

Royal Institution of Chartered Surveyors

Bye-Laws

Updated February 2020



Stafford Howard, Knight Commander of the Order of the British Empire, who has been created a Baronet, Sir Arthur Clarence, Honorable Member of the Royal Institute of Surveyors, Marmaduke, Cross of the Order of the British Empire, One of His Majesty's Surveyors, was advanced on the Twentieth day of the month of a Surveyor, in a house, property, estates, and of the profession and complementary Institution, on the Twentieth day of the month of 1946 His Majesty's Surveyors, use the prefix 'Chartered' as the Common Seal to contain fit and authority, he, on request, the

At the Council Chamber, Whitehall

THE 13th DAY OF MARCH 2019

BY THE LORDS OF HER MAJESTY'S

MOST HONOURABLE PRIVY COUNCIL

The Privy Council has approved the alterations to the Bye-Laws of The Royal Institution of Chartered Surveyors set out below.

Richard Tilbrook

SCHEDULE

Revised Bye-Laws of The Royal Institution of Chartered Surveyors

BYE-LAW 1: APPLICATION AND DEFINITIONS

B1.1 Application of Bye-Laws and Regulations

These Bye-Laws and any Regulations made under them shall apply to:

- (a) a Member or a member of an Attached Class;
- (b) a Firm, where specified;
- (c) a Regulated Non-Member, where specified; and
- (d) any person covered by any agreement made under Article 20 of the Charter.

B1.2 Definitions

B1.2.1 Unless the context otherwise requires:

- (a) references to the singular shall include the plural and vice versa; and
- (b) words denoting one gender shall encompass all genders.

B1.2.2 The following definitions shall apply to these Bye-Laws and any Regulations made under them:

Term	Definition
<i>Annual Accounts</i>	the Income and Expenditure Account, the Balance Sheet and the Annual Report which are laid before RICS in accordance with B9
<i>Annual General Meeting</i>	a general meeting of RICS held annually in accordance with B8
<i>Annual Report</i>	a yearly statement by the Management Board of the operating and financial performance of RICS
<i>Annual Subscription</i>	the annual fee payable by a Member or a member of an Attached Class for membership of RICS
<i>Appeal Panel</i>	a panel comprised of individuals from the Regulatory Tribunal including Members and non-members appointed to hear appeals in accordance with Rules made by the Standards and Regulation Board
<i>Attached Classes</i>	the classes of persons who are not Members but who are attached to RICS as set out in R2
<i>Authorised Persons</i>	a person authorised (including by delegated authorisation) by Governing Council in writing from time to time to approve and sign contracts on behalf of RICS
<i>Books of Accounts</i>	the books in which the transactions of RICS are recorded
<i>Bye-Laws</i> (known by the prefix "B")	the Bye-Laws of RICS, made from time to time pursuant to Articles 16 and 17 of the Charter and approved by the Members
<i>Casual Vacancy</i>	any vacancy arising through the absence of a nomination or insufficient nominations at the beginning of the prescribed period of office, or alternatively any vacancy arising during a period of office
<i>Chair</i>	the person presiding over a board, committee, group, or meeting who is responsible for the conduct of that meeting
<i>Charter</i>	the Royal Charter incorporating the Surveyors' Institution dated the twenty-sixth day of August 1881 as varied from time to time by the Supplemental Charter

Term	Definition
<i>Chartered Member</i>	a member of a class listed in Articles 5(1)-(2) of the Charter
<i>Constituency</i>	a representative area which may be geographical, occupational or otherwise involving some common tie
<i>Designation</i>	a designation given by RICS to describe a Member's professional experience and/or specialist activity in accordance with B3
<i>Designatory Initials</i>	distinguishing letters used after a Member's name to describe his professional experience
<i>Diploma</i>	a document certifying membership of the requisite class of RICS and the date upon which it became effective
<i>Director</i>	a person who is employed by a company whose job title includes the word director or who performs the functions of a statutory director in relation to the company
<i>Disciplinary Panel</i>	a panel comprised of individuals from the Regulatory Tribunal including Members and non-members appointed to hear disciplinary cases in accordance with Rules made by the Standards and Regulation Board
<i>Entrance Fee</i>	a fee payable by a person admitted to membership of RICS
<i>Extraordinary General Meeting</i>	a general meeting of RICS to transact urgent, extraordinary or special business in accordance with B8
<i>EU Directive</i>	any directive of the European Union as may be in force at the material time, issued for the purpose of securing compliance with the provisions of the Articles of the Treaty of the European Communities
<i>Firm</i>	the whole or part of any body corporate, a partnership, a limited liability partnership or an unincorporated practice of a sole practitioner concerned with the business of surveying or providing other related services which is regulated by RICS
<i>Functions</i>	includes powers and duties
<i>Funds</i>	assets held by RICS in the form of money
<i>General Meeting</i>	any general meeting of the Members of RICS in accordance with B8
<i>Governance Body</i>	includes Governing Council, the Management Board, the Standards and Regulation Board, Professional Groups, and any other bodies set up under the Bye-Laws and Regulations
<i>Governing Council</i>	the executive body responsible for directing the affairs of RICS constituted in accordance with B6
<i>Head of Regulation</i>	the person appointed to manage the regulatory regime or the person to whom the Standards and Regulation Board delegates responsibility through Regulations
<i>In writing</i>	any written form in any way which is permanent, including facsimile and email
<i>Insurance</i>	professional indemnity insurance, and "insure" and "insured" shall be interpreted accordingly
<i>Journal</i>	the official publication of RICS
<i>Lay member or person</i>	a person who has never been a Surveyor
<i>Management Board</i>	a group established in accordance with B7 to carry out certain tasks

Term	Definition
<i>Member</i>	includes a Chartered Member, a Non-Chartered Member and an Honorary Member of RICS
<i>Membership Card</i>	a card certifying membership of RICS
<i>Nominated Person</i>	a person, who may or may not be a Member, or a Partnership or a company appointed to carry out monitoring, investigation, enforcement or disciplinary activities as laid down in B5 and any Regulations or Rules made under it
<i>Non-Chartered Member</i>	a member listed in Article 5(3) of the Charter
<i>Objects</i>	the objects of RICS as set out in Article 3 of the Charter
<i>Officers</i>	the persons appointed to the offices specified in B6
<i>Ordinary General Meeting</i>	a meeting described in B8
<i>Ordinary Resolution</i>	a resolution (other than a Special Resolution) passed by General Meeting (including by postal ballot) by a simple majority of the eligible votes validly cast
<i>Partner</i>	includes a member of a limited liability partnership and/or a person who is employed by a Partnership and whose job title includes the word partner or he performs the functions of a partner in relation to the Partnership
<i>Partnership</i>	includes a limited liability partnership
<i>Professional Competence</i>	a level of ability and knowledge of surveying, based on qualifications and experience as published from time to time by RICS
<i>Property</i>	any assets other than money held or owned by RICS, including any land, building, paper, map, plan, intellectual property rights, drawing or other document or model
<i>Proxy</i>	the person appointed by a Member to vote on his behalf, who may be the Chair or any other Member provided he intends to be present at the relevant General Meeting
<i>Re-admission Fee</i>	a fee payable by a person re-admitted to membership of RICS following removal, expulsion or resignation
<i>Register of Firms</i>	the official register of Firms registered with RICS
<i>Register of Members</i>	the official register of Members and members of the Attached Classes
<i>Registration Panel</i>	a panel comprised of individuals from the Regulatory Tribunal including Members and non-members appointed to hear registration cases in accordance with Rules made by the Standards and Regulation Board
<i>Regulated Non-Member</i>	an individual who is not a Member or a member of the Attached Classes who has agreed to be regulated by RICS for the purpose of certain business activities
<i>Regulations (known by the prefix "R")</i>	those Regulations made by Governing Council from time to time pursuant to Article 18 of the Charter
<i>Regulatory Tribunal</i>	the Members and non-members who are independently appointed in accordance with procedures as approved by the Governing Council to carry out functions as set out in the Bye-Laws, Regulations and Rules

Term	Definition
<i>Requisition Date</i>	the date on which a requisition under B8 is received by the Chief Executive
<i>RICS</i>	the Royal Institution of Chartered Surveyors incorporated by Royal Charter
<i>Rules</i>	Rules made by the Standards and Regulation Board
<i>Session</i>	the period determined by Governing Council from time to time in accordance with B8
<i>Special Levy</i>	a lump sum contribution from members of RICS to cover either unplanned or underestimated expenditure
<i>Special Resolution</i>	a resolution under Articles 17, 19 and 21 of the Charter involving a repeal of, and/or alteration or addition to the Charter and/or Bye-Laws (or the making of new Bye-Laws) and passed by a postal ballot or a resolution of a General Meeting by a simple majority of the eligible votes validly cast
<i>Standing Orders</i>	orders setting out procedures, including for the conduct of meetings, and dealing with the business and composition of Governance Bodies
<i>Stationery</i>	includes business letters, brochures, orders for goods or services, invoices, receipts issued, demands for payment, and any other company document which is likely to be seen by third parties and which arises in the course of the business
<i>Surveyor</i>	a person who provides a service related to the profession of a surveyor as set out in the Charter, the nature of which is considered by RICS to fall within the responsibility of one or more of its Professional Groups, and “surveying” shall be interpreted accordingly
<i>Transfer Fee</i>	the fee payable by a person on transfer from one class of membership to another
<i>Undertaking on Admission</i>	the undertaking required on admission to any class of membership of RICS in such form as specified from time to time

BYE-LAW 2: MEMBERSHIP AND REGISTRATION

Individuals

B2.1 Classes

B2.1.1 The Members of RICS shall consist of the following classes:

- (a)** Chartered Members, comprising:
 - (i)** Fellows;
 - (ii)** Professional Members;
- (b)** Non-Chartered Members; and
- (c)** Honorary Members.

B2.1.2 There shall be Attached Classes of persons as specified in Regulations who shall not be Members but who shall be attached to RICS.

B2.1.3 The name or title of the classes of Chartered Members may only be changed by Special Resolution at a General Meeting of RICS.

B2.1.4 Subject to any procedures set out in Regulations, Governing Council may:

- (a)** change the name or title of any class of membership other than that of Chartered Members;
- (b)** change the criteria or terms of any class of membership other than that of Chartered Members; and
- (c)** introduce new classes of membership other than Chartered Members.

B2.2 Eligibility

B2.2.1 Chartered Member or Non-Chartered Member

To be eligible for admission as a Chartered Member or a Non-Chartered Member, a person shall demonstrate the attainment of the appropriate Professional Competence.

B2.2.2 Honorary Member

To be eligible for election as an Honorary Member, a person shall:

- (a)** not practise as a Surveyor; and
- (b)** in the opinion of Governing Council, be able to assist in promoting the Objects of RICS by reason of his position, experience or eminence.

B2.2.3 Attached Classes

To be eligible for admission as a member of an Attached Class, a person shall comply with any requirements published by RICS from time to time.

B2.2.4 Prohibitions

The following transfers are not permitted:

- (a)** Fellow to the class of Professional Member; and
- (b)** Professional Member to the class of Non-Chartered Member.

B2.2.5 Dispensation

Governing Council may make Regulations granting dispensation, in whole or in part, from any eligibility requirements.

B2.3 Procedure

B2.3.1 First application

The procedure for admission of persons on a first application to any class of membership (including an Attached Class) shall be prescribed in Regulations.

B2.3.2 Re-admission

- (a)** A person (including those in an Attached Class) whose name has been removed from the Register of Members may be re-admitted to any class of membership subject to any procedure set out in Regulations.
- (b)** The procedure for any application for re-admission for any person shall be set out:
 - (i)** for disciplinary cases, in Rules made by the Standards and Regulation Board;
 - (ii)** for all other cases, in Regulations made by Governing Council.
- (c)** Any re-admission under B2.3.2 may be made:
 - (i)** either unconditional or upon such terms;
 - (ii)** to such class of membership; and/or
 - (iii)** subject to the payment of any sum (including any fee, subscription, levy, fine or other penalty, or arrears), as the Standards and Regulation Board or Governing Council may determine.
- (d)** An application for re-admission may be granted only where it is in the best interests of RICS.

B2.3.3 Transfer

The procedure for transfer and the fees payable on transfer shall be prescribed by Regulations.

B2.3.4 The Register of Members

RICS shall keep and maintain the Register of Members as set out in Regulations, which shall record any person:

- (a)** admitted to any class of membership of RICS following admission or re-admission;
- (b)** expelled or who resigns from any class of membership of RICS; or
- (c)** suspended from membership of RICS.

B2.3.5 Undertaking on Admission

Any person admitted to any class of membership of RICS shall give an Undertaking on Admission in writing in such terms as Regulations may prescribe. Such Undertaking on Admission will include that:

- (a)** he will abide by the Charter, Bye-Laws, Regulations and Rules (as amended from time to time);
- (b)** he will not at any time after ceasing to be a member of RICS use or permit to be used in conjunction with:
 - (i)** his name; or
 - (ii)** the name of any organisation with which he may be associated, any designation or expression denoting or suggesting any past or present membership of or connection with RICS that he or the organisation is not otherwise entitled to use;

- (c) he will be liable whilst a member and will remain liable after ceasing to be a member to pay to RICS promptly on demand any monies payable by him to RICS, including but not limited to any fee, subscription, levy, fine or other penalty, or reimbursement in accordance with any scheme of compensation; and
- (d) he will comply with such other requirements as Governing Council shall determine.

B2.4 Privileges and Obligations of Membership

B2.4.1 Each Chartered Member and Non-Chartered Member shall be:

- (a) eligible for election or appointment to Governing Council, and for election or appointment to certain offices of RICS; and
- (b) entitled to all its rights and privileges, including the right to:
 - (i) attend General Meetings;
 - (ii) vote on resolutions at a General Meeting subject to any restrictions in B8; and
 - (iii) receive and retain a Diploma of membership and annual Membership Card, unless he resigns, is suspended or is expelled from membership or falls within any other exception determined by Governing Council from time to time.

B2.4.2 An Honorary Member shall be entitled to attend any General Meeting, but shall not:

- (a) have the right to vote on any resolution;
- (b) be called upon to contribute to the funds of RICS.

B2.4.3 Every member (including members of the Attached Classes) shall comply with any Rules concerning conduct.

Firms

B2.5 Registration of Firms

B2.5.1 Rules shall set out:

- (a) the criteria for eligibility of a Firm to be registered with RICS;
- (b) the procedure for registration; and
- (c) the obligations of registration.

B2.5.2 RICS shall keep and maintain a Register of Firms as set out in Rules, which shall record any Firm:

- (a) registered with RICS;
- (b) removed or de-registered from RICS;
- (c) suspended from registration with RICS.

BYE-LAW 3: DESIGNATIONS

B3.1 Use of Designations

B3.1.1 Chartered Members shall be entitled to use Designatory Initials or Designations as follows:

- (a) Fellow: the Designatory Initials “FRICS” and the Designation “Chartered Surveyor”;

- (b) Professional Member: the Designatory Initials “MRICS” and the Designation “Chartered Surveyor”.
- B3.1.2** The Designatory Initials or Designations of Chartered Members may only be changed by Special Resolution at a General Meeting of RICS.
- B3.1.3** Governing Council shall set out in Regulations the Designatory Initials or Designations which may be used by Non-Chartered Members and Honorary Members.
- B3.1.4** The Designation “Chartered Surveyors” may be used:
 - (a) by a sole practitioner who is a Chartered Member;
 - (b) by a Partnership if fifty per cent or more of the Partners are Chartered Members provided that:
 - (i) no Partner has been expelled from membership of RICS and not subsequently re-admitted;
 - (ii) there is an agreement in force between the Partnership that any surveying services carried on by the Partnership shall be conducted at all times in accordance with the Rules of Conduct, and a copy of that agreement must be supplied to RICS on demand;
 - (iii) where a Designation is used in conjunction with a Partnership’s trading name, either the names of all Partners are stated in legible characters on all Stationery, electronic communications and public displays or, if there are more than 20 Partners, a list of the names of all the Partners may be maintained at the Partnership’s principal place of business; and
 - (iv) each individual Partner who is a Chartered Member uses the appropriate Designatory Initials when he conducts the business of the Partnership.
 - (c) by a company carrying on surveying services (in conjunction with either its corporate name or its trading name) if fifty per cent or more of its Directors are Chartered Members provided that:
 - (i) no Director has been expelled from membership of RICS and not subsequently re-admitted;
 - (ii) there is an agreement in force between all Directors that any surveying services shall at all times be conducted in accordance with the Rules of Conduct, and a copy of that agreement must be supplied to RICS on demand;
 - (iii) where a Designation is used in conjunction with a company’s trading name, the company’s corporate name is also stated in legible characters on all Stationery, electronic communications and public displays; and
 - (iv) each individual Director who is a Chartered Member uses the appropriate Designatory Initials when he conducts the business of the company.

B3.2 Alternative Designations

- B3.2.1** Governing Council may create and amend in Regulations such alternative Designations which may be used by a sole practitioner, Partnership or company as it considers appropriate, provided that:
 - (a) each alternative Designation shall start with the word “Chartered” and end with the word “Surveyor”; and
 - (b) there is adequate consultation with the membership of RICS in advance of any amendment.

B3.2.2 The only permitted exception to B3.2.1(a) is that a sole practitioner, Partnership or company entitled under Regulations to use the alternative Designation “Chartered Valuation Surveyor(s)” shall be further entitled to add to that Designation the words “and Estate Agent(s)”, provided that the conditions of B3.2.1 are satisfied.

B3.3 Use with other designations

Members shall not use any other designation so as to imply that such other designation is also a Designation given by RICS.

B3.4 Use with designations of merger bodies

Members shall not use the designatory letters of previously merged bodies as set out from time to time in Regulations.

B3.5 Regulatory Designations

Rules shall prescribe:

- (a) the Designations which Members and Firms shall use to describe the activities over which RICS exercises its regulatory functions; and
- (b) the manner in which such Designations shall be used.

BYE-LAW 4: CONTRIBUTIONS TO FUNDS

B4.1 Fees, Subscriptions and other payments

Governing Council shall be entitled to determine the following as set out in Regulations:

- B4.1.1** Annual Subscription payable by Chartered Members and Non-Chartered Members but within a framework agreed by Members at a General Meeting;
- B4.1.2** Annual Subscription payable by members of the Attached Classes;
- B4.1.3** Entrance Fees payable by Chartered Members, Non-Chartered Members and members of the Attached Classes;
- B4.1.4** Re-admission Fees payable on entry to any class of membership;
- B4.1.5** Transfer Fees payable on transfer from one class of membership to another;
- B4.1.6** fees or subscriptions payable by Firms;
- B4.1.7** Special Levies subject to any requirements set out in Regulations;
- B4.1.8** payments relating to schemes of compensation and redress; and
- B4.1.9** such other payments as Governing Council considers necessary.

B4.2 Concessions, discounts and reductions

Governing Council may make Regulations to:

- (a) grant a concession or discount from; or
- (b) where it has reasonable grounds, reduce or refund wholly or in part the Annual Subscription and any arrears of

any fees, subscription, levy or other payment payable to RICS by any member or group of members.

B4.3 Payment

A person shall be liable for the payment of his fees, subscription, levy, or other sums payable while he is or was in membership.

B4.4 Failure to pay

B4.4.1 If any Member, member of an Attached Class or Firm fails to pay:

- (a) any moneys due to RICS within thirty days from the date upon which they became due and payable; or
- (b) any instalment of a subscription or an Annual Subscription by the date on which it becomes due and payable,

Governing Council and the Standards and Regulation Board may charge interest and take such other action it considers appropriate.

B4.4.2 Governing Council and the Standards and Regulation Board may defer exercising its power in B4.4.1 until such date as it considers appropriate.

B4.5 Scheme of compensation

Each Member, member of the Attached Classes or Firm shall reimburse RICS for any sum paid by RICS to a third party in respect of their conduct under any scheme of compensation or redress.

BYE-LAW 5: CONDUCT

B5.1 Application

For the purpose of this Bye-Law only, the term "Member" shall include a member of the Attached Classes.

B5.2 Liability of Members

B5.2.1 Every Member shall:

- (a) conduct himself in a manner befitting membership of RICS; and
- (b) comply with any Regulations and Rules laid down to govern the manner in which his profession or business is conducted; and
- (c) disclose promptly to RICS the name of any other Member, Regulated Non-Member or Firm who or which in his reasonable belief may be in breach of B5.2.1(b); and
- (d) disclose promptly in writing to RICS that either:
 - (i) he; or
 - (ii) to the best of his information, knowledge and belief, any other Member, Regulated Non-Member or Firm,

has been charged with or been convicted of a criminal offence carrying on first conviction the possibility of a custodial sentence.

B5.2.2 A Member may be liable to disciplinary action under these Bye-Laws, whether or not he was a Member at the time of the occurrence giving rise to that liability, by reason of:

- (a) conduct liable to bring RICS into disrepute; or
- (b) serious professional incompetence; or
- (c) a failure to adhere to these Bye-Laws or to Regulations or Rules governing Members' conduct; or
- (d) having been convicted of a criminal offence which could result in a custodial sentence.

B5.2.3 A Member shall not be entitled to resign from membership of RICS until all proceedings against him under this Bye-Law have been concluded other than in exceptional cases at the discretion of the Head of Regulation.

B5.3 Liability of Firms

B5.3.1 Every Firm shall comply with any Regulations or Rules which may be laid down to govern the manner in which Firms carry on their business.

B5.3.2 A Firm may be liable to disciplinary action under these Bye-Laws, whether or not the Firm was regulated by RICS at the time of the occurrence giving rise to the liability, by reason of:

- (a) conduct liable to bring RICS into disrepute; or
- (b) serious professional incompetence; or
- (c) a failure to adhere to these Bye-Laws or to Regulations or Rules governing Firms' conduct.

B5.3.3 A Firm shall remain liable for disciplinary action even if one or more Partners or Directors have joined or left the Firm since the time of the acts or defaults which are the subject of disciplinary action.

B5.4 Powers

B5.4.1 RICS shall have the power to:

- (a) monitor compliance with the requirements of these Bye-Laws, or any Regulations or Rules made under them; and
- (b) investigate complaints, allegations or suspicions of failure to comply with these Bye-Laws and any Regulations or Rules made under them.

B5.4.2 RICS shall have the power to impose one or more of the disciplinary penalties specified in B5.4.3 if, after due enquiry, a Member or Firm is found to have committed one or more of B5.2.2(a)-(d) or B5.3.2(a)-(c) respectively.

B5.4.3 The disciplinary penalties referred to in B5.4.2 are:

- (a) to caution the Member or Firm against repeating the conduct or action which is found to have constituted the contravention;
- (b) to reprimand the Member or Firm;
- (c) to require the Member or Firm to give one or more undertakings as to future conduct;
- (d) to fine the Member or Firm in accordance with policy objectives set by the Standards and Regulation Board from time to time;
- (e) to impose conditions on the Member's continued membership of RICS;
- (f) to impose conditions on a Firm's registration;
- (g) to make an order requiring a Member or Firm to take specified action, and stating the penalty imposed if the Member or Firm fails to comply with that action;
- (h) to expel the Member from membership of RICS;
- (i) to remove a Firm's registration.

B5.4.4 RICS may, if it thinks fit, temporarily suspend a Member or a Firm's registration for regulation or require the Member or Firm to refrain from practising surveying pending:

- (a) enquiry under B5.4.1; or
- (b) enquiry by another regulatory or judicial body; or
- (c) the outcome of consideration of action under B5.4.1-5.4.2.

B5.4.5 If a Member is also a member of any kindred society with which RICS has entered into an agreement in accordance with Article 20 of the Charter and is suspended or expelled by that kindred society, RICS shall have the power without further enquiry to suspend or expel him from membership of RICS.

B5.4.6 RICS may make such order as it considers just and reasonable for a payment:

- (a) by a Member or Firm to RICS in relation to its costs in connection with any investigation and/or hearing under B5.4.1-5.4.3, and/or in relation to the costs of monitoring compliance; or
- (b) to any Member or Firm in relation to costs incurred in connection with an investigation and/or hearing under B5.4.1-5.4.3.

B5.4.7 RICS may publish its findings and the courses of action taken under B5.4.2-5.4.3 and B5.4.6(a).

B5.4.8 The powers referred to in B5.4 shall be exercised by the Regulatory Tribunal, the Head of Regulation or a Nominated Person in such circumstances and to such extent as the Standards and Regulation Board may authorise in Rules.

B5.5 Appeals and Review

B5.5.1 Rules shall be made by the Standards and Regulation Board setting out the circumstances and manner in which Members and Firms may appeal against a disciplinary penalty imposed under B5.4.

B5.5.2 The Chair of Governing Council may require the Appeal Panel to review a finding or penalty imposed under B5.4 as provided by Rules if he believes that the penalty concerned is unduly lenient.

B5.6 Transitional Provisions

Any complaints or allegations that came to the attention of RICS before the date of implementation of any new Charter, Bye-Law, Regulation or Rules provisions shall be dealt with under the Charter, Bye-Law, Regulation and Rules provisions in force at the time when the matter came to the attention of RICS. For such purposes those former Charter, Bye-Law, Regulation and Rules provisions shall remain in force until the conclusion of the case.

BYE-LAW 6: GOVERNING COUNCIL, OFFICERS AND STAFF

B6.1 Governing Council

B6.1.1 Composition

- (a) The membership of Governing Council will be comprised from those:
 - (i) appointed as of right in accordance with Regulations;
 - (ii) appointed by nomination in accordance with Regulations; and
 - (iii) elected in accordance with Regulations.
- (b) The membership of Governing Council shall be comprised of at least:
 - (i) 66% elected; and
 - (ii) 66% Chartered Members.

B6.1.2 Duties and Powers

- (a) Governing Council shall direct the affairs of RICS.
- (b) The primary duties and functions of Governing Council shall be to:
 - (i) determine the strategy and policy of RICS;

- (ii) oversee, monitor and assess the performance of Governance Bodies;
- (iii) ensure communication of direction and performance to Members and stakeholders;
- (iv) make appointments, and to determine duties, terms of reference and other responsibilities in accordance with Regulations;
- (v) oversee the appointment of the Standards and Regulation Board, and the development and implementation of policy, rules and procedures governing the regulation of Members, Attached Classes, Firms and Regulated Non-Members; and
- (vi) oversee and be the decision-maker of the last resort in respect of administrative activities of RICS.

B6.1.3 Delegation

Governing Council may delegate any of its functions (including the power to sub-delegate) except those set out in B6.1.2(b) to subordinate bodies or individuals on such terms as it considers appropriate.

B6.1.4 Conduct of Business

- (a) Governing Council shall meet at least twice in any twelve month period, and in addition whenever the business of RICS so requires.
- (b) The quorum of a meeting of Governing Council shall be 40% of its members.
- (c) The following shall be entitled to attend but not vote at any meeting or part of a meeting of Governing Council:
 - (i) a Member, who shall not be entitled to speak subject to the discretion of the Chair of Governing Council;
 - (ii) any person invited by the Chair of Governing Council, who shall be entitled to participate in any discussion.
 - (iii) any Nominated Subject Matter Expert appointed by Governing Council.
- (d) Governing Council shall lay down Standing Orders to govern the conduct of its business including the procedure at any meeting.

B6.2 Officers

B6.2.1 Composition

There shall be the following Officers of RICS who shall be ex-officio members of the Governing Council:

- (a) a President;
- (b) a Senior Vice-President;
- (c) President-Elect; and
- (d) Chair of Governing Council.

B6.2.2 Appointment

The Officers at Bye-Law 6.2.1(a)-(c) shall be elected by Governing Council on such terms and according to such procedures as set out in Regulations.

The Officer at Bye-Law 6.2.1(d) shall be appointed in accordance with procedures as approved by Governing Council.

B6.2.3 Delegation

- (a) The Officers may delegate to staff or appropriate third parties any of their functions or duties except B6.3.1(a).

- (b) Any person to whom a function or duty is delegated by an Officer may sub-delegate unless expressly prohibited in Bye-Laws or Regulations or under the terms of the delegation.

B6.3 Chief Executive and staff

B6.3.1 Appointment

- (a) Governing Council shall appoint a Chief Executive taking into account any recommendation by the Officers.
- (b) The Chief Executive shall appoint such permanent staff and other staff as may be necessary for conducting the affairs of RICS.

B6.3.2 Duties

The duties of the Chief Executive shall be determined from time to time by Governing Council.

B6.3.3 Delegation

The Chief Executive may delegate to staff or appropriate third parties any of his functions or duties (including the power to sub-delegate) unless expressly prohibited under the terms of the delegation.

B6.4 Indemnity for members and staff acting for RICS

B6.4.1 Subject to B6.4.2 and any other exceptions set out in Regulations, RICS shall indemnify every:

- (a) Officer of RICS;
- (b) member of any Governance Body;
- (c) Member acting on behalf of RICS;
- (d) agent of RICS;
- (e) Member acting as a trustee of a trust established for the furtherance of some or all of the Objects of RICS;
- (f) Member or person appointed to serve on another body by reason of his membership of and/or upon the recommendation of RICS;

and their respective heirs, executors and administrators in respect of any liability incurred exclusively in the course of the performance in good faith of his office or duties on behalf of RICS or other relevant body.

B6.4.2 The indemnity in B6.4.1 shall not extend to liability resulting from:

- (a) the wilful neglect or default of the person concerned;
- (b) any act or omission which the person concerned knew to be a breach (or which was done in reckless disregard) of trust or duty or outside the Objects of the Charter; and/or
- (c) a criminal prosecution against a person in his capacity as trustee.

BYE-LAW 7: SUBORDINATE BOARDS, COMMITTEES AND GROUPS

B7.1 General

B7.1.1 Governing Council shall establish the following boards, committees, groups or panels:

- (a) Standards and Regulation Board;
- (b) Management Board;

- (c) Audit Committee;
- (d) Professional Groups.

- B7.1.2** Governing Council may establish, dissolve and amalgamate such other boards, committees, groups or panels as it considers necessary or desirable for the more efficient functioning of RICS or furtherance of its Objects.
- B7.1.3** Governing Council may change the names of any board, committee, group or panel established by it.
- B7.1.4** The membership, functions, terms of reference, and procedures of any boards, committees, groups or panels shall be laid down by Regulations or in Standing Orders.

B7.2 Standards and Regulation Board

- B7.2.1** The Standards and Regulation Board shall exercise the standards and regulatory functions of RICS.
- B7.2.2** The Standards and Regulation Board shall be accountable and shall report annually to Governing Council.
- B7.2.3** No member of Governing Council may be a member of the Standards and Regulation Board.
- B7.2.4** The Chair of Governing Council shall be entitled to attend meetings of the Standards and Regulation Board but shall not be able to vote.

B7.3 Management Board

- B7.3.1** The Management Board shall be responsible for implementing the strategy of RICS as determined by Governing Council.
- B7.3.2** The Management Board shall be subordinate and accountable to Governing Council.
- B7.3.3** The Management Board may establish, dissolve and amalgamate such other boards, committees, groups or panels as it considers necessary or desirable to implement the strategy of RICS, and any such boards, committees, groups or panels will be subordinate and accountable to the Management Board.
- B7.3.4** The Management Board may change:
- (a) the name or title; and
 - (b) the terms of reference,
- of any board, committee, group or panel which it established.

B7.4 Audit Committee

- B7.4.1** The Audit Committee shall consider matters relating to audit arrangements and systems and internal control.
- B7.4.2** The Audit Committee shall operate independently of Governing Council and the Management Board.
- B7.4.3** The Audit Committee shall report at least annually to:
- (a) Governing Council; and
 - (b) members at a General Meeting.
- B7.4.4** Subject to B7.4.5, the procedure for appointing members of the Audit Committee shall be set out in Regulations.
- B7.4.5** No member of the Audit Committee may be a member of:
- (a) Governing Council; or
 - (b) the Management Board.

B7.5 Professional Groups

Professional Groups shall be based on specialisms, market knowledge and skills of members as Governing Council considers appropriate.

BYE-LAW 8: PROCEDURE FOR GENERAL MEETINGS

B8.1 Session

Governing Council shall determine the dates on which each Session shall commence and conclude.

B8.2 Meetings

B8.2.1 The General Meetings of RICS shall be:

- (a) Annual General Meetings;
- (b) Ordinary General Meetings; and
- (c) Extraordinary General Meetings.

B8.2.2 Governing Council shall make Regulations to govern the giving of notice, service of documents, proceedings (including voting), adjournment and dissolution of any General Meeting of RICS.

B8.2.3 The quorum at any General Meeting shall be thirty Members present in person and entitled to vote.

B8.3 Annual General Meeting

B8.3.1 There shall be one Annual General Meeting in each Session on a date determined by Governing Council.

B8.3.2 The ordinary business of the Annual General Meeting shall be:

- (a) to appoint the Professional Auditor for the next Session;
- (b) to receive the Annual Accounts and a report from the Professional Auditor;
- (c) to announce the names of any members appointed or elected to Governing Council for the next Session; and
- (d) such other business as may be required.

B8.3.3 The Annual General Meeting may include a Special Resolution and/or an Ordinary Resolution unless it has already been referred to an Extraordinary General Meeting.

B8.4 Ordinary General Meeting

Ordinary General Meetings may be held on such days and at such hours during a Session as Governing Council may determine.

B8.5 Extraordinary General Meeting

An Extraordinary General Meeting shall be held on any occasion when:

- (a) Governing Council deem it necessary; or
- (b) a requisition in writing supported by not less than 3% of the Members eligible to vote (as computed on the last day of the previous Session) is submitted to the Chief Executive.

B8.6 Resolutions

B8.6.1 Entitlement to vote

- (a) Chartered Members may vote on Special Resolutions and Ordinary Resolutions.

- (b) Non-Chartered Members may vote on Ordinary Resolutions, unless they relate to the eligibility for admission to and/or transfer between any class of membership of RICS.
- B8.6.2** An increase by merger which does not increase the total number of Members by more than 7.5% (as computed on the last day of the previous Session) shall not require either:
 - (a) a Special Resolution under Article 19 of the Charter; or
 - (b) allowance by the Lords of the Most Honourable Privy Council.

BYE-LAW 9: ACCOUNTS AND AUDIT

B9.1 Books of Account

- B9.1.1** Books of Account shall be kept showing and explaining:
 - (a) all sums of money received and expended by RICS, together with brief details explaining the transactions where appropriate; and
 - (b) a record of the assets and liabilities of RICS.
- B9.1.2** Books of Account, accounts and vouchers shall be kept at the headquarters of RICS or at such other place or places as Governing Council think fit for a period of six years from the date on which they are made.
- B9.1.3** Books of Account and any document relating to the financial affairs of RICS shall be open to the inspection of:
 - (a) the Audit Committee;
 - (b) the Professional Auditor;
 - (c) the Management Board;
 - (d) Governing Council;
 - (e) the Chief Executive; and
 - (f) any Member or other person authorised by Governing Council or by Members at a General Meeting.

B9.2 Annual Accounts

- B9.2.1** The Annual Accounts shall comprise:
 - (a) an Income and Expenditure Account giving a true and fair view of the income and expenditure of RICS for the preceding financial year;
 - (b) a Balance Sheet giving a true and fair view of the state of the financial affairs of RICS as at the end of the preceding financial year; and
 - (c) a Report with respect to the financial affairs of RICS, and shall include the report of the Professional Auditor.
- B9.2.2** The Annual Accounts shall be:
 - (a) prepared by the Management Board;
 - (b) examined by the Audit Committee;
 - (c) audited by the Professional Auditor; and
 - (d) signed by the Chair of the Management Board and the Chief Executive after they have been audited by the Professional Auditor.
- B9.2.3** The Annual Accounts shall be laid before RICS at each Annual General Meeting.

B9.3 Appointment of Professional Auditor

B9.3.1 A Professional Auditor shall be appointed by the Members at a General Meeting having taken account of any recommendation by the Audit Committee and in accordance with Regulations.

B9.3.2 Eligibility

- (a) Subject to B9.3.2(b), an individual, a Partnership or a company shall be eligible to be appointed as Professional Auditor provided they are a member of a recognised supervisory body, and eligible for appointment as a company auditor under the rules of that body.
- (b) An individual shall not be appointed as Professional Auditor if he is a Member or servant of RICS, or if he is a partner or employee of any such person.

B9.3.3 The Professional Auditor shall be entitled to:

- (a) require such information and explanation as they think necessary for the performance of their duties from any:
 - (i) Member or person belonging to an Attached Class;
 - (ii) Officer;
 - (iii) staff; or
 - (iv) servant or other person acting on behalf of RICS;
- (b) attend any General Meeting and to receive related notices and communications which a Member is entitled to receive; and
- (c) be heard at any meeting which they attend in relation to any business of that meeting which concerns them as Professional Auditor.

B9.4 Report of Professional Auditor

The Professional Auditor shall make a report to the Members on all Annual Accounts laid before the Members during their tenure of office, which shall comply with any relevant published audit standards.

BYE-LAW 10: GENERAL

B10.1 Property and Funds

B10.1.1 The Property and Funds of RICS shall be:

- (a) under the control of Governing Council; and
- (b) used only to promote the Objects as set out in the Charter.

B10.1.2 The Property and Funds of RICS shall not be paid or transferred directly or indirectly by way of:

- (a) dividend, gift, bonus or other profit to any person; or
- (b) salary or money's worth to any person, except payments in good faith in accordance with Regulations.

B10.2 Trustees

B10.2.1 Governing Council may appoint trustees or nominees or custodians to hold any Property or Funds in the names of such trustees or nominees or custodians, in accordance with Regulations and subject to the control of Governing Council.

B10.2.2 No Property of RICS shall be sold, assigned, transferred, conveyed or otherwise disposed of by the trustees without the authority of Governing Council.

B10.2.3 No trustee shall hold any salaried office of RICS.

B10.3 Contracts

B10.3.1 RICS shall have authority to enter into contracts or legal arrangements provided it has the necessary funds to enter into the commitments undertaken.

B10.3.2 Regulations shall specify the requirements for any contract or legal instrument made by or on behalf of RICS.

B10.4 Dissolution or Winding Up

If upon the winding up or dissolution of RICS there remains any property (after the satisfaction of all its debts and liabilities), it shall be given or transferred to some other body having objects similar to the objects of RICS as determined by Members at a General Meeting.

B10.5 Administration

Governing Council may make Regulations as it sees fit to govern any other administrative matters.

Delivering confidence

We are RICS. Everything we do is designed to effect positive change in the built and natural environments. Through our respected global standards, leading professional progression and our trusted data and insight, we promote and enforce the highest professional standards in the development and management of land, real estate, construction and infrastructure. Our work with others provides a foundation for confident markets, pioneers better places to live and work and is a force for positive social impact.

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