

# RIBA Regulations

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

**Adopted by the Board on 27 November 2024  
and came into force on 1 January 2025**

**Amended: 1 April 2025**

## 1. Definitions and interpretation

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

1.2. In these Regulations. Unless the context otherwise requires, the following terms shall have the following meaning:

Regulation	Term	Definition
1.2.1	Address	includes a postal or physical address, a phone number and or email address used for the purposes of sending or receiving documents or information by Electronic Means;
1.2.2	Affiliate Member	a member of the RIBA who has been admitted to membership within the sub-category of Non-Chartered Members known as “Affiliate Members”;
1.2.3	Associate Member	a member of the RIBA who has been admitted to membership within the sub-category of Non-Chartered Members known as “Associate Members”;
1.2.4	Fellow Member	a member of the RIBA who has been admitted to membership within the sub-category of Chartered Members known as “Fellow Members”;
1.2.5	Branch	a branch of the RIBA, is a geographical area within the UK as determined by the Board from time to time;
1.2.6	Chapter	a chapter of the RIBA, is a geographical area within an international region as determined by the Board from time to time;
1.2.7	CPD	continuing professional development;
1.2.8	Ordinary Member	a member of the RIBA who has been admitted to membership within the sub-category of Chartered Members known as Ordinary Members;
1.2.9	Region	an electoral region of the RIBA as determined by the Board from time to time;
1.2.10	RIAS	The Royal Incorporation of Architects in Scotland (Royal Charter no: RC 000483 and registration no. SC 002753);

1.2.11	RSAW	The Royal Society of Architects in Wales, a regional council of the RIBA;
1.2.12	RSUA	the Royal Society of Ulster Architects (company registration number NI000069); and
1.2.13	Student Member	a member of the RIBA who has been admitted to membership within the sub-category of Non-Chartered Members known as “Student Members”.

1.3. In the event of a conflict between the provisions of these Regulations and the Supplemental Charter and Byelaws, the Supplemental Charter and Byelaws shall prevail subject to changes as part of the 2024 Governance review.

## 2. Membership of the RIBA

2.1. Under Byelaw 2.2.1, the Board has the power to admit persons to membership of the RIBA.

2.2. Byelaws 2.2.2 and 2.2.3 set out the conditions for membership of the RIBA, which are further prescribed as follows:

- i. Professional competency and other criteria:
  - a. The professional competency and other criteria which apply to the sub-categories of membership are as follows:
    - (A) Ordinary Members - Such professional competency criteria as are set and published by the Standards Committee in relation to Ordinary Members.
    - (B) Fellow Members - Such criteria are set and published by the Fellow Assessment Panel in relation to Fellow Members.
    - (C) Student, Associate or Affiliate Members; and
    - (D) Such professional competency criteria as are set and published by the Standards Committee in relation to Student, Associate or Affiliate Members (as applicable).
  - b. Before making changes to the professional competency and other criteria for admission to membership, the Standards Committee (or the Fellow Assessment Panel in the case of Fellow Members) shall:
    - (A) publish its proposals with reasons, and consult with any relevant stakeholders;
    - (B) invite the members affected to submit comments to the Honorary Secretary regarding the proposals within a period of not less than twelve weeks from the date of publication of the proposals; and

- (C) take into account any comments received within that period.
- ii. Fit and proper person
  - a. To be admitted as a member of the RIBA in any category or sub-category of membership and as a continuing obligation of membership, a person must be and continue to be a fit and proper person.
  - b. The Standards Committee shall set out the requirements in relation to what constitutes a fit and proper person in Rules.
- iii. Lifelong learning requirements
  - a. All practising Chartered Members are required to undertake CPD activities in accordance with the CPD compliance policy, which the Standards Committee shall publish from time to time.
  - b. The Standards Committee shall monitor and record compliance in accordance with the policy, including requiring Chartered Members to submit records to the RIBA as evidence of the CPD activities they have undertaken.
  - c. If a practising Chartered Member is unable or unwilling to demonstrate compliance with the CPD compliance policy, they may be subject to disciplinary action under Byelaw 5 (Conduct).

### 2.3. Transfer between categories and sub-categories of membership

- i. Subject to Regulation 2.4.ii and such Rules as the Board may make from time to time, members may transfer between categories and sub-categories of membership and shall apply to do so in accordance with the admission procedure at Regulation 2.5 for the relevant sub-category of membership.
- ii. A Chartered Member or a person who is eligible to be a Chartered Member may not transfer to become a Non-Chartered Member.
- iii. An application to transfer between categories and sub-categories of membership shall be subject to payment of such transfer fee (if any) as the Board shall determine.
- iv. A person shall cease to be eligible to be an Associate Member in the event that they:
  - a. are admitted as a Chartered Member or become eligible, in the preceding year, to become a Chartered Member; or
  - b. have completed five years' post qualification experience.
- v. A person shall cease to be eligible to be a Student Member:

- a. in the event that they are admitted as an Associate Member or become eligible, in the preceding year, to become an Associate Member; or
  - b. at the end of a period of study during which they were, or were eligible to become, a Student Member.
- vi. A person shall cease to be eligible to be an Affiliate Member in the event that they become eligible to be a Chartered Member, Associate Member or Student Member.

#### 2.5. Admission procedure

An applicant to become a member must submit to the RIBA:

- i. An application in the form prescribed by the Membership committee.
- ii. Any person whose application has been refused shall have the right to be informed of the reasons for the refusal and may appeal against the refusal to an appeals panel appointed by the Board in accordance with any procedure published by the Board. The decision of the appeals panel shall be final.

#### 2.6. Reinstatement and re-admission of members

- i. Subject to Regulations 2.6(i) and 2.6(ii), an application for reinstatement or re-admission shall be made in accordance with the procedure for admission in Regulation 2.5.
- ii. An application for reinstatement or re-admission following an adverse conduct decision shall be assessed and decided upon by the Professional Conduct Disciplinary Panel.
- iii. An application for re-admission or reinstatement shall be subject to payment of such sums as the Board shall determine, including but not limited to:
  - a. a re-admission or reinstatement fee;
  - b. any arrears of subscription fees; and
  - c. in the case of an application following an adverse conduct decision, any fine imposed by the Disputes Panel.

#### 2.7. Resignation of members

- i. A member may resign from membership in accordance with Byelaw 2.3.2(a) by giving at least seven clear days' notice in writing to the Honorary Secretary.

## 2.8. Privileges of membership

- i. No member of the RIBA shall be entitled to any of the privileges of their category of membership (including the right to use the designations at Byelaw 2.5 and Regulation 2.9) until any subscription applicable to the relevant category or sub-category of membership or other fee applicable, and due, has been paid to the RIBA.
- ii. Subject to Regulation 2.8(i), in addition to the privileges set out in the Byelaws and these Regulations, the rights and privileges of members shall include:
  - a. for Chartered Members, the right to be included in a directory of members maintained and published by the RIBA; and
  - b. such other privileges as the Board may determine from time to time.

## 2.9. Designations

- i. The designations which Chartered Members may use are set out in Byelaws 2.5.1 and 2.5.2.
- ii. Any person who does not have the relevant architecture qualifications to become a member of the RIBA may be awarded the designation of Honorary Fellow in acknowledgement of their significant contribution to the advancement or practice of architecture or the development of the profession in accordance with such criteria as are set and published by the Honours Committee. An Honorary Fellow may use any designation set out in the letter to them confirming the award. By accepting the award, Honorary Fellows agree to any conditions set out in that letter.
- iii. Chartered Practices shall have the right to use the style RIBA Chartered Practice.
- iv. Only Chartered Members of the RIBA have the right to use the RIBA logo.
- v. Members and Chartered Practices shall comply with such guidance as the RIBA shall publish from time to time in their use of the designations, styles and the RIBA's logo; and
- vi. Members and Chartered Practices shall not use any statement, designation or logo implying membership of the RIBA other than as prescribed in the Byelaws and these Regulations and in accordance with the RIBA's published guidance.

## 3. Chartered Practices and Specialist Practitioners

3.1. Under Byelaws 3.2 and 3.3, the Board is required to maintain a register of Chartered Practices and a register of Specialist Practitioners.

3.2. The Board shall make Rules and guidance regarding:

- i. the procedure for the registration of Chartered Practices and Specialist Practitioners, and their suspension and removal from the register; and
- ii. eligibility for registration as a Chartered Practice or Specialist Practitioner and the rights, privileges and obligations which apply.

#### **4. Subscription and other fees**

- 4.1. Every member and Chartered Practice shall pay a subscription to the RIBA:
  - i. subject to Regulation 4.3, on admission to membership or registration as a Chartered Practice (as applicable): and
  - ii. thereafter on an annual basis.
- 4.2. The subscription shall be of such amount, and payable on such date, as shall be specified by the Board (The Board shall have a duty to consult with Council on any decision affecting subscriptions.) and notified to members and Chartered Practices.
- 4.3. Where a person becomes a member, a business is admitted as a Chartered Practice or a member transfers to a different sub-category of membership during the course of the subscription year, they shall pay such pro-rata apportionment of the annual subscription due for the remainder of that year as the Board shall determine.
- 4.4. No member shall be entitled to vote at any General Meeting unless all monies presently payable by the individual to the RIBA have been paid.
- 4.5. Subject to Regulation 4.8, if a subscription or other sum payable by the member to the RIBA is not paid on the due date and remains unpaid 30 clear days after the date on which it has become due:
  - i. they shall be liable to pay any late payment charge of such amount as is specified; and
  - ii. the Board may, at a meeting, resolve that they be subject to disciplinary action in accordance with Byelaw 5 (Conduct). Such a resolution may not be passed unless the member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the amount due, and the amount remains unpaid as at the date of the meeting.
- 4.6. A member who ceases to be a member and a Chartered Practice which is removed from the register of Chartered Practices shall nevertheless remain liable to pay to the RIBA any subscription, fee or other amount owed to the RIBA.
- 4.7. There shall be no pro-rata refund of a subscription which has been paid prior to a person ceasing to be a member.
- 4.8. The Board may make such refunds to members and Chartered Practices and agree to such payment or repayment plans with members and Chartered Practices as it thinks fit.

## 5. Conduct

5.1. The Standards Committee shall make and publish a Code of Professional Conduct for members.

5.2. The Standards Committee shall make and publish Rules which shall include directions, consistent with the provisions of the Charter or Byelaws, for:

- i. the procedure for raising a complaint in relation to a member's conduct under Byelaw 5 (Conduct);
- ii. the investigation of disciplinary matters including the referral of any question for investigation to another professional standards or membership body, and the procedure for suspending a member;
- iii. the proceedings of a disciplinary hearing panel and the rights of a member under investigation to a hearing either in person or through a representative and to call witnesses;
- iv. the range of sanctions which the Standards Committee can impose on members including suspension or removal from membership;
- v. the procedure for making an appeal, the proceedings of a disciplinary appeals panel and the range of decisions that can be made by the panel as a result of an appeal; and
- vi. the manner in which the outcome of a disciplinary hearing and any appeals proceedings may be published.

5.3. In conduct matters, account may be taken of any sanction imposed against a member by the Professional Conduct Committee of the Architects Registration Board or its equivalent.

5.4. During a period of suspension, a member shall not be entitled to:

- i. use any designations;
- ii. attend any meeting of the RIBA (including General Meetings);
- iii. vote in any meeting (including General Meetings) or election; or
- iv. be included in any public directory of the RIBA.

5.5. Liability of Chartered Practices

- i. The Standards Committee will prescribe a procedure for taking disciplinary action against Chartered Practices which are in breach of the Charter or Bye-laws or any policies published by the RIBA from time to time.

5.6 Volunteer Code of Conduct and Volunteer Code of Protocol

- i. The Volunteer Code of Conduct and Volunteer Code of Protocol applies to all Trustees, Council Members and members of any Committees reporting directly to the Board of Trustees and/or Council and their respective sub-committees or panels, together with Council Task and Finish Groups.
- ii. All Trustees, Council Members and Volunteers, whether remunerated or not, agree to be bound by the Volunteer Code of Conduct and the Volunteer Code Protocol.

## **6. General Meetings**

6.1. Byelaw 6 applies in relation to General Meetings including but not limited to when they shall and may be convened and the length of notice to be given of General Meetings.

### 6.2. Contents of notice

- i. Every notice calling a General Meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted, including any resolutions to be voted on.
- ii. Where the business of the meeting includes resolutions to be voted on, the notice shall contain or make available access to an online ballot paper for Chartered Members to submit their vote(s) in advance and the deadline by which such vote(s) must be submitted in order to be included in the count of a vote.

### 6.3. Service of notice

- i. Notice of General Meetings must be given to every member of the RIBA, to the Board and to the auditors of the RIBA.
- ii. Byelaw 15 (Communications) applies in relation to the service of notice of General Meetings.

### 6.4. Quorum for General Meetings

- i. No business (other than the appointment of the chair of the meeting) may be transacted at a General Meeting unless a quorum is present.
- ii. The quorum for a General Meeting shall be 25 Chartered Members present in person (as defined below).
- iii. If a quorum is not present within half an hour from the time appointed for the meeting:
  - a. the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as they think fit; and
  - b. failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time

and place, or to such day (within 14 days of the original meeting), time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

6.5. Where the Board permits persons to attend General Meetings by telephone, or other electronic or virtual means in accordance with Byelaw 6.10, any persons attending in accordance with that Byelaw shall be treated as being “present” and “present in person” for the purposes of these Regulations.

#### 6.6. Chairing General Meetings

- i. The Chair of the Board shall preside as chair of General Meetings.
- ii. If the Chair of the Board is not present within 15 minutes after the time appointed for holding the General Meeting, the Chartered Members present in person shall elect one of the other Honorary Officers to be the chair of the meeting.
- iii. If neither the Chair of the Board nor any Honorary Officer elected in accordance with Regulation 6.6(ii) is present within 15 minutes after the time appointed for holding the General Meeting and willing to act, the members of the Board who are present shall elect one of their number to chair the meeting and if there is only one Trustee present and willing to act, they shall be chair of the meeting.
- iv. If no Trustee is present and willing to act as chair of the General Meeting in accordance with Regulation 6.6(iii), the Chartered Members present in person must elect one of the Chartered Members present in person to be chair of the meeting.

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

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

#### 6.8. Adjournment

- i. The chair of the meeting may adjourn a General Meeting at which a quorum is present if:
  - a. those Chartered Members who are present in person consent to an adjournment; or
  - b. it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- ii. The chair of the meeting must adjourn a General Meeting if directed to do so by 75% of those Chartered Members who are present in person.
- iii. When adjourning a General Meeting, the chair of the meeting must:
  - a. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board; and
  - b. have regard to any directions as to the time and place of any adjournment which have been given by the Chartered Members.
- iv. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the RIBA must give at least seven clear days' notice of it:
  - a. to the same persons to whom notice of the RIBA's General Meetings is required to be given; and
  - b. containing the same information which such notice is required to contain.
- v. No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### 6.9. Votes

- i. Each Chartered Member shall have one vote on a resolution.
- ii. Subject to Regulation 6.9(iii), a resolution put to the vote of a General Meeting shall be decided on by a show of hands unless a ballot is demanded in accordance with Regulations 6.9(vii) and 6.9(viii).
- iii. Votes submitted by a Chartered Member online in advance in accordance with the procedure in Regulation 6.2(ii) shall be included in the count of a vote decided on by show of hands or by ballot, provided that if the Chartered Member attends the meeting, they are not entitled to cast more than one vote.
- iv. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.
- v. A resolution at a General Meeting shall be passed by a simple majority of the members of the RIBA who are entitled to vote and voting at the meeting (including votes cast in advance), unless a different majority is specified for a resolution of the members in the Charter or Byelaws.
- vi. On a vote on a resolution at a General Meeting on a show of hands, a declaration by the chair of the meeting that the resolution:
  - a. has or has not been passed; or

- b. passed with a particular majority;  
  
is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in the minutes of the meeting is also conclusive evidence of that fact without such proof.
- vii. A ballot on a resolution may be demanded no less than 14 clear days in advance of the General Meeting where it is to be put to the vote.
- viii. A ballot on a resolution may be demanded by:
  - a. the Board; or
  - b. not less than 5% of the total number of Chartered Members.
- ix. A ballot at a General Meeting must be taken in such manner as the chair of the meeting directs.
- x. The result of the ballot shall be the decision of the meeting in respect of the resolution on which the ballot was demanded.
- xi. A decision of the members shall be binding on the Board or Council (as applicable) if the decision is made in exercise of a power which is reserved to the members under the Charter or Byelaws. All other decisions of the members shall be treated as non-binding recommendations which shall be taken into account by the Board or Council (as applicable).

#### 6.10. Errors and disputes

- i. No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- ii. Any such objection must be referred to the chair of the meeting whose decision is final.

#### 6.11. Minutes of General Meetings

- i. The Board must ensure that minutes are made:
  - a. of all resolutions of the Chartered Members; and
  - b. of all proceedings at General Meetings:  
and any such minute, if purported to be signed or authenticated by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.

### 7. Council

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

7.2. Any recommendation of Council shall be reported to the next ordinary meeting of the Board and the Board shall provide a response at or before the next Council meeting, which may be an electronic communication.

7.3. Composition of Council

- i. There shall be at least three and no more than 51 Council Members comprising:
  - a. the President;
  - b. the President Elect elected by the members of the RIBA from among the Chartered Members;
  - c. the Immediate Past President;
  - d. the Honorary Secretary elected by Council from among the Chartered Members;
  - e. the Honorary Treasurer elected by Council from among the Chartered Members;
  - f. the Vice President Membership elected by all members of the Nations & Regions Council Committee (N&RCC) from among the Chartered Members;
  - g. the Vice President Students and Associates appointed by Council from among the Student and/or Associate Council Members elected under Regulation 7.2(i)(l);
  - h. up to six Council Members elected from among and by the Chartered Members anywhere in the world;
  - i. up to four international Council Members elected from among and by the Chartered Members within the relevant International Region.
  - j. up to 24 regional Council Members elected from among and by Chartered Members in the relevant Region.
  - k. up to four Student and/or Associate Council Members elected from among and by the Student Members and Associate Members anywhere in the world;
  - l. the President of the RIAS ex-officio;
  - m. the President of the RSUA ex-officio; and
  - n. the President of the RSAW ex-officio.

- ii. In order to be eligible for election or appointment as an Honorary Officer (including but not limited to the President, Honorary Secretary and Honorary Treasurer), a candidate must be proposed by one Chartered Member and seconded by another Chartered Member.
- iii. In the event that the person elected to an office specified in Regulation, 7.2(i)(d) or (e) above is not an existing Council Member on the date when they are elected to office, they shall automatically be appointed as a Council Member with effect from the date of their appointment or election to that office.
- iv. The powers conferred on Council by the Charter or Byelaws shall be exercisable notwithstanding any vacancy in their number.
- v. All acts done by a person acting as a Council Member shall, even if afterwards discovered that there was a defect in their appointment or that they were disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Council Member.

#### 7.4 Elections

- i. A Session shall commence on 1 September and conclude on 31 August the following year.
- ii. Council shall publish the number and nature of seats on Council which are up for election and commence the Council and Presidential election process not less than three months prior to the commencement of the next Session.
- iii. Council shall make Rules setting out the procedure for administering elections including those of Council, the President and the Vice President Membership.
- iv. Voting shall be by single transferable vote.
- v. The Honorary Secretary shall be the returning officer who shall have responsibility for overseeing the elections procedure and managing complaints in relation thereto and shall have power to reprimand, caution or disqualify candidates who breach the Rules dealing with elections and shall have such other powers and functions as are set out by the Council in Rules.
- vi. The Returning Officer may delegate any of the powers or functions which are conferred by the Charter or Byelaws on them as returning officer to any person as they think fit.
- vii. The Council may delegate administering the Council and Presidential elections to an independent external scrutineer.
- viii. No candidate may seek election in respect of more than one seat at the same time, save for the Vice President Membership.

#### 7.4. Appointments

- i. At the first meeting of Council following the commencement of a new Session, the Council must elect an Honorary Secretary and an Honorary Treasurer from among the Chartered Members.
- ii. At the first meeting of Council following a new Session, Council shall appoint the Vice President Students and Associates from among the Student and Associate Council Members.

#### 7.5. Elected Council Members

- i. Each elected Council Member shall hold office for an initial term of three years commencing on the first day of the Session following their election and shall retire from office on the expiry of the third Session following their election, unless otherwise provided in these Regulations.
- ii. The person elected as President shall hold office as President Elect for a term of one year commencing on the first day of the Session following their election and shall retire as President Elect, and take up office as President for a term of two years, on the first day of the second Session following their election.
- iii. On the expiry of the third Session following their election the President shall retire from office as President and take up office as Past President for a term of one year commencing on the first day of the fourth Session following their election notwithstanding the maximum term set out in Regulation 7.7(i). For the avoidance of doubt, they shall retire from office as Past President on the expiry of the fourth Session following their election but they may offer themselves up for re-appointment or re-election as a Council Member in another capacity subject to the maximum term of office set out in Regulation 7.7(i) in relation to which time served in any capacity including Past President shall count.
- iv. If the President vacates office for any reason mid-term, either the RIBA President-Elect or the RIBA Immediate Past President shall act as interim President for the remainder of the President's presidential term.
- v. The person elected as Vice President Membership shall hold office for a term of two years commencing on the first day of the Session following their election and shall retire as Vice President Membership on the expiry of the second Session following their election. At the end of their term of office, the Vice President Membership may offer themselves for re-election for further terms, provided that they do not exceed six (6) consecutive years as Council Member (in whatever capacity).

#### 7.6. Appointed Council Members

- i. Each appointed Council Member shall hold office for an initial term of three years commencing on the date of their appointment and shall

retire from office on the third anniversary of their appointment, unless otherwise provided in these Regulations.

- ii. The Honorary Secretary, The Honorary Treasurer and Vice President Students and Associates shall hold office for a term of two years commencing on the date of their appointment and if they are a Council Member, shall retire on the date the term of office ends.
- iii. If an Honorary Secretary, Honorary Treasurer or Vice President Students and Associates is a Council Member at the time of their appointment, they shall retire from office on the later of the second anniversary of their appointment as Honorary Secretary, Honorary Treasurer or Vice President Students and Associates and the end of their term as Council Member.

#### 7.7. Maximum term of office of Elected and Appointed Council Members

- i. At the end of their term of office, a Council Member (including an Honorary Officer) may offer themselves for re-appointment or re-election as a Council Member for further terms, provided that a Council Member who has served for six (6) consecutive years of office as Council Member (in whatever capacity) shall remain out of office for at least three years before they may be re-appointed or re-elected.

#### 7.8. Retirement and removal

- i. The Byelaws provide for how a Council Member may resign or be removed.
- ii. In accordance with Byelaw 7.3.4(a), a Council Member may resign by notice in Writing to the President.
- iii. A resigning Council Member may send the required notice to the President's email address.
- iv. Council may make Rules dealing with the filling of casual vacancies.

#### 7.9. Proceedings and decision-making by Council

- i. Council to take decisions collectively
  - a. Any decision of Council must be either:
    - (A) by decision of a majority of the Council present and voting at a quorate Council meeting (subject to Regulation 7.9(vi)); or
    - (B) a decision taken in accordance with Regulation 7.9(vii).
- ii. Calling a Council meeting
  - a. The President or the Honorary Secretary may (and the Honorary Secretary must, at the request of one-third of the Council Members) call a Council meeting.

- b. A Council meeting must be called by at least seven clear days' notice unless either:
    - (A) all the Council Members agree; or
    - (B) urgent circumstances require shorter notice.
  - c. Notice of Council meetings shall be given to each Council Member and to the Board.
  - d. Every notice calling a Council meeting must specify:
    - (A) the place, day and time of the meeting;
    - (B) the general nature of the business to be considered at such meeting, which may be provided by agenda; and
    - (C) if it is anticipated that Council Members participating in the meeting will not be in the same place, how the person calling the meeting proposes that they should communicate with each other during the meeting.
  - e. Notice of Council meetings shall be in Writing.
- iii. Participation in Council meetings
- a. Subject to these Regulations, Council Members participate in a Council meeting, or part of a Council meeting, when:
    - (A) the meeting has been called and takes place in accordance with these Regulations; and
    - (B) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example, via telephone or online conferencing).
  - b. In determining whether Council Members are participating in a Council meeting, it is irrelevant where any Council Member is or how they communicate with each other.
- iv. Quorum for Council meetings
- a. At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
  - b. There shall be a quorum when 25% of Council Members are present at a meeting as defined in Regulation 7.9.iii above.
- v. Chairing of Council meetings

- a. In accordance with Byelaw 8.1.2, the President is the Chair of Council.
  - b. The President or, in their absence, another Honorary Officer nominated by the Council Members present, shall preside as chair of Council meetings.
- vi. Casting vote
- a. If the numbers of votes for and against a proposal at a Council meeting are equal, the chair of the meeting has a casting vote in addition to any other vote they may have.
  - b. Regulation 7.9(vi)(a) does not apply if the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.
- vii. Majority decisions without a meeting
- a. Council Members may, in the circumstances outlined in Regulation 7.9(vii)(b), make a majority decision without holding a Council meeting.
  - b. Where:
    - (A) a Council Member has become aware of a matter on which the Council needs to take a decision;
    - (B) that Council Member has taken all reasonable steps to make all the other Council Members aware of the matter and the decision;
    - (C) the Council Members have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
    - (D) two-thirds of Council Members vote in favour of a particular decision on that matter;
- a decision of the Council Members may be taken by two-thirds of the Council Members and shall be as valid and effectual as if it had been taken at a Council meeting duly convened and held.
- c. Council Members participating in the taking of a decision in accordance with this Regulation 7.9(vii)(c):
    - (A) may be in different places, and may participate at different times; and
    - (B) may communicate with each other by any means.
  - d. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by two-thirds of the

Council Members or to which two-thirds of the Council Members have otherwise indicated agreement in Writing.

- viii. Council interests and management of conflicts of interest
- a. Declaration of interests
- (A) Unless Regulation 7.9(viii)(a)(B) applies, a Council Member must declare the nature and extent of:
- (aa) any direct or indirect interest which they have in a proposed transaction or arrangement with the RIBA; and
- (bb) any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the RIBA or their duties to the RIBA.
- (B) There is no need to declare any interest or duty of which the other Council Members are, or ought reasonably to be, already aware.
- b. Participation in decision-making
- (A) If a Council Member's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the RIBA, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Council Member's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Council Members taking part in the decision-making process.
- (B) If a Council Member's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the RIBA, they may participate in the decision-making process and may be counted in the quorum and vote unless:
- (C) the decision could result in the Council Member or any person who is connected with them receiving a benefit other than:
- (aa) any benefit received in his, her or its capacity as a beneficiary of the RIBA and which is available generally to the beneficiaries of the RIBA in accordance with Article 4.5.1 of the Supplemental Charter;
- (bb) the payment of premiums in respect of indemnity insurance in accordance with Article 4.5.6 of the Supplemental Charter;
- (cc) payment under the indemnity set out at Article 5 of the Supplemental Charter; and

- (dd) reimbursement or payment of expenses in accordance with Article 4.5.2 of the Supplemental Charter; or
    - (ee) a majority of the other Council Members participating in the decision-making process decide to the contrary, in which case they must comply with Regulation 7.9(viii)(c).
  - c. If a Council Member with a conflict of interest or conflict of duties is required to comply with this Regulation 7.9(viii)(c), they must:
    - (A) take part in the decision-making process only to such extent as in the view of the other Council Members is necessary to inform the debate;
    - (B) not be counted in the quorum for that part of the process; and
    - (C) withdraw during the vote and have no vote on the matter.
  - d. Continuing duties to the RIBA
    - (A) Where a Council Member or person connected with them has a conflict of interest or conflict of duties and the Council Member has complied with their obligations under these Regulations in respect of that conflict:
      - (aa) the Council Member shall not be in breach of their duties to the RIBA by withholding confidential information from the RIBA if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and
      - (bb) the Council Member shall not be accountable to the RIBA for any benefit expressly permitted under these Regulations which they or any person connected with the member derives from any matter or from any office, employment or position.
  - e. Register of Council Members' interests.
    - (A) The Council must ensure a register of Council Members' interests is maintained.

## **8. Council Standing Committees**

- 8.1 Council shall establish the N&RCC and the Board Appointments Committee. The Council shall also establish a maximum of six (6) Expert Advisory Groups to advise it, and other RIBA groups including Board, on specialist matters. Council shall publish these groups, their composition and their terms of reference.

## 8.2 Council Task and Finish Groups

- i. Council has the power to create Task and Finish Groups to support it in its role of giving strategic advice and guidance to the Board.
- ii. To make the research/report cycle manageable, these Task and Finish Groups have a specific brief from Council and report back to Council after a period of around three months.

## 8.3 Minutes of meetings of Council and Council committees

- i. Council must ensure that minutes are made:
  - a. of all resolutions of Council (including, without limitation, decisions of Council made without a meeting);
  - b. of all proceedings at meetings of Council and of committees of Council; and
  - c. and any such minute, if purported to be signed or authenticated by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.
- ii. Council shall promptly provide to the Chair of the Board a copy of the signed or authenticated minutes from which it may redact any minutes dealing with matters in which a Trustee has a personal interest under Byelaw 7.2.2.
- iii. Council must promptly provide copies of Council minutes on the request of a Trustee provided that Council may redact any minutes dealing with matters in which a Trustee has a personal interest under Byelaw 7.2.2.

## 9. Honorary Officers

### 9.1 The President

- i. The President is the most senior Honorary Officer and an ambassador for the RIBA.
- ii. In accordance with Byelaw 8.1.2, the President is chair of Council and an Ex-officio Trustee.
- iii. In accordance with these Regulations:
  - a. the President shall be entitled to attend and speak (but not vote) at any meetings of committees of the Board and Council with the exception of meetings convened in relation to action taken under Byelaw 5 (Conduct); and
  - b. the President is a member of the Board Appointments Committee.

- c. The President, during their term of office, may use the affix “PRIBA” or “President of the Royal Institute of British Architects” (and, after completion of their term of office, may use the affix “PPRIBA” or “Past President of the Royal Institute of British Architects”).
- d. The Council may make written terms of reference setting out the role and responsibilities of the President which shall be consistent with the provisions of these Regulations.

## 9.2 The Honorary Secretary

- i. The Honorary Secretary is responsible for overseeing compliance with the Charter or Byelaws, the Council Code of Conduct, good governance and any relevant policies and acts as the main contact for the Charity Commission and Privy Council in relation to Regulation and reporting for the RIBA.
- ii. In accordance with the Byelaws, the Honorary Secretary is an Ex-officio Trustee.
- iii. The Council may make written terms of reference setting out the role and responsibilities of the Honorary Secretary which shall be consistent with the provisions of these Regulations.

## 9.3 The Honorary Treasurer

- i. The Honorary Treasurer is responsible for overseeing the finances of the RIBA, working closely with the Audit and Risk Committee.
- ii. In accordance with the Byelaws, the Honorary Treasurer is an Ex-officio Trustee.
- iii. The Council may make written terms of reference setting out the role and responsibilities of the Honorary Treasurer which shall be consistent with the provisions of these Regulations.

## 9.4 Other Honorary Officers

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

# 10. Board of Trustees

10.1 Any initiative that is proposed to be undertaken by the Board and which may have policy or strategic implications shall be reported expeditiously to the Council for their comment and recommendations (in accordance with Regulation 7.2 above). In the case of such an initiative which may have major or irreversible policy or strategic implications it must be reported to the Council for their comment and recommendations before it has been implemented.

## 10.2 Appointment, retirement and removal of Trustees

- i. The Byelaws provide for how Trustees may be appointed, retire and be removed.
- 10.3 Decision-making - Trustees to take decisions collectively
- i. Any decision of the Board must be either:
    - a. by decision of a majority of the Board present and voting at a quorate Board meeting (subject to Regulation 10.8(i)); or
    - b. an unanimous decision taken in accordance with Regulation 10.9.
- 10.4 Calling a Board meeting
- i. The Chair, or two Trustees, may call a Board meeting.
  - ii. A Board meeting must be called by at least seven working days' notice unless all the Board agree or urgent circumstances require shorter notice.
  - iii. Notice of Board meetings must be given to each Trustee.
  - iv. Every notice calling a Board meeting must specify:
    - a. the place, day and time of the meeting;
    - b. the general nature of the business to be considered at such meeting, which may be provided by agenda;
    - c. if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
  - vi. Notice of Board meetings must be in Writing.
- 10.5 Participation in Trustees' meetings
- i. Subject to the Regulations, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
    - a. the meeting has been called and takes place in accordance with these Regulations; and
    - b. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or electronic conferencing).
  - ii. In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
  - iii. If all the Board participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

10.6 Quorum for Trustees' meetings

- i. At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- ii. The quorum for Trustees' meetings may be fixed from time to time by a decision of the Board, but it must never be less than three.
- iii. If the total number of Trustees for the time being is less than the quorum required, the Board must not take any decision other than a decision to appoint further Trustees in accordance with Byelaw 9.1.9.

10.7 Chairing of Trustees' meetings

- i. The Chair, or in their absence, another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

10.8 Casting vote

- i. If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote they may have.
- ii. Regulation 10.8(ii) does not apply if, in accordance with these Regulations, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

10.9 Unanimous decisions without a meeting

- i. A decision is taken in accordance with Regulation 9.8 when all of the Board indicate to each other by any means (including without limitation by Electronic Means) that they share a common view on a matter. The Board cannot rely on this Regulation to make a decision if one or more of the Trustees has a conflict of interest which, under Regulation 9.9, results in them not being entitled to vote.
- ii. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in Writing.

10.10 Trustee interests and management of conflicts of interest

10.10.1 Declaration of interests

- i. Unless Regulation 10.10.1(b) applies, a Trustee must declare the nature and extent of:
  - a. any direct or indirect interest which they have in a proposed transaction or arrangement with the RIBA; and

- b. any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the RIBA or their duties to the RIBA.
- ii. There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

#### 10.10.2 Participation in decision-making

- i. If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the RIBA, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- ii. If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the RIBA, they may participate in the decision-making process and may be counted in the quorum and vote unless:
  - a. the decision could result in the Trustee or any person who is connected with them receiving a benefit other than:
    - (A) any benefit received in their capacity as a beneficiary of the RIBA and which is available generally to the beneficiaries of the RIBA in accordance with Article 4.5.1 of the Supplemental Charter;
    - (B) the payment of premiums in respect of indemnity insurance in accordance with Article 4.5.6 of the Supplemental Charter;
    - (C) payment under the indemnity set out at Article 5 of the Supplemental Charter; and
    - (D) reimbursement or payment of expenses in accordance with Article 4.5.2 of the Charter; or
  - b. a majority of the other Trustees participating in the decision-making process decide to the contrary, in which case they must comply with Regulation 10.9.2(c).
  - c. If a Trustee with a conflict of interest or conflict of duties is required to comply with this Regulation 10.10.2(c), they must:
    - (A) take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
    - (B) not be counted in the quorum for that part of the process; and

(C) withdraw during the vote and have no vote on the matter.

#### 10.10.3 Continuing duties to the RIBA

- i. Where a Trustee or person connected with them has a conflict of interest or conflict of duties, and the Trustee has complied with their obligations under these Regulations in respect of that conflict:
  - a. the Trustee shall not be in breach of their duties to the RIBA by withholding confidential information from the RIBA if to disclose it would result in a breach of any other duty or obligation of confidence owed by the Trustee: and
  - b. the Trustee shall not be accountable to the RIBA for any benefit expressly permitted under these Regulations which they or any person connected with them derives from any matter or from any office, employment or position.
- ii. The Board must ensure a register of Trustees' interests is kept.

### 11. Board Standing Committees

11.1 The Board shall establish Committees, including the following Standing Committees, to advise it and other RIBA groups including Council. Boards shall publish these groups, their composition, their respective terms of reference and any delegated powers they may have.

#### 11.2 Standing Committees

- i. The Board shall retain the following Standing Committees:
  - a. Standards Committee
  - b. Honours Committee
  - c. Audit and Risk Committee
  - d. Remuneration Committee; and
  - e. Nominations Committee.

#### 11.3 Other committees

- i. The Byelaws provide for the Board to establish, and delegate to, committees.
- ii. The Board has established the following committees:
  - i. Cultural Knowledge and Outreach Committee
  - ii. Fellow Assessment Panel
  - iii. Education and Learning Committee
  - iv. Membership Committee; and

- v. Practice and Policy Committee.
    - ii. Subject to Byelaw 7.2.2, the President and any other Trustee shall be entitled to attend and speak at any meeting of a committee of the Board and Council with the exception of meetings convened in relation to action taken under Byelaw 5 (Conduct).
    - iii. The Board will make and approve Terms of Reference for Board Standing Committees and other committees, which will be subject to review and amendment by them periodically and when necessary.
- 11.4 Minutes of meetings of the Board and Board committees
- i. The Board must ensure that minutes are made:
    - a. of all resolutions of the Board and of committees of the Board (including, without limitation, decisions of the Board made without a meeting); and
    - b. of all proceedings and meetings of the Board and of committees of the Board;
    - c. any such minute, if purported to be signed or authenticated by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.
- 11.5 Regional and international governance
- i. The Board shall make Rules dealing with matters relating to Regions, Branches and Chapters, divisions and alliance arrangements, of the RIBA following consultation with the N&RCC.
- 11.6 Execution of deeds and documents
- i. A deed shall be executed by the RIBA by the affixing of the Common Seal.
  - ii. A simple contract may be made:
    - a. by the RIBA, by the affixing of the Common Seal; or
    - b. on behalf of the RIBA, by a person acting under the authority of the Board.
  - iii. The Common Seal shall be affixed with the authority of the Board and in the presence of at least one of the Trustees and either:
    - a. another Trustee; or
    - b. the Chief Executive Officer who shall sign the instrument to which the Common Seal is affixed.
- 11.7 Regulations

- i. Byelaw 12 provides for how Regulations may be made, added to, amended or revoked from time to time.

#### 11.8 Rules

- i. A power to make Rules in these Regulations includes a power to add to, amend or revoke such Rules.
- ii. In the event of a conflict between the provisions of any Rules and the provisions in the Supplemental Charter, Byelaws and Regulations, the provisions in the Supplemental Charter, Byelaws and Regulations shall prevail.

#### 11.9 Irregularities

- i. The proceedings at any meeting of the members of the RIBA, Council or Board or on the taking of any ballot or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.