

**BYELAWS OF THE ROYAL INCORPORATION OF ARCHITECTS IN SCOTLAND
INTERIM BYELAWS FOR COUNCIL/ MEMBERSHIP APPROVAL
6 JUNE 2018**

At the Council Chamber, Whitehall the (date of Privy Council meeting to be inserted) BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE PRIVY COUNCIL

AND WHEREAS the said Bye-laws have been submitted to the Lords of the Privy Council for allowance:

BYE-LAWS OF THE ROYAL INCORPORATION OF
ARCHITECTS IN SCOTLAND REFERRED TO IN THE FOREGOING ORDER

1. *Interpretation*

In these Bye-laws, the following expressions shall have the meanings shown:

The "Royal Incorporation" shall mean "The Royal Incorporation of Architects in Scotland". The words "Council", "the Secretary", "member(s)" and "membership" shall, unless the context otherwise requires, mean the Governing Council, the Secretary/Chief Executive, and all member(s) and the entire membership of the Royal Incorporation respectively. "The Register of Members" shall mean that register of all classes of members maintained by the RIAS. "The ARB" shall mean "The Architects Registration Board" who maintain the Register of Architects entitled to practice as such in the United Kingdom as established by the Architects Act 1997. "The RIBA" shall mean "The Royal Institute of British Architects".

2. *Classes of Members*

- 2.1 The membership of the Royal Incorporation shall consist of the following Chartered classes; Fellows, Academic Fellows, Retired Fellows, Members, Academic Members, Retired Members and the following non-Chartered classes; Students, Associates, Affiliates and Honorary Fellows.
- 2.2 Council may approve amendments or additions to classes of membership provided they are in accordance with the objectives of the Royal Charter.
- 2.3 Council may waive or vary the standard conditions applicable to any membership class, on the basis of a simple majority, if it deems it appropriate to do so, provided any such amendment is in accordance with the objectives of the Royal Charter.

3. *Class of Fellows and Academic Fellows*

- 3.1 At any given time, Fellows and Academic Fellows shall comprise every person whose name is entered on the Register of Members as a Fellow or Academic Fellow in accordance with these Bye-laws.
- 3.2 A candidate for election as a Fellow or Academic Fellow:
 - 3.2.1 shall be not less than 35 years of age at the date of proposal;
 - 3.2.2 shall be a Member and shall be in business on his or her own account as a partner or director in a public or private practice, or shall be in salaried employment, or shall be on the staff of a School of Architecture;
 - 3.2.3 shall, for at least 7 years, whether consecutively or in the aggregate, prior to the date of proposal, have, practiced, as appropriate, in the capacity of a partner or

director; held a senior position in a business or department; held a senior post in a school of architecture or served in any combination of the four foregoing categories;

3.2.4 shall also satisfy the Council that the candidate is a fit and proper person to become a Fellow or Academic Fellow both in respect of the candidate's own character and of the office currently held, and shall provide the Council with such particulars thereof as it may require;

3.2.5 shall satisfy the Council that the candidate has passed any examinations which the Royal Incorporation may require or that the candidate is otherwise, by professional attainments, considered eligible for election as a Fellow;

3.2.6 if within the United Kingdom shall be on the Register of Architects.

3.3 If the Council is satisfied that there are exceptional grounds for doing so it shall have discretion, in respect of the election to Fellowship.

3.4 A Fellow or Academic Fellow must remain on the ARB Register so long as the Fellow or Academic Fellow continues in this class provided that this requirement shall not apply for such period as the Fellow or Academic Fellow may reside and practice outwith the United Kingdom.

3.5 The class of Academic Fellow applies to those who do not practice architecture, but are undertaking an educational course and/or teach an aspect of architecture.

4. *Class of Members and Academic Members*

4.1 At any given time, Members and Academic Members shall comprise every person whose name is entered on the Register of Members as a Member or Academic Member in accordance with these Bye-laws.

4.2 A candidate for election as a Member or Academic Member:

4.2.1 shall satisfy the Council that the candidate is a fit and proper person to become a Member or Academic Member in respect of the candidate's own character and the office currently held, and shall provide the Council with such particulars thereof as it may require;

4.2.2 shall have passed any examinations the Royal Incorporation may require;

4.2.3 shall be on the ARB Register if resident or practising within the United Kingdom at the time of application.

4.3 A Member or Academic Member shall remain on the ARB Register so long as the Member or Academic Member continues in this class provided that this requirement shall not apply for such period as the Member or Academic Member may reside and practice outwith the United Kingdom.

4.4 The class of Academic Member applies to those who do not practice architecture, but are undertaking an educational course and/or teach an aspect of architecture.

5. *Students*

5.1 At any given time, Students shall comprise every person whose name is entered on the Register of Members as a Student in accordance with these Bye-laws.

- 5.2 Every candidate for election as a Student shall have attained such standard of education or has passed any examination as may be required by the Royal Incorporation.
- 5.3 The Council shall be entitled to remove from the Register of Members the name of any Student who has not applied for election as an Associate, a Member or an Academic Member and been so elected within one year from the date of the student's qualification to make such application, or who has not qualified as an Architect and applied for election as a Member or Academic Member within 10 years of election as a Student.
- 5.4 Students shall be entitled to such privileges as the Council may determine from time to time' but shall expressly not have the right to use any affix related to such membership, nor to vote or take part in the management of the affairs of the Royal Incorporation, unless elected to RIAS Council.

6. *Class of Associates*

- 6.1 At any given time, Associates shall comprise every person whose name is entered on the Register of Members as a graduate of architecture in accordance with these Bye-laws.
- 6.2 Every candidate for election as an Associate shall have attained such standard of education or has passed any examination as may be required by the Royal Incorporation.
- 6.3 The Council shall be entitled to remove from the Register of Members the name of any Associate who has not applied for election as a Member or Academic Member and been so elected within one year from the date of entitlement to make such application, or who has not qualified as an Architect and applied for election as a Member within 10 years of election as an Associate.
- 6.4 Associates shall be entitled to such privileges as the Council may determine from time to time, but shall expressly not have the right to use any affix related to such membership, nor to vote or take part in the management of the affairs of the Royal Incorporation, unless elected to RIAS Council

7. *Class of Affiliates*

- 7.1 At any given time, Affiliates shall comprise every person whose name is entered on the Register of Members as an Affiliate in accordance with these Bye-laws.
- 7.2 Affiliates shall be persons who by reason of their interest in matters relating to Architecture appear to the Council to be able and willing to support the objectives of the Royal Incorporation.
- 7.3 A candidate for election as an Affiliate shall satisfy the Council that the candidate is a fit and proper person to become an Affiliate in respect of the candidate's own character and any office currently held, and shall provide the Council with such particulars thereof as it may require.
- 7.4 Affiliates shall be entitled to such privileges as the Council may determine from time to time, but shall expressly not have the right to use any Affix related to such membership, nor to vote or take part in the management of the affairs of the Royal Incorporation.

8. *Chapter Membership*

Membership of the Royal Incorporation shall include concurrent membership of the Chapter within the territory of which the member normally practises, studies or is employed or, upon request, is domiciled.

9. *Category of Outwith Members*

- 9.1 Fellows, Academic Fellows, Members, Academic Members, Associates and Students who, after election, are subsequently employed outwith Scotland shall not belong to a Chapter, but shall be placed in an Outwith category of membership.
- 9.2 Affiliates, and Honorary Fellows who are resident outwith Scotland shall not belong to a Chapter but shall be placed in an Outwith category of membership.
- 9.3 Retired Fellows and Retired Members who are resident outwith Scotland shall not belong to a Chapter but shall be placed in an Outwith category of membership.

10. *Honorary Fellows*

- 10.1 At any given time, Honorary Fellows shall comprise those persons on the Register of Members as Honorary Fellows in accordance with these Bye-laws.
- 10.2 Honorary Fellows shall be persons of distinction who by reason of their eminence in art, science, literature or contribution to the public life of Scotland appear to the Council to be able to render assistance in promoting the objects of the Royal Incorporation.
- 10.3 Nominations for Honorary Class:
 - 10.3.1 Proposals for the election of Honorary Fellows shall be made either by the Council on its own initiative or on the nomination of not less than 4 Chartered Members and must give the forename, surname and/or titles and addresses of the nominee and a statement of the grounds on which the nominee is recommended;
 - 10.3.2 All nominations for the election of Honorary Fellows shall be submitted to the Council, and shall be approved by a majority of not less than two thirds of the Council present, entitled to vote and voting;
 - 10.3.3 No candidates for election to the class of Honorary Fellow shall be required to pass any examination.
- 10.4 Honorary Fellows shall be entitled to the ordinary privileges of membership, except the right to vote or take part in the management of affairs of the Royal Incorporation.
- 10.5 Honorary Fellows shall not be required to pay a subscription to the Royal Incorporation.
- 10.6 Honorary Fellows of the Incorporation shall be entitled to use the affix Hon FRIAS.

11. *Retired Categories*

Any Fellow, Academic Fellow, Member or Academic Member who has reached the age of 55 (or earlier at Council's discretion) and has retired from practice as an Architect or their Academic post, may, subject to the approval of the Council, be transferred without election to the category of "Retired Fellow" or "Retired Member" as the case may be but in such case such a member's interest in or claim against the property of the Royal Incorporation or any of its Chapters shall cease. The amount of the annual subscription payable by such Retired Fellows or Retired Member shall be such amount as may be determined by a resolution of the Council provided that Fellows and Members who have paid subscriptions as full members for 25 years shall be exempt further payment. A Retired Fellow or Retired Member shall have the right to use the affix of the member's class, shall be entitled to receive such publications and services of the Royal Incorporation as the Council shall from time to time determine, to attend and vote at General Meetings and be eligible for election to the Council and appointment to Committees.

12. *Application for Election to Class of Fellow or Academic Fellow*

Every candidate for election to class of Fellow or Academic Fellow must be proposed and seconded by two Chartered Members on the official nomination form. The Council shall be entitled to obtain such information regarding the candidate from the proposer and seconder as it sees fit. The nomination form must be accompanied by a written statement giving full particulars of the candidate's architectural education and experience and professional work. The nomination form when completed shall be forwarded to the Secretary who shall, on the instructions of the Council, make such enquiries regarding the candidate as shall be decided by the Council. Simultaneously the Secretary shall report receipt of the nomination form to the Chapter concerned and the said Chapter shall be entitled to make any comment on a candidate which it wishes to bring to the notice of the Council. Thereafter the application shall be dealt with in accordance with Bye-law 17.

13. *Application for Election to Class of Member or Academic Member*

13.1 Candidates for election to the class of Member or Academic Member shall submit the official nomination form which must be accompanied by a written statement by the candidate giving full particulars of the candidate's architectural education and experience and professional work.

13.2 The nomination form of every applicant for election to the class of Member or Academic Member who complies with the requirements of Bye-law 4 shall be forwarded to the Secretary of the Chapter within whose territory the candidate normally practises or is employed for submission to the Chapter Council which shall enquire into the fitness and qualification of the applicant so nominated, where applicable, corporate membership of the RIBA being sufficient evidence for Chapter Council that a candidate satisfies the requirements of Bye-law 4.

13.3 In the event of the Chapter Council being of the opinion that the candidate is eligible and qualified for election, the application shall be approved by the Chapter Council and this approval will be notified to the Secretary.

13.4 In the event of the Chapter Council not being of such an opinion the application form shall be returned to the Secretary together with a statement setting out the reasons for such opinion.

13.5 The nomination form of an applicant for election to the class of Member or Academic Member who complies with the requirements of Bye-law 4 and who is domiciled outwith Scotland shall be considered by the Secretary who shall enquire into the fitness and qualification of the applicant so nominated.

13.6 The application shall thereafter be dealt with in accordance with Bye-law 17.

14. *Application for Election to Class of Associate*

14.1 Candidates for election as Associate shall make application and be proposed in such form and manner as the Council shall from time to time prescribe.

15. *Application for Election to Class of Student*

15.1 Candidates for election as Students shall make application and be proposed in such form and manner as the Council shall from time to time prescribe.

16. *Application for Election to Class of Affiliate*

16.1 Candidates for election to class of Affiliate shall be proposed on the official nomination form which must be accompanied by a written statement by the candidate giving full particulars of the candidate's education, experience and professional work.

- 16.2 The nomination form of every applicant for election to class of Affiliate who complies with the requirements of Bye-law 7 shall be forwarded to the Secretary of the Chapter within whose territory the candidate is domiciled or is employed for submission to the Chapter Council which shall enquire into the fitness and qualification of the applicant so nominated.
- 16.3 In the event of the Chapter Council being of the opinion that the candidate is eligible and qualified for election the application form shall be approved by the Chapter Council and this approval will be notified to the Secretary.
- 16.4 In the event of the Chapter Council not being of such an opinion, the application shall be returned to the Secretary together with a statement setting out the reasons for such opinions.
- 16.5 The nomination form of an applicant for election to class of Affiliate who complies with the requirements of Bye-law 7 and who is domiciled outwith Scotland shall be considered by the Secretary who shall enquire into the fitness and qualification of the applicant so nominated, and form an opinion as to whether the candidate is eligible and qualified for election, or not.
- 16.6 The application shall thereafter be dealt with in accordance with Bye-law 17.

17 *Election to Membership – Miscellaneous Provisions*

- 17.1 Application forms for each class of membership shall be submitted to the first convenient meeting of the Council and dealt with in accordance with the provisions of this Bye-law.
- 17.2 The election of candidates shall take place at the ordinary meetings of the Council.
- 17.3 Voting at the election of candidates shall be by show of hands or by a ballot at the option of the Council and a candidate shall be elected if supported by a two thirds majority of the members of the Council present entitled to vote and voting.
- 17.4 The decision of the Council shall be final, and the Council shall not be required to give a reason for refusing to elect any person to membership.
- 17.5 The Secretary shall inform all successful candidates of their election and shall require them to sign a Declaration that they shall be bound by the Charter, Bye-laws and regulations of the Royal Incorporation and of their Chapter. No candidates shall be entitled to the rights and privileges of membership until they have signed and returned the said Declaration to the Secretary and have paid their first subscription to the Royal Incorporation and to their Chapter, if required.
- 17.6 In the event of any candidate failing to comply with these requirements within two months of the date of election, such election shall be void unless the delay be satisfactorily explained to the Council of the Royal Incorporation.
- 17.7 No candidate for election in any class of membership who has failed to gain election shall be proposed again within a period of 12 months.

18. *Privileges and Obligations of Members*

- 18.1 A Fellow, Academic Fellow or Retired Fellow may use the initials FRIAS after their name and a Member, Academic Member or Retired Member may use the initials RIAS after their name.
- 18.2 Every member shall be entitled to receive a Certificate of Membership in respect of the class to which the member has been elected and shall be entitled to hold the said Certificate

including on retirement, unless they resign or are removed from membership.

- 18.3 Every Certificate so issued shall be in such a form as the Council may from time to time determine. It shall be the property of the Royal Incorporation, and in event of cessation of membership, it shall be returned to the Council and shall be recoverable on demand.
- 18.4 Every member shall be required to furnish particulars of the member's addresses, private and official, and of any official position and appointment held, and of any changes thereof within 2 months of such a change, both to the Secretary and to the Secretary of his or her Chapter.

19. *Resignation and Cessation of Membership*

- 19.1 Intimation of all resignations shall be made in writing and addressed to the Secretary and to the Secretary of the Chapter to which the resigning member belonged. Resignations or cessations of membership from any cause shall not release the Member concerned from any obligation the Member may have incurred to the Royal Incorporation or to any of its Chapters. Any member tendering resignation as aforesaid shall forward with such letter of resignation the Certificate of Membership. No notice of resignation received after 31st January in any year shall relieve a member of liability to pay the annual subscription for the year then current.
- 19.2 Resignation from or cessation of membership shall terminate the membership both in the Royal Incorporation and in the Chapters. Members resigning or otherwise ceasing to be members shall forfeit all interest in the funds or property of the Royal Incorporation and of its Chapters, and such interest shall remain vested in the Royal Incorporation and in such Chapters.
- 19.3 Upon receipt of such notice of resignation and simultaneously with minuting such cessation of membership, the Secretary shall thereupon notify the Chapter concerned.
- 19.4 Candidates for readmission must comply with such of the Bye-laws relating to admission and such other terms and conditions as the Council may think fit to require in each individual case.

20. *Discipline*

- 20.1 The Council shall put in place formal procedures for handling of complaints and disciplinary procedures.
- 20.2 Any member contravening the Declarations signed by the member or conducting himself or herself in a manner which in the opinion of Council, brings the Incorporation into disrepute, or is derogatory to his or her professional character or engaging in any occupation which in the opinion of Council is inconsistent with the profession of an architect shall, following investigation and disciplinary procedures as approved by the Council from time to time be liable to reprimand, suspension or expulsion.
- 20.3 Where a complaint against a member is considered and determined by the Architects Registration Board or any successor to it, the Council shall be entitled to accept, adopt and apply the findings of the Architects Registration Board both in relation to the merits of the complaint and any penalty imposed as being the appropriate disposal of a complaint involving a breach of Bye-law 20.2 without holding any further enquiry or proceedings provided always that the Council shall have before it a copy certified by the Clerk or other authorised official of the Architects Registration Board of their findings. The Council shall not however be obliged if it so resolves, to adopt and apply the determination of the Architects Registration Board.

21. *Subscriptions*

- 21.1 The amount of annual subscription and entrance fees payable to the Royal Incorporation and/or to any Chapter be determined by decision of the Council from time to time.
- 21.2 The Council shall be authorised to fix the entrance fee payable for any class of membership of the Royal Incorporation and for membership of any Chapter, providing that any entrance fee payable shall not exceed the amount of a subscription payable by a Fellow from time to time. Annual subscriptions applicable to a Chapter shall not be more than half the annual subscription payable by a Fellow, Member, Affiliate or Student as the case may be and shall be subject to approval by the Council.
- 21.3 All subscriptions, where due, shall be payable in advance and every member shall be liable for the payment of the member's subscriptions until the member ceases to be a member either by resignation or under the foregoing Bye-laws.
- 21.4 The name of a member whose annual subscription, where due, is in arrears for three months or more shall be placed before the Council. A member whose annual subscription remains in arrears for six months or more if so proved, shall be removed from the Register of Members and of the Chapter. Reasonable notice, however, shall be given to the member by the Secretary of the intention to place the member's name before the Council under this Bye-law.

22. *The Council*

- 22.1 The Council shall consist of the President, Past President, Vice Presidents, Chapter Representatives elected in accordance with the provisions of Bye-laws 26 and 40, Incorporation Representatives elected in accordance with the provisions of Bye-law 27 and Student / Associate Representatives elected in accordance with Bye-law 28 or co-opted in accordance with Bye-law 22.3; members of the Council of the RIBA who are elected to represent the RIBA in Scotland and/or are nationally elected representatives resident in Scotland; co-opted members appointed in accordance with the provisions of Bye-law 22.2; and Board members of the Architects Registration Board or any successor to it who are resident in Scotland as ex-officio members.
- 22.2 The Council may co-opt not more than 4 representatives from the Chartered classes of members.
- 22.3 The Council may co-opt not more than 2 Student Representatives from the Student and Associate classes of membership to fill vacancies. Student / Associate Members of Council shall have full voting rights.
- 22.4 The President of the RIBA shall ex-officio be a voting member of RIAS Council.

23. *The President*

- 23.1. The President, who must be a Chartered Member and registered to practice with the ARB shall be elected annually by the general body of Chartered classes of members of the Incorporation and shall be installed at the Annual General Meeting to serve for one year.
- 23.2. The President shall be elected by postal or electronic votes on a single transferable vote basis.
- 23.3. The President may be re-elected but cannot serve for more than two years in total.
- 23.4. If present, the President shall preside at all meetings of the Royal Incorporation and of the Council and shall be ex-officio a member of all Boards, Committees or Working Groups of the Royal Incorporation.

24. *Past President*

The Past President shall be the last President to have demitted office if willing to serve, and failing such, any previous holder of the position, who may be elected by the Council.

25. *Vice-Presidents*

25.1 The Vice-Presidents shall be the Presidents of the several Chapters.

25.2 In case of the absence of the President, or of the President's inability to act, the duties shall devolve on a Vice President in order of Chapter precedence as defined by Bye-law 41.

26. *Chapter Representatives*

26.1 Each Chapter shall be represented on the Council, and the number of their representatives, until otherwise determined by the Council, shall be as follows:

2 from the Aberdeen Chapter;
2 from the Dundee Chapter;
5 from the Edinburgh Chapter;
5 from the Glasgow Chapter;
1 from the Inverness Chapter;
1 from the Stirling Chapter.

26.2 Chartered classes of members shall be eligible as Chapter Representatives on the Council. The Council shall determine the number of Representatives from any additional Chapters constituted in accordance with Bye-law 40.1.

26.3 A Chapter Representative may serve on the Council for not more than 3 consecutive years.

27. *Incorporation Representatives*

There shall not be more than twelve Incorporation Representatives until otherwise determined by the Council who shall be elected by the general body of Chartered classes of members. Incorporation Representatives must be drawn from the Chartered classes of members. Incorporation Representatives shall be eligible to serve on the Council for a period of 3 years, and one third of their number shall retire each year. Those members retiring from Council may offer themselves for re-election. The Council shall prepare a scheme providing for the nomination and election of Incorporation Representatives. Voting shall be by post or electronic on a single transferable vote basis.

28. *Student and/or Associate Representatives*

There shall not be more than two Student / Associate Representatives until otherwise determined by the Council who shall be elected by the joint class of Students and Associate classes of members. Student / Associate Representatives must be drawn from the Student / Associate classes of members. Student / Associate Representatives shall be eligible to serve on the Council for a period of 1 year and shall retire each year or upon their no longer qualifying to be a Student or Associate Member. Those members retiring from Council may offer themselves for re-election. The Council shall prepare a scheme providing for the nomination and election of Incorporation Representatives. Voting shall be by post or electronic on a single transferable vote basis.

29. *Vacancies in the Council*

29.1 In the event of the office of President becoming vacant by resignation or otherwise, a Vice President of a Chapter in order of precedence, as defined in Bye-law 41, shall act as President until the next Annual General Meeting. Vacancies from similar causes in a Vice-

Presidentship and in Chapter Representatives shall be filled by the appointment of another Member or Members from the Chapter or Chapters in whose Representation the vacancy or vacancies occur. In the event of a Chapter President being elected to the office of President of the Royal Incorporation, the Chapter concerned shall appoint one of its Vice-Presidents to fill the Chapter President's position as Vice-President of the Royal Incorporation until the next Annual General Meeting.

- 29.2 A member of the Council may resign by sending a letter of resignation in writing to the Secretary, and upon the expiration of 30 days from the date of sending in such resignation or upon the earlier acceptance by the Council, the member shall cease to be a member of the Council.
- 29.3 The office of a member of the Council shall be vacated if:
- 29.3.1 the member of Council ceases to be a Chartered member of the Incorporation or is suspended or excluded for any period from membership; or
 - 29.3.2 the member of Council is removed from the office by Resolution of the Royal Incorporation passed at a Special General Meeting; or
 - 29.3.3 while a member of Council becomes incapable by reason of mental disorder.
- 29.4 In the event of such a vacancy occurring in the Council for any reason, the Council shall be entitled to co-opt a Chartered member to fill the vacancy and such co-opted member shall serve on the Council until the next Annual General Meeting.

30. *Council Officers*

In addition to the President, Past President and Vice-Presidents, the Council may in its discretion appoint a Member of Council as an Honorary Secretary and/or an Honorary Treasurer or such other officers as it may from time to time decide.

31. *Procedures and Powers of the Council*

- 31.1 The Council shall hold at least four meetings in the course of the year. Not less than one third of the total membership of the Council shall form a quorum. The President or any five members of the Council may by letter to the Secretary require a Special Meeting of the Council to be called. At least 4 days notice shall be given to each member of the Council at the address furnished by the member to the Secretary for this purpose. The non-receipt of a notice by a member of the Council shall not invalidate the proceedings of any meeting. The proceedings of any meeting of the Council or any Committee thereof shall not be invalidated either by any vacancy in the Council or Committee or by any irregularity in the appointment of a Council or Committee member.
- 31.2 The Council may appoint Committees and/or Boards from membership and may fix the quorum thereof and may delegate any of its powers to such Committees and/or Boards and make rules for regulating the proceedings of the Committees and/or Boards.
- 31.3 At meetings of the Council each Member of Council present shall have equal voting rights. In the case of the equality of votes the Chair shall have a second or casting vote.
- 31.4 Voting shall in the first instance be by show of hands and shall be by a simple majority of those present. If a poll is demanded by at least 15 Members of Council the person chairing shall order a poll to be taken in such a manner as the person chairing thinks fit including the appointment of scrutineers. In addition, the person chairing shall have a casting vote on all occasions that a vote is taken.

- 31.5 The demand for a poll shall not prevent the meeting from transacting business which is not the subject of such demand.
- 31.6 The person chairing may with the consent of the majority of those present and entitled to vote and voting, adjourn the meeting from time to time and from place to place.
- 31.7 Any member may, if the Council so authorises, be recompensed for any expense actually incurred by such member in the business or on behalf of the Royal Incorporation.
- 31.8 In special circumstance and unless objected to by a Member of Council, the President may request that the Secretary issue a notice requiring Council to determine on a specific issue to a given timetable (determined by the circumstances but as reasonable as can be allowed). Such notices will be issued by email and determined by an email simple majority vote.

31.9 *Conferences*

The Council may make arrangements for conferences for the consideration of subjects of interest to the architectural profession, the reading of papers and delivery of lectures.

31.10 *Responsibility*

The Council shall be empowered to exercise the powers and duties in Scotland of the RIBA on such terms as may be from time to time agreed.

31.11 *Secretary and Treasurer/Chief Executive Officer*

The Council shall appoint a Secretary and Treasurer / Chief Executive Officer and such other staff as may be required who shall be responsible to the Council and subject thereto. The staff shall conduct the day to day administrative business of the Royal Incorporation. Council will put in place a system of scrutiny, by Council, to ensure that the Incorporation compliance with its legal responsibilities as an employer and charity and individual Trustees are able to discharge their duties under the Charities and Trustee Investment (Scotland) Act 2005 and any subsequent amendment.

32. *Special and General Meetings*

- 32.1 An Annual General Meeting of the Royal Incorporation shall be held each year in such place as shall be decided by the Council: 21 days' notice of the Annual General Meeting shall be given to all members.
- 32.2 The business at an Annual General Meeting shall include:
- 32.2.1 Submission of the Annual Report of the President and Council.
- 32.2.2 Submission of the Annual Accounts
- 32.2.3 The installation of the President.
- 32.2.4 Report of the election for Incorporation Representatives to serve on the Council for the ensuing 12 months.
- 32.2.5 Such other business as is allowed by the President and is competent for consideration at a General Meeting.
- 32.3 The Council may call Annual and Special General Meetings of the Royal Incorporation giving 21 days' written notice thereof to all Chartered classes of members whose registered address is within Scotland for such purposes (excluding subjects reserved for

Special General Meetings in accordance with Bye-law 31.5) as the Council may decide. The notice calling the meeting shall incorporate an Agenda of the item(s) to be discussed and/or the Resolution(s) to be put to the meeting. Any Resolution(s) must be passed by a majority of those Chartered classes of members present and entitled to vote and voting. Any amendment to a Resolution set out in the notice calling the meeting shall be proposed and seconded and submitted to the Secretary not less than 7 days before the date of the General Meeting.

- 32.4 The Council will call a Special General Meeting of the Royal Incorporation on giving 21 days' written notice to all Chartered classes of members whose registered address is within Scotland and shall do so at the written request of not less than 30 Chartered members. If the Council fails to call a Special General Meeting within three months of receipt of such written request, the Chartered members making the request or not less than 25 of them may convene a Special General Meeting to be held at such time and place as they may decide, but subject otherwise to the provisions of these Bye-laws.
- 32.5 A Special General Meeting shall be summoned for the following purposes only:
- 32.5.1 To approve the adoption of new Bye-laws or the repeal, alteration or suspension of existing Bye-laws.
- 32.5.2 To approve the issue of a Code of Conduct.
- 32.5.3 For a special purpose stipulated in the notice calling the meeting.
- 32.6 No business apart from that stipulated in the notice calling the meeting shall be transacted, and a Resolution put to a Special General meeting must be carried by at least three quarters of those Chartered Members present and entitled to vote and voting.

33. *Procedure at General and Special General Meetings*

- 33.1 The meeting shall be chaired by the President, whom failing, a Vice-President in order of precedence of the Chapters, as defined by Bye-law 41, whom failing a Member of the Council.
- 33.2 The Quorum at a General or Special General Meeting shall be 30 Chartered Members.
- 33.3 Voting shall, in the first instance, be by show of hands and shall be carried by a simple majority of those Chartered Members present, entitled to vote and voting. If a poll is demanded by at least 15 Chartered Members the person chairing shall order a poll to be taken in such manner as the person chairing thinks fit including the appointment of scrutineers. In addition, the person chairing shall have a second and casting vote in the event that a vote is a tie.
- 33.4 Only Chartered Members shall be entitled to vote. Honorary Fellows, Affiliates, Associates and Students shall be entitled to attend and, with the permission of the person chairing take part in any discussions but shall not be entitled to vote.
- 33.5 The demand for a poll shall not prevent the meeting from transacting business which is not the subject of such demand.
- 33.6 No matter which, has been the subject of a resolution at a Special General Meeting, shall be the subject of a further resolution for a period of 12 months.
- 33.7 The person chairing may, with the consent of the majority of those present and entitled to vote and voting, adjourn the meeting from time to time and from place to place.
- 33.8 No proxies shall be accepted at any meeting.

- 33.9 The non-receipt of a notice by a member shall not invalidate the proceedings at any meeting.
- 33.10 Council shall approve procedures for voting and may include postal or electronic voting. In these circumstances, the result shall be notified at the next meeting of the Council.

34. *Application and Raising of Funds*

- 34.1 The Incorporation may, with the sanction of the Chartered Members at an Annual General or Special General Meeting, raise any loan on such terms and at such interest as may be authorised thereat.
- 34.2 The Council may act as Treasurer and distributor of such benevolent funds as may be contributed by members and others and may contribute thereto out of the funds of the Royal Incorporation.
- 34.3 The Council shall, unless otherwise directed by any Deed of Gift or Trust, have power to invest any entrance fees, surplus income, funds, donations, endowments or other monies as follows:
- 34.3.1 In or upon investments authorised by Part I or II of the First Schedule to the Trustee Investments Act 1961 as amended from time to time or;
- 34.3.2 In or upon the bonds, debentures, debenture stock, mortgages obligations or securities or the fully paid guaranteed or preference or ordinary stock of shares or ordinary preferred or deferred or other fully paid stock or shares of any company incorporated under any general Act of the United Kingdom Parliament being stocks or shares which are at the time of making investment quoted on the London Stock Exchange: Provided always that no investment shall be made in any ordinary stocks or shares unless the company shall have an issued ordinary share capital of not less than 1 million pounds and shall have paid dividends thereon at the rate of at least 5 per centum per annum for at least 5 years prior to the date of investment, and that the total amount at any time standing invested in investments authorised by this sub-paragraph as shown by the books of the Royal Incorporation shall not exceed 50 per centum of the total amount at such time standing invested in any investments hereby authorised as appearing by such books. For the purpose of valuing the investments authorised by this sub-paragraph and held by the Royal Incorporation the minimum price to be taken for each security shall be the cost price thereof to the Royal Incorporation.

35. *Prizes, Medals, Exhibitions, Studentships and Scholarships*

All competitions or examinations for prizes, medals, exhibitions, studentships and scholarships shall, subject to the provisions of any Deed of Gift or Trust creating the same, be subject to and be held to include the following general conditions viz:

- 35.1 The technical details and special conditions for each prize, medal, exhibition, studentship or scholarship shall be defined and drawn up by the Council.
- 35.2 When in any competition or examination the age limit is fixed, the competitor must, if called upon, furnish a certificate or other evidence of birth properly attested.
- 35.3 All awards under this Bye-law shall be made by the Council and shall be announced at the next Annual General Meeting after the award. In all cases the decision of the Council shall be final.
- 35.4 The Council may award a Certificate of Honorary Mention to any competitor whose work may, in the opinion of the Council, be deserving of such distinction.

35.5 The Council may withhold any award if it considers that the work submitted for competition is not of a sufficiently high standard or merit.

35.6 Any drawing or written matter which has gained an award shall, in the discretion of the Council, be available for exhibition at each Chapter centre and for illustration or publication in any journal approved by the Council.

36. *Library*

The Council may employ any part of the funds of the Royal Incorporation in the provision and maintenance of a suitable collection of books, reports, statistics, accounts, papers, maps and plans, instruments, material and other things of interest to the profession to be kept in the library of the Royal Incorporation, and may also make grants for the completion and maintenance of similar libraries at the offices of the various Chapters and upon such terms and conditions as the Council may determine.

The Council may from time to time make, revoke or alter rules relating to all matters connected with the library.

37. *Premises*

Subject to the Charter, the Council may employ any part of the funds of the Royal Incorporation in the leasing, holding, rental or disposal of any buildings or halls to be used as a place of meeting, college, lecture, examinations or reading rooms, library and offices for the members of the Royal Incorporation and the fitting up and maintenance thereof and subject as aforesaid, the Council may, with the approval of the members at any General Meeting after due notice of such object, apply any part of the funds of the Royal Incorporation in the purchase of any building or site and the erection of any buildings thereon.

38. *Auditors or Firm of Auditors*

The Royal Incorporation shall elect at each Annual General Meeting an auditor or firm of auditors qualified in accordance with the Companies Acts. In the event of the resignation or decease of an auditor, another shall be elected to the office by resolution of the Council after due notice has been given. Such auditors shall have access at all reasonable times to the accounts and securities and a copy of the Audited Accounts shall be sent to all members with an address in Scotland 21 days before the Annual General Meeting.

39. *Common Seal and Execution of Deeds*

39.1 The Common Seal shall not be affixed to any document except by authority of the Council. All dispositions, assignments, transfers and other formal deeds and documents shall be validly executed by and on behalf of the Royal Incorporation, if sealed with the Common Seal and signed by two members of the Council in whose presence the seal is affixed and by the Secretary, and such execution shall be equally binding whether attested by witnesses or not.

39.2 The Common Seal shall be kept at the office of the Royal Incorporation, and a record of its use shall be entered in the Minutes.

40. *Chapters*

40.1 There shall be six Chapters (or such greater number as may be decided by the Council) whose territorial limits in Scotland shall be defined by the Council from time to time acting for the general good, and members shall belong to the Chapter from whose area they practise or are employed or, upon request, are domiciled.

- 40.2 The Council may authorise the formation of additional Chapters with the necessary alteration to existing Chapter boundaries with such powers as may be determined by the Council and which shall be governed by and conform to the Charter and Bye-laws of the Royal Incorporation.
- 40.3 The territory of each Chapter or part thereof may be re-assigned after a request is made upon satisfactory grounds for the adjustment of boundaries of Chapters, or the establishment of new Chapters, on such being authorised by the Council. In the event of any dispute arising between two or more Chapters as to their respective boundaries, the decision of the Council shall be final and binding on the Chapters concerned.
- 40.4 The classes of members in the Chapters shall correspond to those in the Royal Incorporation.
- 40.5 *Transfer of Chapter Membership*
- If a member changes address to the territory of another Chapter, the member shall notify the Secretary of the Royal Incorporation to be transferred to the other Chapter.
- 40.6 Organisation of Chapters
- 40.6.1 Each Chapter shall have a President and a Council elected from its own membership and appoint such office bearers and officials as it may decide.
- 40.6.2 Each Chapter Council shall prepare an Annual Report on the condition of the Chapter, and the Secretary and President and Treasurer of the Chapter shall be held jointly responsible for the submission of this report to the Secretary of the Royal Incorporation, 30 days before the Annual General Meeting of the Royal Incorporation.
- 40.6.3 Prior to the Annual General Meeting, which shall be held at least 30 days prior to the date of the Annual General Meeting of the Incorporation, the Chapter Council for the ensuing session shall be elected by a vote of the general body of Chartered Members of the Chapter. At the Annual General Meeting of the Chapter each Chapter shall elect the President who shall have been nominated by the Council and shall also elect the Chapter office bearers and officials from its Chartered membership.
- 40.6.4 Following the Annual General Meeting of the Chapter, and before the Annual General Meeting of the Royal Incorporation, the newly elected Chapter Council shall meet and elect the Chapter Representatives to serve on the Council of the Royal Incorporation in accordance with Bye-law 26 with effect from the start of the following session of that Council and the result of such elections shall forthwith be reported to the Secretary of the Royal Incorporation.
- 40.6.5 The affairs of the several Chapters shall be managed by the Chapter Councils.
- 40.6.6 Honorary Fellows, Affiliates, Associates and Students of Chapters may, at the discretion of the Chartered members, be invited to attend meetings of the Chapter, but shall have no vote in the affairs of the Chapter.
- 40.6.7 Rules and Regulations for the conduct of Chapter Committees shall not be enforced nor be acted upon until they have been passed by the Chapter Council and confirmed by the Council.
- 40.6.8 Each Chapter shall assume its territorial designation as a Chapter of the Royal Incorporation, but it may with the consent of the Council retain a name or title other than its designation as a Chapter of the Royal Incorporation.

- 40.6.9 Each Chapter shall use and be bound by the Bye-laws of the Royal Incorporation, but it may make such further Rules and Regulations as shall be deemed necessary according to the local conditions, which Rules shall be approved by the Council provided always that there shall be nothing in such Rules and Regulations at variance with or derogatory to the Byelaws of the Royal Incorporation.
- 40.6.10 In case of such variance arising, the Bye-laws of the Royal Incorporation shall have precedence and overrule doubtful meaning in such Rules and Regulations.
- 40.6.11 Nothing in the Bye-laws of a Chapter shall make the funds of the Royal Incorporation available as security for any debt or obligation incurred by that Chapter.

41. *Order of Precedence of Chapters*

Council will determine a rotating order of precedence of the Chapters, whereby in any given year one Chapter will take precedence over the second, third, fourth, fifth and sixth and in the following year that Chapter will fall to the end of the of the list.

42. *Additional requirements to comply with the Licensing (Clubs) (Scotland) Regulations 2007 as amended.*

The Royal Incorporation (the “club”) is not conducted for the purpose of making a profit:

- 41.1 No person under 18 is to be admitted as a member of the club.
- 41.2 No member of the Council and no person employed by the club is to have any personal interest in the sale of alcohol on the club premises or in the profits arising from such sale.
- 41.3 Other than when an occasional licence has effect, no person is to be supplied with alcohol on the club premises unless that person is:
 - 41.3.1 a member of the club;
 - 41.3.2 a person who is on the club premises at the invitation of a member of the club and is accompanied by that member; or
 - 41.3.3 a member of another club which falls within the description prescribed in paragraph (1).
- 41.4 Where a person referred to in sub-paragraph 40.3.2 is supplied with alcohol on the club premises when an occasional licence is not in effect, there is to be entered in a book kept for the purpose:
 - 41.4.1 the date in question;
 - 41.4.2 the name and address of the person; and
 - 41.4.3 the name of the member accompanying the person.
- 41.5 Correct accounts and books are to be kept showing the financial affairs and intromissions of the club.
- 41.6 The club has to have at least 25 members.
- 41.7 No person is to be allowed honorary or temporary membership of the club or to be relieved of the payment of the regular entrance fee or subscription:

41.7.1 except to allow temporary participation in the Objects of the club as set out in the Royal Charter; and

41.7.2 except in accordance with specific provision set out in these byelaws as amended from time to time

43. **ADOPTION OF BYELAWS**

The Bye-laws adopted at the Special General Meeting of the Royal Incorporation held on 28th June 2018, approved by the Privy Council on the (date to be inserted), and subsequently amended are hereby revoked.