

# **UGANDA SOCIETY OF ARCHITECTS**

## **CONSTITUTION AND BYE-LAWS**

12 February, 2002

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## CONSTITUTION

### **Article 1.00 THE NAME**

- 1.01 The name of the Society shall be the "**Uganda Society of Architects**" (**USA**) hereinafter referred to as the "**Society**".

### **Article 2.00 OBJECTIVES**

- 2.01 To organize and unite Architects in Uganda and to foster and strengthen friendly, intellectual, artistic, cultural, educational and scientific ties among architects and architectural and other organizations.
- 2.02 To protect the rights, status, interests and general welfare of architects and the recognition of their important and widening role and functions in the changing world.
- 2.03 To foster and maintain public confidence in the integrity and ability of architects and to represent the architectural profession by providing a link with the Government, the Public and other organizations.
- 2.04 To define and redefine, whenever necessary, the functions and role of architects in the built environment.
- 2.05 To promote and encourage the development of architectural practice, training, education and research in the built environment and other related fields.
- 2.06 To promote an awareness and the preservation of historical and architectural heritage.
- 2.07 The Society shall have no political objective.

### **Article 3.00 FUNCTIONS**

- 3.01 To initiate, define and assist in the implementation of programmes and co-operation in the development of architectural education, practice and research in Uganda.
- 3.02 To collect and publish information relevant to the activities of the Society and to disseminate it among its members.
- 3.03 To undertake the identification of the needs of Uganda in the field of architecture including urban and rural development, social, economic and cultural activities.
- 3.04 To establish standards, continually monitor, evaluate and accredit architectural educational and training institutions.
- 3.05 To work closely with the Government and other development agencies in the formulation and implementation of policies and programmes in regard to the development of the environment and to ensure the active participation of Members of the Society.
- 3.06 To identify and document areas and buildings of historical and architectural importance for preservation.
- 3.07 To carry out any other activities as the Society shall deem conducive to the attainment of any of its objectives.

### **Article 4.00 SECRETARIAT**

The Society shall establish and maintain a Secretariat which shall comprise the administrative headquarters of the Society and a depository for its records and shall be

under the control of the Administrator who together with other members of staff shall be appointed by the Council.

**Article 5.00**  
**CHAPTERS**

Chapters of the Society may be established in any economically-viable geographical area where this is so requested by the members resident in that area approved by the Council and such chapters will be established in a manner and upon such conditions as prescribed in the Bye-Laws.

**Article 6.00**  
**MEMBERSHIP**

6.01 The membership of the Society shall consist of:-

- i) Corporate Members
- ii) Graduate Members
- iii) Student Members
- iv) Technician Members
- v) Visiting Members.
- vi) Honorary Members

6.02 **Qualifications for Membership:**

6.02.1 **Corporate Members:** shall be fully qualified Architects holding recognised professional qualifications from an institution acceptable to the Council of the Society and have been resident in Uganda for at least three years and having fulfilled such other conditions prescribed in the Bye-laws.

6.02.2 **Graduate Members:** shall be persons who have passed their degree examinations in architecture from an institution acceptable to the Council of the Society and have not yet obtained recognised professional qualifications and have fulfilled such other conditions as the Bye-Laws prescribe.

6.02.3 **Student Members:** shall be persons engaged in the study of architecture in a course acceptable to the Council in recognized institutions of higher learning.

6.02.4 **Technician Members:** shall be persons with technical qualifications having passed an examination approved by the Council for this purpose and have fulfilled such other conditions as the Bye-laws prescribe.

6.02.5 **Visiting Members:** shall be qualified architects who are in Uganda for not more than three (3) years and have fulfilled such conditions as the Bye-Laws prescribe.

6.02.6 **Honorary Members:** shall be persons whom the Council of the Society may from time to time recommend to the Annual General Meeting for honorary membership of the Society due to their outstanding contribution towards the furtherance of the objectives of the Society. Such Members may participate in the activities of the Society but shall not vote at its meetings.

6.03 By virtue of the membership, every member of the Society shall automatically be bound by this Constitution and its Bye-Laws and Rules of the Society.

### **Election to Membership**

- 6.04 Application for membership shall be made to the Honorary Secretary on the Societys prescribed Application Form. Admission to membership shall be by a simple majority vote of the voting members of the Council present at the meeting. In the event of any rejection of membership, the Council shall give reasons in writing to the applicant.

## **Article 7.00 ORGANS**

### **Directing Organs**

- 7.01 The two Directing Organs of the Society shall be:
- i. The Council, and
  - ii. The Annual General Meeting

### **Operational Organs**

- 7.02 The operational organs of the Society shall include the Secretariat, Chapters, Boards, Committees and any other organ as may be created by the Council on the approval of the Annual General Meeting.

## **Article 8.00 THE COUNCIL**

- 8.01 The Council of the Society shall consist of the following Office Bearers:
1. The President,
  2. The Vice-President,
  3. The Immediate Past President with voting rights,
  4. The Honorary Secretary,
  5. The Honorary Treasurer,
  6. The Chairman of the Board of Education,
  7. The Chairman of the Board of Practice,
  8. The Chairman of the Board of Research and Development,
  - ix-xiv. Six (6) Ordinary Members of the Council, two of whom shall be a Technician Member and a Student Member.
  - xv. A Representative of the Architects Registration Board whose appointment shall be made by the Board and ratified by the Annual General Meeting of the Society.
- 8.02 The Council shall remain valid so long as its membership shall not fall below half of the number of its voting members prescribed by these Articles and the Bye-Laws.
- 8.03 The elected offices of the Society are honorary.
- ### **Management of the Society**
- 8.04 The management of the affairs and business of the Society shall be vested in and conducted by the Council.
- ### **Duties and Powers of the Council**
- 8.05 The Council shall be competent to exercise all authority under the Constitution of the Society.
- 8.06 The Council may regulate its own proceedings by Standing Orders or otherwise as deemed necessary.
- 8.07 The Council shall have the power to co-opt additional members to the Council from Members of the Society as deemed necessary and such co-opted members shall have no voting rights.
- 8.08 The Council shall authorize all the expenses to be incurred by and on behalf of the Society.
- 8.09 The Council has the power to appoint such Officers and Employees of the Society under such terms and conditions of employment, as deemed necessary, to administer the affairs of the Secretariat.

- 8.09A The Council shall have power to institute and or defend legal proceedings by or against the Society.

**Duties of Office Bearers**

**The President**

- 8.10 The President shall, in his term of office, represent the Society and shall be responsible for carrying out the policies of the Council and the Society. Whenever present, the President shall preside over all meetings of the Society and the Council and shall be responsible for the proper conduct of the meetings.
- 8.11 No person shall be elected to the Office of the President until he has been Corporate Member for at least five (5) years and has served diligently a full term of at least one of the organs of the Society.
- 8.12 The President shall serve one term of two (2) years only and shall not be eligible for re-election as President until the expiration of four (4) years from the termination of his term of office.
- 8.13 In the event of the Presidents resignation or his inability to act as President, the Vice-President shall assume the Presidency for the remainder of the term. In case of permanent absence of both the President and Vice-President, the Council shall elect a Corporate Member of the Council to carry out the functions of the President and convene a General Meeting of the Society within two months as hereinafter prescribed to elect a new President and Vice-President and/or any other office bearer for the remainder of the term.
- 8.14 The President shall be an ex-officio member of all the Organs of the Society with no voting rights save for a casting vote where provided for in this constitution and/or Bye-laws.

**Presidential Badge and Chain of Office**

- 8.15 There shall be a Presidential Badge and Chain of Office to be worn by the President at Meetings and on official functions while representing the Society in his capacity as President. The Presidential Badge and Chain of Office, when not in use, shall be kept in safe custody at the Secretariat of the Society.

**The Vice-President**

- 8.16 The Vice-President shall deputize for the President and shall perform the duties of the President in his absence. The Vice-President shall be elected for a term of two (2) years and shall be eligible for re-election in that capacity for a further term of two (2) years only.

**The Honorary Secretary:**

- 8.17 The Honorary Secretary shall, under the general direction of the Council, administer the affairs and business of the Society and shall be responsible for the safe custody of all the Society's records. The Honorary Secretary shall be assisted in his day-to-day duties by the Administrator of the Secretariat.

**The Honorary Treasurer**

- 8.18 The Honorary Treasurer shall, under the general direction of the Council, receive and administer all the finances of the Society including disbursing all charges thereto, issuing receipts for all monies received by him, preserving Vouchers for all monies paid by him, maintaining proper books of accounts, preparing an annual budget and balance sheet and shall report thereon at each meeting of the Council and at each Annual General Meeting of the Society.

- 8.19 **The Chairman of the Board of Education**

The Chairman of the Board of Education shall be elected from the Corporate Members of the Society and shall preside over the Board which shall be responsible for all matters concerning education and examinations and for initiating and executing the Council and the Society's policies on education and examinations including recommending members of the Board of Examiners for the approval of the Council. The Board of Examiners shall, under the direction of the Board and the Council, set, organize and conduct such

examinations as are required by the Society and regulate and determine the fees to be paid for such examinations.

**The Chairman of the Board of Practice**

- 8.20 The Chairman of the Board of Practice shall be elected from the Corporate Members of the Society and shall preside over the Board which shall be responsible for all matters concerning practice and discipline and for initiating and executing the Council and the Society's policies on practice and discipline.

**The Chairman of the Board of Research and Development**

- 8.21 The Chairman of the Board of Research and Development shall be elected from the Corporate Members of the Society and shall preside over the Board which shall be responsible for all matters concerning research, technology and development and for initiating and executing the Council and the Society's policies in these fields.

**Independence of Council**

- 8.22 In carrying out their duties, members of the Council shall not receive instructions from any authority outside the Society. They shall conduct the affairs and business of the Society in a manner which is compatible with the national and independent character of their office.

**Resignation from Council**

- 8.23 A member of the Council may resign by giving a notice in writing to the President or, in his absence, to the Vice-President and shall cease to hold office at the date of the meeting at which the Council accepts his resignation. Any vacancy of an office bearer shall be filled by a Council Member elected by the Council from among its members.

**Election of Office Bearers**

- 8.24 Members of the Council shall be elected at an Annual General Meeting or, only in special circumstances, at a General Meeting or an Extra-Ordinary General Meeting from among the paid-up Members of the Society for a period of two years. No member shall serve on the Council for more than six (6) consecutive years. However, the President shall not be eligible for re-election save as provided in clause 8.12 above.

- 8.25 All Members of the Council shall normally hold office from the close of the meeting at which they are elected until the close of the next meeting at which a new full Council is elected.

- 8.26 Voting at elections shall be by secret ballot, each member present at the meeting and eligible to vote shall have one vote which shall be cast in person and no proxies or other form of representation shall be permitted.

- 8.27 In the event of an equality of votes in elections, there shall be one recount, if there is still an equality of votes for any vacancy, there shall be a second ballot and if there is a third equality of votes, lots shall be drawn.

- 8.28 If there is only one candidate for a vacant post, election shall be automatic and no ballot shall be held.

- 8.29 Each candidate for election to the Council shall be duly proposed and seconded from the floor by those entitled to attend and vote. Each candidate shall either give verbal assent at the meeting or, in his absence, in written assent.

- 8.30 The elections shall be conducted by a neutral person who shall be elected by the meeting and who shall not be seeking election or re-election to any office. The meeting shall elect two scrutineers to assist him.



**Article 9.00  
MEETINGS**

**Meetings and Quorum of Council**

- 9.01 The Council shall meet monthly but it shall have power to vary the frequency of meetings in exceptional circumstances.
- 9.02 One-third of the members of the Council present at a meeting shall form a quorum.

**Notice of Council Meetings**

- 9.03 Meetings of the Council shall be convened by the Honorary Secretary at the request of the President or, in his absence, the Vice-President or at the request of more than half of members of the Council by giving at least fourteen days clear notice giving the agenda and the principal documents.

**General Meetings**

- 9.04 Ordinary General Meetings shall be convened by the Honorary Secretary on the instructions of the Council.

**Extraordinary General Meetings**

- 9.05 Extraordinary General Meetings of the Society shall be convened on receipt of a written requisition from at least one third of the paid-up membership of the Society stating the business to be discussed. Such a meeting shall be convened by the Honorary Secretary within a period of not more than four (4) weeks after receipt of the requisition. No other business shall be considered thereat unless requested by a two-thirds majority of the members eligible to vote present at the meeting.

**Annual General Meeting**

- 9.06 The Supreme Organ of the Society shall be the Annual General Meeting and shall take precedence over all other organs of the Society.
- 9.07 The Annual General Meeting shall be held once a year in the month of December of each year on a date and at such place as the Council shall appoint. The Annual General Meeting shall be convened by the Honorary Secretary on the instructions of the Council by giving at least four (4) weeks notice thereof to all the Members of the Society and the Agenda. The principal documents for the meeting shall be issued to the members at least one (1) week before the meeting.
- 9.08 If the Annual General Meeting is postponed for any reason, the existing Council shall remain in office until the Annual General Meeting next meets within a period not exceeding four (4) weeks. The postponement of the Annual General Meeting shall not invalidate any decisions or actions taken by the Council in accordance with these Articles and Bye-Laws.
- 9.09 With the exception of the elections of the Office-Bearers, the Annual General Meeting or any General Meeting may delegate any business on the agenda to the Council.

**Business at the Annual General Meeting**

- 9.10 Business at the Annual General meeting shall include:
- i. Confirming minutes of the preceding Annual General Meeting and considering matters arising therefrom.
  - ii. Receiving and Approving the Annual Report of the Council and General Policy of the Society presented by the President, including the work and activities of the various organs of the Society.

- iii. Receiving and Approving the Accounts for the year ending on 30 September last preceding and the Annual Budget presented by Honourary Treasurer.
- iv. Transacting any other business properly placed before the Annual General Meeting and for which advance notice of at least one (1) week shall have been given to the Honorary Secretary as provided for in the Constitution and Bye-Laws.
- v. Election of Office Bearers of the Society.

**Chairman of Meetings**

- 9.11 The President or, in his absence, the Vice-President shall preside at all meetings of the Council, General Meetings, Extra-Ordinary General Meetings and Annual General Meetings of the Society.

**Voting**

- 9.12 Apart from the elections, matters arising at any meeting of the Society shall be decided by a majority of votes by a show of hands or by rising or remaining seated.

**Quorum**

- 9.13 For all purposes, the quorum at meetings of the Society shall not be less than one third of the total number of Corporate Members eligible to vote present at the meeting. No business shall be transacted at any meeting of the Society unless a quorum is present.

**Notice of General Meetings**

- 9.14 The General Meetings and Extra-Ordinary General Meetings shall be convened by giving at least fourteen (14) days notice in writing to Members accompanied by the Agenda and the principal documents.

**Article 10.00**

**FINANCE**

**Financial Year**

- 10.01 The financial year of the Society shall be from 1<sup>st</sup> October to 30<sup>th</sup> September of the following year.

**Source of Funds**

- 10.02 The funds of the Society shall be derived from the application fees, the membership fees and annual subscriptions payable by the members. Other funds shall be derived from grants donations, contributions, bequests, legacies and subsidies accepted by the Council and of other revenue derived from its activities.

**Application Fees**

- 10.03 Every application for membership shall be accompanied by the prescribed non-refundable application fees approved by the Annual General Meeting.

**Membership Fees and Annual Subscriptions**

- 10.04 Upon admission, a Member shall pay a membership fee before being registered as a Member and thereafter subscriptions annually.
- 10.05 The amount of membership fees and annual subscriptions to the Society shall be approved by the Annual General Meeting or General Meeting.
- 10.06 The Annual Subscriptions for any year shall be due on 1st October of each year. A member shall pay the Annual Subscriptions within two months of the Commencement of the Financial Year.

**Dispensation**

- 10.07 A Member admitted after 1<sup>st</sup> July in any year shall not be liable to pay an annual subscription until the following financial year.

**Donations**

- 10.08 The Council shall be authorised to accept grants, donations, endowments, contributions and subscriptions in aid of the general funds of the Society.

**Application of Funds**

- 10.09 Funds of the Society shall be applied exclusively to the purposes of the Society.

**10.10 Bank Accounts**

10.10.1 The funds of the Society shall be kept in the Society's Accounts in Banks approved by the Council.

10.10.2 Cheques on the Society's Bank Accounts shall be signed by any two (2) of the following Office Bearers:

- i. The President or, in his absence, the Vice President
- ii. The Honorary Treasurer
- iii. The Honorary Secretary

**Auditors**

- 10.11 The Council shall cause the Accounts of the Society to be examined and the correctness of the balance sheet to be ascertained, audited and certified by one or more qualified auditors whose appointment shall be approved by the Annual General Meeting.

**Indemnity**

- 10.12 The Society shall indemnify its Members, Council Members, Trustees, Officers and employees in respect of any action taken or any liability incurred by such Members, Council Members, Trustees, Officers or employees in all matters for which they have expressed or implied authority to act on behalf of the Society unless the same shall happen through their own neglect, default or willful act.

**Article 11.00**

**PROFESSIONAL CONDUCT AND ETHICS**

The Council shall draw up a Code of Professional Conduct and Ethics which shall bind every member of the Society, and shall make any necessary amendments from time to time. The Code of Professional Conduct and Ethics and amendments thereto must be approved by the Annual General Meeting of the Society.

**Article 12.00**

**APPROVED SCALE OF FEES**

The Council, in consultation with the Architects Registration Board, shall draw-up the Conditions of Engagement and Scale of Professional Charges for Architects in Uganda and shall in a similar manner make amendments thereto from time to time. The Conditions of Engagement and Scale of Fees and amendments thereto shall be approved by the Annual General Meeting and be binding to all Architects in Uganda.

**Article 13.00**

**BYE-LAWS**

- 13.01 The Council shall have the power to create, revoke or amend such Bye-Laws, rules, regulations or guidelines as may be necessary for the proper conduct of the affairs and business of the Society. Such Bye-Laws shall be subject to the approval of the Annual General Meeting by a simple majority vote of the members eligible to vote present at the

meeting. No Bye-Law shall be valid whatsoever unless and until it has been duly approved by the Annual General Meeting.

**Article 14.00**  
**BOARDS AND COMMITTEES**

**The Board of Trustees**

- 14.01 There shall be a Board of Trustees of the Society elected at the Annual General Meeting on the recommendation of the Council.
- 14.02 There shall be not less than three and not more than five Trustees who shall be selected from Corporate Members of the Society and/or any other persons of good repute and impeccable character.
- 14.03 The Board of Trustees shall be elected for a period of five (5) years.

**The Board of Education**

- 14.04 There shall be a Board of Education responsible for educational and examinations matters and shall be composed of five (5) members including one member in practice. The Board of Education shall be constituted at the Annual General Meeting or General Meeting on the recommendation of the Council. The term of office of the Board shall correspond with that of the Council.

**The Board of Practice**

- 14.05 There shall be a Board of Practice responsible for practice and disciplinary matters and shall be composed of five (5) members including at least one Educationist. The Board of Practice shall be constituted at the Annual General Meeting or General Meeting on the recommendation of the Council. The term of office of the Board shall correspond with that of the Council.

**The Board of Research and Development**

- 14.06 There shall be a Board of Research and Development responsible for matters concerning research, technology and development and shall be composed of five (5) members including at least one Educationist and at least one member in practice and at least one member in research. The Board of Research and Development shall be constituted at the Annual General Meeting or General Meeting on the recommendation of the Council. The term of office of the Board shall correspond with that of the Council.

**Committees**

- 14.07 The Council shall have the power to appoint and disband Standing and Ad-hoc Committees as it may consider necessary under such terms of reference as the Council may decide from time to time for the purpose of dealing with specific subjects connected with the objectives and functions of the Society. The reports of such Committees shall be submitted to the Council for ratification.

**Representation on the Architects Registration Board**

- 14.08 The four members of the Society on the Architects Registration Board shall be the President and three other members directly elected at the Annual General Meeting from among the Corporate Members of the Society.

**Article 15.00**  
**COMMON SEAL**

- 15.01 The Society shall have and keep a Common Seal inscribed with the words "**Uganda Society of Architects**" and shall be in the safe custody of the Honorary Secretary.
- 15.02 The Common Seal shall not be affixed to any certificate, deed or writing except on the prior authority of the Council and such authority shall be recorded in the minutes of the Council.

- 15.03 Such deed or writing shall, after the Seal has been affixed, be signed by any two of the following:
- i. The President or, in his absence, the Vice-President.
  - ii. The Honorary Secretary or, in his absence,
  - ii. The Honorary Treasurer.

**Article 16.00**

**REPRIMAND, SUSPENSION AND EXPULSION**

**Suspension**

- 16.01 A member who, in the opinion of Council, intentionally or willfully contravenes the Declaration, Code of Conduct and Ethics and the provisions of this Constitution or Bye-Laws or fails to uphold, or conducts himself in a manner which is derogatory to his professional character or is inconsistent with the status and the profession of an architect or with the objectives of the Society or whose subscriptions remain unpaid for more than two months without special dispensation shall be reprimanded, suspended, or expelled from membership in a manner prescribed in the Bye-Laws.
- 16.02 The suspension shall come into effect immediately after notice has been given to the member specifying the default, provided always that if such a member shall rectify the default to the satisfaction of the Council, the notice shall be withdrawn or the suspension revoked as the case may be.
- 16.03 A member under consideration for disciplinary action shall not seek to be elected or appointed to any office of the Society.
- 16.04 A member who has been suspended by the Council may be expelled by a resolution of the Council, provided that such resolution is carried by a two thirds majority of the votes cast.
- 16.05 A member whose suspension or expulsion is under consideration shall be notified thereof in writing and shall be given an opportunity to defend himself.
- 16.06 An expelled member may appeal to the Annual General Meeting or General Meeting which shall constitute a Committee of three past Presidents to consider and resolve the appeal and their decision shall be final and binding to the appellant and the Council.

**Resignation**

- 16.07 Membership of a member shall terminate three months from the date that such member gives notice to the Honorary Secretary of his intention to resign. The Council shall accept the resignation except where the member was in arrears in subscription which shall be paid before the resignation shall take effect. On acceptance of the resignation, the member shall cease to enjoy the rights and privileges of membership and to be entitled to the services of the Society or to participate in its activities and meetings.

**Re-admission**

- 16.08 A member who has resigned or whose membership has been terminated through suspension or expulsion may be re-admitted to membership on written application to the Honorary Secretary provided that the Council is satisfied that the requirements of Article 17.05 whereby the member is required to pay all the arrears due at the time of termination or resignation plus one years annual subscription in advance is complied with. A penalty of 10% of the annual subscription shall be payable for every year that the subscriptions remain unpaid.

**Article 17.00  
OFFICIAL LANGUAGE**

The Official language of the Society shall be English and any other official language that may be adopted **by the Society at the Annual General Meeting or General Meeting.**

**Article 18.00  
AMENDMENT TO THE CONSTITUTION**

- 18.01 The Articles of the Constitution of the Society may be amended by way of omission or addition at the Annual General Meeting or Extraordinary General Meeting upon a special resolution being proposed by either the Council or one third of the Members of the Society with a right to vote provided that such special resolution must be proposed in writing and made available to the Honorary Secretary at least one month prior to the date of the Annual General Meeting or Extra-Ordinary General Meeting at which it is intended to be moved and that such special resolution shall have been carried by a majority of not less than two-thirds of the votes cast at the meeting.
- 18.02 Upon receiving a notice of motion to amend the Articles of the Constitution, the Honorary Secretary shall forthwith notify all the members of the Society and members of Council. The Council shall consider the proposed amendments and prepare a report of such proposed amendments for presentation to the Annual General Meeting or the Extraordinary General Meeting.
- 18.03 Any amendment to the Articles of the Constitution shall take effect immediately following the meeting at which such amendment is adopted.
- 18.04 No amendment of the Constitution or Bye-Laws shall invalidate any prior act or decision of the Council and General Meeting which would have been valid if such amendment had not been made.

**Article 19.00  
AWARDS**

The Council of the Society may from time to time recommend to the Annual General Meeting, awards to individuals or institutions who in their opinion have made outstanding support, encouragement and contribution in furthering the objectives and activities of the Society in all its ratifications, and in particular to the development of architecture and allied disciplines. The Council may create such other awards as to promote greater professional development and to recognize great professional achievements.

**Article 20.00  
DISSOLUTION**

- 20.01 The Society may be dissolved at any time if a decision to that effect is made by three-quarters of the paid-up Corporate Members of the Society at an Extra-Ordinary General Meeting held exclusively for the purpose.
- 20.02 In the event of dissolution of the Society, the Council last in office shall in consultation

with the Board of Trustees decide upon the disposal of the Society's funds and assets and shall be responsible for the winding up of all outstanding affairs.

**Article 21.00**

**INTERPRETATION:**

Any dispute arising out of the interpretation of this Constitution or of the Bye-Laws shall be referred to a panel of three persons, one of whom shall be an eminent lawyer and two of whom shall be Corporate Members held in high esteem in the Society. Their interpretation shall be final and binding on all Members of the Society.

SIGNED UNDER MY HAND AND SEAL ON THIS ..... DAY  
OF..... IN THE YEAR OF OUR LORD 2002

.....  
**PRESIDENT, UGANDA SOCIETY OF ARCHITECTS**

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## APPENDIX A

### I. PRINCIPLES OF PROFESSIONAL CONDUCT AND ETHICS

- I.1 An Architect shall at all times fully discharge his duties and shall not commit any act which will have the effect of avoiding or diminishing professional responsibility.
- I.2 An Architect shall at all times be honest in his dealings and his decisions shall be made with integrity of purpose.
- I.3 An Architect shall at all times be free from corruption.
- I.4 An Architects advice shall at all times be impartial.
- I.5 An Architect must never place himself in a position where his duties are likely to create a conflict with his professional interest.
- I.6 An Architect shall at all times act in an honourable manner towards his professional colleagues.
- I.7 An Architect must not advertise his professional services as prescribed by the Society and in compliance with the Architects Registration Statute.

### II. CODE OF CONDUCT

- II.1 Without derogation of the Councils authority to include other matters, an Architect shall be guilty of professional misconduct if he should:

Act or be employed directly or indirectly as a Partner, Manager or Director in any firm or company carrying on business as Building Contractors, Decorators, Auctioneers, House or Estate Agents, Estate Developers, manufacturers of, or traders in, building materials; or firms or companies whose activities are inconsistent with his profession or otherwise connected with the building industry, or who trades in land or building for profit provided that nothing in this paragraph shall prevent an Architect from:

- a. Announcing land or sites or premises for sale or letting in connection with an estate to which he has been appointed Consultant;
  - b. Being employed as a Consultant, Adviser or Assistant to any firm or company concerned with the building industry under the conditions prescribed in II.2 below.
- II.2 Be employed as a Consultant, adviser or assistant to any firm or company concerned with the building industry other than under the following conditions:
    - a. that he is remunerated by fee, salary or royalty and not by commission on sales or profits;
    - b. that he shall not submit orders for his firm or company either directly or indirectly;
    - c. that he shall not act in a professional capacity for a third party to whom his principals owe contractual duty; and

- d. that his name and professional affixes appear on the letterheads of the firm or company only in connection with his professional services to the firm or company;
- II.3 A member shall not sign or put his signature to drawings, specifications or certificates not prepared by him or his staff under his supervision for the purpose of obtaining the approval of any building authority or a client.
- II.4 Accept any work which involves the giving or receiving of discounts or commission;
- II.5 Accept any discount, gift or commission from contractors or tradesmen whether employed upon his work or not;
- II.6 Own or have a commercial interest, either as a director of a company or as a consultant or advisor or as a shareholder in any material, device or invention used in a building without first informing his client thereof and obtaining his sanction before specifying the use of it in works under his direction;
- II.7 Advertise or tout his professional services or make announcements in the press except to publish in the mass media and notify his correspondents by post once of any change of address, opening of a new firm or branch office or alternations in the partnership or constitution of a firm;
- II.8 Give monetary consideration for the insertion of illustrations and descriptions of his work in the mass media or allow illustrations and descriptions of his work to be used by the publishers for extorting advertisements from unwilling contributors;
- II.9 Exhibit his name outside his office in an ostentatious way or in lettering more than 50mm in height;
- II.10 Allow his name or the name of a firm of which he is a principal or manager to be exhibited on any notice board at a building under construction, alteration or extension unless the following restrictions are observed:
  - a. Such notice board shall show the name of the member or that of his firm but not both and shall contain no descriptive matter about him or them other than professional affixes, professional qualifications, services provided and address;
  - b. Such notice board shall show the name of the Architect or of his firm only if contract drawings or contract documents have been issued under his or their name;
  - c. The above information shall be in lettering not more than 75mm in height and the notice board and its format shall not be ostentatious;
  - d. Except with the prior approval of the Council not more than one notice board containing the above information shall be erected for any one site and such notice board shall be on or immediately adjacent to the site or the access road leading to it; and
  - e. Such notice board shall not be erected before the commencement of normal building operations on the site and shall be removed on practical completion of the building works;
- II.11 Issue any drawings, specifications, bills of quantities, certificates, or final accounts unless the same bear his name or signature.

- II.12 Share or agree to share fees or enter into partnership in regard to architectural or quantity surveying work with any person not registered or otherwise approved by the Architects Registration Board: Provided that nothing herein shall prevent an Architect from entering into partnership with a Quantity Surveyor and any other professionals approved by the Architects Registration Board;
- II.13 Take part in any architectural competition limited or otherwise unless the conditions thereof have been approved by the Society and conform to the regulations governing promotion and conduct of architectural competitions as laid down by the International Union of Architects in so far as they apply;
- II.14 Attempt in any way to secure work for which a competition has been instituted, except as competitor and in accordance with the conditions of that competition until the conditions of the competition have ceased to be operative;
- II.15 Attempt to influence unfairly or dishonorably whether directly or indirectly the award in a competition;
- II.16 Act as Architect or joint Architect for a work which is or has been the subject of a competition in which he is or has been engaged as assessor;
- II.17 As an assessor act as a consulting architect unless he has been appointed as such prior to the inception of the competition: Provided always that he may act as arbitrator in any dispute between the promoters and the selected Architect;
- II.18 Attempt to undermine or supplant another Architect or to compete by means of reduction of fees or by other inducement;
- II.19 Knowingly proceed with work which was previously entrusted to another Architect before communicating with the Architect previously employed and taking steps to ensure that the engagement of the other member has been duly terminated.
- II.20 Deviate, by charging less than the charges laid down, from the scale of fees approved from time to time by the Society.
- II.21 Undertake or accept instructions for professional work on the basis that if a successful result is not attained a reduction of the fee laid down in the approved scale of charges will be made or that no fee will be charged;
- II.22 Obtain or attempt to obtain professional work by means of offering or paying monetary or other valuable consideration or inducement to any person or persons or by any other improper means;
- II.23 Act other than in an impartial manner between the employer and the contractor or interpret the conditions of a contract other than with entire fairness as between all parties to the contract;
- II.24 Pay another Architect less than the fees set forth in the approved scale of charges;
- II.25 Knowingly contravene the provisions of the Bye-laws of the Society or make a false declaration in his application for membership;
- II.26 As an Architect member not comply with Professional Practice Notes issued by the Architects Registration Board: conduct himself in a manner which the Society may deem incompetent, dishonorable or negligent in connection with the professional work performed by him as a member of the Society.

## APPENDIX B

### I. PRESCRIBED EXAMINATIONS

#### **Corporate Members:**

- I.1 The final degree examination after the course of study in Architecture in Makerere University or any other University or Institution acceptable to the Council followed by the Part III Examination (Professional Practice) set by the Architects Society of Uganda.
- I.2 Such examinations as the Council may approve from time to time.

#### **Graduate Members:**

- I.3 The final degree examination after a five year course of study in Architecture in Makerere University or any other University or Institution of higher learning acceptable to the Council.
- I.4 An equivalent examination approved by the Council.

#### **Technician Members:**

- I.5 The examinations held by the Uganda National Examination Board and the Department of Building and Civil Engineering of the Uganda Polytechnic, Kyambogo and other Institutions acceptable to the Council for the following:

Construction Technician Certificate Part II; or

Ordinary Diploma or Higher Diploma in:  
Building; or  
Architectural Draughtsmanships.

- I.6 An equivalent examination approved by the Educational Advisory Committee and Board of Examiners of the East Africa Society of Architects; or
- I.7 Such other examinations as the Council of the Society may approve from time to time.

#### **Student Members:**

- I.8 Pursuing a degree course in architecture at Makerere University or other Institution of higher learning acceptable to the Council.
- I.9 Other examination or qualifications as may from time to time be prescribed by the Council of the Society for qualification for Membership of any class may be added to this Appendix.

## APPENDIX C

### BYE-LAWS

#### Bye-Law I DEFINITIONS:

- I.1 In this Constitution unless the context requires otherwise:
- The "**Constitution**" means the Constitution adopted in General Meeting of the UGANDA SOCIETY OF ARCHITECTS on the ....., 2002, and all subsequent amendments thereto.
  - "**Objectives**" means the aims and purpose of the Society.
  - "**Functions**" means the activities to be organized and done to achieve the objectives of the Society.
  - "**Member**" means a member of the Uganda Society of Architects elected to membership of the Society in accordance with the provisions of this Constitution.
  - "**President**" means the President of the Uganda Society of Architects elected in accordance with the provisions of this Constitution.
  - "**Society**" means the Uganda Society of Architects.
  - "**Council**" means the Council of the Uganda Society of Architects.
  - "**Neutral-Chairman**" means a person elected by the Annual General Meeting for the purpose of conducting the election of the Council.
  - "**Financial Year**" means a period of twelve (12) months from 01 October to 30 September of each year.
  - The use of "**He**" and "**him**" shall also include the use of "**She**" and "**her**".

#### Bye-Law II MEMBERSHIP OF THE SOCIETY:

- II.1 **Corporate Members** shall be:
- Those persons declared to be Corporate Members at the time of adoption of this Constitution and elected as Corporate Members thereafter.
  - Those persons who are elected as Corporate Members as provided for in these Bye-Laws.
- II.2 To qualify for election as a Corporate Member, a candidate shall:
- Have passed the relevant examinations prescribed in Appendix B to the Constitution of the Society.
  - Have had at least two years of approved practical experience with approved architectural offices in Uganda to the satisfaction of the Council after successfully completing a five-year course of study prescribed in Appendix B at

least two years of which must have been after passing the examination at the end of the said five year course, or have satisfied the Council that they have otherwise acquired an adequate knowledge of the building contract procedure; and

- Has been a resident in Uganda for at least three (3) years.
- Be registered or eligible for registration by the Architects Registration Board.

**II.3 Graduate Members shall be:**

- Those persons who are elected as Graduate Members as provided for in these Bye-Laws.

**II.4 To qualify for election as a Graduate Member a candidate shall:**

- Have passed one of the examinations prescribed in Appendix B to the Constitution of the Society.

**II.5 Student Members shall be:**

- Those persons who are elected Student Members as provided for in these Bye-Laws.

**II.6 Student Membership shall be limited to a period of ten years, and at the end of such period a students membership shall lapse.**

**II.7 To qualify for election as a Student Member a candidate shall:**

- Have obtained not less than two passes at advanced level and one pass at subsidiary level in approved subjects in the examinations for Higher School Certificate or General Certificate of Education.

**II.8 Technician Members shall be:**

- Those persons who are elected as Technician Members as provided for in these Bye-Laws.

**II.9 To qualify for election as a Technician Member a candidate shall:**

- Have passed one of the examinations prescribed in Appendix B to the Constitution of the Society.

**II.10 Visiting Members shall:**

- Be those persons who are in Uganda on a temporary basis for not more than three years and are engaged in Architecture, or are attached as such to an official department or to a project aided by another country or international agency; and
- Have previous qualifications by way of experience, training, university degree or registration in a country other than Uganda in at least one of the disciplines in the Building Industry.
- Such other qualifications as the Council may approve from time to time.

**Bye-Law III**

**MEMBERS DECLARATION:**

All persons who are declared to be members and all candidates for election as members, corporate or otherwise, shall undertake to abide by the Constitution and Bye-laws of the Society and to be bound by the Principles of Professional Conduct and Code of Conduct

promulgated by the Society set out in Appendix A hereto, and shall sign a declaration to this effect.

**Bye-law IV**  
**APPLICATION FOR MEMBERSHIP**

- IV.1 All candidates for election as Corporate, Graduate, Student, Technician or Visiting Members shall complete an Application Form, sign the declaration required under Bye-Law III above and submit it to the Honorary Secretary.
- IV.2 All candidates for election shall be proposed by and seconded by Corporate Members of the Society provided that no candidate shall be proposed or seconded by Members of the Council.
- IV.3 Exceptionally and notwithstanding the provisions of Bye-law IV.2 above, a candidate who is unable to find Corporate Members willing to support his application because he is not known in Uganda, the President or, in his absence, the Vice-President shall have the power at their own discretion to sign the application form.
- IV.4 In making application for membership, a candidate shall state the class of membership and shall pay an application fee, membership fee and the first annual subscription as approved by the Annual General Meeting. The Council shall be entitled to change the application in regard to the class at the time of election if they consider that such change is appropriate in view of the candidates qualifications.
- IV.5 All applications for membership shall be considered by the Council at the first opportunity.
- IV.6 Should additional information or any investigation be required by the Council, the application may be held in suspense until such additional information is received.

**Bye-Law V**  
**ELECTION OF MEMBERS:**

- V.1 Election for membership shall be by a majority vote of the voting members of the Council.

- V.2 In the event that an application is rejected, the membership fee and first annual subscription shall be returned to the candidate. Unless in a particular case the Council otherwise decides, the candidate shall be given a short summary of the reasons for rejection but no other correspondence or legal proceedings shall be entered into. The candidate may not re-apply for membership for a period of twelve months from the date of the decision of the Council.
- V.3 Upon election, the Honorary Secretary shall inform the candidate of his election and shall send him a copy of the Constitution and Bye-laws of the Society and shall enter the name of the candidate in the Register of Members. No elected candidate shall be entitled to any rights and privileges of membership until he has fully paid his membership fee and first annual subscriptions and has signed and returned to the Honorary Secretary the Declaration.
- V.4 A member wishing to advance to another class or category of membership shall make a new application to the Honorary Secretary as provided above.

**Bye-Law VI  
HONORARY MEMBERSHIP:**

The Council may invite a member or other person to be enrolled as an Honorary Member. The proposal shall be put to a Council meeting and if unanimously supported by those present, the President shall write a letter of invitation to that person and if the invitation be accepted that person shall be enrolled as an Honorary Member of the Society for such time as the Council may decide.

**Bye-Law VII  
PRIVILEGES OF MEMBERS:**

- VII.1 Subject to the foregoing provisions, members of all classes shall have the right to attend General Meetings of the Society and participate in all discussions and the Society's activities.
- VII.2 Only paid-up Corporate Members shall be entitled to vote at General Meetings and meetings of the Council and Branches. Non-corporate members shall not vote at any of the aforesaid meetings.
- VII.3 Only Corporate Members shall be entitled to use the title "**Architect**" and the prefix "**Arch**" before their names and the affixes "**M.U.S.A**".
- VII.4 No other affixes may be used by any member in relation to membership of the Society.
- VII.5 No member who is not a Corporate Member shall use an affix of the Society nor use words or phrases such as "**architect**", "**architecture**", "**architectural**" to imply to the public that they have the right and qualifications to offer and perform the services of the architectural profession.

**Bye-Laws VIII  
MEMBERSHIP FEES AND SUBSCRIPTIONS:**

- VIII.1 Membership fees and subscriptions for the various classes of membership shall be recommended from time to time by the Council for approval at the Annual General Meeting and they shall be payable to the Hon. Treasurer.
- VIII.2 Subject to the provisions of these Bye-laws, the Council shall determine from time to time the distribution and utilization of the Society funds.
- VIII.3 Subscriptions shall become due in advance on 1<sup>st</sup> October and be payable by 30<sup>th</sup> November of each year.



- VIII.4 New members shall pay their membership fees and first subscription on election unless otherwise prescribed in these Articles and Bye-laws
- VIII.5 An application for membership shall be accompanied by an application fee, the membership fee and the first annual subscription and thereafter the annual subscription shall be payable by the 1st of October of each successive year.
- VIII.6 Membership fees shall become due from any member on transfer from one class of membership to another.
- VIII.7 An application fee shall also be paid when advancing from one class of membership to another.
- VIII.8 In the case of members elected after the 1<sup>st</sup> August, the subscription for the following year shall be waived.
- VIII.9 The annual subscriptions to be paid by the members shall be approved by the Annual General Meeting.
- VIII.10 In the event of an urgent need, the Council may decide to make an exceptional appeal for funds.
- VIII.11 Each applicant for membership shall pay one years subscription as a membership fee which shall be paid at the time of application for membership and shall be returned to the applicant if the application is rejected.
- VIII.12 A normal years subscription shall be due if the eligibility of an applicant shall be accepted by the Council before 1<sup>st</sup> October.
- VIII.13 Any member whose annual subscription is not received by the Honorary Treasurer or into the Society's Bank Account by 1<sup>st</sup> December of each year shall lose the right to vote at meetings of the Society and his eligibility for election and membership of the Council. This provision does not apply to any member that meets his financial obligations on the spot before the start of the Annual General Meeting. Any Member in arrears after that period shall be suspended from the membership of the Society provided that such Member shall have received a reminder from the Honorary Treasurer.
- VIII.14 Any member that is more than two (2) months in arrears in his subscriptions, without written dispensation from the Council, shall forfeit his right and privileges to the services, publications and communications of the Society and shall not be allowed to participate in meetings activities and functions of the Society.
- VIII.15 **Dispensation:**  
In exceptional circumstances, the Council shall be empowered to grant special dispensation to allow subscriptions to be paid at a later date or by installments.

**Bye-Law IX**  
**DEFAULTERS:**

- IX.1 Any member whose subscription remains outstanding for two months from the date that it is due, shall be reported by the Honorary Treasurer to the Council for such action as they consider appropriate.

## **Bye-law X**

### **TERMINATION OF MEMBERSHIP:**

- X.1 Membership of the Society shall be terminated by the Council:
- On receipt by the Council of a letter of resignation from a member; or
  - Upon being notified of the death of a member; or
  - If, in the opinion of the Council, a member changes his occupation or employment so as no longer to qualify for membership; or
  - In the case of Corporate Members, if an application for registration by the Architects Registration Board is rejected or, being already so registered, the member ceases to be eligible for registration; or
  - If an annual subscription which is properly due from a member remains unpaid for a further 31 days after a letter has been written on the instructions of the Council in accordance with Bye-law VIII above advising such member that his annual subscription has been outstanding for a period of three months and sent by registered or recorded post to the address last known to the Honorary Secretary; or
  - In the event that a member, after having been warned by the Council in writing, fails or refuses to abide by the Constitution or Bye-laws of the Society; or
  - In the event that a member is found by the Council to be guilty of unprofessional conduct such as to warrant the termination of his membership; or
  - In the case of Visiting Members on leaving Uganda or after being a Visiting Member for three years whichever shall be the earliest.
- X.2 On termination of membership, the member's name shall be removed from the Register of Members and he shall be so advised in writing by the Honorary Secretary whereupon he shall return any Certificate of Membership which may have been issued to him. On termination of membership a member shall not be entitled to a refund of annual subscription or of any moneys contributed by him from time to time.

## **Bye-Law XI**

### **REINSTATEMENT:**

A member whose name is removed from the Register of Members may be reinstated at the discretion of the Council and on such terms and conditions as they may consider appropriate.

## **Bye-Law XII**

### **TERM OF OFFICE OF COUNCIL MEMBERS:**

Members of Council shall hold office immediately after the Annual General Meeting at which they are elected and finish their term at the close of the Annual General Meeting at which the next elections of the Council is held.

## **Bye-Law XIII**

### **BOARDS AND COMMITTEES:**

- XIII.01 The Annual General Meeting shall elect Members to constitute the Board of Trustees, the Board of Education, the Board of Practice and the Board of Research and Development.

XIII.02 The Council may appoint such standing or ad hoc Boards/Committees as it may consider necessary from time to time. The Chairman of such committees shall be selected from the members of the Council and the Council may appoint the members of the committees or may authorize such Committees to constitute their own committees.

XIII.03 Committees shall appoint from among their Members a Secretary when so required, shall determine their own quorum and shall have the power to co-opt additional persons.

XIII.04 Committees shall have no right to incur any expense on behalf of the Society unless specifically authorized by the Council to do so.

**Board of Trustees:**

XIII.05 No Member of the Board of Trustees shall at the same time be a Member of the Council.

XIII.06 A Trustee may be re-elected for another term of office.

XIII.07 The following shall be the qualifications of Trustees:

- They shall be Corporate Members of the Society and any other persons of good repute and held in high public esteem with high moral standards.
- They shall not be undischarged bankrupts. A trustee who becomes adjudged bankrupt by a court of law shall cease to be a trustee forthwith.
- There shall not be any conviction against a Trustee for a felony or any other crimes which are repugnant or disgraceful to him as a Trustee. A Trustee who becomes convicted for such a crime by a court of law shall cease to be a trustee forthwith.
- The office of a Trustee shall be automatically vacated if a Trustee shall be declared lunatic or become of unsound mind.

XIII.08 Any Trustee may resign his office by giving to the President one months notice in writing and his office shall be vacated immediately upon acceptance of his resignation by the Council.

XIII.09 In the event of any vacancy occurring in the office of Trustee a new Trustee shall be elected at the next Annual General Meeting or General Meeting whichever is earlier on the recommendation of the Council.

XIII.10 The Board of Trustees shall be registered as provided under the Trustees Incorporation Act and any change whatsoever in the Trustees shall be notified to the Land Office or such other Authority as may be necessary according to the law laid down regarding notification of change in the Trustees.

XIII.11 All investments, securities and immovable property acquired by the Society shall be invested in the name of the Society and be managed by the Board of Trustees.

XIII.12 The Council may from time to time recommend to the Board of Trustees to alter or vary such investments for others of a nature hereinbefore authorized.

XIII.13 The Board of Trustees shall manage such investments upon trust to be dealt with and disposed of as the Council shall from time to time recommend.

**Custody of Legal Documents**

XIII.14 The Originals of Agreements, Contracts, Deeds, Securities and any other Legal Documents of the Society shall be kept in the safe custody of the Society's Bankers on behalf of the Council.

**Committees:**

- XIII.15 Subject to Article 14.07 of the Constitution the term of office of the Committees shall as much as possible correspond with the term of office of the Council.
- XIII.16 A Board or Committee shall have no right to incur any expenses on behalf of the Society without the prior approval of the Council.
- XIII.17 The Boards or Committees may conduct their own correspondence and business respectively but save as hereinbefore provided they shall not take any public action or incur any pecuniary responsibility unless previously authorized by the Council. In case of emergency, they may take such public action as shall have been sanctioned by the President or, in his absence, by the Vice-President acting on his behalf.

**Periodic Reports**

- XIII.18 During their term of office, the Boards and Committees shall each forward to the Council periodic reports of their proceedings and at the end of each term of office, a report of their proceedings during the preceding term of office, which report or a summary thereof shall be incorporated into the Councils Report to the Annual General Meeting.

**Bye-Law XIV**

**FINANCE:**

- XIV.1 The financial year of the Society shall begin on the 1<sup>st</sup> October and end on the 30<sup>th</sup> September of each year and all accounts and balance sheets shall be prepared to that date.
- XIV.2 There shall be opened bank accounts at a bank approved by the Council in which all entrance fees, annual subscriptions, and other monies received shall be deposited and from which all payments due by the Society shall be paid.
- XIV.3 Cheques drawn on such bank accounts shall require the signature of the President and the signature of the Honorary Treasurer and, in the absence of any one of these Officers, the signature of the Honorary Secretary.
- XIV.4 No debt may be simply cancelled unless a motion to this effect is proposed by the Council and adopted by a two-thirds ( $\frac{2}{3}$ ) majority of those members voting at the Annual General Meeting.
- XIV.5 The Society's funds may only be used in accordance with the approved budget. Expenditure which has not been anticipated or which exceeds the budget by 10% shall first be approved by the Council.
- XIV.6 Since the duties of the Society are honorary, the travelling and subsistence expenses of the President may be met, whenever possible, by the Society if the journey has been made at the request or on behalf of the Society. A lump sum shall be set aside in the budget for this purpose. The use of this amount shall be agreed annually by the Council on a proposal of the Honorary Treasurer.
- XIV.7 A professional qualified auditor shall be nominated by the Council on the proposal of the Honorary Treasurer and his appointment approved by the Annual General Meeting.
- XIV.8 The Auditor shall present an annual report to the Council. This report shall be presented to the Annual General Meeting by the Honorary Treasurer.
- XIV.9 The full accounts together with all relevant documents shall be submitted to the Auditor by the Honorary Treasurer.

**Annual Report and Accounts**

- XIV.10 The Council shall present a report on the state of the property and affairs of the Society to the Annual General Meeting which report shall give an abstract of the proceedings during the preceding year and an audited account of the funds.
- XIV.11 A copy of the report shall be issued to every member at least one (1) week before the Annual General Meeting.
- XIV.12 The Annual Budget for the coming Financial Year shall be prepared by the Council and approved by the Annual General meeting.

**Accounts**

- XIV.13 The Council shall cause proper and sufficient books of accounts to be kept of the sums of money received and expended by the Council and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Society. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulation then in force, books of account of the Society shall be opened to the inspection of the members once at least once in every financial year.

**Investment of Funds**

- XIV.14 The Council shall unless otherwise directed by any deed or trust have power to invest any surplus income, funds, donations, or endowment in any of the following investments which shall be managed by the Board of Trustees.
- a. Loans or securities of the Government of Uganda.
  - b. Mortgages or other security of any municipality.
  - c. Bonds, debentures, debenture stocks or mortgages or the fully paid guaranteed or preferential or ordinary stock or shares ordinary, preferred or deferred or any other stock or shares of any company.
  - d. Purchases of immovable property.
- XIV.15 The Council may from time to time direct the Board of Trustees to vary such investment upon trust to be dealt with and disposed of as the Council shall decide.

**Bye-Law XV**

**MEETINGS, CONFERENCES, WORKSHOPS AND EXHIBITIONS, ETC..**

**Council Meetings:**

- XV.01 Any Member of the Council who fails to attend three consecutive meetings of the Council without prior and reasonable apologies as prescribed hereinbefore shall be considered as having resigned his office and his seat shall be declared vacant and filled as prescribed in these Articles and Bye-laws.

**Business at Meetings:**

- XV.02 Drafts of resolutions, proposals, counter-proposals and amendments shall be presented written in official language of the Society to the Honorary Secretary who shall make every effort to ensure that they are distributed to the members.
- XV.03 The immediate opening or closing of a debate may be decided by a two-thirds majority votes.

**Conferences, Workshops and Exhibitions:**

- XV.04 Conferences, study tours, workshops, exhibitions and other meetings on general and selected aspects of architecture, education, practice and research may be organized within the framework of the Society's program me of work. The venue, date, theme,

rules and arrangements shall first be approved by the Council of the Society. Such activities shall not be held on a day coinciding with the Annual General Meeting.

- XV.05 The moral, intellectual, technical and financial responsibility for the preparation of such activities shall be that of the host organization.
- XV.06 No meeting may be held under the auspices of the Society unless formal approval has been given by the Council as to the date, venue, theme, rules and general organization.
- XV.07 The budget of all meetings held under the auspices of the Society shall include provision for the publication of the principal reports and communications, a summary of debates, their conclusions and recommendations.
- XV.08 The Society's representative or delegate to international conferences, meetings or events and agencies to which the Society is invited, shall, other than the President, be nominated by Council.
- XV.09 Such representatives and delegates including the President shall prepare and submit a report to the Council on a particular meeting at which they have represented the Society.
- XV.10 The Society may contribute towards the travel expenses of its representatives or delegates as far as the budget may permit.

#### **Temporary Chairman of Meetings**

- XV.11 If at any meeting, the President and Vice-President shall not be present within 30 minutes after the time appointed for the meeting, a Corporate Member of the Council shall be selected by the Meeting to chair the meeting, who during the course of that meeting shall have the powers of the President for the conduct of the meeting but shall relinquish such powers and vacate the seat on arrival of the President or the Vice-President

#### **Voting**

- XV.12 In case of doubt on the result of the ballot by a show of hands or by rising or remaining seated, the President may direct the voting members to proceed to a division. A division shall be compulsory when it is requested by a majority of voting members present at the meeting. In case of an equality of votes, the Chairman of the meeting shall exercise the casting vote.
- XV.13 Notwithstanding the provisions under Article 9.15 of this Constitution, the declaration of the Chairman of any meeting of the Society as to whether a motion is carried or lost shall be final and binding to all Members of the Society.
- XV.14 Each paid-up Member attending the meeting shall have one vote only. The President or any Member chairing a meeting shall not take part in the voting but shall have a casting vote only.
- XV.15 No observer or co-opted member shall have the right to vote.
- XV.16 The Society in a general meeting, requisitioned by half (50%) of the Corporate Members shall have the power to pass a vote of no confidence with a two-thirds majority in any member or members of the Council and to elect others in their stead.

#### **Procedures and Rules at Meetings:**

- XV.17 The procedures and rules at the General Meetings and Extra-Ordinary General Meetings shall be the same as hereinbefore prescribed for the Annual General Meeting.

#### **Emergency**

- XV.18 In the case of an emergency resulting in a war situation, or other extreme situation of disorder or other happenings necessitating action on the part of the Society and yet it is

not possible to meet in a General Meeting, the Council shall carry out duties of the General Meeting, provided that a General Meeting shall be convened in not more than six (6) months after the event of the emergency to ratify the actions of the Council.

**Bye-Law XVI**

**DISCIPLINARY POWERS:**

- XVI.01 Should any misdemeanor be observed by the Council or any complaint be received in writing by the Honorary Secretary concerning the conduct of a member, the matter shall be reported to the Council and if the Council rule that the matter be investigated, the Honorary Secretary shall send a copy of the complaint by registered or recorded mail to the member concerned.
- XVI.02 The Council shall make such investigations as it considers appropriate and the member shall be invited to appear either before the Council or before an investigating committee appointed by the Council for the purpose and consisting of three Corporate Members one of whom shall be a member of the Council.
- XVI.03 The said invitation shall be sent to the member by registered or recorded mail and if it is not accepted or refused within one month of the date thereof the investigations shall proceed in his absence.
- XVI.04 The member shall have the right to be heard or to be represented by a person who may or may not be legally qualified.
- XVI.05 Unless the member otherwise agrees, the investigation shall be held *in camera*.
- XVI.06 Decisions of an investigating committee shall be by secret ballot.
- XVI.07 A record of the proceedings shall be kept and, unless the member otherwise agrees, the record shall be confidential.
- XVI.08 After completing its investigations, should the Council, by secret ballot, find the member guilty or not guilty of professional misconduct by a simple majority with not less two-thirds of the members of the Council present, the Council shall at its discretion either:
- exonerate; or
  - advise; or
  - warn; or
  - reprimand; or
  - suspend; or
  - terminate the membership of the member; and the Honorary Secretary shall notify the member by registered post accordingly.
- XVI.09 The decision of the Council shall be made public within the Society.
- XVI.10 The Councils decision shall be final, but in the event that additional evidence subsequently appears which the Council consider to be material the Council shall review its previous decision.
- XVI.11 If a member shall be suspended or shall have had his membership terminated under this Bye-law on account of unprofessional conduct, the Architects Registration Board shall be duly notified.
- XVI.12 Should the same complaint have been previously and separately made to the Architects Registration Board and the Board has held and concluded an enquiry and recorded its

decision, then the Council may at its discretion waive its own investigations, note the decision of the Board and take appropriate action under Bye-law XVI.08 above.

XVI.13 Should the same complaint be currently under investigation by the Architects Registration Board, then the Council may postpone investigation by the Society until after the hearing before the Board whereupon Bye-law XVI.12 above shall apply.

XVI.14 It shall be the duty of the Council to ensure that the members adhere strictly to the spirit and letter of the Principles of the Code of Professional Conduct and Ethics.

#### **Bye-Law XVII**

#### **INTERPRETATION OF THE BYE-LAWS:**

Anything that is not expressly provided for in the Constitution and these Bye-laws shall be decided by the Council which shall also decide, in case of doubt on the interpretation of the text and their decision shall be final and binding to all the Members of the Society.



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**APPENDIX D**

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**THE FORM OF DECLARATION**

I, the undersigned..... being engaged in the practice of Architecture, having been elected ..... do hereby promise and agree that I will not accept any trade or other discounts, or give or accept any illicit or surreptitious commissions or emoluments in connection with any works the execution of which I may be engaged to superintend, or on which I may be employed under any other person or with any other professional business which may be entrusted to me. Lastly, I declare that I have read the Constitution, Principles of Professional Conduct and Ethics, Code of Conduct and Bye-laws of the said Society, and will be governed and bound thereby, and will submit myself to every part thereof and to any alterations thereof which may hereafter be made until I have ceased to be a member; and that by every lawfully means in my power I will advance the interests and objectives of the said Society.

DATED this ..... day of .....

\_\_\_\_\_  
DECLARANT

In the presence of:

1. ....

2. ....

**APPENDIX E**

**RESOLUTION FOR THE ADOPTION OF THE REVISED CONSTITUTION AND BYE-LAWS  
FOR THE UGANDA SOCIETY OF ARCHITECTS**

We the Members of the Uganda Society of Architects, duly convened and assembled at the Nile Hotel, Carters Room Kampala, on ....., 2002 to consider and adopt a new Constitution and Bye-laws for the Uganda Society of Architects do hereby resolve in the name of all the members of the said Society, that the Constitutional Proposals which have been tabled before the General Meeting of the Society held in Kampala this .....day of ....., 2002 with the recorded amendments be adopted and do constitute the new Constitution and Bye-laws for the Uganda Society of Architects for the effective management of the affairs of the Society in the general interest of the Members and the promotion of the architectural profession and that the new Constitution and Bye-laws be referred to the Society's Lawyers for drafting of the Final Version.

THE RESOLUTION WAS PASSED BY ACCLAMATION

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