



**BYE LAWS
of**

THE SOCIETY OF CHARTERED SURVEYORS IRELAND

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:

“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 8.1;

“Elected Member” means any member who is elected to the Council

“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;

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

“Regulations” means regulations made by the Board of Directors having consulted with the Council pursuant to Article 73 and including any alterations, amendments or additions thereto;

“Rules” mean the rules of the Company as made by the Board of Directors after having consulted with the Council pursuant to Article 73 and including any alterations, amendments or additions thereto

“The Company” means The Society of Chartered Surveyors Ireland, a guaranteed company incorporated in the Republic of Ireland with limited liability;

“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;

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

“The Professional Groups” means those groups as set out in Bye-Law 4 and each a Professional Group;

“The Regional Committees” means the regional committees of the Company as set out in Bye-Law 6

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

“The Senior 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 Company as set out in Bye-Law 5;

“The Young Members Committee” means the committee of the Company representing the young members of the Company and as set out in Bye-Law 7.

2. **Officers and Council**

2.1 Save as otherwise provided in Bye-Law 16.1 **and/or** 16.2 the Officers shall comprise:

- (i) The President;
- (ii) The Immediate Past President;
- (iii) The Senior Vice President;
- (iv) The Second Vice President and
- (v) The Honorary Treasurer.

2.2 The Board of Directors is the governing body of the Company and the Officers shall be members of the Board of Directors.

2.3 The Board of Directors shall be responsible for:

- (i) setting the strategic objectives and direction for the Company having consulted with the Council in relation to the strategic objectives and direction of the Company;

- (ii) preparing and agreeing a business plan for the Company based on the strategic objectives and ensuring it is delivered efficiently;
- (iii) keeping the Council updated on the business plan and the performance of the Company ;
- (iv) preparing and managing the income and expenditure for the Company;
- (v) assessing, monitoring and managing the strategic risks for the Company ;
- (vi) overseeing the management and co-ordination of the activities of the Company including key operational decisions;
- (vii) delegating work to other boards or committees as it considers appropriate;
- (viii) keeping the Council informed of such other matters as the Board of Directors requires;
- (ix) agreeing with the committee of each of the Professional Groups, the Regional Committees ,each of the Standing Committees and the Young Members Committee their specific responsibilities, composition and procedures same as may be amended from time to time by the Board of Directors after having consulted with the Council;
- (x) receiving regular reports from the Standing Committees and any Professional Group or Regional Committee as may be required; and
- (xi) undertaking such other functions as provided in the Memorandum of Association of the Company ,the Articles of Association, the Bye-Laws and any Regulations of the Company including in relation to Professional Groups and Standing Committees.

2.4 **Election of Board of Directors**

2.4.1 Subject to the provisions of clause 16.1 and 16.2 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 2.12.

2.4.2 The Senior 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 clause 2.6 inviting nominations for election to the vacant positions on the Board of Directors.

2.5 The said notice shall specify:

- (i) The vacancies for Board of Directors;
- (ii) The requirement that all nominations for election to be valid shall require a proposer and a seconder, who are current members of the incumbent Council, and state that the nominee has agreed to serve if elected.

2.6 Nominations for election to the vacancies for the Board of Directors 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 nominations 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 notice to the members of the Company convening the AGM.

2.8 Scrutineers for an election shall be appointed by the President.

2.9 If the number of nominees is less than the number of vacancies the Council shall nominate candidates for the remaining vacancies and such nominees shall be deemed to have been elected.

2.10 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.

2.11 The Board of Directors may co-opt a new member or members to the Board of Directors as set out in Article 46 of the Articles of Association.

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

2.12.1 The nomination for election to the position of President of the Company shall be restricted to the members of the incumbent Council and save as set out in article 16.1 and 16.2 the office of President will rotate between the professional practice areas. All nominations for election to the office of President to be valid shall require a proposer and a seconder, who are current members of the incumbent Council, and state that the nominee has agreed to serve if elected.

- 2.12.2 The term of office of the President shall be for one year, and he shall become the Immediate Past President upon completion of his term of office. The nominations for President shall be received by the Company Secretary at the Council meeting immediately prior to the Annual General Meeting.
- 2.13 Save as set out in clause 16.1 and 16.2 the President will be elected annually at the AGM.
- 2.14 The President and the Immediate Past President shall be ex-officio members of the Council and all committees of the Company.
- 2.15 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 Senior Vice-President or in his absence the Second Vice-President shall preside over General Meetings of the Company and the Council and shall represent the Company in public.
- 2.16 **Term of Office of Senior and Second Vice President:**
- 2.16.1 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 Senior Vice President or Second Vice President for more than two terms in succession.
- 2.17 **Term of Office of Honorary Treasurer:**
- 2.17.1 The term of office for the Honorary Treasurer shall normally be three years 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 terms in succession.

3. **Council**

3.1 Composition:

The Council shall comprise a maximum of 30 representatives including;

- (i) all of the Officers, (as set out in Bye-Law 2.1 above) save as otherwise provided herein being five representatives, to be elected at each Annual General Meeting or as otherwise provided herein;
- (ii) twelve representatives from the Professional Groups (as set out at Bye-Law 4 below), to be nominated by the committee of each of the Professional Groups;

- (iii) a representative from each of the Standing Committees, being four representatives (as set out at Bye-Law 5 below), to be nominated by each of the Standing Committees;
- (iv) a representative from each Regional Committee, being four representatives (as set out in Bye-Law 6 below), to be nominated by the committee of each region;
- (v) a representative elected from the Young Members Committee, being one representative (as set out at Bye-Law 7 below), to be nominated by the committee of the Young Members Committee;
- (vi) Four elected members from the general membership of the Company, being four representatives, of which a maximum of one may come from any one of the Professional Practice Areas.

3.2 Appointments of members to Council shall take effect immediately following the relevant AGM and be valid for one year, with the exception of the Honorary Officers and Elected Members, up to and including the next subsequent AGM.

3.3 The Council shall meet as often as the business of the Company may require but not less than three times during each term of the Council.

3.4 **Duties of Council Members:**

In carrying out his duties, each member of Council shall:

- (i) act in accordance with 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 published 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 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 his powers to exercise independent judgement; and
- (ix) not accept a benefit from a third party conferred by reason of his membership of the Council or his doing (or not doing) anything as a member of the Council.

3.5 **Role and Responsibilities:**

The role and responsibilities of the Council shall be:

- (i) To make recommendations to the Board of Directors in relation to the strategic objectives and the direction of the Company;
- (ii) To receive from the Board of Directors regular reports on the business plan and the performance of the Company,
- (iii) To receive regular reports from each of the Professional Groups, the Standing Committees and the Regional Committees;
- (iv) 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 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;
- (v) To draw up and publish an annual report of the activities of the Company in each term of the Company; and
- (vi) To carry out all other duties and functions as allocated to it under the terms of these Bye-Laws

- 3.6 The President shall take the chair by right at all meetings of Council at which he is present and shall regulate the proceedings. In his absence it shall be the duty of the Senior Vice-President or in his absence, the Second Vice-President, to preside in his 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.
- 3.7 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.
- 3.8 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:
- 3.8.1 Co-opt members to fill any vacancies in its numbers during the year having regard to the provisions of clause 3.1 (i) to (vi). Any member co-opted to the Council shall retire at the end of the next Annual General Meeting;
 - 3.8.2 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;
 - 3.8.3 Do all things as to ensure efficient and effective management of the Company;
 - 3.8.4 Delegate any of its powers to Sub-Committees consisting of such member or members of the Council as it thinks fit.
- 3.9 The quorum for Council meetings shall be ten members present in person of whom two shall be Officers.
- 3.10 Should the Council delegate any of its powers so delegated to Sub Committees, then any Sub Committee so formed shall in the exercise of the powers so delegated conform to any regulations which may be imposed on it by the Council. The quorum necessary for the transaction of the business of a Sub-Committee may be fixed by the Council.
- 3.11 **Election of Elected Members to the Council and Term of Office:**
- 3.11.1 Nominations for election to the Council shall be in writing and sent out by the Company to the members of the Company no less than 20 days prior to the date of issue of the notice to convene the AGM and completed nominations shall be returned to the Company no later than 5 days prior to the issue of the notice to convene the AGM.
 - 3.11.2 The said notice shall specify:

- (i) The number of vacancies for elected members on the Council;
 - (ii) The requirement that all nominations for election to be valid shall require a proposer and a seconder, who is a current paid up member of the company and state that the nominee has agreed to serve if elected.
- 3.11.3 A list of the proposed appointees for election to the Council shall be sent to the members of the Company with the notice convening the AGM.
- 3.11.4 Scrutineers for an election shall be appointed by the President.
- 3.11.5 If the number of nominees is less than the number of vacancies the Board of Directors shall nominate candidates for the remaining vacancies and such nominees shall be deemed to have been elected.
- 3.12 Elected members of the Council shall be elected at each AGM for a term of three years in duration and thereafter shall be eligible for re-election with each elected member of the Council serving a maximum of two consecutive terms.
- 4. Professional Groups**
- 4.1 There will be twelve Professional Groups as detailed at 4.2 below.
- 4.2 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.

PROFESSIONAL GROUP	Representation on Council as per clause 3.1(ii)
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 .*

4.3 Each of the Professional Groups committees will nominate from its committee a representative to serve on the Council as set out in Bye-Law 4.2 above.

4.4 The Board of Directors having consulted with the Council shall:

- (i) agree with the committee of each Professional Group 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 having consulted with the Council; and
- (ii) oversee the activity of each of the Professional Groups
- (iii) set out and from time to time and amend the terms of reference for each of the Professional Groups.

4.5 **General Role & Responsibilities:**

4.5.1 Each of the Professional Groups shall be accountable to the Board of Directors, and shall report regularly to the Council and the Board of Directors, as required, and shall be responsible for:

- (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 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,

4.6 Each of the Professional Groups shall act in accordance with the Company's strategic objectives.

5. **Standing Committees**

5.1 There shall be five Standing Committees as follows:

- (a) Standing Committee on Finance;
- (b) Standing Committee on Education;
- (c) Standing Committee on Regulation;
- (d) Standing Committee on Communications and Events;
- (e) Standing Committee on Dispute Resolution.

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

5.3 Each Standing Committee shall be entitled to nominate a representative from its committee to participate on the Council. In the case of the Standing Committee on Finance, its representative shall be deemed to be the Honorary Treasurer.

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

- (i) agree with the committee of each Standing Committee 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;
- (ii) oversee the activity of each Standing Committee; and
- (iii) set out and from time to time amend the terms of reference for the Standing Committees.

5.5 **Role and Responsibilities**

A Standing Committee shall be accountable to the Board of Directors and shall report regularly to the Board of Directors and the Council, with the exception of the Standing Committee on Finance who shall report directly to the Board of Directors. A Standing Committee shall be responsible for:

- (i) developing its terms of reference for the approval of the Board of Directors who shall have consulted with the Council;
- (ii) developing a strategy for the consideration of the Board of Directors who shall have consulted with the Council to fulfil its terms of reference;

- (iii) overseeing the implementation of the approved strategy as set out in the business plan;
- (iv) advising the Board of Directors and the Council on such other matters as they require, and
- (v) 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.

6. **Regional Committees**

6.1 There shall be four Regional Committees as follows:

- (a) **Southern** (incl Clare, Cork, Kerry, Limerick ,Tipperary)
- (b) **South Eastern** (incl Wicklow, Wexford, Waterford, Carlow, Kildare, Kilkenny, Laois)
- (c) **North Eastern** (incl Meath, Westmeath, Louth, Monaghan, Cavan, Offaly)
- (d) **Western** (incl Galway, Mayo, Roscommon, Longford, Sligo, Leitrim, Donegal)

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

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

- (i) agree with the committee of each Regional Committee 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;
- (ii) oversee the activity of each Regional Committee; and
- (iii) set out and from time to time amend the terms of reference for the Regional Committees.

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

6.5 **Role and Responsibilities**

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

6.5.2 A Regional Committee shall be responsible for:

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

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

7. **Young Members Committee**

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

- (i) agree with the committee of the Young Members Committee 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;
- (ii) oversee the activity of the Young Members Committee; and
- (iii) set out and from time to time amend the terms of reference for the Young Members Committee.

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

7.3 **Role and Responsibilities**

7.3.1 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 members within the Company;

- (ii) endeavouring that the Company remains relevant to members of the Company's Young Members Committee;
- (iii) providing suitable networking opportunities for its members; and
- (iv) providing a professional support network.

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

8. **Membership**

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

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

and 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

8.2 **Professional Members**

Every member 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.

8.3 **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.

8.4 **Associates**

Every 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.

8.5 **Honorary Members**

Every Honorary Member shall be a person who by reason either of his 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. An Honorary Member shall not be entitled to be present at or take part in any General Meeting but shall have the privilege of being present and taking part in all Annual General Meetings provided that he shall not have the right to vote on any resolution proposed at an Annual General Meeting. An Honorary Member shall not be called upon to contribute to the funds of the Company.

8.6 **Member Classes Designations**

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

- (a) Every Professional Member shall be entitled to use after his name the initials MSCSI.
- (b) Every Fellow shall be entitled to use after his name the initials FSCSI.
- (c) Every Honorary Member shall be entitled to use after his name the distinguishing letters Hon.Memb. SCSi.

- (d) Every Associate shall be entitled to use after his name the initials AssocSCSI.

Attached Classes

8.7 Registered Quantity Surveyor & Registered Building Surveyor

Every Quantity Surveyor and Building Surveyor who applies and fulfils the criteria as set out in the Building Control Act 2007 to register with the Registration Body shall be eligible to apply to become an Associate member of the Company upon confirmation of approval by the Registration Body Admissions Board of their eligibility to register.

8.8 Trainees and Associate Trainees

8.8.1 Trainees shall be persons who are accepted by the Council as Trainees and who are receiving practical training approved by the Council.

8.8.2 Associate Trainees shall be 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.

8.8.3 The maximum period during which a person may remain a Trainee and Associate Trainee shall be limited to a total of 10 years in both classes; provided always that Council shall have power to vary the period either generally or in the case of particular persons.

8.9 Assessments of Professional Competence and Continuing Professional Development

8.9.1 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 and 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.

- 8.9.2 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.
- 8.9.3 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 a member country of the European Community 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.
- 8.9.4 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.

9. The Election, Transfer & Reinstatement of Members:

9.1 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.

- 9.2 The procedure for the election 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.

- 9.3 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.

- 9.4 Any person duly elected 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 his 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 his past membership thereof. The person elected shall deliver such written undertaking to the Company Secretary and pay the fees, library contribution and annual subscription prescribed in his case within three months after the date of his election which otherwise shall become void but the Council may in special cases extend this period.

- 9.5 Every person so elected shall as soon as he has complied with the provisions of the last preceding Bye-Law be entitled to the rights and privileges of his particular class. He shall within twelve months of his 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 his 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 his 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.

9.6 **Transfer**

Any person 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.

- 9.7 No person shall be eligible for transfer from one class of membership to another unless he has paid the fees and fulfilled all the obligations relating to his 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.

- 9.8 No Fellow may transfer to the class of Professional Member.

- 9.9 Any person 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 his 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 transfer shall become void.

9.10 **Reinstatement**

The Council shall have power at any time to reinstate as a member of the Company (either unconditionally or 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.

9.11 **Diplomas**

9.11.1 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 his diploma from year to year subject to the provisions of these Bye-Laws.

9.11.2 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 his diploma to the Council of the Company.

9.12 **Admission Of Trainees**

9.12.1 The conditions for the admission of, and removal from, and for the discipline of the class of Trainees shall be prescribed by the 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.

9.12.2 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 the Regulations and unless he shall have satisfied such other requirements as Council may from time to time prescribe as applying to Trainees.

9.13 **Admission of Associate Trainees**

9.13.1 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.

9.13.2 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.

10. Contributions to the Funds

- 10.1 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 Standing Committee on Finance and adopted by the Council (with or without amendment in reduction or any proposed increase)
- 10.2 Members of the Company will remit in a single payment their Company Subscription and any other dues.
- 10.3 The Council may from time to time and at any time:
- 10.3.1 remit one half or more of the annual subscription payable by any Professional Member, Fellow or Associate who has retired from practice; and
 - 10.3.2 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 his profession or in any other deserving case.
- 10.4 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 Standing Committee on Finance may prescribe. On payment of his annual subscription a member of the Company shall be entitled to retain his diploma subject to the provisions of these Bye-Laws.
- 10.5 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 his case discharge his subscription for the remainder of the current year and be deemed to include his subscription in advance for the following year as a member of the new class.
- 10.6 Every person admitted a member of the Company shall remain liable for the payment of his annual subscription until he has either forfeited his claim to membership or signified to the Company Secretary in writing of his desire to resign, when on payment of all arrears his name shall be removed from the Register.
- 10.7 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.

10.8 If any member of the Company fails:

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

10.8.2 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 his name from the Register, declare that he be no longer a member of the Company and/or the Council and demand the surrender of his diploma. If Council exercise such power it shall forthwith notify the person concerned;

10.9 The Council may in general or in any particular case where it thinks it desirable, defer exercising the power prescribed in paragraph (10.8.2) of this Bye-Law until such later dates as it may determine.

10.10 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 determined by the Council from time to time.

11. **Staff**

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

12. **Duration of Terms and Meetings**

Save as otherwise provided herein each term of the Company shall commence at the AGM each year and continue until the AGM of the following year.

13. **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 his office or duties on behalf of the Company .

14. **Data Protection**

14.1 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.

14.2 Personal data may also include sensitive 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 the Data Protection Acts 1988 to 2003 as amended from time to time.

14.3 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.

15. **Rules of Conduct**

15.1 **Application**

For the purpose of this Bye Law only, the term “member” shall include a member of any class in the Company, with the exception of Registered Quantity Surveyors and Registered Building Surveyors who are not members of the Company.

15.2 **Liability of Members**

15.2.1 Every member of the Company shall:

- (a) conduct himself 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 his profession or business is conducted; and
- (c) disclose promptly to the Company the name of any other member of the Company which in his reasonable belief may be in breach of 15.2.1(b).
- (d) disclose promptly in writing to the Company that
 - (i) he; or
 - (ii) to the best of his 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.

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

- (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.

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

15.3 **Powers**

15.3.1 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 .

15.3.2 The Company shall have the power to impose one or more disciplinary penalties specified in 15.3.3 if, after due enquiry, a member of the Company is found to have committed one or more of 15.2.1(a) to (d) respectively.

15.3.3 The disciplinary penalties referred to in 15.3.2 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 Standing Committee on Regulation from time to time;
- (v) to impose conditions on the relevant member of the Company continued membership of the Company ;
- (vi) to make an order requiring a member of the Company to take a specified action, and stating the penalty imposed if the relevant member of the Company fails to comply with that action;
- (vii) to expel the relevant member of the Company from membership of the Company.

- 15.3.4 The Company may, if it thinks fit, temporarily suspend a member of the Company and/or require the relevant member of the Company to refrain from referencing themselves and/or designating themselves as being a member of the Company or using a designation granted by the Company pending:
- (i) enquiry under 15.3.1; or
 - (ii) enquiry by another regulatory or judicial body; or
 - (iii) the outcome of consideration of action under 15.3.1-15.3.3.
- 15.3.5 If a member of the Company is also a member of any kindred society with which the Company has entered into an agreement and is suspended or expelled by that kindred society the Company shall have the power without further enquiry to suspend or expel the relevant member of the Company from membership of the Company.
- 15.3.6 The Company may make such order as it considers just and reasonable for a payment :
- (i) by a member of the Company to the Company in relation to its costs in connection with any investigation and/or hearing under 15.3.1 to 15.3.3, and/or in relation to the costs of monitoring compliance; or
 - (ii) to any member of the Company in relation to costs incurred in connection with an investigation and/or hearing under 15.3.1 to 15.3.3.
- 15.3.7 The Company may publish its findings and the courses of action taken under 15.3.1 to 15.3.3 and 15.3.6.
- 15.3.8 The powers referred to in this Bye-Law 15.3 shall be exercised by the Committees that may be established by the Standing Committee on Regulation.
- 15.3.9 The Board of Directors after having consulted with the Council shall have the power from time to time to make regulations and rules of member's professional conduct and discipline or for the purpose of carrying any Bye-Law into effect and may at any time and from time to time repeal, alter or add to those regulations and rules for the time being in force.

16. **Transitional Provisions**

- 16.1 From the date of adoption of the Bye-Laws contained herein and up until the AGM following the date of adoption of the Bye-Laws contained herein the Officers shall comprise of two joint Presidents of the Company being Peter Stapleton and Kersten Mehl, the Senior Vice President being John Curtin, the Second Vice President being Roland O'Connell and the Honorary Treasurer being Richard Mossop.
- 16.2 From the AGM following the date of adoption of these Bye-Laws Peter Stapleton and Kersten Mehl shall be the joint Immediate Past Presidents of the Company and John Curtin will be the President of the Company until the AGM in 2012. John Curtin will be succeeded at the AGM in 2012 by Roland O'Connell who will be the President of the Company until the AGM in 2013 and thereafter the President will be elected annually at the AGM
- 16.3 Any complaints or allegations that came to the attention of the Company before the date of implementation of any new Bye-Laws, Regulations or Rules shall be dealt with under the Bye-Laws, Regulations and Rules in force at the time when the matter came to the attention of the Company. For such purposes those former Bye-Laws, Regulations and Rules shall remain in force until the conclusion of the case.
- 16.4 Any complaints or allegations in relation to any members of any entity that merge with or are incorporated into the Company relating to the period prior to such merger or incorporation with the Company but notified to the Company after such merger or incorporation shall be dealt with under the Bye-Laws, any regulations and rules and procedures of such entity as in force at the time when the matter the basis of such complaint or allegation happened but any investigations or disciplinary action to be taken in relation to any such complaints and allegations shall be taken by the Company and for such purposes those former Bye-Laws, regulations and rules of such entity shall remain in force until the conclusion of the matters in question .
- 16.5 Where a member of any entity which has merged with or been incorporated into the Company has been authorised to continue to use any membership designation of such former entity he shall do so only for the duration of any permission granted to him in writing by the entity and thereafter shall cease to use such membership designation. The Company shall be entitled to ensure that any such members comply fully with the provisions of such permission.

17. **Notice**

Any notice under the Bye-Law shall be sent (in accordance with the provisions of Article 68 and 69 of the Articles of Association).