



International Construction Project Management Association

Constitution

Guidance Version - 2017

This document is provided to members as a guidance version of the ICPMA Constitution. It is written in the form of the official document with the amendments inserted where adopted at the relevant Annual General Meetings.

The official ICPMA Constitution remains the valid legal constitution document

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Guidance version of ICPMA Constitution

1. Introduction

- 1.1 This is the Constitution of ICPMA, International Construction Project Management Association called later ICPMA.
- 1.2 If any conflict arises between the Constitution and Local Law, the conflict will be dealt with under Swiss Law.
- 1.3 The registered office of ICPMA resides in Berne, Switzerland.
- 1.4 This Constitution for the ICPMA was adopted by ICPMA General conference call on 30.10.2009. This procedure was approved at the ICPMA AGM on 8th May 2009.
- 1.5 Definitions:
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|-------|--------------------|---|
| 1.5.1 | ICPMA | International Construction Project Management Association |
| 1.5.2 | Steering Committee | Officers of ICPMA |
| 1.5.3 | AGM | Annual General Meeting |
| 1.5.4 | EGM | Extraordinary General Meeting |
- 1.6 Deleted
- 1.7 The official language of the ICPMA will be English, but other languages will be acceptable.
- 1.8 The German version of the constitution is valid in case of a language difference.

2. Objectives of the Constitution

- 2.1 The aim of ICPMA is to promote best practice of construction project management worldwide. ICPMA is a non-profit organisation.

- 2.2 In pursuance with the objects, ICPMA Steering Committee shall:
- 2.2.1 Identify, develop, use and share the knowledge of construction project management worldwide;
 - 2.2.2 Create an international platform for construction project management;
 - 2.2.3 Gain recognition for the profession and ICPMA;
 - 2.2.4 Set International standards for construction project management.

2.3 Membership to the ICPMA

- 2.3.1 A individual satisfying one of the following condition preferably:
- 2.3.1.1 A representative from a construction project management association.
 - 2.3.1.2 A representative from a construction project management practice
 - 2.3.1.3 A representative from a construction project management educational institution.
 - 2.3.1.4 A postgraduate student registered on a programme of study equal to a masters degree or higher

- 2.3.2 An Organisation active in the same areas (e.g. company, association, university, etc.). The organisation may have a maximum of ten individuals representing it.

2.4 Elements of ICPMA

The elements of ICPMA are:

- General meetings
- Steering Committee

3. General Meetings

3.1 AGM

- 3.1.1 ICPMA shall by the end of June each year hold a General Meeting as its AGM in addition to other meetings within the year.
- 3.1.2 The venue of the AGM shall be fixed at the previous AGM by majority vote.

- 3.1.3 The normal business of the AGM shall be:
- 3.1.3.1 Approval of minutes of the previous AGM;
 - 3.1.3.2 Consideration of the annual report of the ICPMA including the approval of financial accounts;
 - 3.1.3.3 Election and appointment of ICPMA Steering Committee;
 - 3.1.3.4 Approval of the annual budget
 - 3.1.3.5 Any further business of which notice has been given in terms of Clause 3.4.1 herein.

3.2 EGM

- 3.2.1 All General Meetings other than AGMs shall be called 'EGMs'.
- 3.2.2 An EGM may be called by the ICPMA Steering Committee, or on requisition made in writing of not less than 20% of members.
- 3.2.3 Any such requisition shall state the objective of the proposed meeting. It shall be signed by those proposing the meeting and deposited either at the registered office of the ICPMA or with the ICPMA President.
- 3.2.4 Upon receipt of such requisition, if the ICPMA Steering Committee does not, within forty-two (42) calendar days from the date of the deposit of the requisition proceed to convene a meeting, the requisitionists or their majority may themselves convene a meeting.

- 3.3 All business that is transacted at an AGM or EGM with the exception of matters listed in clause 3.1.3 shall be deemed as special.

3.4 General Meetings:

3.4.1 Notice

All ICPMA members will be given at least twenty-one (21) days notice of a General Meeting, specifying the place, day and hour and stating the general nature of the business.

3.4.2 Quorum

3.4.2.1 No business shall be transacted at any AGM or EGM unless there is a quorum of 50% of steering committee members or ten ICPMA members present.

3.4.2.2 If no quorum is present within half an hour of the time appointed, the meeting shall stand adjourned and shall be reconvened one week later at the same time and place, or such other day time and place as the Chairman shall appoint. If at the reconvened meeting a quorum is not present for the first 30 minutes, from the time appointed the members present shall constitute a quorum.

3.5 Chairman

3.5.1 The ICPMA President, or in his/her absence the most Senior Vice-President, shall act as Chairperson at the General Meeting.

3.5.2 If either the above or any Vice-Presidents are not present within fifteen (15) minutes of the commencement of the meeting, the members present shall choose one (1) of the Steering Committee to act as Chairman.

3.6 Adjournment

3.6.1 The Chairman of the meeting may, with the consent of any General Meeting at which a quorum is present, and shall if so directed at the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

3.6.2 When a General Meeting is adjourned for more than thirty (30) days, notice of the adjourned meeting shall be given in the same manner as for the original meeting.

3.7 Voting Powers

- 3.7.1 Every individual member shall have one vote at any General Meeting if its subscription has been received before the meeting. Organisation has as many votes as individuals present at the General Meeting but a maximum of ten.
- 3.7.2 At any General Meeting, a resolution put to vote will be deemed to have been accepted if it is supported by 50% of a combination of the votes of those present (counted by a show of hands) and of the votes allocated in accordance with Clause 3.7.5..
- 3.7.3 A declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the ICPMA shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The decision has to be minuted.
- 3.7.4 In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
- 3.7.4 Where a member is unable to attend a General Meeting, she/he may allocate her/his vote to another attending member, providing she/he notifies the Chairman in writing of this allocation at least three (3) working days in advance of the date of the Meeting

4. Officers of ICPMA

- 4.1 President – the President shall hold office for one (1) year, or a maximum of two (2) years. No President who has filled the role for two (2) consecutive years shall be eligible for the role until the expiration of four (4) years from the termination of office.
No President who has filled the role for one (1) year shall be eligible for the role until the expiration of two (2) years from the termination of office.
- 4.2 Vice Presidents – there shall be a Senior Vice President and a Vice President. Each role will be held for one (1) year, or a maximum of two (2) years. No Vice President who has filled the role for four (4) consecutive years shall be eligible for the role until the expiration of two (2) years from the termination of office.

- 4.3 Treasurer – this person shall be appointed for one (1) year, but may be re-elected for further years.
- 4.4 Past President – this person shall be the outgoing President, who shall hold this position for the duration of the term of the current President. In the event that the immediate Past President is unable to continue in this position and has notified the current President of this situation, the Steering Committee is empowered to approach another member who has previously held the position of President and appoint this person to the Steering Committee until the next Annual General Meeting. At that stage, the immediate Past President may resume his/her role or, if he/she is unavailable to do so, the AGM may appoint a different member to the position from those members who have previously held the position of President.
- 4.5 Secretary-General – this person shall provide the administration support to ICPMA. The Steering Committee will have the power to appoint the Secretary-General and the decision ratified at the nearest AGM.

5. Composition of the ICPMA Steering Committee

5.1 Steering Committee composition will consist of the following:

- 5.1.1 Members: President, two (2) Vice Presidents; Treasurer and the Past President.
- 5.1.2 Secretary-General – the Secretary-General will have no voting powers.
- 5.1.3 Not more than six (6) co-opted members, one of whom will be nominated by the early-career stage organisation Young International Construction Project Management Association (YICPMA)

- 5.2 Co-opted members – The Steering Committee shall have the power to appoint a member to be a co-opted member of the Steering Committee. Each co-opted member will be appointed until the next AGM when they shall be eligible for re-appointment.
- 5.3 The Steering Committee may designate particular roles and responsibilities to a Steering Committee member at its own discretion.
- 5.4 Year of Office - All members of the Steering Committee shall commence their roles at the closure of an AGM and end at the close of the next succeeding AGM.
- 5.5 Conflict of Interest
- 5.5.1 Members of the Steering Committee should foresee and avoid any conflict of interest.
- 5.5.2 If a conflict of interest arises, members of Steering Committee should declare their interest and the Steering Committee should decide if the Member should be absent from voting or discussion, or both.
- 5.5.3 If a member of Steering Committee stands to benefit either directly or indirectly from the interest, authority to proceed must be obtained from the Steering Committee.
- 5.6 Cessation of Office - A member of the Steering Committee will cease to hold office:
- 5.6.1 If, by notice in writing to the President, he /she resigns from office, stating the effective date of resignation. In the event that the President wishes to resign, he /she must notify the Senior Vice President in writing of his /her intention to do so, stating the effective date of resignation.
- 5.6.1 If he /she ceases / fails to pay the annual subscription;
- 5.6.1 If the representative body becomes bankrupt or goes into administration.

5.7 If a vacancy occurs on the Steering Committee before the expiration of the year of office for the position of President, Senior Vice President, Vice President or Treasurer, the Steering Committee will initially endeavour to fill the vacancy from within the membership of the Steering Committee. In the event that the position remains unfilled, the Steering Committee is empowered to nominate and appoint a person to the position on an interim basis from the current ICPMA membership until the next Annual General Meeting. If any other vacancy occurs on the Steering Committee before the expiration of the year of office, the Steering Committee is also empowered to nominate and appoint a person on an interim basis from the current ICPMA membership. Persons appointed to either such interim positions may be proposed and elected to serve on the Steering Committee as normal at the next Annual General Meeting, but neither such interim appointments shall count as part of the period of consecutive service for the appointee.

6. Proceedings of the ICPMA Steering Committee

6.1 The Steering Committee shall meet at least 3 times per year in addition to the AGM in order to decide on and take action necessary to manage the activities of ICPMA. Meetings will be conducted either face to face or by conference call. Typical Steering Committee actions will include but will not be restricted to:

- Planning of ICPMA activities such as the Annual Conference,
- Approval of payments required to undertake actions agreed in the Annual Budget
- Management of ICPMA funds and payment for items that arise throughout the year (for example, for upkeep of ICPMA website)
- Enhancing communications with all ICPMA members.

6.2 In the president's absence, the Steering Committee shall nominate the Senior Vice president to act as Chairman

6.3 Four (4) members of the Steering Committee, including the President or the Senior Vice-President will constitute a quorum at a Steering Committee meeting.

6.4 Resolutions shall be decided on a show of hands by majority vote of all members of the Steering Committee. If the voting is equal, the Chairman shall have the casting vote. In the event of a meeting being held electronically, each member will vote verbally.

- 6.5 The Steering Committee has the authority to decide upon minor or urgent matters by use of email, fax, telephone or other electronic means without calling a formal meeting. Such a course of action must be initiated by the President and all members of the Steering Committee must be invited to participate in reaching a decision. Reaching an agreement will be by a majority vote of the membership of the Steering Committee. Decisions reached by this course of action must be confirmed by the President by email to the full Steering Committee. Any matters decided upon in this way must be minuted at the following Steering Committee meeting.
- 6.6 Proper minutes of every Steering Committee meeting will be prepared and will record of all business transacted in such meetings.
- 6.7 The minutes shall be signed by the Chairman of the meeting or the succeeding meeting and shall be deemed conclusive evidence of the proceedings at such meetings and of the facts stated therein and shall not be liable to be rebutted or otherwise called into question at a later date.

7. Accounts

- 7.1 Every member will have to pay an annual subscription. The amount will be defined by the General Meetings.
- 7.2 The members are not personally liable for the overdrafts of the organisation. Only the organisation assets are liable.
- 7.3 Books of accounts shall be maintained each year.
- 7.4 The Steering Committee shall have the power to appoint the auditor at and decide on their remuneration accordingly, if the requirement becomes necessary.
- 7.5 The financial year of ICPMA shall be defined by the steering committee.

8. Alterations to the Constitution

- 8.1 The Constitution may be altered by a resolution passed by not less than two thirds of the voting members attending a General Meeting.
- The Constitution may also be altered by a written resolution passed by not less than two thirds of the all members having a vote (plebiscite).

9. Dissolution of ICPMA

- 9.1 If the Steering Committee decides that it is necessary or advisable to dissolve the ICPMA, the Steering Committee shall enter into consultation with all the members of the ICPMA.
- 9.2 Following the consultation period, an EGM shall be called of ICPMA.
- 9.3 The Steering Committee has the power to realise any assets held by the ICPMA, on majority vote by Steering Committee members. All monies will then be distributed proportionally to the ICPMA members. Reserved are imperative legal regulations.
- 9.4 A copy of the statement of accounts, for the final accounting period will be produced by the ICPMA Steering Committee and presented to all ICPMA members.

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