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BRIEF HISTORY OF THE ESTABLISHMENT OF THE ROYAL AUSTRALIAN INSTITUTE OF ARCHITECTS.

The first recorded mention of an Australian Institute of Architects appears in the Minutes of a Conference of representatives of the State Institutes of Architects held on November 25th, 1914 with the object of establishing a Federation of Institutes, when Mr. C. W. Chambers, a representative of New South Wales, said that his Council "favoured a Federal Institute and considered it would have greater weight in the jurisdiction and ethics of the profession. It is questionable if a Federal Council would hold the same status and power." A Federal Council was established however, although the meeting also resolved unanimously:-

> "That this Conference urges the Federal Council to take steps at the earliest possible moment to effect a Federation of the Institutes of the Commonwealth."

It was not until July 1926, however, that a real start was made to put this resolution into effect, when, at the Federal Council meeting, it was moved by Mr. Philip R. Claridge (of South Australia) and seconded by Mr. W. A. Nelson (representing Western Australia),

> "That in the opinion of this Federal Council the time has now arrived when the Royal Institute of Australian Architects should be created and that this Council forms itself into committee to prepare draft Memorandum and Articles of Association for submission to the various State Institutes for their consideration and approval."

The motion was carried unanimously.

There does not appear to be any record of the proceedings of the Council in committee, but presumably the outcome was that the legal firm of Minter Simpson Ltd. was instructed to draft a Memorandum and Articles of Association, for, in November 1926, a document so entitled was submitted to the State Institutes. The document did not differ materially from a normal State Institute Constitution, and it was obviously based largely upon the existing N.S.W. Constitution. Preceding it was a "Memorandum of Agreement" whereunder the State Institutes were to undertake to go into voluntary liquidation and to place their assets in the hands of a Trustee, who would proceed to register a Royal Institute of Australian Architects "when possible at Canberra and in the meantime in New South Wales".

The proposal, therefore, was for a "merger" pure and simple or, as it was frequently expressed, "for one big Institute".

Only one State, Queensland, definitely approved the proposal and signed the agreement to go into voluntary liquidation. (In point of strict fact, by inadvertence, Queensland signed not the "Memorandum of Agreement" but the "Memorandum of Association", so the quaint position obtained that if anyone had cared to lodge this document with the N.S.W.

Registrar-General the "Royal Institute of Australian Architects" might have been registered there and then upon the signatures of ten Queenslanders!) South Australia regarded it with sufficient favour to warrant their giving careful consideration to the detailed wording of the clauses of the Articles of Association and appeared to be satisfied with the general idea. Victoria consulted with their Solicitors, Messrs. J. M. Smith & Emmerton, and forwarded to Minter Simpson Ltd. a number of proposed amendments. The Federal file does not contain a copy of the proposed amendments so that it is not possible to ascertain from it whether they were matters of detail only or were in regard to the type of organisation proposed. Western Australia was definitely against the proposal.

It would appear, however, that from some source, or sources, New South Wales received an impression that Western Australia would not, ultimately, prove to be the only State which would decline to wind up its State Institute in terms of the proposal, for, giving this as its reason, it refrained from commenting in detail upon the proposal and put forward, as an alternative, a proposal that amounted to a federation of the existing Institutes somewhat on the lines of the American and Canadian Institutes of Architects. The proposal was in general terms and not in the form of definite Articles of Association, and although apparently made in all good faith, it is doubtful if its sponsors could have reduced it to terms that would have come within any Companies Act in Australia. However, they were not called upon to make the attempt, for the alternative received little support: Mr. A. H. Masters, President of the Tasmanian Institute, wrote, "I would prefer the creation of the one Australian Institute from the start ..... but in view of the present attitude of Western Australia, and the desire in other quarters, to retain the State Institutes I candidly think the alternative proposal ... has a better chance of adoption by all the States just now", and Mr. P. A. Oakley, President of the Royal Victorian Institute of Architects, wrote, "It seems rather a pity, after the time that was devoted to the original draft, that it should be scrapped at this stage, but this cannot be helped if we are to obtain unanimity of opinion amongst the various Institutes, and perhaps Western Australia will accept this revised scheme": but Western Australia dashed these hopes and replied "that the constitution submitted is even less acceptable than the Federal Council scheme".

Negotiations were at this stage when the 1927 meeting of the Federal Council was held, and at this meeting the proposals were discussed at considerable length. In the course of the discussions it became abundantly evident that, although the proposal before the State Institutes was for a merger pure and simple, only New South Wales seemed to be clear on this fundamental point, and the discussions to a large extent found New South Wales ranged against the other States in its contention that the retention of sovereign powers by the State Institutes (which the amendments and arguments submitted showed to be a general desire) was impossible within the proposed, or any, absolute merger.

The upshot was that the Federal Council referred the original and the New South Wales proposals to a conference to be arranged between the Presidents of the New South Wales and the Victorian Institutes, the President of the Federal Council (Sir Charles Rosenthal) and the legal

firms of Smith & Emmerton of Melbourne and Minter Simpson & Co. of Sydney, the decision of such conference to be the final recommendation of the Council to the State Institutes.

No actual conference of all the parties mentioned was ever held, although there were many conferences both in Melbourne and Sydney and considerable correspondence between the New South Wales and Victorian parties. No party, however, succeeded in devising any legal means whereby the proposed "Chapters" of "one big (and incorporated) Institute" could exercise autonomous powers in respect of ownership of property, funds and so forth, in connection with either proposal, and finally the attempt was abandoned and it was decided to leave the State Institutes in existence to deal with matters "which might possibly involve some pecuniary loss", whilst all their other powers were to pass to the Federal Institute or to its Chapters. Comments from a number of quarters, however, go to show that this proposal was too involved to be generally understood and that a general impression existed that in some way the State Institutes were (without losing their sovereign powers) to "enter" the Federal Institute as Chapters.

The proposed Constitution was approved by the Council of the Queensland Institute on March 30th, 1928 and by a General Meeting of the Queensland Institute on April 17th. On the latter date also the Tasmanian Institute Council approved, and decided to place the proposed Constitution before its members. Western Australia, on April 22nd, advised that its opinion was "still unchanged". The South Australian Institute Council approved on April 30th, 1928 but submitted a few "corrections, suggestions and filling blanks".

The N.S.W. Institute did not actually formally approve of the draft because the getting it into final shape was done by it in consultation with the R.A.I.A. Solicitors; its approval, therefore, was understood. The position thus was that four State Institute Councils (and one State Institute as a whole) had approved of the draft Constitution, and, it having been tacitly agreed that the Australian Institute should be established when four States should be in agreement upon a Constitution, it looked as if the new Institute would soon be brought into being. On May 5th, however, the Council of the Royal Victorian Institute advised that it did not see its way to accept the Constitution and that it was "preparing an alternative document embodying a simpler scheme" which would be submitted in due course. On July 23rd, 1928 the alternative document was submitted and proved to be identical in principle with the rejected New South Wales alternative. Like it also, it was silent concerning the means of obtaining the legal incorporation of a company composed of autonomous units.

At the meeting of the Federal Council in August 1928 the Victorian alternative was considered and further consideration was given to the original scheme. Unfortunately, the Minutes of this important meeting are by no means as clear as could be desired and it is necessary to fall back, to some extent, upon memory, which is to the effect that at this meeting it was at last generally realised that <u>no</u> scheme could

provide for autonomous units within a body incorporated under any Australian Companies Act, and, a merger still being unacceptable, an entirely new idea was adopted. This was to establish the Royal Australian Institute of Architects as an independent and supplementary Institute, with a membership of all persons then members of State Institutes, who would thus become members of two Institutes.

It was proposed that the new Institute should have similar powers to those of a State Institute and authority to exercise them not only throughout Australia but beyond. A very important factor in the new scheme was what came to be called "The Agreement of 1930"; it was designed to obviate the possibility of dual authority (Federal and State) such as had caused so much conflict in the political sphere. Under it the new Federal Institute was to bind itself to refrain from exercising any of its powers in any State signatory to the agreement unless and until the State Institute concerned formally authorised it so to do; per contra, it was provided that a State Institute should exercise no power similar to any it had authorised the Federal Institute to exercise. Provision was made for the withdrawal from the agreement of any party and also for the withdrawal of authority by a State Institute.

On this occasion no great time was spent in devising a new Constitution: all that was done was that the second part of the Articles of Association of the Federal Council proposal (the "Chapter part") was scrapped and a few amendments were made to the "Definitions" clause.

The new proposal proved acceptable to New South Wales, South Australia, Queensland and Tasmania. The position in Victoria, however, was stated in a letter from the President of the R.V.I.A.:-

> "The feeling is very lukewarm amongst a number of our members, it being more and more the impression, I gather, that the whole venture is such an open one on the score of expense if the central administration is to function effectively, very great effort in presenting the matter at the general meetings will be needed, though the scheme with amendments and additions is the outcome of suggestions and criticism at a general meeting, the scheme as forwarded having been formulated in detail by my Council and past Presidents of the R.V.I.A."

Matters were in very much this position when the Federal Council met in August 1929, the first four States mentioned having authorised their representatives to commit them to the acceptance of the Constitution (N.S.W. making it a proviso that all States should be agreed) but the Victorian representatives being without a mandate. Ultimately, the N.S.W. representatives undertook to exceed their authority by agreeing to an Institute covering four States only, and the Victorians agreed to the establishment of the Institute subject to the approval of their general meeting (which approval was subsequently given). There being thus at least four States in agreement, the new Institute was declared established and steps were, in due course, taken to convert this body into a corporate one under the name of "The Royal Australian Institute of Architects".

Authority to use the Royal prefix took some time to obtain, however, and this in turn delayed the legal formalities, so that it was not until August 18th, 1930 that the new body was registered, the first statutory meeting being held in Melbourne on November 18th, 1930.

Considering the reluctance with which the State Institutes had faced the prospect of a merger, it was perhaps a little surprising that at the inaugural meeting of the new Institute the five participating Institutes ceded to the new Institute almost all their powers, so that from the start the Federal body was clothed with very full authority. Simultaneously, the R.I.B.A. delegated to the new body the management of its educational and examination interests in the States concerned.

One result of this wholesale ceding was that in certain States it soon began to be felt that there was little point in retaining a State Institute and, as a result, first New South Wales, then Queensland, and then Tasmania, put their State Institutes either into voluntary liquidation or into a state of dormancy. Upon this being done, the "Chapter" of the Royal Institute in the State concerned (which, to this time, had been merely a name) provided itself, by the authority of the R.A.I.A. Council, with a Council and Officers, and became known as an "Organised Chapter". Thus, in three States the position has been reached that would have come about under the merger, which seems to indicate that the Institute went a long way round to achieve a result that was within its grasp in the first year of the negotiations (or rather, even less result, for, as mentioned earlier, the indications were that South Australia would have entered the merger if it had been proceeded with at the outset). Possibly, however, it is better so: there is no room for doubt that the State bodies were not at all clear in 1926-29 that they were being asked to go right out of business, and it may be that if the merger scheme had gone through some of them might ultimately have felt that they had been rather bustled into a thing they did not fully understand. "One volunteer", it is said, "is worth six pressed men" and the three States that have merged have done so entirely of their own initiative.

In the above brief summary no reference has been made to the personnel of the various Federal Councils except so far as has been necessary to identify letters and resolutions, but it would be unthinkable to conclude without reference to the indefatigable labours of Sir Charles Rosenthal, who was the Federal President during 1926-7-8, or to the less prolonged but no less earnest endeavours of his successor, Mr. L. L. Powell, to whose lot it fell to declare both the Federal Council dissolved and the Australian Institute inaugurated.

SUMMARY.

The preceding pages show that five schemes were explored in the course of the evolution of the R.A.I.A. Constitution:

(1) The original "Merger" scheme, providing for the dissolution of all State Institutes and the establishment of "one big Institute" having State Chapters.

(2) A "Holding Company" scheme which was the same as (1) except that the State Institutes were to be retained as parallel bodies to the State Chapters to exercise certain financial responsibilities.

(3) A Federation scheme on the lines of the American and Canadian Institutes of Architects, suggested by N.S.W.

(4) A Federation scheme on much the same lines as (3) suggested by Victoria.

(5) The "Separate Institute" scheme ultimately adopted.

Scheme (1) was abandoned because it made little appeal to several Institutes; (2) was abandoned on account of cumbersomeness; (3) and (4) were abandoned on account of the impossibility of bringing them within Company Law.

Scheme (5) was adopted not, as might appear, on account of the elimination of the other schemes, but rather because it was deemed to be superior to any of them by reason of its elasticity, for under it it was held to be possible for States which preferred schemes 1 or 2 to adopt them whilst other States could, if they wished, remain virtually unaffected by the existence of the R.A.I.A. Experience has shown this to be correct, for Queensland and Tasmania have merged completely into the R.A.I.A., N.S.W. has merged but retained its Institute as a "Holding Company", whilst Victoria and South Australia remain independent Institutes.

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