
Charter and Byelaws

11 March 2020

The Royal Charter
Sup

The Royal Institute of

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- 3.1.21 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.1.22 act as trustee of any charitable trust of property (including without limitation any charitable trust of permanent endowment property) held for any of the charitable purposes included in the act as and exercise the powers of a trust corporation;
- 3.1.23 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation;
- 3.1.24 undertake and execute charitable trusts;
- 3.1.25 impose restrictions, which may be revocable or irrevocable, on the use of any property of the RIBA, including (without limitation) by creating permanent endowment;
- 3.1.26 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.1.27 co-operate or enter into partnerships or joint ventures with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.1.28 insure the property of the RIBA against any foreseeable risk and take out other insurance policies as are considered necessary by the Board to protect the RIBA;
- 3.1.29 provide indemnity insurance to cover the personal liability of the Trustees,

- 4.2.4 of any reasonable and proper rent for premises let by any member to the RIBA; and
- 4.2.5 to a member who is also a Trustee, Council Member or a person Connected to a Trustee or a Council Member which is permitted under Articles 4.3, 4.5 or 4.7.

Permitted benefits to Trustees and Council Members and persons Connected to them

4.3 No Trustee or Council Member may:

- 4.3.1 sell goods, services or any interest in land to the RIBA;
- 4.3.2 be employed by, or receive any remuneration from, the RIBA; or
- 4.3.3 receive any other financial benefit from the RIBA;

unless the benefit is:

- (a) permitted under Articles 4.5 or 4.7;
- (b) authorised by the Byelaws; or
- (c) authorised by the court or the Charity Commission.

4.4 In this Article 4,
has a monetary value.

4.5 A Trustee, Council Member or person Connected to a Trustee or Council Member may receive the following benefits from the RIBA:

4.5.1 A Trustee or Council Member or person Connected to a Trustee or Council Member may receive a benefit from the RIBA in his or her capacity as a beneficiary of the RIBA;

4.5.2 A Trustee or Council Member or person Connected to a Trustee or Council Member may be properly incurred by him or her when acting on behalf of the RIBA;

4.5.3 a Trustee or Council Member or person Connected to a Trustee or Council Member may be paid reasonable and proper remuneration by the RIBA for any goods or services supplied to the RIBA oneasona9(en)p13()37(yTJ)25(()-10(toB)4(th)-8a0088740.000008873 0 594(A)4(f 0 595.44t)4(c)-)-8(e

5. **Indemnity**

- 5.1 Without prejudice to any indemnity to which a Trustee, Council Member or other Office Holder might otherwise be entitled, the RIBA shall indemnify every Trustee, Council Member and Office Holder of the RIBA in respect of all claims made against them in respect of any liability arising from or in respect of the duties of the RIBA.

9. **Honorary Officers**

- 9.1 There shall be a President and such other Honorary Officers (as defined in the Byelaws) as the Byelaws shall prescribe.
- 9.2 The President and other Honorary Officers shall have such powers and functions as the Byelaws shall prescribe.
- 9.3 The President and other Honorary Officers shall be elected or appointed by such persons, in such manner, hold office on such terms and for such period, and follow such procedures as are prescribed in the Byelaws and Regulations.

10. **Byelaws**

- 10.1 The Board may make such Byelaws as they deem expedient (including Byelaws conferring power to make Regulations in regard to matters specified therein) and may add to, amend or

11.2.3 allowed by Us, Our Heirs or Successors in Council, upon which allowance this Our Supplemental Charter shall thenceforward continue and operate as if it had been originally granted and made accordingly.

11.3 Prior to receiving approval under Article 11.2.3, the Board may make transitional arrangements with the approval of Our said Privy Council to facilitate the introduction of the proposed additions, amendments or revocations. Such transitional arrangements may involve the suspension or variation of the provisions of the Supplemental Charter affected.

12. **Dissolution**

12.1

1.2.11	Declarations	the declarations to be made by applicants for membership of the RIBA in accordance with Byelaw 2.2.3;
1.2.12	Effective Date	the date on which the amendments to the Supplemental Charter approved by resolution of the Council of the RIBA (as constituted prior to the Effective Date), as confirmed by resolution at a General Meeting on 2 October 2019, take effect by, and in accordance with, an Order of the Queen in Council;
1.2.13	Electronic Form	a document or information sent or supplied by Electronic Means (for example, by e-mail or fax) or by any other means while in an electronic form (for example, sending a disk by post);
1.2.14	Electronic Means	a document or information (a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and (b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means which may be developed from time to time

8.2.1;

1.2.21

1.3 In the event of conflict between the provisions of these Byelaws and the Supplemental Charter, the Supplemental Charter shall prevail.

2. **Membership**

2.1 **Categories of member**

2.1.1 The RIBA shall have the following categories of members:

- (a) Chartered Members comprising Ordinary Members and Fellow Members (as defined in these Byelaws and the Regulations); and
- (b) Non-Chartered Members comprising Student Members, Associate Members, Affiliate Members and Honorary Fellows (as defined in these Byelaws and the Regulations).

2.1.2

- (e) agree to exercise the powers that they have in their capacity as a member in the way that they decide, in good faith, would be most likely to further the objects of the RIBA.
- 2.2.4 The Board shall maintain a register of all the members of the RIBA which shall include such details as the Board may decide in respect of:
 - (a) members;
 - (b) persons whose membership has been suspended or terminated; and
 - (c) persons who have been re-admitted or re-instated as members or who have transferred between categories or sub-categories of membership.
- 2.2.5 The members of the RIBA on the Effective Date shall be those members immediately prior to the Effective Date. The members of the RIBA admitted prior to the Effective Date shall be treated as having made the Declarations.
- 2.3 **Termination of membership**
- 2.3.1 Membership of the RIBA is not transferable.
- 2.3.2 A member shall cease to be a member if he or she:
 - (a) subject to Byelaw 2.3.3 08604 Tf1 0 0 1 491.00
or her intention to resign from membership in accordance with the Regulations2.2.5
 - (b) has been convicted of an offence to which a custodial sentence of twelve months or more could be imposed if the member was convicted by or before a court in England and Wales;
 - (c) is removed as a member in accordance with Byelaw 5 and the Regulations; or
 - (d) dies.
- 2.3.3 A notice of resignation of a member shall not be effective while the conduct of that member is subject to an investigation under Byelaw 5.
- 2.3.4 On ceasing to be a member, a person shall cease to be entitled to the rights and privileges of membership and to represent an affiliation with the RIBA unless otherwise specified in the Regulations.
- 2.4 **Privileges of membership** 32 8204eW* nBTF496f1 0 0 1 5059 2593 TmF496f1 0 0 1 50inahe le.

- 6.2 The RIBA must hold an Annual General Meeting once in every calendar year at such time and in such place as the Board shall decide.
- 6.3 At each Annual General Meeting, the Chartered Members shall:
 - 6.3.1 resolve on the adoption of the annual report and accounts and the appointment of auditors; and
 - 6.3.2 consider such other business as the Board shall determine.
- 6.4 The Board may convene an Ordinary General Meeting whenever it thinks fit.
- 6.5 Notice of every General Meeting shall be given to all the members of the RIBA, to the Board and to the auditors of the RIBA not less than 21 Clear Days before the meeting.
- 6.6 The notice shall be in such form and shall be given in such manner as shall be prescribed in the Regulations.
- 6.7 A member present at a General Meeting shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 6.8 An accidental omission to send a notice to one or more members will not invalidate the proceedings of the meeting.
- 6.9 In accordance with Byelaw 2.4.1(d), all members of the RIBA may attend and speak at General Meetings but only Chartered Members may vote.
- 6.10 The Board may permit persons to attend General Meetings by telephone, televisual or other electronic or virtual means in which all participants may communicate simultaneously with other participants.
- 6.11 The Board shall give notice to convene an Ordinary General Meeting to take place within three months of receipt of a valid request to do so.
- 6.12 A request is valid if it:
 - 6.12.1 states the general nature of the business to be dealt with at the meeting;
 - 6.12.2 is made by not less than 5% of the Chartered Members; and
 - 6.12.3 is in hard copy form, signed by those Chartered Members and delivered to the RIBA by hand or post, marked for the attention of the President; or
 - 6.12.4 is in Electronic Form, accompanied by a statement of the identity of the Chartered Members making the request (and the RIBA has no reason to doubt the truth of that statement) and delivered to the President
- 6.13 If the Board does not comply with Byelaw 6.11, the Chartered Members who made the request in accordance with Byelaw 6.12.2 may publish a notice to convene an Ordinary General Meeting
- 6.14 The meeting must be called in the same manner, as nearly as possible, as that in which General Meetings are required to be called by the Board.

- 7.3.3 Any person who is appointed or elected as a Council Member shall be treated as having agreed to be bound by the Council Code of Conduct.
- 7.3.4 A Council Member shall cease to be a Council Member when he or she retires at the end of his or her term of office or, if earlier, if:
- (a) he or she resigns by notice in Writing to the President (or to the Honorary Secretary if the President is the Council Member resigning);
 - (b) he or she ceases to be a member of the RIBA;
 - (c)

7.5.6 Subject to the Regulations, the meetings and proceedings of any committee established by Council shall be governed by the provisions of the Byelaws and Regulations regulating the meetings and proceedings of Council unless otherwise provided in written terms of reference.

7.6 Council advisory groups

7.6.1 Council may appoint advisory groups which shall comprise such individuals as Council shall determine from time to time.

7.6.2 Council may impose such terms of reference governing the meetings and proceedings of the advisory groups as it may from time to time think fit.

8. Honorary Officers

8.1 President

8.1.1 The President shall be elected by the members of the RIBA from among the Chartered Members and the Honorary Fellows in accordance with the Regulations. A serving President may not be a candidate.

8.1.2 The President is the chair of Council and is an Ex-officio Trustee.

8.2 Other Honorary Officers

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

8.2.2 The Honorary Secretary and the Honorary Treasurer shall be Ex-officio Trustees.

8.2.3 Subject to the Regulations, Council may, from time to time, appoint such other Honorary Officers (who shall not be Ex-officio Trustees but may be appointed as Trustees) as it thinks fit from among the Council Members and Chartered Members.

8.2.4 Subject to the Regulations, if a person to be appointed as an Honorary Officer is not a Council Member at the time at which the appointment is made, that person shall automatically be appointed as a Council Member.

8.2.5 The Board may make Regulations dealing with the election or appointment and removal, rights and privileges, role and responsibilities and conduct of the President and .T aee

- 9.1.3 So long as there are fewer than three Trustees none of the powers or discretions conferred on the Board by the Constitution or by law shall be exercisable except for the power to co-opt new Trustees.
- 9.1.4 In the event that the number of Trustees who are Council Members falls below the majority required under Byelaw 9.1.2, the powers and discretions conferred on

Trustee in any category (whether an Ordinary Trustee, Co-opted Trustee or Ex-officio Trustee) who has served a continuous term of six years shall remain out of office for at least one year before he or she may be re-appointed as a Trustee.

- 9.1.11 For the avoidance of doubt, a Trustee may at the end of his or her term be re-appointed in another capacity whether as an Ordinary Trustee, Co-opted Trustee or Ex-officio Trustee subject to the maximum term set out in Byelaw 9.1.10.
- 9.1.12 All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.
- 9.1.13 The Trustees shall appoint one of their number to be the Chair of the Board having sought and considered any recommendations of the Nominations Committee for such term of office as they determine and may at any time remove him or her from that office.
- 9.1.14 The Board shall set out the duties that apply to Trustees and the standards of behaviour which Trustees are expected to demonstrate in a Trustee Code of Conduct and may amend or replace such code from time to time.
- 9.1.15 All Trustees shall be treated as having agreed to be bound by the Trustee Code of Conduct.
- 9.1.16 The President, Honorary Treasurer and Honorary Secretary in post immediately prior to the Effective Date shall be the first Trustees.

9.2 **Cessation of Trusteeship**

- 9.2.1 An Ex-officio Trustee automatically ceases to hold office as

- (a) subject to the Regulations, Council must specify those who shall serve or be asked to serve on the committee (although Council may allow the committee to make co-options up to a specified number);
- (b) subject to the Regulations, the composition of any committee shall be entirely at the discretion of the Board and may include such of their number (if any) as the Board may specify;
- (c) the Board must set out the nature of the delegation including the terms and conditions and mandate of any committee in the Regulations or in written terms of reference; and
- (d) the deliberations of any committee must be reported regularly to the Board (and in the case of the Audit Committee, to Council) and any resolution passed or decision taken by any committee must be reported promptly to the Board (and in the case of the Audit Committee, to Council) and every committee must appoint a secretary for that purpose;
- (e) no committee shall knowingly incur expenditure or liability on behalf of the RIBA except where authorised by the Board or in accordance with a budget which has been approved by the Board.

9.4.5 Subject to the Regulations, the meetings and proceedings of any committee shall be governed by the provisions of the Byelaws and Regulations regulating the meetings and proceedings of Trustees unless otherwise provided in written terms of reference.

9.5 **Delegation of investment management**

9.5.1 The Board may delegate the management of investments to a Financial Expert or Financial Experts provided that:

- (a) the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Board;
- (b) timely reports of all transactions are provided to the Board;
- (c) the performance of the investments is reviewed regularly with the Board;
- (d) the Board is entitled to cancel the delegation arrangement at any time;
- (e) the investment policy and the delegation arrangements are reviewed regularly;
- (f) all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance; and
- (g) the Financial Expert or Financial Experts must not do anything outside the powers of the Board.

9.6 **Chief Executive Officer**

9.6.1 The Board may appoint a Chief Executive Officer for such term, upon such conditions and by such process as it thinks fit and may delegate the day to day management of the RIBA to the Chief Executive Officer.

9.6.2 In the case of delegation of the day to day management of the RIBA to the Chief Executive Officer:

- (a) the delegated power shall be to manage the RIBA by implementing the policy and strategy adopted by, and within a budget approved by, the Board and (if applicable) to advise the Board in relation to such policy, strategy and budget;
- (b) the Board shall provide the Chief Executive Officer with a description of his or her role and the extent of his or her authority; and
- (c) the Chief Executive Officer must report regularly to the Board on the activities undertaken in managing the RIBA and provide it regularly with management accounts which are sufficient to explain the financial position of the RIBA.

9.7 **Advisory groups of the Board**

9.7.1 The Board may appoint advisory groups which shall comprise such individuals as the Board shall determine from time to time.

9.7.2 The Board may impose such terms of reference governing the meetings and proceedings of the advisory groups as it may from time to time think fit.

9.8 **Decision-making by Trustees**

9.8.1 The Board may make Regulations dealing with decision-making and the conduct of business by the Board.

10. **Regional and internatime.**

- 12.3 The Board may only make the Regulations dealing with the matters specified in Byelaw 7.1.1(m) with the prior consent in Writing of Council.
- 12.4 In the event of conflict between the provisions of the Regulations and these Byelaws, the Byelaws shall prevail.
- 12.5 The Regulations approved by the Council of the RIBA (as constituted prior to the Effective Date) as the Regulations shall be the Regulations and shall remain in force unless and until they are added to, amended or revoked under and in accordance with the preceding paragraphs of this Byelaw.
- 13. Expenses, remuneration and benefits**
- 13.1 The RIBA may defray any reasonable and proper expenses incurred by the Board, Council Members or Office Holders acting as such in accordance with any expenses policy published by the Board from time to time.
- 13.2 The RIBA may pay such reasonable annual amounts to the President as the Board may from time to time determine, having considered the recommendations of the Remuneration Committee, provided that the Regulations dealing with the management of conflicts of interest must be complied with by the President in relation to decisions regarding any such payments.
- 14. Accounts, annual report and auditors**
- 14.1 The he0.00152complied with by the P14.

address (if any) and unless and until he or she has so notified his or her registered address he or she shall not be entitled to receive any notice of General Meetings.