

BYE-LAWS
of
THE SOCIETY OF CHARTERED SURVEYORS IRELAND
6 August 2020

1. Definitions

1.1 The definitions in Article 1 of the Articles of Association of the Company with the following additions shall apply to these Bye-Laws:

“ADR Committee” is the Committee of the Company as set out in Bye-Law 9;

“Articles of Association” means the Articles of Association of the Company as may be amended from time to time;

“Attached Classes” means the classes of persons who are not members of the Company but who are attached to the Company as set out in Bye-Law 11.2;

“Board Charter” means the Board Charter adopted by the Board as such as may be amended or updated from time to time;

“Bye-Laws” means the Bye-Laws of the Company adopted and in force from time to time, and “Bye-Law” refers to individual provisions of the Bye-Laws;

“Company” means The Society of Chartered Surveyors Ireland, a guarantee company incorporated in the Republic of Ireland pursuant to Part 18 of the Companies Act 2014 with limited liability;

“Elected Member” means any Fellows, Professional or Associate Member of the Company;

“Library” means the Library of the Company;

“Memorandum of Association” means the memorandum of association of the Company as may be amended from time to time;

“Members” means the Elected Members and Honorary Members of the Company admitted pursuant to Bye-Law 11 and being together all the members of the Company;

“Non-Executive Directors” means any person co-opted to the Board of Directors in accordance with the Articles and these Bye-Laws;

“Officers” means the officers of the Company appointed pursuant to Bye-Law 2.1 and together with any Non-Executive Directors appointed from time to time, comprising the Board of Directors of the Company;

“Register” means the official Register of Members of the Company;

“Regulations” means regulations made by the Board of Directors, pursuant to Article 72 of the Articles of Association and including any alterations, amendments or additions thereto;

“Rules” mean the rules of the Company as made by the Board of Directors pursuant to Article 72 of the Articles of Association of the Company and including any alterations, amendments or additions thereto

“The Honorary Treasurer” means the Honorary Treasurer of the Company;

“The Immediate Past President” means the president immediately vacating office after completing the term of office of President of the Company;

“The President” means the President of the Company;

“Professional Practice Areas” means the practice area/sector within which surveyors are competent to provide professional advice and services;

“The Professional Groups” means those groups as set out in Bye-Law 10 and each a Professional Group;

“The Regional Committees” means the regional committees of the Company as set out in Bye-Law 7;

“RICS” means the Royal Institution of Chartered Surveyors;

“The Second Vice President” means the vice president other than the Vice President;

“The Vice President” means the vice president for the time being in office who, as between the two vice presidents, has the longer period of office. If the vice presidents be of equal office, seniority will be determined by the President;

“The Standing Committees” means the committees of the Council as set out in Bye-Law 6.2;

“Term” shall have the meaning given to it in Bye-Law 18;

“The Young Members Committee” means the committee of the Company representing the young members of the Company and as set out in Bye-Law 9.

2. **Officers and Board of Directors**

2.2 The Officers shall comprise:

- (i) The President;
- (ii) The Immediate Past President;

- (iii) The Vice President;
- (iv) The Second Vice President and
- (v) The Honorary Treasurer (Chair of the Finance Committee).

2.3 The Board of Directors is the governing body of the Company and the Officers together with any co-opted Non-Executive Directors shall comprise all the members of the Board of Directors.

2.3.1 The role and responsibilities of the Board of Directors is set out in the Board Charter and includes:

- (i) setting the strategic objectives and direction for the Company;
- (ii) preparing and agreeing a business plan for the Company based on the strategic objectives and ensuring it is delivered efficiently;
- (iii) preparing and managing the income and expenditure for the Company;
- (iv) assessing, monitoring and managing the strategic risks for the Company;
- (v) overseeing the management and co-ordination of the activities of the Company including key operational decisions;
- (vi) delegating work to other boards or committees as it considers appropriate;
- (vii) receiving regular reports from the Council Standing Committees;
- (viii) undertaking such other functions as provided in the Memorandum of Association of the Company, the Articles of Association, the Bye-Laws and any Regulations or Rules of the Company;
- (ix) ensuring compliance by the Company of its responsibilities as the Registration Body pursuant to the Building Control Act 2007; and
- (x) otherwise discharging the statutory obligations and fiduciary duties as Directors of the Company.

2.3.2 In carrying out their duties, each member of the Board and of any Committee thereof, shall:

- (i) act in accordance with all applicable law and the Memorandum of Association of the Company, the Articles of Association, the Bye-Laws and any Regulations, Rules, strategy and policies of the Company and any relevant terms of reference or Standing Orders adopted and in force from time to time;
- (ii) only exercise the powers set out in the Memorandum of Association of the Company, the Articles of Association, the Bye-Laws and any Regulations or Rules and relevant Terms of Reference and any relevant Standing Orders of the Company for the purposes for which they are conferred;
- (iii) act in good faith in the way most likely to promote the success of the Company for the benefit of its members as a whole;
- (iv) exercise independent judgement;
- (v) exercise reasonable care, skill and diligence;
- (vi) 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 the Company;
- (vii) declare in advance by notice in writing or at any relevant meeting of the Company the nature and extent of any direct or indirect interest in any proposed or existing transaction or arrangement involving the Company and any change in that interest;
- (viii) not restrict or agree to restrict their powers to exercise independent judgement; and
- (ix) not accept a benefit from a third party conferred by reason of their membership of the Council or their doing (or not doing) anything as a member of the Council.

2.4 Election of Board of Directors

2.4.1 The President shall be nominated by the Council from its members and shall be elected annually at each Annual General Meeting (“AGM”) as set out in Bye-Law 2.13.

- 2.4.2 The Vice President and the Second Vice President shall be elected annually at each Annual General Meeting (“AGM”).
- 2.4.3 With the exception of the position of the President and Immediate Past President, notice shall be given to all Members, in accordance with the provisions of Bye-Law 2.6, inviting nominations for election to the vacant positions on the Board of Directors (“Nomination Notice”).
- 2.5 A Nomination Notice shall specify:
- (i) The vacancies for Board of Directors;
 - (ii) The requirement that all nominations for election shall require a proposer and a seconder, each of whom are current members of the incumbent Council;
 - (iii) State that the nominee has agreed to serve if elected; and
 - (iv) State the last date for receipt of completed Nomination Notices.
- 2.6 Nomination Notices pursuant to Bye-Law 2.5, shall be in writing and sent out by the Company to the Members no less than 20 days prior to the date of issue of the notice to convene the AGM and completed Nomination Notices to be valid, shall be returned to the Company no later than 5 days prior to the issue of the notice to convene the AGM.
- 2.7 A list of proposed appointees to the Board of Directors shall be set out in the notice convening the AGM.
- 2.8 Scrutineers for an election of Directors shall be appointed by the President.
- 2.9 If the number of nominees is equal to the number of vacancies, the nominees shall be deemed to have been elected.
- 2.10 If the number of nominees is less than the number of vacancies the Board shall nominate candidates for the remaining vacancies and such nominees shall be deemed to have been elected.
- 2.11 The Board of Directors may remove any member of the Board of Directors from their positions by way of ordinary resolution of the Board of Directors in accordance with these Bye- Laws.
- 2.12 The Board of Directors may co-opt a new member or members to the Board of Directors as Non-Executive Directors subject to Articles 38 and 39 of the Articles of Association.

2.13 **Election of the President and Term of Office:**

- 2.13.1 The nomination for election to the position of President of the Company shall be restricted to the members of the incumbent Council and the office of President will rotate between the Professional Practice Areas. All nominations for election to the office of President shall require to be a valid Nomination Notice in accordance with Bye-Laws 2.5 and 2.6.
- 2.13.2 The term of office of the President shall be for one year, calculated in accordance with Bye-Law 18 and, he shall become the Immediate Past President immediately upon completion of their term of office as President. The nominations for President shall be received by the Company Secretary at the Council meeting immediately prior to the Annual General Meeting.
- 2.13.3 The President will be elected annually at the AGM.
- 2.13.4 The President and the Immediate Past President shall be ex-officio members of all committees of the Company.
- 2.13.5 The President, or in the event that the President is unable due to absence, incapacity or for any other reason to act, either generally or in relation to a particular function, the Vice President or in their absence the Second Vice President shall preside over General Meetings of the Company and shall represent the Company in public.

2.14 **Term of Office of Vice President and Second Vice President:**

- 2.14.1 The Senior Vice-President and the Second Vice President shall each serve a Term of one year in duration and thereafter shall be eligible for re-election however no person may hold office as Vice President or Second Vice President for more than two Terms in succession.

2.15 **Term of Office of Honorary Treasurer:**

- 2.15.1 The term of office for the Honorary Treasurer shall normally be three years (calculated in accordance with Bye-Law 18) and thereafter the Honorary Treasurer shall be eligible for re-election to the office of Honorary Treasurer however no person may hold office as Honorary Treasurer for more than two periods of three years each (calculated in accordance with Bye-Law 18) in succession.
- 2.15.2 The Honorary Treasurer shall be the Chair of the Finance Committee

2.16 **Board Committees**

There shall be such number of Board Committees as is determined by the Board, which shall include;

- The Council;
- The Finance Committee;
- The Registration Body Committee.

3. **Council**

3.1 Purpose

The purpose of the Council (as a Committee of the Board) is to support the position of the Company as the pre-eminent representative body for the surveying profession in Ireland, working in conjunction with RICS in the public interest including, setting and maintaining the highest standards of competence and integrity among the profession; and providing impartial, authoritative advice on key issues for business, society and governments worldwide.

3.2 Composition:

The Council shall comprise a maximum of 28 representatives including;

- (i) 3 nominated Board Members to include the President and the Immediate Past President;
- (ii) a representative from the Professional Group to be nominated by the committee of the respective Professional Group in accordance with the provision of Bye-Law 10.2;
- (iii) the Chair of each of the Council Standing Committees (as described in Bye-Law 6.1), being four representatives,
- (iv) a representative from each Regional Committee (as described in Bye-Law 7), to be nominated by each such Regional Committee, being four representatives;
- (v) a representative from the Young Members Committee (as described in Bye-Law 8 below), to be nominated by the Young Members Committee, being one representative;
- (vi) a representative from the ADR Committee (as described in Bye-Law 9 below), to be nominated by the ADR Committee, being one representative;
- (vii) One representative member of the RICS, who shall be the then serving Chairman of RICS Ireland Board;

(viii) Two co-opted members from the general membership of the Company.

3.3 Appointments of members to Council shall take effect immediately following the relevant AGM and be valid for the period up to the next following AGM pursuant to Bye-Law 18.

3.4 The Council shall meet as often as the business of the Company may require but not less than 6 to 8 times during each term of the Council.

3.5 **Duties of Council Members:**

In carrying out their duties, each member of Council shall have regard to and comply with the provisions of Bye-Law 2.3.2 as a member of a Committee of the Board.

3.6 **Role and Responsibilities:**

(i) The role and responsibilities of the Council are as set out in the Council Terms of

Reference in force from time to time and include:

(i) To receive regular reports from each of the Professional Groups, the Council Standing Committees and the Regional Committees;

(ii) To consult with the Board of Directors in relation to the specific responsibilities, composition and procedures of the committee of each of the Professional Groups and each of the Council Standing Committees, Regional Committees and the Young Members Committee same as may be amended from time to time by the Board of Directors following consultation with the Council;

(iii) The Council has delegated authority to develop and implement general policy across a number of core areas represented by Council Committees as set out in the Council Terms of Reference; and

(iv) To carry out all other duties and functions as allocated to it under the terms of these Bye-Laws.

3.7 The President shall take the chair by right at all meetings of Council at which he is present and shall regulate the proceedings. In the President's absence it shall be the duty of the Vice-President or in the Vice-President's absence, the Second Vice-President, to preside in President's place or in the case of their absence

such other member of the Council as may be selected by resolution of the members present in person.

3.8 Save as otherwise provided in the Memorandum of Association, the Articles of Association or these Bye-Laws questions arising at any meeting of the Council shall be decided by a majority of votes. In case of an equality of votes the President shall have a second or casting vote.

3.9 The Council may exercise its powers notwithstanding that there may be vacancies in its membership at any time. The Council shall have the power to:

3.9.1 Co-opt members to fill any vacancies in its numbers during the year having regard to the provisions of 3.2 (i) to (vii) of these Bye-Laws. Any member co-opted to the Council shall retire at the end of the next Annual General Meeting;

3.9.2 Remove from the Council any member whose attendance at meetings or input to the Company is not satisfactory and who fails to supply an adequate explanation to the Council for such behaviour;

3.9.3 Delegate any of its powers to Sub-Committees consisting of such member or members of the Council as it thinks fit.

3.10 The quorum for Council meetings shall be one third of the members of whom one shall be an Officer.

3.11 Should the Council delegate any of its powers to Sub Committees, then any Sub Committee so formed shall in the exercise of the powers so delegated conform to all rules and regulations which may be imposed on it by the Council. The quorum necessary for the transaction of the business of a Sub-Committee shall be fixed by the Council in determining the terms of reference of that Committee.

4 **Finance Committee**

4.1 The purpose of the Finance Committee is to advise, oversee direction and

3.13 provide leadership for the finance function of the Company.

4.2 The composition, roles and responsibilities of the Finance Committee shall be as set out in its terms of reference, which Terms of Reference, shall be as set by the Board from time to time.

5 **Registration Body Committee**

5.1 Purpose

The purpose of the Registration Body Committee is to perform on behalf of the Board all the functions and discharge the obligations of, the Company as the

competent authority and designated the Registration Body, under the Building Control Act 2007.

5.2 **Composition**

5.3 The Composition, roles and responsibilities of the Registration Body Committee shall be as set out in its Terms of Reference, which Terms of Reference shall be as set by the Board from time to time, having regard to, and ensuring compliance with, the obligations imposed on the Company pursuant to the Building Control Act 2007.

6. **Council Standing and other Committees**

6.1 There shall be four Standing Committees of the Council as described in this Bye-Law 6. There shall be additional Committees of the Council as determined by it from time to time, to include in particular the committees described in Bye-Laws 7 – 9 below.

6.2 There shall be four Council Standing Committees as follows:

- (a) Education and CPD;
- (b) Regulation and Standards;
- (c) Membership and Public Affairs ;
- (d) Practice and Policy .

6.3 The Board of Directors after having consulted with the Council may create, dissolve or change a Council Standing Committee as appropriate.

6.4.1 The Board of Directors after having consulted with the Council shall:

- (i) agree with the committee of each Council Standing Committee its specific responsibilities, composition and procedures, which shall be set out in terms of reference, as may be amended from time to time by the Board of Directors after having consulted with the Council; and
- (ii) set out and from time to time amend the terms of reference for the Council Standing Committees.

6.4.2 The Council shall oversee the activity of each Council Standing Committee.

6.5 **Role and Responsibilities**

A Council Standing Committee shall be accountable to the Board of Directors and shall report regularly to the Board of Directors and the Council. The Role

and responsibility of a Council Standing Committee shall be as set out in the Terms of Reference of the respective Committee, to include:

- (i) developing a workplan for that Committee for the consideration of the Board of Directors who shall have consulted with the Council to fulfil its terms of reference;
- (ii) overseeing the implementation of its respective approved workplan;
- (iii) advising the Board of Directors and the Council on such other matters as they require relevant to the areas of expertise of that Committee, and
- (iv) delegating work to sub committees or working parties of members and non-members as it considers appropriate,

and shall act in accordance with the Company's strategic objectives.

7. **Regional Committees**

7.2 There shall be four Regional Committees as follows:

- (a) **SCSI South** (Clare, Cork, Kerry, Limerick ,Tipperary)
- (b) **SCSI South East**
- (c) **SCSI North**
- (d) **SCSI West North West** (Galway, Mayo, Roscommon, Longford, Sligo, Leitrim, Donegal)

7.3 The Board of Directors after having consulted with the Council may create, dissolve or change a Regional Committee as appropriate.

7.3.1 The Board of Directors after having consulted with the Council shall:

- (i) in consultation with the committee of each Regional Committee, agree its specific responsibilities, composition and procedures of the committee, which shall be set out in terms of reference, as may be amended from time to time, by the Board of Directors after having consulted with the Council; and
- (ii) set out and from time to time amend the terms of reference for the Regional Committees.

7.3.2 The Council shall oversee the activity of each Regional Committee.

7.4 Each Regional Committee shall be entitled to nominate a representative from its committee to participate on the Council.

7.5 **Role and Responsibilities**

7.5.1 Regional Committees shall be accountable to and shall report regularly to the Council and, to the Board of Directors as required.

7.5.2 The role and responsibility of each Regional Committee shall be as set out in its respective Terms of Reference which shall include:

- (i) developing a workplan for the consideration of the Board of Directors who shall have consulted with the Council to fulfil its terms of reference;
- (ii) overseeing the implementation of its approved workplan;
- (iii) advising the Board of Directors and the Council on such other matters as it requires, and
- (iv) delegating work to sub committees or working parties of members and non-members as it considers appropriate,

7.5.3 The Regional Committees shall act in accordance with the Company's strategic objectives.

8. **Young Members Committee**

8.1 There shall be a Committee representing Younger Members, to be known as the Young Members Committee.

8.2.1 The Board of Directors after having consulted with the Council shall:

- (i) in consultation with the committee of the Young Members Committee, agree its specific responsibilities, composition and procedures, which shall be set out in terms of reference same as may be amended from time to time by the Board of Directors after having consulted with the Council; and
- (ii) set out and from time to time amend the terms of reference for the Young Members Committee.

8.2.2 The Council shall oversee the activity of the Young Members Committee.

8.3 The Young Members Committee shall be entitled to nominate a representative from its committee to participate on the Council.

8.4 **Role and Responsibilities**

8.4.1 The Young Members Committee shall be accountable to and shall report regularly to the Council and the Board of Directors, as required. It shall be responsible for supporting professional development by:

- (i) representing and nurturing its younger members in the Company;
- (ii) endeavouring to ensure that the Company's objectives and strategy remains relevant to members of the Company's Young Members Committee;
- (iii) providing suitable networking opportunities for Younger Members of the Company; and
- (iv) providing a professional support network for such Younger Members.

8.5 The Young Members Committee shall act in accordance with the Company's strategic objectives.

9. **Alternative Dispute Resolution Committee (ADR)**

9.1.1 The Board of Directors after having consulted with the Council shall:

- (i) agree with the committee of the ADR its specific responsibilities, composition and procedures, which shall be set out in terms of reference same as may be amended from time to time by the Board of Directors after having consulted with the Council; and
- (ii) set out and from time to time amend the terms of reference for the ADR Committee.

9.1.2 The Council shall oversee the activity of the ADR Committee.

9.2 The ADR Committee shall be entitled to nominate a representative from its committee to participate on the Council.

9.3 **Role and Responsibilities**

9.3.1 The ADR Committee shall be accountable to and shall report regularly to the Council and the Board of Directors as required. The role and

responsibilities shall be as set out in the Terms of Reference of that Committee as determined by the Board in consultation with the Council from time to time.

- 9.4 The ADR Committee shall act in accordance with the Company’s strategic objectives.

10 Professional Groups

- 10.1 There shall be twelve Professional Groups as detailed at, and subject to paragraph 10.2 below.

- 10.2 The Board of Directors after having consulted with the Council may create, dissolve or change a Professional Group as appropriate and each Professional Group shall, as far as practicable, establish a committee to carry out its functions.

Unless otherwise determined the Professional Groups shall comprise:

PROFESSIONAL GROUP	Representation on Council as per Bye-Law 3.2
Arts & Antiques	Rotation*
Commercial Agency	1
Property & Facilities Management	1
Residential Agency	1
Valuation	1
Geomatics	1
Minerals	Rotation*
Planning & Development	1
Rural	1
Building Surveying (incl. dilapidations)	1
Project Management	1
Quantity Surveying	2

**These groups will be entitled to nominate a representative to Council on a rotating basis, i.e. once every two years between them with the professional group of Arts & Antiques being first entitled to nominate a representative to Council.*

- 10.3 Each of the Professional Groups’ will nominate from its committee a representative to serve on the Council as set out in Bye-Law 10.2 above.

- 10.4 The Board of Directors having consulted with the Council shall:

- (iii) agree with the committee of each Professional Group its specific responsibilities, composition and procedures, which shall be set out in terms of reference, as may be

amended from time to time by the Board of Directors having consulted with the Council; and

- (iv) set out and from time to time and amend the terms of reference for each of the Professional Groups.

10.5 The Council shall oversee the activity of each of the Professional Groups.

10.6 **General Role & Responsibilities:**

10.6.1 Each of the Professional Groups shall be accountable to and shall report regularly to the Council and the Board of Directors, as required. The role and responsibility of each Professional Group, as set out in its Terms of Reference, shall include;:

- (i) defining and seeking to maintain high standards of practice and competence in its relevant specialism;
- (ii) recommending routes to attaining professional competence;
- (iii) publishing the requirements for competency in its own specialism, including any necessary qualification or experience, once approved by the Council Standing Committee on Education;
- (iv) providing and promoting training and development opportunities, and publishing information relevant to its own specialism;
- (v) delegating work to sub committees or working parties of members and non-members as it considers appropriate,

10.7 Each of the Professional Groups shall act in accordance its Terms of Reference to advance the Company's strategic objectives.

11 Membership

11.1 Membership of the Company shall be of four classes, namely:

- (a) Fellows (Chartered);
- (b) Professional Members (Chartered);
- (c) Associates (non-Chartered);
- (d) Honorary Members.

11.2 There shall be four Attached Classes of persons who shall not be members of the Company, but who shall be attached to the Company namely:

- (a) Registered Quantity Surveyor
- (b) Registered Building Surveyor
- (c) Trainees
- (d) Associate Trainees,

all in accordance with and pursuant to the provisions of Bye-Law 12.

11.3 **Fellows**

Every member applying for membership of the Company as a Fellow shall have achieved the following requirements:-

- (a) demonstrated the attainment of appropriate professional competence of a Fellow as may be laid down by the Council from time to time, and
- (b) be a Professional Member for a minimum of five years; and
- (c) have demonstrated successful career progression, and
- (d) have demonstrated a significant contribution to the profession; and
- (e) fulfilled any other requirements as may be laid down by the Council from time to time.

11.4 **Professional Members**

Every person applying for membership of the Company as a Professional Member shall have achieved the following requirements:-

- (a) acquired a practical knowledge of surveying in one or more of its aspects,
- (b) demonstrated the attainment of appropriate professional competence, and
- (c) fulfilled any other requirements as may be laid down by the Council from time to time.

11.5 **Associates**

Every person applying for membership of the Company as an Associate shall have acquired a practical knowledge of surveying in one or more of its aspects

and shall have fulfilled any requirements for membership of the Company as may be set down by the Council from time to time.

11.6 **Honorary Members**

11.6.1 Every Honorary Member shall be a person who by reason either of their position or experience or eminence may be enabled to render assistance in promoting the objectives of the Company but who is not engaged in practice as a surveyor in Ireland.

11.6.2 An Honorary Member shall not be entitled as a right but may be invited by the Board, to be present at and take part in any Annual General Meetings or other General Meetings of the Company provided that he shall not have the right to vote on any resolution proposed at any such General Meetings.

11.6.3 An Honorary Member shall not be called upon to contribute to the funds of the Company.

11.7 **Member Classes Designations**

11.7.1 The designation of Members by distinguishing initials shall be as follows:

(a) Every Fellow shall be entitled to use after their name the initials FSCSI.

(b) Every Professional Member shall be entitled to use after their name the initials MSCSI.

(c) Every Associate shall be entitled to use after their name the initials AssocSCSI.

(d) Every Honorary Member shall be entitled to use after their name the distinguishing letters Hon.Memb. SCSi.

12 **Attached Classes**

12.1 Registered Quantity Surveyor & Registered Building Surveyor

- 12.1.1 Save as admitted to Membership pursuant to Bye-Law 12.1.3, a duly qualified Quantity Surveyor and Building Surveyor shall be an Attached Class person for the purposes of these Bye-Laws.
- 12.1.2 Any duly qualified Quantity Surveyor or Building Surveyor may apply for membership of the Company.
- 12.1.3 Any duly qualified Quantity Surveyor or Building Surveyor who applies for membership must fulfil all criteria set out in the Building Control Act 2007, and on admission to membership shall be an Associate Member subject to confirmation of approval by the Registration Body Committee.

12.2 Trainees and Associate Trainees

- 12.2.1 Trainees are persons who are accepted by the Council as Trainees and who are receiving practical training approved by the Council.
- 12.2.2 Associate Trainees are persons not under seventeen years of age who are or have been undergoing suitable practical training or instruction approved by the Council as pupils or assistants or who are studying with a view to entering the profession at such places of professional instruction as Council may approve.
- 12.2.3 The maximum period during which a person may remain a Trainee or Associate Trainee shall be limited to a total of 10 years in both classes; provided always that the Council shall have power to vary the period either generally or in the case of particular persons.

13 Assessments of Professional Competence and Continuing Professional Development

- 13.1 The Council may cause assessments of professional competence to be held for candidates seeking to be elected to the class of Professional Member or to the class of Fellow of the Company and for such other purposes as it may determine; and may frame and publish rules of assessment defining the cases and circumstances under which the said assessments shall severally apply, the periods at which they shall be held, the subjects which they shall comprise, the fees (if any) which shall be paid or deposited by candidates in respect of such assessments and the nature of any certificate to be granted to successful candidates; and Council shall have power from time to time to vary or rescind any such rules or to make any other such rules as may appear to it to be necessary or desirable. The Council may in its discretion refuse to admit any person to any assessment without being required to give any reason for such refusal.

- 13.2 The Council may accept the examinations of Universities or other bodies either in whole or in part in lieu of those of the Company when it is satisfied that the standard thereof is not less than that of the Company's assessments and where the subjects covered therein are accepted by Council.
- 13.3 The Council shall also have the power to dispense with the aforesaid assessment in favour of a candidate who has acquired an appropriate professional qualification in the United Kingdom or a member country of the European Union other than Ireland and who has satisfied the criteria prescribed by such European Council Directive as may be in force at the material time, issued for the purpose of securing compliance with the provisions of Articles 49, 57(1) and 66 of the Treaty of the European Communities.
- 13.4 Every Professional Member and Fellow of the Company shall for so long as he remains a member of the Company undergo in each year such continuing professional development and shall from time to time provide to the Company such evidence that he has done so as the Regulations or Rules shall provide.

14 The Election, Transfer & Reinstatement of Members:

14.1 Election

Any person desirous of being admitted as a Professional Member or Fellow shall sign and deliver to the Company Secretary an application in writing in such terms and subscribed by such number of persons of such qualifications as the Regulations and/or Rules may prescribe.

- 14.2 The procedure for the admission as member of persons shall be such as may be prescribed by the Regulations and/or Rules provided that the Council may in its discretion refuse to admit any person to membership without being required to give any reason for such refusal.

- 14.3 The Council may if it thinks fit recommend any person as an Honorary Member at any General Meeting and any person so recommended may be elected by the members of the Company at such meeting. The proportion of votes required for election shall be a simple majority of the number of members present who are entitled to vote and exercise that right at such meeting.

- 14.4 Any person duly admitted as a Professional Member or Fellow shall give an undertaking in writing that he will abide by the Memorandum of Association, the Articles of Association and Bye-Laws of the Company and that he will not, at any time after ceasing to be a member of the Company use or permit to be used in conjunction with their name or the name of any firm or undertaking with which he may be associated any designation or expression whatever denoting or suggesting membership of or connection with the Company or referring to their past membership thereof. The person admitted as Member shall deliver such written undertaking to the Company Secretary and pay the fees, Library

contribution and annual subscription prescribed [in their case] [to the relevant class of Membership] within three months after the date of their election which otherwise shall become void but the Council may [at its sole discretion] extend this period.

14.5 Every person admitted to Membership, shall be entitled, subject to compliance with Bye-Law [13.4], to the rights and privileges of their particular class. They shall within twelve months of their election attend a meeting of the Company for formal admission to membership. Any person who fails to attend a meeting for formal admission during that period may be debarred by Council from making use of the rights and privileges attaching to their call until he has complied with this requirement. Nevertheless the Council for reasons which appear to it to be sufficient shall be empowered to relieve a member of the Company from their obligation under this Bye-Law. The method to be adopted for the formal admission of a member of the Company at a meeting of the Company shall be such as Council may from time to time direct.

14.6 **Transfer**

Any Member desirous of being transferred from the class of Professional Member to that of Fellow shall sign and deliver to the Company Secretary an application in writing framed in such terms and subscribed by such number of persons of such qualification as the Regulations may prescribe. The Company Secretary shall submit the application to the Council which if it sees fit may approve the proposed transfer.

14.7 No Member shall be eligible for transfer from one class of membership to another unless they have paid the fees and fulfilled all the obligations relating to their present class of membership as prescribed by these Bye-Laws and all of the obligations to the class of membership that he wishes to be transferred to.

14.8 No Fellow may transfer to the class of Professional Member.

14.9 Any Member whose application for transfer from the class of Professional Member to that of Fellow has been approved by the Council shall be informed by letter that on payment of the fees and prescribed subscriptions within three months their transfer to the higher class will be completed; and on the necessary payment prescribed in these Bye-Laws being made the transfer to the Fellowship shall be carried out accordingly. In default within the prescribed period the approved transfer shall become void.

14.10 **Reinstatement**

The Council shall have power at any time to reinstate as a Member of the Company (either unconditionally or subject to completion of CPD records and/or interview and upon such terms as to payment of arrears of subscription or sums in lieu of subscription during the period of expulsion or otherwise as to it

may seem expedient) any person whose name has been removed from the Register.

14.10 Admission Of Trainees

- 14.10.1 The conditions for the admission of, and removal from, and for the discipline of the class of Trainees shall be prescribed by relevant Regulations, but Council may in its discretion refuse to admit any person as a Trainee without being required to give any reason for such refusal.
- 14.10.2 No person shall be deemed eligible for admission as a Trainee unless he shall have signed an undertaking in such form as may be prescribed by Regulations and unless he shall have satisfied such other requirements as Council may from time to time prescribe as applying to Trainees.

14.11 Admission of Associate Trainees

- 14.11.1 The conditions for the admission of, and removal from, and for the discipline of the class of Associate Trainees shall be prescribed by the Regulations, but Council may in its discretion refuse to admit any person as an Associate Trainee without being required to give any reason for such refusal.
- 14.11.2 No person shall be deemed eligible for admission as an Associate Trainee unless he shall have signed an undertaking in such form as may be prescribed and shall have passed the examination, if any, as may be accepted by Council in lieu thereof and unless he shall have satisfied such other requirements as Council may from time to time prescribe as applying to Associate Trainees.

15 Diplomas

15.10 Every Professional Member and Fellow shall upon payment of the first subscription due from him under these Bye-Laws or within a reasonable time thereafter receive a diploma of membership of the Company and shall so long as he remains a member of the Company be entitled to retain their diploma from year to year subject to the provisions of these Bye-Laws.

15.11 Every Company diploma issued to a Professional Member or Fellow shall be in such form as Council may from time to time determine and shall be the property of the Company. In the event of cesser or suspension of membership from any of the causes set forth in these Bye-Laws the member of the Company concerned shall be bound forthwith to return their diploma to the Council of the Company.

16 Contributions to the Funds

16.1 The amount of entrance fees and subscriptions shall be those currently payable at the date this Bye-Laws comes into force. Thereafter they shall be such as may from time to time be determined pursuant to, or upon the authority of, an

ordinary resolution proposed by the Committee on Finance and adopted by the Council (with or without amendment in reduction or any proposed increase)

- 16.2 Members of the Company will remit in a single payment their Company Subscription and any other dues.
- 16.3 The Council may from time to time and at any time:
- 16.3.1 remit one half or more of the annual subscription payable by any Professional Member, Fellow or Associate who has retired from practice; and
 - 16.3.2 remit wholly or in part the annual subscription and any arrears of any Fellow, Professional Member, Associates or Trainees who is unable from ill-health, advanced age or other sufficient cause to continue to practise their profession or in any other deserving case.
- 16.4 All annual subscriptions shall be payable on the 1st January in each year in advance or by such instalments payable on such dates and in such manner as the Committee on Finance may prescribe. On payment of their annual subscription a member of the Company shall be entitled to retain their diploma subject to the provisions of these Bye-Laws.
- 16.5 Every person transferred from one class of membership to another shall pay (i) the difference between the entrance fees if any of the old and new class of membership and (ii) in addition the difference between the annual subscription for the current year of the old and new class of membership and such payment shall in their case discharge their subscription for the remainder of the current year and be deemed to include their subscription in advance for the following year as a member of the new class.
- 16.6 Every person admitted a member of the Company shall remain liable for the payment of their annual subscription until he has either forfeited their claim to membership or signified to the Company Secretary in writing of their desire to resign, when on payment of all arrears their name shall be removed from the Register.
- 16.7 The Council may at any time and from time to time raise funds for special purposes by levies on all or any of the Professional Members, Fellows and Associates payable at such times and in such manner as Council may determine; provided that no such levy shall be imposed unless the same shall first have been approved by a resolution passed by a majority of those attending and voting (whether in person or by proxy) at a separate General Meeting of the Professional Members, Fellows and Associates on who the same is to be imposed. To every such separate General Meeting the provisions of these Bye-Laws relating to Extraordinary General Meetings shall apply but so that in the case of a meeting concerning less than all the Fellows and Professional Members

and Associates the necessary quorum shall be 10% of the members entitled to attend and vote at the meeting.

16.8 If any member of the Company fails:

16.8.1 to pay any monies due from him to the Company whether in respect of their subscriptions, a levy or otherwise, within three calendar months from the date upon which they became due; or

16.8.2 to deliver to the Company any certificate, report or other document required by any of these Bye-Laws or of the Regulations within three months from the date upon which it became due for delivery:

he shall automatically lose the right to attend or vote at General Meetings of the Company and Council shall have the power to erase their name from the Register, declare that he be no longer a member of the Company and/or the Council and demand the surrender of their diploma. If Council exercise such power it shall forthwith notify the Membership of the person concerned;

16.9 The Council may in general or in any particular case where it thinks it desirable, defer exercising the power prescribed in paragraph (16.8.2) of this Bye-Law until such later dates as it may determine.

16.10 All Members other than Honorary Members shall on election to membership of the Company make a financial contribution to the Library. The amount of such contribution shall be as determined by the Council from time to time.

17 Staff

The Board of Directors shall appoint such permanent and other staff as may be necessary for conducting the affairs of the Company.

18 Duration of Terms

Save as otherwise provided herein each term of any appointment to a position in or of, the Company whether expressly referred to as a year or not, shall commence at the AGM each year and continue until the AGM of the following year.

19 Indemnity

Every member of the Board of Directors and every member of the Council, or of any Committee of the Company or any Member of the Company acting on behalf of the Company and every servant of the Company shall be indemnified out of the assets of the Company against all actions, claims and other proceedings whatsoever and all costs, charges, losses, damages and expenses which he or they may incur or sustain by reason of anything done or omitted to

be done by any such person in or about the discharge of their office or duties on behalf of the Company .

20 Data Protection

- 20.1 The Company may collect and record personal data relating to each class of member, including their name, address (home and business), telephone and fax number(s), email address and academic qualifications.
- 20.2 Personal data may also include special category personal data concerning a member arising from carrying out by the Company of its functions under these Bye-Laws and may include information such as health records or information relating to the commission or alleged commission of a disciplinary offence. Such data will be held in accordance with the principles of all applicable data protection and privacy legislation in force from time to time in Ireland including the General Data Protection Regulations ((EU) 2016/679), the Data Protection Acts 1988 to 2018, the Privacy and Electronic Communications Directive 2002/58/EC and the European Committee Electronic Communications Networks & Services (Privacy & Electronic Communications) Regulations 2011 (SI 336 of 2011) as amended from time to time (“GDPR Legislation”).
- 20.3 The personal data about a member maintained by the Company may be used by the Company for administration, management, marketing and professional development purposes as well as in pursuance of the Company’s self regulatory functions. Examples, not being an exhaustive list, of the actual or possible uses of such personal data relating to a member include the following:
- (i) The provision of data required by insurers providing professional indemnity insurance cover and brokers arranging such cover in respect of data provided to the Company by the members for that specific purpose;
 - (ii) The circulation of the Company’s publications which may include or be accompanied by commercial or marketing material;
 - (iii) Publication of contact details of members in any form;
 - (iv) The inclusion of a member on the Company’s membership list;
 - (v) The inclusion of a member on the Company’s website;
 - (vi) Sharing of such information with the Institution; and
 - (vii) The provision by the Company to a candidate for the Company’s elections of the practice address and/or email address of a member of the Company.]

20.4 The Board shall adopt a GDPR Policy in respect of complying with all its obligations under GDPR Legislation which shall be updated from time to time as deemed appropriate by the Board.

21 Rules of Conduct

21.1 Application

For the purpose of this Bye-Law only, the term “Member” shall include a member of any class in the Company, excluding for the avoidance of doubt any Registered Quantity Surveyors and Registered Building Surveyors who have not been admitted to Membership pursuant to Bye-Law 12 of the Company.

21.2 Duties of Members

21.2.1 Every member of the Company shall:

- a) conduct themselves in a manner befitting membership of the Company; and
- b) comply with any Bye-Laws, Regulations and Rules laid down to govern the manner in which their profession or business is conducted; and
- c) disclose promptly to the Company the name of any other member of the Company which in their reasonable belief may be in breach of 15.2.1(b).
- d) disclose promptly in writing to the Company that
 - i. they; or
 - ii. to the best of their information, knowledge and belief, any other member of the Company

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

21.3 Obligations and Liabilities of Members

21.3.1 A member may be liable to disciplinary action under these Bye-Laws, whether or not they were a member at the time of the occurrence giving rise to that liability, by reason of:

- (i) conduct liable to bring the Company into disrepute; or
- (ii) serious professional incompetence; or

- (iii) a failure to adhere to these Bye-Laws or to Regulations or Rules governing the conduct of members of the Company; or
- (iv) having been convicted of a criminal offence which could result in a custodial sentence.

21.3.2 Where a member is subject to disciplinary proceeding/actions brought by the Company they shall remain subject to any disciplinary proceedings/actions of the Company whether or not they has resigned from membership of the Company until all proceedings/actions against them under this Bye-Law or any Rules or Regulations have been concluded.

22 Powers of Company

22.1 The Company shall have the power to:

- (i) monitor compliance with the requirements of the Bye-Laws , or any Regulations or Rules ;and
- (ii) investigate complaints, allegations or suspicions of failure to comply with the Bye-Laws and any Regulations or Rules .

22.2 The Company shall have the power to impose one or more disciplinary penalties specified in paragraph 22.3 below if, after due enquiry, a member of the Company is found to have committed a breach of any of the provisions of Bye-Laws 21.2 or 21.3.

22.3 The disciplinary penalties referred to in 22.2 are:

- (i) to caution the member of the Company against repeating the conduct or action which is found to have constituted the contravention;
- (ii) to reprimand the member of the Company;
- (iii) to require the member of the Company to give one or more undertakings as to future conduct;
- (iv) to fine the member of the Company in accordance with policy objectives set by the Council Standing Committee on Regulation from time to time;
- (v) to impose conditions on the relevant member of the Company continued membership of the Company ;

and may at any time and from time to time repeal, alter or add to those regulations and rules for the time being in force.

23 Notice

Any notice required to be given under the Bye-Law shall be sent (in accordance with the provisions of Article 69 and 70 of the Articles of Association).