

RIBA



Charter and Byelaws

**The Charter 1837
Supplemental Charter 1971
and Byelaws**

November 2009

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The Charter which is granted by the Sovereign is primarily a means of legal incorporation which contains the Institute's constitution and specifies the rights and obligations of members. The Royal Institute of British Architects was granted a Charter in 1837 and Supplemental Charters were granted in 1887, 1909 and 1925. These Supplemental Charters have all now been revoked and replaced by the Supplemental Charter of 1971.

The Original Charter was quite short and no greater tribute can be paid to the wisdom and foresight of the Institute's founders than the fact that parts of this Charter are still unrevoked and our objects remain the same today. Printed below is that part of the Original Charter not revoked by the provisions of the Supplemental Charters. The parts in *italics* are revoked under Clause 14.3 (15.3 from 2002) of the Supplemental Charter of 1971.

The Charter 1837

William the Fourth, by the Grace of God of the United Kingdom of Great Britain and Ireland King, Defender of the Faith, To all to whom these presents shall come, greetings.

Whereas our right trusty and right well beloved Cousin and Councillor Thomas Philip Earl De Grey hath by his petition humbly represented unto us, That he and divers others of our loving subjects have associated together for the purpose of forming an Institution for the general advancement of Civil Architecture, and for promoting and facilitating the acquirement of the knowledge of the various arts and sciences connected therewith; it being an art esteemed and encouraged in all enlightened nations, as tending greatly to promote the domestic convenience of citizens, and the public improvement and embellishment of towns and cities; and have subscribed and paid considerable sums of money for those purposes, and have formed a collection of books and works of art; and have established a correspondence with learned and scientific men in foreign countries, for the purpose of inquiry and information upon the subject of the said art; and that they have been advised that the object of their undertaking would be more effectually attained were the same to receive our royal sanction and confirmation, and they have besought us to grant to them and to those who shall hereafter become members of the same Society our Royal Charter of Incorporation for the purposes aforesaid, Now know ye that we being desirous of encouraging a design so laudable and salutary, of our especial grace, certain knowledge and mere motion, have willed, granted and declared, and do by these presents for us, our heirs and successors will, grant and declare that the said Thomas Philip Earl De Grey, and such others of our loving subjects as have formed themselves into and are now members of the said society, or who shall at any time hereafter become members thereof, according to such regulations or bye laws as shall be hereafter framed or enacted, shall by virtue of these presents be the Members of and form one Body Politic and Corporate for the purposes aforesaid, by the name of 'The Institute of British Architects', by which name they shall have perpetual succession and a common seal, with full power and authority to alter, vary, break and renew the same at their discretion; and by the same name to sue and be sued, implead and be impleaded, answer and be answered unto in every Court of us, our heirs and successors, *and before ever able and capable in the law to purchase, receive, possess and enjoy to*

them and their successors, any goods and chattels whatsoever, and also be able and capable in the law (notwithstanding the statutes of Mortmain) to take, purchase, possess, hold and enjoy to them and their successors a hall and any messuages, lands, tenements or hereditaments whatsoever, the yearly value of which, including the site of the said hall, shall not exceed in the whole the sum of two thousand pounds, computing the same respectively at the rack rent which might have been had or gotten for the same respectively at the time of the purchase or acquisition thereof, and to act in all the concerns of the said body politic and corporate, for the purposes aforesaid as fully and effectually to all intents, effects, construction and purposes whatsoever as any other of our liege subjects, or any other body politic or corporate in our United Kingdom of Great Britain and Ireland, not being under any disability, might do in their respective concerns.

And we do hereby grant our especial licence and authority unto all and every person and persons, bodies politic and corporate (otherwise competent) to grant, sell, alien and convey in mortmain unto and to the use of the said Society and their successors, any messuages, lands, tenements or hereditaments, not exceeding such annual value as aforesaid. In witness whereof we have caused these our letters to be made patent. Witness ourself at our Palace at Westminster, the eleventh day of January, in the seventh year of our Reign.

By writ of Privy Seal

Edmunds

The Supplemental Charter 1971

**Elizabeth the Second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of our other Realms and Territories
Queen,
Head of the Commonwealth, Defender of the Faith:
To all to whom these presents shall come, Greeting!**

WHEREAS Thomas Philip Earl de Grey by a Petition to His Majesty King William the Fourth did humbly represent that he and other persons had associated together for the purpose of forming an Institution for the general advancement of Civil Architecture and for promoting and facilitating the acquirement of the knowledge of the various Arts and Sciences connected therewith, and that the object of their undertaking would be more effectively attained were the same to receive Royal Sanction and Confirmation:

AND WHEREAS His Majesty King William the Fourth being desirous of encouraging a design so laudable and salutary did by Royal Charter dated the eleventh day of January in the year of Our Lord one thousand eight hundred and thirty-seven constitute the persons described therein a body politic and corporate by the name of 'The Institute of British Architects' with perpetual succession and a common seal:

AND WHEREAS Her Majesty Queen Victoria on the eighth day of August one thousand eight hundred and thirty-seven did consent to become the Patron of the said Institute, and did afterwards annually grant and confer at the recommendation of the said Institute a Royal Gold Medal for the promotion of Architecture:

AND WHEREAS Her Majesty Queen Victoria on the eighteenth day of May one thousand eight hundred and sixty-six did command that the said Institute should thenceforth be styled The Royal Institute of British Architects:

AND WHEREAS further powers and privileges were granted to the Royal Institute by Supplemental Charters dated the twenty-eighth day of March one thousand eight hundred and eighty-seven, the eleventh day of January one thousand nine hundred and nine and the eleventh day of March one thousand nine hundred and twenty-five:

AND WHEREAS the last above-mentioned Supplemental Charter did also contain provisions for rendering effective the amalgamation of the Society of Architects with the Royal Institute:

AND WHEREAS the Royal Institute has presented unto Us an humble Petition praying that We should be graciously pleased to grant it a further Supplemental Charter:

NOW, THEREFORE, KNOW YE that We by virtue of Our Prerogative Royal in that behalf and of all other powers enabling Us so to do have of Our especial grace, certain knowledge and mere motion granted and declared and do hereby for Us, Our Heirs and Successors grant and declare as follows:

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I Definitions

1.1 In this Our Supplemental Charter, unless the contrary intention appears,

'the appointed day' means the day appointed under Article XV of this Our Supplemental Charter;

'the Byelaws' means the Byelaws for the time being in force under and by virtue of Article IX of this Our Supplemental Charter;

'the Council' means the Council of the Royal Institute;

'the earlier Charters' means the Original Charter, the First Supplemental Charter, the Second Supplemental Charter and the Third Supplemental Charter;

'the existing Byelaws' means the Byelaws of the Royal Institute approved by the Lords of Our Most Honourable Privy Council on the thirteenth day of February one thousand nine hundred and sixty-two;

'the existing Council' means the Council of the Royal Institute constituted under the earlier Charters and the existing Byelaws;

'the First Supplemental Charter' means the Charter of the twenty-eighth day of March one thousand eight hundred and eighty-seven;

'the Original Charter' means the Charter of the eleventh day of January one thousand eight hundred and thirty-seven;

'the Royal Institute' means the body politic and corporate constituted by the Original Charter;

'the Second Supplemental Charter' means the Charter of the eleventh day of January one thousand nine hundred and nine;

'Special General Meeting' means a meeting of the members of the Royal Institute of the class which is by the Byelaws termed a 'Special General Meeting';

'the Third Supplemental Charter' means the Charter of the eleventh day of March one thousand nine hundred and twenty-five;

'United Kingdom' means the United Kingdom of Great Britain and Northern Ireland, which, for these purposes, shall also encompass the Crown Dependencies;

and words importing the masculine gender include the feminine gender, and except where the context otherwise requires words in the singular include the plural and words in the plural include the singular.

1.2 Where the provisions of this Our Supplemental Charter confer any power or impose any duty then, unless the contrary intention appears, that power may

be exercised and that duty shall be performed from time to time as and when the occasion requires.

- 1.3 Where the provisions of this Our Supplemental Charter confer any power or impose any duty on the holder of any office then, unless the contrary intention appears, that power may be exercised and that duty shall be performed by the holder for the time being of that office.

II Objects and Powers

- 2.1 The objects of the Royal Institute are the advancement of Architecture and the promotion of the acquirement of the knowledge of the Arts and Sciences connected therewith.
- 2.2 The Royal Institute may grant diplomas, certificates or other forms of recognition.
- 2.3 The Royal Institute may receive, administer and apply donations, bequests and endowments for prizes, exhibitions, studentships or scholarships or for any general or special object or purpose connected with the Royal Institute or for any benevolent purpose connected with Architecture.
- 2.4 The Royal Institute may exercise the powers of a trust corporation.

III Property

- 3.1 The Royal Institute may receive or acquire on such terms as it thinks fit any property of any description including land of any tenure.
- 3.2 Subject to the provisions of this Our Supplemental Charter and to any provision in the Byelaws, the Council may use, alienate, charge or otherwise deal with any property held by the Royal Institute.
- 3.3 Subject to the provisions of this Our Supplemental Charter the income and property of the Royal Institute shall be applied towards the promotion and protection of the objects of the Royal Institute as set forth in this Our Supplemental Charter, and no portion of the income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit by the Royal Institute to any member or representative of any member of the Royal Institute.

Provided that nothing in the foregoing provisions of this paragraph shall prevent:

- (a) the payment to any member of reasonable and proper remuneration for services actually rendered to the Royal Institute;
- (b) the payment or provision for payment to any member or his dependants of reasonable and proper superannuation or provident benefit in respect of past services actually rendered to the Royal Institute;

- (c) the payment to any member of interest at a rate which is from time to time not more than one per centum above bank rate on money borrowed from him by the Royal Institute;
 - (d) the payment to any member of a reasonable and proper price, rent or fee for any premises sold, demised or hired by him to the Royal Institute;
 - (e) the repayment to any member of any expenses incurred by him for the purposes of the Royal Institute.
- 3.4 The Royal Institute may pay wages, salaries, bonuses, gratuities, allowances, superannuation and provident benefits to employees and former employees of the Royal Institute and to their dependants.

IV Membership

- 4.1 Persons who are not British subjects may be members of the Royal Institute.
- 4.2 (a) The membership of the Royal Institute shall be divided into two categories, namely, chartered membership and non-chartered membership.
- (b) Each category of membership of the Royal Institute may have one or more classes and each such class may have two or more sub-classes. The classes and sub-classes shall be such as the Byelaws may provide or allow.
- 4.3 Subject to the provisions of the Byelaws, the Council may elect to any category, class or sub-class of membership of the Royal Institute such persons as it shall in its absolute discretion think fit, and the Council shall not be obliged to give any reason for its election of or refusal to elect a person to membership or to any category, class or sub-class of membership.
- 4.4 The rights, privileges and obligations (including liability to pay entrance fees and subscriptions) of members of the Royal Institute and the powers of the Council to reprimand, suspend or expel a member shall be such as this Our Supplemental Charter and the Byelaws shall provide or allow.
- 4.5 The rights and privileges of a member of the Royal Institute shall be personal to himself, and shall not be transferable or transmissible by his own act or by operation of law.
- 4.6 Subject to the provisions of the Architects Act 1997 as from time to time amended:
- (a) a chartered member of the Royal Institute may use the style 'Chartered Architect' (but shall not use any abbreviation of that style);
 - (b) a member of the Royal Institute may use after his name any statement of or initials indicative of his class, or (where he is a member of a class which is divided into sub-classes) of his sub-class, of membership of the Royal Institute which the Byelaws may prescribe or allow in regard

to that class or sub-class (but shall not use any variant of a statement or initials so prescribed or allowed);

- (c) an Honorary Officer of the Royal Institute may use after his name any initials indicative of his Honorary Office of the Royal Institute which the Byelaws may prescribe in regard to the Honorary Office (but shall not use any variant of initials so prescribed).

- 4.7 Subject to the provisions of this Our Supplemental Charter and the Byelaws, where one or more chartered member is practising architecture in a formally-established business, he may, in accordance with any scheme prescribed by the Council, refer to that business as a 'Chartered Practice' (but shall not use any abbreviation of that style).

V Honorary Officers

- 5.1 There shall be a President of the Royal Institute.
- 5.2 There shall be such other Honorary Officers of the Royal Institute as the Byelaws may prescribe.
- 5.3 The President and any other Honorary Officers of the Royal Institute shall be elected from and by such persons and for such terms as are prescribed by the Byelaws.

VI Council

- 6.1 There shall be a Council of the Royal Institute, and the membership thereof shall be such as is prescribed by the Byelaws.
- 6.2 Subject to any provision of the Byelaws, the Council shall regulate its own proceedings and shall prescribe its own quorum.
- 6.3
 - (a) The Council may delegate to any member, officer or servant of the Royal Institute or to any body of persons the majority of whom are members of the Royal Institute (whether or not they are Members of the Council) with or without restrictions the exercise of any of its powers and functions save those specified in the next sub-paragraph of this Our Supplemental Charter.
 - (b) The powers and functions referred to in the preceding sub-paragraph of this Our Supplemental Charter are:
 - (i) powers and functions under Articles VIII, X and XV of this Our Supplemental Charter; and
 - (ii) any power or function of which the delegation is expressly prohibited by the Byelaws.
- 6.4 No act or proceeding of the Council shall be invalid by reason of any vacancy in the Council or of any defect in the election or qualification of any member thereof.

- 6.5 Subject to the provisions of this Our Supplemental Charter and to any provision of the Byelaws, the Council shall carry out the objects of the Royal Institute and shall have overall responsibility for the governance of the income, property and affairs of the Royal Institute, and of any income or property held upon trust by the Royal Institute. In particular, but without prejudice to the generality of the foregoing, the Council shall have the sole right on such terms as it thinks fit (including terms as to payment) to:
- (a) hold and recognise such examinations and courses of study as may be held and recognised by the Royal Institute; and
 - (b) grant the diplomas, certificates and other forms of recognition which may be granted by the Royal Institute.
- 6.6 The Council shall appoint an officer who shall be the principal executive officer of the Royal Institute, who shall be responsible to the Council, and who shall have the management of the establishment of and the conduct of the executive business of the Royal Institute. The Council shall prescribe the conditions of service and remuneration (including superannuation and provident benefits for himself and his dependants) of the person holding that office.
- 6.7 The Council may appoint such other officers and staff as it deems to be necessary or useful to the Royal Institute and may prescribe their conditions of service and remuneration (including superannuation and provident benefits for themselves and their dependants).

VII Meetings

- 7.1 Meetings of the members of the Royal Institute shall be of the classes prescribed by the Byelaws, and shall be held and conducted in the manner prescribed by the Byelaws.
- 7.2 The rights (if any) of a member to attend at any class of meeting of the members of the Royal Institute shall be such as are prescribed by the Byelaws in respect of his class or sub-class of membership.
- 7.3 Any resolution of a meeting of the members of the Royal Institute shall have such effect (if any) as is prescribed by the Byelaws.
- 7.4 Unless otherwise provided for by the Byelaws, members entitled to attend a meeting of the Royal Institute shall have one vote upon each question which is put to the meeting. There may be provision made in the Byelaws for alternative forms of voting for members otherwise unable to attend a meeting of the Royal Institute. Where such provision has been made, votes received in advance of a meeting shall be included in the quorum.

VIII Polls

- 8.1 The Council may resolve to submit a question or a series of questions to a poll of all the members of the Royal Institute who under the Byelaws are

entitled to vote in a poll. Any resolution to submit a question or a series of questions to a poll shall be treated as passed only if the number voting with the majority in favour of the decision is not less than four-fifths of the number of Members of the Council present at the meeting.

- 8.2 The Council shall in the manner prescribed by the Byelaws submit a question or a series of questions to a poll of all the members of the Royal Institute who under the Byelaws are entitled to vote in a poll if required so to do by a requisition which is signed by such number of members as represents not less than one fiftieth of the members of the Royal Institute who under the Byelaws are entitled to vote in a poll, and which is received within the period (if any) which is prescribed by this Our Supplemental Charter and the Byelaws in regard to that question.
- 8.3 Subject to any special provisions of this Our Supplemental Charter or of the Byelaws as to the effect of the decision upon a question or upon a series of questions submitted to a poll, a decision upon such a question or series shall be binding upon the Council for a period of no less than two years from the start of the next session following upon the decision if the number voting with the majority in favour of that decision amounted to not less than one quarter of those entitled to vote in the poll and if observance of that decision does not involve a disregard of any requirement of this Our Supplemental Charter or of the Byelaws or a breach of any agreement to which the Royal Institute is a party.
- 8.4 Save as may otherwise be provided by the Byelaws every member of the Royal Institute who under the Byelaws is entitled to vote in a poll shall have one vote.
- 8.5 No poll shall be taken or required upon any question (howsoever expressed) relating to:
 - (a) the removal from office of a Member of the Council or of an Honorary Officer;
 - (b) the reprimand, suspension or expulsion of a member or the variation or rescission of the suspension or expulsion of a member;
 - (c) any matter upon which the Byelaws prohibit the holding of a poll.

IX Byelaws

- 9.1 The Royal Institute may by resolution of the Council confirmed by resolution of a Special General Meeting, make such Byelaws as are deemed expedient (including Byelaws conferring power on the Council to make regulations in regard to matters specified therein), and may in the same manner add to, amend or revoke any Byelaw previously made.

Provided that:

- (a) no Byelaw shall be inconsistent with this Our Supplemental Charter;
- (b) no Byelaw shall confer or be deemed to confer on the Council a

power to make regulations which are inconsistent with this Our Supplemental Charter or with the Byelaws;

- (c) no Byelaw and no addition, amendment or revocation to or of any Byelaw shall take effect unless and until it has been submitted to and approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

- 9.2 A resolution of a Special General Meeting shall not be treated as confirmatory of a resolution of the Council making, adding to, amending or revoking any Byelaw until the expiration of three months from the date of the resolution of the Special General Meeting and shall then be treated as confirmatory of the resolution of the Council only if the number voting in favour of confirmation was not less than two-thirds of the number of members who were entitled to vote and voting.

Any requisition for a poll upon the question (howsoever expressed) of whether a resolution of the Council making, adding to, amending or revoking any Byelaw should be confirmed must be received within three months from the date of a resolution of a Special General Meeting which at the end of that period will take effect as confirmatory of the resolution of the Council. If a requisition is so made, then the resolution of the Special General Meeting shall not be treated as confirmatory of the resolution of the Council before the day on which the result of the poll is declared and shall then be so treated only if the result of the poll is in favour of confirmation and the number voting with the majority in favour of confirmation amounts to not less than one quarter of those entitled to vote in the poll.

- 9.3 The Byelaws set out in the Schedule to this Our Supplemental Charter shall as from the appointed day be the Byelaws of the Royal Institute 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 Article of this Our Supplemental Charter.

X Branches

- 10 The Royal Institute may establish branches and regional organisations of the Royal Institute.

XI Subsidiary Bodies

- 11 The Royal Institute may establish subsidiary bodies, whether incorporated or not, of the Royal Institute.

XII Allied and Associated Societies

- 12.1 For the furtherance of the objects but not otherwise the Royal Institute may enter into alliances with such architectural or kindred societies as may be

described in the Byelaws and may assist financially or otherwise the charitable purposes of any such society with which an alliance is formed.

- 12.2 For the furtherance of the objects but not otherwise the Royal Institute may admit to association with the Royal Institute any society whether within or without Our United Kingdom whose activities are associated with or of interest to the profession of architecture, and may assist financially or otherwise the charitable purposes of such society with which an association is formed.

XIII Indemnity

- 13.1 Every member of the Council and boards, of a branch committee and of a regional council, and of the Council of the Royal Incorporation of Architects in Scotland and of any chapter of the said Royal Incorporation when exercising any powers conferred on them by the Council, and every honorary or other officer or servant of the Royal Institute and the respective heirs, executors and administrators of every such member, officer or servant shall be and are hereby indemnified by the Royal Institute from and against all actions, claims and other proceedings whatsoever and all costs, charges, losses, damages and expenses whatsoever which he or they may incur or sustain by reason of anything done or omitted to be done by any such member, officer or servant in or about the functions of his office except such as may be incurred or sustained by or through the wrongful act, neglect or default of that member of the Council, officer or servant.
- 13.2 No such member, officer or servant shall be answerable for the act, neglect or default of any other such member of the Council, member of a branch committee, member of a regional council or member of the Council of the Royal Incorporation of Architects in Scotland, or member of any chapter of the said Royal Incorporation, officer or servant or for joining in any receipt for the sake of conformity or for the solvency or honesty of any banker or other person with whom any monies, securities, title deeds or property of the Royal Institute may be lodged or deposited for safe custody or for any insufficiency or deficiency of any security upon which any monies of the Royal Institute may be invested or for any other loss or damage due to any such cause or happening in or about the performance by him of the functions of his office unless the same be occasioned by his own wrongful act, neglect or default.

XIV Amendments

- 14.1 The Royal Institute may by resolution of the Council confirmed by resolution of a Special General Meeting add to, amend or revoke any of the provisions of this Our Supplemental Charter except that part of Article 12 hereof which contains the objects of the Royal Institute. Such addition, amendment or revocation shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Supplemental Charter shall thenceforward continue and operate as if it had been originally granted and made accordingly.

- 14.2 A resolution of a Special General Meeting shall not be treated as confirmatory of a resolution of the Council adding to, amending or revoking any of the provisions of this Our Supplemental Charter until the expiration of three months from the date of the resolution of the Special General Meeting and shall then be treated as confirmatory of the resolution of the Council only if the number voting in favour of confirmation was not less than two-thirds of the number of members present who were entitled to vote and voting.

Any requisition for a poll upon the question (howsoever expressed) of whether a resolution of the Council adding to, amending or revoking any of the provisions of this Our Supplemental Charter should be confirmed must be received within three months from the date of a resolution of the Special General Meeting which at the end of that period will take effect as confirmatory of the resolution of the Council. If a requisition is so made, then the resolution of the Special General Meeting shall not be treated as confirmatory of the resolution of the Council before the day on which the result of the poll is declared and shall then be so treated only if the result of the poll is in favour of confirmation and the number voting with the majority in favour of confirmation amounts to not less than one quarter of those entitled to vote in the poll.

- 14.3 The provisions of this Article shall apply to this Our Supplemental Charter as added to, amended or revoked in manner aforesaid.

XV Commencement, Transitional Provisions and Confirmation of Existing Charter

- 15.1 The Royal Institute and its income, property and affairs shall be administered in conformity with the earlier Charters and with the existing Byelaws until such day as may be appointed by the existing Council (in this Our Supplemental Charter referred to as 'the appointed day').
- 15.2 The appointed day shall be a day within the period of three years from the date of these Presents unless the Lords of Our Most Honourable Privy Council on the application of the existing Council shall see fit to extend such period, of which extension the Certificate of the Clerk of Our said Privy Council shall be conclusive evidence.
- 15.3 Upon the appointed day the provisions of the earlier Charters hereinafter referred to and of the existing Byelaws shall be revoked, and the Royal Institute and its income, property and affairs shall on and after the said day be administered in conformity with the Original Charter (so far as unrevoked), with this Our Supplemental Charter and with the Byelaws.

The provisions of the earlier Charters hereinbefore referred to are:

- (a) in the Original Charter the words 'and be for ever able and capable in the Law to purchase' to and including the words 'the purchase or acquisition thereof' and the words 'and we do hereby grant Our

especial licence' to the end of the substantive words of the said Charter;

- (b) the whole of the First Supplemental Charter;
- (c) the whole of the Second Supplemental Charter;
- (d) the whole of the Third Supplemental Charter.

15.4 The aforesaid revocations shall not affect the validity of anything done before the appointed day under the earlier Charters and the existing Byelaws, and all elections, appointments, acts, alliances, agreements, decisions, establishments, resolutions and things made, passed or done under the earlier Charters and the existing Byelaws shall be deemed to have been made, passed or done under powers granted by this Our Supplemental Charter and the Byelaws but shall continue to take effect from the date on which they previously became or would have become effective.

- 15.5 (a) The persons who immediately before the appointed day are Fellows, Associates and Licentiates of the Royal Institute shall as from that date be and be deemed to have become chartered members of the Royal Institute and shall be subject to the provisions of this Our Supplemental Charter and of the Byelaws.
- (b) The persons who immediately before the appointed day are Honorary Fellows, Honorary Corresponding Members and Subscribers of the Royal Institute shall continue to be respectively Honorary Fellows, Honorary Corresponding Members and Subscribers of the Royal Institute but shall be subject to the provisions of this Our Supplemental Charter and of the Byelaws.
- (c) The persons who immediately before the appointed day are Students of the Royal Institute shall as from that date be and be deemed to have become Student Members of the Royal Institute and shall be subject to the provisions of this Our Supplemental Charter and of the Byelaws.
- (d) The persons who immediately before the appointed day are Retired Fellows, Retired Associates and Retired Licentiates of the Royal Institute shall as from that date be and be deemed to have become chartered members of the Royal Institute and shall be subject to the provisions of this Our Supplemental Charter and of the Byelaws.
- (e) The persons who immediately before the appointed day are Honorary Associates of the Royal Institute shall as from that date be and be deemed to have become Honorary Fellows of the Royal Institute and shall be subject to the provisions of this Our Supplemental Charter and of the Byelaws.

15.6 Before the appointed day the existing Council shall make a scheme for effecting the transition from the constitution of the existing Council to the constitution authorised by the Byelaws. The scheme (which may make provision for the compulsory retirement of members of the existing Council) shall provide for the transition to be effected within four years from the appointed day and shall have effect as if contained in the Byelaws.

The Council as it is from time to time constituted during the transitional period shall have all the powers and duties conferred or imposed upon the Council by this Our Supplemental Charter and the Byelaws.

- 15.7 The Original Charter so far as unrevoked shall have full effect and validity, and We do hereby confirm the same accordingly.

And We do hereby for Us, Our Heirs and Successors grant and declare that this Our Supplemental Charter shall be in all things valid and effectual in law according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Royal Institute, any misrecital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the sixth day of April in the twentieth year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL Dobson

Schedule: Byelaws

The Byelaws as approved by the Privy Council on 10 February 1971 have subsequently been amended by Orders of the Privy Council dated:

6 October 1972
24 August 1976
21 December 1976
14 July 1980
23 September 1981
21 November 1983
3 November 1986
31 March 1993
12 April 1994
11 March 1999
11 December 2001
1 January 2003
29 June 2004
14 February 2006
7 February 2007
26 November 2009

The approved amendments are incorporated in the Byelaws herein printed:

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1. Preliminary

1.1 In these Byelaws, unless the contrary intention appears:

- (a) the following expressions shall have the meanings respectively assigned to them in the Supplemental Charter:

‘appointed day’,	‘the Royal Institute’,
‘the Council’,	‘United Kingdom’;

- (b) the following expressions shall be read as if the words 'of the Royal Institute' were inserted thereafter:

‘Affiliate’	‘Member’
‘Associate Member’	‘membership’
‘Chartered Member’	‘Past President’
‘Honorary Fellow’	‘President’
‘Honorary Officer’	‘Student Member’
‘Honorary Secretary’	‘Vice-President’
‘Honorary Treasurer’	
‘International Fellow’	

- (c) the expression:

‘Affiliate’ means an affiliate of any sub-class;

‘Associate Member’ means an Associate Member of any sub-class;

‘Branch’ means any branch of the Royal Institute;

‘continuing professional development’ means the systematic maintenance, improvement and broadening of knowledge and skill and the development of personal qualities necessary for the execution of professional and technical duties in the course of a Chartered Member's working life;

‘Chartered Member’ means a Member elected under Byelaw 2.4;

‘Chartered Practice’ means a formally-established business providing architectural services and comprising one or more Chartered Members which meets the criteria for, and operates in accordance with, a scheme prescribed by the Council, or a board to which the Council has devolved responsibility.

‘Honorary Officers’ means the President, the President Elect, the other Vice-Presidents, the Honorary Secretary and the Honorary Treasurer, and the expressions ‘Honorary Officer’ and ‘Honorary Office’ shall be construed accordingly;

‘Non- Executive Member’ means a Member of the Council, a board or a committee who is not a paid employee of the Royal Institute;

‘Overseas Allied Society’ means any architectural society established outside the United Kingdom which has been admitted to alliance with the Royal Institute;

‘presidency’ shall incorporate the terms of office of President, President Elect and Immediate Past President;

‘principal executive officer’ means the person who is (however styled) the principal executive officer of the Royal Institute. The use of the title will include any deputy and any person temporarily appointed to carry out the principal executive officer’s duties;

‘Publication’ means any type of document produced, or contributed to, by the Royal Institute, and published in any format, of any kind;

‘Region’ means an area as prescribed from time to time by Council and specified in the Regulations in which area shall be established a regional organisation of the Royal Institute;

‘Regulation’ means a regulation for the time being in force under the Regulations and Orders made by Council;

‘Royal Charters’ means the Charter dated the eleventh day of January, 1837 so far as unrevoked and the Supplemental Charter;

‘Royal Gold Medal’ means the annual award for achievement presented by the monarch to such nominee(s) as is recommended by Council in accordance with Byelaw 12;

‘session’ is a session of the Council for one year beginning on a date agreed by Council in the Regulations;

‘Student Member’ means a Student Member of any sub-class;

‘Supplemental Charter’ means the Supplemental Charter to which these Byelaws are annexed;

and except where the context otherwise requires, words in the singular include the plural and words in the plural include the singular.

- 1.2 Where the provisions of these Byelaws expressly or impliedly confer any power or impose any duty, then, unless the contrary intention appears, that power may be exercised and that duty shall be performed from time to time as occasion requires.
- 1.3 Where the provisions of these Byelaws expressly or impliedly confer any power or impose any duty on the holder of any office then, unless the contrary intention appears, that power may be exercised and that duty shall be performed by the holder for the time being of that office.

- 1.4 Where these Byelaws expressly confer any power to make regulations, that power shall be construed as including power to rescind, revoke, amend or vary any regulations made in pursuance of that power.
- 1.5 These Byelaws may from time to time be amended in accordance with section IX of the Charter. Prior to receiving final approval, Council may, if necessary, make transitional arrangements, with the agreement of the Privy Council, to facilitate the introduction of the proposed amendments. Such transitional arrangements may involve the suspension or variation of those Byelaws affected.

2. Membership

- 2.1
 - (a) The Council shall make regulations prescribing classes and sub-classes of Chartered and non-Chartered Membership.
 - (b) Honorary Fellows of the RIBA shall be persons who have a demonstrable interest in the objects of the Royal Institute. Council may make regulations prescribing the criteria for their selection.
 - (c) International Fellows of the RIBA shall be overseas architects who have a demonstrable interest in the objects of the Royal Institute. Council may make regulations prescribing the criteria for their selection.
- 2.2 Every candidate for election to membership of any membership class shall follow the application procedure prescribed by the Council in Regulations for the relevant membership class.
- 2.3 Only candidates who meet the criteria prescribed by the Council in Regulations and elected into membership shall be entitled to the rights and privileges relevant to their membership class.
- 2.4 A candidate may be elected as a Chartered Member if
 - (a) he or she has undertaken courses of study and passed examinations which have been prescribed or recognised by the Council, or
 - (b) can demonstrate to the satisfaction of the Council a proper training in Architecture and is otherwise appropriately qualified.
 - (c) International Fellows of the RIBA shall be overseas architects who have a demonstrable interest in the objects of the Royal Institute. Council may make regulations prescribing the criteria for their selection.
- 2.5 A member may resign from membership by sending a written notice to the principal executive officer. The resignation will be reported to the next meeting of the Council which shall not unreasonably withhold or delay its

acceptance. The resignation shall become effective on the date that it is accepted by the Council.

- 2.6 Each class and sub-class of membership shall have, in addition to any rights and privileges conferred by the Royal Charters and these Byelaws, such rights and privileges as may be granted to it by resolution of the Council.
- 2.7 (a) A Chartered Member may use the statement 'Member of the Royal Institute of British Architects' and the initials RIBA.
- (b) The President during a term of office may use the statement 'President RIBA' and, after completion of the term of office, the initials PPRIBA (Past President, RIBA).
- (c) A member shall not use any statement or initials implying membership of the Royal Institute other than those which are prescribed and allowed by these Byelaws.
- (d) A Chartered Member who immediately before the appointed day was a Fellow (or a retired Fellow) of the Royal Institute, an Associate (or a retired Associate) of the Royal Institute or a Licentiate (or a retired Licentiate) of the Royal Institute may as an alternative to the initials RIBA use (according as to whether that person was a Fellow, an Associate or a Licentiate) the initials FRIBA, ARIBA, or LRIBA.
- (e) An Honorary Fellow may use the initials Hon. FRIBA.
- (f) An International Fellow may use the initials Int. FRIBA.
- 2.8 **Continuing Professional Development**
- (a) Chartered Members, except those who are fully retired from practice, shall undertake continuing professional development in accordance with any scheme approved by the Council. The Council may by Regulation amend the scheme from time to time.
- (b) The use of any affix (as allowed by Article 4.6 of the Supplemental Charter and Byelaw 2.7 above) by a Chartered Member, other than the fully retired, shall be deemed to be a declaration of compliance with this requirement.
- 2.9 The Royal Institute shall publish a Code of Professional Conduct which indicates the standards of professional behaviour expected of members. The code may be revised from time to time by the Council. All applicants for Chartered Membership (and applicants in such other membership classes as determined by the Council) shall sign a declaration confirming their willingness to abide by its terms, and those of the Charter and these Byelaws.
- 2.10 **Diplomas**
- All diplomas and certificates of membership shall remain the property of the Royal Institute. Their design and form shall be determined by the Council

by Regulation. They may be retained by members for the duration of their membership.

2.11 Criminal Convictions

A member may be suspended or expelled from membership without recourse to the procedures arising under Byelaw 4, if he or she is convicted of a criminal offence. The provisions for suspension and expulsion shall be agreed by the Council in Regulations.

2.12 Chartered Practices

The Council, or a board or committee to which the Council has devolved responsibility, shall prescribe the criteria for registration, compliance and monitoring of Chartered Practices.

3. Subscriptions and Entrance Fees

3.1 (a) Subject to the provisions of Byelaw 3.3, every member shall pay an annual subscription to the Royal Institute, or any of its subsidiaries, the amount of which shall be determined annually by the Council.

(b) No poll may be held or requisitioned in order to challenge the annual subscription determined by the Council.

3.2 Annual subscriptions

The first subscription shall be payable on the day of election to membership. Annual subscriptions thereafter shall be paid in advance on the first day of January each year unless alternative provisions are made by Regulation.

3.3 The Council may reduce or waive the annual subscription, or the arrears of annual subscription, of any members who satisfy conditions agreed by the Council, and set out in the Regulations. However, if outstanding subscriptions have not been waived and remain unpaid at the end of a period specified in the Regulations, the member may be suspended or expelled from membership. That person may be reinstated by the Council if the re-entry requirements specified in the Regulations are met.

3.4 A person who ceases to be a Member for any reason shall remain liable for any outstanding subscription. There shall be no pro rata refund of a subscription which has been paid prior to a person leaving membership.

4. Discipline

4.1 Any Chartered, Associate or Student Member who :

- contravenes their election declaration; or

- in a professional capacity, behaves in a manner considered to be unacceptable in a professional person; or
 - contravenes the Royal Institute's Code of Professional Conduct
- shall be liable to reprimand, suspension or expulsion.
- 4.2 Members not included in 4.1 above shall also conduct themselves in a manner appropriate to their status as a Member, and shall be liable to reprimand, suspension or expulsion if they do not.
- 4.3 (a) The Council shall make regulations concerning all matters relating to discipline including (without prejudice to the generality of the foregoing):
- the method by which any question of discipline involving a member shall be heard and determined;
 - the publication of outcomes;
 - the referral of any question for investigation to an Overseas Society of Architects;
 - the appointment and payment of a barrister or solicitor as an adviser in disciplinary matters;
 - the means by which any matter relating to the discipline procedure generally may be considered and determined.
- (b) The Regulations shall ensure that a member against whom a charge of professional misconduct has been raised has the right of hearing either in person or by a representative. The member shall be entitled to call and question witnesses.
- (c) Account may be taken of any sanction imposed against a member by the Professional Conduct Committee of the Architects Registration Board.
- 4.4 Without prejudice to its ultimate sovereignty in matters of conduct and discipline, the Council may delegate its disciplinary powers under this Byelaw to a committee appointed by the Council, the composition of which shall be set out in Regulations.
- 4.5 (a) Any decision to reprimand, suspend or expel a member under this Byelaw shall take effect upon the day on which it is made.
- (b) The notice of the decision shall, unless the Council decides otherwise, be published in accordance with the Regulations and the member concerned shall be deemed to have consented to the publication.
- 4.6 (a) During a period of suspension under this Byelaw or Byelaw 3.3 a member shall not be entitled:
- (i) to use the style 'Chartered Architect';
 - (ii) to use any statement or any initials appropriate to membership;
 - (iii) to use the premises or the Library of the Royal Institute;
 - (iv) to attend any meeting of the Royal Institute;
 - (v) to vote in any poll of the members or in any election;

- (vi) to be included in any directory of the Royal Institute;
- (vii) to receive any publication of the Royal Institute.

4.7 The Council shall make provision in Regulations for a procedure for appeals against disciplinary decisions.

4.8 As a result of an appeal the Council may:

- rescind an expulsion,
- rescind or vary a suspension.

A notice of the outcome of an appeal shall be published in every publication which published the original notice of sanction.

5. The Council

5.1 The Members of Council

The Council shall comprise:	Term of Office
The President.	2 years
The immediate Past President (if the full term as President was served)	1 year
The President Elect	1 year
The Nationally Elected Members	3 years
The Regionally Elected Members	3 years
The Presidents of the RIAS, RSAW and RSUA (if they are RIBA members)	For the period in which they hold this office
Up to five Overseas Members	3 years
Up to five Additional Members	1 year
Vice-President Membership	2 years
One Associate Member	1 year + 1 year on request
Two Student Members	1 year + 1 year on request

5.2 With the exception of those Members for whom provision is made elsewhere in these Byelaws, the term of office will commence on the first day of the session following election.

5.3 Ratios

The total number of Nationally and Regionally Elected Members shall not exceed fifty-four. There shall be a maximum of eighteen Nationally Elected Members and thirty-six Regionally Elected Members. So far as is practicable a ratio of one Nationally Elected Member to two Regionally Elected Members shall be maintained.

The total number of Overseas Members shall not exceed five.

- 5.4 The Council shall make regulations prescribing:
- (i) the division of the United Kingdom and Overseas into regions;
 - (ii) the number of elected members to be returned by each region;
 - (iii) the qualifications for inclusion in a region's electoral register.

As far as possible, the allocation of Regionally Elected seats will be in the same ratio as the number of Chartered Members on the electoral register for the region is to the overall Chartered Membership in the United Kingdom¹.

- 5.5 On completion of a full term of office, an outgoing President shall remain a Member of the Council as the 'Immediate Past President' for such a period until the next elected President Elect takes up office.

5.6 **Term of Office**

The terms of office for Members of Council shall be as set out in Byelaw 5.1 and the following shall apply:

- A Chartered Member of Council may be re-elected for a further term, provided that the total number of consecutive years served in any capacity shall not exceed six.
- Members may again be elected to serve on Council after a 2-year break.
- If any eligible current Member of Council stands for election to the Presidency, that member, if elected, may serve the prescribed term of office (see Byelaw 7.1) without regard for the limitations on consecutive service provided in this Byelaw.

5.7 **Nationally Elected Members of Council**

Candidates for election as Nationally Elected Members must be Chartered Members of the Institute. The electorate will be the entire Chartered Membership.

5.8 **Regionally and Overseas Elected Members of Council**

Candidates for election as Regionally or Overseas Elected Members must be Chartered Members whose names appear on the electoral register for the region in which they are standing. Those eligible to vote for them will be the Chartered Members whose names appear on the same electoral register for the same region.

- 5.9 With the exception of the Presidency, no candidate may simultaneously stand for more than one type of seat on the Council.

5.10 **The method of election**

The election of the President Elect, the Vice-Presidents, the Honorary Secretary, the Honorary Treasurer and the elected Members of the Council, shall be by the Single Transferable Vote method. Council shall make regulations on the administration of elections, including those for members of Boards.

5.11 **Vacancies**

Council shall make regulations with regard to the filling of casual vacancies.

¹ This means that where a region has, for instance, 20% of the overall UK Chartered membership, then as far as possible it will be allocated 20% of the Regionally Elected seats on the Council.

5.12 **Additional Members**

- (a) At the first meeting of the Council in each session, up to five Additional Members may be elected from amongst the membership of the Royal Institute by the Members of the Council present at the meeting.
- (b) The term of office of an Additional Member shall commence on the day of election, and conclude on the day before the first Council meeting in the following session.
- (c) Additional Members may be re-elected for a second year but shall not serve for more than two consecutive terms.

5.13 **Associate and Student Members**

The Council shall make regulations regarding:

- the eligibility to stand for election, and re-election, as an Associate or Student Member;
- the eligibility to vote for a Associate or Student Member;
- the procedure for filling casual vacancies, should the Council believe this to be necessary.

5.14 **Resignations**

Members of the Council, non-executive members of a board and Honorary Officers may resign from office by submitting a written letter of resignation to the Council. If the resignation is accepted it will become effective on the day of acceptance. If a member resigning from the Council is also an Honorary Officer, and/or has a seat on a board, he or she must also resign from that position. The Council may accept or reasonably reject all resignations.

5.15 Members of the Council, non-executive members of boards and Honorary Officers shall vacate their office with immediate effect in any of the following circumstances, where applicable:

- (a) their membership of the Royal Institute ceases or is suspended;
- (b) they are removed from the Register of Architects by the Architects Registration Board as a result of a criminal conviction, or are found guilty of unacceptable professional conduct or serious professional incompetence;
- (c) they are absent without reason from three consecutive meetings of the Council or relevant board;
- (d) they become bankrupt or participate in a composition or arrangement with creditors;
- (e) they become of unsound mind;

- (f) they are convicted in the United Kingdom of any offence and imprisoned for a period of at least three months without the option of a fine.
- 5.16 (a) A Member of the Council or an Honorary Officer may be removed from office by resolution of a Special General Meeting (see Byelaw 10). A majority of at least two thirds of those present and entitled to vote will be required to carry the resolution.
- (b) The meeting which considers the removal of a member from office shall be held in camera and shall consider no other business. The member concerned shall be entitled to make written representations and be present and address the meeting, either in person or through a representative.
- (c) Council shall make regulations with regard to all other matters in relation to this Byelaw.
- 5.17 A member of a board may be removed from office by resolution of the Council. A majority of at least two thirds of those present and entitled to vote will be required to carry the resolution.
- 5.18 (a) The Council shall meet when and where it thinks fit. The quorum shall be at least twenty-five per cent of the total number of Council Members.
- (b) A meeting of the Council shall be called by the principal executive officer within one month of receipt of a written request for a meeting from at least twenty-five per cent of the Council Members.
- 5.19 (a) The Council may establish a Board of Trustees, in accordance with Regulations.
- 5.19 (b) The Council shall not delegate, either with or without restrictions, any of the following powers or functions:
- (i) the approval of the long-term strategy for the Royal Institute and its subsidiaries;
 - (ii) the approval of the annual report and accounts;
 - (iii) the setting and approval of any governing policy;
 - (iv) the purchase or sale of any freehold or long leasehold of 66 Portland Place, London or of the Library & Special Collections or any substantial element thereof;
 - (v) the appointment of members to any board of the Royal Institute or its subsidiaries;
 - (vi) the creation or revision of any membership categories;
 - (vii) the recommendation of the recipient or recipients of the Royal Gold Medal;
 - (viii) the admission of societies to alliance or association and the terms, continuation and determination of alliance or association;
 - (ix) any power or duty to make regulations which is explicitly or implicitly conferred by these Byelaws.

- 5.19 (c) The Council may, by Regulations delegate to a Board of Trustees established in accordance with Regulations, either with or without restrictions, any of the following powers or functions:
- (i) the approval of the overall annual budget and business plan for the Royal Institute and its subsidiaries;
 - (ii) the formation, liquidation, purchase or sale of any subsidiary of the Royal Institute;
 - (iii) the purchase or sale of any freehold or long leasehold(other than in relation to 66 Portland Place, London);
 - (iv) the appointment of a principal executive officer of the Royal Institute;
 - (v) the determination of the amount of entrance fees and subscriptions;
 - (vi) the allocation and expenditure of the funds held in accordance with the Royal Institute's policy on free reserves.
- 5.20 No serving non-executive member of the Council or any board of the Royal Institute shall either seek or secure paid employment with the Royal Institute or any of its subsidiary bodies. A former Member of Council or a board may seek paid employment with the Royal Institute or any of its subsidiary bodies after a period of 12 months has elapsed following cessation of office.
- 5.21 The Council shall by Regulation determine the duties, powers and functions of the principal executive officer.

6. Boards and Committees

- 6.1 Taking into account any relevant provisions in these Byelaws the Council may appoint on terms it shall determine any boards and committees it thinks fit.
- 6.2 Boards and committees appointed by the Council may include non-members. The complement of non-members on a board or committee may include executives of the Royal Institute. Members of the Royal Institute shall always constitute a majority of the membership of any board or committee.
- 6.3 Boards and committees appointed by the Council may appoint sub-committees in accordance with the Regulations.

7. Honorary Officers

- 7.1 (a) **President**
The member elected as President shall take up office as President Elect for one year starting on the first day of the session following

election. The member will assume the office of President for a two-year term commencing on the first day of the following session.

- (b) The Council shall make regulations providing for the election of a president. The President shall be elected from among the Chartered Members and Honorary Fellows, by the Chartered Members. Any restrictions elsewhere in these Byelaws on re-election and length of service shall not apply to a member elected to serve as President.
- (c) Should the President leave office for any reason, the President Elect will assume the Presidency with immediate effect for the remainder of the term.
- (d) The Council shall make regulations providing for the election of a new President and any interim arrangements to fill the vacancy, if there is no member in the office of President Elect when the vacancy occurs.
- (e) Any member, other than the President Elect, who assumes the Presidency for an interim term in accordance with the Regulations, will not be qualified to be a Member of the Council as Immediate Past President, nor will that member be entitled to use the affix PPRIBA.

7.2 (a) **Honorary Secretary and Honorary Treasurer**

At the first meeting of the Council in a new session, the Honorary Secretary and Honorary Treasurer shall be elected from the Chartered Members by the Members of the Council present at the meeting. If the successful candidate is not already a Member of the Council, they shall be appointed to the Council with immediate effect.

(b) **Vice-President Membership**

A Vice-President shall be elected in the final year of a President's term of office from among the Chartered Members by representatives of the Regions and Branches in the United Kingdom. This Vice-President shall have special responsibility for membership relations in the United Kingdom and shall serve for two years commencing on the first day of the session following election.

(c) **Other Honorary Officers and Vice Presidents**

Further honorary officers and Vice-Presidents may be elected, provided that their total number at any one time does not exceed eight. They shall be elected from among the Chartered Members by the Members of the Council present at the meeting.

(d) **Term of Office**

The term of office of all honorary officers and Vice-Presidents (except that of Vice-President Membership which is provided for in 7.2 (b) above) shall usually be two years (and in any event no more than two), from the day of their election until the day before their successor is elected. Members may be re-elected to office provided that such re-election will not result in them holding the same office for more than six consecutive years.

(e) **Casual vacancies**

The Council shall make regulations providing for the filling of vacancies arising for any reason among the honorary officers and vice-presidents.

8. Investment of Monies

The Council may invest any monies in any investments permitted by the Charity Commission and the Trustee Act 2000 or any subsequent legislation. It may appoint specialist advisers to handle the investments and may delegate authority to them to buy, sell and manage the investments within an approved investment policy. Such investments may include investment in property related assets where permitted by the same legislation.

9. Accounts, Auditors and Annual Report

- 9.1 The Council shall ensure that adequate books of account are maintained to comply with Charity Commission and Companies Act requirements and to enable the accounts to show a true and fair view of the state of affairs of the Royal Institute.
- 9.2 The Council shall select a firm of independent registered auditors to perform an annual audit of the accounts of the Royal Institute. The appointment shall be made annually at the Annual General Meeting. The Council shall have the power to appoint an auditor to fill a casual vacancy, if necessary, but such appointment shall only apply until the next Annual General Meeting.
- 9.3 The Council shall present an Annual Report to each Annual General Meeting, which shall include a summary of the key financial information from the annual accounts. The Principal Executive Officer shall ensure that copies of the Annual Report are sent to all Chartered Members of the Royal Institute at least twenty-one days before the Annual General Meeting. Copies of the full annual accounts shall be available to any Chartered Member on request.

10. Meetings

- 10.1 Meetings of the Membership of the Royal Institute shall be of two classes:
 - (a) Annual General Meetings; and
 - (b) Special General Meetings.

- 10.2 (a) The Council shall convene these meetings on dates and at times and places it will determine. The method of voting at all meetings of the Royal Institute shall be determined by the Council, in Regulations.
- (b) A notice for every Annual and Special General Meeting stating its date, place, time and purpose shall be sent to every Chartered Member whose address according to the Royal Institute's records is within the European Union, at least twenty-one days in advance of the meeting. An accidental omission to send a notice to a member entitled to receive it will not invalidate the proceedings of the meeting.
- (c) All members may attend Annual and Special General Meetings. but only Chartered Members will have a vote.
- (d) The quorum for Annual and Special General Meetings shall be fifty Chartered Members. Any votes permitted by the Regulations and received by the Royal Institute in advance of the meeting shall be included in the quorum. If a meeting is not quorate at the time at which it is scheduled to begin, it shall be delayed by an interval of ten minutes. If, after the lapse of ten minutes, the meeting remains inquorate, it may be delayed by a further interval of five minutes.
- (e) Alternatively, the meeting may be adjourned to a time and place determined by the chairman. However, no such adjournment may exceed fourteen days. Where a meeting is adjourned for days, rather than minutes, it will not be necessary to issue a notice of the adjournment to the Chartered Members.
- (f) The chair at Annual and Special General Meetings shall be taken by the President. If the President is absent, the chair will be taken by one of the Honorary Officers present with the agreement of the members present.
- (g) If there is an equality of votes, and there is no specified required majority, the chairman shall have a second or casting vote.
- (h) No motion may be introduced at an Annual or Special General Meeting unless it was specified in the convening notice or is an amendment to a motion already specified in the notice.
- (i) Further provisions for Annual and Special General Meetings may be prescribed by the Council in Regulations.

10.3 **Annual General Meetings**

The presentation and consideration of the Annual Report of the Council and appointment of auditors shall be the only business conducted at an Annual General Meeting.

10.4 **Special General Meetings**

- (a) The Chartered Members may requisition a Special General Meeting, provided that the request has been signed by at least one per cent of

the Chartered Members, and the reason for calling the meeting has been specified. The Council shall then convene a Special General Meeting for a date within three months of the principal executive officer receiving the request.

- (b) If the Council fails to convene a Special General Meeting within this timescale, at least twenty-five of the signatories may then convene the meeting themselves, to take place at the Royal Institute's main office, at a time of their choosing, provided that sufficient notice is given to the general membership.

10.5 A resolution of a Special General Meeting, which is quorate according to these Byelaws and any related Regulations, shall be binding.

11. Polls under Article VIII of the Supplemental Charter

11.1 Every Chartered Member shall be entitled to vote in a poll.

11.2 The Council shall make regulations concerning the requisitioning, conduct and declaration of the result of a poll.

12. The Royal Gold Medal

The recommendation to the Monarch for a suitable recipient(s) of the Royal Gold Medal shall be by resolution of the Council.

13. Common Seal

13.1 The Council shall provide for the safe keeping of the Common Seal.

13.2 The Common Seal shall only be affixed to a document on the authority of the Council. The Council's authority may be given specifically, or generally, in relation to any type of document.

14. Branches and Regional Organisations

- 14.1 The Council may establish branches and regional organisations of the Royal Institute.
- 14.2 The Council may from time to time make regulations prescribing or varying:
- (a) the constitution or area of a branch or regional organisation;
 - (b) the powers and duties of branches and regional organisations.
- 14.3 In Scotland the powers and duties shall be exercised on behalf of the Royal Institute by the Royal Incorporation of Architects in Scotland and its Chapters on such terms as shall from time to time be approved by the Council.

15. Issue and Service of Notices

- 15.1 Any type of document required by these Byelaws or any Regulations made hereunder to be sent to any member or other person may:
- be issued separately; or
 - be included with, or be part of, a publication of the Royal Institute.

If posted, it shall be sent to the address most recently recorded by the Royal Institute. Wherever that address may be, the document shall be deemed to have been served two days after it was posted; should this be a Sunday or Bank Holiday, then the first working day thereafter.

- 15.2 Where a given period either before or after service is specified in these Byelaws or associated Regulations, the day of service shall be included in computing that number of days.

16. Societies in Alliance.

Provisions for the admission of societies in alliance shall be determined by the Council in Regulations.