

Royal Institute of British Architects

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3<sup>rd</sup> August 2022

Dear RIBA Member,

## **RIBA operational delivery in Singapore – New governance proposals**

As a valued member of the RIBA Global community, we are writing to inform you about some proposed changes to the RIBA operational delivery in Singapore.

Following the governance review RIBA Council and Board has approved a more streamlined approach to operations for RIBA and Chapter services to members across the globe. The main aim is to ensure RIBA can offer its members enhanced services and a better member experience globally; as well as find appropriate operational solutions wherever possible to enable a more effective service delivery.

Singapore Chapter is currently governed by the local legally binding constitution lodged with the Singapore Register of Society (ROS) with licence to use the name RIBA and associated logos. This arrangement has a number of local requirements which bind committee members to undertake significant administration at local level thus move the Chapter away from developing and delivering local activities. The RIBA itself has no legal remit within the current set up. The chapter is also very limited in what it can and can't do including the inability to include members from outside Singapore to be part of the Chapter.

We have sought preliminary legal advice and have had multiple discussion with Chapter Committee Members in the last 12-months. In order to provide greater clarity and effectiveness of governance of member activity and management of operations, we are now proposing the setting up of a RIBA company in Singapore (wholly owned by RIBA) and for the Chapter to operate as a committee under the company which will enable the Chapter to plan and deliver activities more freely. This set up also means that all operational functions including finance and legal administration which will sit with RIBA and the Institute will also be able to expand its services for our members in Singapore and wider region.

Such a process will involve the transition of the Chapter from being governed by the ROS to being governed by the RIBA which will :

- a) Remove risk and liability for volunteer members of the Chapter as part of the larger RIBA organization
- b) Enable members to focus better on member-led engagement, ensuring maximum promotion of Chapter and impact for activities
- c) Enable RIBA to offer wider activities in the future including Part 3 and other training courses
- d) Facilitate RIBA in Singapore to be the conduit for ASEAN and wider region for activities

RIBA is very much looking forward to being able to offer enhanced services to our members in Singapore. Before we proceed, we would like to invite you to a briefing prior to the Singapore Chapter's AGM which will cover the new governance proposal and will provide the opportunity to ask questions. The Chapter's AGM will then provide the opportunity for members to vote for the proposal and to enable a quorum to close the existing entity.

The member's meeting will take place on Wednesday 7<sup>th</sup> September at 10.30am UK time, online via Microsoft Teams. We hope you will be able to attend and please RSVP to : [ribainternational@riba.org](mailto:ribainternational@riba.org) by Friday 2<sup>nd</sup> September.

Best wishes

Azlina Bulmer – RIBA Director of International  
Tom Foggin - RIBA Vice President Membership

**RIBA Singapore Chapter AGM – RIBA International Proposed Governance Update  
Questions from Members and Response from RIBA**

**RIBA International and Singapore Committee Members Meeting on Governance update, dated 7 June 2022, Q&A**

No	Related questions / concerns	RIBA – REPLY
1	Would we require an advanced event planning notice to get RIBA on board and presume this would be a way of formalizing our events? Is this in the form of the LIF?	Yes the LIF would be the process to acquire the necessary funding. Nothing needs to change in terms of function or what you do or activities as a chapter from what it currently is now. You will just be sitting in a different legal entity but operating in exactly the same way, doing the same kind of events, engaging with students, building visits, working with architects archifest, none of that needs to change.
2	While you do the transition over to the new entity, the current people who are voted in to official chapter positions as per the legally mandated ROS entity, the obligations and everything pertaining to this entity will continue to exist so that's something that needs to be addressed and ensure a smooth transition.	Once ROS is dissolved, the official chapter position also terminates in that the office bearers will no longer have obligations under the ROS. The chapter committee will simply transfer to RIBA new legal vehicle as a 'committee' of that entity. As volunteers, we do not expect any committee to have any liability unless it is due to personal negligence.
3	You said that there is already a larger, very extensive kind of constitution that governs all members So if there is any governance criteria streamlined in a way that's just relevant for the local chapter and size, it would help a lot. Instead of a very long list of rules to consult over what we can or cannot do - we don't really want to be caught up in that.	Chapters fit into the RIBA governance rather than having separate pieces of governance and constitutions for lots of different chapters, so that it applies consistently across the whole of the membership, regardless of where you are.
4	So with a few more months to go while all these things are happening on the sideline, we still continue as usual based on how we are set up currently?	Yes, it is business as usual - operate in exactly the same way, do the same events have the same meetings It is just the legal structure that's going to be different and the committee members can remain the same also, if they want to come across to the new structure and all activities remain the same.
5	Essentially if the Chapter remains independent we will just have to find the funding to run the chapter. Is that correct?	If the chapter remains in its current form you wouldn't be able to apply for LIF and you would need to find the legal costs and all the other associated costs with the Ros. We would still continue to support the chapter, but it is likely it would become increasingly difficult because the likelihood is that we will have to establish some kind of additional legal entity in the Asia region somewhere else. There is also the issue of trademarks and the use of the brand which we have an agreement with currently but effectively that is owned by the RIBA. So theoretically the RIBA could decide to withdraw the use of the trademark and the brand.

		<p>So if the chapter agrees to become part of the new structure, that means the LIF funding is available to you because you will be part of the RIBA.</p> <p>You will then theoretically be able to get partnerships and sponsorship agreements as well.</p>
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**RIBA International and Singapore Members Meeting on Governance update, dated 7 Sep 2022, and post meeting Q&A.**

No	Related questions / concerns	RIBA – REPLY
6	What are the benefits of the new governance, RIBA entity?	See above item 3, 5 and attached RIBA letter dated 3 Aug 2022.
7	Why is it necessary to close the Singapore Chapter ROS?	See item 3 and attached RIBA letter dated 3 Aug 2022.
8	If adopted, how will the proposed new set up be managed in Singapore? Will there be temporary or permanent staff stationed in Singapore?	The new set up will be managed by the local agent Crowe. There will be no immediate plans for staff in Singapore. It won't be necessary to do so.
9	How will the management structure work? Since it will no longer be a society will there be a committee, or otherwise? If a committee is required, what is the structure and term of service?	As earlier discussed, the committee structure of new entity will be as per existing ROS constitution.
10	How will the cost of closing down the Singapore Chapter be managed, and to confirm that the cost of closing down the Singapore Chapter will be covered by HQ?	RIBA will bear all costs for closing down of Singapore Chapter ROS and setting up of entity.
11	What is the timeline for the closing of Chapter ROS and setting up of the RIBA entity? If the RIBA entity is not set up before the closing of the Chapter ROS, who will be in charge of organising and managing Chapter events and activities?	The timeline for set up of RIBA entity is 7 October Closing of Chapter ROS is 15 October
12	Request HQ provide written record of proposed governance update and arrangements.	See PPT slides