SUPPLEMENTAL CHARTER
of The Royal Institution of Chartered Surveyors

Founded 15th June 1868
Incorporated By Royal Charter, 26th August 1881

Elizabeth the Second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

To all to whom these Presents shall come, Greeting!

WHEREAS Her Majesty Queen Victoria in the year of Our Lord One thousand eight hundred and eighty-one by Royal Charter dated the twenty-sixth day of August in the forty-fourth year of Her Reign (hereinafter called “the Original Charter”) constituted the seven persons named therein a Body Politic and Corporate by the name of The Surveyors’ Institution with perpetual succession and a Common Seal:

AND WHEREAS by an Order in Council dated the twenty-seventh day of October One thousand nine hundred and thirty the name of The Surveyors’ Institution was changed to “The Chartered Surveyors’ Institution” which name was changed by Order in Council dated the third day of July One thousand nine hundred and forty-seven to “The Royal Institution of Chartered Surveyors” (hereinafter called “the Institution”):

AND WHEREAS His Majesty King George the Fifth by Supplemental Charter dated the twenty-fourth day of October in the twelfth year of His Reign (hereinafter called “the Supplemental Charter”) made certain amendments and additions to the Original Charter:

AND WHEREAS by Orders in Council dated the twenty-seventh day of October One thousand nine hundred and thirty, the twentieth day of December One thousand three hundred and eight, the third day of July One thousand nine hundred and forty-seven, the twenty-third day of June One thousand nine hundred and sixty, the twenty-sixth day of January One thousand nine hundred and sixty-eight and the twenty-fifth day of June One thousand nine hundred and sixty-nine, made pursuant to Article 16 of the Original Charter, various further alterations, amendments and additions have been made to the Original Charter and the Supplemental Charter:

AND WHEREAS by an humble Petition the Institution has represented unto Us that the grant of a further Supplemental Charter consolidating with amendments and additions thereto the provisions of the Original Charter and the Supplemental Charter is desirable for the purpose of enabling the objects of the Institution to be carried out with further efficiency and to greater advantage and has prayed that We would be graciously pleased to grant to it a Supplemental Charter accordingly.

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration have of Our especial grace, certain knowledge and mere motion willed and declared and by these Presents do for Us, Our Heirs and Successors will and declare as follows:

In this Our Supplemental Charter unless inconsistent with the subject or context:

“Attached Classes” means those classes whose members are attached to but not Members of the Institution.

“Chartered Members” means Fellows and Professional Members of the Institution.

“the Institution” means The Royal Institution of Chartered Surveyors.

“The Governing Council” means the Governing Council for the time being of the Institution.

“Bye-Laws” and “Regulations” mean respectively Bye-Laws and Regulations of the Institution made from time to time under this Our Supplemental Charter.

“Firm” means 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 the Institution.

“Functions” includes powers and duties.

“General Meeting” means a General Meeting of the Members of the Institution.

“Member” means a Fellow, Professional Member, Non-Chartered Member or Honorary Member of the Institution.

“Ordinary Resolution” means a resolution (other than a Special Resolution) passed by a General Meeting by a simple majority of the eligible votes validly cast in accordance with the provisions of the Bye-Laws and/or Regulations.

“Regulated Non-Member” means an individual who is not a Member or a member of the Attached Classes who has agreed to be regulated by the Institution for the purpose of certain business activities.

“Regulatory Board” means a board, panel, committee, or other entity established by Governing Council, to exercise the Institution’s regulatory powers and functions.

“Resolution” means either a Special Resolution or an Ordinary Resolution.

“Special Resolution” means a resolution under Articles 17, 19 and 21 of this Our Supplemental Charter involving a repeal of, and/or alteration or addition to this Our Supplemental Charter and/or Bye-Laws (or the making of new Bye-Laws) and passed by a General Meeting by a simple majority of the eligible votes validly cast in accordance with the provisions of the Bye-Laws and/or Regulations.
The Original Charter (except in so far as it incorporates the Institution and confers on it perpetual succession and authorises it to have a Common Seal) and the Supplemental Charter shall be and hereby are revoked; but nothing in this revocation shall affect the validity or legality of any act, deed or thing already done or executed thereunder.

The objects of the Institution shall be to secure the advancement and facilitate the acquisition of that knowledge which constitutes the profession of a surveyor, namely, the arts, sciences and practice of:

(a) determining the value of all descriptions of landed and house property and of the various interests therein and advising on direct and indirect investment therein;

(b) managing and developing estates and other business concerned with the management of landed property;

(c) securing the optimal use of land and its associated resources to meet social and economic needs;

(d) surveying the fabric of buildings and their services and advising on their condition, maintenance, alteration, improvement and design;

(e) measuring and delineating the physical features of the Earth;

(f) managing, developing and surveying mineral property;

(g) determining the economic use of resources of the construction industry, and the financial appraisal, management and measurement of construction work;

(h) selling (whether by auction or otherwise) buying or letting, as an agent, real or personal property or any interest therein and to maintain and promote the usefulness of the profession for the public advantage in the United Kingdom and in any other part of the world.

The Chartered Members of the Institution shall be of two classes, namely:

(1) Fellows

(2) Professional Members

and there shall be two other classes of Members of the Institution, namely:

(3) Non-Chartered Members

(4) Honorary Members

and there may also be Attached Classes in accordance with the provisions of the Bye-Laws and/or Regulations.

The persons who at the date of this Our Supplemental Charter are Fellows, Professional Members, Non-Chartered Members, Honorary Members, or members of an Attached Class of the Institution shall continue to be Members of or attached to the Institution as such subject to the provisions of this Our Supplemental Charter and of the Bye-Laws.

(1) Each Member of the Institution shall be entitled to use after his name initials designating his class of membership in such manner and upon such conditions as the Bye-Laws or Regulations prescribe.

(2) Each Chartered Member of the Institution shall be entitled to use the designation “Chartered Surveyor” (and such supplementary designations in conjunction therewith as the Bye-Laws prescribe) in such manner and upon such conditions as the Bye-Laws or Regulations prescribe.

(3) Each company, firm or other body corporate through which Chartered Members of the
Institution shall practise their profession shall be entitled to use the designation "Chartered Surveyors" (and such supplementary designations in conjunction therewith as the Bye-Laws prescribe) in such manner and upon such conditions as the Bye-Laws or Regulations prescribe.

All Members of the Institution shall, subject to any restriction in the Bye-Laws and/or Regulations made thereunder, be entitled to be present and vote at General Meetings and to take part in the discussion of business thereat and to vote on any resolution proposed by means of a postal ballot.

There shall be a President and Vice-Presidents of the Institution.

There shall be a Governing Council of the Institution.

Subject to the provisions of this Our Supplemental Charter and to the Bye-Laws and Regulations the management and control of the Institution and its affairs shall be vested in the Governing Council which shall have power to act in all matters in the name of the Institution and execute and do all such deeds, acts and things as the Institution itself might do. The Governing Council shall have power to delegate any of their functions, for such purpose and in such manner as Bye-Laws or Regulations may prescribe, to such person or persons and in such manner as they may deem appropriate including, if thought fit, the power to sub-delegate.

Subject to the provisions of this Our Supplemental Charter and to the Bye-Laws and Regulations, the Governing Council shall have the power to establish a Regulatory Board to which it may delegate all or any of its regulatory functions, including those set out in 4A, 15(b1), 15(c), 18 and 20A, and including any powers to delegate the performance of a particular regulatory function.

The exercise of all powers exercisable by the Governing Council shall be subject to the control of Members through a Resolution at a General Meeting but so that any act done by the Governing Council before any Resolution is passed shall not be invalidated by any such Resolution.

There shall be Professional Sections of the Institution which shall be known as Professional Groups.

The composition and functions of such sub-divisions of the Institution (established in accordance with Our Supplemental Charter) shall from time to time be prescribed in Bye-laws and/or Regulations.

Subject to the provisions of this Our Supplemental Charter, Bye-Laws and/or Regulations shall prescribe or regulate as the case may be:

(a) the mode of election and admission of Chartered Members and Non-Chartered Members of the Institution and of admission of persons to the Attached Classes;

(b) the method for calculation, administration and payment of entrance fees and other fees, subscriptions, levies and other sums to be paid by and the privileges and benefits and the amount of concessions to Members and members of the Attached Classes;

(b1) the method for calculation, administration and payment of regulatory fees, other fees, levies and other sums to be paid by Firms and Regulated Non-Members.

(c) the cases, conditions and manner in and on which a Member or a member of an Attached Class may be excluded or suspended from membership or studentship or or attachment to the Institution;

(d) the status, appointment and continuance in office of the President and Vice-Presidents of the Institution;

(e) the constitution and functions of the Governing Council, the appointment and continuance in office of the members of the Governing Council, the filling of vacancies among the members and all other matters relative to the Governing Council;

(f) the appointment of trustees and their powers and duties and the disposal of the moneys and property of the Institution;

(g) the appointment, election, rotation, retirement and remuneration of a Professional Auditor or Auditors;

(h) the mode, time and place of summoning and holding annual and other General Meetings of the Institution and the mode of voting thereat whether in person or by proxy or by ballot or by voting papers or otherwise and the conduct of proceedings thereat;

(i) such other matters as the Institution may deem fit with respect to or for the government of the Institution, its Members, members of the Attached Classes and constituent parts, or otherwise for the promotion of the objects of the Institution.

As from the date of this Our Supplemental Charter and unless and until repealed, altered or added to in manner hereinafter provided the Bye-Laws scheduled to this Our Supplemental Charter shall constitute the Bye-Laws of the Institution and shall be valid and have the same effect as if made and allowed under the provisions of this Our Supplemental Charter to the exclusion of all Bye-Laws made under the Original Charter and all such Bye-Laws are hereby repealed.
The Institution may from time to time by Special Resolution make new Bye-Laws or repeal, alter or add to any of the Bye-Laws in any manner which is not inconsistent with the express provisions of this Our Supplemental Charter. But no new Bye-Law and no repeal, alteration or addition of or to the Bye-Laws shall take effect until it has been submitted to and allowed by the Lords of Our Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of our said Council shall be conclusive evidence.

Provided they are not inconsistent with this Our Supplemental Charter and to the Bye-Laws the Governing Council shall have power from time to time to make regulations for the administration of the affairs of the Institution, for the regulation of Members', members' of the Attached Classes, Regulated Non-Members', and Firms' professional conduct and discipline for the purposes of carrying out functions provided for under legislation or otherwise or for the purpose of carrying any Bye-Law into effect and may at any time and from time to time repeal, alter or add to the Regulations for the time being in force.

Subject to the provisions of the Bye-Laws, the Institution may enter into Agreements for the purpose of amalgamating with any kindred society if such amalgamation is approved by a Special Resolution of the Institution and thereafter the Members and attached classes of such kindred society shall subject to such conditions as the Agreement may prescribe be Members and members of the Attached Classes of the Institution. Subject to the provisions of the Bye-Laws, no agreement entered into under this Article shall take effect until it has been submitted to and allowed by the Lords of Our Most Honourable Privy Council, of which allowance a certificate under the hand of the Clerk of Our said Council shall be conclusive evidence.

The Institution may, for the purpose of facilitating the better Regulation and organisation of the profession, enter into agreements with any kindred society in any geographical territory which is outside the United Kingdom, the Channel Isles and the Isle of Man for the transfer or delegation to such society of any functions which it has hitherto exercised in that territory, provided that such transfer or delegation is approved by the Governing Council subject to such terms and conditions as the Governing Council may in its absolute discretion determine.

The Governing Council shall have the power in its absolute discretion to regulate non-members of the Institution upon such terms and conditions as the Governing Council from time to time considers appropriate; provided always that Regulated Non-Members shall not be Members of the Institution and shall not be entitled to any rights of Members and that the Institution shall not be entitled to confer on them any designations used by Chartered Members.

Our Royal Will and Pleasure is that this Our Supplemental Charter shall ever be construed benevolently and in every case most favourably to the Institution and the promotion of the objects of this Our Supplemental Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourself at Westminster the ninth day of March in the twenty-second year of Our Reign.

By Warrant under the Queen’s sign manual

DOBSON
At the Council Chamber, Whitehall
THE 5th DAY OF NOVEMBER 2008
BY THE LORDS OF HER MAJESTY’S
MOST HONOURABLE PRIVY COUNCIL

The Privy Council has approved the revised Bye-Laws of The Royal Institution of Chartered Surveyors set out in the Schedule to this Order.

Judith Simpson

SCHEDULE
Revised Bye-Laws of The Royal Institution of Charted 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:
<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual Accounts</td>
<td>the Income and Expenditure Account, the Balance Sheet and the Annual Report which are laid before RICS in accordance with B9</td>
</tr>
<tr>
<td>Annual General Meeting</td>
<td>a general meeting of RICS held annually in accordance with B8</td>
</tr>
<tr>
<td>Annual Report</td>
<td>a yearly statement by the Management Board of the operating and financial performance of RICS</td>
</tr>
<tr>
<td>Annual Subscription</td>
<td>the annual fee payable by a Member or a member of an Attached Class for membership of RICS</td>
</tr>
<tr>
<td>Appeal Panel</td>
<td>a panel of Members and non-members appointed from the Appeal Committee to hear appeals in accordance with Rules made by the Regulatory Board</td>
</tr>
<tr>
<td>Attached Classes</td>
<td>the classes of persons who are not Members but who are attached to RICS as set out in R2</td>
</tr>
<tr>
<td>Authorised Persons</td>
<td>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</td>
</tr>
<tr>
<td>Books of Accounts</td>
<td>the books in which the transactions of RICS are recorded</td>
</tr>
<tr>
<td>Bye-Laws (known by the prefix “B”)</td>
<td>the Bye-Laws of RICS, made from time to time pursuant to Articles 16 and 17 of the Charter and approved by the Members</td>
</tr>
<tr>
<td>Casual Vacancy</td>
<td>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</td>
</tr>
<tr>
<td>Chairman</td>
<td>the person presiding over a board, committee, group, or meeting who is responsible for the conduct of that meeting</td>
</tr>
<tr>
<td>Charter</td>
<td>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</td>
</tr>
<tr>
<td>Chartered Member</td>
<td>a member of a class listed in Articles 5(1)-(2) of the Charter</td>
</tr>
<tr>
<td>Conduct Panel</td>
<td>a panel of Members and non-members appointed from the Conduct Committee to hear regulatory cases in accordance with Rules made by the Regulatory Board</td>
</tr>
<tr>
<td>Constituency</td>
<td>a representative area which may be geographical, occupational or otherwise involving some common tie</td>
</tr>
<tr>
<td>Designation</td>
<td>a designation given by RICS to describe a Member’s professional experience and/or specialist activity in accordance with B3</td>
</tr>
<tr>
<td>Designatory Initials</td>
<td>distinguishing letters used after a Member’s name to describe his professional experience</td>
</tr>
<tr>
<td>Diploma</td>
<td>a document certifying membership of the requisite class of RICS and the date upon which it became effective</td>
</tr>
<tr>
<td>Director</td>
<td>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</td>
</tr>
<tr>
<td>Entrance Fee</td>
<td>a fee payable by a person admitted to membership of RICS</td>
</tr>
<tr>
<td>Extraordinary General Meeting</td>
<td>a general meeting of RICS to transact urgent, extraordinary or special business in accordance with B8</td>
</tr>
<tr>
<td>EU Directive</td>
<td>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</td>
</tr>
<tr>
<td>Firm</td>
<td>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</td>
</tr>
<tr>
<td>Functions</td>
<td>includes powers and duties</td>
</tr>
<tr>
<td>Funds</td>
<td>assets held by RICS in the form of money</td>
</tr>
<tr>
<td>General Meeting</td>
<td>any general meeting of the Members of RICS in accordance with B8</td>
</tr>
<tr>
<td>Governance Body</td>
<td>includes Governing Council, the Management Board, the Regulatory Board, Professional Groups, and any other bodies set up under the Bye-Laws and Regulations</td>
</tr>
<tr>
<td>Governing Council</td>
<td>the executive body responsible for directing the affairs of RICS constituted in accordance with B6</td>
</tr>
<tr>
<td>Head of Regulation</td>
<td>the person appointed to manage the regulatory regime or the person to whom the Regulatory Board delegates responsibility through Regulations</td>
</tr>
<tr>
<td>In writing</td>
<td>any written form in any way which is permanent, including facsimile and email</td>
</tr>
<tr>
<td>Term</td>
<td>Definition</td>
</tr>
<tr>
<td>-------------------------------------------</td>
<td>-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Insurance</td>
<td>professional indemnity insurance, and “insure” and “insured” shall be interpreted accordingly</td>
</tr>
<tr>
<td>Journal</td>
<td>the official publication of RICS</td>
</tr>
<tr>
<td>Lay member or person</td>
<td>a person who has never been a Surveyor</td>
</tr>
<tr>
<td>Management Board</td>
<td>a group established in accordance with B7 to carry out certain tasks</td>
</tr>
<tr>
<td>Member</td>
<td>includes a Chartered Member, a Non-Chartered Member and an Honorary Member of RICS</td>
</tr>
<tr>
<td>Membership Card</td>
<td>a card certifying membership of RICS</td>
</tr>
<tr>
<td>Nominated Person</td>
<td>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</td>
</tr>
<tr>
<td>Non-Chartered Member</td>
<td>a member listed in Article 5(3) of the Charter</td>
</tr>
<tr>
<td>Objects</td>
<td>the objects of RICS as set out in Article 3 of the Charter</td>
</tr>
<tr>
<td>Officers</td>
<td>the persons appointed to the offices specified in B6</td>
</tr>
<tr>
<td>Ordinary General Meeting</td>
<td>a meeting described in B8</td>
</tr>
<tr>
<td>Ordinary Resolution</td>
<td>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</td>
</tr>
<tr>
<td>Partner</td>
<td>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</td>
</tr>
<tr>
<td>Partnership</td>
<td>includes a limited liability partnership</td>
</tr>
<tr>
<td>Professional Competence</td>
<td>a level of ability and knowledge of surveying, based on qualifications and experience as published from time to time by RICS</td>
</tr>
<tr>
<td>Property</td>
<td>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</td>
</tr>
<tr>
<td>Proxy</td>
<td>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</td>
</tr>
<tr>
<td>Re-admission Fee</td>
<td>a fee payable by a person re-admitted to membership of RICS following removal, expulsion or resignation</td>
</tr>
<tr>
<td>Register of Firms</td>
<td>the official register of Firms registered with RICS</td>
</tr>
<tr>
<td>Register of Members</td>
<td>the official register of Members and members of the Attached Classes</td>
</tr>
<tr>
<td>Regulated Non-Member</td>
<td>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</td>
</tr>
<tr>
<td>Regulations (known by the prefix “R”)</td>
<td>those Regulations made by Governing Council from time to time pursuant to Article 18 of the Charter</td>
</tr>
<tr>
<td>Requisition Date</td>
<td>the date on which a requisition under B8 is received by the Chief Executive</td>
</tr>
<tr>
<td>RICS</td>
<td>the Royal Institution of Chartered Surveyors incorporated by Royal Charter</td>
</tr>
<tr>
<td>Rules</td>
<td>Rules made by the Regulatory Board</td>
</tr>
<tr>
<td>Session</td>
<td>the period determined by Governing Council from time to time in accordance with B8</td>
</tr>
<tr>
<td>Special Levy</td>
<td>a lump sum contribution from members of RICS to cover either unplanned or underestimated expenditure</td>
</tr>
<tr>
<td>Special Resolution</td>
<td>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</td>
</tr>
<tr>
<td>Standing Orders</td>
<td>orders setting out procedures, including for the conduct of meetings, and dealing with the business and composition of Governance Bodies</td>
</tr>
<tr>
<td>Stationery</td>
<td>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</td>
</tr>
<tr>
<td>Surveyor</td>
<td>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</td>
</tr>
<tr>
<td>Transfer Fee</td>
<td>the fee payable by a person on transfer from one class of membership to another</td>
</tr>
<tr>
<td>Undertaking on Admission</td>
<td>the undertaking required on admission to any class of membership of RICS in such form as specified from time to time</td>
</tr>
<tr>
<td>UK</td>
<td>includes England, Wales, Scotland, Northern Ireland, Isle of Wight, Isle of Man, British Isles and the Channel Islands</td>
</tr>
</tbody>
</table>
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.

B.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 Regulatory 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 Regulatory 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
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 of 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;
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,

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 Regulatory Board may charge interest and take such other action it considers appropriate.

B4.4.2 Governing Council and the Regulatory 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 Regulatory 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 Conduct Panel, the Appeal Panel, the Head of Regulation or a Nominated Person in such circumstances and to such extent as the Regulatory Board may authorise in Rules.

B5.5 Appeals and Review

B5.5.1 Rules shall be made by the Regulatory 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 Honorary Secretary 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 shall be comprised of 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 the following separate categories of at least:
   (i) 66% elected;
   (ii) 66% Chartered Members; and
   (iii) 50% practising in the United Kingdom.

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 Regulatory 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 Chairman;
   (ii) any person invited by the Chairman, who shall be entitled to participate in any discussion.

(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:

(a) a President;

(b) Vice-Presidents as determined by Governing Council from time to time;

(c) an Honorary Secretary; and

(d) an Honorary Treasurer.

B6.2.2 Appointment

The Officers shall be elected by Governing Council on such terms and according to such procedures as set out in Regulations.

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) Regulatory 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 Regulatory Board
B7.2.1 The Regulatory Board shall exercise the regulatory functions of RICS.

B7.2.2 The Regulatory 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 Regulatory Board.

B7.2.4 The Honorary Secretary shall be entitled to attend meetings of the Regulatory 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 members of 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 Chairman 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.
REGULATION 1 – DEFINITIONS

R1.1 Regulations shall:
(a) use the definitions set out in B1 wherever possible; and
(b) set out any additional definitions which shall apply to the Regulations.

R1.2 In the event of any variation in a Regulation of a definition contained in B1, the definition in the Regulation shall apply provided that the variation has been:
(a) specifically notified to the Management Board; and
(b) approved by Governing Council.

REGULATION 2 – MEMBERSHIP AND REGISTRATION

R2.1 Classes
R2.1.1 The class of Non-Chartered Member in B2.1.1(b) shall include the class of Associate and such other classes as Governing Council shall determine.

R2.1.2 In accordance with B2.1.2, there shall be the following Attached Classes:
(a) Trainee Surveyor;
(b) Trainee Associate; and
(c) Student.

R2.1.3 Before taking any action under B2.1.4, Governing Council shall:
(a) publish its proposals, together with a brief explanation about why it considers the proposals to be necessary and/or appropriate;
(b) allow Members twelve weeks to submit comments to the Honorary Secretary regarding the proposals; and
(c) take any comments submitted into account.

R2.2 Eligibility
R2.2.1 Professional Competence and other eligibility requirements
Criteria relating to the appropriate Professional Competence required under B2.2.1 or any eligibility requirements under B2.2.3 shall be:
(a) approved from time to time by the Management Board, following consultation with any RICS stakeholders it considers appropriate; and
(b) published from time to time by RICS.

R2.2.2 Fit and Proper
In addition to satisfying any appropriate Professional Competence or other eligibility requirements, a person shall be a fit and proper person in order to be eligible for admission to any class of membership (including the Attached Classes).

R2.2.3 Restrictions for the Attached Classes
(a) A person may only be admitted or transferred to an Attached Class for a maximum period which shall be in the case of a:
(i) Trainee Surveyor and Trainee Associate: 6 years in aggregate, from either the date of first admission and/or transfer or until he is eligible for chartered membership, whichever is the sooner;
(ii) Student: 8 years from the date of first admission, provided that the Chief Executive may shorten or extend such periods in an individual case where he considers it appropriate in the best interests of RICS.
(b) A person shall not be eligible for admission as a Student if he is eligible to be a Member, a Trainee Surveyor or a Trainee Associate
(c) Where a person has previously been a member of an Attached Class, he may be eligible for admission as a Student provided the Chief Executive considers his admission as a Student to be in the best interests of RICS.

R2.2.4 Dispensation
(a) In accordance with B2.2.5, Governing Council may grant dispensation from any criteria under B2.2.1 or requirements under B2.2.3 in favour of any person or group of persons:
(i) of exceptional standing and experience as a surveyor, whose admission would promote the Objects of RICS;
(ii) who has acquired an appropriate professional qualification in an EEA country, and satisfied the criteria prescribed by any relevant directive of the European Union as may be in force at the time; or
(iii) pursuant to the terms of an agreement for amalgamation approved and allowed as provided in the Charter,
(iv) who is a member or are members of a body with which RICS has a direct entry arrangement as published by RICS or of a professional body whose eligibility criteria have been approved as being acceptable to RICS by the Management Board
(v) who is a member of a body with which RICS has an approved Reciprocity Agreement provided that any dispensation to a group of persons which would increase the total number of Members by more than 7.5% (as computed on the last day of the previous Session) shall be approved by Ordinary Resolution.
(b) For the avoidance of doubt, no dispensation shall be granted from R2.2.2.

R2.3 Procedure for Admission and Transfer
R2.3.1 Chartered Member, Non-Chartered Member, or member of the Attached Classes
(a) In accordance with B2.3.1 and B2.3.3, the procedure for admission or transfer to any class except Honorary Member shall be as follows:

(i) An application shall be made in writing in the form prescribed, and shall be supported by references and such other information as required by the Chief Executive in order to satisfy him or the appropriate panel that the eligibility requirements under R2.2.1 and R2.2.2 are met.

(ii) In the case of an application for membership as a Chartered Member or a Non-Chartered Member, the Chief Executive shall refer the application to a panel appointed by the Management Board to assess applications for the relevant class. The panel shall then determine whether an applicant meets the appropriate criteria under R2.2.1, and then shall accept or reject the application provided it is satisfied the applicant also complies with R2.2.2.

(iii) In the case of an application for membership of the Attached Classes, where the Chief Executive is satisfied that the applicant meets the appropriate criteria under R2.2.1, he shall admit the applicant to the appropriate class provided he is satisfied the applicant also complies with R2.2.2.

(iv) In any case where the Chief Executive or the appointed panel is not satisfied that any applicant for membership of any class (including an Attached Class) is not a fit and proper person, the application shall be referred to the Registration Panel which shall be responsible in accordance with the Disciplinary Panel, Registration Panel and Appeal Panel Rules for determining whether the applicant complies with R2.2.2 and shall accept or reject the application accordingly.

(v) If a previous application by an applicant has been rejected, no application for admission to the same class of membership shall be considered unless the applicant demonstrates to the satisfaction of the Chief Executive that any deficiencies in his previous application have been remedied.

(b) Honorary Members

The procedure for admission to the class of Honorary Member is as follows:

(i) The Officers shall make a recommendation to Governing Council putting forward any person they consider eligible and suitable; and

(ii) Governing Council may appoint as an Honorary Member any person recommended by the Officers.

(c) Assessments

In relation to any criteria for Professional Competence or other eligibility requirements under B2.2 which require an assessment, the Chief Executive shall:

(i) publish procedures for those assessments, including any time limits;

(ii) appoint and, at his discretion, remove assessors; and

(iii) select assessment panels to undertake assessments and interviews.

(d) An application for admission or transfer may be:

(i) granted unconditionally;

(ii) granted conditionally; or

(iii) rejected.

R2.3.2 Re-admission (excluding disciplinary cases)

(a) Following removal or resignation from membership except in a disciplinary case, a former member (including a member of an Attached Class) may apply for re-admission to the Chief Executive.

(b) An application for re-admission must be made in writing in the form prescribed, and shall be supported by such information as required by the Chief Executive as well as any of the following:

(i) payment of any fee, subscription, levy, penalty, disciplinary costs, and/or fines owed to RICS, including those payable in accordance with B4;

(ii) provision of a direct debit authorisation for payment of any future fee, subscription, levy, penalty or other costs or fines if the applicant was removed from membership for failure to pay monies due to RICS;

(iii) submission of any document which led to removal from membership for failure to deliver; and/or

(iv) provision of the Undertaking on Admission pursuant to B2.3.5.

(c) The Chief Executive shall re-admit the applicant if he:

(i) is satisfied the applicant complies with all relevant eligibility requirements in B2.3 and R2.2;

(ii) has received any information or material required under R2.3.2(b); and

(iii) considers the applicant’s re-admission to be in the best interests of RICS.

(d) In the case of an application for re-admission to an Attached Class where the applicant has previously been admitted to an Attached Class, the Chief Executive may admit him for a different period of membership than is specified in R2.2.3(a).

(e) An application for re-admission may be:

(i) granted unconditionally;

(ii) granted conditionally;

(iii) granted to a different membership class than that last held by the applicant; or

(iv) or rejected.
R2.3.3 Re-admission (in disciplinary cases)
The procedure for re-admission in a disciplinary case shall be set out in Rules made by the Regulatory Board.

R2.3.4 Successful applications
(a) A successful application for admission or transfer to any class of membership shall only be effective upon payment (within no more than 30 days of notification of admission) to RICS of any fee, subscription, levy, arrears, fine or other penalty payable in accordance with B4, and additionally on admission upon receipt of the Undertaking on Admission required by B2.3.5, which shall be in the form set out in R2.3.4(b)(i).

(b) Undertaking on Admission
(i) In addition to the requirements of B2.3.5, the Undertaking on Admission shall include the following text:
   “I have read and undertake:
   (i) to comply and act in accordance with the Charter, Bye-Laws, Regulations and Rules of RICS as they now exist, or as they may in the future be amended, and also comply with such other requirements as Governing Council shall determine;
   (ii) to promote the Objects of RICS as far as in my power;
   (iii) to pay promptly any monies due to RICS, including but not limited to any fee, subscription, levy, arrears, fine or other penalty, or reimbursement in accordance with any scheme of compensation;
   (iv) to declare any criminal convictions within 30 days;
   (v) that should I wish to terminate my membership, to notify the Chief Executive in writing; and
   (vi) not at any time after ceasing to be a member to use or permit to be used in conjunction with my name, or name of any organisation with which I may at any time be associated, any designation or expression denoting or suggesting membership or any connection with RICS.”

(ii) An Undertaking on Admission shall continue to be effective in the event of transfer to another class of membership and expiry of any period of suspension from membership, but shall be required afresh on any re-admission to membership.

R2.3.5 Notification
(a) RICS shall notify an applicant of:
   (i) the outcome of any application for admission, transfer or re-admission; and
   (ii) any further steps required under R2.3.1(a)(v) or R2.3.4.

(b) Where any application for admission, transfer or re-admission is granted conditionally, to a different class of membership or rejected, RICS shall:
   (i) give the applicant brief written reasons for its decision;
   (ii) inform him of any available right to appeal; and
   (iii) provide a brief summary of the appeal processes.

R2.3.6 Appeals
(a) Where an application for admission, transfer or re-admission (except in disciplinary cases) to any class is rejected, granted conditionally, or granted to a lower class of membership, the applicant may appeal by submitting a request in writing which specifies:
   (i) the grounds on which the review is sought; and/or
   (ii) any representations upon which the applicant wishes to rely.

(b) Where an appeal concerns:
   (i) R2.2.1, it shall be considered by a Competency Panel or an individual member of that Competency Panel appointed by the Management Board; or
   (ii) R2.2.2, it shall be considered by the Appeal Panel in accordance with the provisions of the Disciplinary Panel, Registration Panel and Appeal Panel Rules, provided that no person involved in the decision being challenged shall be involved in any consideration of the appeal.

(c) Any review or appeal must be lodged within 28 days of the date of the decision being challenged, unless specific alternative provisions exist in established procedures.

R2.3.7 The Register of Members
The Register of Members kept in accordance with B2.3.4 shall include the following information in respect of each member:
(a) name;
(b) address;
(c) date of admission;
(d) any Designation which he is entitled to use; and
(e) date of any suspension, expulsion or resignation.

R2.4 Privileges and Obligations of Membership
R2.4.1 Diplomas and Membership Cards
(a) Following admission or transfer, RICS shall issue:
   (i) a Diploma to each Chartered and Non-Chartered Member; and
(ii) a Membership Card to each person (including a member of an Attached Class).

(b) Each Diploma and Membership Card shall be in such form as Governing Council may from time to time determine and shall remain the property of RICS.

(c) In the event a person ceases to be a member (including a member of the Attached Classes), he:

(i) may retain his Diploma, unless RICS requires him to return it; and

(ii) shall return his membership card within 14 days.

(d) A person shall not (and shall not permit someone else to) display, use, or dispose of his Diploma or any copy in any manner which may give the impression that the person named remains a Member.

R2.4.2 Fees

A member (including a member of an Attached Class) shall pay any fees, subscriptions, or other amounts owed to RICS in accordance with B4 and R4.

R2.4.3 Other bodies or organisations

A member (including a member of an Attached Class) shall not associate with or in any way support any body or organisation that:

(a) has previously merged with RICS; or

(b) is contrary to the interests of RICS.

REGULATION 3 – DESIGNATIONS

R3.1 Use of Designations

R3.1.1 A Chartered Member may use more than one Designation (including alternative Designations) provided he has attained the appropriate Professional Competence.

R3.1.2 In accordance with B3.1.3:

(a) a Non-Chartered Member known as an Associate shall be entitled to use after his name only the Designatory Initials “AssocRICS”; and;

(b) an Honorary Member shall be entitled to use after his name only the Designatory Initials “HonRICS”,

but neither shall be entitled to use the Designatory Initials “FRICS” or “MRICS”, or the Designation “Chartered Surveyor”.

R3.1.3 A Partnership or company to use the Designation “Chartered Surveyors” (or any alternative Designation) pursuant to B3.1.4 shall:

(a) notify RICS of any Designation or alternative Designation to be used prior to first use;

(b) submit to RICS a copy of its Stationery or list of names of all Partners within 28 days of first use of any Designation or alternative Designation

and whenever subsequently requested by RICS; and

(c) in the event of any change or alteration affecting Designations (including alternative Designations), notify RICS of that change or alteration within 7 days of it coming into effect.

R3.2 Use of Alternative Designations

R3.2.1 Where Governing Council intends to create or amend any alternative Designation pursuant to B3.2.1, it will publish any proposals on the RICS website at least twelve weeks in advance of any change taking effect and will take account of any comments from Members.

R3.2.2 There shall be the following alternative Designations:

(a) Chartered Arts and Antiques Surveyor;

(b) Chartered Building Surveyor;

(c) Chartered Building Control Surveyor;

(d) Chartered Commercial Property Surveyor;

(e) Chartered Construction Surveyor;

(f) Chartered Engineering Surveyor;

(g) Chartered Environmental Surveyor;

(h) Chartered Facilities Management Surveyor;

(i) Chartered Forestry Surveyor;

(j) Chartered Hydrographic Surveyor;

(k) Chartered Land Surveyor;

(l) Chartered Machinery Valuation Surveyor;

(m) Chartered Management Consultancy Surveyor;

(n) Chartered Minerals Surveyor;

(o) Chartered Planning and Development Surveyor;

(p) Chartered Project Management Surveyor;

(q) Chartered Quantity Surveyor;

(r) Chartered Valuation Surveyor,

and RICS shall publish the criteria for eligibility to use each alternative Designation.

R3.2.3 A Chartered Member shall be entitled to use any alternative Designation , provided he satisfies one of the criteria published by RICS in accordance with R3.2.2.

R3.2.4 An alternative Designation in R3.2.2 may be used in conjunction with a corporate name or title by:

(a) a Chartered Member acting as a sole practitioner; or

(b) a Partnership or company,

provided the requirements of B3.1.4 and any other criteria published by RICS from time to time are met.

R3.2.5 Where satisfaction of published criteria relating to alternative Designations involves an assessment or consideration of a declaration or other application, the Chief Executive shall publish the procedure for that assessment or consideration, including the payment of any fee, time limits and appeals.
R3.3 Use of designatory letters of previously merged bodies

In accordance with B3.4, the designatory letters of the following previously merged bodies (and designations) shall not to be used by Members:

(a) the Chartered Auctioneers and Estate Agents’ Institute (including “FAI” and “AAI”);
(b) the Chartered Land Agents’ Society (including “FLAS” and “QALAS”);  
(c) the Incorporated Society of Valuers and Auctioneers (including “FSVA” and “ASVA”);  
(d) the Institute of Quantity Surveyors (including “FIQS” and “AIQS”);  
(e) the Society of Surveying Technicians (including “FSST”, “MSST” and “AMSST”), together with such other bodies that may in the future amalgamate or enter into a scheme of unification with RICS.

REGULATION 4 – CONTRIBUTION TO FUNDS

R4.1 Fees, Subscriptions and other payments

R4.1.1 The Annual Subscription payable by a Chartered Member and a Non-Chartered Member shall be:

(a) recommended by the Management Board; and
(b) approved by Governing Council,

provided that it shall be within the framework agreed by Members at a General Meeting as required by B4.1.1.

R4.1.2 The Annual Subscription payable by a person in any of the Attached Classes shall be set by the Management Board from time to time.

R4.1.3 Each Chartered Member, Non-Chartered Member or member of an Attached Class shall pay an Entrance Fee, which shall be set by the Management Board.

R4.1.4 The Re-admission Fee:

(a) payable by a former member re-admitted for any reason except in a disciplinary case shall be set by the Management Board;
(b) payable for a former member re-admitted after a disciplinary case shall be the Entrance Fee payable by a person admitted for the first time to RICS to the same class of membership; and
(c) under R4.1.4(a) may be waived or reduced in any individual case if the Management Board considers this appropriate and fair in all the circumstances.

R4.1.5 The fees payable on transfer between any membership classes shall be set by the Management Board and published from time to time by RICS.

R4.1.6 The Regulatory Board shall publish fees or subscriptions to be paid by Firms registered with RICS.

R4.1.7 A Special Levy shall be payable by a Chartered Member or Non-Chartered Member (or any one class of those Members), provided it is approved in advance by a resolution passed by a simple majority of those on whom it would be imposed either:

(a) at a General Meeting; or
(b) by postal or electronic voting,

and Governing Council shall determine which method shall apply.

R4.1.8 A Member or a member of an Attached Class may be required to make payments towards schemes of compensation and redress in accordance with any published policies.

R4.1.9 Other payments

A Member or a member of an Attached Class may be liable to pay other fees or subscriptions set by the Management Board.

R4.2 Discounts and reductions

R4.2.1 Any discount (or criteria for a discount) from subscriptions or fees payable to RICS for a subscription year shall be:

(a) determined and published by the Management Board; and
(b) administered by staff.

R4.2.2 Any discount may be withdrawn where the Chief Executive concludes that a member did or does not satisfy the relevant criteria determined by the Management Board.

R4.2.3 Where any discount is withdrawn, RICS shall notify the member in writing of:

(a) the reason for the withdrawal; and
(b) the full amount to be paid, and the member shall pay that amount to RICS within 30 days of notification.

R4.2.4 Where during a subscription year a person is admitted to any class of membership (including the Attached Classes) or transfers between classes, RICS may reduce the Annual Subscription on a pro-rata basis in accordance with the date of admission or transfer.

R4.2.5 Where an application for membership is unsuccessful, but the applicant has paid any entrance fee, subscription or other amount in advance (except any fee relating to the processing of his application), the sums paid shall be reimbursed by RICS.

R4.3 Payment

R4.3.1 Prior to issuing any demand or invoice for payment, RICS shall publish:

(a) the dates of a subscription year; and
(b) details of any fees or subscriptions payable pursuant to B4.1.1-B4.1.5.

R4.3.2 Liability for an Annual Subscription arises at 1 January in each subscription year, whether demanded or not.
R4.3.3 Payment of any fees, subscriptions, levies or other sums may be made to RICS by such methods as may be approved by the Chief Executive.

R4.3.4 Where any payment received in relation to fees, subscriptions, levies or other sums is less than the total amount owed to RICS, that payment will be used to discharge sums due in the following order:

(a) subscriptions for previous subscription years;
(b) levies (including any Special Levy) for previous subscription years;
(c) any other sums due to RICS in respect of previous subscription years;
(d) subscriptions for the current subscription year;
(e) any other sums due to RICS in the current subscription year; and
(f) voluntary contributions to the Benevolent Fund, if the intention to make one has been identified by the member.

R4.3.5 A member may make representations to the Chief Executive concerning the application of any part of R4 to this individual case, and shall have a right of appeal to the Administrative Appeal Panel against any decision under R4.

R4.4 Failure to Pay

R4.4.1 Where a member fails to pay any fees, subscriptions, levies or other sums by the due date, the Chief Executive may:

(a) impose a fee for late payment;
(b) enter into a written agreement with the member for payment by instalments or by a specified date; and/or
(c) with the approval of the Management Board in a case of exceptional hardship, grant a discount (up to a maximum of 100%) in respect of any fee, subscription, levy or other sum.

R4.4.2 Where a member does not comply with any requirement imposed upon him under R4.4.1 and with the approval in advance of the Management Board, the Chief Executive may:

(a) pursue court action for payment of the sums owed to RICS; and/or
(b) remove the member from membership of RICS.

REGULATION 5 – CONDUCT

NOTE: At present, there are no regulations concerning Conduct. Please see the relevant Rules made by the Regulatory Board.

REGULATION 6 – GOVERNING COUNCIL, OFFICERS AND STAFF

R6.1 Governing Council
R6.1.1 Composition
R6.1.1(a)(v), all shall be elected for a period of four years, with elections taking place for up to 50% of places every two years;

R6.1.1(a)(vi), all shall be elected for a period of two years and the member elected is entitled to complete the period notwithstanding that he may not be Chairman of a Professional Group throughout;

R6.1.1(a)(vii), all shall be elected for a period of two years and the member elected is entitled to complete the period notwithstanding that he may not be a member of RICS matics throughout.

(c) All members of Governing Council will be elected or appointed before the Annual General Meeting in accordance with any procedure set out in Standing Orders, and periods of office shall take effect from the date of the Annual General Meeting.

(d) A Member shall not:

(i) hold or stand for election for more than one permanent place on Governing Council; or

(ii) serve for longer than eight years continuously on Governing Council excluding any period served as an Officer or as Chairman or Vice-Chairman of the Management Board, save that where a Member is appointed to a term of office which takes that Member beyond the allowed period of service, that person may remain in office until the term of office expires.

(e) In exceptional circumstances the Honorary Secretary may extend the period of service of any Member beyond the period specified in (d) above by a maximum of two years.

(f) A Member shall not be eligible to serve on Governing Council (including as an alternate member):

(i) whilst suspended;

(ii) having been expelled from membership;

(iii) until any outstanding monies due to RICS from him are paid;

(iv) where a criminal offence or a breach of a Bye-Law, Regulation or Rule (whether of RICS or any other professional body) is under investigation or has been found proved, provided that where the matter is under investigation but not proved he is given reasonable opportunity to make written representations concerning why this provision should not apply to the Nominations Committee and it shall decide whether the Member is eligible.

(a) act in accordance with the Charter, Bye-Laws, Regulations, strategy and policies of RICS, and any relevant terms of reference or Standing Orders published from time to time;

(b) only exercise the powers set out in the Charter, Bye-Laws, Regulations and any relevant Standing Orders of RICS for the purposes for which they are conferred;

(c) act in good faith in the way most likely to promote the success of RICS for the benefit of its members as a whole;

(d) exercise independent judgement;

(e) exercise reasonable care, skill and diligence;

(f) avoid a situation in which he has or could have a direct or indirect interest that conflicts or possibly could conflict with the interests of RICS;

(g) declare in advance by notice in writing or at any relevant RICS meeting the nature and extent of any direct or indirect interest in any proposed or existing transaction or arrangement with RICS and any change in that interest;

(h) not restrict or agree to restrict his powers to exercise independent judgement; and

(i) not accept a benefit from a third party conferred by reason of his membership of Governing Council or his doing (or not doing) anything as a member of Governing Council.

R6.1.3 Delegation

(a) Except those duties set out in B6.1.2(b), Governing Council may delegate a duty or power to:

(i) the Management Board;

(ii) the Regulatory Board;

(iii) any Governance Body, certain powers to implement Regulations and Standing Orders within their respective remits;

(iv) any Officer; and

(v) the Chief Executive..

(b) Any person or body to whom power has been delegated by Governing Council may sub-delegate that power, save where it is expressly prohibited.

(c) When a decision has been taken under a delegated or sub-delegated power, it shall not be overturned by the delegating person or body unless there has been a material error or the terms of the delegation have been exceeded.

(d) A list of current delegations (including sub-delegations) shall be kept and maintained by RICS.

(e) Governing Council may delegate the making of appointments, determining of duties, terms of reference and other responsibilities for bodies other than the Governance bodies established under B7.1.1(a) – (c).
R6.1.4 Conduct of Business

(a) A meeting of Governing Council may be in such form as the Honorary Secretary considers appropriate and may include meeting in person or virtually (including by email, correspondence or telephone conference), provided that if 10% of members of Governing Council or the President require a matter to be discussed in person it shall be adjourned to the next meeting in person.

(b) Where a meeting is held virtually under R6.1.4(a)(ii), all participating members shall count as part of the quorum and may take part in any voting.

(c) The notice and any papers for a meeting of Governing Council may be served in accordance with R10.5.4.

R6.2 Officers

R6.2.1 Composition

(a) In accordance with B6.2.1(b), there shall be the following Vice-Presidents listed in order of seniority:

(i) the President-Elect;
(ii) the Senior Vice-President; and
(iii) up to three Vice-Presidents.

(b) The requirements for each Officer shall be as follows:

(i) Each Officer shall be a Fellow.
(ii) RICS shall publish details of the role of each Officer.
(iii) No Officer shall hold more than one position, except on a temporary basis where another Officer is unable to act or where there is a vacancy.
(iv) No person shall be elected to the office of President for more than two terms.
(v) Officers may remain on lists of those available to serve in positions under the Regulatory Board but they shall not be selected to serve while they are Officers.

R6.2.2 Appointment

(a) The Officers shall be elected before the Annual General Meeting and shall hold office from the Annual General Meeting.

(b) If, prior to appointment as a member of Governing Council as of right, an Officer already holds office as a member of Governing Council he shall vacate that office.

(c) If an Officer is unable to act, is removed or resigns Governing Council may appoint another person to hold office until the next election under R6.2.2(a).

(d) The methods for election, appointment and removal of Officers by Governing Council, and for dealing with temporary vacancies, shall be set out in Standing Orders.

R6.3 Chief Executive and staff

R6.3.1 Appointment and Dismissal

(a) When making recommendations concerning the appointment of the Chief Executive to Governing Council under B6.3.1, the Officers shall act under the chairmanship of the Honorary Secretary and in accordance with any procedures set by the Management Board.

(b) For the avoidance of doubt, the appointment of the Chief Executive may be terminated by Governing Council on the recommendation of the Officers who shall act under the chairmanship of the Honorary Secretary and in accordance with any procedures set by the Management Board.

R6.3.2 Responsibilities of Chief Executive

(a) The Chief Executive shall:

(i) be accountable to Governing Council for the management of RICS business, staff and resources in accordance with RICS strategy, business plans, budget, policies, procedures for corporate governance, and any delegated powers; and
(ii) represent and act as a spokesman for RICS and the profession as required.

(b) The Chief Executive’s power to delegate under B6.3.3 shall include the ability to delegate to any RICS companies as he considers appropriate.

R6.3.3 Staff

(a) All RICS staff, servants and agents shall be responsible to the Chief Executive and his nominated senior staff, and shall follow the instructions of the Chief Executive (and his senior staff) not those of Governance Bodies or any individual Member.

(b) In giving instructions to servants, agents or staff, regard shall be had by the Chief Executive (and his senior staff) to the Charter, Bye-Laws, Regulations and the strategy of RICS.

R6.4 Indemnity

R6.4.1 In addition to B6.4.2, B6.4.1 shall not apply:

(a) where, having made any appropriate enquiries and considered any representations from the person concerned, the Chief Executive (or the Management Board where a claim concerns the Chief Executive) believes the person has acted fraudulently or recklessly;

(b) where RICS or the relevant Governance Body is not insured against a particular liability, provided that those potentially affected have been notified of the lack of an indemnity; or

(c) except to the extent of any maximum limit specified by RICS or the relevant Governance Body, provided that those potentially affected have been notified that the indemnity is limited to specified sums.
R6.4.2 In the event that the indemnity in B4.6.1 does not apply, the Management Board with the approval of Governing Council may make an ex-gratia payment to a person against whom an allegation or claim is made if it considers this to be fair in all the circumstances.

REGULATION 7 - SUBORDINATE BOARDS, COMMITTEES AND GROUPS

R7.1 General Provisions for any subordinate board, committee or group

R7.1.1 Power

A board, committee or group established pursuant to the Bye-Laws and Regulations shall act in accordance with:

(a) the Charter, Bye-Laws, Regulations and Rules of RICS; and

(b) any terms of reference or Standing Orders applicable to it.

R7.1.2 Composition

The constitution and membership of any board, committee or group shall be approved by the Governance body establishing it. Where any board, committee or group needs to regulate its own composition, then, unless otherwise specified in Regulations, the following shall apply:

(a) A person may be co-opted to a board, committee or group for such period as it decides appropriate, and such a person shall have a vote.

(b) A power to appoint (including to co-opt) a person to a position (other than a staff position) includes the power to terminate that appointment at any time.

(c) In any case where there is only one valid nomination for any position at the closing date for nominations, that nominee is deemed to be elected as appropriate.

(d) Any appointment may be made subject to conditions.

(e) Any appointment must be for a specified period of office. There is no restriction on the number of terms of office a person may serve but no person may serve for longer than six years continuously on any board, committee or group, excluding any period served as an Officer of the board, committee or group. Where a person is appointed to a term of office which takes that person beyond the allowed period of service, that person may remain in office until the term of office expires.

(f) In exceptional circumstances, the Honorary Secretary, in consultation with the Chairman of the relevant board, committee or group may extend the period of service of any person beyond the period specified in (e) above by a maximum of two years.

(g) Any interim changes in the constitution of a board, committee or group shall be reported by that board, committee or group to the body which established it.

(h) Any interim changes in the composition of a board, committee or group shall be reported by that board, committee or group to the body which established it.

(i) Where a criminal offence or a breach of a Bye-Law, Regulation or Rule (whether of RICS or any other professional body) is under investigation or has been found proved against any member of a Governance Body or a person who holds any representative position on behalf of RICS, or where a person has failed to carry out their duties under R7.1.4, the Nominations Committee may decide (after giving the person reasonable opportunity to make written representations):

(i) where an offence or breach has been proved, to remove him either permanently or for a specified period from his position, and/or to impose conditions on his membership or the representative position; and

(ii) where an offence or breach is under investigation, to suspend him for a specified period from his position and/or to impose conditions on his membership or the representative position.

(j) As regards Casual Vacancies:

(i) the procedure to fill Casual Vacancies shall be set out in Standing Orders; and

(ii) service to fill a residual term arising from a Casual Vacancy shall not be counted as a period of service for the purpose of limits of continuous service.

(k) As regards alternates:

(i) A person elected or appointed to any position within RICS is appointed as an individual and has no power to authorise an alternate to act or attend in their place unless expressly permitted in Regulations or Standing Orders.

(ii) Where an elected or appointed person is unable to attend a meeting or to otherwise act, the Chairman of the original appointing body may appoint an alternate in relation to either a particular meeting or for a specified purpose and shall notify the Chairman of the relevant body of the alternate.

R7.1.3 Procedure

Any board, committee or group may regulate its own procedure, provided that unless otherwise specified in Regulations the following shall apply:

(a) The terms of reference and/or Standing Orders for any board, committee or group shall be approved in advance by the Governance Body which establishes it, provided that it complies with any framework set by RICS.
(b) A meeting of any board, committee or group:

(i) may be conducted in any manner which its Chairman considers appropriate, including by electronic means, in correspondence or by telephone conference, and all members participating shall count as part of the quorum requirements and may take part in any voting; and

(ii) shall take place at such places, times and dates as its Chairman shall determine.

(iii) conducted by electronic means or in correspondence shall only consider a member to be participating (and to count as part of the quorum requirements) if the member actively responds to any correspondence or electronic communication (including any request for a vote) within the timeframe imposed by the Chairman

(c) A resolution may be approved in writing, including by electronic means.

(d) The quorum for a meeting of any board, committee or group shall be one third of members eligible to attend and able to vote.

(e) The notice and any papers for a meeting may be served in accordance with R10.5.4.

(f) The Chairman of any board, committee or group may invite any person (including an external adviser) to attend a meeting if he considers it appropriate, although that person shall not be entitled to vote.

(g) No member of any board, committee or group (except staff) shall:

   (i) hold or control RICS Funds or Property; or

   (ii) commit or authorise expenditure on behalf of RICS,

without written authorisation (on conditions if appropriate) from the relevant budget-holder.

(h) As regards delegation:

   (i) A board, committee or group may establish sub-committees as it thinks fit and may delegate any of its functions to such committees.

   (ii) When a decision has been taken under a delegated or sub-delegated power, it shall not be overturned by the delegating person or body unless there has been a material error or the terms of the delegation have been exceeded or not followed.

   (iii) An individual member of any board, committee or group shall have no power to delegate or to give instructions to any other Governance Body, any third party professional advisers, the Chief Executive or members of his staff.

R7.1.4 Duties

Each person involved with a board, committee or group carrying out duties or functions under the Charter, Bye-Laws or Regulations, or otherwise acting on behalf of RICS, shall:

(a) act in accordance with the Charter, Bye-Laws, Regulations, strategy and policies of RICS, and any relevant terms of reference or Standing Orders published from time to time;

(b) only exercise the powers set out in the Charter, Bye-Laws, Regulations and any relevant terms of reference or Standing Orders for the purposes for which they are conferred;

(c) act in good faith in the way most likely to promote the success of RICS for the benefit of its members as a whole;

(d) exercise independent judgement;

(e) exercise reasonable care, skill and diligence;

(f) avoid a situation in which he has or could have a direct or indirect interest that conflicts or possibly could conflict with the interests of RICS;

(g) declare in advance by notice in writing or at any relevant RICS meeting the nature and extent of any direct or indirect interest in any proposed or existing transaction or arrangement with RICS and any change in that interest;

(h) not restrict or agree to restrict his powers to exercise independent judgement; and

(i) not accept a benefit from a third party conferred by reason of his membership of any board, body or committee or his doing (or not doing) anything as a member of a board, body or committee.

R7.2 Regulatory Board

R7.2.1 Composition

(a) The members of the Regulatory Board shall be appointed by the Independent Appointments Selection Board.

(b) The Regulatory Board shall be composed of the following members:

   (i) a Chairman who shall not be a Member;

   (ii) five Members who shall not be Governing Council members;

   (iii) five non-Members who shall not be Governing Council members.

(c) All members of the Regulatory Board, including the Chairman, shall serve for up to a maximum of three years from the date of their appointment and may then be re-appointed for one further term of three years.

(d) Senior RICS staff, and other experts, advisers and Members may be invited to attend and contribute to Regulatory Board meetings but shall not be entitled to vote.
R7.2.2 Meetings
The Regulatory Board shall meet at least four times a year.

R7.2.3 Quorum
(a) R7.1.3(d) shall not apply to the Regulatory Board.

(b) The quorum for any meeting of the Regulatory Board shall include seven members who are eligible to attend and vote, of which at least three shall be Members and three non-Members.

R7.2.4 Role and responsibilities
The Regulatory Board shall be responsible for:
(a) the formulation and delivery of the regulatory policy objectives of RICS including:

(i) the determination and implementation of consumer and client protection policies including redress and compensation strategies;
(ii) the promotion of ethical and professional standards;
(iii) the criteria and process by which Members and Firms register with RICS;
(iv) the disciplinary process to be adopted when taking enforcement action against Members and Firms;
(v) the determination of the level of fines and the indicative sanctions to be used in the disciplinary process;
(vi) any other matter of regulatory significance to RICS,

(b) making Rules in respect of:

(i) the conduct and ethical standards expected from Members and Firms;
(ii) the powers of RICS to monitor, investigate and prosecute Members and Firms;
(iii) the composition of any Conduct Committee and Appeal Committee, including the process by which members are appointed to and removed from those bodies;
(iv) the role, function and process of Conduct Panels and Appeal Panels;
(v) any other matter of regulatory significance to RICS,

(c) the publication and promotion of:

(i) guidance and advice for Members and Firms on regulatory matters;
(ii) decisions before Conduct Panels and Appeal Panels,

(d) overseeing the delivery of a fair regulatory process by ensuring that:

(i) there is proper separation in the prosecution and adjudicatory function of the disciplinary process overseen by the Regulatory Board;
(ii) any regulatory or disciplinary functions exercised by RICS staff are exercised properly and at an appropriate level of seniority;
(iii) criteria for the assessment of the delivery of RICS’ regulatory objectives are developed, and

(e) the monitoring of and response to changes to legislation and public policy which could affect the regulatory responsibilities of RICS.

R7.2.5 Delegation
(a) The Regulatory Board may delegate work to sub-groups, working parties, Members, non-Members and RICS staff in order to fulfil its regulatory objectives.

(b) Any delegated work shall be undertaken in accordance with terms of reference approved by the Regulatory Board.

R7.2.6 Consultation and liaison
The Regulatory Board shall be responsible for:
(a) liaison and consultation with RICS on regulation policy initiatives;
(b) drafting any changes to the Charter and Bye-Laws which concern the delivery of the Regulatory Board’s regulatory policy objectives;
(c) reporting annually to Governing Council on the discharge of the Regulatory Board’s functions and on specific issues when appropriate.

R7.2.7 Finance
The Regulatory Board shall determine, in consultation with the Management Board, the level of resources and priorities required for the funding of RICS’ regulatory activities including:
(a) developing funding models for RICS regulation; and
(b) where appropriate, setting fee scales for members and firms in respect of regulatory activities for which a separate fee has been approved by the Management Board.

R7.3 Management Board
R7.3.1 Composition
(a) The composition of the Management Board shall be as follows:

(i) ten non-executives, including Members and Lay members provided that the majority shall be Members;

(ii) the Chief Executive, the Chief Operating Officer and the Finance Director who shall act as executives.

(b) Governing Council shall appoint:

(i) a Chairman from R7.3.1(a)(i) on recommendation from the Nominations Committee; and

(ii) the remaining members of the Management Board under R7.3.1(a)(i) and select a
Vice-Chairman from those members, in consultation with the Chairman and on recommendation from the Nominations Committee,

and to assist with any such appointment, the Nominations Committee may appoint a panel which includes at least one representative from each of the Nominations Committee and the Independent Appointments Selection Board to conduct interviews of candidates and to report to the Nominations Committee in accordance with any criteria or procedure set by Governing Council.

(c) The term of office for a non-executive member of the Management Board shall be three years (or such other period as shall be determined by Governing Council) and a member may be re-appointed for more than two terms if Governing Council considers it appropriate.

R7.3.2 Meetings

(a) The Management Board shall meet at least four times a year.

(b) The Chairman of the Audit Committee established under R7.4 (or another member nominated by him) shall be entitled to:

(i) receive the agenda, papers and minutes;

(ii) attend meetings; and

(iii) contribute to proceedings,

of the Management Board, but shall not be entitled to vote.

R7.3.3 Quorum

(a) R7.1.3(a) shall not apply to the Management Board

(b) The quorum for any meeting of the Management Board shall be five members eligible to attend and able to vote, provided that the majority shall be non-executives.

R7.3.4 Role and responsibilities

The Management Board shall be responsible for:

(a) advising Governing Council on objectives for and the direction of RICS for consideration by Governing Council when setting RICS strategy;

(b) preparing and agreeing a business plan for RICS based on the strategic objectives set by Governing Council, and ensuring it is delivered efficiently;

(c) reporting regularly to Governing Council on the business plan and the performance of RICS;

(d) monitoring actual and projected income and expenditure in accordance with the agreed financial strategy of RICS;

(e) assessing and monitoring strategic risks for RICS;

(f) overseeing the management and co-ordination of the activities of RICS, including key operational decisions;

(g) ensuring competency requirements for each specialism are correctly defined and continue to meet market demand;

(h) advising Governing Council on such other matters as it requires (including in relation to revision of Bye-Laws and Regulations); and

(i) undertaking such other functions as provided for in the Charter, Bye-Laws and Regulations or delegated by Governing Council, including in relation to Professional Groups and World Regional Boards.

(j) establishing new accreditation or registration schemes as may be required from time to time

R7.3.5 Subsidiary boards and committees

(a) The terms of reference (including the membership and composition, terms of office, role and procedures) of any board, committee, group or panel established under B7.3.3 shall be determined by the Management Board.

(b) Any board, committee, group or panel established by the Management Board shall (unless a particular purpose requires otherwise) comprise:

(i) a majority of Members; and

(ii) any persons including non-Members to ensure an appropriate mix of skills and experience.

(c) A board, committee, group or panel established by the Management Board shall be responsible for:

(i) delivering business plans and governance matters delegated to them;

(ii) scrutinising plans and performance.

(e) A board, committee, group or panel established by the Management Board shall have the power to:

(i) establish sub-committees or other groups or panels; and

(ii) appoint or co-opt such persons to those sub-committees, groups or panels, as it considers appropriate in the best interests of RICS and such a sub-committee or other group or panel shall be accountable to the board, committee, group or panel which established it.

R7.3.6 Delegation

(a) The Management Board may delegate work to other boards or committees as it considers appropriate.

(b) Any board, committee, group or panel established by the Management Board may delegate to sub-committees as it considers appropriate to effectively undertake its responsibilities provided:

(i) the Management Board does not expressly prohibit such delegation; and
any delegated work shall be undertaken in accordance with terms of reference approved by the Management Board.

R7.3.7 Finance
The Management Board shall determine the level of resources and priorities required for the funding of RICS activities.

R7.4 Audit Committee
R7.4.1 Composition
(a) The Audit Committee shall be comprised of seven members as follows:
(i) two Members who are not members of any Governance Body, one of whom shall be appointed Chairman;
(ii) three Members who may be members of any Governance Body except Governing Council or the Management Board; and
(iii) two Lay members experienced in audit and financial issues.
(b) All members of the Audit Committee shall be appointed by Governing Council, following recommendations from the Nominations Committee or the Independent Appointments Selection Board as appropriate, for a term not exceeding three years and may be re-appointed for one further term.
(c) Each member of the Audit Committee shall owe his fiduciary duty to the Audit Committee.

R7.4.2 Meetings
The Audit Committee shall meet as and when required, but at least twice per year.

R7.4.3 Role and responsibilities
(a) In addition to B7.4.1, the Audit Committee shall be responsible for:
(i) developing its terms of reference for the approval of Governing Council;
(ii) reviewing whether internal systems are sufficient to manage and control risks; and
(iii) in accordance with B9.3, recommending the appointment or re-appointment of the Professional Auditor, and reviewing and monitoring the standard and quality of service provided by the Professional Auditor.
(b) The Audit Committee may seek information and assistance from any RICS staff, Officer, Member and member of any Governance Body, and any such person shall co-operate with any request made by the Audit Committee.
(c) The Audit Committee may obtain professional advice when it considers necessary.

R7.5 Professional Groups
R7.5.1 Creation, dissolution and change
(a) The Management Board may create, dissolve or change a Professional Group in accordance with any strategic objectives set by Governing Council, provided it consults appropriately with any Professional Group affected in advance of any action being taken.
(b) Each Professional Group shall establish a board to carry out its functions.
(c) The Management Board shall:
(i) agree with the board of each Professional Group its specific responsibilities, composition and procedures, which shall be set out in terms of reference; and
(ii) oversee the activity of each Professional Group.
(d) RICS shall publish from time to time:
(i) a list of Professional Groups; and
(ii) the terms of reference of each Professional Group.

R7.5.2 Roles and responsibilities
A Professional Group shall be responsible for:
(a) making recommendations to Governing Council for alternative Designations and the criteria for use; and
(b) defining and seeking to maintain high standards of practice and competence in its relevant specialism;
(c) recommending routes to attaining Professional Competence;
(d) publish the requirements for competency in its own specialism, including any necessary qualification or experience, once approved by the Management Board;
(e) providing and promoting training and development opportunities, and publishing information relevant to its own specialism, and shall act in accordance with RICS strategy and any relevant decisions of the Management Board.

R7.5.3 Delegation
The board of a Professional Group may delegate work to working parties of Members and non-Members as it considers appropriate.

R7.6 Nominations Committee
R7.6.1 Composition
(a) The composition of the Nominations Committee shall be as follows:
(i) Honorary Secretary, as Chairman;
(ii) President, who shall not be entitled to vote;
(iii) President-Elect;
(iv) three elected members of Governing Council, appointed by Governing Council;
(v) one past President who has served within the previous six years, appointed by Governing Council;
(vi) one Member (who is not a member of Governing Council) with appropriate expertise, appointed by Governing Council on consideration of a recommendation from the Nominations Committee;
(vii) one RICS matrics member who is a member of Governing Council, appointed by Governing Council; and
(viii) two Lay members, appointed by Governing Council on consideration of recommendations from the Independent Appointments Selection Board.

(b) The period of office shall be:
(i) the duration of their term of office for those members under R7.6.1(a)(i)-(iii); and
(ii) three years in the case of members under R7.6.1(a)(iv)-(viii).

R7.6.2 Meetings
The Nominations Committee shall meet as and when required, but at least twice each year.

R7.6.3 Role and responsibilities
The Nominations Committee shall be responsible for:
(a) making recommendations to Governing Council and the Management Board regarding appointments and elections of Members in accordance with Bye-Laws and Regulations;
(b) overseeing and advising on the nomination processes of any other boards, committees, groups and panels,
in accordance with its terms of reference, which shall be published from time to time.

R7.7 Independent Appointments Selection Board

R7.7.1 Composition
(a) The Independent Appointments Selection Board shall comprise:
(i) an independent Chairman, appointed by the Nominations Committee;
(ii) seven other persons who are not Members, appointed by the Nominations Committee on consideration of recommendations by its Chairman and the Honorary Secretary.

(b) Appointments to the Independent Appointments Selection Board shall be for such periods and on such terms as the Nominations Committee considers appropriate.

R7.7.2 Meetings
(a) The Independent Appointments Selection Board shall meet as and when required.
(b) The Honorary Secretary may attend meetings of the Independent Appointments Selection Board but shall not be entitled to vote.

R7.7.3 Role and responsibilities
The Independent Appointments Selection Board shall be responsible as and when required for:
(a) appointing all members of the Regulatory Board, the Conduct Committee and the Appeal Committee;
(b) making appointments of or recommendations for Lay persons on Governing Council or other Governance Bodies;
(c) developing and applying criteria for assessing the performance of those appointed under these provisions,
in accordance with its terms of reference, which shall be published from time to time.

R7.8 Administrative Appeals Panel

R7.8.1 Composition
(a) The Administrative Appeals Panel shall comprise:
(i) a Chairman, who shall be a member of Governing Council, appointed annually; and
(ii) four Members appointed for periods of up to three years (one of whom shall be appointed Vice-Chairman); and
(iii) two Lay persons appointed for periods of up to three years,
provided that no member of the Administrative Appeals Panel shall serve in the same capacity for more than six years in aggregate.

(b) The members of the Administrative Appeals Panel shall be appointed by Governing Council on consideration of recommendations of the Nominations Committee.

R7.8.2 Meetings
The Administrative Appeals Panel shall meet as and when required.

R7.8.3 Procedure
The Administrative Appeals Panel shall publish from time to time a procedure for dealing with matters within its remit.

R7.8.4 Roles and responsibilities
(a) The Administrative Appeals Panel shall be responsible for considering and making a final determination on behalf of Governing Council of an appeal by any person (except staff when acting in that capacity) concerning an administrative decision taken by:
(i) the Chief Executive or any person acting under his delegated authority; or
(ii) any person or Governance Body acting on behalf of RICS,
where Regulations make no other provision for determination.

(b) For the avoidance of doubt, the Administrative Appeals Panel shall not be entitled to consider
any appeal where the Bye-Laws, Regulations or Rules specify another mechanism.

(c) The Administrative Appeals Panel shall notify the appellant of the outcome of any appeal it considers in accordance with R10.5.4, and may include reasons for its decision if it considers it necessary in the circumstances of the case.

R7.8.5 Delegation
The Administrative Appeals Panel may form subsidiary panels to consider particular appeals as it considers appropriate.

R7.9 RICS World Regional Boards

R7.9.1 Composition
The Management Board may appoint a World Regional Board for any area and shall determine terms of reference where it does so, including the World Regional Board’s composition and procedures.

R7.9.1 Roles and responsibilities
(a) A World Regional Board shall be accountable and shall report regularly to the Management Board.

(b) A World Regional Board shall be responsible for:
   (i) all RICS activity in its area, in accordance with strategic objectives set by Governing Council and/or the Management Board;
   (ii) proposing business plans and budgets to the Management Board, taking account of the requirements of RICS and its area;
   (iii) establishing and directing local groups within its area as it considers appropriate in order to implement RICS strategy and to enhance local networking; and
   (iv) advise on subscription issues for World Regions.

(c) With the approval of the Management Board and if it considers it necessary, a World Regional Board may enter into contractual arrangements with a local group which it has established to govern the use of:
   (i) any RICS Property, including trademarks;
   (ii) funding from RICS; and/or
   (iii) any data transferred by RICS.

R7.10 RICS matrics

R7.10.1 Composition
(a) A World Regional Board may establish geographically based RICS matrics groups in its area.

(b) Each RICS matrics group shall:
   (i) appoint a council to carry out its functions; and
   (ii) determine and publish its terms of reference (governing the composition of its council, elections or appointments, terms of office and procedure), which shall be approved in advance by the relevant World Regional Board;
   (iii) be accountable to the World Regional Board which established it.

R7.10.2 Eligibility
In order to be eligible to join any RICS matrics group, a person must be:
(a) a Chartered Member or a Non-Chartered Member qualified for 10 years or less on 1 August in any Session; or
(b) a member of an Attached Class.

R7.10.3 Role and responsibilities
(a) Each RICS matrics group shall be responsible for supporting professional development in its area by:
   (i) representing and nurturing its members within RICS;
   (ii) ensuring RICS remains relevant to members of RICS matrics; and
   (iii) providing a professional support network.

(b) The RICS matrics UK Council shall be responsible for advising the councils of all RICS matrics groups on the policies and processes to ensure consistency.

R7.10.4 Delegation
(a) A RICS matrics council may delegate work to working parties of matrics members and non-Members as it considers appropriate.

(b) Any delegated work shall be undertaken in accordance with terms of reference approved by the relevant RICS matrics council.

REGULATION 8 - PROCEDURE FOR GENERAL MEETINGS AND VOTING

R8.1 Session
RICS shall publish from time to time the dates of each Session as determined under B8.1.

R8.2 Meetings
R8.2.1 Notice
(a) A notice of any General Meeting shall be:
   (i) given in writing;
   (ii) at least thirty days in advance;
   (iii) in accordance with R10.5.4,
to all Chartered and Non-Chartered Members entitled to vote at the relevant General Meeting.

(b) A notice of each General Meeting shall include:
   (i) the nature and details of the business to be transacted, including any resolutions to be voted upon;
(ii) either the precise wording of any proposed additions or amendments (which may not be altered save to correct a typographical error) to the Charter and/or Bye-Laws to be voted upon, or details of where the precise wording will be published;

(iii) the place, date and time of the General Meeting;

(iv) details of the means of voting permitted by Governing Council for that meeting under R8.2.2 and any deadlines for receipt of votes.

(c) Where appropriate, all Members entitled to vote at a General Meeting shall be provided with:

(i) a voting paper, which shall include all resolutions to be voted upon;

(ii) where voting by Proxy is permitted by Governing Council, a paper to appoint a Proxy and to specify any instructions for him.

R8.2.2 Voting Procedures

(a) Save as set out in R8.2.2(b)(ii), Governing Council shall determine the means for voting at any General Meeting as it considers appropriate.

(b) Votes on any Resolution may be validly taken:

(i) in person by a show of hands;

(ii) by ballot as directed by the Chairman;

(iii) by post;

(iv) by Proxy;

(v) by electronic means, including email and internet voting, or by any other means considered appropriate by Governing Council.

(c) Every Member entitled to vote shall have one vote at a General Meeting, except the Chairman who shall have a second or casting vote only in the case of an equality of votes.

R8.2.3 Adjournment and Dissolution of a Meeting

(a) If a quorum is not present at a General Meeting (except an Extraordinary General Meeting under B8.5(b)):

(i) within 30 minutes or, with the consent of a majority of those present, one hour from the time appointed for the meeting to commence; or

(ii) for the duration of the meeting, the meeting shall be dissolved.

(c) A General Meeting may be adjourned by the Chairman at any time if:

(i) he considers it necessary or desirable; or

(ii) those responsible for supervising voting, advise him that it is necessary to verify the accuracy of any vote by Proxy or by post, provided that where a General Meeting is then adjourned for 14 days or more, at least 3 days' notice shall be given of the time and place of the adjourned meeting.

(d) The Chairman may, with the consent of a majority of Members at a meeting, dissolve any General Meeting.

(e) Where a General Meeting is adjourned for any period, the business of that meeting remains that specified in the original notice.

R8.3 Annual General Meeting

R8.3.1 A ballot under R8.2.2(b)(ii) shall be used for voting at an Annual General Meeting if it is requested by more than 25% of Members present.

R8.3.2 When a ballot is determined as the means of voting under R8.3.1, the Chairman shall direct how and when the ballot shall be taken and may adjourn a meeting for that purpose.

R8.4 Ordinary General Meeting

A Resolution concerning the direction and management of RICS shall not be discussed at an Ordinary General Meeting.

R8.5 Extraordinary General Meeting

In order to be valid, a requisition for an Extraordinary General Meeting under B8.5(b) shall be:

(a) in writing, specifying the purpose for which the meeting is demanded;

(b) signed by or accompanied by the approval in writing of the requisite number of Members; and

(c) submitted to the Chief Executive.

R8.5.2 Upon receipt of a valid requisition, Governing Council shall summon an Extraordinary General Meeting for the purpose specified to be held either:

(a) within ninety days from the Requisition Date; or

(b) in the event that another General Meeting is due to be held within 120 days of the Requisition Date, on the day of that other General Meeting.

R8.6 Resolutions

For the avoidance of doubt, Honorary Members shall not be entitled to vote at General Meetings.
REGULATION 9 – ACCOUNTS AND AUDIT

R9.1 Books of Account
The Management Board and the Chief Executive may determine the extent, times, places and conditions of inspection of any of the Books of Account in relation to any person or body not listed in B9.1.3.

R9.2 Annual Accounts
R9.2.1 The financial year for RICS shall be a period of one year from the first day of August to the following thirty-first day of July inclusive.

R9.2.2 Each Member entitled to receive notice of the Annual General Meeting in accordance with R8.2.1 shall be served not less than 14 days in advance with:
(a) a summary of the Annual Accounts;
(b) a summary of the report of the Professional Auditors in accordance with B9,
provided that copies of the full Annual Accounts and the report of the Professional Auditors shall be made available for inspection in advance of the Annual General Meeting by any Member regardless of whether he is entitled to vote.

R9.3 Appointment of Professional Auditor
R9.3.1 The Professional Auditor shall be appointed annually at the Annual General Meeting.

R9.3.2 In the event of any Casual Vacancy in the office of Professional Auditor, Governing Council may appoint a temporary replacement until the next Annual General Meeting.

REGULATION 10 – GENERAL

R10.1 Property and Funds
R10.1.1 Governing Council shall ensure that appropriate advice is sought in the exercise of its powers under B10.1.

R10.1.2 Funds
(a) Responsibility for investment of Funds under the direct control of RICS may be delegated to those appointed by or on behalf of the Management Board.

(b) Where a Governance Body is given responsibility for investment of Funds, that Governance Body shall comply with any instructions from the Chief Executive, including those requiring termination of investments and prompt transfer to RICS.

(c) No Governance Body (except Governing Council) or Member shall be entitled to open and maintain any bank or similar account relating to any activities of RICS without prior approval from the Chief Executive, which may be granted on such conditions as he considers appropriate.

R10.1.3 Intellectual Property
(a) The intellectual property rights in any material prepared by any person acting on behalf of RICS or as its agent shall belong to RICS.

(b) RICS shall have the right to publish any material in which it has intellectual property rights at any time and in any way.

(c) The author of material in R10.1.3(a) shall have a right to copy and to publish the material only if:
(i) RICS refuses or delays publication beyond a reasonable time; and
(ii) he gives 14 days advance notice in writing to the Chief Executive of his intention to publish.

(d) No other person may copy or publish material in R10.1.3(a) without the prior written consent of the Chief Executive on behalf of RICS.

(e) Any person or body shall ensure so far as practicable that all material that they produce or authorise on behalf of RICS or use jointly with others includes the logo of RICS in accordance with any published policies.

R10.1.4 Payments in good faith
Pursuant to B10.1.2, RICS shall have the power to make the following payments in good faith:
(a) allowances for any person acting on behalf of RICS;

(b) reasonable and proper remuneration to any person for any services rendered to RICS;

(c) reasonable out of pocket expenses incurred by any person acting on behalf of RICS; and

(d) fees, remuneration or other benefit in money or money’s worth to a firm or company (including where a Member is a partner, director or employee) for any services rendered to RICS, and Governing Council shall determine the amounts from time to time.

R10.2 Trustees
For the avoidance of doubt, the power to appoint trustees, or nominees or custodians in B10.2.1 shall include the power to remove any person appointed.

R10.3 Contracts
R10.3.1 General
(a) A person entering into any contractual arrangement on behalf of RICS, or which imposes obligations on RICS, shall satisfy himself that:
(i) he is duly authorised;

(ii) entering into the contract is consistent with any relevant business plan of RICS;

(iii) entering into the contract is in the best interests of RICS; and

(iv) there is either adequate budgetary provision for the financial implications of the contract, or the financial implications are consistent with the resources likely to be available.
(b) The Chief Executive shall be provided promptly with:
   (i) a copy of any written contract or other legal document made by or on behalf of RICS; and
   (ii) notification in writing of the terms of any contract made orally.

R10.3.2 Contract

The following shall be Authorised Persons for the purpose of entering into a contract to which RICS would be party:

(a) a Member acting under the authority of:
   (i) Governing Council;
   (ii) Management Board; or
   (iii) the Chief Executive, or

(b) the Chief Executive, or staff acting pursuant to a delegated authority.

R10.3.3 Deed

A deed may be executed on behalf of RICS by any two members of the Management Board.

R10.3.2 Common seal

The following shall be Authorised Persons for the purpose of affixing the common seal to any deed or instrument:

(a) the Officers;

(b) the Chairman of the Management Board; and

(c) the Chief Executive or his nominee.

R10.4 Dissolution or Winding Up

Prior to any General Meeting dealing with the dissolution or winding up of RICS, the Chief Executive shall identify any bodies having objects similar to RICS.

R10.5 Administration

R10.5.1 Procedure for making Regulations

In order to be effective, Regulations shall be made in accordance with the following procedure:

(a) Any proposed new or amended Regulation shall be submitted to a committee established by Governing Council, who may amend, approve or reject those Regulations.

(b) When approved by the committee, the new or amended Regulations will be sent to Governing Council for approval stating the date upon which they become effective.

(c) Governing Council may:
   (i) approve the new or amended Regulations; or
   (ii) reject the new or amended Regulations.

R10.5.2 Management of personal data

(a) Access to personal data held by RICS shall be restricted to staff, who may communicate with members as required provided it is:

(i) in the best interests of RICS; and

(ii) in accordance with data protection legislation and best practice.

(b) The Chief Executive may provide third parties with data relating to individual members (excluding home addresses or telephone numbers) for any use published from time to time by RICS, subject to such conditions as he may specify and in accordance with data protection legislation and best practice.

R10.5.3 Legal Proceedings

(a) The Chief Executive may be authorised by Governing Council to:

   (i) authorise, initiate, defend and conduct legal proceedings in the name of RICS (with or without other parties); and

   (ii) reach settlements of proceedings to which RICS is a party,

subject to any decisions or instructions of the Management Board.

(b) The Chief Executive shall submit a report relating to any action under R10.5.3(a) to the Management Board on an annual basis.

R10.5.4 Service

(a) Except where otherwise expressly provided, any notice or document shall be served effectively by RICS if it is served at the last known address held by with RICS by any of the following methods:

   (i) personal service;

   (ii) postal service;

   (iii) facsimile;

   (iv) electronic means;

   (v) providing (where appropriate) a copy of the Journal in which notice is published or supplying a disc containing the material; or

   (vi) posting on a website, provided notification is given of the website address,

provided where documents are served under R10.5.4(a)(iv)-(vi) a hard copy shall be supplied if requested.

(b) Material supplied in accordance with R10.5.4(a) shall be deemed to have been received on the same day, except in the case of postal service which shall be deemed to have been received 48 hours after posting.

(c) In the event of:

   (i) accidental omission to give notice or send a document; or

   (ii) non-receipt of a notice or document,

the proceedings shall not be invalidated.

(d) Governing Council may communicate with persons and organisations by electronic or other means as it considers appropriate.
R10.5.5 Confidentiality

(a) Without consent of Governing Council in advance, no person shall report or publish any confidential information provided to Governing Council members, including during the course of proceedings at any General Meeting.

(b) A person elected to a representative post of RICS may impart information about RICS business to Members, provided that he does not make public information which has been declared confidential.

(c) A person shall not use for his own or anyone else’s benefit any material or information in his possession as a result of his membership of any Governance body, unless that material or information is available to all Members or is in the public domain.

R10.5.6 Conflicts of Interest

(a) A person shall declare any direct or indirect interest concerning:

(i) the supply of goods or services to or for the purposes of RICS;

(ii) any contract or proposed contract concerning RICS;

(iii) any other matter relating to RICS; or

(iv) any duty which is material to and which may conflict with the interests of RICS.

(b) A declaration under R10.5.6(a) must be made:

(i) as soon as the person becomes aware of the interest by written notification to the Chief Executive stating the nature and extent of any interest or duty (including whether direct or indirect); and

(ii) orally at any RICS meeting at which any matter is to be considered where his interest is relevant to that matter.

(c) A person shall not be entitled to participate in discussions or vote on a matter in which he has a direct interest, except an interest relating to fees and subscriptions under B4.

(d) A person may be permitted to participate in discussions concerning a matter in which he has an indirect interest, but shall not be permitted to vote except at the discretion of the Chairman.

(e) If a question arises at any meeting (including a General Meeting or any other meeting relating to RICS) regarding the right of a person to participate in discussions or to vote as a result of a matter under R10.5.6:

(i) the Chairman shall make a ruling on the appropriate course of action, which shall be final and conclusive; or

(ii) where the matter concerns the Chairman, he shall leave the Chair for that item and shall not vote on it, and the Vice-Chairman or other Member appointed by the meeting shall preside for that item.

(f) The Chief Executive shall keep and maintain a register of interests recording any interest declared under R10.5.6, which shall be available for inspection by any Member or member of staff.
Agreed Changes to RICS Regulations since December 2010

R6.1.1 (a) (vi) Governing Council shall comprise of a minimum of 50 members including...members of the Professional Groups elected by the Chairmen of the Professional Groups, provided they shall not be more than 10% of the total membership.”

R3.2.2 There shall be a new alternative Designation “Chartered Civil Engineering Surveyor”.

R2.1.2 (a) To change the name of attached (non-chartered) membership class called “Trainee Surveyor” to be “Trainee Surveyor/Candidate for Membership”

R2.2.3 (a) (i) and (ii) – as above

R4.1.1 New wording “The Annual, Quarterly or Monthly Subscription payable by a Chartered Member and a Non-Chartered Member shall be:

(a) recommended by the Management Board
(b) approved by Governing Council
provided that it shall be within the framework agreed by Members at a General Meeting as required by B4.1.1

R4.1.2 New wording “The Annual, Quarterly or Monthly Subscription payable by a person in any of the Attached Classes shall be set by the Management Board from time to time.

R4.3.2 New wording “Liability for a Subscription arises in accordance with the payment structure (annually, quarterly or monthly) chosen by a Member or member of an Attached Class whether demanded or not.

R7.2.1 (b) To approve changes in respect of the constitution of the Regulatory Board.

The changes are that the Regulatory Board, which shall always have a majority composed of independents (i.e. Independent Members plus the independent chair), shall be composed of the following members:

- A chair who shall not be a Member
- Up to five Members, who shall not be Governing Council members, with a minimum of four
- Up to five non-members with a minimum of four

R7.2.3 The quorum for the Regulatory Board should be amended to five members, of which the majority shall be independents (i.e. composed of Independent Members plus the independent chair).

R 10.5.7 The contract between RICS and its members shall be governed by and construed in all respects in accordance with the laws of England and Wales and the parties irrevocably agree to submit to the exclusive jurisdiction of the courts of England and Wales, irrespective of any other factor including (but not limited to) where a member practises as a surveyor. This R 10.5.7 has retrospective effect and applies to all contracts between RICS and its members, whenever such contract was entered into, and shall be treated as always having had effect.
SO/1 Standing Orders governing the methods for election, appointment and removal of Officers by Governing Council, and for dealing with temporary vacancies

1. Methods for election and appointment of Officers

1.1 Election of Senior Vice-Presidents

1.1.1 The term of office for the Senior Vice-President will be one Session.

1.1.2 A Senior Vice-President must be a Fellow at the time of assuming office.

1.1.3 Any Chartered Member may apply / be nominated for Senior Vice-President. If a Professional Member is elected Senior Vice-President then they will automatically become a Fellow upon election.

1.1.4 All applications / nominations should follow the process as decided by the LNC which may include (but is not limited to) a requirement for one or more of the following documents:

- A completed application form / statement addressing the candidate’s competencies for the role.
- A curriculum vitae which includes any relevant experience
- A consent from the candidate to serve if elected and to be subject to any vetting procedures required for the position of Senior Vice-President.
- A statement of support from at least one Chartered RICS professional, with satisfactory disciplinary record, up to date CPD and who has known the candidate for at least one year.

1.1.5 In preparing their recommendations, the LNC will consider all applications / nominations and use whatever form of assessment it deems appropriate based on the published role of the Officer and the skill set and experience of the candidate, which may include but is not limited to:
- Psychometric assessment;
- Numeracy assessment;
- Literacy assessment.

The LNC may invite candidates to attend and discuss their suitability for the role and may also invite the proposer to attend and speak in support of the candidate.

1.1.6 The LNC will recommend candidates for Senior Vice-President to Governing Council at least 14 days before the meeting at which they will be elected.

1.1.7 The LNC will recommend only candidates who meet the criteria, regardless of numbers of candidates.

1.1.8 The information supplied with the nomination in 1.1.4 above will accompany the recommendations of the LNC.

1.1.9 Governing Council members will be given the opportunity to feed back their views to the Chair of the LNC on a confidential basis.

1.1.10 The details of the LNC’s deliberations will remain confidential and written feedback will be provided to candidates if requested.

1.1.11 All candidates recommended to Governing Council will have the opportunity to address Governing Council and Governing Council will have the opportunity to question candidates.

1.1.12 a. All Governing Council members can vote “yes” or “no” for each candidate.

b. Any candidate will first need to obtain an absolute majority of the votes cast by Council members (i.e. more than 50% support from the Council votes cast).

c. For each candidate, the difference between the number of votes cast in favour of election and the number of votes not in favour of election is calculated. If the result of this calculation is greater than zero, the candidate has achieved a majority.

d. Should more than one candidate achieve a majority, their majorities are compared and the candidates ranked according to the size of their majority (the largest majority being ranked first). The candidate with the largest majority is
e. the event of a tie, the President will at their absolute discretion, have the casting vote to select one of the candidates with the equal largest majority to be appointed as Senior Vice President.

1.2 **Confirmation of President-Elect**

1.2.1 The term of office of President-Elect is one year.

1.2.2 The Senior Vice-President will be confirmed as President-Elect by Governing Council at a meeting at least 60 days before the start of the Session at which the President-Elect will take office unless at least ten members of Governing Council call for a vote of no confidence by all members of Governing Council in the Senior Vice-President becoming President-Elect. Any request to call for a vote of no confidence must be received by the Chief Executive at least 28 days before the meeting at which confirmation is due to take place.

If such a request is received, then the motion of no confidence will be moved at the next Governing Council meeting, followed by a secret ballot of those members of the Governing Council present. To succeed, the motion requires a simple majority of those voting. If the motion succeeds, Governing Council may appoint another Vice-President to act as President-Elect until the next election under R6.2.2 (a).

1.3 **Confirmation of President**

1.3.1 The term of office for President will be one year.

1.3.2 The President-Elect will be confirmed as President by Governing Council at a meeting at least 60 days before the start of the Session at which the President takes office unless at least ten members of Governing Council call for a vote of no confidence, in which case the procedures set out in 1.3.2 will apply except that Governing Council will appoint the Senior Vice-President to act as President until the next election under R6.2.2 (a).

1.4 **Honorary Secretary and Honorary Treasurer – Terms of Office**

1.4.1 The term of office for the Honorary Secretary and Honorary Treasurer will be determined by Governing Council following a recommendation from the LNC.

1.4.2 The Honorary Secretary and Honorary Treasurer must be a Fellow at the time of assuming office.
1.4.3 Any Chartered Member may be nominated for Honorary Secretary or Honorary Treasurer with the support of a proposer, who must be a member of Governing Council, and four seconders, at least two of whom must be members of Governing Council. If a Professional Member is elected Honorary Secretary or Honorary Treasurer then they will automatically become Fellows upon election.

1.5 Election to Honorary Secretary

1.5.1 All nominations must be made by the closing date for nominations on the form prescribed by the Chief Executive for the purpose and must contain the following information:

- brief professional particulars of the candidate (i.e. current practice or appointment)
- any period of RICS service on Boards and Committees (including dates)
- a consent from the candidate to serve if elected and to be subject to any vetting procedures required for the position of Honorary Secretary
- a statement not exceeding 500 words from the proposer explaining the candidate’s suitability for the role

1.5.2 No member of Governing Council may propose or second more than one candidate.

1.5.3 Governing Council members will be made aware of all nominations made by the closing date, including the information supplied in 1.6.1 above, and will be given the opportunity to feed back their views to the Chairman of the LNC on a confidential basis.

1.5.4 The LNC will consider all nominations and use whatever form of assessment it deems appropriate based on the published role of the Officer and the skill set of the candidate. The LNC may invite the candidate to attend and discuss how their skill set matches the role and may also invite the proposer to attend and speak in support of their 500 word statement.

1.5.5 The LNC will recommend a candidate, or candidates, for Honorary Secretary to Governing Council at least 14 days before the meeting at which he will be elected. This meeting must take place at least 90 days before the start of the Session in which the candidate will assume office if elected. However, LNC will not recommend candidates who have not met the criteria regardless of numbers of candidates.

1.5.6 The information supplied with the nomination in 1.6.1 above will accompany the recommendations of the LNC.

1.5.7 The details of the LNC’s deliberations will remain confidential and written feedback will be provided to candidates.

1.5.8 All candidates recommended to Governing Council will have the opportunity to address Governing Council for 8 minutes in support of their nomination (without other candidates being present) and Governing Council will have the opportunity to
question candidates.

The proposers of recommended candidates will also have the opportunity to address Council for a maximum of 5 minutes, with their candidate present and either before or after the candidate has addressed Council, in support of their candidate but questions will not be permitted to proposers.

1.5.9 Only candidates recommended by LNC will be voted upon at Governing Council. After all recommended candidates and proposers have had the opportunity to speak, all members of Governing Council who are present will vote by secret ballot. Members of Council have one vote each and, if there are two recommended candidates, the candidate obtaining the most votes is elected. Where there are three or more recommended candidates and the candidate attracting the highest number of votes has not attracted a majority of the votes cast, the candidate attracting the least votes shall be excluded from a further ballot, and so on until a candidate attracts more than half the votes cast in a ballot. In the event of equality of voting there will be a further ballot and only then, if the votes are still equal, will the President have a second, casting vote. Governing Council will appoint one or more Scrutineers who will not be members of Governing Council, to count the votes.

1.5.10 After election, the Honorary Secretary Elect will shadow the incumbent until their term of office begins, having the same rights of attendance at RICS Committees as the incumbent.

1.6 Election of Honorary Treasurer

1.6.1 The procedure for the election of an Honorary Treasurer will be the same as that for the Honorary Secretary.

1.7 Temporary vacancies

1.7.1 Where the Office of either Honorary Secretary or Honorary Treasurer is vacant, Governing Council may determine that the Member who holds Office as either Honorary Secretary or Honorary Treasurer shall hold both offices for such temporary period as it determines.

1.8 Leadership Nominations Committee (LNC) – conflict of interest

1.8.1 Any member of the LNC who stands for an Officer’s position will be suspended from the LNC for the duration of that process. Members of LNC are not permitted to propose or second candidates.
2. **Removal of Officers**

2.1 Where any five Members of Governing Council in writing, or the Honorary Secretary or the Conduct Committee so require or the Chief Executive so decides, the latter shall, in confidence, convene within seven days a meeting of the LNC (excluding such Officer(s) whose attendance he considers would be inappropriate, but in such circumstances adding such equivalent number of other Officers or Governing Council members as he shall select).

2.2 The sole business of the meeting (which shall be confidential) referred to in 2.1 above shall be:

   a. First, if necessary appoint a Chairman
   
   b. To consider such information as the Chief Executive has available to him as grounds upon which the Committee might conclude that the Officer(s) identified by those who required the Chief Executive to convene the meeting, or identified by the Chief Executive himself, should be removed from office, and to decide what action to take. The Committee may adjourn the meeting for further enquiries or any other reason(s)

2.3 If and when the Committee convened under 2.1 is minded to conclude that an Officer should be removed from Office, it shall notify the Officer in writing, giving its reasons, and giving that Officer a reasonable, specified period to make written or oral (at the Officer’s discretion) representations to the Committee before it reaches its conclusion. The Committee may, at its discretion, invite the Officer(s) to give an undertaking as to their future conduct which it might accept, either conditionally or otherwise, instead of reaching the conclusion of removal from Office. These proceedings shall be confidential, provided that the Officer maintains that confidentiality.

2.4 In the event that the Committee decides that the Officer should be removed from Office, it shall decide whether the matter should be put to a special or the next meeting of the Governing Council.

2.5 Notwithstanding 2.1-2.4 above, any Officer other than the President may be suspended from Office with immediate effect, for either a specified period or until further notice, by oral (to be promptly confirmed in writing) or written notice by the President where the President considers this to be in the best interests of RICS.

   The Honorary Secretary may suspend the President from Office under the same conditions as above where the Honorary Secretary considers this to be in the best interests of RICS.

2.6 Within one week after any suspension in accordance with 2.5 above, the Chief Executive, or a nominated deputy, shall convene a meeting in accordance with 2.1 above for the purposes specified in 2.2 above, to consider whether the suspension should continue or be withdrawn. If the Committee is minded to continue it, it shall give the subject the same opportunities of making representations as are described in 2.3 above. Where, after those representations have been considered or the period for making them has expired, the Committee decides to continue the
suspension, the Governing Council shall be advised in confidence and shall endorse or overturn that decision.

2.7 Where the President is suspended, the President-Elect shall become acting President. In the event that the President-Elect is unable or unwilling to serve in this capacity the Committee convened under 2.6 above shall select the Senior Vice-President or, if the SVP is similarly unwilling or unable to act, another Vice-President or other Fellow to become Acting President, until the suspension of the President is lifted or the President is removed from Office and new elections are due.

2.8 Where the Honorary Secretary or Honorary Treasurer is suspended, the Committee convened under 2.6 above shall select a Fellow to serve as Acting Honorary Secretary or Acting Honorary Treasurer respectively, until the suspension of the Honorary Secretary or Honorary Treasurer is lifted or the Honorary Secretary or Honorary Treasurer is removed from Office and new elections are due. Where the Offices of Honorary Secretary and Honorary Treasurer are jointly held on a temporary basis, a suspension from either Honorary Office shall automatically result in the Honorary Secretary and Honorary Treasurer being suspended from both Offices.

2.9 Where a Vice-President is suspended, the position will remain vacant until the next elections for that position are due.

3. Temporary (Casual vacancies)

Where no provision is made in the Regulations or elsewhere in these Standing Orders, the following provisions shall apply:

- all appointments and elections to fill temporary (casual) vacancies shall be for the remaining period of office.
- the procedure to fill temporary (casual) vacancies shall be the same as that for the original appointment and election unless Regulations or elsewhere in the Standing Orders provide otherwise.
- service to fill a residual term arising from a temporary (casual) vacancy shall not be counted as a period of service for the purpose of limits of continuous service.
1. Appointments to Governing Council under Bye-law 6.1.1 (a) and (b)

1.1 The Governing Council shall make the appointments to its Membership in accordance with Regulation 6.1.1 (c) before the Annual General Meeting.

1.2 For the avoidance of doubt, if the Governing Council rejects any nomination, it may appoint without receipt of a recommendation another eligible person to the vacancy.

2. Members to be elected by Members under Regulation 6.1.1 (a)(iv)-(vii) and Bye-law 6.1.1

2.1 The Chief Executive shall issue, whenever required to fulfil the requirements of Regulation 6.1.1 (a) (iv)-(vii) above and/or Bye-Law 6.1.1, notices informing Members in the respective constitutional areas and as a whole (as the case may be) of their right to nominate Members for election to membership of the Governing Council.

2.2 A Member may nominate as many candidates as there are vacancies but he may not nominate more than one candidate for any one of such vacancies.

2.3 Nomination shall be made in writing signed by the Members making the nomination (who shall not be less than five in number in the case of constitutional area elections under Regulation 6.1.1 (a) (iv), (vi) and (vii) and ten in the case of the ‘whole Institution’ elections under Regulation 6.1.1 (a) (v) and shall contain, or be accompanied by the information specified in Rule 2.4 below, an undertaking to accept office if elected signed by the nominee, and a digital photograph. Nominations shall be delivered to the Chief Executive or his nominee in accordance with the published timetable.

2.4 Whenever there are more nominees for election than places to be filled the Chief Executive shall prepare a list of nominees ("the Balloting list") validly nominated and who are eligible to serve. The names of the nominees shall appear in alphabetical order by surname and against the name of each nominee the following details shall appear:

(a) grade of Membership;
(b) professional position;
(c) practising address (in the case of a non-practising Member, the residential address).
(d) the persons by whom the Member is nominated; and
(e) such other information or materials as Governing Council may determine from time to time

3. **Members holding more than one place on the Governing Council**

A Member may not stand for election for more than one place, or hold more than one place, on Governing Council.

4. **Casual vacancies on Governing Council**

4.1 Where a vacancy on the Governing Council arises as a result of appointment of an Officer of the Institution or otherwise, it shall be filled, according to the category in Regulation 6.1.1a in which the vacancy falls, as follows:

(i) as a result of death, resignation or inability to act by an Officer, election of another to hold office until the first meeting of the Governing Council after the next AGM

(ii) by the Governing Council on a recommendation of the Nominations Committee, save that the Committee has discretion to defer making a recommendation until later in the year or until it makes its next annual recommendations;

(iii) by the Governing Council on a recommendation of the Independent Appointments Selection Board, save that the Committee has discretion to defer making a recommendation until later in the year or until it makes its next annual recommendations;

(iv) by nomination by the appropriate World Regional Board until the next election relating to that region

(v) by election in accordance with Standing Orders but not until the next elections for this category take place.

(vi) by nomination by the Chairmen of Professional Groups until the next elections for this category take place

(vii) by RICS matrics Council until the next elections for this category take place

4.2 Should a vacancy arise before the term of office is due to begin, (for example by the death or resignation of a member who has been elected unopposed but has not yet taken office) the procedure will be the same as filling a casual vacancy in categories (i)- (iii) above, but in categories (iv)-(vii), the nomination and election process will be followed as per Section 2 above.
5 Alternates

5.1 The following members of the Governing Council may request another Member as follows to attend and vote at a meeting or part of a meeting of the Governing Council in his stead:

   If the Chairman and the Vice-Chairman of the Management Board are unable to attend

   The Chairman of the Management Board to appoint another member of the Board as an alternate

   If any World Region under R6.1.1 (a) (iv) would not otherwise be represented

   The Chairman of that World Region may attend himself or authorise another member of that World Regional Board to attend.

5.2 Those elected or appointed to any position within the Institution are appointed as individuals and they have no power to authorise an alternate to act or attend in their stead except where Regulations so provide.

   In the case of appointments to Governing Council (as distinct from elected positions) Governing Council may appoint an alternate in relation to particular meetings, for a specified period, or for a specified purpose where the first appointed person is unable to act or attend for any reason.
SO3 STANDING ORDERS FOR EMERGENCY DECISIONS
Under Bye-Law 6.1.3 and 6.1.4(d) (w.e.f. 17 November 2008)

1. Meetings (both physical and virtual) of Governing Council and of Governance bodies established by it, should be held frequently enough to address regular business in a timely manner. It is recognised that in exceptional circumstances, there may be matters of such urgency that it is impractical to consult members by telephone or correspondence.

2. Every practical effort should be made to consult the members, however, in such an urgent matter, a Chairman, (or in his absence a vice-chairman) of the Governance body in question, may take decisions that would normally be taken by the Governance body itself.

3. A written report of the decision taken shall be provided to the members of the Governance body promptly, including an explanation of the reasons for the urgency of that decision.

4. It is not expected that this authority will be used frequently. The number of decisions taken in this manner should be considered by the Committee or Board in question annually when its terms of reference are reviewed to consider whether the frequency of meeting is still appropriate and to be satisfied that the mechanism is not being used to circumvent proper process.
SO4 STANDING ORDERS FOR THE CONDUCT OF GOVERNING COUNCIL MEETINGS
Under Bye-Law 6.1.4(d) (w.e.f. 8 July 2009) amended draft September 09

1 Notice

1.1 The Governing Council shall meet at least twice a year at venues agreed by the Honorary Secretary. If any meeting of Governing Council is a virtual meeting, the location of the Chairman shall be designated as the venue for the purposes of the meeting.

1.2 The Chief Executive shall give formal notice of meetings at least 14 days in advance by the issue of an agenda. If a Member fails to receive such notice it shall not invalidate a meeting.

1.3 A special meeting of Governing Council may be called by the Officers or by written notification by at least 20% of Council members to the Chief Executive. The notice of meeting of Governing Council must be issued within 28 days of receipt of the written notification to the Chief Executive, unless a meeting of the Council is already planned within 42 days of the notification.

2 Agenda

2.1 The Chief Executive shall determine in consultation with the President and the Honorary Secretary, the matters to be considered by Governing Council in accordance with the Bye-Laws and Regulations, the order in which they are to appear on the agenda, and the material to be supplied or presented to Governing Council to assist it in its deliberations.

2.2 Members of Governing Council may submit policy items or matters for debate, to the Chief Executive for consideration for inclusion on the next or any agenda of the Governing Council. Items which Members wish to be included within the next agenda must be notified at least four weeks before that meeting. Papers for circulation with the agenda must be received by the Chief Executive at least three weeks before the meeting.

2.3 Items submitted and supported by 10 members of the Council shall be included on the agenda. In other cases the Chief Executive shall decide in consultation with the President and the Honorary Secretary, whether the item(s) notified is/are to be included on the agenda, and shall also decide whether papers supplied will be circulated, or give the reason(s) for not agreeing inclusion of items or circulation of papers.

2.4 The agenda for each meeting of the Governing Council, except a special meeting, shall include an item for members to raise strategic issues or other matters of international importance or relevance to members, having given reasonable notice to the Chief Executive of the intention to raise the particular matter as determined in 2.2 above.
3 Attendance and Quorum

3.1 The quorum for Governing Council meetings is 40% of its members.

3.2 The Governing Council or the President can request and permit any person to attend and participate, but not vote, at any meeting or part of a meeting of the Governing Council.

4 Meetings Procedure

4.1 Members should raise any concerns or questions in writing on matters arising from the minutes of the previous meeting with the Chief Executive at least 10 days before the next Governing Council meeting. If the member is still dissatisfied with any response (or lack of response) by 12 noon 2 working* days before the day of the meeting he must notify the Chief Executive by close of business that day. If this procedure is not followed, the Chairman may decline to allow members to raise any matters arising at the Governing Council meeting.

4.2 The Chairman of the meeting shall have absolute discretion in the following matters:
- the order in which the business is taken
- the time devoted to each matter
- adjournments of the meeting
- whom he will allow to address the meeting and for how long
- whether to adjourn the meeting, and if so to what date, time and place.

4.3 Where a member proposes that the meeting takes a decision or suggests an amendment to a proposal, each item shall be formally proposed and seconded. Where the Chairman considers it necessary, amendments shall be voted upon before the original proposal is put to the meeting.

4.4 Governing Council shall consider, before taking individual decisions, the extent to which prior consultation or public release of its proposed decision would be in the best interests of RICS, including relationships with the wider membership.

Note
* Working days – as applying to England and Wales