirty (30) days of being requested.
- XIV.6 All extraordinary meetings of the Council shall be held in the manner and place (for meeting in person) to be decided by the President, in consultation with the Secretary General and the First Vice-President.
- 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. Voting in such cases is closed not more than fifteen (15) days after the electronic communication has been sent to the members of Council.
- XIV.8 The Council may, at its own discretion, invite a person or persons to participate in any session of the Council. Such persons shall not have the right to vote. Such a decision shall be made before the person or persons concerned attend a meeting.
- XIV.9 Notice of a meeting shall be given at least thirty (30) days before the appointed date. The principal documents which include information, reports and proposed resolutions shall reach the Secretary General at least twenty (20) days before the date of the meeting. They shall be sent to all members of the Council at least ten (10) days before the date of the meeting. The Council may decide on a shorter notice.
- XIV.10 If, for any reason, a Council seat becomes vacant between Assemblies, the Council shall ask the relevant Region for nominations to fill this post. If the Region proposes more than one name, the Council will vote to make the final decision as to the appointment of the replacement Council Member.



XIV.11 For election eligibility purposes, persons appointed during a triennial period shall be considered to have served a full term of office if they serve for more than half that triennial period; if they serve for less than half the triennial period, it shall be a null term of office and will not be counted in their eligibility for office.

XIV.12 At the beginning of the term the President shall constitute the following 5 Council Committees: Vision & Strategy, Ethics, Finance, Communications, Events. Their role is described in Appendix II.8.

The President shall assign one of the Vice-Presidents as chair and one Council member from each Region as members of each Committee. Each Committee shall be assigned specific tasks and terms of reference for the term. Council may decide to constitute further extraordinary Committees according to the needs of the Union.

## **XV. ELECTION OF THE COUNCIL**

XV.1 Members of the Council are elected by the Assembly, except in the specific cases described in Bylaws XIV.10 and XV.7.

XV.2 One-hundred and eighty (180) 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 shall become vacant at that meeting of the Assembly. Nominations shall reach the General Secretariat Ninety (90) days before the Assembly meets.

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 Council Members may only be made by Member Sections from the Region they will represent.

XV.4 Presidential candidates cannot stand for election after two unsuccessful bids.

XV.5 After having examined their eligibility (cf. Bylaw XI.11), the Secretary General in consultation with the UIA legal advisor, shall advise all the persons nominated, as well as their Member Sections, of their nomination, eighty (80) days before the Assembly. If the Secretary General is a candidate for any post, the examination of eligibility will be conducted by a designated Secretariat staff member under the supervision and responsibility of the UIA legal adviser.

XV.5 To be included in the Assembly ballot papers, all nominations submitted under Bylaw XV.2 shall be supported by the following:

XV.5.1 A declaration by the Member Section of which the candidate is a member stating their desire to be represented by the candidate, and their commitment to provide moral and financial support to him/her if elected.

In exceptional circumstances, a commitment to provide the necessary financial support from a body other than the Member Section of which the candidate is a Member may be acceptable, provided that the Member Section gives its agreement.

XV.5.2 A declaration by the candidate that, if elected, he/she would be prepared to act as a member of Council.

XV.6 The declaration required by Bylaw XV.6.1 shall be in the hands of the Secretary General sixty (60) 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) days before the Assembly. In the absence of this declaration, a candidate shall be deemed to have refused the nomination.

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

If the Council is unable to find a valid candidate for a post after the 90-days 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 or his/her designated replacement shall advise all Member Sections of the valid nominations made by Member Sections and the Council forty-five (45) days before the Assembly.

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

In the event that a Council Member 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.11 If a Council Member 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 the Member Section/Council Member specifying the circumstances of the absence must arrive at the Secretariat before the opening of the Council, otherwise the absence will be treated as unexcused.

XV.12 The Member Section responsible for a Council seat that has been declared vacant due to repeated absences automatically loses its right to present candidates for election at the following General Assembly. In extraordinary circumstances, the Council may waive this Bylaw by a 2/3 majority vote.

XV.13 The President, Vice-Presidents, Secretary General, and Treasurer shall have no Alternates. In the event of any of them being unable to continue to take an active part in the work of the Council or to assume their duties, a substitute shall be appointed as provided herein.

## **XVI. THE INTERNATIONAL OFFICERS**

XVI.1 The International Officers (President, Secretary General, Treasurer) determine the date, manner and place of their meetings (for meeting in person). They meet at least twice per year at the UIA headquarters for work and coordination with the staff.

XVI.2 The President, in consultation with the Secretary General, may convene meetings with the Vice-Presidents.

XVI.3 Council Members shall be kept informed of all activities of the International Officers and consultative meetings with the Vice-Presidents.

XVI.4 The regulations for Council concerning meetings and consultations are applicable to meetings and consultations of the International Officers. Notice of a meeting shall be given at least seven (7) days before the appointed date. The International officers may decide on a shorter notice.

XVI.5 The Secretary General shall be responsible for the preparation of the Assembly and particularly for the elections. To this end, the International Officers and Vice-Presidents shall in due time:

XVI.5.1 Invite nominations for positions due for renewal.

XVI.5.2 Make their own nominations where none are received from the Member Sections within the allotted time limit, and/or examine any candidatures received after the deadline.

XVI.5.3 Present to the Council, in its meeting immediately following the General Assembly, candidatures for any post that was declared vacant at the Assembly.





## **XVII. THE PRESIDENT**

- XVII.1 The President shall take cognizance of all matters and occurrences affecting the general welfare of the Union and the profession and shall personally take such action as deemed necessary in the interest of the Union and the profession, as the occasion or emergency may suggest, and report on this action to Council at its next meeting.
- XVII.2 The President convenes and chairs meetings of the Assembly and the Council, and is an ex-officio member of all the Union's Working Bodies.
- XVII.3 The President shall not vote in the Assembly, except in the event of a tie.
- XVII.4 Should the 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 first Vice-President, or on the first Vice-President's inability to act, the second Vice-President, after consultation with the Council, shall assume the duties of President, either on a temporary basis until the President is able to resume office or on a permanent basis until the next Assembly.

## **XVIII. THE VICE-PRESIDENTS**

- XVIII.1 From among the Vice-Presidents elected by the Assembly, the Council shall elect a first Vice-President and a second Vice-President. In the absence of the President, they substitute for him/her according to the appointed order.
- XVIII.2 Each Vice-President, together with the 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. As such, he/she is the interlocutor with the Regional professional organizations. Vice-Presidents are ex-officio members of the Vision & Strategy Committee and each chairs one of the Council Committees, working to achieve each terms priorities.
- 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 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 Council meeting, the Vice-President shall, in consultation with the Council Members of the Region, designate one of the Council Members to attend the meeting.
- XVIII.5 Each Vice President will represent globally the UIA according to the special mission given to him/her by the Council. The mission of Vice Presidents is as stated in Appendix II and as decided at the second meeting of Council after the election.

## **XIX. THE SECRETARY GENERAL**

- XIX.1 The Secretary General organises the General Secretariat of the Union, directs its activities, and manages its operations. Within the limits of the approved budget, the Secretary General may engage the necessary staff. The description of staff posts and the selection of staff shall be conducted together with the President and a third person designated in agreement with the President.
- XIX.2 The Secretary General draws up the calendar of Union events and, as far as possible, oversees their preparation. The Secretary General is responsible for the preparation of meetings of the Assembly, and the Council; ensures their organisation in accordance with the Articles and Bylaws; prepares and circulates the minutes; and reports to the President, Council, and Assembly on the activities of the General Secretariat. The Secretary General is an ex-officio member of the Vision & Strategy Committee.
- XIX.3 The Secretary General may submit to the Council for consideration names of candidates for Delegates of Council and on their appointment shall co-ordinate their activities.
- XIX.4 Should the Secretary General, before the end of a term of office, either resign, fall ill, or become unable or incapable of completing the term of office, the Council shall elect from among its members another individual to assume the duties of Secretary General either on a temporary basis until the Secretary General is able to resume his/her duties, or on a permanent basis until the next Assembly.

## **XX. THE TREASURER**

- XX.1 The Treasurer shall prepare and present the term and annual budgets of the Union, oversee the management of Union funds in accordance with the budget approved by the Council and adopted by the Assembly, and report to the President, Council, and Assembly on his/her activities as Treasurer.
- XX.2 The Treasurer shall ensure that the Union has at all times an appointed Expert Accountant and an Auditor and shall, when needed, submit a nomination for such independent contractors to Council for approval. The Treasurer may propose to the Council the nomination of one or more assistants or external experts to be responsible for certain specific missions. The Treasurer is an ex officio member of the Vision & Strategy Committee and the Finance Committee.
- XX.3 In the case of resignation, illness, default, or inability to act, the procedure indicated in Bylaw XIX.4 shall be followed.

## **XXI. TITLE OF SUBSTITUTES**

- XXI.1 When, in accordance with the foregoing Bylaws, a substitute is appointed to act on behalf of the President, a Vice-President, the Secretary General, or the Treasurer, and when such a substitute is acting in a temporary capacity, the substitute shall assume the title Acting President, Acting Vice- President, Acting Secretary General, or Acting Treasurer as the case may be. When a substitute is acting in a permanent capacity until the next Assembly elects a successor, then the substitute shall assume the full title of President, Vice-President, Secretary General, or Treasurer, as the case may be. Persons appointed to act as substitute during a triennial period shall be considered to have served a full term of office if they serve for more than half that triennial period; if the substitute serves for less than half the triennial period, it shall be a null term of office and will not be counted in their eligibility for office.

## **XXII. THE AUDITOR**

- XXII.1 An Auditor, chosen from among professionally qualified firms, shall be appointed by the Council upon nomination by the Treasurer. The Auditor's remuneration is determined by the Treasurer and is subject to approval by the Council.
- XXII.2 The full accounts, together with all relevant documents, shall be submitted to the Auditor.
- XXII.3 The Auditor shall prepare an annual report for the Council. This report shall be communicated to the Member Sections and the Assembly.

## **XXIII. DELEGATES OF COUNCIL AND WORKING BODIES**

- XXIII.1 Council, at its own discretion, may appoint Delegates of Council or establish Working Bodies with particular responsibilities. Council shall define their duties and the length of their term of office, as provided for in Bylaw XIV.3 described in Appendices II and III.
- XXIII.2 Council shall issue from time-to-time regulations governing the Delegates of Council and Working Bodies, as provided for in Bylaw XIV.3 and such regulations shall be published as an Appendix or supplement to the Articles and Bylaws.

## **XXIV. RULES OF PROCEDURE AT ASSEMBLIES**

- XXIV.1 At Assemblies, voting is conducted electronically unless technical failure makes it impossible.
- XXIV.2 Secret ballot voting (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 an Assembly held in person or delegates registered to vote for an Assembly held via a virtual platform.
- XXIV.3 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 a virtual platform.
- XXIV.4 The procedure for voting is set down in special regulations (cf. Appendix I).
- XXIV.5 The President, the Immediate Past President, the Secretary General, and the Treasurer do not have the right to vote except in the case of the President or his/her substitute as provided for in Appendix I paragraph 3.5.
- XXIV.6 The President or Chairman shall give participants permission to speak in the order in which they





request to do so. The President or Chairman may limit the time granted to each speaker and may, at any time, declare the list of speakers closed, unless the Assembly shall decide otherwise.

- XXIV.7 The immediate closure of a debate may be decided by a majority of votes cast.
- 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) days before the Assembly, for distribution to the Member Sections forty-five (45) days prior to the meeting.
- XXIV.9 Amendments to proposals and resolutions submitted under Bylaw XXIV.8, when made during the Assembly, shall be presented to the Chairman in writing, in one of the working languages of the Union, so that they may be distributed to the delegates present at the Assembly.
- XXIV.10 The rules of procedure contained in the two preceding Bylaws may be suspended by a decision of the Assembly adopted by a 2/3 majority of the voting delegates. This suspension will under no circumstances prevent the application of the other dispositions of these Articles and Bylaws.
- XXIV.11 Anything not expressly provided for with regard to the rules of procedure at meetings or which is discretionary, or if a dispute arises over the interpretation of the rules of procedure at meetings, the Chairman shall, after consultation with the Secretary General, the First Vice-President and the legal adviser or his/her replacement, hand down a decision. This ruling shall be final.

## **XXV. RULES OF PROCEDURE AT MEETINGS OF COUNCIL**

- XXV.1 At meetings of Council all members of Council have one vote. In the case of a tie the Chairman has a second, casting vote.
- 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 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 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.
- XXV.3 Notice of motion to rescind any resolution or minute shall be given to the Secretary General not less than thirty (30) days before the date of an ordinary meeting of Council.
- XXV.4 The Council shall publish from time-to-time regulations governing the organisation of its meetings, Forums and Congresses. Such regulations shall form an Appendix or supplement to the Articles and Bylaws of the Union (cf. Appendix IV).

## **XXVI. CONGRESSES**

- XXVI.1 A World Congress of the Union should be held about every three-years. It must be open to architects of all countries. Architects from non-member countries, guests, and observers who are not architects (representatives of certain international organisations, members of associated professions, students of architecture, the technical press, and related industries) may attend subject to the conditions laid down in the Congress regulations.
- XXVI.2 The Council shall publish from time-to-time regulations governing the organisation of Congresses. Such regulations shall form an Appendix or supplement to the Articles and Bylaws of the Union (cf. Appendix IV).
- XXVI.3 Eighteen (18) 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 three hundred (300) days - ten (10) months - before the Assembly in order to present their candidature to host a UIA Congress.
- XXVI.5 Two hundred and seventy (270) days - nine (9) months - before an ordinary meeting of the Assembly, the General Secretariat will examine the candidatures and, if necessary, ask for any clarifications within the following 15 days. The candidatures will be submitted to the Council meeting.
- XXVI.6 The Council, at its meeting approximately 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.

- XXVI.7 The Council recommendation shall be distributed to all the candidate cities by the UIA Secretariat within 15 days following the Council's decision.
- XXVI.8 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, ninety (90) days before the Assembly loses the right to present its candidature to host a UIA Congress.
- XXVI.9 In order to be presented before the Assembly, candidatures to host a UIA Congress, including all documents and payments, must be completed at least thirty (30) days before the opening of the Assembly.
- XXVI.10 If Council is not satisfied with the manner in which the Congress is being organised by the Member Section chosen by the Assembly, it may, by a 2/3 majority of those voting, decide to cancel the venue of the Congress.
- XXVI.11 Upon cancellation of the venue of a Congress by Council, the Member Sections shall be immediately informed in writing by the Secretary General. If necessary, Council shall seek another Member Section prepared to hold the Congress, select another host Member Section, another venue and date, or any combination of these. Preference shall be given to the Member Sections whose offers were assessed by the Assembly, according to the order of preference decided upon by the Assembly.
- XXVI.12 Council shall provide a full report to the next Assembly on decisions made under Bylaws XXVI.10 and XXVI.11 above.

## **XXVII. ACTIVITIES**

- XXVII.1 Meetings, seminars, colloquia, exhibitions, international programmes and courses, and other events or activities may be organised within the framework of the Union's programme of activities.
- XXVII.2 No meeting or activity may take place under the auspices of the UIA unless written approval has been given by the Secretary General, if necessary, after consultation with the Council or the President as to the date, theme, organisation, and financing of the activity. This document shall also specify whether the right to use the UIA logo in relation to this event is granted or refused.
- XXVII.3 Activities may be organised by or for the Assembly, the Council, a Region, a Member Section, a Working Body, or any other recognised UIA organisation.
- XXVII.4 The Council may publish from time to time guidelines or regulations governing the organisation of such activities. These guidelines and regulations shall form an Appendix or supplement to the Articles and Bylaws of the Union (cf. Appendix IV).

## **XXVIII. UIA REPRESENTATIVES TO OTHER INTERNATIONAL ORGANISATIONS**

- XXVIII.1 Any Union representative to international organisations or delegate to international congresses, meetings, or events to which the Union is invited shall be nominated by the President in consultation with the Secretary General and shall act for such a period as the latter may determine.
- XXVIII.2 Such appointments shall be endorsed by Council and reported to the Assembly.
- XXVIII.3 The representatives of the Union shall report to the Secretary General either annually or concerning a particular meeting at which they represented the Union.
- XXVIII.4 The Union may contribute to the travel expenses of its representatives to the extent permitted by the budget.

## **XXIX. UIA INFORMATION SERVICE SUBSCRIBERS**

- XXIX.1 The Council may establish categories of UIA information service subscribers that may include individuals, firms, or organisations.
- XXIX.2 The Council may publish from time to time regulations governing UIA information service subscribers and such regulations shall be issued as an Appendix or supplement to the Articles and Bylaws.



**XXX. INTERPRETATION OF ARTICLES AND BYLAWS**

- XXX.1 Anything not expressly provided for in the Articles and Bylaws will be decided by Council. In cases of doubt, Council shall also decide on the interpretation of the text. Any decisions of Council under this Bylaw shall be reported to the next meeting of the Assembly.

**APPENDIX I: Regulations Governing Voting**  
(cf. Bylaw XXIV.4)

**A. GENERAL ASSEMBLY (IN PERSON OR VIRTUAL OR HYBRID)**

The present document shall be circulated to delegates before all ballots. In the case of elections, the complete list of candidates shall be attached to it.

**1 PROCEDURE FOR VOTING**

- 1.1 At Assemblies, the UIA legal adviser or a competent lawyer or notary designated by the Council shall be responsible for organizing and running all voting, including the elections. In case of his/her absence or inability to act, the Council shall designate the Immediate Past President or another Past President to replace him/her for this task. The Council shall also designate the Immediate Past President or another Past President to assist the UIA legal adviser or his/her replacement.
- 1.2 Before the first vote, the UIA legal adviser or his/her designated replacement shall remind the Assembly of the voting procedure, as laid down in the present appendix and provide any specific information required.
- 1.3 The UIA legal adviser or his/her replacement with the assistance of the Immediate Past President or the Past President designated by Council, shall propose three scrutineers thirty (30) days before the Assembly and to the Assembly, chosen from among competent persons of the Member Sections that are not directly implicated, assisted by two staff members from the UIA Secretariat (not delegates). The Council shall confirm the proposed scrutineers.
- 1.4 The UIA legal adviser or his/her designated replacement shall inform the Assembly of the names and number of votes of those Member Sections that are present at the Assembly and eligible to vote.
- 1.5 For an Assembly held in person or a hybrid platform, before the first round of electronic voting, the Secretariat shall distribute to each delegation entitled to vote as many electronic voting mechanisms and voting cards as the number of votes to which the Member Section is entitled for delegates attending in person.

For an Assembly held via a virtual or hybrid platform, seven (7) Days before the first round of the online voting platform is launched, the Secretariat shall assign to each delegation entitled to vote as many online voting links as the number of votes to which the Member Section is entitled for delegates attending virtually. The Member Section is responsible for deciding the delegate/s to receive the voting link/s.

**2. PROCEDURE FOR ELECTIONS**

- 2.1 Voting shall take place in two stages:
  - 2.1.1 The first series of votes is for the election of the International officers and the Vice-Presidents, who shall, in general, be elected in the following order:
    - a) President
    - b) Secretary General
    - c) Treasurer
    - d) Vice-Presidents
  - 2.1.2 The second series of votes is for the election of Council Members. Sufficient time should be allowed for the Secretariat to draw up, if necessary, the revised list of candidates as a result of the first series of elections.
- 2.2 If there is only one candidate for a vacant position, election is automatic, and no vote is held.
- 2.3 A separate ballot shall be held for each round of voting for International officers and Vice-Presidents posts, however, for Council Members, a single ballot per Region and per round of voting shall be held.
- 2.4 After the scrutineers have ensured that the electronic system has been reset, the legal adviser or his/her replacement invites the delegations to place their votes. The results of voting shall not be displayed to the Assembly until the voting period is closed and the results have been analysed by the scrutineers.
- 2.5 Any votes registered outside of the allotted time period shall not be counted.
- 2.6 The analysis of results shall take place in a separate room and/or virtual platform, under the supervision of the legal adviser or his/her replacement.



- 2.7 When the analysis of results is finished, the legal adviser or his/her replacement shall inform the Assembly of the following:
- 2.7.1 The number of votes cast
  - 2.7.2 The number of votes necessary for a candidate to be elected
  - 2.7.3 The number of votes cast for each candidate
  - 2.7.4 The names of candidates elected on the first ballot.
- 2.8 In the case of a vote for a single seat, if a candidate receives a 50% plus 1 majority of votes from the delegates present and voting in the first round, that candidate shall be declared elected to the seat. Where no candidate obtains a 50% plus 1 majority, only the names of the two candidates who received the most votes shall be retained for a second round of voting.
- 2.9 In the case of a vote for multiple seats, any candidate who obtains a 50% plus 1 majority of votes from the delegates present at the Assembly held in person or delegates registered to vote online for the Assembly held via a virtual or hybrid platform in the first round shall be considered elected. For the seat or seats not filled during the first round of voting, the legal adviser or his/her replacement shall strike from the list the candidate who received the least number of votes, and if necessary, proceed to a second round. After the second round of voting, the candidate(s) who obtained the most votes, whether a 50% plus 1 majority or not, shall be declared elected to the vacant seat(s).
- 2.10 Where two candidates receive an equal number of votes, another round of votes shall be held. In the case of a second tie, lots shall be drawn.
- 2.11 At the end of each round of voting, the legal adviser or his/her replacement shall ensure that the scrutineers have noted the complete results for that round.
- 2.12 The written results of each round of voting, signed by the legal adviser or his/her replacement and the scrutineers shall be filed with the UIA General Secretariat to be kept in the archives.
- 2.13 The procedure for elections shall also be used in voting for future Congresses, the General Assembly and the World Capital of Architecture venues.

### **3. PROCEDURE FOR OTHER VOTES**

- 3.1 For votes that do not require a secret ballot, the Assembly may use voting cards for delegates attending the Assembly in person or an online voting platform for delegates attending virtually that permits visible results for the Assembly held via a virtual or hybrid platform.
- 3.2 The President or Chairman of the Assembly reads the proposal aloud and calls for a show of cards from those delegates wishing to vote YES to the proposal for delegates attending the Assembly in person or to vote on the Assembly virtual platform for delegates attending the Assembly virtually.
- The President or Chairman then calls for the NO votes, and abstentions.
- 3.3 If there is a majority of YES or NO votes, the vote is closed accordingly.
- 3.4 If a majority is not apparent, the question must be determined by an electronic or paper ballot.
- 3.5 The indications contained in this Appendix shall be followed for all other electronic or paper ballot votes, except where there is an equal number of votes for and against a proposal after the second round of voting. In this case the President or Chairman shall have the casting vote.

### **4. PROCEDURE FOR PAPER BALLOTS (ASSEMBLY IN PERSON ONLY)**

- If the Assembly is faced with the impossibility of conducting votes electronically, paper ballots may be used so as not to delay the Assembly's decisions. The procedures already laid out in this Appendix shall be followed as closely as possible, with the following specifications.
- 4.1 For each ballot, the UIA Secretariat shall distribute the ballot papers and corresponding envelopes to each delegation, in accordance with the number of votes accorded to their Member Section.
- 4.2 After the scrutineers have ensured that the ballot box is empty, the legal adviser or his/her replacement calls upon each delegation in turn, in alphabetical order.



- 4.3 The delegations hand their ballot papers, in the envelopes, over to the staff members from the UIA Secretariat, who place them in the ballot box and note on the list of Member Sections those that have voted.
- 4.4 The scrutineers open the envelopes and record the votes on the checklists provided for this purpose.
- 4.5 Ballot papers are considered null and void if:
  - 4.5.1 they contain more names than there are posts to be filled
  - 4.5.2 they include the names of persons or Member Sections that are not candidates
  - 4.5.3 the name of a candidate is recorded more than once
  - 4.5.4 voters reveal their identity, in particular by signing the ballot paper or by mentioning the name of the Member Section they represent.
- 4.6 Immediately after the announcement of the election results, the ballot papers shall be destroyed in the presence of the legal adviser or his/her replacement and the scrutineers.
- 4.7 The checklists are signed by the legal adviser or his/her replacement and the scrutineers and filed with the General Secretariat to be kept in the archives.

## **B. COUNCIL MEETINGS**

### **1.0 PROCEDURE FOR VOTING**

- 1.1 For a meeting conducted via a virtual/hybrid platform, the voting could be carried out either via a show of hand or via a secret ballot using an online voting platform.
- 1.2 For a meeting conducted in person, the voting could be carried out either via a show of hands or via a secret ballot using an electronic device or ballot paper.

## **APPENDIX II: Council Regulations Governing UIA Representatives cf Bylaw XIV.3.4**

### **1. The President (cf. Article 9; cf. Bylaw XVII)**

Within the parameters of a general framework, each President shall propose his/her own programme and priorities in addition to their CV explaining the benefits the candidate will bring to UIA. This will ensure both continuity and flexibility. It shall also prove useful for any future President who may not have a comprehensive knowledge of UIA's structure and functioning. The President's prime role shall be as follows:

- To represent the UIA before all key audiences, especially at the international institutional level.
- To lead, uphold and implement UIA's vision and mission ensuring both continuity and renewal and defining the thematic accents of the term.
- To lead and uphold the Union in accordance with the mandates from the Assembly and the Council in consultation with the Vision & Strategy Committee.
- To advocate for architects and the architectural profession.

The President shall:

- Attribute a Portfolio to each of the Vice-Presidents as Chairs of the five (5) UIA Council Committees at the beginning of each mandate.
- Lead the nomination/appointment of the Chairs of the UIA Working Bodies and representatives to International Organizations.
- Attribute special missions to Past Presidents and other persons asked to represent the UIA
- Sign or co-sign all official administrative and financial documents that are legally required.
- Recognize the needs of the Union and propose appropriate measures to meet them.
- Transparently inform Council on all matters occurring in-between Council meetings.

### **2. The Secretary General (cf. Article 11; cf. Bylaw XIX)**

The Secretary General shall:

- Represent the UIA where deemed necessary in agreement with the President.
- Assist the President on matters of strategy, policy and content in consultation with the Vision & Strategy Committee.
- Assist the President in the nomination/appointment of the chairs of the Working Bodies and representatives to International Organizations.
- Coordinate the work of the UIA Working Bodies regarding content and according to the set priorities and strategies.
- Overview the conduct of Council meetings and Assemblies in accordance with the Statutes and Bylaws, parliamentary procedures, standing orders of debate and elections.
- Propose in consultation with the President the appointments of administrative positions within the allocated budget and submit them for approval by Council.
- Supervise bids and preparation of UIA events and their content.
- Supervise the work carried out by the UIA staff.
- Manage the filing of legal documents
- Maintain membership lists.

### **3. The Treasurer (cf. Article 12; cf. Bylaw XX)**

The Treasurer carries out his/her activities with the assistance of the Finance Committee

To ensure the financial integrity of the Union, the Treasurer shall conduct all financial activities in compliance with applicable laws and regulations ensuring at all times transparency in carrying out his/her duties.

The Treasurer shall:

- Define the financial policy of the UIA.
- Draft the basis for calculation of membership fees.
- Coordinate and clarify with Member Sections the fees due.
- Draft the general budget for the term and the detailed annual budgets.
- Manage the approved budgets overseeing UIA's income and expenses.
- Prepare regular financial reports including bank statements in collaboration with the expert accountant and designated staff, to be presented to the Council and the General Assembly.
- Present the yearly audited accounts to Council.
- Draft and propose strategic proposals for fundraising.
- Coordinate financial policies and strategies adopted by Council and overview their implementation
- Ensure that assets are used for the Union's objectives and that resources generate returns
- Look for healthy financial conditions and favourable interest rates for the UIA bank accounts



**4. The Immediate Past President (cf. Article 8.7; cf. Bylaw XIII.7; cf. Appendix I)**

The Immediate Past President's main role shall be as follows:

- To monitor and ensure the smooth transmission and hand-over to the incoming President
- To support the elected President's action

**5. The Past Presidents**

The Past Presidents' role shall be as follows:

- To transmit their memory and experiences in the UIA
- To advise Council on special cases in "times of trouble"
- To support the current President's action

**6. The Vice-Presidents (cf. Article 10; cf. Bylaw XVIII)**

Among other duties, the role of the Vice-Presidents shall be:

- To chair one of the five (5) permanent Council Committees
- To compile and manage an in-depth knowledge of their Region
- To coordinate the activities of the four (4) Council Members from the Region.
- To work in close collaboration with the Region's Member Sections and appropriate regional organisations, holding regular meetings with them and keeping them informed about the policies and decisions taken by the Council and the Assembly.
- To advocate for the architects and the architectural profession within their Region.
- To coordinate activities in their Region and collaborate with the other Vice-Presidents
- To coordinate the Work Programme's regional activities in close collaboration with the Secretary General and promote participation at UIA Working Bodies by members from their Region.
- To ensure meaningful and active visibility/presence of the UIA at Regional architectural events.
- To disseminate UIA events and activities within their Region and promote attendance at them.
- To increase/maintain UIA membership in their Region
- To submit their respective activity reports to the Council.
- To represent the Union or the President at specific events if asked by the President.

**7. Council Members (cf. Article 14)**

Among other duties, the role of the Council Members shall be:

- To actively participate at the Council meetings contributing to the definition of the UIA policies
- To contribute to the work of (at least one of) the Council Committees.
  - To collaborate closely and support the role of the Vice-President
  - To link the UIA with the international organisations in their Region
  - To participate in Regional architectural events
  - To participate in the Regional Work Programme activities
  - To be the liaison officer for a designated number of Sections in the Region
  - To be the liaison officer for Work Programmes and Commissions

For election to any post on the UIA Council, candidates will be requested to submit a short statement in addition to their CV explaining the advantages they will bring to the UIA.

**8. Council Committees**

There shall be five (5) Council Committees constituted according to Bylaw XIV with the following roles:

**1.Role of the Vision & Strategy Committee**

The Vision & Strategy Committee, in accordance with the President, shall discuss strategic matters and prepare documents to facilitate Council's decisions on, among other things, goals, priorities, strategic partnerships, relations with international organisations and diplomacy matters. It shall review periodically the UIA Vision and the means for its implementation. The ex officio members of the Committee shall be as follows: the President, the Secretary General, the Treasurer and the 5 Vice-Presidents. It shall be chaired by one of the Vice-Presidents.

**2. Role of the Ethics Committee**

The Ethics Committee shall define the ethical principles that should be the basis for UIA action, respected by UIA elected and appointed representatives and shared by its Member Sections. It shall set the disciplinary action that needs to be taken in case of breach of the ethical principles. Its Chair shall be part of the disciplinary panel.





### **3 Role of the Finance Committee**

The Finance Committee shall support and advise the Treasurer in his/her duties and help to ensure that UIA's finances are properly managed and in line with the financial strategy of the UIA. Its mandate shall include all matters relating to the financial regulations and financial management of the UIA.

### **4 Role of the Communication Committee**

The Communication Committee shall define and implement UIA's Communication Policy and create the necessary content and tools for both internal and external communication. It manages the UIA website and social media.

### **5 Role of the Events Committee**

The role of the Events Committee is to ensure the transmittance of experience from previous events (Congresses, World Capital of Architecture, Forums and Thematic conferences), to reevaluate them, update their concepts and practices and propose modifications and adjustments to the documents regulating them.

## **9. Directors of Commissions**

Directors of Commissions shall also be requested to submit a CV and a statement for improved transparency and to help the President make nominations with all elements in hand. Invitations for candidatures will be sent to all Sections.

## **10. The Delegates of Council**

- The Council may appoint Delegates of Council to assist the President, Secretary General, Treasurer, and Council with specific tasks.
- When appointing Delegates of Council, the Council shall define their duties and the length of their term of office
- The Secretary General shall be responsible for providing secretarial services for the Delegates of Council.
- Past Council Members may be nominated in their respective countries and be assigned the following roles:
  - To act as ambassadors of UIA in their respective countries when there is no elected Council Member in the same country
  - To represent UIA for specific assignments and for specific periods of time. Council shall set up a database of past Council Members and define a set of procedures for their presence at appropriate events when required.

### APPENDIX III: Council Regulations Governing Working Bodies (cf. Bylaw XXIII)

1. The study of a wide range of matters that in various ways are related to the aims of the Union may be entrusted to Working Bodies such as Work Programmes, Commissions, and others. Their terms of reference, structure, and characteristics shall in each case be determined by the Council. When preparing terms of reference, the Council shall include *inter alia* one or more of the following provisions depending on the nature of each particular Working Body.
  - 1.1 One or more Member Sections shall accept responsibility for the Working Body's secretariat, including all operating expenses.
  - 1.2 The Working Body's secretariat shall be provided with one or more permanent, full-time or part-time staff.
  - 1.3 Where no permanent secretariat exists, a person responsible for liaison with the UIA Secretariat shall be nominated.
  - 1.4 The Working Body's secretariat shall be responsible for monitoring development in the relevant field of activity and for publishing the results annually.
  - 1.5 The Working Body's secretariat shall organize and co-ordinate, at regular intervals, meetings of international experts in the field of activity studied.
  - 1.6 The Working Body's secretariat shall publish the results of all meetings and events.
  - 1.7 The number of persons who shall form the Working Body, and their names, shall be forwarded to the Secretary General.
  - 1.8 The Working Body shall have the right to co-opt new members.
  - 1.9 All Member Sections shall be invited to nominate one or more members to participate in the work of the Working Body.
  - 1.10 The circumstances under which a member shall be deemed to have resigned because of failure to participate in the work of the Working Body shall be forwarded to the Secretary General.
2. Council may decide that Regional Working Bodies be formed.
3. Working Bodies may conduct their business by way of correspondence when appropriate.
4. All Working Bodies shall submit a written report to the Council not less than six (6) months before an Assembly. This report shall outline:
  - 4.1 The Working Body's activities since its creation or since its previous report, as the case may be.
  - 4.2 The Working Body activities proposed for the coming period.
  - 4.3 The names of the Working Body members, their length of service, and their level of activity.
5. Council may from time to time require Working Bodies to undertake specific activities. Council may decide that the activity of the Working Body shall be coordinated by a Delegate of Council.
6. The Secretary General, who is responsible for the UIA Working Bodies, shall table at each meeting of Council a report on the activities of all the Working Bodies since the last Council meeting.
7. The Secretary General shall have the right to convene meetings of Working Body Directors for the purpose of co-ordination.
8. Working Bodies and/or their secretariats shall have Council endorsement at least once every triennial period to continue their activities. Council may at any time dissolve a Working Body should its activities not measure up to the terms of reference.

#### **APPENDIX IV: Council Regulations Governing Meetings (cf. Bylaws XIII.9, XXV.4, XXVI.2 and XXVII.4)**

On November 23, 2018, the UIA and UNESCO entered into a Partnership Agreement whereby the host city for the UIA World Congress shall be designated as the World Capital of Architecture. The provisions of Bylaws XXIX shall be superseded by the provisions outlined in the following:

### **1. CONGRESSES, WORLD CAPITAL OF ARCHITECTURE AND FORUMS**

Council regulations governing UIA Congresses, World Capital of Architecture events and Forums shall be available from the General Secretariat on request. These regulations are necessarily somewhat complex and are subject to modification to meet the particular requirements arising from the circumstances of each event.

#### **1.1. CONGRESSES AND WORLD CAPITAL OF ARCHITECTURE**

1.1.1 A World Congress of the Union held in conjunction with the events of the World Capital of Architecture, should be held about every three years. It must be open to architects of all countries. Architects from non-member countries, guests, and observers who are not architects (representatives of certain international organisations, members of associated professions, students of architecture, the technical press, and related industries) may attend subject to the conditions laid down in the Congress regulations.

1.1.2 The Council shall publish from time-to-time regulations governing the organisation of Congresses and the World Capital of Architecture events. Such regulations shall form an Appendix or supplement to the Articles and Bylaws of the Union (cf. Appendix IV).

1.1.3 Eighteen months before an ordinary meeting of the Assembly and pursuant to Bylaw XIII.3, the General Secretariat shall invite Member Sections to propose their candidature to host a UIA Congress and be appointed by UNESCO as the World Capital of Architecture.

1.1.4 Member Sections shall file a letter of intent, as well as the basic administrative documents and preliminary financial proposal with the General Secretariat at least three hundred (300) days - ten (10) months - before the Assembly in order to present their candidature to host a UIA Congress and become the World Capital of Architecture.

1.1.5 Two hundred and seventy (270) days - nine (9) months - before an ordinary meeting of the Assembly, the General Secretariat shall examine the candidatures and, if necessary, ask for any clarifications within the following 15 days.

The candidatures shall be submitted to the UNESCO-UIA Joint Committee two hundred and forty days (240) - eight (8) months - before the General Assembly.

1.1.6 Two hundred and ten days (210) - seven (7) months - before the General Assembly, the UNESCO-UIA Joint Committee shall preselect among the candidate cities a maximum of three (3) candidates and inform the Council about the preselected cities.

Any of the preselected cities should be eligible to be nominated, afterwards, as the World Capital of Architecture. The Council shall make its recommendation to the Assembly. The General Assembly shall decide on the order of preference of candidate cities. The Director General of UNESCO together with the UIA President shall appoint the World Capital of Architecture about six-years in advance.

1.1.7 The Council, at its meeting approximately 6 months before the General Assembly shall 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.

1.1.8 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, ninety (90) days before the Assembly loses the right to present its candidature to host a UIA Congress and become the World Capital of Architecture.

1.1.9 In order to be presented before the Assembly, candidatures to host a UIA Congress and become the World Capital of Architecture, including all documents and payments, shall be completed at least thirty (30) days before the opening of the Assembly.

1.1.10 If Council is not satisfied with the manner in which the Congress and World Capital of Architecture events are being organised by the Member Section chosen by the Assembly, it may, by a 2/3 majority of those voting, decide to cancel the venue of the Congress and the World Capital of Architecture.

1.1.11 Upon cancellation of the venue by Council, the Director General of UNESCO and the Member Section shall be immediately informed in writing by the Secretary General. If necessary, Council shall seek another Member Section prepared to hold the Congress and become the World Capital of Architecture among the other preselected cities. Preference shall be given to the Member Sections whose offers were assessed by the Assembly, according to the order of preference decided upon by the Assembly.

## 1.2. FORUMS

**Provisions concerning Forum organisation to be presented at the XXX<sup>th</sup> UIA General Assembly.**

### 2. ASSEMBLIES

- 2.1 Assemblies are normally held in conjunction with a Congress in the World Capital of Architecture appointed by UNESCO.
- 2.2 The General Secretariat is responsible for organising the agenda papers and other administrative requirements of the Assembly.
- 2.3 The host Member Section is responsible for ensuring that the Assembly is housed in an adequate venue.  
  
The facilities shall enable all the delegates to assemble in plenary sessions. There should also be facilities for the Council and Working Bodies to meet outside the Assembly itself.
- 2.4 Office space shall be provided for the President, the Secretary General, the Treasurer, and the UIA Secretariat's staff.
- 2.5 All the normal equipment required at such a gathering should be provided, including word-processing, photocopiers, facsimile, telephone, Internet, E-mail, etc.
- 2.6 The host Member Section shall be responsible for providing simultaneous translation for the working languages of the Union and a system of electronic voting in compliance with the Articles and Bylaws. Simultaneous translation may be provided for the official languages of the Union, and others, if requested by a Member Section, under the responsibility and at the expense of the requesting Member Section.
- 2.7 The host Member Section shall make arrangements for accommodation including all meals for all the delegates, as well as transportation to and from the venue of the Assembly.
- 2.8 The host Member Section shall be entitled to charge a registration fee to each delegate attending the Assembly. This fee shall be approved by Council or a sub-Committee of Council acting on its behalf, not less than 12 months prior to the Assembly. The sum should be sufficient to cover the cost to the host Member Section organising the Assembly, and any shortfall in the finances of the Assembly shall be borne by the host Member Section and not by the UIA.
- 2.9 In budgeting for the Assembly, the host Member Section shall provide accommodation for members of the outgoing Council, together with not less than three members of the UIA Secretariat's staff. Such accommodation, together with local transportation, shall be without charge.  
  
Rules of procedure at Assemblies shall be as provided for in the Articles and Bylaws.
- 2.10 The Council may establish and vote for the application of parliamentary rules for Assemblies, provided that they do not contravene the rules of procedure laid down in these Articles and Bylaws. These rules shall be distributed to the Member Sections as part of the preparatory documents for each Assembly, and shall be available from the General Secretariat on request.

### **3. MEETINGS OF THE COUNCIL**

- 3.1 Meetings of the Council are held in different countries on the invitation of a host Member Section.
- 3.2 Host Member Sections shall provide a suitable meeting room for the Council, together with at least one meeting room for Committees.
- 3.3 The host Member Section shall provide accommodation and be responsible for the local costs for all voting members of the Council, together with not less than one person from the UIA Secretariat. The host Member Section shall cover these costs for the UIA Past Presidents, the Presidents of the five (5) invited regional organisations, and all UIA Commission directors at UIA Council sessions.
- 3.4 The host Member Section shall be responsible for providing simultaneous translation in accordance with the Articles and Bylaws.
- 3.5 The host Member Section shall be responsible for providing the necessary secretarial equipment, including word-processing, photocopiers, facsimile, Internet, E-mail, telephones, etc.
- 3.6 The host Member Section shall be responsible for providing transportation from the place where the Council members are housed to the place where the Council meeting takes place, should this be necessary.
- 3.7 Accommodation and other costs for persons invited to Council meetings, except those defined in paragraph 3.3 of this Appendix, shall be left to the discretion of the host Member Section.
- 3.8 The Council may establish and vote the application of parliamentary rules for its meetings, provided that they do not contravene the rules of procedure laid down in these Articles and Bylaws. These rules shall be distributed to the Council members at the first triennial Council meeting and shall be available from the General Secretariat on request.

### **4. OTHER MEETINGS**

- 4.1 In general, the principle that the host Member Section is responsible for the cost of organising meetings shall apply to other meetings of the UIA.
- 4.2 The organisers of individual meetings may, however, decide that the costs of a meeting shall be borne by the individuals attending it, by the Member Sections of a Region, or by some other means.
- 4.3 When any meeting held under the auspices of the UIA is organised, the organisers shall, in the first place, decide if the host Member Section shall be responsible for the cost of organisation. The host Member Section shall be informed of this decision before it is requested to confirm its willingness to act as the host Member Section.  
  
Where a host Member Section is not advised at the outset by the organisers of a meeting that it shall be expected to carry the costs of the meeting, then the host Member Section shall be entitled to assume that the costs of the meeting will be borne in the manner set out above (paragraph 2.8 of this Appendix).
- 4.4 The rules of procedure at meetings other than those of the Assembly and Council shall follow, in so far as is practicable, the rules and procedures set out in the Articles and Bylaws for meetings of the Assembly and Council.  
  
The Council may establish and vote the application of parliamentary rules for other meetings, provided they do not contravene the rules of procedure laid down in these Articles and Bylaws. These rules shall be available from the General Secretariat on request.



## **APPENDIX V: Conflict Of Interest Policy**

The International Union of Architects (UIA) is a non-profit and a non-governmental organisation. The Conflict-of-Interest Policy concerns every individual elected or appointed to the UIA, who shall always act in the best interests of the Union and respect the present Policy.

### **Article 1 - Purpose**

The purpose of this Policy is to protect the interests of the UIA against any form of personal interest from any individual elected or appointed to UIA posts. For this purpose, this Policy aims to prevent any personal interest of any individual elected or appointed to UIA posts from interfering with their duties to the organisation, and to avoid any unethical financial, professional or political gain on the part of any elected or appointed person.

This Policy has the additional purpose of informing every individual elected or appointed to UIA posts about what constitutes a conflict of interest, assisting the UIA in identifying and disclosing actual and potential conflicts and helping to ensure the avoidance of known conflicts of interest.

This Policy is applicable to every individual elected or appointed to a UIA post during the term of their mandate and the following term. It is also applicable to Past Presidents as long as they actively maintain their involvement in the UIA.

Furthermore, this policy is intended to supplement but not to replace the laws governing conflict of interest applicable to non-profit and non-governmental organisations.

Lastly, all candidates for any UIA elected or appointed role, upon submitting a declaration of their candidacy, shall sign this acknowledgement and disclosure form.

### **Article 2 - Definitions**

#### **a. Interested Person**

Any individual elected or appointed to UIA posts can be an Interested Person if their actions could benefit their personal interests against the interests of the UIA.

#### **b. Financial Interest**

A Financial Interest can be raised each time an economic benefit, direct or indirect, is negotiated by an individual elected or appointed to UIA posts. This economic benefit includes direct and indirect remuneration as well as gifts or favours that are not insubstantial, and does not include reimbursement or payment for expenses if those expenses are well justified. Remuneration of UIA experts by UIA clients for services exceeding the voluntary work offered by the UIA is not considered as an economic benefit violating the UIA Conflict of Interest Policy as long as the services provided contribute to the success of the UIA project.

A person has a Financial Interest if the person has, directly or indirectly, through business, investment, family or any close personal and/or professional relationships:

- A current or potential ownership or investment interest in any entity with which the UIA has or is negotiating a transaction, agreement or other arrangement.
- A current or potential compensation arrangement with the UIA or with any entity or individual with which the UIA has or is negotiating a transaction, agreement or other arrangement.



- Any activity or project that will compete directly with a UIA activity or project.

It is specified that a Financial Interest is not necessarily a conflict of interest. Any individual elected or appointed to UIA posts who identifies a situation that is or could be perceived as a conflict of interest because of a Financial Interest shall take any necessary actions to protect the UIA's interests. Otherwise, the dedicated UIA Body shall take the appropriate actions to put an end to this situation.

c. Positional Interest

A Positional Interest can be raised each time any individual elected or appointed to UIA posts is also a member of another organisation that works in areas in which the UIA works or may work.

A person has a Positional Interest if the person has, directly or indirectly, through business, investment, family or any close personal and/or professional relationships:

- A duty of loyalty to another entity that does work related to the UIA's work,
- The potential to use confidential or privileged information about the UIA's projects, plans or programmes in a way that could divert opportunities from the UIA,
- A duty of loyalty to an individual or entity which has an interest in a lawsuit, contract dispute, or any matter which is or may become against the UIA's interests.

It is specified that a Positional Interest is not necessarily a conflict of interest. Any individual elected or appointed to UIA posts who identifies a situation that is or could be perceived as a conflict of interest because of a Positional Interest must take any necessary actions to protect the UIA's interests. Otherwise, the dedicated UIA Body will take the appropriate actions to put an end to this situation.

d. Other Interests

Each individual elected or appointed to UIA posts must act with extreme caution any time a decision could impair the elected or appointed person's independence or objectivity in the discharge of the elected or appointed person's duty to the UIA, based on any Interest the elected or appointed person has or could have in that decision.

e. Potential conflicts and actual conflicts

A conflict of interest arises when an individual elected or appointed to UIA posts has an actual or a potential Interest that impairs or might appear to impair the elected or appointed person's independence or objectivity in the discharge of the elected or appointed person's responsibilities and duties to the UIA.

A conflict of interest may also arise when an individual elected or appointed to UIA posts is in a position to influence a UIA decision that may result in promoting the elected or appointed person's Interests.

Any individual elected or appointed to UIA posts who identifies a situation that is or could be perceived as a conflict of interest shall take any necessary actions to protect the UIA's interests. Otherwise, the dedicated UIA Body will take the appropriate actions to put an end to this situation.





### Article 3 - Procedures

#### a. Designated UIA Body

The Body appointed by the UIA to assess all questions relating to the application of this Conflict of Interest Policy is composed of a panel of 3 people: the Chair of the Ethics Committee, one Vice-President not representing the Region of the elected or appointed person in question and the UIA Legal Adviser.

It is specified that if one of these 3 persons has a link to the elected or appointed person concerned by the procedure, they shall defer themselves and be replaced by another member of the Ethics Committee and/or another Vice-President from another Region.

#### b. Duty to Disclose

Any individual elected or appointed to UIA posts shall sign the present Conflict of Interest Policy and disclose all actual or potential conflicts of interest before their election or appointment, both when signing the present Conflict of Interest Policy and when such conflicts arise. It is specified that failure to sign does not nullify the Policy.

Any individual elected or appointed to UIA posts also has a duty to disclose before any connected meeting of the UIA. In this case, that person is not entitled to vote or participate in any matter relating to his or her conflict of interest during the meeting.

This disclosure is made according to the present Conflict of Interest Policy to the UIA Body designated in the UIA's Articles and Bylaws.

Though not all conflicts of interest are necessarily prohibited or indeed harmful to the UIA, full disclosure of all actual and potential conflicts is required.

#### c. Determining whether an actual conflict of interest exists

After the disclosure of any potential or actual conflict of interests, the elected or appointed person shall be allowed to discuss and to share all facts with the designated UIA Body. The designated UIA Body may collect all pertinent information and question the elected or appointed person. Any information related to the elected or appointed person shall be kept confidential.

Then, the designated UIA Body shall vote to decide if the conflict of interest exists. The votes can be cast via secret ballot and shall be made without the presence of the involved elected or appointed person.

#### d. Procedures for addressing the conflict of interest

In case a conflict of interest is determined, the designated UIA Body must propose to the Council the appropriate actions to address the conflict. This may include and not be limited to:

- Prohibiting the Interested Person from voting on any matter related to the conflict of interest,
- Reviewing any decision made by the Interested Person in which the UIA's interests may have been compromised. In such cases, the designated UIA Body shall vote on whether the UIA's interests have been compromised. In the affirmative, the designated UIA Body shall propose to the Council any necessary actions to restore the UIA's interests, including ending negotiations or terminating any arrangements.
- Taking actions to stop or warn against any possible decisions that may harm the UIA's interests.

The UIA Body will disclose to the Council only the information that is strictly necessary for comprehension of the case. The Council will then vote on the proposed sanction: the Council can approve or reject the proposed sanction and can take any necessary action to resolve the conflict-of-interest situation and its consequences.





e. Disciplinary actions

The designated UIA Body shall review any conflicts of interest on a case-by-case basis.

When the designated UIA Body has reasonable cause to believe an elected or appointed person has failed to disclose actual or potential conflicts of interest, it shall inform the elected or appointed person of the basis for such belief and afford that elected or appointed person an opportunity to explain the alleged failure to disclose.

After hearing the individual's response and investigating further, as warranted by the circumstances, the designated UIA Body must vote to determine if the member has violated the Conflict-of-Interest Policy, including failing to disclose an actual or potential conflict of interest.

According to the present Policy and the UIA's Articles and Bylaws, the designated UIA Body shall propose to the Council any appropriate corrective action, including the exclusion of the elected or appointed person.

f. Reporting

Any decision taken by the UIA Body based on the Conflict-of-Interest Policy shall be reported to the UIA Council within a month.

#### **Article 4 - Records of proceedings**

The designated UIA Body shall keep a record of all proceedings regarding the violation of the present Conflict of Interest Policy for ten years.

For each case, the record must contain:

- The names of the elected or appointed persons who disclosed or otherwise were found to have an actual or potential conflict of interest, the nature of the interest, the actions taken to determine whether a conflict of interest was present and the designated UIA Body's decision as to whether a conflict of interest did in fact exist;
- The names of the members who were present for discussions and votes related to the conflict of interest;
- The actions taken to end the conflict-of-interest situation and/or to fix the consequences.

#### **Article 5 - Compensation**

Any individual elected or appointed to UIA posts who receives or may receive compensation, directly or indirectly, from the UIA for services, is precluded from voting on any matters pertaining to that elected or appointed person's compensation.

This Policy applies to any individual elected or appointed to UIA posts, without regard to the elected or appointed person's role.

Any individual elected or appointed to UIA posts who has or might have an Interest in another elected or appointed person's compensation is also precluded from voting on any matters pertaining to that elected or appointed person's compensation.



## **Article 6 - Periodic reviews**

To ensure the UIA operates in a manner consistent with its tax-exempt purpose and does not engage in activities that could jeopardise its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length transactions.
- Whether partnerships, joint ventures and arrangements with management organisations conform to the UIA's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further legitimate purposes and do not result in inurement or impermissible private benefit.

The periodic reviews are made by the designated UIA Body. When carrying out such reviews, the designated UIA Body may use external advisors. If external experts are used, their use shall not relieve the designated UIA Body of its responsibility to ensure that periodic reviews are conducted.





## **APPENDIX VI: Compendium of International Standards**

- In the interests of good management, administration and organization of the UIA as a NGO, this compendium lists all the international rules and standards to which the UIA has decided to adhere.
- They will bind the UIA beginning at the date of adherence to the rule of the standard. However, each time an international standard listed below is modified, the UIA reserves the right to verify that they are not contrary to its values.
- The International Standards with which the UIA shall comply are:
  - 1) The Code of Ethics & Conduct for NGOs written by the WORLD ASSOCIATION OF NON-GOVERNMENTAL ORGANIZATIONS (WANGO) – last revised by WANGO on March 5<sup>th</sup>, 2005.