



*At the Council Chamber, Whitehall*

THE 11th DAY OF MARCH 2020

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the revised Byelaws of The Royal Institute of British Architects as set out in the Schedule to this Order.

*Richard Tilbrook*

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*SCHEDULE*

REVISED BYELAWS OF THE ROYAL INSTITUTE OF BRITISH ARCHITECTS

1. **Definitions and interpretation**

- 1.1 The definitions and rules of interpretation set out in the Supplemental Charter apply to these Byelaws.
- 1.2 In these Byelaws, unless the context otherwise requires, the following terms shall have the following meanings:

<b>Term</b>	<b>Meaning</b>
1.2.1 “ <b>Annual General Meeting</b> ”	a General Meeting held in accordance with Byelaw 6.2;
1.2.2 “ <b>Audit Committee</b> ”	a sub-committee of the Board established in accordance with Byelaw 9.4.1;
1.2.3 “ <b>Chair of the Board</b> ”	has the meaning given in Byelaw 9.1.13;
1.2.4 “ <b>Chartered Member</b> ”	a member of the RIBA who has been admitted as an Ordinary Member or a Fellow Member in accordance with Byelaw 2.1.1(a) and the Regulations;

- 1.2.5 “**Chartered Practice**” a business providing architectural services which has been registered as a Chartered Practice in accordance with Byelaw 3.1.1 and the Regulations;
- 1.2.6 “**Chief Executive Officer**” the principal executive officer of the RIBA by whatever title known including any person temporarily carrying out the Chief Executive Officer’s duties;
- 1.2.7 “**Clear Days**” in relation to a period of notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 1.2.8 “**Code of Professional Conduct**” the code of conduct which sets out the standards of conduct expected of members of the RIBA;
- 1.2.9 “**Co-opted Trustees**” has the meaning given in Byelaw 9.1.9;
- 1.2.10 “**Council Code of Conduct**” means the code of conduct described in Byelaw 7.3.2;
- 1.2.11 “**Declarations**” the declarations to be made by applicants for membership of the RIBA in accordance with Byelaw 2.2.3;
- 1.2.12 “**Effective Date**” the date on which the amendments to the Supplemental Charter approved by resolution of the Council of the RIBA (as constituted prior to the Effective Date), as confirmed by resolution at a General Meeting on 2 October 2019, take effect by, and in accordance with, an Order of the Queen in Council;
- 1.2.13 “**Electronic Form**” a document or information sent or supplied by Electronic Means (for example, by e-mail or fax) or by any other means while in an electronic form (for example, sending a disk by post);
- 1.2.14 “**Electronic Means**” a document or information (a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and (b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other

electromagnetic means which may be developed from time to time;

- 1.2.15 **“Ex-officio Trustees”** has the meaning given in Byelaw 9.1.6;
- 1.2.16 **“Fellow Member”** a member of the RIBA who has been admitted to membership within the sub-category of Chartered Members known as “Fellow Members”;
- 1.2.17 **“Financial Expert”** an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.2.18 **“Honorary Fellow”** a member of the RIBA who has been admitted to membership within the sub-category of Non-Chartered Members known as “Honorary Fellows”;
- 1.2.19 **“Honorary Officers”** the President, the Honorary Secretary, the Honorary Treasurer and such other Honorary Officers as are appointed in accordance with Byelaw 8.2;
- 1.2.20 **“Honorary Secretary”** the secretary appointed in accordance with Byelaw 8.2.1;
- 1.2.21 **“Honorary Treasurer”** the treasurer appointed in accordance with Byelaw 8.2.1;
- 1.2.22 **“Nominations Committee”** a sub-committee of Council established in accordance with Byelaw 7.5.2 and the Regulations;
- 1.2.23 **“Non-Chartered Member”** a member of the RIBA who has been admitted as a Student Member, Associate Member, Affiliate Member or Honorary Fellow in accordance with Byelaw 2.1.1(b) and the Regulations;
- 1.2.24 **“Ordinary General Meeting”** a General Meeting called in accordance with Byelaws 6.4 and 6.11;
- 1.2.25 **“Ordinary Trustees”** has the meaning given in Byelaw 9.1.7;
- 1.2.26 **“President”** the president of the RIBA elected in accordance with Byelaw 8.1.1;

- 1.2.27 “**Public Holiday**” means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales;
- 1.2.28 “**Remuneration Committee**” a sub-committee of the Board established in accordance with Byelaw 9.4.2 and the Regulations;
- 1.2.29 “**Session**” a period beginning on a date to be determined by the Board in accordance with the Regulations;
- 1.2.30 “**Specialist Practitioner**” an individual whom the Board has registered as a Specialist Practitioner in accordance with Byelaw 3.1 and the Regulations;
- 1.2.31 “**Standards Committee**” a sub-committee of Council established in accordance with Byelaw 7.5.1 and the Regulations;
- 1.2.32 “**Trustee Code of Conduct**” means the code of conduct described in Byelaw 9.1.14; and
- 1.2.33 “**Writing**” the representation or reproduction of words, symbols or other information in a visible form by a method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

1.3 In the event of conflict between the provisions of these Byelaws and the Supplemental Charter, the Supplemental Charter shall prevail.

## 2. **Membership**

### 2.1 **Categories of member**

2.1.1 The RIBA shall have the following categories of members:

- (a) Chartered Members comprising Ordinary Members and Fellow Members (as defined in these Byelaws and the Regulations); and
- (b) Non-Chartered Members comprising Student Members, Associate Members, Affiliate Members and Honorary Fellows (as defined in these Byelaws and the Regulations).

2.1.2 The Board may make Regulations dealing with any membership matters including those specified in Article 6.2 of the Supplemental Charter.

### 2.2 **Admission and transfer**

2.2.1 The members of the RIBA shall be such persons as are admitted to the relevant category of membership by the Board in accordance with these Byelaws and the Regulations.

- 2.2.2 No person may become a member of the RIBA unless:
- (a) he or she satisfies such professional competency criteria or other criteria as are provided for in respect of the relevant category or sub-category of member in the Regulations;
  - (b) he or she is a fit and proper person in accordance with any requirement provided for in the Regulations;
  - (c) he or she has applied for membership in the form and manner prescribed in these Byelaws and in the Regulations including by making the Declarations below; and
  - (d) the application has been approved in accordance with the Regulations. The Board may in its absolute discretion refuse to admit that person as a member and will give reasons for so doing in Writing.
- 2.2.3 An applicant for membership of the RIBA must make the following declarations (and, on admission as a member, is treated as having declared and agreed) that they:
- (a) satisfy professional competency and any other criteria prescribed under Byelaw 2.2.2(a);
  - (b) are and will continue to be a fit and proper person in accordance with Byelaw 2.2.2(b);
  - (c) agree to comply with any lifelong learning requirements that apply to their category of membership in accordance with the Regulations;
  - (d) agree to abide by the Constitution and the Code of Professional Conduct; and
  - (e) agree to exercise the powers that they have in their capacity as a member in the way that they decide, in good faith, would be most likely to further the objects of the RIBA.
- 2.2.4 The Board shall maintain a register of all the members of the RIBA which shall include such details as the Board may decide in respect of:
- (a) members;
  - (b) persons whose membership has been suspended or terminated; and
  - (c) persons who have been re-admitted or re-instated as members or who have transferred between categories or sub-categories of membership.
- 2.2.5 The members of the RIBA on the Effective Date shall be those members immediately prior to the Effective Date. The members of the RIBA admitted prior to the Effective Date shall be treated as having made the Declarations.

## **2.3 Termination of membership**

2.3.1 Membership of the RIBA is not transferable.

2.3.2 A member shall cease to be a member if he or she:

- (a) subject to Byelaw 2.3.3, gives at least seven Clear Days' notice in Writing of his or her intention to resign from membership in accordance with the Regulations;
- (b) has been convicted of an offence to which a custodial sentence of twelve months or more could be imposed if the member was convicted by or before a court in England and Wales;
- (c) is removed as a member in accordance with Byelaw 5 and the Regulations; or
- (d) dies.

2.3.3 A notice of resignation of a member shall not be effective while the conduct of that member is subject to an investigation under Byelaw 5.

2.3.4 On ceasing to be a member, a person shall cease to be entitled to the rights and privileges of membership and to represent an affiliation with the RIBA unless otherwise specified in the Regulations.

## **2.4 Privileges of membership**

2.4.1 Members of the RIBA:

- (a) have the right to receive a diploma, provided that diplomas remain the property of the RIBA at all times;
- (b) have the right to use the designations relating to their membership category or sub-category set out in Byelaw 2.5 and in the Regulations;
- (c) are eligible to serve as an Office Holder as further prescribed in these Byelaws and the Regulations in relation to their membership category or sub-category;
- (d) have the right to attend and speak at General Meetings and, in the case of Chartered Members, to vote at General Meetings; and
- (e) have such other rights and privileges as are set out in these Byelaws and the Regulations relating to their membership category or sub-category.

2.4.2 The privileges of membership are personal to the member and are not transferable by the act of the member or by operation of law.

## 2.5 **Designations**

- 2.5.1 Subject to these Byelaws, the Regulations and the provisions of the Architects Act 1997 a Chartered Member has the right to use:
- (a) the affixes 'Member of RIBA', 'Member of the Royal Institute of British Architects' and 'RIBA'; and
  - (b) the style 'Chartered Architect' (but may not use any abbreviation of that style).
- 2.5.2 A Fellow Member may also use the affixes 'Fellow of the Royal Institute of British Architects' or 'FRIBA'.
- 2.5.3 The Board shall make Regulations relating to the designations which may be used by Non-Chartered Members and Honorary Officers and any other designations and honorary titles which may be used by members of the RIBA and Chartered Practices, and the form and manner in which any designations and honorary titles may be used by members of the RIBA and Chartered Practices from time to time.

## 3. **Chartered Practices and Specialist Practitioners**

- 3.1 The Board may make Regulations dealing with:
- 3.1.1 the procedure for the registration of Chartered Practices and Specialist Practitioners, and their suspension and removal from the register; and
  - 3.1.2 eligibility for, conditions of registration as, and privileges of, Chartered Practices and Specialist Practitioners.
- 3.2 The Board shall maintain a register of Chartered Practices which shall include:
- 3.2.1 details of every architectural practice which the Board has registered as a Chartered Practice;
  - 3.2.2 details of Chartered Practices which have been suspended or removed from the register including reasons for the suspension or removal; and
  - 3.2.3 details of any Chartered Practices which have been re-instated or re-admitted to the register.
- 3.3 The Board shall maintain a register of Specialist Practitioners which shall include details of all Specialist Practitioners which it has approved for entry in the register.

## 4. **Subscriptions and other fees**

- 4.1 Members of the RIBA, Chartered Practices and Specialist Practitioners shall pay such subscriptions and other fees to the RIBA at such rates as the Board shall determine, subject to Council's consent provided to the Board in Writing.
- 4.2 The Board shall have power to set special levies, subject to Council's consent provided to the Board in Writing.
- 4.3 The Board shall have power to grant concessions or waive subscriptions or other fees, subject to Council's consent provided to the Board in Writing.
- 4.4 The Board may make Regulations dealing with subscriptions and other fees.

## 5. **Conduct**

- 5.1 Any member of the RIBA who:
  - 5.1.1 does not satisfy or ceases to satisfy the professional competency and any other criteria prescribed under Byelaw 2.2.2(a);
  - 5.1.2 does not satisfy or ceases to satisfy the requirement to be a fit and proper person in accordance with Byelaw 2.2.2(b);
  - 5.1.3 does not comply with any lifelong learning requirements that apply to their category or sub-category of membership in accordance with the Regulations;
  - 5.1.4 contravenes the Constitution or the Code of Professional Conduct;
  - 5.1.5 fails to exercise the powers that they have in their capacity as a member in a way that would be most likely to further the objects of the RIBA;
  - 5.1.6 fails to pay any subscription or other sum payable by him or her within 30 Clear Days of the date on which it has become due and the Board resolves that he or she should be liable for disciplinary action for this reason; or
  - 5.1.7 has behaved in the opinion of the Board in a manner which is likely to bring the reputation of the RIBA into disrepute

shall be liable to disciplinary action in accordance with the Regulations which may result in such sanctions as shall be provided for in the Regulations including but not limited to suspension or removal from membership.

- 5.2 Members against whom a charge has been made under Byelaw 5.1 have the right to be heard either in person or through a representative.

## 6. **General Meetings**

- 6.1 There shall be two types of General Meeting of the RIBA, namely:
  - 6.1.1 Annual General Meetings; and



6.1.2 Ordinary General Meetings.

6.2 The RIBA must hold an Annual General Meeting once in every calendar year at such time and in such place as the Board shall decide.

6.3 At each Annual General Meeting, the Chartered Members shall:

6.3.1 resolve on the adoption of the annual report and accounts and the appointment of auditors; and

6.3.2 consider such other business as the Board shall determine.

6.4 The Board may convene an Ordinary General Meeting whenever it thinks fit.

6.5 Notice of every General Meeting shall be given to all the members of the RIBA, to the Board and to the auditors of the RIBA not less than 21 Clear Days before the meeting.

6.6 The notice shall be in such form and shall be given in such manner as shall be prescribed in the Regulations.

6.7 A member present at a General Meeting shall be deemed to have received notice of the meeting and the purposes for which it was called.

6.8 An accidental omission to send a notice to one or more members will not invalidate the proceedings of the meeting.

6.9 In accordance with Byelaw 2.4.1(d), all members of the RIBA may attend and speak at General Meetings but only Chartered Members may vote.

6.10 The Board may permit persons to attend General Meetings by telephone, televisual or other electronic or virtual means in which all participants may communicate simultaneously with other participants.

6.11 The Board shall give notice to convene an Ordinary General Meeting to take place within three months of receipt of a valid request to do so.

6.12 A request is valid if it:

6.12.1 states the general nature of the business to be dealt with at the meeting;

6.12.2 is made by not less than 5% of the Chartered Members; and

6.12.3 is in hard copy form, signed by those Chartered Members and delivered to the RIBA by hand or post, marked for the attention of the President; or

- 6.12.4 is in Electronic Form, accompanied by a statement of the identity of the Chartered Members making the request (and the RIBA has no reason to doubt the truth of that statement) and delivered to the President's email address.
- 6.13 If the Board does not comply with Byelaw 6.11, the Chartered Members who made the request in accordance with Byelaw 6.12.2 may publish a notice to convene an Ordinary General Meeting on not less than 21 Clear Days' notice.
- 6.14 The meeting must be called in the same manner, as nearly as possible, as that in which General Meetings are required to be called by the Board.
- 6.15 The Board shall make Regulations dealing with General Meetings including, but not limited to, the procedure at General Meetings.

## **7. Council**

### **7.1 Powers and functions**

- 7.1.1 Council has the following powers and functions, subject to, and as further prescribed by, these Byelaws and in accordance with the Regulations:
- (a) to set standards of conduct for members of the RIBA including but not limited to by setting the Code of Professional Conduct;
  - (b) to have oversight of members' compliance with the Declarations;
  - (c) to determine the procedure for dealing with conduct issues under Byelaw 5 including, but not limited to, making Rules dealing with disciplinary procedure;
  - (d) to take disciplinary action in respect of members (including, but not limited to, carrying out investigations and suspending and removing members in accordance with Byelaw 5 and the Regulations);
  - (e) to establish a Standards Committee in accordance with Byelaw 7.5.1 and delegate the powers set out in Byelaws 7.1.1.(a) to (d) to such committee in accordance with that Byelaw;
  - (f) to establish a Nominations Committee in accordance with Byelaw 7.5.2 and delegate the responsibility for making non-binding recommendations in relation to appointments of Council Members, Honorary Officers, Trustees and members of Council committees to the Nominations Committee in accordance with that Byelaw;
  - (g) to establish, and set terms of reference for, such other committees and advisory groups as it thinks fit in accordance with Byelaw 7.5.4 and 7.6.1;
  - (h) to delegate its power or functions and the implementation of its decisions in accordance with Byelaw 7.4;

- (i) to appoint and remove members of the Board in accordance with Byelaws 9.1.7 and 9.2.3(e) and (f);
- (j) to appoint an Honorary Secretary, an Honorary Treasurer and such other Honorary Officers as it thinks fit and to remove them at any time in accordance with Byelaw 8.2.1 and 8.2.3;
- (k) to set standards of conduct for Council Members including but not limited to by setting the Council Code of Conduct in accordance with Byelaw 7.3.2;
- (l) to remove Council Members in accordance with Byelaws 7.3.4(f) and (g);
- (m) to consider and give or withhold consent to new Regulations, and amendments to existing Regulations, which deal with the following matters in accordance with Byelaw 12.3:
  - (i) the professional competency criteria and other criteria required for admission to any membership category or sub-category or as an ongoing condition of membership;
  - (ii) restrictions on members' ability to transfer between categories and sub-categories of membership;
  - (iii) the rights and privileges of membership including but not limited to designations and exceptions;
  - (iv) the conduct of members and disciplinary action in respect of members;
  - (v) the election or appointment and removal, rights and privileges, role and responsibilities and conduct of the President and other Honorary Officers;
  - (vi) the composition (including terms of office) and procedures relating to Council decision-making and conduct of business of Council; and
  - (vii) committees of Council including but not limited to the Standards Committee and the Nominations Committee;
- (n) to propose changes to the Regulations to the Board in relation to the matters specified in Byelaw 7.1.1(m); and
- (o) to give such consents as are prescribed in the Supplemental Charter and the Byelaws.

7.1.2 Subject to Byelaw 13.1, Council shall not incur any costs or expenses in exercising its powers or otherwise without the Board's prior consent provided to the Council in Writing.

## 7.2 **Decision-making and conduct of business of Council**

- 7.2.1 The Board may make Regulations dealing with the decision-making and conduct of business of Council.
- 7.2.2 Without prejudice to any other right a Trustee may have in another capacity, Trustees are entitled, in their capacity as Trustees, to attend and speak but not vote at meetings of Council or its committees or advisory groups (other than meetings of the Standards Committee), provided that where a Trustee has a personal interest in a matter to be discussed at such meeting (including but not limited to matters relating to his or her conduct, remuneration, removal or re-appointment) he or she may not attend any part of the meeting during which the matter is to be discussed.

### **7.3 Composition, appointment, retirement and removal of Council Members**

- 7.3.1 Council shall comprise such persons as are appointed or elected to Council in accordance with these Byelaws and the Regulations. Council Members shall hold office for the terms specified in these Byelaws and the Regulations. Council shall make decisions and conduct business in such manner as is prescribed in these Byelaws and the Regulations.
- 7.3.2 Council shall set out the duties that apply to Council Members and the standards of behaviour which Council Members are expected to demonstrate in a Council Code of Conduct and may amend or replace the code from time to time.
- 7.3.3 Any person who is appointed or elected as a Council Member shall be treated as having agreed to be bound by the Council Code of Conduct.
- 7.3.4 A Council Member shall cease to be a Council Member when he or she retires at the end of his or her term of office or, if earlier, if:
- (a) he or she resigns by notice in Writing to the President (or to the Honorary Secretary if the President is the Council Member resigning);
  - (b) he or she ceases to be a member of the RIBA;
  - (c) a registered medical practitioner who is treating the Council Member gives a written opinion to the RIBA stating that he or she has become incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (d) he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
  - (e) he or she is removed as a Council Member or as an Honorary Officer by the Chartered Members in a General Meeting;
  - (f) he or she fails to attend three consecutive meetings of Council and Council resolves that he or she be removed for this reason; or

- (g) he or she is removed by resolution of Council including but not limited to for breach of the Council Code of Conduct. Such a resolution shall not be passed unless the Council Member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from Council, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or making representations to Council in Writing.

7.3.5 On ceasing to be a Council Member that person shall cease to hold any other office which he or she holds in his or her capacity as Council Member (including but not limited to the office of Honorary Officer, Trustee or member of a Council committee).

7.3.6 For the avoidance of doubt, this Byelaw 7.3 (including Byelaw 7.3.4) applies to all Council Members including, but not limited to, the President and other Honorary Officers.

#### **7.4 Council's powers to delegate**

7.4.1 Subject to these Byelaws, Council may delegate any of its powers or functions to any committee or to the Board.

7.4.2 Subject to these Byelaws, Council may delegate the implementation of its decisions to any person or committee.

7.4.3 Council may authorise further delegation of the relevant powers, functions or implementation of decisions by the body or person to whom they are delegated.

7.4.4 Council may revoke any delegation in whole or part, or alter its terms and conditions.

#### **7.5 Council Committees**

7.5.1 Council shall establish a Standards Committee in accordance with these Byelaws and the Regulations and Council shall delegate the following powers and functions to the Standards Committee:

- (a) to set standards of conduct for members of the RIBA including but not limited to setting the Code of Professional Conduct;
- (b) to have oversight of members' compliance with the Declarations;
- (c) to determine the procedure for dealing with conduct issues under Byelaw 5 including, but not limited to, making Rules dealing with disciplinary procedure; and
- (d) to take disciplinary action in respect of members (including, but not limited to, carrying out investigations and suspending and removing members and issuing other sanctions in accordance with Byelaw 5 and the Regulations).

- 7.5.2 Council shall establish a Nominations Committee in accordance with these Byelaws and the Regulations to make non-binding recommendations for the appointment of Council Members, Honorary Officers, Trustees and members of Council committees.
- 7.5.3 The Standards Committee and the Nominations Committee shall have such other powers and functions as are delegated to it by the Board in the Regulations.
- 7.5.4 Council may establish such other committees as it thinks fit.
- 7.5.5 In the case of Council delegation to committees:
- (a) subject to the Regulations, Council must specify those who shall serve or be asked to serve on the committee (although Council may allow the committee to make co-options up to a specified number);
  - (b) subject to the Regulations, the composition of any committee shall be entirely at the discretion of Council and may include such of their number (if any) as Council may specify;
  - (c) subject to the Regulations, Council must set out the nature of the delegation including the terms and conditions and mandate of any committee in written terms of reference;
  - (d) the deliberations of any committee must be reported regularly to Council (and, in the case of the Nominations Committee, also to the Board) and any resolution passed or decision taken by any committee must be reported promptly to Council (and, in the case of the Nominations Committee, also to the Board) and every committee must appoint a secretary for that purpose; and
  - (e) no committee shall knowingly incur expenditure or liability on behalf of the RIBA except where authorised by Council or in accordance with a budget which has been approved by Council subject to Byelaw 7.1.2.
- 7.5.6 Subject to the Regulations, the meetings and proceedings of any committee established by Council shall be governed by the provisions of the Byelaws and Regulations regulating the meetings and proceedings of Council unless otherwise provided in written terms of reference.

## **7.6 Council advisory groups**

- 7.6.1 Council may appoint advisory groups which shall comprise such individuals as Council shall determine from time to time.
- 7.6.2 Council may impose such terms of reference governing the meetings and proceedings of the advisory groups as it may from time to time think fit.

## **8. Honorary Officers**

### **8.1 President**

8.1.1 The President shall be elected by the members of the RIBA from among the Chartered Members and the Honorary Fellows in accordance with the Regulations. A serving President may not be a candidate.

8.1.2 The President is the chair of Council and is an Ex-officio Trustee.

## 8.2 **Other Honorary Officers**

8.2.1 At the first meeting of Council following the commencement of a new Session, Council shall appoint an Honorary Secretary and an Honorary Treasurer from among the Chartered Members.

8.2.2 The Honorary Secretary and the Honorary Treasurer shall be Ex-officio Trustees.

8.2.3 Subject to the Regulations, Council may, from time to time, appoint such other Honorary Officers (who shall not be Ex-officio Trustees but may be appointed as Trustees) as it thinks fit from among the Council Members and Chartered Members.

8.2.4 Subject to the Regulations, if a person to be appointed as an Honorary Officer is not a Council Member at the time at which the appointment is made, that person shall automatically be appointed as a Council Member.

8.2.5 The Board may make Regulations dealing with the election or appointment and removal, rights and privileges, role and responsibilities and conduct of the President and other Honorary Officers.

## 9. **Board of Trustees**

### 9.1 **Appointment of trustees**

9.1.1 There shall be at least three and no more than twelve Trustees.

9.1.2 A majority of the Board shall be Council Members. Trustees may, but are not required to be, Chartered Members.

9.1.3 So long as there are fewer than three Trustees none of the powers or discretions conferred on the Board by the Constitution or by law shall be exercisable except for the power to co-opt new Trustees.

9.1.4 In the event that the number of Trustees who are Council Members falls below the majority required under Byelaw 9.1.2, the powers and discretions conferred on the Board in the Constitution or by law shall continue to be exercisable by the Board.

9.1.5 No person may become a Trustee (in any category):

- (a) unless he or she has attained 18 years; or

- (b) in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of these Byelaws.
- 9.1.6 The President, the Honorary Secretary and the Honorary Treasurer for the time being shall be Trustees ex officio (the “Ex-officio Trustees”).
- 9.1.7 Council shall appoint up to nine other individuals to be Trustees (the “Ordinary Trustees”) by serving notice in Writing on the Board.
- 9.1.8 When appointing Trustees:
  - (a) Council may consider:
    - (i) such guidance as may be issued by the Charity Commission from time to time on the selection and appointment of trustees;
    - (ii) such qualifications and criteria as the Board may recommend;
    - (iii) the need for the Board to have an appropriate balance of skills, knowledge, diversity and experience; and
    - (iv) the objects of the RIBA.
  - (b) Council shall consider, but shall not be bound to follow, any recommendations of the Nominations Committee and the Chair of the Board.
- 9.1.9 The Board may appoint up to two Trustees (“Co-opted Trustees”) (who may, but are not required to be, Council Members notwithstanding Byelaw 9.1.2 and may, but are not required to be Chartered Members) without the prior approval of Council if:
  - (a) the number of Trustees falls below the minimum number of Trustees required by Byelaw 9.1.1;
  - (b) the Board has given Council notice in Writing of the need to make an appointment or appointments for this reason; and
  - (c) Council has failed to appoint sufficient additional Trustees within five Clear Days of the notice.
- 9.1.10 Ordinary Trustees and Co-opted Trustees shall hold office for an initial term of up to three years, renewable by re-appointment for further terms of up to three years provided that a Trustee in any category (whether an Ordinary Trustee, Co-opted Trustee or Ex-officio Trustee) who has served a continuous term of six years shall remain out of office for at least one year before he or she may be re-appointed as a Trustee.



- 9.1.11 For the avoidance of doubt, a Trustee may at the end of his or her term be re-appointed in another capacity whether as an Ordinary Trustee, Co-opted Trustee or Ex-officio Trustee subject to the maximum term set out in Byelaw 9.1.10.
- 9.1.12 All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.
- 9.1.13 The Trustees shall appoint one of their number to be the Chair of the Board having sought and considered any recommendations of the Nominations Committee for such term of office as they determine and may at any time remove him or her from that office.
- 9.1.14 The Board shall set out the duties that apply to Trustees and the standards of behaviour which Trustees are expected to demonstrate in a Trustee Code of Conduct and may amend or replace such code from time to time.
- 9.1.15 All Trustees shall be treated as having agreed to be bound by the Trustee Code of Conduct.
- 9.1.16 The President, Honorary Treasurer and Honorary Secretary in post immediately prior to the Effective Date shall be the first Trustees.

## **9.2 Cessation of Trusteeship**

- 9.2.1 An Ex-officio Trustee automatically ceases to hold office as Trustee on the cessation of the office by virtue of which he or she became a Trustee.
- 9.2.2 An Ordinary Trustee or Co-opted Trustee automatically ceases to hold office as Trustee at the end of his or her term of office.
- 9.2.3 A Trustee (whether an Ordinary Trustee, Co-opted Trustee or Ex-officio Trustee) shall cease to hold office as Trustee if he or she:
- (a) resigns by notice in Writing to the Chair of the Board (or to the Honorary Secretary if the Chair of the Board is the Trustee resigning) but only if at least three Trustees will remain in office when the notice of resignation is to take effect;
  - (b) ceases to be a Council Member or Honorary Officer where he or she was appointed as a Trustee in his or her capacity as Council Member or Honorary Officer;
  - (c) is disqualified under the Charities Act 2011 from acting as a Trustee;
  - (d) a registered medical practitioner who is treating the Trustee gives a written opinion to the RIBA stating that he or she has become incapable by reason of

mental disorder, illness or injury of managing and administering his or her own affairs;

- (e) fails to attend three consecutive meetings of the Board and Council resolves that he or she be removed for this reason; or
- (f) is removed by resolution of Council including, but not limited to, for breach of the Trustee Code of Conduct. Such a resolution shall not be passed unless the Trustee has been given at least fourteen Clear Days' notice in Writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or making representations to Council in Writing.

#### 9.2.4 On a person ceasing to be a Trustee:

- (a) that person shall cease to hold any other office which he or she holds in his or her capacity as Trustee (including but not limited to as a member of a committee of the Board); and
- (b) the Board must notify the Council in Writing within fourteen Clear Days of the person ceasing to be a Trustee (other than where Council removes him or her under Byelaw 9.2.3(e) or (f)).

### 9.3 **Board's powers to delegate**

9.3.1 Subject to these Byelaws, the Board may delegate any of its powers or functions to any committee.

9.3.2 Subject to these Byelaws, the Board may delegate any of its powers or functions to Council, including by Regulations.

9.3.3 Subject to these Byelaws, the Board may delegate the implementation of its decisions or day to day management of the affairs of the RIBA to any person or committee.

9.3.4 The Board may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by the body or person to whom they are delegated.

9.3.5 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

9.3.6 The Board may by power of attorney or otherwise appoint any person to be the agent of the RIBA for such purposes and on such conditions as it determines.

#### **9.4 Committees of the Board**

9.4.1 The Board shall establish an Audit Committee in accordance with these Byelaws and the Regulations which shall report to the Board and to Council.

9.4.2 The Board shall establish a Remuneration Committee in accordance with these Byelaws and the Regulations which shall report to the Board and, in relation to the remuneration of the President, to Council.

9.4.3 The Board may establish such other committees as it thinks fit.

9.4.4 In the case of the Board's delegation to committees:

- (a) subject to the Regulations, Council must specify those who shall serve or be asked to serve on the committee (although Council may allow the committee to make co-options up to a specified number);
- (b) subject to the Regulations, the composition of any committee shall be entirely at the discretion of the Board and may include such of their number (if any) as the Board may specify;
- (c) the Board must set out the nature of the delegation including the terms and conditions and mandate of any committee in the Regulations or in written terms of reference; and
- (d) the deliberations of any committee must be reported regularly to the Board (and in the case of the Audit Committee, to Council) and any resolution passed or decision taken by any committee must be reported promptly to the Board (and in the case of the Audit Committee, to Council) and every committee must appoint a secretary for that purpose;
- (e) no committee shall knowingly incur expenditure or liability on behalf of the RIBA except where authorised by the Board or in accordance with a budget which has been approved by the Board.

9.4.5 Subject to the Regulations, the meetings and proceedings of any committee shall be governed by the provisions of the Byelaws and Regulations regulating the meetings and proceedings of Trustees unless otherwise provided in written terms of reference.

#### **9.5 Delegation of investment management**

9.5.1 The Board may delegate the management of investments to a Financial Expert or Financial Experts provided that:

- (a) the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Board;
- (b) timely reports of all transactions are provided to the Board;

- (c) the performance of the investments is reviewed regularly with the Board;
- (d) the Board is entitled to cancel the delegation arrangement at any time;
- (e) the investment policy and the delegation arrangements are reviewed regularly;
- (f) all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance; and
- (g) the Financial Expert or Financial Experts must not do anything outside the powers of the Board.

## **9.6 Chief Executive Officer**

9.6.1 The Board may appoint a Chief Executive Officer for such term, upon such conditions and by such process as it thinks fit and may delegate the day to day management of the RIBA to the Chief Executive Officer.

9.6.2 In the case of delegation of the day to day management of the RIBA to the Chief Executive Officer:

- (a) the delegated power shall be to manage the RIBA by implementing the policy and strategy adopted by, and within a budget approved by, the Board and (if applicable) to advise the Board in relation to such policy, strategy and budget;
- (b) the Board shall provide the Chief Executive Officer with a description of his or her role and the extent of his or her authority; and
- (c) the Chief Executive Officer must report regularly to the Board on the activities undertaken in managing the RIBA and provide it regularly with management accounts which are sufficient to explain the financial position of the RIBA.

## **9.7 Advisory groups of the Board**

9.7.1 The Board may appoint advisory groups which shall comprise such individuals as the Board shall determine from time to time.

9.7.2 The Board may impose such terms of reference governing the meetings and proceedings of the advisory groups as it may from time to time think fit.

## **9.8 Decision-making by Trustees**

9.8.1 The Board may make Regulations dealing with decision-making and the conduct of business by the Board.

## 10. **Regional and international governance**

- 10.1 The Board may establish, and make Regulations dealing with, regional, national and international divisions, branches and chapters of the RIBA.
- 10.2 The RIBA may affiliate with any other organisation on such terms as the Board thinks fit including but not limited to:
  - (a) the Royal Incorporation of Architects in Scotland; and
  - (b) the Royal Society of Ulster Architects.

## 11. **Common Seal**

- 11.1 The Board shall provide for the safe custody of the Common Seal of the RIBA which shall be used only with the authority of the Board and in accordance with the Regulations.

## 12. **Regulations**

- 12.1 The Board may from time to time make such Regulations in relation to such matters as it thinks fit in relation to the management of the RIBA and its affairs in addition to the matters specified in these Byelaws.
- 12.2 A power to make Regulations in these Byelaws includes a power to add to, amend or revoke such Regulations.
- 12.3 The Board may only make the Regulations dealing with the matters specified in Byelaw 7.1.1(m) with the prior consent in Writing of Council.
- 12.4 In the event of conflict between the provisions of the Regulations and these Byelaws, the Byelaws shall prevail.
- 12.5 The Regulations approved by the Council of the RIBA (as constituted prior to the Effective Date) as the Regulations shall be the Regulations and shall remain in force unless and until they are added to, amended or revoked under and in accordance with the preceding paragraphs of this Byelaw.

## 13. **Expenses, remuneration and benefits**

- 13.1 The RIBA may defray any reasonable and proper expenses incurred by the Board, Council Members or Office Holders acting as such in accordance with any expenses policy published by the Board from time to time.
- 13.2 The RIBA may pay such reasonable annual amounts to the President as the Board may from time to time determine, having considered the recommendations of the Remuneration Committee, provided that the Regulations dealing with the

management of conflicts of interest must be complied with by the President in relation to decisions regarding any such payments.

**14. Accounts, annual report and auditors**

14.1 The Board shall ensure that proper books of account are kept in compliance with relevant accounting standards and lay before each Annual General Meeting accounts for the previous financial year containing an income and expenditure account and a balance sheet, with the auditors' report on those accounts.

14.2 Copies of the annual report and accounts and any other document required by law to be annexed or attached thereto or to accompany the same shall be sent to all persons entitled to receive notice of General Meetings (including the auditors) not less than 21 Clear Days before the Annual General Meeting.

14.3 The auditors, who must be a firm of registered auditors under the Companies Act 2006, shall be appointed annually at the Annual General Meeting. The Board shall have the power to appoint auditors to fill a casual vacancy, if necessary, but such appointment shall only apply until the next Annual General Meeting.

14.4 The auditors shall be entitled to receive notice of and attend every general meeting.

**15. Communications by the RIBA**

15.1 Notices to members or any other person entitled to receive such notices under the Constitution may be given by post, Electronic Means or by means of the RIBA's website (provided, in the latter case, that all relevant persons are alerted to the fact that, in a particular case or cases, notice will be given by this means) and may be included with, or be part of, a publication of the RIBA.

15.2 Every member of the RIBA shall from time to time notify the Chief Executive Officer of a postal address (which is his or her registered address) and his or her electronic mailing address (if any) and unless and until he or she has so notified his or her registered address he or she shall not be entitled to receive any notice of General Meetings.

15.3 Where a notice, document or information is to be provided to a Council Member, Trustee or any other person in accordance with the Constitution, such notice, document or information may be provided by post to his or her registered address or by Electronic Means to an electronic mailing address.

15.4 Every Council Member and Trustee shall from time to time notify the President and the Chair of the Board respectively of a postal address (which is his or her registered address) and his or her electronic mailing address (if any).

15.5 Where any notice, document or information is sent by the RIBA:

15.5.1 by post, it is deemed to have been received 48 hours (including Saturdays, Sundays and Public Holidays) after it was posted;

15.5.2 by Electronic Means, it is deemed to have been received on the same day that it was sent;

15.5.3 by means of a website, it is deemed to have been received:

(a) when the material was first made available on the website; or

(b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

15.6 Where any notice, document or consent is required to be given to the Board in Writing, such notice, document or consent may be provided to the Chair of the Board and where any notice, document or consent is required to be given to Council in Writing, such notice, document or consent may be provided to the President.

## **16. Governing law and jurisdiction**

16.1 The Constitution shall be governed by the laws of England and Wales and shall be subject to the exclusive jurisdiction of the courts of England and Wales.