Regulations

MADE BY COUNCIL UNDER THE CHARTER AND BYELAWS OF THE ROYAL INSTITUTE OF BRITISH ARCHITECTS

Revised to May 2017
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1. MEMBERSHIP

Eligibility for Chartered Membership

1.1 A person shall be eligible for election as a Chartered Member who has the following qualifications and experience:-

(a) has passed RIBA-recognised Parts 1, 2 and 3 examinations in architecture from a school of architecture in the UK or overseas; or

(b) has passed RIBA-recognised Parts 1 and 2 examinations in architecture from a school of architecture in the UK or overseas and has two years post-qualification professional experience overseas (this route to membership is not applicable to persons practising in the UK); or

(c) has been awarded a qualification in architecture which is covered by the Professional Qualifications Directive (2005/36/EC), has access to the profession of architect in the country in which the qualification was gained, and has a minimum of two years of professional practical experience; or

(e) has been awarded qualifications which are recognised by, and is a current member of, an overseas institute included in a list approved by Council (this route to membership is not applicable to persons practising in the UK); or

(f) has been awarded RIBA-recognised Parts 1 and 2 via the ARB Prescribed Examination and has passed an RIBA-recognised Part 3; or

(g) has been awarded RIBA Parts 1 and 2 after individual assessment by the RIBA (this route to membership is not applicable to persons practising in the UK).

Eligibility for Fellow Membership

1.1A A person shall be eligible for election as a Fellow Member who has the following qualifications and attributes:-

(a) has been elected as a Chartered Member of the RIBA and continues to be a Chartered Member;

(b) has satisfied the Fellow Assessment Panel that he or she is a fit and proper person to be a Member of the RIBA and suitable candidate to be elected as a Fellow of the RIBA, meeting three or more of the following criteria:
   1. to have received an honour or an award for a significant contribution in architecture;
   2. to have led or played a proactive role in a project that has had a positive social or environmental impact at a local, regional, national, or international level;
3. to have contributed to the advancement or thought leadership of architecture through education, research or development or use of technology;

4. to have served on a local, regional, national or international working group that has affected change, influenced or supported architecture or the built environment;

5. to have made a significant contribution to architecture through local, regional, national or international initiatives and activities.

Eligibility for Associate Membership

1.2 Eligibility

A person shall be eligible for election as an Associate Member who has the following qualifications and experience:

(a) has passed RIBA-recognised Parts 1 and 2 examinations in architecture (or an examination approved by Council as providing exemption) –Route (a); or

(b) has been awarded an architectural qualification consisting of a minimum of five years of academic study which is listed in the European Union Directive (2005/36/EC), and is currently working towards the 5 years post-qualification professional experience required for Chartered Membership –Route (b).

1.3 Cessation of Membership

Eligibility for Associate Membership shall cease when:
Route (a): an RIBA-recognised Part 3 examination in architecture has been passed in the preceding year; or
Route (b): five years post-qualification experience has been completed in the preceding year

1.4 If Associate Membership ceases in accordance with either of the preceding provisions, the Member affected shall neither be liable to pay any further subscription nor entitled to a refund, and the Associate Membership shall cease on 31 December in the year in which eligibility ceased.

1.5 Associate Membership shall cease with immediate effect on election to Chartered Membership.

Eligibility for Student Membership

1.6 Eligibility

A person who is a bona fide student studying on an RIBA-recognised Part 1 or Part 2 course of study, or undertaking professional experience after completing Part 1 but prior to commencing Part 2 shall be eligible for election as a Student Member.
1.7 **Cessation of Membership**

Eligibility for Student Membership shall cease:

(a) when an RIBA-recognised Part 2 has been passed in the preceding year, or

(b) if renewal of membership would result in a period of continuous membership exceeding ten years; or

(b) after ten years (including any period of suspension) from the date on which the Student Member commenced study on an RIBA-recognised Part 1 or Part 2 Course. This period may be extended at Council's discretion upon application from any Student Member whose membership would be terminated by this rule.

1.8 If Student Membership ceases in accordance with any of the preceding provisions, the Member affected shall neither be liable to pay any further subscription nor entitled to a refund, and the Student Membership shall cease on 31 August in the year in which eligibility ceased or immediately on election to a different class of Membership.

**Eligibility for the Affiliate Class**

1.9 A person shall be eligible for election as a member of the Affiliate Class who

(a) has completed an RIBA-recognised Part 1 examination in architecture and who does not currently intend to take any further qualifications; or

(b) is a co-professional in a related architectural field (See Appendix A.i – Affiliate Eligibility Criteria).

1.10 Eligibility for membership of the Affiliate Class shall cease immediately upon a person becoming eligible for Chartered, Associate or Student Membership, whereupon that person shall neither be liable to pay any further subscription nor entitled to a refund of subscription. Membership of the Affiliate Class shall cease on the anniversary of the date of joining this class or immediately on election to a different class of Membership.

1.11 Council may terminate membership of the Affiliate class at any time and is not obliged to give a reason.

**Eligibility for Honorary Membership**

1.12 **Honorary Fellows**

Any person who is ineligible for Chartered Membership may be elected as an Honorary Fellow in acknowledgement of his or her significant contribution to the advancement or practice of architecture or the development of the profession.

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1 The term ‘co-professional’ shall be determined by the Professional Services Board.
1.13 If a recipient of the Royal Gold Medal is eligible to be an Honorary Member the President shall propose that individual for election as an Honorary Fellow.

1.14 **International Fellows**

Any person who

(a) is an architect outside the United Kingdom, and
(b) is not a citizen of the United Kingdom, and
(c) may or may not already be a Chartered Member of the Royal Institute, and
(d) has a demonstrable interest in the objects of the Royal Institute, and
(e) exhibits distinction and breadth of contribution to architecture

may be elected as an International Fellow of the Royal Institute.

**Eligibility for the Academic Institution Class**

1.15 An academic institution may be eligible for membership of the Academic Institution Class provided it:

a) Delivers an RIBA Validated architecture course or
b) Delivers an architecture course with RIBA Candidate Course status

c) Delivers an RIBA validated professional examination

1.16 Cessation of Academic Institution Class Membership

Membership will cease immediately if the academic institution no longer complies with the eligibility requirement.

**Fit and Proper Person**

1.17 Irrespective of a candidate meeting the relevant qualifying criteria in the preceding Regulations, no candidate shall be elected to any membership class unless Council is satisfied that he or she is a fit and proper person to be a member of the Royal Institute. (See also Regulation 1.29.)

**Rights and Privileges of Members**

1.18 No person or academic institution elected as a member of the Royal Institute shall be entitled to any of the rights and privileges of his or her particular membership class until:

(a) the first annual subscription applicable to the relevant class or sub-class of membership has been paid; and
(b) the Chief Executive has received a signed declaration in accordance with Regulation 1.18 for the class or sub-class of membership in question.

1.19 Subject to Regulation 1.16, the rights and privileges of members shall be as follows:

(a) **Membership of Regions and Branches** (See Section 7)
   Every Chartered, Associate and Student Member resident in the United Kingdom shall be a member of, and on the electoral register of, one of the regions listed in Appendix I-a or I-b; and
   (i) Within that region, every Chartered, Associate and Student Member shall be a member of a relevant branch or chapter (such branches and chapters being listed in Appendix I–a and Appendix I-b); and
   (ii) Membership of a Branch, Chapter and Region shall not require the payment of any additional subscription;

(b) **Directory of Members**
   the names and addresses of Chartered Members may be included in the Royal Institute’s Internet-based directory of members at their specific request; and

(c) **Use of Institute’s Amenities**
   all members shall have the right to use the library of the Royal Institute and to have access to those parts of the Royal Institute’s premises set aside for members’ use.

**Admission to Membership**

1.20 Application forms for membership shall be in a standard form approved by the Membership Committee.

1.21 **Declaration of Eligibility**
   A candidate for admission to membership shall sign a written declaration or make a digital confirmation (in a form provided by the RIBA) that he or she is eligible for the class of membership for which application is made.

1.22 The names of all candidates for admission to membership shall be submitted for election as follows:

(a) **Chartered, Fellow, Associate Member and Student Members**
   (i) The names of all candidates (including those for readmission except where reinstatement is sought following disciplinary procedures) will be submitted to the Membership Admissions Committee which consists of the Honorary Secretary, the VP Membership and one other Member of Council to be approved by Council. The Committee may invite one or two other Members of Council to act as alternate Committee members from time to time as required
The names of candidates and their proposed class of membership will be submitted by the Membership Services Department to the Membership Admissions Committee in accordance with an agreed schedule, following verification that the candidates are eligible for election.

In addition to the above, details of candidates to be Fellows of the RIBA shall be supported by a recommendation in favour of the candidate by an affirmative vote of at least two thirds of the Fellow Assessment Panel. The Fellow Assessment Panel shall be appointed by the Membership Committee and shall comprise not more than 6 and not less than 8 individuals, with a majority of Members of the RIBA, as follows:

- President RIBA;
- Two existing Fellows or Members of RIBA Council;
- Other Members selected from Current or Past Senior Leaders in the construction sector (including construction professions), Clients experienced in the delivery of architectural projects and Academics who have expertise in and knowledge of design, research and technology.

The Membership Admissions Committee will consider each application for membership and shall decide whether the candidate is elected to membership. The Membership Admissions Committee will provide to Council at Council meetings a list of the names of candidates elected together with their class and electoral region.

Every election to membership shall be made by an affirmative vote of at least two thirds of the Membership Admissions Committee.

(b) **Honorary Members and International Fellows**

Nominations shall be submitted to Council by the President on the recommendation of the Honours Committee. Each nomination shall include a statement which explains the reason for that candidate’s selection.

(c) **Academic Institution Class**

The names of all candidates shall be submitted to the Education Committee together with verification of their eligibility. The Education Committee will consider each application and shall decide whether the candidate is elected to membership. The Education Committee will provide to Council at Council meetings a list of the names of candidates elected.

1.23 **Declaration of Compliance**

Declarations signed in writing or confirmed digitally (in a form provided by the RIBA) are required as follows from:
(a) **Chartered Members, Associate Members, Student Members, Academic Institutions and Affiliates**

that they are willing to be bound by the Charter and Byelaws, by any Regulations made under the authority of the Byelaws, and by the Code of Professional Conduct promulgated by Council under the Byelaws, and

(b) **Honorary Members and International Fellows**

that they will uphold and support the charitable aspirations and purpose of the Royal Institute.

1.24 **Commencement of Membership**

Chartered, Associate and Student Membership shall commence for all purposes from the date of election by the Membership Admissions Committee, provided that:

(a) the relevant subscription is paid, and

(b) the Chief Executive receives the signed declaration.

If the subscription is not paid and/or the signed declaration is not received by the Chief Executive within two months of the meeting of the Membership Admissions Committee at which the candidate is elected, then the election of the candidate shall become void and that fact shall be reported to Council.

(c) Membership of the Affiliate Class shall commence from the day that the subscription is processed, provided that the Royal Institute has received a signed declaration in accordance with Regulation 1.20 (a) above.

(d) Membership of the Academic Institution Class shall commence from the day that the subscription is processed, provided that the Royal Institute has received a signed declaration in accordance with Regulation 1.21 (a) above.

1.25 **Membership Subscription Period**

Membership Subscriptions are payable annually

(a) For Chartered, Associate Members and Affiliates the annual subscription period is the calendar year 1 January to 31 December.

(b) For Student Members the annual subscription period is based on the academic year, beginning on 1 September.

**Resignations**

1.26 Council shall not accept a resignation tendered in accordance with Byelaw 2.5 by any member whose conduct is the subject of an investigation under the Disciplinary Procedure Regulations at Appendix L.

**Disqualification from Membership**
1.27 **Criminal Conviction**
A member shall be automatically expelled if convicted in any proceedings in relation to which a sentence of imprisonment of twelve months or more may be imposed. Upon receipt of confirmation of the conviction from the court, the member shall be notified immediately of his or her expulsion, in writing, by the Chief Executive.

1.28 A conviction of any kind (as evidenced by a certificate of conviction) shall constitute misconduct, but where the potential sentence is under twelve months, the matter shall be referred to an RIBA hearing panel to determine the appropriate sanction according to the circumstances. The right to appeal against the decision shall be as set out in Appendix L (Disciplinary Procedures).

1.29 A person expelled under Regulation 1.26 may apply to the Professional Standards Office for reinstatement to membership when the sentence has expired. Such an application will be considered by an Appraisal Team selected in accordance with these regulations (see Appendix L, schedule 1, paragraph 5) and a recommendation made to Council.

1.30 **CPD Policy**
All practising Chartered Members are obliged to undertake continuing professional development (CPD) in accordance with the Council’s currently-approved scheme (see Byelaw 2.8 (a)). Council may revise this scheme from time to time. Members shall submit to the Royal Institute evidence of the CPD they have undertaken by way of CPD record sheets when requested and the Royal Institute shall monitor compliance through annual random sampling of the membership. Any member who is discovered not to have undertaken sufficient CPD to meet the requirements of the scheme shall be offered the opportunity to remedy the deficiency. The specific requirements and procedures for CPD compliance are set out in Appendix P.

**Readmission**
1.31 Reinstatement to membership shall not be automatic if, after membership ceases, the Royal Institute receives evidence which calls into question the former member’s professional conduct. In such circumstances any request for readmission will be considered by an Appraisal Team selected in accordance with these regulations. In reaching a decision, the Appraisal Team shall take into account the legitimate rights and interests of the candidate. The names of those candidates whom the Appraisal Team decides should be reinstated to membership shall be submitted to Council for election. Applicants whose readmission has been refused shall have the right to appeal against the decision to the Independent Dispute Resolution Service.

### 2. **SUBSCRIPTIONS**

**Applicability**
2.1 For the purpose of calculating the subscription due (in accordance with the table of rates at Appendix B) the following shall apply:

(a) Date of Qualification
   (i) Chartered Members: This shall be the year in which a person qualifies as an architect and becomes eligible for Chartered Membership
   (ii) Associate Members: This shall be the date in which the individual passed his or her RIBA Part 2 or otherwise qualifies for Associate Membership
   (iii) Student Members: This shall be the year in which a person becomes eligible for Student Membership
   (iv) Affiliate Members: This shall be the year in which a person becomes eligible for Affiliate Membership

(b) Year of First Election
   This shall be the year in which a member is first elected to his or her particular membership class, regardless of any subsequent resignation or disqualification from Membership or reinstatement.

(c) Reduced Rates
   A Member experiencing financial or personal difficulty may be entitled to a reduced subscription. Application for a reduced subscription shall be submitted in a standard form. Any reduced subscription shall be granted at the Membership Committee’s discretion.

(d) First Payment by New Members
   First year payments will be calculated on an appropriate pro rata basis
   Thereafter, members shall pay the annual subscription for their membership category as specified in Appendix B, taking into account any reductions granted at the Council’s or the Membership Committee’s discretion (see Regulations 2.1 (c).

(e) Refunds
   The Institute will not normally refund an annual subscription in the event of resignation, suspension, expulsion or change in circumstances. However, refunds may be made in exceptional circumstances at the Membership Committee’s discretion.

2.2 Chartered Members
   Chartered Members shall pay the applicable annual subscription specified in Appendix B. Fully retired Chartered Members, who meet the criteria approved by Council, shall pay the retired Members rate specified in Appendix B. If payment is not received until after 1 March, a penalty charge for late payment may be imposed at Council’s discretion.
2.3 **Associate Members, Student Members, Academic Institution Members and Members of the Affiliate Class**

Associate Members, Student Members, Academic Institution Members and Members of the Affiliate Class shall pay the applicable annual subscription specified in Appendix B.

2.4 **Change in Circumstances**

Any member in any membership class who changes his or her place of residence or full-time work shall neither be entitled to a reduction of subscription nor liable to pay an additional subscription for the year in which such change occurred.

**Subscription Arrears**

2.5 **A Chartered member whose annual subscription is in arrears for a period exceeding four months shall be sent a reminder notice by the Chief Executive. If the member does not pay all arrears within four weeks of the notice being served, membership may be suspended until the arrears have been paid, or the member may be expelled. The provisions for dealing with arrears of members in other membership categories shall be determined by Council from time to time and the current rules shall be included in Appendix B.**

2.6 **A member who is expelled from membership under this Regulation may be reinstated by the Council which may require the additional payment of**

(a) a re-entry fee, and
(b) all arrears of subscription which were due at the date of expulsion, and
(c) all or any part of any expenses or costs incurred by the Royal Institute in consequence of the default.

2.7 **A member who resigns from membership owing subscription to the Royal Institute may be reinstated by the Council which may require, as a condition of readmission, payment of the all the arrears due at the time of the resignation.**

2.8 **Mode of Payment**

A member may arrange to pay the subscription by equal instalments subject to compliance with the instructions printed on the annual subscription notice. Payment by instalments shall not incur any action under Byelaw 3.3.

### 3. COUNCIL

**Distribution of Seats**

3.1 The elected seats on Council as prescribed in Byelaw 5.3 shall be distributed as follows:

(a) Nationally Elected Members 18
(b) Regionally Elected Members 35
(c) Overseas Elected Members 2

and in accordance with Byelaw 5.1 there are also:
(d) Associate Member Representative 1
(e) Student Member Representatives 2
(f) Additional Members (co-optees) up to 5

Terms of Office for all seats are as set out in Byelaw 5.1.

3.2 The number of Regionally Elected Members to be elected by each region (including the Presidents of the Royal Incorporation of Architects in Scotland (RIAS), the Royal Society of Ulster Architects (RSUA), and the Royal Society of Architects in Wales (RSAW) if they are Chartered Members) shall be:

<table>
<thead>
<tr>
<th>Name of Region</th>
<th>Number Returned</th>
</tr>
</thead>
<tbody>
<tr>
<td>RIBA East</td>
<td>2</td>
</tr>
<tr>
<td>RIBA East Midlands</td>
<td>2</td>
</tr>
<tr>
<td>RIBA London</td>
<td>8</td>
</tr>
<tr>
<td>RIBA North East</td>
<td>2</td>
</tr>
<tr>
<td>RIBA North West</td>
<td>2</td>
</tr>
<tr>
<td>RIBA South East</td>
<td>2</td>
</tr>
<tr>
<td>RIBA South</td>
<td>2</td>
</tr>
<tr>
<td>RIBA South West</td>
<td>2</td>
</tr>
<tr>
<td>RIBA Wessex</td>
<td>2</td>
</tr>
<tr>
<td>RIBA West Midlands</td>
<td>2</td>
</tr>
<tr>
<td>RIBA Yorkshire</td>
<td>2</td>
</tr>
<tr>
<td>RIAS (Scotland)</td>
<td>3</td>
</tr>
<tr>
<td>RSAW (Wales)</td>
<td>2</td>
</tr>
<tr>
<td>RSUA (Northern Ireland)</td>
<td>2</td>
</tr>
</tbody>
</table>

The number of Regionally Elected Members to be returned by each region (within the overall figure prescribed in Regulation 3.1) shall be reviewed by Council at intervals of no more than three years.

**Session**

3.3 A session shall be from 1 September until 31 August the following year.

**Chairman**

3.4 The President shall be Chairman of Council, or in the President’s absence, the chair will be taken by the President Elect or Immediate Past President. If he or she is also absent, the chair shall be taken by one of the Honorary Officers present, with the agreement of the members of Council (in accordance with Byelaw 10.2 (f)).

**Meetings and Quorum**
3.5 In accordance with Byelaw 5.18, Council may determine when, where and with what frequency it meets, and the quorum shall be twenty-five per cent of the total number of Council Members.

**Conduct of Business**

3.6 The conduct of business shall be in accordance with the Standing Orders for Debate and, as far as possible, in accordance with the Model Council Agenda as respectively set out in Appendices C and D.

**Confidentiality**

3.7 If the President, Honorary Secretary, or the RIBA Board so decide, the Chief Executive shall classify a Council paper as ‘Confidential’ and shall specify to whom the paper is confidential, how long the paper must remain confidential, and the reason for the confidentiality. The provisions for confidentiality are attached at Appendix E.

**Admission of Press to Council Meetings**

3.8 The press may be admitted to meetings of Council. Admission of the press shall be at the discretion of the President, or in his or her absence, the Honorary Secretary in consultation with the Chief Executive. Priority shall be given to the weekly professional and technical press. Unless marked ‘Confidential’ Council papers may be issued to the press in advance of Council meetings or made available at the meeting.

**Members’ Declaration of Interest**

3.9 (a) All members of Council and the boards shall be asked to declare in writing any interests which they judge to be relevant to their Council or board membership in accordance with Council policy. These should include commercial interests and membership of other societies, institutes, political parties or other bodies. (Guidance on what should be considered in making a declaration is provided in Appendix Q).

(b) **Register of Declared Interests**

Declarations shall be entered into a Register of Declared Interests, which shall be maintained in the Library at the Royal Institute’s headquarters. This register will be open to inspection, upon request, by any visitor to the Library during opening hours and the register will be displayed for scrutiny at each Council and board meeting. Members of Council and boards will be expected to declare any new interests that arise during their terms of office for entry in the Register of Declared Interests.

(c) Members of Council, boards and committees will declare any interest which they judge to be relevant to an item that arises for discussion or decision, whether or not that interest had been previously declared.
Resignations

3.10 In accordance with Byelaw 5.14, Members of Council and Honorary Officers (see Regulation 6.5) may resign their seat by notification in writing to the President and Chief Executive, who shall inform Council at its next meeting. If the resignation is accepted it will be effective from that date. An Honorary Officer who resigns from an elected seat must also resign his or her honorary office, and Council may accept or reasonably reject both resignations.

Removal from Office

3.11 In accordance with Byelaw 5.16, a member of Council or an Honorary Officer may be removed from office by resolution of a Special General Meeting.

(a) The Chief Executive shall send a letter by Special Delivery to inform the member concerned of the impending convention of a Special General Meeting to discuss his or her removal from office, and shall invite written representations for dispatch with the notice of meeting.

(b) Notice of the Special General Meeting together with any written representation received from the member concerned shall be sent separately by the Chief Executive and shall not be published in any publication of the Royal Institute.

(c) No other business shall be discussed at the Special General Meeting and the discussion at such meeting shall not be divulged. The Member of the Council or Honorary Officer concerned (whether or not a Chartered Member) shall be entitled to be present at and to address the meeting either in person or through a friend.

4. ELECTIONS TO COUNCIL

Nationally Elected, Regionally Elected and Overseas Elected Seats

4.1 Eligibility
All candidates must be current Chartered Members of the Royal Institute.

4.2 Notification of an Election
Four months (and not less than sixteen weeks) before the deadline for the receipt of members’ votes, all Chartered Members shall be informed of the following:

(a) the number and type of seats on Council which will be available for re-election for the forthcoming session; and

(b) the members of Council who will continue to serve in the forthcoming session (i.e. whose terms are unexpired).
Chartered Members shall be invited to submit nominations for the available seats. Guidance notes for candidates are attached at Appendix F.

4.3 (a) The method of nomination for all types of seat (including the Presidency) shall be approved by Council. The current requirements are explained in Appendix F.

(b) The nomination period shall be six weeks.

(c) Nomination papers may be submitted electronically, but where they contain members’ signatures those signatures should be made by hand and not digital signatures. The approved forms may be scanned and emailed or the originals may be posted or otherwise delivered. Overseas Members will be allowed an additional two weeks after the close of nominations in which to submit the originals of any documents which were faxed in order to meet the deadline.

(The time allowances for submissions are explained in Appendix F.)

4.4 Multiple Nominations
In accordance with Byelaw 5.9 no candidate may be nominated for more than one type of seat, with the exception of the Presidency and Vice President Membership. Should multiple nominations occur, the nomination for a Nationally Elected seat will be voided, but the other nomination may stand. Members may nominate as many candidates as there are seats available in the relevant category.

4.5 Declaration
All candidates must declare in writing:
• that they are willing, if elected, to serve on Council in the seat for which they are standing; and
• any commercial interests or membership of other societies, institutes, political parties or other bodies which might be relevant if they were elected.

These declarations must be submitted with their nomination.

4.6 Statement
All candidates must submit standard biographical details, an up-to-date passport photograph of themselves and an election statement, within a template which will be provided on the Royal Institute’s web-site. The content of the statement is at the candidate’s own discretion. Damaging or inaccurate remarks about any other candidates or the Institute are prohibited. If necessary, the Returning Officer (see paragraph 4.8 below) will be asked to adjudicate on contentious or erroneous content before publication and the candidate may be required to make deletions or revisions.

4.7 Validity of Nominations
For a candidacy to be valid, the nomination forms, signed declaration and completed electronic template must all be received by the deadline set under Regulation 4.3 (b) and (c). If a nomination is incomplete at the end of the
nomination period the candidacy will be invalid unless there are exceptional circumstances which explain the absence (or delay in submission) of the missing items to the satisfaction of the Returning Officer. In any event, no late submission of any required document will be accepted beyond seven days after the close of nominations, and no new candidates will be accepted during this time.

4.8 **Returning Officer**

The Chief Executive shall be the Returning Officer. Should a decision be necessary on the validity or acceptability of a nomination, it shall be taken by the Returning Officer. That decision shall be binding.

4.9 **Unopposed Seats and Vacancies**

If the number of candidates matches the number of seats available, those candidates shall be deemed to have been elected to the seats for which they have been nominated. If there are insufficient candidates for the seats available, the unfilled seats shall remain vacant for the session, but shall be available for election again the following year, and the successful candidate(s) shall hold office for the unexpired portion of the term.

**Nomination of Candidates for Nationally Elected Seats**

4.10 **Eligibility and Nominators**

In accordance with Byelaw 5.7, candidates shall be current Chartered Members and shall be nominated by seven fellow current Chartered Members whose names shall be listed in the election leaflet with the candidate’s biographical details and statement.

4.11 **Electorate**

The electorate shall be the entire current chartered membership of the Royal Institute.

4.12 **Vacancies in Nationally Elected Seats**

If a vacancy occurs at any time up to two and a half years into a term of office the candidate who received the highest number of votes among those who were not elected in the most recent elections, shall take the seat for the unexpired portion of the term. A vacancy which occurs in the last six months of a term of office shall remain unfilled until the next round of elections.

**Nomination of Candidates for Regionally Elected Seats**

4.13 **Eligibility**

In accordance with Byelaw 5.8, all candidates for Regionally Elected seats must be on the electoral register of the region where the seat is available.

4.14 **Electorate**

The electorate shall be all the Chartered Members on the electoral register for that region (see Regulation 7.5).
4.15 **Nominations by the Regional Council**

The Regional Council in each electoral region (see Section 7) shall adopt a method for choosing candidates for nomination. Once selected and approved, the Regional Council shall submit its nominations to the Chief Executive within the same nomination period specified in the published election notification (see Regulation 4.3).

4.16 **Nominations by individual regional members**

A candidate who is not nominated by his or her Regional Council must be nominated by seven current Chartered Members whose names are on the same electoral register for the same region in which the seats are available. The names of the seven nominators shall be listed in the election leaflet with the candidate’s biographical details and statement.

4.16A Whether nominated by a Regional Council in accordance with Regulation 4.15 or by individual regional members in accordance with Regulation 4.16, the duties of Regionally-Elected Members of Council shall include the following:
- to attend the meetings of their Regional Council;
- to make themselves available to be contacted by regional members; and
- to make themselves available to be contacted by other members of Council.

4.17 **Vacancies in Regionally Elected Seats**

(a) If a vacancy occurs at any time during the first two years of a term of office, it shall be filled by a by-election conducted in the same way as an election for a Regionally Elected Member who would serve a full term. The same criteria for nominations shall apply and the election shall be conducted at the next round of annual elections to the Council. The successful candidate shall hold office for the unexpired portion of the term.

(b) If the vacancy occurs during the last twelve to six months of the term, the vacancy shall be filled as follows.

(i) the Chief Executive shall inform the relevant Regional Chairman, who shall write to all members of the Regional Council to invite nominations of Chartered Members to fill the vacancy.

(ii) Candidates shall be proposed and seconded by members of the Regional Council.

(iii) Nominations shall be returned to the Regional Chairman within three weeks and shall be accompanied by a declaration from each candidate that, if elected, he or she is willing to serve as a Regionally Elected Member for the remainder of the term of office.

(iv) Where a ballot is necessary it shall either be held during the Regional Council meeting which follows the deadline for receipt of nominations or,
at the discretion of the Regional Chairman, by postal ballot of the members of the Regional Council.

(v) The successful candidate shall hold office until 31 August.

However, if the vacancy occurs during the last six months of the term of office, it may remain unfilled at the Regional Council’s discretion.

Nomination of Candidates for Overseas Elected Seats

4.18 Eligibility and Nominators
In accordance with Byelaw 5.8, all candidates for Overseas Elected seats must have an address outside the United Kingdom, and shall be nominated by seven current Chartered Members whose addresses are also outside the United Kingdom. The names of the seven nominators shall be listed in the election leaflet with the candidate’s biographical details and statement.

NB. ‘Overseas’ is defined as a region of the Royal Institute.

4.19 Electorate
The electorate shall be all current Chartered Members whose addresses are outside the United Kingdom.

4.20 Vacancies in Overseas Elected Seats
(a) If a vacancy occurs at any time during the first two years of a term of office, it shall be filled by a by-election conducted in the same way as an election for an Overseas Elected Member who would serve a full term. The same criteria for nominations shall apply and the election shall be conducted at the next round of annual elections to the Council. The successful candidate shall hold office for the unexpired portion of the term.

(b) If a vacancy occurs during the last year of a term of office the seat shall remain vacant for the rest of the term.

Nomination of Candidates for Associate Members of Council

4.21 Eligibility
(a) Candidates must be Associate Members or eligible to be Associate Members at the beginning of the Council session

(b) A person who meets the criteria for Associate Membership but who is not an Associate Member shall nevertheless be eligible for nomination. However, if elected, he or she must apply for Associate Membership before the first Council meeting in the session, and failure to do so will result in the election being declared void and a casual vacancy shall be deemed to have arisen.

4.22 Electorate
The electorate shall be all current Associate Members of the Royal Institute.

4.23 Notification of Election
Around four months (and not less than sixteen weeks) before the deadline for the receipt of the votes, the Chief Executive shall write to all Associate Members inviting nominations for the Associate Member seat on Council.

4.24 Nominations, Declaration and Statement
Any candidate for an Associate Member seat must be nominated by seven other Associate Members or Chartered Members of the Institute whose names shall be listed in the election leaflet with the candidate’s biographical details, passport photograph of himself or herself and election statement (see below). Nominations shall be accompanied by:
- a declaration that the candidate is willing, if elected, to serve as an Associate Member of Council, and
- standard biographical details and an election statement, within an electronic template which will be provided. The content of the statement is at the candidate’s discretion. Damaging or inaccurate remarks about any other candidates or the Institute are prohibited. If necessary, the Returning Officer will be asked to adjudicate on contentious or erroneous content before publication and the candidate may be required to make deletions or revisions. The validity of a candidacy shall be as set out in Regulation 4.7.

4.25 Term of Office
(a) An Associate Member shall be elected for a one year term. A further consecutive year may be served, without the need for re-election, if the Associate Member makes an application in writing to the Chief Executive by 28th February in the first year of office.

(b) An Associate Member may be elected for further terms provided that the total number of consecutive years served in any capacity shall not exceed six and shall be followed by a two year break.

4.26 Vacancies
(a) If a vacancy should arise during the first six months of a term of office, the Chief Executive shall arrange for nominations of candidates and for any necessary ballot in the same way as for an election for an Associate Member who would serve a full term.

The successful candidate shall serve for the unexpired portion of the term.

(b) If the vacancy arises during the last six months of a term of office, it shall remain unfilled for the rest of the term.

Nomination of Candidates for Student Members of Council

4.27 Eligibility
Candidates must be UK based students who are Student Members or eligible to be Student Members at the beginning of the Council session. If a candidate who
is not a Student Member is elected, he or she must apply for Student membership before the first Council meeting of the session and failure to do so will result in the election being declared void and a casual vacancy shall be deemed to have arisen.

4.28 **Electorate**
The electorate shall be all current Student Members of the Royal Institute.

4.29 **Notification of Election**
Around four months (and not less than sixteen weeks) before the deadline for the receipt of votes, the Chief Executive shall write to the heads and student societies of all recognised schools of architecture in the United Kingdom inviting nominations for the Student Member seats.

4.30 **Nominations**
Any candidate for election as a Student Member of Council may be nominated either by:

(a) the student society of the UK school of architecture he or she is attending, or

(b) by seven Student Members of the Institute whose names shall be listed in the election leaflet with the candidate’s biographical details and election statement.

4.31 **Declarations**

(a) Nominations shall be accompanied by a declaration that the candidate is willing to serve as a Student Member of Council and will have reached the age of 18 by commencement of the term of office.

(b) If a candidate is not a Student Member, a declaration that he or she is a bona fide student of architecture shall be required from the head of the school the candidate is attending.

4.32 **Statement**
All candidates must also submit standard biographical details, a passport photograph of themselves and an election statement within an electronic template which will be provided. The content of the statement is at the candidate’s discretion. Damaging or inaccurate remarks about any other candidates or the Institute are prohibited. If necessary, the Returning Officer will be asked to adjudicate on contentious or erroneous content before publication and the candidate may be required to make deletions or revisions.

The validity of a candidacy shall be as set out in Regulation 4.7.

4.33 **Term of Office**

(a) A Student Member shall be elected for a one year term. A further consecutive year may be served, without the need for re-election, if the Student Member makes an application in writing to the Chief Executive by 28th February in the first year of office.
(b) A Student Member may be elected for further terms provided that the total number of consecutive years served in any capacity shall not exceed six and shall be followed by a two year break.

4.34 **Vacancies**

(a) If a vacancy should arise during the first six months of a term of office, the Chief Executive shall arrange for nominations of candidates and for any necessary ballot in the same way as for an election for a Student Member who would serve a full term.

The successful candidate shall serve for the unexpired portion of the term.

(b) If the vacancy arises during the last six months of a term of office, it shall remain unfilled for the rest of the term.

**Additional Members**

4.35 The President shall present nominations for additional unelected members of Council, as provided for in Byelaw 5.12, to the first meeting of Council in each new session. Council shall be informed of the reason for the nomination.

**Nomination of Candidates for President-Elect**

4.36 **Eligibility**

In accordance with Byelaw 7.1(b), candidates for the presidency must be current Chartered Members or Honorary Fellows (save that a serving President may not be a candidate).

Candidates for RIBA Presidency should have served for any two of the previous five years on one or more of a Branch Committee or Council, Regional Council, RIBA Council, a main committee or RIBA Board.

4.37 **Electorate**

The electorate shall be the entire current chartered membership of the Royal Institute.

4.38 **Notification of election**

In the first year of a President’s term of office a notice shall be placed in the Royal Institute’s Journal inviting nominations for the President-Elect. This notice may combine with the invitation for nominations for Members of Council (see Regulation 4.2). The deadline by which nominations must be received shall be no less than six weeks after publication.

4.39 **Nominations, Declarations and Statement**

Candidates for the President-Elect shall be nominated by at least sixty current Chartered Members. The names of the sixty nominators are not published in the
election leaflet with the standard details (see (c) below), but may be mentioned within the election statement should the candidate wish to do so. Nominations shall be accompanied by:

(a) a written declaration by each candidate that, if elected, he or she is willing to serve as President-Elect, and subsequently as President; and

(b) a completed and signed declaration of interests from each candidate which records any material personal, business or other interests (including current political affiliations) which could potentially give rise to an actual or perceived conflict of interest between the candidate and, if elected, his or her duties and responsibilities as RIBA President.

(c) standard biographical details, an up-to-date passport photograph of the candidate and a statement, within a standard electronic template which will be provided. The content of the statement is at the candidate’s discretion. Damaging or inaccurate remarks about any other candidates or the Institute are prohibited. If necessary, the Returning Officer will be asked to adjudicate on contentious or erroneous content before publication and deletions or revisions may be required.

Conduct of Elections

4.40 (a) Method of Voting
In accordance with Byelaw 5.10, voting in elections shall be by the Single Transferable Vote (STV) method.

(b) If there are more candidates than vacancies the Chief Executive shall arrange for a postal and Internet ballot amongst the members eligible to vote for the available seats and may authorise an independent election services provider to conduct the ballot on behalf of the RIBA.

(c) Fax Back
Members resident overseas may alternatively fax their ballot papers back to the election services provider to ensure their arrival by the deadline.

(d) Election Leaflets and Ballot Papers
Where required, election leaflets and ballot papers shall be printed for distribution to the relevant electorate. Candidates shall be ordered alphabetically, in both leaflet and ballot paper, from a letter chosen at random.

(e) Distribution of Election Leaflets and Ballot Papers
Leaflets and ballot papers shall be issued as far in advance of the deadline as possible, and shall be sent to overseas members no later than five weeks before the ballot closes.

(f) Deadline
The final date for the return of completed papers shall be decided by the Returning Officer but shall be no later than 31st July.
(g) **Spoilt Votes**
Any ballot paper which has not been completed in accordance with the directions for use may be rejected and its vote(s) may be lost.
No member may return more than one set of ballot papers by any method.

4.41 **The Count**
Ballot papers shall be returned to the election services provider and counted under its direction and control. The RIBA shall require the election services provider to complete the count no later than seven days after the closing date for the elections.

4.42 **The Results**
The election services provider shall be required to inform the Returning Officer of the following:
(a) the total number of papers returned, and
(b) the number of papers declared void, and
(c) the quota required to be elected for each type of seat, and
(d) the number of first count votes for each candidate, and
(e) the number of counts required to determine a complete result, and
(f) the final number of votes retained or held by each candidate elected.

4.43 **Tied Results**
If there is a tie for the last vacancy, the election services provider shall conduct one recount of the votes cast for the tied candidates. If, after a recount, there should still be a tie for the vacancy the election services provider shall determine the successful candidate by the toss of a coin.

4.44 **Differing Terms of Office**
When there are vacancies in the same category of seat for differing terms of office, the vacancy with the longest term shall be filled by the candidate who first reached the electoral quota, or was otherwise declared elected. All further vacancies shall be filled using the same criteria.

4.45 **Declaration of Results**
As soon as the results of the election are available the Returning Officer shall declare them on the RIBA’s website (publishing the details submitted by the service provider) and send them to the Editors of appropriate technical press. The Returning Officer will also arrange for them to be in the next edition of the Royal Institute’s Journal. Upon publication on the website the results shall be final and binding on all parties.

4.46 **Resolution of Disputes**
If a dispute arises about the conduct of any election then the Returning Officer, having regard to advice obtained from the election services provider, shall decide whether the poll has been properly conducted in accordance with these Regulations and such decision shall be binding.
5. **BOARDS AND COMMITTEES**

*Duty to Appoint Boards and Committees and Determine Terms of Reference*

5.1 Council shall ensure that such boards and committees are appointed as necessary to advise it on policy matters, to execute business on its behalf, and to represent the interests of the Institute.

5.2 **Terms of Reference**

Every board and committee howsoever styled shall operate in accordance with written terms of reference.

5.3 Council shall approve the terms of reference of all boards and main committees. Boards and main committees shall approve the terms of reference of their sub-committees howsoever styled which are funded in whole or in part from their budgets, and such terms of reference shall be reported to the next meeting of Council.

*Boards and Committees*

5.4 The following Committees shall report to the President:

(a) Honours Committee
(b) President’s Advisory Committee on Dispute Resolution

These Committees shall not delegate any matter within their respective terms of reference.

5.5 The following Committees shall report to Council

(a) Nominations Committee
(b) Membership Admissions Committee
(c) Audit Committee

5.6 The **RIBA Board** shall report directly to Council.

5.7 The following **companies** shall report to the RIBA Board:

- RIBA Enterprises Ltd (‘RIBAE’)
- RIBA 1834 Ltd (‘RIBA 1834’)
- RIBA Building Better Futures Limited

Boards may establish such committees as they require.
5.8 The main committees of the Royal Institute shall report to Council through the RIBA Board (which co-ordinates their activities) and are as follows:

- British Architectural Trust Board
- Education Committee
- Finance and Operations Committee
- International Committee
- Membership Committee
- Nations and Regions Committee
- Practice and Profession Committee
- Communications Committee

5.9 The Library Committee is a sub-committee of the British Architectural Trust Board and its members are appointed by Council on the recommendation of the Nominations Committee. The Chair shall be the Honorary Librarian.

Main committees may establish such sub-committees as are needed within the requirements of the business plan and their approved budgets.

The Audit Committee is a committee of the RIBA Board and will oversee the proper preparation of the RIBA accounts by the appointed external auditors and monitor the RIBA systems, including those in relation to risk. The Audit Committee may additionally report to Council if so required by either the Audit Committee or Council.

The RIBA Board

5.10 The RIBA Board shall comprise:

(a) elected by the membership:
   (i) the President;
   (ii) the Immediate Past President in the first year of a presidency; or the President Elect in the second year of a presidency;

(b) elected by Council from the Chartered Membership:
   (i) the Honorary Secretary;
   (ii) the Honorary Treasurer;
   If the successful candidate is not already a member of Council, he or she shall be co-opted to one of the Additional Member seats.

(c) proposed by the company board and appointed by Council:
   (i) a currently serving member of the Enterprises Board who is a Chartered Architect

(d) elected by Council without restriction:
   (i) two external non-executive directors;
(ii) two RIBA Members

(e) **elected by Council from within the Council**
   one Council Member (without portfolio and without recommendations from the Nominations Committee

(f) **proposed by the Nominations Committee and appointed by Council**
   (i) Chair of the British Architectural Trust Board
   (ii) Honorary Librarian
   (iii) VP Education
   (iv) VP International
   (v) VP Practice and Profession

(g) **elected from the Chartered Members by representatives of the Regions & Branches in the UK**
   (i) VP Membership

There shall be no power of co-option by the RIBA Board but the Chair (the President) may invite any person to attend a particular meeting or part of a meeting, if that would assist the Board.

5.11  **(a) Membership of RIBA Board**
The membership of the RIBA Board shall always include a majority of Council Members.

(b) **Term of office**
Members will be elected or appointed for a term of up to three years. The maximum length of service will be six consecutive years. Further terms may be served after a two year break.

(c) **Chairman**
The President shall be Chairman of the RIBA Board. The Vice Chairman of the RIBA Board shall be the President Elect, or the Immediate Past President. In the event that the President Elect or Immediate Past President is not available to be Vice-Chairman, the appointment of a Vice-Chairman of the RIBA Board shall be at the discretion of the RIBA Board and if appointed shall be from among, and agreed by, the members of the RIBA Board.

(d) **Quorum and Proxy Voting**
A quorum of the RIBA Board shall be 50% of the total number of Board members rounded up to a whole number. Where a Trustee is unable to attend a meeting, he or she may not arrange any proxy for the meeting.

5.12 Notification of Election

Council shall be informed from time to time of the number and category of seats which will be available on the RIBA Board in any session. The Chief Executive shall make arrangements to advertise available seats as appropriate for their category, and the Nominations Committee shall assess the resulting applications and make recommendations to Council except for the Council Member without portfolio. The procedures for nomination, election and appointment shall be as set out in Appendix G.

The RIBA Board’s Role

5.13 The RIBA Board

(a) has responsibility for the matters delegated to the RIBA Board in accordance with Byelaw 5.19 and co-ordinates the activities of the RIBA

(b) will operate within the architectural policy and overall strategy agreed by Council;

(c) will take advice from Council and will report regularly to Council on major decisions

(d) is responsible for operational matters and takes all decisions within its area of responsibility (see below);

(e) may transfer revenue funds within the Group consulting the Finance and Operations Committee as necessary

(f) may authorise:

(i) borrowing for executing capital works

(ii) borrowing by RIBA Enterprises for working capital up to 5% of RIBA Enterprises’ turnover;

(iii) investment and purchases by RIBA Enterprises above the RIBAE Board limit and up to 10% of RIBAE annual profits

5.14 The RIBA Board is responsible for:

(a) achieving the aims, objectives and targets set out in the corporate plan and business plans;

(b) overseeing the construction of the RIBA Group business plan and annual budget (consulting with the Finance and Operations Committee as necessary);
(c) ensuring that the finances and resources allocated to the RIBA Group are employed for the achievement of its aims, objectives and targets as set out in the current corporate plan and business plan;

(d) overseeing the work of the Audit Committee, reviewing the accounts and endorsing them to Council

(e) setting subscription levels

(f) use of reserves

(g) decisions on the RIBA pension scheme

(h) leases, acquisitions and legal agreements except in relation to the purchase or sale of any freehold or long leasehold interest in 66 Portland Place or the Library and Special Collections or any substantial element thereof

(i) staff employment and related matters.

Subsidiary Boards: Membership and Appointment

5.15 [deleted]

5.16 [deleted]

5.17 **The Board of RIBA Enterprises**

(a) The RIBAE Board shall comprise:

   appointed by Council:

   (i) six members of the Royal Institute (of whom at least 4 shall be members of Council at the time of their appointment);

   (ii) up to four external non-executive directors (of whom one will normally be the chairman);

   Executive Members:

   (iii) the Chief Executive and up to three executive directors of RIBAE and one executive member of the RIBA Board.

   There should always be a majority of RIBA members among the non-executive members of the board.

(b) **Number of Members**

   The membership of the RIBAE Board shall not normally exceed fifteen, and the minimum will be eight

(c) **Quorum and Proxy Voting**

   A quorum of the RIBAE Board shall be four. Where a Board member is unable to attend a meeting, he or she should arrange for their vote to be cast by the Vice Chairman. The Vice Chairman casting the proxy vote must vote as his or her judgment dictates on the day, having heard the debate.

(d) **Term of Office**
Non-executive members of the RIBAE Board shall serve a three-year term of office, and may serve a further term subject to the recommendation of the RIBAE Board and the agreement of Council. Further terms may be served after a two-year break.

5.18 The Board of RIBA 1834

The Board of RIBA 1834 shall comprise:

(a) elected by the membership:
   (i) the President;

(b) elected by Council from the Chartered Membership:
   (i) the Honorary Treasurer;

(c) appointed by Council:
   (i) two members of the finance and operations committee

(d) appointed by Council from the staff:
   (i) two executive members who shall be the Chief Executive and the Chief Financial Officer

5.19 (a) Number of Members
The membership of RIBA 1834 board shall not normally exceed six.

(b) Term of Office
The maximum length of service will be six consecutive years except for executive members. Further terms may be served after a two year break. There shall be no power of co-option by the board of RIBA 1834.

(c) Chairman
The President shall be Chairman of RIBA 1834 board. The appointment of a Vice-Chairman of RIBA 1834 board shall be at the discretion of the President and if appointed shall be from among, and agreed by, the members of the RIBA 1834 board.

(d) Quorum and Alternate Director Voting
A quorum of the RIBA 1834 Board shall be 50% of the total number of Board members rounded up to a whole number. Where a Director is unable to attend a meeting, he or she should arrange for another Director to act as his/her Alternate for the meeting and confirm this to the Board Secretary. At the meeting, each Director will use their own vote and the votes of any absent directors who have appointed them to act as their Alternate and must vote as their judgment dictates on the day, having heard the debate.

5.19A The Board of RIBA Building Better Futures Ltd

(a) The Board of RIBA Building Better Futures Ltd shall comprise
(a) elected by the membership: (i) the President;

(b) elected by Council from the Chartered Membership: (i) the Honorary Treasurer;

(c) appointed by Council: (i) two members of the finance and operations committee

(d) appointed by Council from the staff: (i) two executive members who shall be the Chief Executive and the Chief Financial Officer

(b) Number of Members: The membership of the board of RIBA Building Better Futures Ltd shall not normally exceed six.

(c) Term of office: The maximum length of service will be six consecutive years except for executive members. Further terms may be served after a two year break. There shall be no power of co-option by the board of RIBA Building Better Futures Ltd.

(d) Chairman: The President shall be Chairman of the board of RIBA Building Better Futures Ltd. The appointment of a Vice-Chairman of the board of RIBA Building Better Futures Ltd shall be at the discretion of the President and if appointed shall be from among, and agreed by, the members of the board of RIBA Building Better Futures Ltd.

(e) Quorum and Alternate Director Voting: A quorum of the board of RIBA Building Better Futures Ltd shall be 50% of the total number of Board members rounded up to a whole number. Where a Director is unable to attend a meeting, he or she should arrange for another Director to act as his/her Alternate for the meeting and confirm this to the Board Secretary. At the meeting, each Director will use their own vote and the votes of any absent directors who have appointed them to act as their Alternate and must vote as their judgment dictates on the day, having heard the debate.

5.20 Minutes and Reports of the Boards

(a) The minutes of the RIBA Board shall be submitted to Council for information. Reports from subsidiary boards shall be submitted to the RIBA Board, but
shall be available to Council Members on request to the relevant board’s executive director. The disclosure of confidential documents shall be at the board chairman’s discretion. Council Members shall observe, where applicable, the confidentiality of any information which is disclosed.

(b) The agenda for RIBA Board meetings shall be published in advance to Members of Council.

5.21 Articles and Memoranda
The articles and memoranda of the boards of the subsidiary bodies of the Royal Institute are standard documents held centrally.

5.22 (a) Attendance of Council Members at RIBA Board and Company Board Meetings
Council Members may attend any board meeting on giving 48 hours’ notice to the secretary to the relevant board with the exception of board meetings of RIBAE. When attending a board of which they are not a member, Council Members may observe but may not participate in the debate nor vote. All board members and any observers present shall observe, where applicable, the confidentiality of information disclosed at the meeting.

(b) Attendance of RIBA Board Members at other Board Meetings
RIBA Board Members may attend any board meeting on giving 48 hours’ notice to the secretary to the relevant board with the exception of board meetings of RIBAE. When attending a board of which they are not a member, RIBA Board Members may observe but may not vote. All board members and any observers present shall observe, where applicable, the confidentiality of information disclosed at the meeting.

Resignation
5.23 In accordance with Byelaw 5.14, a member of a board may resign his or her seat by notification in writing to the President and Chief Executive, who shall inform Council at its next meeting. If the resignation is accepted it will be effective from that date. If a board member resigns from Council, he or she must also resign from any board position as well.

Removal of a Board Member from Office
5.24 In accordance with Byelaw 5.17, a member of a board may be removed from office by resolution of the Council in accordance with the following procedure.
The President shall present a confidential report to Council, explaining the reason for the proposal to remove the board member from office.

Council’s discussion of the proposal shall be held in camera.

The board member concerned shall be entitled to be present and he or she, or a representative, may address the meeting.

A secret ballot shall be held amongst the Council Members present. The resolution shall require the support of at least two-thirds of those members present and entitled to vote.

Appointment of other Honorary Officers and Vice Presidents

5.25 (a) The Vice-President Membership shall be nominated and elected by representatives of the regions and branches, in accordance with Byelaw 7.2 (b), and shall serve for a two-year term of office commencing on the first day of September following election.

(b) At the first Council meeting of the session the President may put forward proposals from the Nominations Committee for Honorary Officers and Vice-Presidents other than those already appointed, indicating their proposed roles. If the President proposes an Honorary Officer or Vice-President to have special responsibilities, the Council paper setting out the recommendations shall explain the reasons for that nomination.

(c) Council may accept the President’s proposals for other Honorary Officers and Vice-Presidents en-bloc unless there is an alternative proposal for one or more of them. Such alternative candidates must be proposed and seconded by members of Council in the current session and must formally declare that, if elected, they are willing to serve.

(d) If there are only two candidates for an office the ballot may be by show of hands. Otherwise, ballots shall be by card using the single transferable vote method, in accordance with Byelaw 5.10, and shall be conducted under the supervision of a witness. All ballots shall be held during the course of the meeting. Separate elections shall be held for each office and the result declared before proceeding to the election of any other office.

(e) In accordance with Byelaw 7.2(c), all Chartered Members are eligible for election as an Honorary Officer or Vice President. If a newly-elected Honorary Officer or Vice President is not already a member of Council, he or she shall be allocated an Additional Member seat for the session. However, the number of non-Council Members elected to these offices in any session cannot exceed five – the maximum number of Additional Members allowed under Byelaw 5.1.
Nomination and Election of Committees

5.26 Appointment of Committee Members

(a) In the President's first year of office, at either the first or second Council meeting of the session, the President, advised by the Nominations Committee, shall recommend and Council shall elect persons to the Committees specified in Regulation 5.4. Unless Council decides otherwise, those persons shall serve on those Committees until the end of the President’s term of office.

(b) Main Committees

Members shall normally be appointed to the main committees specified in Regulation 5.8 at the first Council meeting of the session. The President, advised by the Nominations Committee shall recommend and Council shall elect persons to the committees, taking into account the provisions in Regulation 5.28 below. The term of office will usually be up to two years and until new elections are held.

(c) In making their recommendations for Main Committee and Special Committee Membership, the Nominations Committee will apply the provisions of Regulations 5.28-5.29 (which apply to the appointment of Committee Members by Council). In order to assist in making recommendations for membership of the Main Committees, the Nominations Committee will avail themselves of a table of all members of Council, with their Committee preferences (or a note that no preference has been expressed).

5.27 Vacancies

If a vacancy arises for any reason whatsoever, the President, advised by the Nominations Committee and the committee chairman, may nominate a replacement for appointment by Council. That person shall serve on the committee until the end of the session unless Council decides otherwise.

5.28 Composition

The composition of committees shall take into account the following principles:

(a) as many Council Members as possible shall have the opportunity to serve on committees or task groups;

(b) nominations shall be drawn from a cross-section of Council members from different geographical areas with a balance as between the age, gender, and length of service of all the persons nominated, and

(c) the maximum length of service for members and co-opted members is six years but with the right to be nominated again after a break of two years, and

(d) persons who are not Council members and persons who are not Chartered Members are identified in the nominations and an explanation given as to their background and qualifications.
Size and Composition of Committees

5.29 **Committee Membership and Quorum**
Committees shall not normally exceed ten members including the Chairman and co-opted persons. At least three members of a main committee shall be members of Council. There may be up to three co-opted members who shall have the right to vote. Unless alternative provisions exist, a quorum for a main committee shall be 50% of the total number of members rounded up to a whole number and shall include a majority of RIBA Members of whom two shall be Council members. The Chair may invite any person to attend a particular meeting or part of a meeting, if that would assist the Committee.

5.30 **Committee Chairmanship**
Where a Committee has a Vice President designated to its area of reference that Vice President shall be the Committee’s Chairman. In any other case the Council shall select one of the Committee’s members to be its Chairman. The Vice President Membership elected in accordance with Byelaw 7.2 (b), shall be the Chairman of the Nations & Regions Committee.

5.31 **Vice Chairman**
Committees shall at their respective first meetings appoint a Vice-Chairman.

5.32 **Task Groups**
A task group will be appointed by the President, Council or a board. When the work of a task group ceases for any reason, its final report shall be considered by Council or board, as appropriate.

Conduct of Business

5.33 **Nominations for the Royal Gold Medal and Honorary Fellows**
The President shall present the nominations from the Honours Committee to Council in accordance with Byelaw 5.19 (b) (Royal Gold Medal) and Byelaw 2.1(b) (Honorary Fellows) and 2.1 (c) (International Fellows).

5.34 **Entitlement to Committee Information**
Council members shall be entitled to receive on request to the Chief Executive:

(a) notice of the dates of meetings; and

(b) the agenda for meetings; and
(c) the minutes of meetings of the Committees specified in Regulation 5.8.

Council members who are not members of a Committee may attend its meetings (except meetings convened under the RIBA Disciplinary Procedures, unless specifically invited to attend and also excepting meetings of the Finance and Operations Committee where the Chair so decides on the grounds of commercial confidentiality). Council Members may participate in debate but may not vote.

5.35 Entitlement to access shall not apply to any task group appointed to report upon a personal matter or on a matter which Council has determined shall remain confidential.

5.36 **Committee Reports to Council**
No report or recommendation from a committee which affects the policy of the Institute shall be acted upon until approved by the relevant board or Council.

5.37 **Notification of Costs**
Recommendation which are likely to incur costs shall include full details of the financial implications, including an explanation of the financial consequences where a board or Council is being asked to consider alternative courses of action. If the costs of the proposal have not been provided for in a relevant budget, the report will include an explanation of how the costs will be met.

5.38 The business of committees shall, wherever applicable, be run in accordance with the Standing Orders for Debate as set out in Appendix C.

**Receipt of Fees by Board and Committee Members**

5.39 Members of the RIBA who are members of any boards, committees or task groups shall be excluded from receiving any remuneration from budgets controlled by the board or committee or task group on which they sit except with the explicit approval of the Finance and Operations Committee. This does not prohibit the reimbursement of expenses reasonably incurred.

5.40 Where a Member of Council sitting on any board, committee or task group receives remuneration from the RIBA (including Branches, Regions and Companies), he or she shall declare it to Council on the declaration of interests form. The approval of the Finance and Operations Committee is required for any such remuneration.

**Meeting Dates**

5.41 Dates of Main Committee meetings shall be published on the Royal Institute’s website. Dates of other meetings may be so published and details of meeting dates shall be provided to Members of Council on request.
5.42 Where the Byelaws or Regulations refer to “acceptable” reasons for absence, “acceptable” means acceptable to Council.

6 POWERS AND DUTIES OF HONORARY OFFICERS

The President

6.1 The President:
(a) is the most senior Honorary Officer and shall preside at all meetings held in accordance with Byelaw 10 and at all meetings of the Council.
(b) shall be *ex officio* chairman of the RIBA Board;
(c) shall be entitled to attend and speak at any board, committee or other meeting of the Royal Institute except meetings convened under the RIBA Disciplinary Procedures, unless specifically invited and
(d) shall perform such other functions and exercise such privileges as may be assigned to or granted by the Royal Charters and to any of the Byelaws or by any Regulations made thereunder or which may from time to time be assigned

President Vacating Office

6.2 (a) If the President vacates office for any reason:
(i) the President Elect shall assume the Presidency immediately and serve for the remainder of the term; or
(ii) if there is no President Elect at the time the vacancy arises, the Chief Executive shall make immediate arrangements for an election; and
(iii) until the first Council meeting after the election of a new President Elect, Council shall elect one of the current Honorary Officers to take over the Presidency in the interim; and
(iv) the new President Elect shall assume the Presidency at the first Council meeting after he or she is elected.

(b) The assumption to the office of President by an Honorary Officer other than the President-Elect shall neither qualify that person to be a Member of the Council or the RIBA Board as the Immediate Past President nor qualify that person to use the initials PPRIBA.

(c) **Term to be served**
Where a President-Elect assumes the Presidency under this Regulation, he or she shall hold office for the unexpired portion of the term, and the following provisions shall apply:
if the unexpired term is greater than a year, the President-Elect shall serve as President until the conclusion of the term of office,

(ii) if the unexpired term is between six and twelve months, the President-Elect shall serve as President until the conclusion of the term of office plus one further year;

(iii) if the unexpired term is less than six months, the President-Elect shall serve as President until the conclusion of the term of office plus two further years.

Honorary Secretary.
6.3 The Honorary Secretary:

(a) shall be the principal adviser to the President and the Council on:

(i) any constitutional policy of, or relating to, the Royal Institute; and

(ii) any procedural issue at meetings of the Council or Institute meetings held in accordance with Byelaw 10.

(b) shall be *ex officio* a member of the RIBA Board;

(c) shall be entitled to attend and speak at any board, committee or other meeting of the Royal Institute except meetings convened under the RIBA Disciplinary Procedures, unless specifically invited;

(d) shall be the principal adviser to the President and the Council on the adherence within the Royal Institute to the Charter, Byelaws and Regulations and to the obligations of Charity Law;

(e) shall be the convening officer on behalf of the Council for the appointment of the Chief Executive and all disciplinary and grievance matters relating to the Chief Executive;

(f) shall be the Royal Institute’s formal link with the Charity Commissioners; and

(g) shall perform such other functions and exercise such privileges as may be assigned to or granted by the Royal Charters and to any provision of the Byelaws or by any Regulations made thereunder or which may from time to time be assigned or granted by resolution of the Council.

Honorary Treasurer.
6.4 The Honorary Treasurer:

(a) shall be the principal adviser to the President and the Council in relation to financial policy for the Royal Institute, and on the terms and conditions of employment;

(b) shall be *ex officio* a member of the RIBA Board;

(c) shall be *ex officio* a member and the chairman of the Finance Committee
(d) shall be entitled to attend and speak at any board, committee, or other meeting of the Royal Institute except meetings convened under the RIBA Disciplinary Procedures, unless specifically invited; and

(e) shall perform such other functions and exercise such privileges as may be assigned to or granted by the Royal Charters and to any provision of the Byelaws or by any Regulations made thereunder or which may from time to time be assigned or granted by resolution of the Council.

**Honorary Officers Vacating Office**

6.5 (a) **President-Elect**
If the President-Elect ceases to hold office other than to assume the Presidency the Chief Executive shall make immediate arrangements for an election amongst the Chartered Members for a replacement.

(b) If the office of President-Elect is vacant at the conclusion of a sitting President’s term, that President shall continue to serve until the first Council meeting after his or her successor has been elected.

(c) **Other Honorary Officers**
In the event of the death, resignation or removal from office of any other Honorary Officer or of their assumption of the Presidency, then the Chief Executive shall inform the Members of the Council who may at a meeting of the Council elect a successor from among the Council Members who are eligible for the office. Any successor so elected shall hold office until the day on which the predecessor's term of office would have terminated.

(d) In determining a person’s eligibility for re-election to an office no account shall be taken of any period in which that person was elected to the office under regulation 6.5 (b) or (c).

6.6 Any period in office served as a result of these procedures shall have no bearing on the eligibility of that person for re-election.

7. REGIONAL STRUCTURE

**Areas and Boundaries**

7.1 The regions shall be as listed in Appendix I-a and I-b and their respective boundaries shall encompass the areas identified against each.

7.2 Changes in the number or boundaries of regions or branches shall be made by Council only after consultation with the appropriate Regional and Branch Councils.

**Electoral Regions**
7.3 The regions listed in Appendix I-a shall also be electoral regions for the purpose of electing Regionally Elected Members of Council (for Scotland, see Regulation 7.4 below). Members who have been assigned to one region may, upon request, be reassigned to a different region (see Regulation 7.5 (b) below).

7.4 Scotland
There shall be two electoral regions for Scotland.
(a) The RIAS Southern Area shall comprise the chapters of Edinburgh, Glasgow and Stirling; and
(b) The RIAS Northern Area shall comprise the chapters of Aberdeen, Dundee and Inverness.

7.5 Electoral Registers
(a) An electoral register for each region shall be maintained by the Chief Executive. Unless otherwise agreed, every member shall be a member of, and listed on the electoral register for, the region where that member either lives or works.
(b) In exceptional circumstances, a Member may apply to the Chief Executive and Vice President Membership to be assigned to another Region. However, both regions involved must support the application, and the member must be able to demonstrate conclusively some present or previous connection with the Region to which he or she wishes to be assigned.
(c) Members may be included in ONE electoral register only.

7.6 Members’ Mailing Address
The address used for the despatch of the Royal Institute’s Journal and all official Institute communications shall be the member’s address on the relevant electoral register. This shall remain the address used until the member notifies a change.

Regional Councils

7.7 The Councils of the RSUA and the RSAW shall act as the Regional Councils for Northern Ireland and Wales respectively. The RIAS is a sister institute and acts in partnership with the RIBA.

7.8 Membership
Each region in England shall have a Regional Council which shall comprise:
(a) the Regionally Elected Members of Council for the region;
(b) either one or two members from, and appointed by, every Branch Council in the region, of whom at least one from each branch shall be an officer of that branch;
(c) such number of Chartered Members resident in the region as the Regional Council thinks fit;

(d) such number of non-Chartered Members from other membership classes resident in the region as the Regional Council thinks fit;

(e) the Chairman;

(f) the Chairman Elect or the Immediate Past-Chairman (see Regulation 7.14);

(g) the Treasurer;

(h) the Chairmen of Regional Committees (or equivalent), if the Regional Council so chooses;

(i) up to three co-opted members who shall have the right to vote.

7.9 The Regional Council shall make such regulations with regard to Regulations 7.8 (b) and (d), as it thinks fit prescribing the number of members in each category and the manner of their selection.

7.10 Nomination and Election to a Regional Council

(a) Eligibility
   All members who are on the electoral roll of the Region shall be eligible for election to the Regional Council.

(b) Nominations
   Candidates for election to the Council shall be nominated and seconded by members who are on the electoral role of the Region in the candidate’s particular class of membership.

(c) Elections
   Elections shall be held annually as required:
   
   (i) At the discretion of the Regional Council the election may be by postal ballot of all members or by ballot at the Annual General Meeting.
   
   (ii) If a postal ballot is held all members must receive a written invitation to nominate candidates with at least two weeks in which to respond.
   
   (iii) If the elections are held at the Annual General Meeting, notice of the meeting with details of the elections to be held must be sent to every member at least three weeks in advance of the meeting.

(d) Electorate
   All members who are on the electoral roll of the region may vote in elections for candidates in their particular class of membership.

7.11 Term of Office
   No member or co-opted member shall normally serve on a Regional Council for more than six consecutive years nor shall any member normally be eligible for a period of office which if completed would result in service on a Regional Council.
for more than six years except in the capacity of Chairman, Immediate Past Chairman, or Regionally Elected Member of Council.

7.12 Non-Chartered Members

(a) **Eligibility**
Members from the non-chartered membership classes resident in the Region may be elected to serve as members of the Regional Council.

(b) **Term of Office**
A non-chartered member shall serve for one year and shall be eligible for re-election for a further term of one year.

(c) **Method of Election**
The Regional Council shall prescribe the method by which non-chartered members shall be selected.

7.13 The Regional Council shall meet on such occasions as it shall deem necessary.

**Regional Council Honorary Officers**

7.14 **Chairman**

(a) **Term of Office**
The Chairman’s term of office shall be two years. The Chairman may be re-elected for up to two further terms, but may not serve longer than six consecutive years without a two year break.

(b) **Chairman Elect**
During the Chairman’s first year of office, the Regional Council shall elect a Chairman Elect from among the Chartered Members in the Region. The Chairman Elect shall serve during the current Chairman’s second year of office and shall take over the Chairmanship on the first day of September.

(c) The outgoing Chairman shall serve as Immediate Past Chairman for the first year of his or her successor’s term of office.

7.15 **Treasurer and Vice Chairman**
At its first meeting of the session, the Regional Council shall appoint a Treasurer from among the Chartered Members on the Committee. If the existing Chairman has been re-elected as Chairman and in consequence there is no separate Chairman Elect or Immediate Past Chairman, then a Vice Chairman shall also be appointed from among the Chartered Members on the Committee.

7.16 **Other Regional Officers**
At its first meeting held on or after the first day of September the Regional Council shall elect such other officers as it shall consider necessary. Co-opted members shall be eligible for election to these offices.
7.17 **Vacancies**
Vacancies caused by the death or resignation of an elected Chartered Member may be filled for the remainder of the session at the Regional Council’s discretion.

**Regional Executive Committees**

7.18 Regional Councils may appoint a Regional Executive Committee which shall comprise the Honorary officers of the region, and at least one Regionally Elected Member of Council other than the Chairman.

7.19 Regional Executive Committees shall be subordinate to their Regional Council. They shall operate within the scope of their delegated powers and shall report all actions taken to the next Regional Council meeting.

**Regional Committees and Working Groups**

7.20 Regional Councils may appoint committees and working groups. Their terms of reference (which must be in writing) and composition shall be specified by their Regional Council. They shall report all actions taken to the Regional Council when it next meets.

**Regional Responsibilities**

7.21 Regional Councils shall be responsible to Council through the RIBA Board.

7.22 **Regional Funds**
Executive Officers of the English Regions and RSAW shall be responsible for administering funds allocated to their Region/nation by the RIBA Council in accordance with such policy as shall be laid down by the Regional/RSAW Councils.

Authority may be delegated to the Regional/RSAW Councils to use a portion of Regional/RSAW reserves (to be determined annually).

The Executive Officer to the English Regions and RSAW shall ensure that the Regional/RSAW Councils do not enter into financial commitments in excess of the resources of the Region/RSAW.

7.23 Regional Councils shall have power to invite donations and to seek sponsorship for particular activities.

7.24 **Regional Accounts**
Executive Officers of the English Regions and RSAW shall submit the Region’s/RSAW’s accounts to the Royal Institute in accordance with the accounting policies and programme laid down by the Royal Institute’s Director of Finance for inclusion in the Royal Institute’s consolidated accounts and submission to the Royal Institute’s auditors.

7.25 **Management Authority**
Executive Officers of the English Regions and RSAW are responsible to the CE through their line manager. Regional and RSAW Councils are responsible for providing general policy guidance to the Executive Officers of the English Regions and the RSAW.

Regional Annual General Meeting

7.26 There shall be a Regional Annual General Meeting (held no later than eighteen months after the previous AGM) at a place, date and time determined by the Regional Council:

(a) to receive the Annual Report of the Regional Council including the accounts of the region for the preceding year.

(b) to report on the results of the regional elections, if held by postal ballot, or to elect members to the Regional Council.

Branches

7.27 Branches may retain traditional titles, and if they do their headings and branding shall indicate that they are a branch of the Royal Institute, or they may be known simply as a branch of the Royal Institute. The current titles are given in Appendix I.

Branch Councils

7.28 Membership
Branch Councils shall include:

(a) (i) the Chairman;
(ii) the Treasurer;

and may include:

(b) the Immediate Past Chairman of the Branch (as provided in Regulation 7.31);
(c) other Honorary Officers;
(d) elected Chartered Members;
(e) elected non-Chartered Members from other membership classes;
(f) the Regionally Elected Members of Council for the region of which the Branch is part, provided such Regionally Elected Members have addresses within the branch;

(g) co-opted members.

7.29 Nomination and Election to a Branch Council

(a) Eligibility
All members who are on the electoral roll of the Branch shall be eligible for election to the Branch Council.

(b) **Nominations**
Candidates for election to the Council shall be nominated by and seconded by a Chartered Member who is on the electoral role of the Branch.

(c) **Elections**
Elections shall be held annually as required:

(i) At the discretion of the Branch Council the election may be by postal ballot of all members or by ballot at the Annual General Meeting.

(ii) If a postal ballot is held all members must receive a written invitation to nominate candidates with at least two weeks in which to respond.

(iii) If the elections are held at the Annual General Meeting, notice of the meeting with details of the elections to be held must be sent to every member at least three weeks in advance of the meeting.

(d) **Electorate**
All members who are on the electoral roll of the branch may vote in elections for candidates in their particular class of membership.

7.30 **Non-Chartered Members**

(a) **Eligibility**
Up to two members from the non-chartered membership classes resident in the Branch may be elected to serve as members of the Branch Council.

(b) **Term of Office**
A non-chartered member shall serve for one year and shall be eligible for re-election for a further term of one year.

(c) **Method of Election**
The Branch Council shall prescribe the method by which non-chartered members shall be selected.

7.31 **Immediate Past-Chairman**
The Immediate Past-Chairman of the Branch may be a member of the Branch Council for one year following completion of the term of office as Chairman.

7.32 **Vacancies**
Vacancies caused by the death or resignation of an elected Chartered Member of the Branch Council may be filled for the remainder of the session at the discretion of the Branch Council.

**Branch Honorary Officers**

7.33 Annually from among the Chartered members of the Branch, the following officers shall be elected by the Branch Council:

(a) (i) Chairman;
(ii) Treasurer;
and the Branch Council may elect:
(b) Vice-Chairman;
(c) Honorary Secretary;
(d) such other officers as the Branch Council may direct.

7.34 Honorary Officers’ Term of Office
Honorary Officers shall be elected for one year and shall thereafter be eligible for re-election.

Branch Committees and Working Groups
7.35 Branch Councils may appoint committees and working groups. Their terms of reference (which must be in writing) and composition shall be specified by the Branch Council. They shall report all actions taken to the Branch Council when it next meets.

Branch Responsibilities
7.36 Branch Councils shall be responsible to Council through their respective Regional Councils.

7.37 Branch Funds
Branch Councils shall be responsible for administering funds allocated to their Branch by their respective Regional Councils in accordance with such financial policy as shall be laid down by Council. The Branch Chairman shall ensure that the Branch Council does not enter into financial commitments in excess of the resources of the Branch.

7.38 Branch Accounts
Branch Councils shall submit the Branch’s accounts to the Regional Executive Officer and the Institute in accordance with the accounting policies and programme laid down by the Royal Institute’s Director of Finance and Resources for inclusion in the Royal Institute’s consolidated accounts and submission to the Royal Institute’s auditors.

7.39 Branch Councils shall have power to invite donations and to seek sponsorship for particular activities.

Branch Annual General Meeting
7.40 There shall be a Branch Annual General Meeting at such a place and at such a time and on such date (not being later than eighteen months after the last preceding Annual General Meeting) as the Branch Council shall determine:
(a) to receive the Annual Report of the Branch Council including the accounts of the Branch for the preceding year.

(b) to report on the results of the Branch elections, if held by postal ballot, or to elect members to the Branch Council.

8. SOCIETIES IN ALLIANCE AND ASSOCIATED SOCIETIES

Societies in Alliance

8.1 The Council may admit into alliance with the Royal Institute any architectural or similar society whose members are, in the opinion of Council, educationally well qualified and share with the members of the Royal Institute links of professional ethics or concepts of professional practice.

8.2 The terms of admission to alliance and the privileges to be enjoyed by members of the society shall be such as in any particular case are determined by Council.

8.3 Council shall not be bound to give any reason for rejecting an application for admission to alliance or for terminating an alliance.

8.4 Whilst a society is in alliance with the Royal Institute, Council shall from time to time satisfy itself that the constitution of that society remains appropriate for the continuation of the alliance. This assessment shall be undertaken by the Honorary Secretary reporting to the RIBA Board.

8.5 Alliance with the Royal Institute may be terminated by either party giving three months' notice in writing.

8.6 Apart from any payments or assistance rendered in accordance with the terms of the alliance, Council may make such grants of money or other assistance to the charitable purposes of a society in alliance as it thinks fit.

8.7 The Royal Institute shall not be responsible for any acts, expenses or other liabilities which may be undertaken or incurred by any society in alliance with the Royal Institute.

Associated Societies
8.8 The Council may admit into association with the Royal Institute or its subsidiary bodies any society whose activities are associated with or of interest to the profession of architecture.

8.9 The terms of admission to association and the privileges to be enjoyed by the members of the society shall be determined by the Council.

8.10 The Council shall not be obliged to give any reason for rejecting an application for admission to association nor for terminating an association.

8.11 Association with the Royal Institute or its subsidiary bodies may be terminated by either party giving three months' notice in writing.

8.12 The Royal Institute shall not be responsible for any acts, expenses or other liabilities which may be undertaken or incurred by any society in association with the Royal Institute and its subsidiary bodies.

8.13 Apart from any payments or assistance rendered in accordance with the terms of the association, Council may make such grants of money or other assistance to the charitable purposes of a society in association as it thinks fit.

A list of societies in alliance and societies in association is at Appendix K.

9. ADMINISTRATION

9.1 Rules and guidance on the administration of papers, minutes and meeting notes is attached at Appendix J.

Minutes

9.2 Minutes shall contain a brief record of the subjects discussed and an accurate and full record of decisions taken or recommendations made by Council, boards, or committees, and wherever possible should avoid recording decisions by reference to papers. Any member or members of Council who wishes to have their opposition to any motion recorded shall have this right.

Signing of Cheques

9.3 The Finance Committee shall determine the signatories for cheques and the level of their individual authority.
Affixing the Common Seal

9.4 The affixing of the Common Seal to documents of the Royal Institute shall be attested by officers or senior executives in accordance with the rules attached at Appendix J.

10. POLLS

10.1 On resolving to submit a question or series of questions to a poll in accordance with Article 8.1 of the Charter or to the meeting which shall occur next after any requisition for a poll Council shall determine:

(a) the manner in which the question or series of questions are to be shown on the ballot paper;
(b) any necessary directions for use, and
(c) the closing date for return.

10.2 If a requisition for a poll is made under Articles 8.2 or 14.2 of the Charter then Council shall ensure that the requisitioners have equal opportunity to present their case to the membership as the Council takes to present its case, and shall ensure as far as is practicable that Regions and Branches comply with the same requirement and in particular do not incur expenditure from Institute moneys in promoting only the Council's case.

10.3 Ballot papers shall be returned to an election services provider who will be required to count them under its direction and control by a date not later than seven days after the closing date for return. Any ballot paper which has not been completed in accordance with the directions for use may be rejected and the vote thereon may be lost.

10.4 The election services provider shall be required to declare to the Chief Executive:

(a) the total number of papers returned, and
(b) the number of such papers declared void, and
(c) the number of the remainder which are:
   (i) in favour of the question or series of questions,
   (ii) against the question or series of questions.

10.5 As soon as the results and voting figures of the poll are available the Chief Executive shall declare them on the RIBA website, send them to the Editors of
appropriate technical press, and ensure that they are published in the next available edition of the Royal Institute’s Journal.

10.6 If a dispute arises about the conduct of any poll then the Chief Executive, having regard to advice obtained from the election services provider, shall decide whether the poll has been properly conducted in accordance with these Regulations and such decision shall be binding.

10.7 **Voting at Annual and Special General Meetings**
Notices of Annual and Special General Meetings shall be in accordance with Byelaw 10. Ballot papers shall be made available at least three weeks in advance of Annual and Special General Meetings so that Chartered Members may vote for, or against, the motions under consideration. Votes may be submitted to the Royal Institute by post, fax or e-mail, but no member may submit more than one vote for any motion. Votes will be accepted, and included in the count, up to 30 minutes before the start of the meeting.

10.8 Voting by members at Annual and Special General Meetings may be by show of hands, but any members present who have already submitted a ballot paper may not vote again at the meeting.

**11. DISCIPLINARY PROCEDURE**

11.1 The method by which any question of discipline shall be brought before Council and other matters of disciplinary procedures shall be as set out in Appendix L. Guidance for Council Members on the Disciplinary Procedures is attached at Appendix M.

11.2 The method for a Member to appeal to an independent review of a sanction imposed by an RIBA hearing panel is set out in Appendix L of these regulations.