

# Royal Institution of Chartered Surveyors **Regulations**

as approved by Governing Council

Updated February 2022

## 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/Candidate for Membership;
- (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 Chair of Governing Council 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 Standards and Regulation 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/Candidate for Membership 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 RICS may shorten or extend such periods in an individual case in accordance with any process or policy made by the Standards and Regulation Board.
- (b) A person shall not be eligible for admission as a Student if he is eligible to be a Member, a Trainee Surveyor/Candidate for Membership 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 that RICS considers his admission as a Student to be in accordance with any process or policy made by the Standards and Regulation Board.

### 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 Standards and Regulation 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 RICS in accordance with any process or policy made by the Standards and Regulation Board.
- (ii) In the case of an application for membership as a Chartered Member or a Non-Chartered Member, RICS shall refer the application to a panel appointed by the Standards and Regulation 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 a panel convened by RICS in accordance with any process or policy made by the Standards and Regulation Board is satisfied that the applicant meets the appropriate criteria under R2.2.1, it 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 a panel convened by RICS in accordance with any process or policy made by the Standards and Regulation Board 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 RICS 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 Standards and Regulation Board shall:

- (i) publish procedures for those assessments, including any time limits;
- (ii) be responsible for publishing procedures for the appointment and

removal of assessors and the appointment of assessment panels.

- (d) An application for admission or transfer shall be considered by a Panel appointed by RICS in accordance with R2.3.1(c)(ii) above.
- (e) An application 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 RICS.
- (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 any process or policy made by the Standards and Regulation Board.
- (c) RICS shall re-admit the applicant if it:
  - (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, RICS 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;
  - (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 Standards and Regulation 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 RICS in accordance with

any process or policy made by the Standards and Regulation 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 MembershipR2.4.1

##### 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;
  - (ii) shall have his Membership Card withdrawn; and
  - (iii) shall not (and shall not permit someone else to) display, use, or dispose of his Diploma or Membership Card 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 entitled 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;
- (s) Chartered Civil Engineering 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 Standards and Regulation Board shall publish the procedure for that assessment or consideration, including the payment of any fee that is set by and reviewed by RICS from time to time, 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, Quarterly or Monthly 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, 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.

R4.1.3 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 by RICS in any individual case if this is considered appropriate and fair in accordance with any process or policy made by Management Board.

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 Standards and Regulation 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 RICS 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 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.

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 RICS.

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 the 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 RICS concerning the application of any part of R4 to his individual case.

### 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, RICS 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, RICS 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 Standards and Regulation Board.

## REGULATION 6 – GOVERNING COUNCIL, OFFICERS AND STAFF

### R6.1 Governing Council

#### R6.1.1 Composition

- (a) Governing Council shall be comprised of a minimum of 25 members including:
  - (i) the President, President-Elect and Senior Vice-President as of right;
  - (ii) the Chair of Governing Council;
  - (iii) a member elected to each of the following strategy seats:
    - I. research and development;
    - II. academia and education;
    - III. land;
    - IV. capital markets and valuation;
    - V. urbanisation and planning;
    - VI. residential; and
  - (iv) members elected to seats other than those referred to at (iii) above.
- (b) Of those members of Governing Council pursuant to:
  - (i) R6.1.1(a)(i) and (ii), all shall be appointed ex officio;
  - (ii) R6.1.1(a)(ii), shall be appointed in accordance with the Global Appointments Model for a period of 3 years
  - (iii) R6.1.1(a)(iii), all shall be elected for a period of 4 years, or on flexible terms as set out in R6.1.1(i) subject to Governing Council's discretion to extend the terms as set out in R.6.1.1(h)), following which they may be re-elected

for a further period of 2 years;

- (iv) R6.1.1(a)(iv), all shall be elected for a period of 3 years, following which they may be elected for a further period of 3 years, or on flexible terms as set out in R6.1.1(j) subject to Governing Council's discretion to extend the terms as set out in R.6.1.1(h)),
- (c) Additional members of Governing Council may be appointed by nomination as required.
- (d) All members of Governing Council (except for the Chair of Governing Council) will be elected or appointed in accordance with any procedure set out in Standing Orders.
- (e) 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 six years in total on Governing Council except that a member elected under R6.1.1(a)(iii) or R6.1.1(a)(iv) remains eligible to subsequently serve as an Officer, but for the avoidance of doubt, if a person serves as an Officer before standing for election under R6.1.1(a)(iii) or R6.1.1(a)(iv), their period of service as an Officer shall count for the purposes of calculating the total period of service.
- (f) In exceptional circumstances the Chair of Governing Council may extend the maximum period of service specified in R6.1.1(e)(ii) to a maximum of eight years.
- (g) 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;
  - (v) if completion of the term associated with that role would lead to a contravention of R6.1.1(e)(ii).
- (h) Governing Council, if it considers necessary, may determine to extend the period set out in, R6.1.1(b)(iii) and R6.1.1(b)(iv) by a maximum of 6 months.
- (i) Pursuant to R6.1.1(b)(iii), Governing Council, if it considers necessary, may determine to elect members on a rolling 12 months basis. The period shall renew automatically so that members serve

up to a maximum of 4 periods of 12 months each unless Governing Council either gives one month's notice before the end of a 12 month period; or at the end of the fourth renewal, Governing Council considers it necessary to extend it by one further 6 month period.

- (j) Pursuant to R6.1.1(b)(iv), Governing Council, if it considers necessary, may determine to elect members on a rolling 12 months basis. The period shall renew automatically so that members serve up to a maximum of 3 periods of 12 months each unless Governing Council either gives one month's notice before the end of a 12 month period; or at the end of the fourth renewal, Governing Council considers it necessary to extend it by one further 6 month period.

### R6.1.2 Duties

In carrying out his duties, each member of Governing Council 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 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 Standards and Regulation 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 determining of duties, terms of reference and other responsibilities for bodies other than the GovernanceBodies established under B7.1.1(a)-(c).
  - (f) Governing Council may delegate the making of appointments for all Governance Bodies.

#### R6.1.4 Conduct of Business

- (a) A meeting of Governing Council may be in such form as the Chair of Governing Council 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), 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.
- (d) Any Nominated Subject Matter Expert appointed by Governing Council shall have the right to attend meetings of Governing Council but shall not count as part of the quorum and may not take part in any voting.

## R6.2 Officers

### R6.2.1 Composition

- (a) In accordance with B6.2.1, there shall be the following Officers: a President, a President-Elect, a Senior Vice-President and a Chair of Governing Council.
- (b) The requirements for each Officer shall be as follows:
  - (i) Each Officer (other than the Chair of Governing Council) 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 Standards and Regulation Board but they shall not be selected to serve while they are Officers.
- (vi) No person shall be appointed to the office of Chair of Governing Council for more than two terms.

#### 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 his or her appointment, an Officer is a member of Governing Council, he or she shall vacate that position upon appointment as an Officer.
- (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
- (e) Parts (a), (c) and (d) of this Regulation shall not apply to the Chair of Governing Council.
- (f) The Chair of Governing Council shall be appointed in accordance with the Global Appointments Model as approved by Governing Council. The methods for removal of the Chair of Governing Council, and for dealing with temporary vacancies, shall be set out in Standing Orders.

#### R6.2.3 Chair of Governing Council

- (a) The responsibilities of the Chair of Governing Council may include:
  - (i) To agree agendas for, and the format of, Governing Council meetings and the location of meetings in person in consultation with the Chief Executive;
  - (ii) To be present and chair meetings in person of Governing Council and conduct Governing Council business between meetings in person, including on the Virtual Community;
  - (iii) To provide oversight and assurance that Governing Council remains independent of bias in its decision-making and is properly pursuing the aims and objectives of RICS;
  - (iv) To provide an effective link between Governing Council and other RICS Governance Bodies;
  - (v) To ensure continuity for Governing Council in its decision making and clarification to Governing Council on its roles and responsibilities where required.

### 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 chair ship of the Chair of Governing Council 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 chair ship of the Chair of Governing Council 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 B6.4.1 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 6A [Revoked]

## REGULATION 6B – TRANSITIONAL REGULATION

### R6B.1 Appointment process for contingent positions

R6B.1.1 Governing Council may approve the commencement of processes to recruit and make provisional appointments to new positions which are contingent on Privy Council approval of changes to the Charter and Bye-Laws.

R6B.1.2 Pursuant to R6B.1.1, Governing Council has determined that Chris Brooke shall be appointed to the role of Chair of Governing Council referred to at R6.1.1(a)(ii) on a transitional and temporary basis for a period of no longer than one year and R6.2.2(f) shall not apply to this appointment. If a substantive appointment to the role of Chair of Governing Council has not been made at the end of the period of one year, the transitional and temporary appointment to the role of Chair of Governing Council shall be reviewed by Governing Council which shall determine whether it shall come to an end or be extended for a prescribed term.

## REGULATION 6C – TRANSITIONAL REGULATION (COMMENCEMENT PROVISION)

### R6C.1 The following Orders in Council:

- (a) Amendments to the Charter of the Royal Institution of Chartered Surveyors allowed by Her Majesty in Council on 13 March 2019; and
- (b) Alterations to the Bye-Laws of the Royal Institution of Chartered Surveyors approved by the Lords of Her Majesty's Most Honorable Privy Council on 13 March 2019

shall come into force in the manner prescribed by and on the dates specified in the Schedule annexed to this Regulation.

### R6C.2 For the purposes of the Schedule annexed to this Regulation:

- (a) "Provisionally Appointed" means the point at which RICS receives a countersigned copy of the letter of appointment or letter of provisional appointment; and
- (b) "Direction for Commencement" means a written direction issued by the Chief Executive, confirming the date on which a particular amendment will come into force and where applicable, certifies that in respect of the particular amendment all requisite:
  - (i) individuals have been Provisionally Appointed; and
  - (ii) Rules have been made.

R6C.3 No "Direction for Commencement" can be issued without the prior authorisation of the President or his nominee.

R6C.4 A Provisional Appointment made for the purposes of amending a particular provision of the Charter or Bye-Laws will cease to be provisional and be deemed to be substantive on the

date specified in the Direction for Commencement.

## REGULATION 6D – TRANSITIONAL REGULATION

R6D.1 When calculating a member's period of service on Governing Council pursuant to R6.1.1(e)(ii), their period of service on Transitional Governing Council shall not be counted.

## 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 appointment and re-appointment of members to all boards, committees and the Regulatory Tribunal (aside from Governing Council) must be done in accordance with the Global Appointments Model, as approved by Governing Council. The constitutions and membership of any 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 (save for Executive Members for whom there shall be no time limits on periods of service) may serve for longer than six years on any board, committee or group, excluding any period served as an Officer.
- (f) In exceptional circumstances, the Chair of Governing Council, in consultation with the Chair of the relevant board, committee or group may extend the period of service of any person beyond the period specified in (e) above to a maximum of eight 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 Chair 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 Chair 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 Chair 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 Chair 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 Chair
- (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 Chair 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 Standards and Regulation Board

### R7.2.1 Composition

- (a) The members of the Standards and Regulation Board shall be appointed in accordance with the Global Appointments Model as approved by Governing Council.
- (b) The Standards and Regulation 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:
  - (i) a Chair of the Standards and Regulation Board who shall not be a Member;
  - (ii) up to five Members who shall not be Governing Council members, with a minimum of four;
  - (iii) up to five non-Members with a minimum of four.
- (c) All members of the Standards and Regulation Board, including the Chair, shall serve for up to a maximum of three years from the date of their appointment and may then be re-appointed in accordance with the Global Appointments Model 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 Standards and Regulation Board meetings but shall not be entitled to vote.
- (e) The Chair of Governing Council shall be entitled to attend and contribute to Standards and Regulation Board meetings but shall not be entitled to vote.

### R7.2.2 Meetings

The Standards and Regulation Board shall meet at least four times a year.

### R7.2.3 Quorum

- (a) R7.1.3(d) shall not apply to the Standards and Regulation Board.
- (b) The quorum for any meeting of the Standards and Regulation Board shall be five members who are eligible to attend and vote, of which the majority shall be independents.

### R7.2.4 Role and responsibilities

The Standards and Regulation Board shall be responsible for:

- (a) the formulation and delivery of the standards and regulatory policy objectives of RICS including:
  - (i) the determination and implementation of consumer and client protection policies including redress and compensation strategies;
  - (ii) the criteria and process by which Members and Firms register with RICS;
  - (iii) the disciplinary process to be adopted when taking enforcement action against Members and Firms;
  - (iv) the determination of the level of fines and the indicative sanctions to be used in the disciplinary process;
  - (v) the policies, criteria and frameworks for the attainment of professional qualifications (including classes of membership), retaining qualifications and memberships and matters relating to competence;
  - (vi) the criteria by which standards are identified, developed and adopted by RICS;
  - (vii) the promotion of standards;
  - (viii) any other matter of standards or 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 Registration Panel, Disciplinary Panel or Appeal Panel, including the process by which members are appointed to and removed from those panels;
  - (iv) the role, function and process of the Registration Panel, Disciplinary Panel and Appeal Panel;
  - (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 of the Disciplinary Panel and Appeal Panel,
- (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 Standards and Regulation

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 Standards and Regulation Board may delegate work to panels, sub-groups, working parties, Members, non-Members and RICS staff in order to fulfil its standards and regulatory objectives.
- (b) Any delegated work shall be undertaken in accordance with terms of reference approved by the Standards and Regulation Board.

#### R7.2.6 Consultation and liaison

The Standards and Regulation Board shall be responsible for:

- (a) liaison and consultation with RICS on standards and regulatory policy initiatives;
- (b) drafting any changes to the Charter and Bye-Laws which concern the delivery of the Standards and Regulation Board's policy objectives;
- (c) reporting annually to Governing Council on the discharge of the Standards and Regulation Board's functions and on specific issues when appropriate.

#### R7.2.7 Finance

The Standards and Regulation Board shall determine, in consultation with the Management Board, the level of resources and priorities required for the funding of RICS' standards and 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) One non-executive Chair;
  - (ii) Up to three non-executive Lay members;
  - (iii) Up to five non-executive RICS members;
  - (iv) Up to three executive members including the Chief Executive and the lead Finance Executive.
- (b) Of those members of the Management Board pursuant to:

(i) R7.3.1(a)(i)-(ii), all shall be appointed by selection in accordance with the

Global Appointments Model;

- (ii) R7.3.1(a)(iii), all shall be appointed by either selection or qualified election in accordance with the Global Appointments Model;
  - (iii) R7.3.1(a)(iv), all shall be appointed by the Chief Executive or their nominee.
- (c) The term of office for members of the Management Board appointed under R7.3.1(a)(i)-(iii) shall not exceed three years. These members may be reappointed in accordance with the Global Appointments Model, provided the total continuous service does not exceed six years, subject to satisfactory performance.
- (d) The term of office for members of the Management Board appointed under 7.3.1(a)(iv) shall be the duration of the executive role held by them at the time of their appointment.
- (e) There shall be no restriction on the term of office that can be served on Management Board by an Executive member.

#### R7.3.2 Meetings

- (a) The Management Board shall meet at least quarterly or as required by the Chair.
- (b) The Chair of the Audit Committee established under R7.4 (or another member nominated by him) and the Chair of Governing Council 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, including the Chair and the Chief Executive (or their alternates).

#### R7.3.4 Terms of reference

The Management Board shall operate in accordance with its terms of reference as approved by Governing Council from time to time and attached at Annex A to these Regulations.

The terms of reference shall set out the functions and procedures to be followed by Management Board.

#### 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.
- (d) A board, committee, group or panel established by the Management Board shall have the power to establish sub-committees or other 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
  - (ii) 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 up to four members as follows:
  - (i) two non-executive members RICS;
  - (ii) two non-executive Lay members experienced in audit and financial issues.
- (b) All members of the Audit Committee shall be appointed by selection based on their technical capabilities in accordance with the Global Appointments Model, for a term not exceeding three years. A member may be reappointed in accordance with the Global Appointments Model, provided the total continuous service does not exceed six years, subject to satisfactory performance.

- (c) The Chair shall not be a member of any other RICS Governance Body.
- (d) Members of the Audit Committee shall not be members of Governing Council



or Management Board.

- (e) Each member of the Audit Committee shall owe his fiduciary duty to the Audit Committee.

#### R7.4.2 Meetings

The Audit Committee shall meet at least three times per year or as required by the Chair.

#### R7.4.3 Quorum

The quorum for any meetings or decisions of the Audit Committee is three members eligible to attend and vote.

#### R7.4.4 Terms of reference

- (a) The Audit Committee shall operate in accordance with its terms of reference as approved by Governing Council from time to time and attached at Annex B to these Regulations.

The terms of reference shall set out the functions and procedures to be followed by the Audit Committee (in addition to those set out at B7.4.1 and B9.3)

- (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 [Revoked]

## R7.6 Nominations Committee

### R7.6.1 Composition

- (a) The composition of the Nominations Committee shall be as follows:
  - (i) Chair of the Committee, who shall be a non-executive member of RICS or Lay member, but cannot be a member of Governing Council;
  - (ii) Up to six non-executive members who must be members of Governing Council and members of RICS (which must include the Chair of Governing Council);
  - (iii) Up to two non-executive members of RICS;
  - (iv) Up to two non-executive Lay members
  - (v) The RICS Chief Operating Officer;
  - (vi) The RICS Chief People Officer.
- (b) Of those members of the Nominations Committee pursuant to:
  - (i) R7.6.1(a)(i) and (iv), all shall be appointed by selection in accordance with the Global Appointments Model;
  - (ii) R7.6.1(a)(ii)-(iii), all shall be appointed by either selection or qualified election in accordance with the Global Appointments Model;
  - (iii) R7.6.1(a)(v)-(vi), both shall be appointed ex-officio.
- (c) The term of office for members of the Nominations Committee appointed under R7.6.1(a)(i), (iii) and (iv) shall not exceed three years. These members may be reappointed in accordance with the Global Appointments Model, provided the total continuous service does not exceed six years, subject to satisfactory performance.
- (d) The term of office for members of the Nominations Committee appointed under R7.6.1(a)(ii) shall be the duration of their term on Governing Council, provided the total continuous service does not exceed six years, subject to satisfactory performance.
- (e) the term of office for members of the Nominations Committee appointed under R7.6.1(a)(v) and (vi) shall be the duration of the executive role held by them at the time of their appointment.
- (f) There shall be no restriction on the term of office that can be served on the Nominations Committee by an Executive member.

## R7.6.2 Meetings

The Nominations Committee shall meet at least twice a year or as required by the Chair.

## R7.6.3 Quorum

The quorum for any meetings or decisions of the Nominations Committee shall be one third of members eligible to attend and vote, including the Chair.

## R7.6.4 Terms of reference

The Nominations Committee shall operate in accordance with its terms of reference as approved by Governing Council from time to time attached at Annex C to these Regulations.

The terms of reference shall set out the functions and procedures to be followed by the Nominations Committee.

## R7.7 [Revoked]R7.8

[Revoked]

## R7.9 RICS World Regional BoardsR7.9.1

### 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. Members of the World Regional Board shall be appointed in accordance with the Global Appointments Model.

### R7.9.2 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 matrices

### R7.10.1 Composition

- (a) Management Board may establish geographically based RICS matrices groups.
- (b) Each RICS matrices 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 Management Board.

### R7.10.2 Eligibility

In order to be eligible to join any RICS matrices 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 matrices 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 matrices; and
  - (iii) providing a professional support network.
- (b) The RICS matrices UK Council shall be responsible for advising the councils of all RICS matrices groups on the policies and processes to ensure consistency.

### R7.10.4 Delegation

- (a) A RICS matrices council may delegate work to working parties of matrices 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 matrices 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;
- (c) details of the means of voting permitted by Governing Council for that meeting under R8.2.2 and any deadlines for receipt of votes. 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 Chair;
  - (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 Chair 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 a meeting,the meeting shall be adjourned for no more than 14 days to such time and place as the Chair may determine and further notice shall not be required.
- (b) If a quorum is not present at an Extraordinary General Meeting under B8.5(b):
  - (i) within 30 minutes 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 Chair 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 Chair 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 Chair 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

R8.5.1 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 anyway.
- (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



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.

### R10.3.4 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 Chair 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 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 Chair.
- (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 Chair shall make a ruling on the appropriate course of action, which shall be final and conclusive; or
  - (ii) where the matter concerns the Chair, he shall leave the Chair for that item and shall not vote on it, and the Vice-Chair 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.

R10.5.7 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 R10.5.7 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.

## Schedule to Regulation 6C – Transitional Regulation (Commencement Provision)

### Definitions for this Schedule

“The Charter Order” is the Order in Council allowed by Her Majesty in Council on 13 March 2019 amending the Charter of the Royal Institution of Chartered Surveyors.

“The Bye-Law Order” is the Order in Council approved by the Lords of Her Majesty’s Most Honourable Privy Council on 13 March 2019 altering the Bye-Laws of the Royal Institution of Chartered Surveyors.

Provision	Deletion	Insertion	Draft Orders in Council 7 March 2019	The date on which the provision comes into force
Article 1 of the Charter	Delete <i>“Regulatory Board” means a board, panel, committee, or other entity established by Governing Council, to exercise the Institution’s regulatory powers and functions’</i>	Insert <i>“Standards and Regulation Board” means a board, panel, committee, or other entity established by Governing Council, to exercise the Institution’s standards and regulation powers and functions.’</i>	Yes (Per Schedule paragraph 1 of the Charter Order)	The date set out in the Direction for Commencement (which may only be made after the Chair and all members of Standards and Regulation Board have been Provisionally Appointed).
Wherever it occurs	Delete <i>‘Regulatory Board’</i>	Insert <i>‘Standards and Regulation Board’</i>	Yes (Per Schedule paragraph 1 and Schedule paragraph 2 of the Charter Order: only in Articles 1 and 11A)  (Per Schedule paragraph 1 of the Bye-Law Order)	The same date that the change to Article 1 of the Charter (‘Regulatory Board’) is made.
Article 11A of the Charter	Delete <i>‘regulatory functions’</i>	Insert <i>‘standards and regulation powers and functions’</i>	Yes (Per Schedule paragraph 2 of the Charter Order)	The same date that the change to Article 1 of the Charter (‘Regulatory Board’) is made.



Provision	Deletion	Insertion	Draft Orders in Council 7 March 2019	The date on which the provision comes into force
Bye-Law 1.2.2 (Appeal Panel)	Delete ' <i>a panel of Members and non-members appointed from the Appeal Committee to hear appeals in accordance with Rules made by the Regulatory Board</i> '	Insert ' <i>a panel comprised of individuals from the Regulatory Tribunal including Members and non-members appointed to hear appeals in accordance with Rules made by the Standards and Regulation Board.</i> '	Yes (Per Schedule paragraph 2(a) of the Bye-Law Order)	The same date that the change to Bye-Law 1.2.2 ('Regulatory Tribunal') is made.
Bye-Law 1.2.2 Bye-Law 9.2.2(d)	Delete ' <i>Chairman</i> '	Insert ' <i>Chair</i> '	Yes (Per Schedule paragraph 2(b) of the Bye-Law Order)  Yes (Per Schedule paragraph 10 of the Bye-Law Order)	The date set out in the Direction for Commencement.
Bye-Law 1.2.2	Delete ' <i>Conduct Panel – 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</i> '	Insert ' <i>Disciplinary Panel – a panel comprised of individuals from the Regulatory Tribunal including Members and non-members appointed to hear disciplinary cases in accordance with Rules made by the Standards and Regulation Board</i> '	Yes (Per Schedule paragraph 2(c) and Schedule paragraph 2(c) of the Bye-Law Order)	The same date that the change to Bye-Law 1.2.2 ('Regulatory Tribunal') is made.

Provision	Deletion	Insertion	Draft Orders in Council 7 March 2019	The date on which the provision comes into force
Bye-Law 1.2.2	n/a	Insert <i>'Registration Panel – a panel comprised of individuals from the Regulatory Tribunal including Members and non-members appointed to hear registration cases in accordance with Rules made by the Standards and Regulation Board'</i>	Yes (Per Schedule paragraph 2(e) of the Bye-Law Order)	The same date that the change to Bye-Law 1.2.2 ('Regulatory Tribunal') is made.
Bye-Law 1.2.2	n/a	Insert <i>'Regulatory Tribunal – the Members and non-members who are independently appointed in accordance with procedures as approved by Governing Council to carry out functions as set out in the Bye-Laws, Regulations and Rules'</i>	Yes (Per Schedule paragraph 2(f) of the Bye-Law Order)	The date set out in the Direction for Commencement (which may only be made after the Chair and all members of the Regulatory Tribunal have been Provisionally Appointed and Rules have been made by the Standards and Regulation Board) <sup>1</sup> .
Bye-Law 1.2.2	Delete <i>'UK – includes England, Wales, Scotland, Northern Ireland, Isle of Wight, Isle of Man, British Isles and the Channel Islands'</i>	n/a	Yes (Per Schedule paragraph 2(g) of the Bye-Law Order)	The date set out in the Direction for Commencement.
Bye-Law 5.4.8	Delete <i>'Conduct Panel, the Appeal Panel'</i>	Insert <i>'Regulatory Tribunal'</i>	Yes (Per Schedule paragraph 3 of the Bye-Law Order)	The same date that the change to Bye-Law 1.2.2 ('Regulatory Tribunal') is made.

<sup>1</sup> Rules will be made to replace the existing *Disciplinary, Registration and Appeal Panel Rules* and *Constitution of Conduct and Appeal Committee Rules*

Provision	Deletion	Insertion	Draft Orders in Council 7 March 2019	The date on which the provision comes into force
Bye-Law 5.5.2 Bye-Law 7.2.4	Delete ' <i>Honorary Secretary</i> '	Insert ' <i>Chair of Governing Council</i> '	Yes (Per Schedule paragraph 4 of the Bye-Law Order)	The date set out in the Direction for Commencement (which may only be made after the Chair of Governing Council has been Provisionally Appointed).
Bye-Law 6.1.1(a)	Delete ' <i>shall be comprised of</i> '	Insert ' <i>will be comprised from</i> '	Yes (Per Schedule paragraph 5(i) of the Bye-Law Order)	The date set out in the Direction for Commencement.
Bye-Law 6.1.1(b)	Delete ' <i>of the following separate categories</i> '	n/a	Yes (Per Schedule paragraph 5(ii) of the Bye-Law Order)	The date on which the newly constituted Governing Council first meets.
Bye-Law 6.1.1(b) (i)	n/a	Insert ' <i>and</i> '	Yes (Per Schedule paragraph 5(ii) of the Bye-Law Order)	The date on which the newly constituted Governing Council first meets.
Bye-Law 6.1.1.(b) (ii)	Delete ' <i>; and</i> '	Insert '.'	Yes (Per Schedule paragraph 5(ii) of the Bye-Law Order)	The date on which the newly constituted Governing Council first meets.
Bye-Law 6.1.1(b) (iii)	Delete ' <i>50% practising in the United Kingdom</i> '	n/a	Yes (Per Schedule paragraph 5(ii) of the Bye-Law Order)	The date on which the newly constituted Governing Council first meets.
Bye-Law 6.1.4(c) (i) Bye-Law 6.1.4(c) (ii)	Delete ' <i>Chairman</i> '	Insert ' <i>Chair of Governing Council</i> '	Yes (Per Schedule paragraph 6(i) of the Bye-Law Order)	The same date that the change to Bye-Law 5.5.2 ('Chair of Governing Council') is made.

Provision	Deletion	Insertion	Draft Orders in Council 7 March 2019	The date on which the provision comes into force
Bye-Law 6.1.4(c) (iii)	n/a	Insert ' <i>any Nominated Subject Matter Expert appointed by Governing Council</i> '	Yes (Per Schedule paragraph 6(ii) of the Bye-Law Order)	The date on which the newly constituted Governing Council first meets.
Bye-Law 6.2.1	n/a	Insert ' <i>who shall be ex-officio members of Governing Council</i> '	Yes (Per Schedule paragraph 7 of the Bye-Law Order)	The date set out in the Direction for Commencement.
Bye-Law 6.2.1(b)	Delete ' <i>Vice-Presidents as determined from Governing Council from time to time</i> '	Insert ' <i>a Senior Vice-President</i> '	Yes (Per Schedule paragraph 7 of the Bye-Law Order)	The date set out in the Direction for Commencement.
Bye-Law 6.2.1(c)	Delete ' <i>an Honorary Secretary</i> '	Insert ' <i>a President-Elect</i> '	Yes (Per Schedule paragraph 7 of the Bye-Law Order)	The date set out in the Direction for Commencement.
Bye-Law 6.2.1(d)	Delete ' <i>an Honorary Treasurer</i> '	Insert ' <i>a Chair of Governing Council</i> '	Yes (Per Schedule paragraph 7 of the Bye-Law Order)	The same date that the change to Bye-Law 5.5.2 ('Chair of Governing Council') is made.
Bye-Law 6.2.2	n/a	Insert ' <i>at B6.2.1(a)-(c)</i> '	Yes (Per Schedule paragraph 7 of the Bye-Law Order)	The date set out in the Direction for Commencement.
Bye-Law 6.2.2	n/a	Insert ' <i>The Officer at B6.2.1(d) shall be appointed in accordance with procedures as approved by Governing Council</i> '	Yes (Per Schedule paragraph 7 of the Bye-Law Order)	The same date that the change to Bye-Law 5.5.2 ('Chair of Governing Council') is made.
Bye-Law 7.2.1	Delete ' <i>the regulatory functions</i> '	Insert ' <i>the standards and regulatory functions</i> '	Yes (Per Schedule paragraph 8 of the Bye-Law Order)	The same date that the change to Article 1 of the Charter ('Regulatory Board') is made.

Provision	Deletion	Insertion	Draft Orders in Council 7 March 2019	The date on which the provision comes into force
Bye-Law 8.3.2(c)	Delete ' <i>members of</i>	Insert ' <i>any members appointed or elected to</i>	Yes (Per Schedule paragraph 9 of the Bye-Law Order)	The date set out in the Direction for Commencement.

# Management Board

## Terms of Reference

Approved by Management Board on 12 January 2022

Approved by Governing Council on 15 February 2022

### Purpose

The main purpose of the Management Board is to inform and oversee RICS affairs underdelegated authority from Governing Council.

### Membership

The Management Board will comprise:

Non-Executive Members:

- 1 Non-executive as Chair
- Up to 5 Non-executives
- Up to 3 Independent, non-

Executive Members:

- Up to 3 executive members, including CEO and lead Finance Executive

Attendance:

The President, President Elect and Senior Vice President shall not be eligible to be members of the Management Board during their tenure. They will, however, be permitted to attend meetings in a non-voting capacity if invited to attend by the Chair

Others may be invited in a non-voting capacity by the Chair to attend all or part of any meeting.

## Appointment and Terms

Non-executive members of the Board will be appointed in accordance with the Global Appointments Model for a term not exceeding 3 years:

- RICS members: either by selection or qualified election
- Independent lay members: by selection
- Chair: by selection

A non-executive member of the Board may be re-appointed for additional terms (provided the total continuous service on the Board does not exceed 6 years) by the relevant Board Chair in accordance with the Global Appointments Model, subject to satisfactory performance.

Non-executive members of the Board may be removed in accordance with processes set out in the RICS Charter, Bye-Laws, Regulations, any relevant term of reference, Standing Orders, policies, procedures, guidance notes, codes, the Board Handbook etc.

Executive (staff) members on the Board are to be appointed (and can be removed) by the CEO or his nominee.

## Secretary

The Head of Governance or their nominee will act as Secretary to the Management Board.

## Quorum

The quorum necessary for Management Board meetings or decisions will be 5 members eligible to attend and vote including the Chief Executive and the Chair (or their alternates).

## Frequency of Meetings

The Management Board will meet at least quarterly or as required by the Chair.

## Notice of Meetings

Meetings will be scheduled by the Board Secretary or as required by the Chair. Notice of each meeting confirming the time, date and venue, together with an agenda of items to be discussed and supporting papers, where available, will be forwarded to Members of the Management Board no later than 14 days before the date of the meeting.

## Conduct

Meetings of the Board will be conducted in accordance with the provisions of the RICS Charter, Bye-Laws and Regulations and any relevant term of reference, Standing Orders, policies, procedures, guidance notes, codes, etc. including but not limited to the Board

Handbook, Code of Conduct, Conflicts of Interest Policy.

Meetings may be conducted in any manner which the Chair 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.

A resolution may be passed or a decision taken through a simple majority of those Members of the Board present and entitled to vote.

The Board may pass resolutions or make decisions in between meetings either in writing or via any form of electronic communications. Any decision taken between meetings will be notified to the Board at its next meeting and recorded in the minutes.

Any potential or actual conflicts of interest must be notified to the Chair before discussion on the relevant item. The Chair will have the final ruling on whether or not the member can participate in the discussion and / or vote.

## Minutes

The Secretary will minute the proceedings and decisions of all meetings of the Management Board, including recording the names of those present and in attendance. Minutes will be circulated promptly to all Members of the Management Board.

Once the minutes of the Management Board have been approved at the next scheduled meeting of the Management Board, they will be shared with Governing Council, Standards and Regulation Board and Audit Committee within one week of the meeting

## Duties

The main duties of the Management Board, as set out in the delegated authority matrix approved by Governing Council, are as follows:

- Advising Governing Council on the business plan objectives and direction needed to meet the approved strategy;
- Approving a business plan based on the strategic objectives set by Governing Council;
- Seeking assurance from the Executive for both operational performance and the successful implementation of strategy;
- Ensuring key stakeholders are aware of performance;
- Strategic Estate Management;
- Preparing and Signing Annual Accounts;



- Changes to Charter, Bye-Laws and Regulations as appropriate;
- Creation, dissolution and changes to its sub-boards as appropriate;
- Monitoring performance against the agreed financial strategy;
- Assessing and monitoring strategic risks;
- Ensuring competency requirements for each specialism are correctly defined and continue to meet market demand;
- Advising Governing Council on such other matters as Council requires;
- Undertaking such other functions as provided for in the Charter, Bye-Laws and Regulations or delegated by Governing Council, including in relation to PGs, WRBs and others.

## Reporting

The Board is accountable to Governing Council.

The Chair of Management Board and Executive members as appropriate will report to Governing Council on the activities of the Management Board and provide assurance on the performance of RICS against the business plan in line with the strategic direction set by Governing Council at least once a year at the Governing Council Oversight Meeting through a written paper and / or oral presentation.

The Chair of Management Board is required to provide a written update to Governing Council following each of their meetings. The written update must be approved and submitted by the Chair rather than the executive. Where the Chair is unable to approve and submit the written update within one week of the meeting being reported on, another member of the Management Board should be nominated by the Chair to do so. If the Chair is unable to nominate an alternative Management Board member to draft the update for any reason, the Management Board should nominate one of their members to provide it

The Management Board will receive regular reports from its sub-boards and act on these as appropriate.

Any papers, reports or information requested by Governing Council, Standards and Regulation Board and Audit Committee will be shared promptly with the members of the governance body making the request

## Raising Matters with Governing Council

Any member of the Management Board may raise any matter with Governing Council through the Chair of Governing Council. If the Chair of Governing Council is conflicted on

the matter, they may raise it with the Senior Independent Member of Council

### Delegation

The Management Board may delegate any of its duties to its sub-boards.

The Management Board will review and approve the Terms of Reference of any sub-boards which it establishes at appropriate intervals.

### Terms of Reference

Management Board will review its Terms of Reference every 2 years and any changes will be notified to Governing Council for approval.

# Audit Committee

## Terms of Reference

### Effective Date

Approved by Audit Committee on 12 December 2021

Approved by Governing Council on 15 February 2022

### 1. Purpose

- 1.1. The main purpose of the Committee is to monitor the integrity and effectiveness of the financial reporting, internal control and risk management systems, to review fraud and Raising Concerns policies and to review the effectiveness of and recommend the appointment of the external auditor.
- 1.2. For the avoidance of doubt, the Committee's remit extends across the whole organisation, including the regulatory function.
- 1.3. The Committee operates independently of Governing Council, the Management Board and the Standards and Regulation Board.

### 2. Membership

- 2.1. The Committee will comprise:

Non-Executive Members:

- Up to two non-executives (members of RICS)
- Up to two independent (non-members of RICS) non-executives and who are experienced in audit and financial issues.

- 2.2. Attendance:

Others may be invited by the Chair to attend all or part of any meeting (but they will not be entitled to vote).

### 3. Chair

- 3.1. The Global Appointments Model shall apply to appointment and reappointment.
- 3.2. The Chair of the Committee will be appointed by selection based on their technical capabilities.
- 3.3. The Chair may be reappointed for additional terms of office, provided the total continuous service does not exceed six years, subject to satisfactory performance.
- 3.4. In the absence of the appointed Chair, the Committee members will elect a Chair for the duration of the meeting.



3.5. The Chair will not be a member of any other RICS Governance Body (as defined in the RICS Constitutional Documents) and can be either an independent or RICS member of the Committee.

#### 4. Appointment and Terms

4.1. The Global Appointments Model shall apply to appointment and reappointment.

4.2. Non-executive members of the Committee will be appointed by selection based on their technical capabilities, for a term not exceeding three years.

4.3. The maximum term of office may not exceed six years in total.

4.4. A non-executive member of the Committee may be reappointed for additional terms by the Chair (provided the total continuous service on the Committee does not exceed six years), subject to satisfactory performance.

4.5. Non-executive members (including the Chair) may be removed under processes set out in the RICS Charter, Bye-Laws, Regulations, any relevant terms of reference, Standing Orders, policies, procedures, guidance notes, codes, the Board Handbook etc

4.6. Members of the Committee will not be members of Governing Council or Management Board.

#### 5. Secretary

5.1. The Head of Governance or their nominee will act as Secretary to the Committee.

#### 6. Quorum

6.1. The quorum necessary for Committee meetings or decisions will be three members eligible to attend and vote.

6.2. Where a Committee member is unable to attend a meeting or to otherwise act, the chair 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 chair of the relevant body of the alternate (if applicable).

#### 7. Frequency of Meetings

7.1. The Committee will meet at least three times a year or as required by the Chair at appropriate intervals in the financial reporting and audit cycle and otherwise as required. The Chair or the External Auditors may request a meeting if they consider that one is necessary.

7.2. Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key individuals involved in RICS's governance, including the Chair of the Management Board, the CEO, the CFO, the external audit lead partner and the head of internal audit.

#### 8. Notice of Meetings

8.1. Meetings will be scheduled by the Board Secretary or as required by the Chair. Notice of each meeting confirming the time, date and venue, together with an agenda of items to be

discussed and supporting papers, where available, will be forwarded to Members of the Committee no later than seven working days before the date of the meeting.

## 9. Conduct

- 9.1. Meetings of the Committee will be conducted under the provisions of the RICS Charter, Bye-Laws and Regulations and any relevant policy, including but not limited to the Board Handbook, Code of Conduct and Conflicts of Interest Policy.
- 9.2. A resolution may be passed or a decision taken through a simple majority of those Members of the Committee present and entitled to vote. The Chair will have the casting vote.
- 9.3. The Committee may pass resolutions or make decisions in between meetings either in writing or via any form of electronic communications. Any decision taken between meetings will be notified to the Committee at its next meeting and recorded in the minutes.
- 9.4. Any potential or actual conflicts of interest must be notified to the Chair before discussion on the relevant item. The Chair will have the final ruling on whether or not the member can participate in the discussion and / or vote.

## 10. Minutes

- 10.1. The Secretary will minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance. Draft minutes will be circulated promptly to all Members of the Committee (within a month of the meeting).
- 10.2. Once the minutes of the Audit Committee have been approved at the next scheduled meeting of the Audit Committee, they will be shared with Governing Council, Management Board and Standards and Regulation Board within one week of the meeting.

## 11. Duties

- 11.1. The main duties of the Committee are as follows:

### Financial reporting

- The Committee shall monitor the integrity of the financial statements of RICS, including its annual reports, interim management statements, and any other formal announcement relating to its financial performance, reviewing and reporting to Governing Council / Management Board on significant financial reporting issues and judgements which they contain having regard to matters communicated to it by the auditor.
- In particular, the Committee shall review and challenge where necessary:
  - the consistency of, and any changes to, significant accounting policies both on a year on year basis and across the group;
  - the methods used to account for significant or unusual transactions where different approaches are possible;
  - whether RICS has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;
  - the clarity and completeness of disclosure in the financial reports and the context in which statements are made; and

- all material information presented with the financial statements, such as the business review and the corporate governance statements relating to the audit and to risk management.
- Where the Committee is not satisfied with any aspect of the proposed financial reporting, it shall report its views to Management Board.

#### Narrative reporting

Where requested by Management Board, the Committee should review the content of the annual report and accounts and advise Management Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary to assess RICS performance, business model and strategy.

#### Internal controls and risk management systems

The Committee shall:

- keep under review the adequacy and effectiveness of the internal financial controls and internal control and risk management systems; and
- review and approve the statements to be included in the annual report concerning internal controls and risk management.

#### Compliance, Raising Concerns and fraud

The Committee shall:

- review the adequacy and security of the arrangements for employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- review procedures for detecting fraud;
- review the systems and controls for the prevention of bribery and receive reports on non-compliance; and
- review occasional reports from the compliance officer, covering matters such as information governance and data protection, and keep under review the adequacy and effectiveness of the organisation's compliance function.

#### Internal audit

The Committee shall:

- approve the appointment or termination of appointment of the head of internal audit. (The Chief Financial Officer should consult the Chair over the compensation awarded.);
- review and approve the charter of the internal audit function and ensure the function has the necessary resources and access to information to enable it to fulfil its mandate, and is equipped to perform in accordance with appropriate professional standards for internal auditors;
- ensure the internal auditor has direct access to the Chair of Management Board, if required, and to the Committee Chair, and is accountable to the Committee;
- review and assess the annual internal audit work plan;

- receive a report on the results of the internal auditor's work on a periodic basis;
- review and monitor management's responsiveness to the internal auditor's findings and recommendations;
- meet with the head of internal audit at least once a year without the presence of management; and
- monitor and review the effectiveness of the organisation's internal audit function, in the context of the organisation's overall risk management system.

#### External audit

The Committee shall:

- consider and make recommendations to Governing Council, to be put to Members for approval at the AGM, in relation to the appointment, re-appointment and removal of the external auditor;
- ensure that at least once every ten years the audit services contract is put out to tender to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other audit firms; and in respect of such tender oversee the selection process and ensure that all tendering firms have such access as is necessary to information and individuals during the duration of the tendering process;
- if an auditor resigns, investigate the issues leading to this and decide whether any action is required;
- oversee the relationship with the external auditor including (but not limited to):
  - recommendations on their remuneration, including both fees for audit and non-audit services, and that the level of fees is appropriate to enable an effective and high-quality audit to be conducted;
  - approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
  - assessing annually their independence and objectivity taking into account relevant UK professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
  - satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the organisation (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
  - monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partner, the level of fees paid by the organisation compared to the overall fee income of the firm, office and partner and other related requirements;
  - assessing annually the qualifications, expertise and resources of the auditor and the effectiveness of the audit process, which shall include a report from the external auditor on their own internal quality procedures;
  - seeking to ensure co-ordination with the activities of the internal audit function; and
  - evaluating the risks to the quality and effectiveness of the financial reporting process and consideration of the need to include the risk of the withdrawal of their auditor from the market in that evaluation.
- meet regularly with the external auditor (including once at the planning stage before the audit and once after the audit at the reporting stage) and at least once a year, without



management being present, to discuss the auditor's remit and any issues arising from the audit;

- review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team; and
- review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
  - a discussion of any major issues which arose during the audit;
  - key accounting and audit judgements;
  - levels of errors identified during the audit; and
  - the effectiveness of the audit process.

The Committee shall also:

- review any representation letter(s) requested by the external auditor before they are signed by management;
- review the management letter and management's response to the auditor's findings and recommendations; and
- develop and implement policy on the supply of non-audit services by the external auditor to avoid any threat to auditor objectivity and independence, taking into account any relevant ethical guidance on the matter.

## 12. Reporting

- 12.1. The Chair will report to Governing Council and Management Board as appropriate on the activities of the Committee. The Chair shall also liaise occasionally with the Chair of the Regulatory Board to ensure assurance needs in that area are being met
- 12.2. The Chair of Audit Committee is required to provide a written update to Governing Council following each of their meetings. The written update must be approved and submitted by the Chair rather than the executive. Where the chair is unable to approve or submit the written update within one week of the meeting being reported on, another member of the Audit Committee should be nominated by the Chair to do so. If the Chair is unable to nominate an alternative Audit Committee member to draft the update for any reason, the Audit Committee should nominate one of their members to provide it.
- 12.3. The Chair will attend the Annual General Meeting and will answer questions about the Audit Committee's activities and responsibilities.
- 12.4. The Chair shall report formally and annually to Management Board and Governing Council on its proceedings on all matters within its duties and responsibilities and on how it has discharged its responsibilities. Minutes of its meetings or a brief summary of key points should be reported to Management Board after each meeting.
- 12.5. This report shall include:
  - the significant issues that it considered in relation to the financial statements and how these were addressed;
  - its assessment of the effectiveness of the external audit process and its recommendation on the appointment or reappointment of the external auditor;and

- any other issues on which Management Board / Governing Council has requested the Committee's opinion.
- 12.6. The Committee shall make whatever recommendations to Management Board / Standards and Regulation Board it deems appropriate on any area within its remit where action or improvement is needed.
- 12.7. The Committee shall compile a report on its activities to be included in the annual report. The report should include an explanation of how the Committee has addressed the effectiveness of the external audit process; the significant issues that the committee considered in relation to the financial statements and how these issues were addressed, having regard to matters communicated to it by the auditor; and all other information requirements.
- 12.8. In compiling the reports referred to above, the Committee should exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant, but should include at least those matters that have informed Management Board's assessment of whether RICS is a going concern. The report to Members need not repeat information disclosed elsewhere in the annual report and accounts, but could provide cross-references to that information.
- 12.9 Any papers, reports or information requested by Governing Council, Management Board and Standards and Regulation Board will be shared promptly with the members of the governance body making the request

### 13. Authority

- 13.1. The Committee is authorised to:
- seek any information it requires from any employee in order to perform its duties;
  - obtain, at RICS' expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
  - call any employee to be questioned at a meeting of the Committee as and when required; and
  - have the right to publish in the annual report, details of any issues that cannot be resolved between the Committee and Management Board.

### 14. Other Matters

- 14.1. The Committee shall:
1. have access to sufficient resources in order to carry out its duties;
  2. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
  3. give due consideration to laws and regulations, and any other applicable rules, as appropriate;
  4. be responsible for co-ordination of the internal and external auditors;
  5. oversee any investigation of activities which are within its terms of reference;
  6. work and liaise as necessary with other RICS governance bodies

7. arrange for periodic reviews of its own performance in accordance with the Global Appointments Model,
8. review its constitution and terms of reference annually to ensure it is operating at maximum effectiveness and notify any changes it considers necessary to Governing Council for approval

## 15. Raising Matters with Governing Council

- 15.1. Any member of the Audit Committee may raise any matter with Governing Council through the Chair of Governing Council. If the Chair of Governing Council is conflicted on the matter, they may raise it with the Senior Independent Member of Council.

# Nominations Committee

## Terms of Reference

Approved by Nominations Committee on 22 February 2022

Approved by Governing Council on 03 March 2022

### Purpose

The main purpose of the Committee is to play a strategic role in overseeing and approving changes to the Global Appointments Model and to play an advisory role in talent and succession planning for Governing Council and act as the Appointment Panel to Governing Council. In addition, the Committee is responsible for supporting the Chair of Governing Council in monitoring the performance and effectiveness of Governing Council members.

### Membership

The composition of the Nominations Committee shall be as follows:

#### Non-Executive Members:

- Chair of the Committee (Independent Non-Executive member)
- Two Non-Executive members who must be members of Governing Council (which must include the Chair of Governing Council)
- Three Non-Executive (Members of RICS)
- Two Independent (Non-RICS Members) Non-Executive members

#### Attendance:

#### Executive / Staff Members:

- Chief Executive Officer
- Chief People Officer

Others may be invited by the Chair to attend all or part of any meeting.

## Chair

The Chair of the Committee will be appointed by selection in accordance with the Global Appointments Model.

The Chair may be reappointed for additional terms of office (provided the total continuous service does not exceed six years) in accordance with the Global Appointments Model subject to satisfactory performance.

In the absence of the appointed Chair, the Committee members will elect a Chair for the duration of the meeting.

## Appointment and Terms

Non-Executive (RICS Members) members of the Committee will be appointed in accordance with the Global Appointments Model (either by selection or qualified election) for a term not exceeding three years.

Non-Executive (independent) members of the Committee will be appointed by selection in accordance with the Global Appointments Model for a term not exceeding three years.

A Non-Executive member of the Committee may be re-appointed for additional terms (provided the total continuous service on the Committee does not exceed six years) by the Committee Chair in accordance with the Global Appointments Model, subject to satisfactory performance.

Non-executive members of the Committee must act in compliance with the RICS Charter, Bye-Laws and Regulations, the Board Handbook and any related policies during their appointment term.

Non-executive members of the Committee appointed as one of the 'non-executive members who must be members of Governing Council' may only be appointed for the duration of their term on Governing Council. Once their appointment to Governing Council terminates, their appointment on Nominations Committee will also terminate.

Non-Executive members of the Committee may be removed in accordance with processes set out in the RICS Charter, Bye-Laws and Regulations, the Board Handbook and any related policies.

### Secretary

The Head of Governance or their nominee will act as Secretary to the Committee.

### Quorum

The quorum necessary for Committee meetings or decisions will be one third of members eligible to attend and vote including the Chair and at least one RICS member.

### Frequency of Meetings

The Committee will meet at least twice a year or as required by the Chair.

### Notice of Meetings

Meetings will be scheduled by the Committee Secretary or as required by the Chair. Notice of each meeting confirming the time, date and venue, together with an agenda of items to be discussed and supporting papers, where available, will be forwarded to Members of the Committee no later than seven days before the date of the meeting.

### Conduct

Meetings of the Committee will be conducted in accordance with the provisions of the RICS Charter, Bye-Laws and Regulations and any relevant policy, including but not limited to the Board Handbook, Code of Conduct and Conflicts of Interest Policy.

Meetings may be conducted in any manner which the Chair 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.

A resolution may be passed, or a decision taken through a simple majority of those Members of the Committee present and entitled to vote.

The Committee may pass resolutions or make decisions in between meetings either in writing or via any form of electronic communications. Any decision taken between meetings will be notified to the Committee at its next meeting and recorded in the minutes.

Any potential or actual conflicts of interest must be notified to the Chair before discussion on the relevant item. The Chair will have the final ruling on whether or not the member can participate in the discussion and / or vote.

### Minutes

The Secretary will minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance. Minutes will be circulated promptly to all Members of the Committee.

Once the minutes of the Nominations Committee have been approved at the next scheduled meeting of the Nominations Committee, they will be shared with Governing Council, Management Board, Standards and Regulation Board and Audit Committee within one week of the meeting.

### Duties

The main duties of the Committee are as follows:

- Play a strategic role in the Global Appointments Model by overseeing, advising on and approving amendments and updates to the policy (as drafted by staff)
- Undertake at the request of the Chair of GovCo the preparation of reports, recommendations or specific tasks related to NomCo's purpose and current Terms of Reference
- Play an advisory role in the talent and succession planning to Governing Council by:

- Being responsible for keeping the Skills and Experience Matrix under review and updating where required
- Being responsible for identifying potential skills gaps on Governing Council and advising on how to fill those gaps
- Making recommendations (to Governing Council for approval) on the composition of Governing Council – both the categories of members and the number of members in each category
- Advise on how best to encourage candidates with the right skill set to stand for election
- Provide advice and support on the application and development for members interested in applying to join Governing Council
- Be responsible for making appointments of the selected vacancies of Governing Council (to include Nominated Subject Matter Experts and where positions have been unable to be filled through election)
- Undertake the ongoing performance and effectiveness reviews of Council. Committee members who are also part of Council are excluded from this activity due to the conflict of interest in assessing their own performance
- Be able to nominate members for election to Governing Council (as an alternative to obtaining member nominations). Nominations Committee to approve the process as to how this would work, in consultation with Governing Council where appropriate.

## Reporting

The Committee is accountable to Governing Council.

The Chair of Nominations Committee is required to provide a written update to Governing Council following each of their meetings. The written update must be approved and submitted by the Chair rather than the executive. Where the Chair is unable to approve and submit the written update within one week of the meeting being reported on, another member of the Nominations Committee should be nominated by the Chair to do so. If the Chair is unable to nominate an alternative Nominations Committee member to draft the update for any reason, the Nominations Committee should nominate one of their members to provide it.

The Chair of the Committee and Executive members as appropriate will report to Governing Council annually on the activities of the Committee and provide assurance to Governing Council on the Global Appointments Model. The report and assurance



may be provided in written format circulated electronically and/or through attendance at the Oversight meeting of Governing Council as appropriate.

Any papers, reports or information requested by Governing Council, Management Board, Standards and Regulation Board and Audit Committee will be shared promptly with the members of the governance body making the request.

### Raising Matters with Governing Council

Any member of the Nominations Committee may raise any matter with Governing Council through the Chair of Governing Council. If the Chair of Governing Council is conflicted on the matter, they may raise it with the Senior Independent Member of Council.

### Delegation

The Committee may establish sub-groups for the purpose of 'task and finish' as it thinks fit and will receive regular reports from any sub-groups it creates and act on these as appropriate.

The Committee will review and approve the Terms of Reference of any sub-groups which it establishes at appropriate intervals.

### Terms of Reference

The Committee will review its Terms of Reference every two years and any changes will be notified to Governing Council for approval.

# Delivering confidence

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

## Americas

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**Latin America**  
ricsamericalatina@rics.org

**North America**  
ricsamericas@rics.org

## Asia Pacific

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**Australasia**  
australasia@rics.org

**Greater China (Hong Kong)**  
ricshk@rics.org

**Greater China (Shanghai)**  
ricschina@rics.org

**Japan**  
ricsjapan@rics.org

**South Asia**  
ricsindia@rics.org

**Southeast Asia**  
sea@rics.org

## EMEA

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**Africa**  
ricsafrica@rics.org

**Europe**  
ricseurope@rics.org

**Ireland**  
ricsireland@rics.org

**Middle East**  
ricsmiddleeast@rics.org

**United Kingdom RICS HQ**  
contactrics@rics.org

RICS  
12 Great George St  
Parliament Square  
Westminster London  
  
SW1P 3AD



