

# RIBA



Royal Institute  
of British Architects

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# RIBA Regulations

Originally adopted:

**11 March 2020**

Regulation 7.2.1 - Amended by Council Resolution on 29th April 2021

**Regulations made under the  
Charter and Byelaws of the Royal  
Institute of British Architects**

# RIBA Regulations

## 1. Definitions and interpretation

1.1 The definitions and rules of interpretation in the Supplemental Charter and Byelaws apply to these Regulations.

1.2 In these Regulations, unless the context otherwise requires, the following terms shall have the following meanings:

	<b>Term</b>	<b>Meaning</b>
1.2.1	<b>"Address"</b>	includes a postal or physical address and a number or address used for the purposes of sending or receiving documents or information by Electronic Means;
1.2.2	<b>"Affiliate Member"</b>	a member of the RIBA who has been admitted to membership within the sub-category of Non-Chartered Members known as "Affiliate Members";
1.2.3	<b>"Associate Member"</b>	a member of the RIBA who has been admitted to membership within the sub-category of Non-Chartered Members known as "Associate Members";
1.2.4	<b>"Branch"</b>	a branch of the RIBA, as determined by the Board from time to time;
1.2.5	<b>"Chapter"</b>	a chapter of the RIBA, as determined by the Board from time to time;
1.2.6	<b>"CPD"</b>	continuing professional development;
1.2.7	<b>"Fellow Assessment Panel"</b>	a sub-committee of the Board established in accordance with Regulation 9.10.3;
1.2.8	<b>"Honours Committee"</b>	a sub-committee of the Board established in accordance with Regulation 9.10.3;
1.2.9	<b>"Membership Committee"</b>	a sub-committee of the Board established in accordance with Regulation 9.10.3;
1.2.10	<b>"Ordinary Member"</b>	a member of the RIBA who has been admitted to membership within the sub-category of Chartered Members known as "Ordinary Members";
1.2.11	<b>"Region"</b>	an electoral region of the RIBA as determined by the Board from time to time;
1.2.12	<b>"RIAS"</b>	The Royal Incorporation of Architects in Scotland (Royal Charter no: RC 000483 and charity registration











- 4.6 A member who ceases to be a member and a Chartered Practice which is removed from the register of Chartered Practices shall nevertheless remain liable to pay to the RIBA any subscription, fee or other amount owed to the RIBA.
- 4.7 There shall be no pro rata refund of a subscription which has been paid prior to a person ceasing to be a member.
- 4.8 The Board may make such refunds to members and Chartered Practices and agree such payment or repayment plans with members and Chartered Practices as it thinks fit.
5. Conduct
- 5.1 The Standards Committee shall make and publish a Code of Professional Conduct for members.
- 5.2 The Standards Committee shall make and publish Rules which shall include directions, consistent with the provisions of the Constitution, for:
- 5.2.1 the procedure for raising a complaint in relation to a member's conduct under Byelaw 5 (Conduct);
- 5.2.2 the investigation of disciplinary matters including the referral of any question for investigation to another professional standards or membership body, and the procedure for suspending a member;
- 5.2.3 the proceedings of a disciplinary hearing panel and the rights of a member under investigation to a hearing either in person or through a representative and to call witnesses;
- 5.2.4 the range of sanctions which the Standards Committee can impose on members including suspension or removal from membership;
- 5.2.5 the procedure for making an appeal, the proceedings of a disciplinary appeals panel and the range of decisions that can be made by the panel as a result of an appeal; and
- 5.2.6 the manner in which the outcome of a disciplinary hearing and any appeals proceedings may be published.
- 5.3 In conduct matters, account may be taken of any sanction imposed against a member by the Professional Conduct Committee of the Architects Registration Board or its equivalent.
- 5.4 During a period of suspension, a member shall not be entitled to:
- 5.4.1 use any designations;
- 5.4.2 attend any meeting of the RIBA (including General Meetings);
- 5.4.3 vote in any meeting (including General Meetings) or election; or
- 5.4.4 be included in any public directory of the RIBA.
- 5.5 Liability of Chartered Practices



- 5.5.1 The Standards Committee will prescribe a procedure for taking disciplinary action against Chartered Practices which are in breach of the Constitution or any policies published by the RIBA from time to time.
6. General Meetings
- 6.1 Byelaw 6 applies in relation to General Meetings including but not limited to when they shall and may be convened and the length of notice to be given of General Meetings.
- 6.2 **Contents of notice**
- 6.2.1 Every notice calling a General Meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted, including any resolutions to be voted on.
- 6.2.2 Where the business of the meeting includes resolutions to be voted on, the notice shall contain or make available a ballot paper and name, electronic address and postal address of the person to whom the ballot paper should be sent by Chartered Members who wish to submit their vote(s) in advance and the deadline by which such vote(s) must be submitted in order to be included in the count of a vote.
- 6.3 **Service of notice**
- 6.3.1 Notice of General Meetings must be given to every member of the RIBA, to the Board and to the auditors of the RIBA.
- 6.3.2 Byelaw 15 (Communications) applies in relation to the service of notice of General Meetings.
- 6.4 Quorum for General Meetings
- 6.4.1 No business (other than the appointment of the chair of the meeting) may be transacted at a General Meeting unless a quorum is present.
- 6.4.2 The quorum for a General Meeting shall be 25 Chartered Members present in person.
- 6.4.3 If a quorum is not present within half an hour from the time appointed for the meeting:
- (a) the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and
  - (b) failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.
- 6.5 Where the Board permits persons to attend General Meetings by telephone, televisual or other electronic or virtual means in accordance with Byelaw 6.10, any persons attending in accordance with that Byelaw shall be treated as being "present" and "present in person" for the purposes of these Regulations.

## 6.6 Chairing General Meetings

- 6.6.1 The President shall preside as chair of General Meetings.
- 6.6.2 If the President is not present within fifteen minutes after the time appointed for holding the General Meeting, the Chartered Members present in person shall elect one of the other Honorary Officers to be the chair of the meeting.
- 6.6.3 If neither the President nor any Honorary Officer elected in accordance with Regulation 6.6.2 is present within fifteen minutes after the time appointed for holding the General Meeting and willing to act, the members of the Board who are present shall elect one of their number to chair the meeting and if there is only one Trustee present and willing to act, he or she shall be chair of the meeting.
- 6.6.4 If no Trustee is present and willing to act as chair of the General Meeting in accordance with Regulation 6.6.3, the Chartered Members present in person must elect one of the Chartered Members present in person to be chair of the meeting.

## 6.7 Attendance and speaking by Trustees and non-members

- 6.7.1 Trustees *may* attend and speak at General Meetings, whether or not they are members of the RIBA.
- 6.7.2 The chair of the meeting may permit other persons who are not members of the RIBA to attend and speak at a General Meeting.

## 6.8 Adjournment

- 6.8.1 The chair of the meeting may adjourn a General Meeting at which a quorum is present if:
- (a) those Chartered Members who are present in person consent to an adjournment; or
  - (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 6.8.2 The chair of the meeting must adjourn a General Meeting if directed to do so by 75% of those Chartered Members who are present in person.
- 6.8.3 When adjourning a General Meeting, the chair of the meeting must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board; and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the Chartered Members.
- 6.8.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the RIBA must give at least 7 Clear Days' notice of it:
- (a) to the same persons to whom notice of the RIBA's General Meetings is required to be given; and

- (b) containing the same information which such notice is required to contain.
- 6.8.5 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 6.9 **Votes**
- 6.9.1 Each Chartered Member shall have one vote on a resolution.
- 6.9.2 Subject to Regulation 6.9.3, a resolution put to the vote of a General Meeting shall be decided on by a show of hands unless a ballot is demanded in accordance with Regulations 6.9.7 and 6.9.8.
- 6.9.3 Votes submitted by a Chartered Member in advance by post or email in accordance with the procedure in Regulation 6.2.2 shall be included in the count of a vote decided on by show of hands or by ballot, provided that if the Chartered Member attends the meeting, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.
- 6.9.4 In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
- 6.9.5 A resolution at a General Meeting shall be passed by a simple majority of the members of the RIBA who are entitled to vote and voting at the meeting (including votes cast in advance), unless a different majority is specified for a resolution of the members in the Constitution.
- 6.9.6 On a vote on a resolution at a General Meeting on a show of hands, a declaration by the chair of the meeting that the resolution:
  - (a) has or has not been passed; or
  - (b) passed with a particular majority;is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in the minutes of the meeting is also conclusive evidence of that fact without such proof.
- 6.9.7 A ballot on a resolution may be demanded no less than 14 Clear Days in advance of the General Meeting where it is to be put to the vote.
- 6.9.8 A ballot on a resolution may be demanded by:
  - (a) the Board; or
  - (b) not less than 5% or more of the total number of Chartered Members.
- 6.9.9 A ballot at a General Meeting must be taken in such manner as the chair of the meeting directs.
- 6.9.10 The result of the ballot shall be the decision of the meeting in respect of the resolution on which the ballot was demanded.

6.9.11 A decision of the members shall be binding on the Board or Council (as applicable) if the decision is made in exercise of a power which is reserved to the members under the Constitution. All other decisions of the members shall be treated as non-binding recommendations which may be taken into account by the Board or Council (as applicable).

**6.10 Errors and disputes**

6.10.1 No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

6.10.2 Any such objection must be referred to the chair of the meeting whose decision is final.

**6.11 Minutes of General Meetings**

6.11.1 The Board must ensure that minutes are made:

(a) of all resolutions of the Chartered Members; and

(b) of all proceedings at General Meetings:

and any such minute, if purported to be signed or authenticated by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.

**7. Council**

7.1 The Byelaws set out the powers and functions of Council, the circumstances in which a Council Member shall cease to be a Council Member and Council's powers to delegate to committees, among other matters.

**7.2 Composition of Council**

7.2.1 There shall be at least three and no more than 51 Council Members comprising:

(a) the President;

(b) the President Elect elected by the members of the RIBA from among the Chartered Members;

(c) the Past President;

(d) the Honorary Secretary appointed by Council from among the Chartered Members;

(e) the Honorary Treasurer appointed by Council from among the Chartered Members;

(f) the Vice President Membership elected by the chairs of the councils of the Regions from among the Chartered Members;

(g) the Vice President Students and Associates appointed by Council from among the Student and/or Associate Council Members elected under Regulation 7.2.1 (l);

- (h) up to three other Honorary Officers appointed by Council from among the Council Members and/or the Chartered Members;
- (i) up to six Council Members elected from among and by the Chartered Members anywhere in the world;
- (j) up to four international Council Members elected from among and by the Chartered Members within the relevant International Region as set out by the Council in Rules;
- (k) up to 24 regional Council Members elected from among and by Chartered Members in the relevant Region as set out by Council in Rules;
- (l) up to four Student and/or Associate Council Members elected from among and by the Student Members and Associate Members anywhere in the world;
- (m) the President of the RIAS ex-officio;
- (n) the President of the RSUA ex-officio; and
- (o) the President of the RSAW ex-officio.

7.2.2 In order to be eligible for election or appointment as an Honorary Officer (including but not limited to the President, Honorary Secretary and Honorary Treasurer), a candidate must be proposed by one Council Member and seconded by another Council Member.

7.2.3 In the event that the person appointed or elected to an office specified in Regulation 7.2.1 is not an existing Council Member on the date when he or she is to be appointed or elected to office, he or she shall automatically be appointed as a Council Member with effect from the date of his or her appointment or election to that office.

7.2.4 The powers or discretions conferred on Council by the Constitution shall be exercisable notwithstanding any vacancy in their number.

7.2.5 All acts done by a person acting as a Council Member 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 Council Member.

### 7.3 Elections

7.3.1 A Session shall commence on 1 September and conclude on 31 August the following year.

7.3.2 Council shall publish the number and nature of seats on Council which are up for election and commence the Council and Presidential election process not less than three months prior to the commencement of the next Session.

7.3.3 Council shall make Rules setting out the procedure for administering elections including those of Council, the President and the Vice President Membership.

7.3.4 Voting shall be by single transferable vote.

7.3.5 The Honorary Secretary shall be the returning officer who shall have responsibility for overseeing the elections procedure and managing complaints in relation thereto and shall have power to reprimand, caution or disqualify candidates who breach the Rules dealing with elections and shall have such other powers and functions as are set out by the Council in Rules.

7.3.6 The Council may delegate administering the Council and Presidential elections to an independent external scrutineer.

7.3.7 No candidate may seek election in respect of more than one seat at the same time (including that of President).

#### 7.4 **Appointments**

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

7.4.2 At the first meeting of Council following a new Session, Council shall appoint the Vice President Students and Associates from among the Student and Associate Council Members.

7.4.3 In accordance with and subject to Regulation 7.2.1(h), Council may, from time to time, appoint a Council Member or Chartered Member to be another Honorary Officer.

#### 7.5 **Transitional provisions**

7.5.1 Notwithstanding any other provisions of these Regulations, the following transitional provisions shall apply.

7.5.2 The members of Council in post immediately prior to the Effective Date shall constitute the Council and shall continue to hold office as Council Members for the remainder of the respective terms for which they were appointed or elected and in the same categories set out in Regulation 7.2.1 which they held immediately prior to the Effective Date. At the end of their respective terms, such Council Members *may* be re-appointed or re-elected, subject to the maximum term set out in Regulations 7.6.1(c) and 7.6.3 in relation to which any term of office as Council Member served prior to the Effective Date shall be counted.

7.5.3 For the Session commencing on 1 September 2019 and ending on 31 August 2020, notwithstanding the maximum number of Council Members set out in Regulation 7.2.1, there shall be a further five regional Council Members and four national Council Members in addition to those set out in Regulation 7.2.1(i) and (k), being such persons holding such offices immediately prior to the Effective Date. These additional offices shall come to an end at the end of the 2019/20 Session.

7.5.4 Council Members in office at the Effective Date shall be treated as having agreed to be bound by the Council Code of Conduct.

7.6 Term of office, automatic retirement and maximum term

7.6.1 Elected Council Members

- (a) Subject to Regulations 7.6.1(b) to 7.6.1(e), each elected Council Member shall hold office for an initial term of three years commencing on the first day of the Session following his or her election and shall retire from office on the expiry of the third Session following his or her election, unless otherwise provided in these Regulations.
- (b) The person elected as President shall hold office as President Elect for a term of one year commencing on the first day of the Session following his or her election and shall retire as President Elect, and take up office as President for a term of two years, on the first day of the second Session following his or her election.
- (c) On the expiry of the third Session following his or her election the President shall retire from office as President and take up office as Past President for a term of one year commencing on the first day of the fourth Session following his or her election notwithstanding the maximum term set out in Regulation 7.6.3. For the avoidance of doubt, he or she shall retire from office as Past President on the expiry of the fourth Session following his or her election but he or she may offer him or herself up for re-appointment or re-election as a Council Member in another capacity subject to the maximum term of office set out in Regulation 7.6.3 in relation to which time served in any capacity including Past President shall count.
- (d) If the President vacates office for any reason mid-term, Council shall elect another Honorary Officer to act as interim President for the remainder of the President's presidential term. Such person shall not, on retirement as interim President, serve as Past President.
- (e) The person elected as Vice President Membership shall hold office for a term of two years commencing on the first day of the Session following his or her election and shall retire as Vice President Membership on the expiry of the second Session following his or her election.

#### 7.6.2 **Appointed Council Members**

- (a) Subject to Regulation 7.6.2(b), each appointed Council Member shall hold office for an initial term of three years commencing on the date of his or her appointment and shall retire from office on the third anniversary of his or her appointment, unless otherwise provided in these Regulations.
- (b) Subject to Regulation 7.6.2(c), the Honorary Secretary, Honorary Treasurer and Vice President Students and Associates shall hold office for a term of two years commencing on the date of his or her appointment and shall retire from office on the second anniversary of his or her appointment.
- (c) If an Honorary Secretary, Honorary Treasurer or Vice President Students and Associates was a Council Member at the time of his or her appointment, he or she shall retire from office on the later of the second anniversary of his or her appointment as Honorary Secretary, Honorary Treasurer or Vice President Students and Associates and the end of his or her term as Council Member.

#### 7.6.3 **Maximum term of office of Elected and Appointed Council Members**

At the end of his or her term of office, a Council Member (including an Honorary Officer) may offer him or herself for re-appointment or re-election as a Council Member for further terms, provided that a Council Member who has served for six consecutive years of office as Council Member (in whatever capacity) shall remain out of office for at least one year before he or she may be re-appointed or re-elected.

## **7.7 Retirement and removal**

7.7.1 The Byelaws provide for how a Council Member may resign or be removed.

7.7.2 By Byelaw 7.3.4(a), a Council Member may resign by notice in Writing to the President.

7.7.3 A resigning Council Member may send the required notice to the President's email address.

7.7.4 Council may make Rules dealing with the filling of casual vacancies.

## **7.8 Proceedings and decision-making by Council**

### **7.8.1 Council to take decisions collectively**

- (a) Any decision of Council must be either:
  - (i) by decision of a majority of the Council present and voting at a quorate Council meeting (subject to Regulation 7.8.6); or
  - (ii) a decision taken in accordance with Regulation 7.8.7.

### **7.8.2 Calling a Council meeting**

- (a) The President or the Honorary Secretary may (and the Honorary Secretary must, at the request of one-third of the Council Members) call a Council meeting.
- (b) A Council meeting must be called by at least seven Clear Days' notice unless either:
  - (i) all the Council Members agree; or
  - (ii) urgent circumstances require shorter notice.
- (c) Notice of Council meetings shall be given to each Council Member and to the Board.
- (d) Every notice calling a Council meeting must specify:
  - (i) the place, day and time of the meeting;
  - (ii) the general nature of the business to be considered at such meeting, which may be provided by agenda; and
  - (iii) if it is anticipated that Council Members participating in the meeting will not be in the same place, how the person calling the meeting proposes that they should communicate with each other during the meeting.



- (e) Notice of Council meetings shall be in Writing.

### 7.8.3 Participation in Council meetings

- (a) Subject to these Regulations, Council Members participate in a Council meeting, or part of a Council meeting, when:
  - (i) the meeting has been called and takes place in accordance with these Regulations; and
  - (ii) they can each communicate to the others any information or opinions they have on any particular item of *the* business of the meeting (for example, via telephone or electronic conferencing).
- (b) In determining whether Council Members are participating in a Council meeting, it is irrelevant where any Council Member is or how they communicate *with* each other.

### 7.8.4 Quorum for Council meetings

- (a) At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (b) There shall be a quorum when 25% of Council Members are present at a meeting.

### 7.8.5 Chairing of Council meetings

- (a) By Byelaw 8.1.2 the President is the chair of Council.
- (b) The President or, in his or her absence, another Honorary Officer nominated by the Council Members present, shall preside as chair of Council meetings.

### 7.8.6 Casting vote

- (a) If the numbers of votes for and against a proposal at a Council meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- (b) Regulation 7.8.6(a) does not apply if the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

### 7.8.7 Majority decisions without a meeting

- (a) Council Members may, in the circumstances outlined in Regulation 7.8.7(b), make a majority decision without holding a Council meeting.
- (b) If:
  - (i) a Council Member has become aware of a matter on which the Council needs to take a decision;
  - (ii) that Council Member has taken all reasonable steps to make all the other Council Members aware of the matter and the decision;

- (iii) the Council Members have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- (iv) two-thirds of Council Members vote in favour of a particular decision on that matter;

a decision of the Council Members may be taken by two-thirds of the Council Members and shall be as valid and effectual as if it had been taken at a Council meeting duly convened and held.

- (c) Council Members participating in the taking of a decision in accordance with this Regulation 7.8.7:
  - (i) may be in different places, and may participate at different times; and
  - (ii) may communicate with each other by any means.
- (d) Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by two-thirds of the Council Members or to which two-thirds of the Council Members have otherwise indicated agreement in Writing.

#### 7.8.8 Council interests and management of conflicts of interest

##### (a) **Declaration of interests**

- (i) Unless Regulation 7.8.B(a)(ii) applies, a Council Member must declare the nature and extent of:
  - (A) any direct or indirect interest which he or she has in a proposed transaction or arrangement with the RIBA; and
  - (B) any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the RIBA or his or her duties to the RIBA.
- (ii) There is no need to declare any interest or duty of which the other Council Members are, or ought reasonably to be, already aware.

##### (b) Participation in decision-making

- (i) If a Council Member's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the RIBA, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Council Member's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Council Members taking part in the decision-making process.
- (ii) If a Council Member's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the RIBA, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

- (A) the decision could result in the Council Member or any person who is connected with him or her receiving a benefit other than:
  - (aa) any benefit received in his, her or its capacity as a beneficiary of the RIBA and which is available generally to the beneficiaries of the RIBA in accordance with Article 4.5.1 of the Supplemental Charter;
  - (bb) the payment of premiums in respect of indemnity insurance in accordance with Article 4.5.6 of the Supplemental Charter;
  - (cc) payment under the indemnity set out at Article 5 of the Supplemental Charter; and
  - (dd) reimbursement or payment of expenses in accordance with Article 4.5.2 of the Supplemental Charter; or
- (B) a majority of the other Council Members participating in the decision-making process decide to the contrary,

in which case he or she must comply with Regulation 7.8.8(b)(iii).

- (iii) If a Council Member with a conflict of interest or conflict of duties is required to comply with this Regulation 7.8.8(b)(iii), he or she must:
  - (A) take part in the decision-making process only to such extent as in the view of the other Council Members is necessary to inform the debate;
  - (B) not be counted in the quorum for that part of the process; and
  - (C) withdraw during the vote and have no vote on the matter.

(c) Continuing duties to the **RIBA**

- (i) Where a Council Member or person connected with him or her has a conflict of interest or conflict of duties and the Council Member has complied with his or her obligations under these Regulations in respect of that conflict:
  - (A) the Council Member shall not be in breach of his or her duties to the RIBA by withholding confidential information from the RIBA if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
  - (B) the Council Member shall not be accountable to the RIBA for any benefit expressly permitted under these Regulations which he or she or any person connected with him or her derives from any matter or from any office, employment or position.

(d) **Register of Council Members' interests**

- (i) The Council must ensure a register of Council Members' interests is maintained.

## 7.9 Council Standing Committees

7.9.1 The Byelaws provide for Council to establish and delegate to a Standards Committee. The Standards Committee shall be constituted and regulated as follows:

### Standards Committee

- (a) The Standards Committee shall comprise at least five and not more than eight individuals to include:
  - (i) up to five Chartered Members; and
  - (ii) at least three independent persons (who are not members of the RIBA).
- (b) Council shall appoint:
  - (i) the members of the Standards Committee, having considered any recommendations of the Nominations Committee; and
  - (ii) a chair and may appoint a vice-chair from among the members of the Standards Committee, having considered any recommendations of the Nominations Committee.
- (c) Council may remove the members of the Standards Committee at any time.
- (d) The term of office for the members of the Standards Committee shall be a term of three years, or such other shorter period as Council may determine, which may be renewed up to a maximum of six consecutive years.
- (e) The Honorary Secretary, and such RIBA staff members as the chair of the Standards Committee shall invite from time to time, may attend and speak but not vote at meetings of the Standards Committee.
- (f) Proceedings of the Standards Committee shall be as follows:
  - (i) it shall meet at least four times a year;
  - (ii) there shall be a quorum at meetings of the Standards Committee if:
    - (A) at least half of the members of the Standards Committee are present; and
    - (B) the majority of the Standards Committee members present are Chartered Members; and
  - (iii) unless otherwise provided by Council in written terms of reference, the meetings and proceedings shall be governed by the provisions of the Byelaws and Regulations regulating the meetings and proceedings of Council.

- (g) The Standards Committee may sub-delegate its powers and functions to sub-committees or advisory groups and may determine their terms of reference (including composition, terms of office, role and procedures and further delegation).
- (h) Council shall make written terms of reference for the Standards Committee which shall be consistent with the provisions of the Byelaws and these Regulations.

7.9.2 The Byelaws provide for Council to establish and delegate to a Nominations Committee. The Nominations Committee shall be constituted and regulated as follows:

**Nominations Committee**

- (a) The Nominations Committee shall comprise the following individuals:
  - (i) the President;
  - (ii) the Chair of the Board;
  - (iii) one Council Member;
  - (iv) one Trustee nominated by the Board; and
  - (v) one Chartered Member who is not a Council Member or a Trustee.
- (b) Council shall appoint:
  - (i) the members of the Nominations Committee, having considered any recommendations of the Nominations Committee; and
  - (ii) a chair and may appoint a vice-chair from among the members of the Nominations Committee, having considered any recommendations of the Nominations Committee.
- (c) Council may remove the members of the Nominations Committee (other than the President and Honorary Secretary) at any time.
- (d) The term of office of the President and the Council Member as members of the Nominations Committee shall be their term of office as President and Council Member respectively.
- (e) The term of office of the Chair of the Board as a member of the Nominations Committee shall be his or her term of office as Chair of the Board.
- (f) The term of office of the Trustee as a member of the Nominations Committee shall be three years or until his or her term of office as Trustee comes to an end, whichever is sooner.
- (g) The term of office of the Chartered Member as a member of the Nominations Committee shall be three years or until he or she ceases to be a member, whichever is sooner.
- (h) The Chief Executive Officer may attend and speak but not vote at meetings of the Nominations Committee.

- (i) Proceedings of the Nominations Committee shall be as follows:
  - (i) it shall meet at such times as is required to consider recommendations for appointments under the Byelaws and Regulations;
  - (ii) the quorum for a meeting of the Nominations Committee shall be three members of the Nominations Committee; and
  - (iii) unless otherwise provided by Council in written terms of reference, the meetings and proceedings shall be governed by the provisions of the Byelaws and Regulations regulating the meetings and proceedings of Council.
- G) The Nominations Committee may not sub-delegate its powers and functions.
- (k) Council shall make written terms of reference for the Nominations Committee (including the procedure for making non-binding recommendations) which shall be consistent with the provisions of the Byelaws and these Regulations.

#### 7.10 Minutes of meetings of Council and Council committees

##### 7.10.1 Council must ensure that minutes are made:

- (a) of all resolutions of Council (including, without limitation, decisions of Council made without a meeting); and
- (b) of all proceedings at meetings of Council and of committees of Council;

and any such minute, if purported to be signed or authenticated by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.

##### 7.10.2 Council shall promptly provide to the Chair of the Board a copy of the signed or authenticated minutes from which it may redact any minutes dealing with matters in which a Trustee has a personal interest under Byelaw 7.2.2.

##### 7.10.3 Council must promptly provide copies of Council minutes on the request of a Trustee provided that Council *may* redact any minutes dealing with matters in which a Trustee has a personal interest under Byelaw 7.2.2.

## 8. **Honorary Officers**

### 8.1 The **President**

8.1.1 The President is the most senior Honorary Officer and an ambassador for the RIBA.

8.1.2 In accordance with Byelaw 8.1.2, the President is chair of Council and an Ex-officio Trustee.

8.1.3 In accordance with these Regulations:

- (a) the President presides as chair of General Meetings;

- (b) the President shall be entitled to attend and speak (but not vote) at any meetings of committees of the Board and Council with the exception of meetings convened in relation to action taken under Byelaw 5 (Conduct); and
- (c) the President is a member of the Nominations Committee.

8.1.4 The President, during his or her term of office, may use the affix "PRIBA" or "President of the Royal Institute of British Architects" (and, after completion of his or her term of office, may use the affix "PPRIBA" or "Past President of the Royal Institute of British Architects").

8.1.5 The Council may make written terms of reference setting out the role and responsibilities of the President which shall be consistent with the provisions of these Regulations.

## 8.2 The Honorary Secretary

8.2.1 The Honorary Secretary is responsible for overseeing compliance with the Constitution, the Council Code of Conduct, good governance and any relevant policies and acts as the main contact for the Charity Commission and Privy Council in relation to regulation and reporting for the RIBA.

8.2.2 In accordance with the Byelaws, the Honorary Secretary is an Ex-officio Trustee.

8.2.3 The Honorary Secretary is the returning officer at Council and Presidential elections in accordance with Regulation 7.3.5. The Honorary Secretary may delegate any of the powers or functions which are conferred by the Constitution on him or her as returning officer to any person as he or she thinks fit.

8.2.4 The Council may make written terms of reference setting out the role and responsibilities of the Honorary Secretary which shall be consistent with the provisions of these Regulations.

## 8.3 The Honorary Treasurer

8.3.1 The Honorary Treasurer is responsible for overseeing the finances of the RIBA, working closely with the Audit Committee.

8.3.2 In accordance with the Byelaws, the Honorary Treasurer is an Ex-officio Trustee.

8.3.3 The Council may make written terms of reference setting out the role and responsibilities of the Honorary Treasurer which shall be consistent with the provisions of these Regulations.

## 8.4 Other Honorary Officers

8.4.1 Council may make written terms of reference setting out the role and responsibilities of other Honorary Officers which shall be consistent with the provisions of these Regulations.

## 9. Board of Trustees

9.1 Appointment, retirement and removal of Trustees

9.1.1 The Byelaws provide for how Trustees may be appointed, retire and be removed.

9.2 Decision-making

### **Trustees to take decisions collectively**

9.2.1 Any decision of the Board must be either:

- (a) by decision of a majority of the Board present and voting at a quorate Board meeting (subject to Regulation 9.7); or
- (b) a unanimous decision taken in accordance with Regulation 9.8.

### **9.3 Calling a Board meeting**

9.3.1 The Chair, or two Trustees, may call a Board meeting.

9.3.2 A Board meeting must be called by at least seven Clear Days' notice unless either:

- (a) all the Board agree; or
- (b) urgent circumstances require shorter notice.

9.3.3 Notice of Board meetings must be given to each Trustee.

9.3.4 Every notice calling a Board meeting must specify:

- (a) the place, day and time of the meeting;
- (b) the general nature of the business to be considered at such meeting, which may be provided by agenda;
- (c) if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

9.3.5 Notice of Board meetings must be in Writing.

### **9.4 Participation in Trustees' meetings**

9.4.1 Subject to the Regulations, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

- (a) the meeting has been called and takes place in accordance with these Regulations; and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or electronic conferencing).

9.4.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

9.4.3 If all the Board participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

9.5 Quorum for Trustees' meetings



- 9.5.1** At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 9.5.2** The quorum for Trustees' meetings may be fixed from time to time by a decision of the Board, but it must never be less than three.
- 9.5.3** If the total number of Trustees for the time being is less than the quorum required, the Board must not take any decision other than a decision to appoint further Trustees in accordance with Byelaw **9.1.9**.
- 9.6** Chairing of Trustees' meetings
- 9.6.1** The Chair, if any, or in his or her absence another Trustee nominated by the Trustees present, shall preside as chair of each Trustees' meeting.
- 9.7** **Casting vote**
- 9.7.1** If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 9.7.2** Regulation **9.7.1** does not apply if, in accordance with these Regulations, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 9.8** **Unanimous decisions without a meeting**
- 9.8.1** A decision is taken in accordance with this Regulation **9.8** when all of the Board indicate to each other by any means (including without limitation by Electronic Means) that they share a common view on a matter. The Board cannot rely on this Regulation to make a decision if one or more of the Trustees has a conflict of interest which, under Regulation **9.9**, results in them not being entitled to vote.
- 9.8.2** Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in Writing.
- 9.9** Trustee interests and management of conflicts of interest
- 9.9.1** Declaration of interests
- (a) Unless Regulation **9.9.1** (b) applies, a Trustee must declare the nature and extent of:
- (i) any direct or indirect interest which he or she has in a proposed transaction or arrangement with the **RIBA**; and
- (ii) any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the RIBA or his or her duties to the RIBA.
- (b) There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

## 9.9.2 Participation In decision-making

- (a) If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the RIBA, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- (b) If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the RIBA, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
  - (i) the decision could result in the Trustee or any person who is connected with him or her receiving a benefit other than:
    - (A) any benefit received in his, her or its capacity as a beneficiary of the RIBA and which is available generally to the beneficiaries of the RIBA in accordance with Article 4.5.1 of the Supplemental Charter;
    - (B) the payment of premiums in respect of indemnity insurance in accordance with Article 4.5.6 of the Supplemental Charter;
    - (C) payment under the indemnity set out at Article 5 of the Supplemental Charter; and
    - (D) reimbursement or payment of expenses in accordance with Article 4.5.2 of the Charter; or
  - (ii) a majority of the other Trustees participating in the decision-making process decide to the contrary,in which case he or she must comply with Regulation 9.9.2(c).
- (c) If a Trustee with a conflict of interest or conflict of duties is required to comply with this Regulation 9.9.2(c), he or she must:
  - (i) take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
  - (ii) not be counted in the quorum for that part of the process; and
  - (iii) withdraw during the vote and have no vote on the matter.

## 9.9.3 Continuing duties to the RIBA

- (a) Where a Trustee or person connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Regulations in respect of that conflict:

- (i) the Trustee shall not be in breach of his or her duties to the RIBA by withholding confidential information from the RIBA if to disclose it would result in a breach of *any* other duty or obligation of confidence owed by him or her: and
- (ii) the Trustee shall not be accountable to the RIBA for *any* benefit expressly permitted under these Regulations which he or she or *any* person connected with him or her derives from *any* matter or from any office, employment or position.

9.9.4 The Board must ensure a register of Trustees' interests is kept.

#### 9.10 **Board Standing Committees**

9.10.1 The Byelaws provide for the Board to establish and delegate to an Audit Committee. The Audit Committee shall be constituted as follows:

##### **Audit Committee**

- (a) The Audit Committee shall comprise at least three individuals who shall include:
  - (i) at least one Trustee;
  - (ii) at least one Council Member; and
  - (iii) at least one independent person (who is not a member of the RIBA) who in the opinion of the Board have recent and relevant financial experience.
- (b) The Board shall appoint:
  - (i) the members of the Audit Committee, having considered *any* recommendations of the Nominations Committee: and
  - (ii) a chair and may appoint a vice-chair from among the members of the Audit Committee, having considered any recommendations of the Nominations Committee.
- (c) The Board may remove the members of the Audit Committee (other than the Chair of the Board) at any time.
- (d) The Board shall make written terms of reference for the Audit Committee which are consistent with the Byelaws and these Regulations and shall set out the terms of office of members in addition to any matters required under the Byelaws and these Regulations.
- (e) The function of the Audit Committee is to oversee the RIBA's internal audit and control procedures and the relationship with its external auditor as further prescribed in the terms of reference.

9.10.2 The Byelaws provide for the Board to establish and delegate to a Remuneration Committee. The Remuneration Committee shall be constituted as follows:

## **Remuneration Committee**

- (a) The Remuneration Committee shall comprise at least three and not more than seven individuals who shall include:
  - (i) the Chair of the Board; and
  - (ii) two Trustees, at least one of whom is a Council Member and both of whom, in the opinion of the Board, have recent and relevant experience,
- (b) The Remuneration Committee may include at least one independent person (who is not a member of the RIBA) who in the opinion of the Board has recent and relevant experience.
- (c) The Board shall appoint:
  - (i) the members of the Remuneration Committee, having considered any recommendations of the Nominations Committee; and
  - (ii) a chair and may appoint a vice-chair from among the members of the Remuneration Committee, having considered any recommendations of the Nominations Committee.
- (d) The Board may remove the members of the Remuneration Committee at any time.
- (e) The function of the Remuneration Committee is to oversee the RIBA's remuneration policy and the remuneration of the executive, the President and any other Trustees subject to the Constitution and as further prescribed in written terms of reference.
- (f) The Board shall consider the recommendations of the Remuneration Committee in relation to the remuneration of the President.
- (g) The Board shall make written terms of reference for the Remuneration Committee which shall be consistent with the Byelaws and these Regulations and set out the terms of office of members of the Remuneration Committee in addition to any matters required under the Byelaws and these Regulations.

9.10.3 The Board shall establish a Membership Committee, an Honours Committee and a Fellow Assessment Panel and make written terms of reference for such committees which shall be consistent with the Byelaws and these Regulations.

## **9.11 Other committees**

9.11.1 The Byelaws provide for the Board and Council to establish, and delegate to, committees.

9.11.2 Subject to Byelaw 7.2.2, the President and any other Trustee shall be entitled to attend and speak at any meeting of a committee of the Board and Council with the exception of meetings convened in relation to action taken under Byelaw 5 (Conduct).

## **9.12 Minutes of meetings of the Board and Board committees**

9.12.1 The Board must ensure that minutes are made:

- (a) of all resolutions of the Board and of committees of the Board (including, without limitation, decisions of the Board made without a meeting); and
- (b) of all proceedings and meetings of the Board and of committees of the Board;

and any such minute, if purported to be signed or authenticated by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.

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

10.1 The Board shall make Rules dealing with matters relating to Regions, Branches and Chapters, divisions and alliance arrangements, of the RIBA.

## 11. Execution of deeds and documents

11.1 A deed shall be executed by the RIBA by the affixing of the Common Seal.

11.2 A simple contract may be made:

11.2.1 by the RIBA, by the affixing of the Common Seal; or

11.2.2 on behalf of the RIBA, by a person acting under the authority of the Board.

11.3 The Common Seal shall be affixed with the authority of the Board and in the presence of at least one of the Trustees and either:

11.3.1 another Trustee; or

11.3.2 the Chief Executive Officer

who shall sign the instrument to which the Common Seal is affixed.

## 12. **Regulations**

12.1 Bye law 12 provides for how Regulations may be made, added to, amended or revoked from time to time.

## 13. **Rules**

13.1 A power to make Rules in these Regulations includes a power to add to, amend or revoke such Rules.

13.2 In the event of conflict between the provisions of any Rules and the provisions in the Supplemental Charter, Byelaws and Regulations, the provisions in the Supplemental Charter, Byelaws and Regulations shall prevail.

## 14. **Irregularities**

14.1 The proceedings at any meeting of the members of the RIBA, Council or Board or on the taking of any ballot or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-

receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.