

RIBA



Royal Institute
of British Architects

RIBA Special General Meeting

A Special General Meeting of the Chartered Members of the RIBA has been convened to consider revisions to the Byelaws

In accordance with Byelaw 10, the Council of the Royal Institute of British Architects hereby gives notice that a Special General Meeting of all Chartered Members of the RIBA will be held at **66 Portland Place, London W1B 1AD on 15 July 2009 at 2.00 p.m.**

The meeting is convened, in accordance with Articles IX and XIV of the Charter, to consider proposed additions and minor amendments to the Byelaws and to resolve to confirm those proposed additions and amendments, which will then be subject to the final approval of the Privy Council.

On 26 March 2009, the RIBA Council resolved to add new provisions to the Byelaws to enable the creation of a Board of Trustees, whose powers will be set down in revisions to Byelaw 5.19 and whose delegated responsibilities will be set down in Council Regulations. At the same time Council resolved to make a number of amendments to the Byelaws to correct and update text.

The proposals are explained in more detail below.

Members are invited to consider the proposed changes and the resolutions to enact them, and either attend the SGM in person, or vote for the resolutions by using the voting paper available on the website www.architecture.com/sgm

Should the meeting confirm the resolutions and proposals of the RIBA Council, there will be a three-month period during which such approvals may be challenged. The proposals are also subject to the approval of the Privy Council.

Chartered Members are invited to approve:

1. A proposed new Byelaw 5.19, allowing the RIBA Council to create a Board of Trustees, to continue to reserve certain powers or functions to itself, and to delegate other powers and functions to a new Board of Trustees

Explanation

From 1 January 2003, the RIBA has operated a Group of companies with a Board system (subsidiary boards for the RIBA Trust, RIBA Professional Services Ltd. and RIBA Enterprises Ltd – coordinated by a holding company: RIBA Holdings Ltd).

In the autumn of 2006, the Council set in motion a review of the delegations from Council to the Holdings Board, and from Holdings Board to the rest of the Group.

The review – and feedback from internal and external surveys, underlined the need to streamline governance and decision-making in order to improve delivery of objectives. Developments in the regulatory environment also brought about a need to take account of emerging best practice.

Although the existing company structure was found to have brought benefits, it has proved to be somewhat cumbersome and decision-making protracted. It is increasingly necessary to emphasise the fiduciary responsibilities of trustees, as distinct from representation of sectoral interests.

A number of governance options was reviewed. The retention of a large Council acting as a trustee body was rejected. Simply reducing the size of Council also did not find favour, given the wide geographic and sectoral interests currently represented. So it was recommended that the RIBA retain a large, representative Council responsible for determining major policy direction, and appoint a small Board of Trustees to assume key fiduciary and group coordination responsibilities.

In this model, Council would retain overall authority in key areas such as deciding major areas of architectural policy, plus a number of matters that specifically relate to membership bodies (set out in Byelaw 5.19B below). It would be responsible for the appointment (and removal) of the Board of Trustees and the Directors of the subsidiary companies. However, fiduciary responsibility and the direction of operations and business matters would pass to the Board of Trustees and the boards of the subsidiary companies.

Implementation

Subject to the approval of Chartered Members and of the Privy Council it is hoped that the new structure be in place for the start of the new RIBA financial year (1 January 2010).

Resolution 1 – revised Byelaw 5.19

The meeting resolves to confirm the resolution of Council to revise Byelaw 5.19 as follows, with such changes as the Privy Council should require:

Proposed new Byelaw 5.19

- 5.19A The Council may establish a Board of Trustees, in accordance with Regulations.
- 5.19B The Council shall not delegate, either with or without restrictions, any of the following powers or functions:
- (a) the approval of the long-term strategy for the Royal Institute and its subsidiaries;
 - (b) the approval of the annual report and accounts;
 - (c) the setting and approval of any governing policy;
 - (d) 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;
 - (e) the appointment of members to any board of the Royal Institute or its subsidiaries;

- (f) the creation or revision of any membership categories;
- (g) the recommendation of the recipient or recipients of the Royal Gold Medal;
- (h) the admission of societies to alliance or association and the terms, continuation and determination of alliance or association;)
- (i) any power or duty to make regulations which is explicitly or implicitly conferred by these Byelaws.

5.19C 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:

- (a) the approval of the overall annual budget and business plan for the Royal Institute and its subsidiaries;
- (b) the formation, liquidation, purchase or sale of any subsidiary of the Royal Institute;
- (c) the purchase or sale of any freehold or long leasehold (other than in relation to 66 Portland Place, London);
- (d) the appointment of a principal executive officer of the Royal Institute;
- (e) the determination of the amount of entrance fees and subscriptions;
- (f) the allocation and expenditure of the funds held in accordance with the Royal Institute's policy on free reserves.

2. Constitutional Housekeeping

Explanation:

A small number of provisions need minor amendments so that the byelaws are consistent with recent constitutional amendments or to correct inaccuracies.

a) There is a new membership category of Associate Member and the Graduate Member category has been closed. Some minor amendments are required to the Byelaws to delete references to 'Graduate Member' and to insert 'Associate Member'. The amendments to byelaw 1 set out below delete 'Graduate Member' and insert 'Associate Member' in the preliminary definitions. The amendment to byelaw 4.1 corrects the name of the category in the byelaw on discipline and the amendment to byelaw 5 will enable the election of an Associate Member to Council, instead of a Graduate Member.

Resolution 2 – amendments to Byelaws

This meeting resolves to confirm the resolution of Council to amend the Byelaws as follows with such changes as the Privy Council should require:

Amend Byelaw 1.1 (b) Delete: 'Graduate Member'
(preliminary definitions) **Insert:** (alphabetically) 'Associate Member'

Amend Byelaw 1.1(c) Delete: 'Graduate Member' means a Graduate Member of
(preliminary definitions) any sub-class

Insert: ‘Associate Member’ means an Associate Member of any sub-class

Amend Byelaw 4.1 **Delete:** ‘Graduate’ **Insert:** ‘Associate’
such that

Byelaw 4.1 Any Chartered, ~~Graduate~~ **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.

Amend Byelaw 5.1 **Delete:** ‘One Graduate Member’ **Insert :** ‘One Associate Member’
(member of Council)

Amend Byelaw 5.13 **Delete:** ‘Graduate’ throughout **Insert:** ‘Associate’ throughout
(member of Council)

b) The following resolution is to ensure consistency in the text. The text presently refers to ‘section 4 of these Byelaws’ but there is no section 4. All other cross-referencing in the Byelaws is to other Byelaws, not to ‘sections’ so the reference should be to ‘Byelaw 4’. There is no substantive change to the provision itself.

Resolution 3 – amendment to Byelaw 2.11

This meeting resolves to confirm the resolution of Council to amend Byelaw 2.11 as follows with such changes as the Privy Council should require:

Byelaw 2.11 **Criminal Convictions**
Delete: ‘under section 4 of these Byelaws’
Insert: ‘Byelaw 4’

Such that:

“A member may be suspended or expelled from membership without recourse to the procedures arising under ~~section 4 of these Byelaws,~~ **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.”

Ballot of Chartered Members

Chartered Members are invited to participate in the voting on these amendments, either by using the voting paper available on www.architecture.com/sgm which can be posted, faxed or emailed as set out in that paper or by attending the meeting. If members wish to attend the meeting please can they advise the Constitutional Affairs Secretary (+44 (0)20 7307 3883 or margaret.ader@inst.riba.org) in advance so that sufficient space is made available. The **deadline** for receipt of the returned voting paper is 1.30 p.m. **on Wednesday 15 July 2009.**